



JM FINANCIAL PRODUCTS LIMITED

JM Financial Products Limited (our "Company") was originally incorporated at Mumbai, Maharashtra as a private limited company on July 10, 1984 under the provisions of the Companies Act, 1956 with registration number 33397 of 1984 and with the name "J.M. Lease Consultants Private Limited". By virtue of section 43A of the Companies Act, 1956 our Company became a deemed public company with the name "JM Lease Consultants Limited" and received a certificate of incorporation dated July 15, 1992 from the Registrar of Companies, Mumbai, Maharashtra. Our Company further became a Private Company with effect from August 17, 2001. Subsequently, by way of a fresh certificate of incorporation dated June 10, 2005 issued by the Registrar of Companies, Mumbai, Maharashtra, our Company's name was changed to "JM Financial Products Private Limited". Our Company was converted into a public limited company with the name "JM Financial Products Limited" and received a fresh certificate of incorporation consequent to change in status on June 28, 2010 from the Registrar of Companies, Mumbai, Maharashtra. Our Company is a Systemically Important Non-Deposit taking Non-Banking Financial Company (NBFC-ND-SI), registered with the Reserve Bank of India under Section 45 IA of the RBI Act, 1934, bearing registration no. B - 13.00178 dated March 2, 1998. For further details regarding changes to the name and registered office of our Company, see section titled "History and Main Objects" on page 109 of the Shelf Prospectus.

Corporate Identity Number of our Company is U74140MH1984PLC033397
Registered and Corporate Office: 7th Floor, Cnergy, Appasaheb Marathe Marg Prabhadevi, Mumbai, Maharashtra 400 025, India
Tel: (+91 022) 6630 3030; **Fax:** (+91 022) 6630 3223; **Website:** www.jmfinancialproducts.com; **Email:** investorrelations.products@jmfpl.com
Company Secretary and Compliance Officer: Ms. Reena Sharda; **Tel:** (+91 22) 6630 3030; **Fax:** (+91 22) 6630 3223; **Email:** investorrelations.products@jmfpl.com

PUBLIC ISSUE BY JM FINANCIAL PRODUCTS LIMITED, ("COMPANY" OR THE "ISSUER") BY WAY OF THIS TRANCHE I ISSUE OF SECURED, RATED, LISTED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE ₹ 1,000 EACH ("SECURED NCDs") WITH A BASE ISSUE SIZE OF ₹ 200 CRORES WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UP TO ₹ 800 CRORES, AGGREGATING UP TO ₹ 1,000 CRORES ("TRANCHE I ISSUE") WHICH IS WITHIN THE SHELF LIMIT OF ₹ 2,000 CRORES ("SHELF LIMIT"). THIS TRANCHE I ISSUE IS BEING MADE PURSUANT TO THE TERMS AND CONDITIONS OF THIS TRANCHE PROSPECTUS ("TRANCHE I PROSPECTUS"), WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED APRIL 11, 2019 ("SHELF PROSPECTUS") FILED WITH THE REGISTRAR OF COMPANIES, MAHARASHTRA, MUMBAI ("ROC"), THE DESIGNATED STOCK EXCHANGE AND THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") UNDER THE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008 AS AMENDED (THE "SEBI DEBT REGULATIONS") AND THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AS AMENDED TO THE EXTENT NOTIFIED. THE TRANCHE I ISSUE IS A PART OF THE PUBLIC ISSUE BY THE ISSUER OF SECURED, RATED, LISTED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 EACH AND UNSECURED, RATED, LISTED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 EACH, ("NCDs") FOR AN AMOUNT AGGREGATING UP TO ₹ 2,000 CRORES ("SHELF LIMIT"). THE SHELF PROSPECTUS AND THIS TRANCHE I PROSPECTUS CONSTITUTES THE PROSPECTUS ("PROSPECTUS").

PROMOTER

Our Promoter is JM Financial Limited. For further details refer to the chapter "Our Promoter" on page 123 of the Shelf Prospectus.

GENERAL RISK

Investors are advised to read the Risk Factors carefully before taking an investment decision in the Issue. For taking an investment decision, the investors must rely on their own examination of the Issuer and this Tranche I Issue including the risks involved. Specific attention of the investors is invited to the section titled "Risk Factors" on page 12 of the Shelf Prospectus and "Material Developments" on page 145 of the Shelf Prospectus and on page 24 of this Tranche I Prospectus before making an investment in this Tranche I Issue. This document has not been and will not be approved by any regulatory authority in India, including the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Registrar of Companies at Maharashtra ("RoC") or any stock exchange in India.

ISSUER'S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for, and confirms that this Tranche I Prospectus read together with the Shelf Prospectus for this Tranche I Issue contains all information with regard to the Issuer and this Tranche I Issue, which is material in the context of this Tranche I Issue. The information contained in this Tranche I Prospectus read together with the Shelf Prospectus for this Tranche I Issue is true and correct in all material respects and is not misleading in any material respect and that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Tranche I Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

CREDIT RATING

The NCDs have been rated [ICRA] AA by ICRA for an amount of upto ₹ 2,000 crores vide its letter dated January 9, 2019 and further revalidated on March 25, 2019, and have been rated "CRISIL AA/STABLE" by CRISIL for an amount upto ₹ 2,000 crores vide its letter dated January 03, 2019 which has been revalidated on April 1, 2019. The rating of the NCDs by ICRA and CRISIL indicates high degree of safety regarding timely servicing of financial obligations. The rating provided by ICRA and CRISIL may be suspended, withdrawn or revised at any time by the assigning rating agency and should be evaluated independently of any other rating. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decisions. Please refer to Annexures A and B of this Tranche I Prospectus for rating letters and rationale for the above ratings.

PUBLIC COMMENTS

The Draft Shelf Prospectus dated February 1, 2019 was filed with the BSE Limited ("BSE") pursuant to the provisions of the SEBI Debt Regulations and was open for public comments for a period of 7 (seven) Working Days from the date of filing of the Draft Shelf Prospectus with the Designated Stock Exchange until 5:00 p.m. on February 1, 2019.

LISTING

The Secured NCDs offered through this Tranche I Prospectus are proposed to be listed on the BSE. For the purposes of the Issue, BSE shall be the Designated Stock Exchange. Our Company has received an in-principle approval from BSE vide their letter no. DCS/BM/PI-BOND/28/18-19 dated February 8, 2019.

COUPON RATE, COUPON PAYMENT FREQUENCY, MATURITY DATE, MATURITY AMOUNT & ELIGIBLE INVESTORS

For details relating to Coupon Rate, Coupon Payment Frequency, Maturity Date and Maturity Amount of the Secured NCDs, see section titled "General Terms of the Issue" starting on page 41 of this Tranche I Prospectus. For details relating to eligible investors please see "The Issue" on page 25 of this Tranche I Prospectus.

LEAD MANAGERS TO THE ISSUE

REGISTRAR TO THE ISSUE

DEBENTURE TRUSTEE**



A. K. Capital Services Limited
30-38, Free Press House
3rd Floor, Free Press Journal Marg 215,
Nariman Point, Mumbai 400 021
Tel: (+91 22) 6754 6500
Fax: (+91 22) 6610 0594
Email: jmpproducts2019@akgroup.co.in
Investor Grievance Email: investor.grievance@akgroup.co.in
Website: www.akgroup.co.in
Contact Person: Ms. Shilpa Pandey /
Mr. Krish Sanghvi
Compliance Officer: Mr. Tejas Davda
SEBI Registration No.: INM000010411



JM Financial Limited***
7th Floor, Cnergy
Appasaheb Marathe Marg Prabhadevi,
Mumbai - 400 025
Tel: (+91 22) 6630 3030
Fax: (+91 22) 6630 3330
Email: jmfpl.ncd2018@jmfpl.com
Investor Grievance Email: grievance.ibd@jmfpl.com
Website: www.jmfpl.com
Contact Person: Ms. Prachee Dhuri
Compliance Officer: Mr. Sunny Shah
SEBI Registration No.: INM000010361



Trust Investment Advisors Private Limited
109/110, Balarama, Bandra Kurla
Complex, Bandra (E), Mumbai 400 051
Tel: (+91 22) 4084 5000
Fax: (+91 22) 4084 5007
Email: project.paris@trustgroup.in
Investor Grievance Email: customercare@trustgroup.in
Website: www.trustgroup.in
Contact Person: Ms. Hani Jalan
Compliance Officer: Mr. Ankur Jain
SEBI Registration No.: INM000011120



Karvy Fintech Private Limited
(Formerly known as KCPL Advisory Services Private Limited)
Karvy Selenium Tower B, Plot 31-32,
Gachibowli Financial District,
Nanakramguda, Hyderabad 500 032
Tel: (+91 40) 6716 2222
Fax: (+91 40) 2343 1551
Email: jmfpl.ncd@karvy.com
Investor Grievance Email: einward.ris@karvy.com
Website: www.karisma.karvy.com
Contact Person: Mr. Murali Krishna
SEBI Registration No.: INR000000221



IDBI Trusteeship Services Limited**
Asian Building, Ground Floor, 17,
R. Kamani Marg, Ballard Estate,
Mumbai 400 001
Tel: (+91 22) 4080 7000
Fax: (+91 22) 6631 1776
Email: itsl@idbitrustee.com
Investor Grievance Email: response@idbitrustee.com
Website: www.idbitrustee.com
Contact Person: Mr. Jatin Bhat /
Mr. Amit Mantri
SEBI Registration No.: IND000000460

ISSUE PROGRAMME*

TRANCHE I ISSUE OPENS ON APRIL 22, 2019

TRANCHE I ISSUE CLOSES ON May 21, 2019

*This Tranche I Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m., during the period indicated above, except that this Tranche I Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company ("Board") or the NCD Public Issue Committee. In the event of such an early closure of or extension subscription list of the Tranche I Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in a reputed national daily newspaper with wide circulation on or before such earlier date or extended date of closure. Applications Forms for this Tranche I Issue will be accepted only from 10:00 a.m. to 5:00 p.m. or such extended time as may be permitted by BSE, on Working Days during the Issue Period. On the Tranche I Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE.

**IDBI Trusteeship Services Limited under regulation 4(4) of the SEBI Debt Regulations has by its letter dated October 23, 2018 given its consent for its appointment as Debenture Trustee to the Tranche I Issue and for its name to be included in the Tranche I Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Tranche I Issue.

***In compliance with the proviso to Regulation 21A(1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, read with proviso to Regulation 5(3) of the SEBI ICDR Regulations, JM Financial Limited will be involved only in marketing of the Issue.

A copy of the Shelf Prospectus was filed with the Registrar of Companies, Maharashtra in Mumbai, in terms of Section 26 and 31 of the Companies Act, 2013, along with the endorsed/certified copies of all requisite documents on April 11, 2019 and a copy of this Tranche I Prospectus shall be filed with the Registrar of Companies, Maharashtra in Mumbai, in terms of Section 26 and 31 of the Companies Act, 2013, along with the endorsed/certified copies of all requisite documents. For further details please refer to the section titled "Material Contracts and Documents for Inspection" beginning on page 96 of this Tranche I Prospectus.

TABLE OF CONTENTS

SECTION I: GENERAL	3
DEFINITIONS / ABBREVIATIONS	3
FORWARD-LOOKING STATEMENTS	11
PRESENTATION OF FINANCIAL AND OTHER INFORMATION	12
SECTION II: INTRODUCTION	14
GENERAL INFORMATION	14
MATERIAL DEVELOPMENTS	24
THE ISSUE	25
OBJECTS OF THE TRANCHE I ISSUE	30
STATEMENT OF TAX BENEFITS AVAILABLE TO THE DEBENTURE HOLDERS	33
SECTION V: ISSUE RELATED INFORMATION	41
GENERAL TERMS OF THE ISSUE	41
ISSUE STRUCTURE	47
ISSUE PROCEDURE	64
SECTION VI: LEGAL AND OTHER INFORMATION	86
OTHER REGULATORY AND STATUTORY DISCLOSURES	86
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION	96
DECLARATION	98
DECLARATION	99
DECLARATION	100
ANNEXURE A – CREDIT RATING AND RATIONALE BY ICRA	101
ANNEXURE B – CREDIT RATING AND RATIONALE BY CRISIL	113
ANNEXURE C – CONSENT OF THE DEBENTURE TRUSTEE	125
ANNEXURE D – CASH FLOWS FOR VARIOUS SERIES	129

SECTION I: GENERAL

DEFINITIONS / ABBREVIATIONS

Company related terms

Term	Description
“We”, “us”, “our”, “the Company”, “our Company” and “Issuer”	JM Financial Products Limited, a public limited company incorporated under the Companies Act, 1956 and having its registered office at 7th Floor, Cnergy, Appasaheb Marathe Marg Prabhadevi, Mumbai, Maharashtra 400 025, India.
AOA/Articles of Association	Articles of Association of our Company, as amended from time to time.
Astute	M/s. Astute Investments, a partnership firm of JM Financial Services Limited and JM Financial Commtrade Limited for the year 2015.
Astute Financial Statements	The reformatted standalone statement of assets and liabilities and the related reformatted standalone statement of profit and loss and cash flow statement of Astute as at and for the year ended March 31, 2015 as examined by the Astute Auditors.
Astute Auditors	Deloitte Haskins & Sells LLP, Chartered Accountants.
Board / Board of Directors	The Board of Directors of our Company and includes any Committee constituted thereof, from time to time.
Category I	(a) Public financial institutions, scheduled commercial banks, and Indian multilateral and bilateral development financial institutions which are authorised to invest in the NCDs; (b) Provident funds and pension funds with a minimum corpus of ₹ 25 crores, superannuation funds and gratuity funds, which are authorised to invest in the NCDs; (c) Alternative Investment Funds, subject to investment conditions applicable to them under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012; (d) Resident Venture Capital Funds registered with SEBI; (e) Insurance companies registered with the IRDA; (f) State industrial development corporations; (g) Insurance funds set up and managed by the army, navy, or air force of the Union of India; (h) Insurance funds set up and managed by the Department of Posts, the Union of India; (i) Systemically Important Non-Banking Financial Company registered with the RBI and having a net-worth of more than ₹ 500 crores as per the last audited financial statements; (j) National Investment Fund set up by resolution no. F.No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India; and (k) Mutual funds registered with SEBI.
Category II	(a) Companies within the meaning of Section 2(20) of the Companies Act, 2013; (b) Statutory bodies/corporations and societies registered under the applicable laws in India and authorised to invest in the NCDs; (c) Co-operative banks and regional rural banks; (d) Trusts including Public/private charitable/religious trusts which are authorised to invest in the NCDs; (e) Scientific and/or industrial research organisations, which are authorised to invest in the NCDs; (f) Partnership firms in the name of the partners; (g) Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009); (h) Association of Persons; and (i) Any other incorporated and/ or unincorporated body of persons.
Category III	High Net-worth Individual Investors ("HNIs") - Resident Indian individuals and Hindu Undivided Families through the Karta applying for an amount aggregating to above INR 1,000,000 across all Series of NCDs in the Issue
Category IV	Retail Individual Investors - Resident Indian individuals and Hindu Undivided Families through the Karta applying for an amount aggregating up to and including INR 1,000,000 across all Series of NCDs in the Issue.
Equity Shares	Equity shares of face value ₹10 each of our Company.
Group Companies	(a) JM Financial Services Limited; (b) JM Financial Commtrade Limited; (c) JM Financial Properties & Holdings Limited; (d) CR Retail Malls (India) Limited; (e) JM Financial Institutional Securities Limited (formerly known as JM Financial Securities Limited); (f) JM Financial Capital Limited; (g) JM Financial Credit Solutions Limited; (h) JM Financial Asset Reconstruction Company Limited; (i) J.M. Financial & Investment Consultancy Services Private Limited; (j) JSB Securities Limited; (k) JM Financial Asset Management Limited; and (l) Infinite India Investment Management Limited.
JMFCL	JM Financial Commtrade Limited, step down subsidiary of our Company for the years 2014 and 2015.
JMFCL Auditors	M/s. Khimji Kunverji & Co.
JMFCL Standalone Financial Statements	The reformatted standalone statement of assets and liabilities and the related reformatted standalone statement of profit and loss and cash flow statement of JMFCL as at and for the years ended March 31, 2014 and 2015 as examined by the JMFCL Auditors.
JMFSL	JM Financial Services Limited, subsidiary of our Company for the years 2014 and 2015.
JMFSL Auditors	Deloitte Haskins & Sells LLP, Chartered Accountants

Term	Description
JMFSL Standalone Financial Statements	The reformatted standalone statement of assets and liabilities and the related reformatted standalone statement of profit and loss and cash flow statement of JMFSL as at and for the years ended March 31, 2014 and 2015 as examined by the JMFSL Auditors.
JMFHL Subsidiary	/ JM Financial Home Loans Limited, a public limited company incorporated under the Companies Act, 2013 and having its registered office at 7th Floor, Cnergy, Appasaheb Marathe Marg Prabhadevi, Mumbai, Maharashtra 400 025, India.
JMFHL Auditors	Deloitte Haskins & Sells, LLP, Chartered Accountants
JMFHL Standalone Financial Statements	The reformatted standalone statement of assets and liabilities and the related reformatted standalone statement of profit and loss and cash flow statement of JMFHL as at and for the years ended March 31, 2017 and 2018 as examined by the JMFHL Auditors.
JMFHL Limited Review Financial Results	The unaudited standalone financial results for the nine months period ended December 31, 2018 of JMFHL.
KMP/Key Managerial Personnel	Key Managerial Personnel, as defined under the Companies Act, 2013, Section 2(51) as under: <i>“key managerial personnel”, in relation to a company, means -</i> <i>i. the Chief Executive Officer or the managing director or the manager;</i> <i>ii. the company secretary;</i> <i>iii. the whole-time director;</i> <i>iv. the Chief Financial Officer; and</i> <i>v. such other officer not more than one level below the directors who is in whole-time employment designed as key managerial personnel by the Board; and such other officer as may be prescribed”</i>
Limited Review Financial Results	The unaudited standalone financial results for the nine months period ended December 31, 2018 of our Company.
Memorandum / MOA	Memorandum of Association of our Company, as amended from time to time.
NBFC	Non-Banking Financial Company as defined under Section 45-IA of the RBI Act, 1934.
NCD Public Issue Committee	The Committee constituted by our Board of Directors vide board resolution dated October 24, 2018.
Promoter	JM Financial Limited
Reformatted Financial Statements	The reformatted standalone statement of assets and liabilities and the related reformatted standalone statement of profit and loss and cash flow statement of our Company, as at, and for the years, ended March 31, 2014, 2015, 2016, 2017 and 2018, as examined by the Statutory Auditors of our Company.
ROC	The Registrar of Companies, Maharashtra, Mumbai
₹/ Rs./ INR/ Rupees	The lawful currency of the Republic of India.
Statutory Auditors	The current statutory auditors of the Company, M/s. Khimji Kunverji & Co, Chartered Accountants, Sunshine Tower, Level 19, Senapati Bapat Marg, Elphinstone Road, Mumbai 400 013.

Issue related terms

Term	Description
Abridged Prospectus	A memorandum containing salient features of the Shelf Prospectus and this Tranche I Prospectus.
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application Form
Allotment / Allotted	Unless the context otherwise requires, the allotment of the Secured NCDs pursuant to the Issue to the Allottees.
Allottee(s)	The successful applicant to whom the Secured NCDs are being/have been allotted.
Applicant / Investor	The person who applies for issuance and Allotment of Secured NCDs pursuant to the terms of the Shelf Prospectus, this Tranche I Prospectus and Abridged Prospectus and the Application Form for this Tranche I Issue.
Application / ASBA Application	An application for Allotment of Secured NCDs offered pursuant to this Tranche I Issue by submission of a valid Application Form and authorising an SCSB to block the Application Amount in the ASBA Account.
Application Amount	The aggregate value of the Secured NCDs applied for, as indicated in the Application Form for this Tranche I Prospectus.
Application Form / ASBA Form	The form in terms of which the Applicant shall make an offer to subscribe to the Secured NCDs through the ASBA process, in terms of the Shelf Prospectus and this Tranche I Prospectus.
ASBA or “Application Supported by Blocked Amount”	The Application in terms of which the Applicant shall make an Application by authorising SCSB to block the Application Amount in the specified bank account maintained with such SCSB.
ASBA Account	An account maintained with an SCSB which will be blocked by such SCSB to the extent of the

Term	Description
	Application Amount of an Applicant.
Base Issue	₹ 200 crores.
Basis of Allotment	The basis on which Secured NCDs will be allotted to applicants under the Tranche I Issue and which is described in “ <i>Issue Procedure – Basis of Allotment</i> ” on page 79 of this Tranche I Prospectus.
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Application Forms, i.e., Designated Branches of SCSB, Specified Locations for Members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Broker Centres	Broker centres notified by the Stock Exchanges where Applicants can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Trading Members are available on the respective websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com
Call	Subject to compliance with applicable laws, in case of Series III and IV Secured NCDs, call may be exercised by our Company at any date after the expiry of 24 months from the Deemed Date of Allotment and in case of Series V and VI Secured NCDs, call may be exercised by our Company at any date after the expiry of 36 months from the Deemed Date of Allotment.
Client ID	Client identification number maintained with one of the Depositories in relation to the demat account.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications in the Issue, at the Designated CDP Locations.
Credit Rating Agencies	For the present Issue, the credit rating agencies being, ICRA and CRISIL.
Coupon Rate / Interest Rate	The aggregate rate of interest payable in connection with the Secured NCDs in accordance with the Shelf Prospectus and this Tranche I Prospectus. For further details, please refer to “ <i>Issue Related Information</i> ” on page 41 of this Tranche I Prospectus.
CRISIL	CRISIL Limited.
Debt Application Circular	Circular no. CIR/IMD/DF-1/20/2012 issued by SEBI on July 27, 2012.
Debt Listing Agreement	The listing agreement entered into between our Company and the relevant stock exchange(s) in connection with the listing of debt securities of our Company.
Debenture Trust Deed	The trust deed to be executed by our Company and the Debenture Trustee for creating the security over the Secured NCDs issued under the Issue and to protect the interest of Secured NCD Holders under the Issue.
Demographic Details	Details of the investor such as address, bank account details and occupation, which are based on the details provided by the Applicant in the Application Form.
Deemed Date of Allotment	The date on which the Allotment Committee of the Board approves the Allotment of the Secured NCDs for the Tranche I Issue or such date as may be determined by the Board of Directors or the NCD Public Issue Committee and notified to the Designated Stock Exchange. The actual Allotment of Secured NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the Secured NCDs including interest on Secured NCDs shall be available to the Debenture holders from the Deemed Date of Allotment.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Depository(ies)	National Securities Depository Limited (NSDL) and /or Central Depository Services (India) Limited (CDSL).
DP / Depository Participant	A depository participant as defined under the Depositories Act.
Designated Branches	Such branches of SCSBs which shall collect the Applications and a list of which is available on http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time.
Designated CDP Locations	Such locations of the CDPs where Applicants can submit the Application Forms, a list of which, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange at www.bseindia.com
Designated Date	The date on which the Registrar to the Issue issues instruction to SCSBs for transfer of funds from the ASBA Accounts to the Public Issue Account in terms of the Shelf Prospectus, this Tranche I Prospectus and the Public Issue Account Agreement.
Designated Intermediaries	The Members of the Syndicate, SCSBs, Trading Members, RTAs and CDPs who are authorized to collect Application Forms from the Applicants, in relation to the Issue.
Designated RTA Locations	Such locations of the RTAs where Applicants can submit the Application Forms to RTAs, a list of which, along with names and contact details of the RTAs eligible to accept Application Forms are available on the website of the Stock Exchange at www.bseindia.com
Designated Stock Exchange	BSE i.e. BSE Limited
Draft Shelf Prospectus	The Draft Shelf Prospectus dated February 1, 2019 filed with the Designated Stock Exchange for receiving public comments and with SEBI in accordance with the provisions of the Act/relevant provisions of the Companies Act, 2013 applicable as on the date of the Draft Shelf Prospectus and the SEBI Debt Regulations.

Term	Description
ICRA	ICRA Limited
Interest Payment Date / Coupon Payment Date	The dates on which interest/coupon on the Secured NCDs shall fall due for payment as specified in this Tranche I Prospectus. Please see the section titled “ <i>Terms of the Issue – Interest and Payment of Interest</i> ” on page 53 of this Tranche I Prospectus.
Issue	Public issue by the Company of secured, rated, listed, redeemable, non-convertible debentures of face value of ₹ 1,000 each and unsecured, rated, listed, redeemable, non-convertible debentures of face value of ₹ 1,000 each, for an amount aggregating upto ₹ 2,000 crores. The unsecured, rated, listed, redeemable, non-convertible debentures will be in the nature of subordinated debt and will be eligible for inclusion as Tier II capital.
Issue Agreement	Agreement dated January 24, 2019 entered into by our Company and the Lead Managers.
JMFL or JM Financial	JM Financial Limited
Lead Brokers	<ul style="list-style-type: none"> • JM Financial Services Limited • A. K. Stockmart Private Limited • Trust Financial Consultancy Services Private Limited • Trust Securities Services Private Limited • HDFC Securities Limited • ICICI Securities Limited • Axis Capital Limited • IIFL Securities Limited • Integrated Enterprises (India) Private Limited • Karvy Stock Broking Limited • SMC Global Securities Limited • Kotak Securities Limited • Edelweiss Securities Limited • Tipsons Stock Brokers Limited
Lead Broker Agreement	Agreement dated April 10, 2019 entered into amongst our Company, the Lead Managers and the Lead Brokers in relation to this Tranche I Issue on the terms and conditions contained therein.
Lead Managers	<p>A. K. Capital Services Limited, JM Financial Limited* and Trust Investment Advisors Private Limited.</p> <p><i>*In compliance with the proviso to Regulation 21A(1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, read with proviso to Regulation 5(3) of the SEBI ICDR Regulations, JM Financial Limited will be involved only in marketing of the Issue.</i></p>
Market Lot	1 NCD.
Members of the Syndicate	Lead Managers and the Lead Brokers.
Members of the Syndicate Bidding Centres	Members of the Bidding Centers established for acceptance of Application Forms.
NCDs	The Secured, Rated, Listed, Redeemable, Non-Convertible Debentures of face value of ₹ 1,000 each and Unsecured, Rated, Listed, Redeemable, Non-Convertible Debentures of face value of ₹ 1,000 each, for an amount aggregating up to ₹ 2,000 crores (“ Shelf Limit ”) issued pursuant to the Shelf Prospectus and the Tranche Prospectus(es). The Unsecured NCDs shall be in the nature of subordinated debt and shall be eligible for Tier II Capital.
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% (sixty percent) by NRIs including overseas trusts, in which not less than 60% (sixty percent) of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under the FEMA. OCBs are not permitted to invest in the Issue.
Offer Document	The Draft Shelf Prospectus, the Shelf Prospectus, this Tranche I Prospectus, the Abridged Prospectus, the Application Form and supplemental information, if any.
Owned fund	Paid up equity capital, preference shares which are compulsorily convertible into equity, free reserves, balance in share premium account and capital reserves representing surplus arising out of sale proceeds of asset, excluding reserves created by revaluation of asset, as reduced by accumulated loss balance, book value of intangible assets and deferred revenue expenditure, if any
Public Issue Account	Bank account opened with the Public Issue Account Bank by our Company under Section 40 of the Companies Act, 2013 and where the funds shall be transferred by the SCSBs from the ASBA Accounts.
Public Issue Account Agreement	Agreement dated April 10, 2019 entered into amongst our Company, the Registrar, the Public Issue Account Bank, the Lead Managers, and the Refund Bank for blocking the Application Amounts in the ASBA Accounts, un-blocking the Application Amounts in the ASBA Accounts for the purposes or Allotment or refunds to the Applicants in relation to this Tranche I Issue on the terms and conditions contained therein.
Public Issue Account Bank	ICICI Bank Limited.

Term	Description
Record Date	The Record Date for payment of interest in connection with the Secured NCDs or repayment of principal in connection therewith which shall be 15 days prior to the date of payment of interest, and/or the Redemption Date and/or exercise of Call. In case of redemption of Secured NCDs, the trading in the Secured NCDs shall remain suspended between the Record Date and the Redemption Date. In case the Record Date falls on a day when the Stock Exchange is having a trading holiday, the immediate subsequent trading day or a date notified by the Company to the Stock Exchange, will be deemed as the Record Date.
Redemption/Maturity Amount	The amount repayable on the Secured NCDs, as specified in the section “ <i>Issue Structure - Terms and Conditions in connection with the Secured NCDs</i> ” on page 48 of this Tranche I Prospectus.
Redemption Date	The date on which our Company is liable to redeem the Secured NCDs in full as specified in the section “ <i>Issue Structure - Terms and Conditions in connection with the Secured NCDs</i> ” on page 48 of this Tranche I Prospectus. In the event of Call being exercised for Series III and IV NCDs, the Redemption Date shall be at any date after the expiry of 24 months from the Deemed Date of Allotment and for Series V and VI NCDs the Redemption Date shall be at any date after the expiry of 36 months from the Deemed Date of Allotment or such date for exercising the Call as intimated by our Company. If the Redemption Date/Maturity Date of any Series of the NCDs falls on a day that is not a Working Day, the redemption/maturity proceeds shall be paid on the immediately preceding Working Day along with interest accrued on the NCDs until but excluding the date of such payment. For further details, please refer to section “ <i>Issue Structure - Terms and Conditions in connection with the Secured NCDs</i> ” on page 48 of this Tranche I Prospectus.
Refund Bank	ICICI Bank Limited.
Refund Account	Account opened with the Refund Bank from which refunds, if any, of the whole or any part of the Application Amount shall be made.
Register of Debenture holder	A register of Debenture holders maintained by the Issuer in accordance with the provisions of the Companies Act, 2013 and as more particularly detailed in the section title “ <i>General Terms of the Issue</i> ” on page 41 of this Tranche I Prospectus.
Registrar to the Issue	Karvy Fintech Private Limited (formerly known as KCPL Advisory Services Private Limited)
Registrar and Share Transfer Agents or RTA	Registrar and share transfer agents registered with SEBI and eligible to procure Applications, at the Issue at the Designated RTA Locations.
Registrar Agreement	Agreement dated January 24, 2019 entered into between our Company and the Registrar to the Issue, in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
Security	As specified disclosed in the chapter “ <i>Issue Structure</i> ” on page 47 of this Tranche I Prospectus and detailed in the Debenture Trust Deed.
Secured Debenture Holder (s) / Secured NCD Holder(s)	The holders of the Secured NCDs whose name appears in the database of the relevant Depository and/or the register of Secured Debenture Holders maintained by our Company if required to be maintained under applicable law.
SEBI Debt Regulations	SEBI (Issue and Listing of Debt Securities) Regulations, 2008, issued by SEBI, effective from June 06, 2008 as amended from time to time.
Secured NCDs	Secured, Rated, Listed, Redeemable, Non-Convertible Debentures of face value ₹ 1,000 each for an amount up to ₹ 200 crores, with an option for the Company to retain oversubscription up to ₹ 800 crores, aggregating up to ₹ 1,000 crores which is within the Shelf Limit, being offered through this Tranche I Prospectus.
Self Certified Syndicate Banks or SCSBs	The banks which are registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and offer services in relation to ASBA, including blocking of an ASBA Account, a list of which is available on http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time.
Series	An option of Secured NCDs which are identical in all respects including, but not limited to terms and conditions, listing and ISIN and as further stated to be an individual Series in this Tranche I Prospectus.
Shelf Limit	The aggregate limit of the Issue, being ₹ 2,000 crores to be issued under the Shelf Prospectus through one or more Tranche Issues.
Shelf Prospectus	The Shelf Prospectus dated April 11, 2019 filed by our Company with the SEBI, BSE and the RoC in accordance with the provisions of the Companies Act, 2013 and the SEBI Debt Regulations.
Specified Cities/Specified Locations	Bidding Centres where the Member of the Syndicate shall accept Application Forms from Applicants a list of which is available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time and at such other websites as may be prescribed by SEBI from time to time
Stock exchange	BSE
Subordinated Debt	Subordinated Debt means a fully paid up instrument, which is unsecured and is subordinated to the claims of other creditors and is free from restrictive clauses and is not redeemable at the instance of the holder or without the consent of the supervisory authority of a non-banking financial company. The book value of such instrument shall be subjected to discounting as provided hereunder:

Term	Description
	<p>Remaining maturity of the instruments and rate of discount:</p> <ul style="list-style-type: none"> • up to one year 100%; • more than one year but up to two years 80%; • more than two years but up to three years 60%; • more than three years but up to four years 40%; and • more than four years but up to five years 20% <p>to the extent such discounted value does not exceed fifty per cent of Tier I capital.</p>
Syndicate	Syndicate shall mean the brokers and sub-brokers appointed in relation to the Issue.
Syndicate ASBA	Applications through the Designated Intermediaries.
Syndicate ASBA Application Locations	Bidding centres where the Designated Intermediaries shall accept Application Forms from Applicants, a list of which is available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time and at such other websites as may be prescribed by SEBI from time to time.
Syndicate Branches	SCSB In relation to Applications submitted to a Designated Intermediary, such branches of the SCSBs at the Syndicate Application Locations named by the SCSBs to receive deposits of the Application Forms from the members of the Syndicate, and a list of which is available on http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time.
Tier I capital	Tier I capital means, Owned fund as reduced by investment in shares of other NBFCs and in shares, debentures, bonds, outstanding loans and advances including hire purchase and lease finance made to and deposits with subsidiaries and companies in the same group exceeding, in aggregate, 10% of the Owned fund and perpetual debt instruments issued by a non-deposit taking NBFC in each year to the extent it does not exceed 15% of the aggregate Tier I Capital of such company as on March 31 of the previous accounting year.
Tier II capital	Tier-II capital includes the following: (a) preference shares other than those which are compulsorily convertible into equity; (b) revaluation reserves at discounted rate of 55%; (c) general provisions (including that for standard assets) and loss reserves to the extent these are not attributable to actual diminution in value or identifiable potential loss in any specific asset and are available to meet unexpected losses, to the extent of one and one fourth percent of risk weighted assets; (d) hybrid debt capital instruments; (e) subordinated debt; and (f) perpetual debt instruments issued by a non-deposit taking non-banking financial company which is in excess of what qualifies for Tier I Capital, to the extent it does not exceed Tier-I Capital.
Tranche I Opening Date	Issue April 22, 2019
Tranche I Closing Date	Issue May 21, 2019* *The Tranche I Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m. during the period indicated above, except that the Tranche I Issue may close on such earlier date or extended date as may be decided by the Board or the NCD Public Issue Committee. In the event of an early closure or extension of the Tranche I Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in a daily national newspaper with wide circulation on or before such earlier or initial date of Tranche I Issue closure. On the Tranche I Issue Closing Date, the Application Forms for Tranche I Issue will be accepted only between 10:00 a.m. and 3:00 p.m. (Indian Standard Time) and uploaded until 5:00 p.m. or such extended time as may be permitted by the Stock Exchanges.
Tranche I Issue Period	The period between the Tranche I Issue Opening Date and the Tranche I Issue Closing Date inclusive of both days.
Transaction Documents	Transaction Documents shall mean, the Issue Agreement dated January 24, 2019 entered between our Company and the Lead Managers, the Registrar Agreement dated January 24, 2019 entered between our Company and the Registrar to the Issue, the Public Issue Account Agreement dated April 10, 2019 with the Public Issue Account Bank, the Refund Bank, the Lead Managers and the Registrar to the Issue, the Lead Broker Agreement dated April 10, 2019 with the Lead Brokers and Lead Managers, the Debenture Trustee Agreement dated January 24, 2019 executed between our Company and the Debenture Trustee and the Debenture Trust Deed to be executed between our Company and the Debenture Trustee for creating the security over the Secured NCDs issued under the Issue and to protect the interest of Secured NCD Holders under the Issue.
Transaction Registration Slip or TRS	The acknowledgment slip or document issued by any of the Designated Intermediaries, as the case may be, to an Applicant upon demand as proof of registration of his application for the Secured NCDs.
Tenor	Tenor shall mean the tenor of the Secured NCDs. Please refer to the “ <i>Issue Structure - Terms and Conditions in connection with the Secured NCDs</i> ” on page 48 of this Tranche I Prospectus.
Trading Members	Intermediaries registered with a Lead Broker or a sub-broker under the SEBI (Stock Brokers and Sub-Brokers) Regulations, 1992 and/or with the Stock Exchanges under the applicable byelaws, rules, regulations, guidelines, circulars issued by Stock Exchanges from time to time and duly registered with the Stock Exchanges for collection and electronic upload of Application Forms on the electronic application platform provided by Stock Exchanges.
Tranche Issue	Issue of the NCDs pursuant to the respective Tranche Prospectus(es).

Term	Description
Tranche I Issue	Issue of the Secured NCDs pursuant to this Tranche I Prospectus.
Tranche Prospectus(es)	The Tranche Prospectus(es) containing the details of NCDs including interest, other terms and conditions, recent developments, general information, objects, procedure for application, statement of tax benefits, regulatory and statutory disclosures and material contracts, documents for inspection and other terms and conditions in respect of the relevant Tranche Issue.
Tranche I Prospectus	This Tranche Prospectus dated April 11, 2019 containing the details of the Secured NCDs issued pursuant to the Tranche I Issue.
Trustees / Debenture Trustee	Trustees for the Debenture Holders in this case being IDBI Trusteeship Services Limited appointed by the Board of Directors or the NCD Public Issue Committee of our Company.
Tripartite Agreements	Tripartite agreement between the Company, Registrar to the Issue and CDSL dated July 20, 2016 and the tripartite agreement between the Company, Registrar to the issue and NSDL dated July 27, 2017.
Unsecured NCDs	NCDs offered under this Issue which are subordinated and are not secured by any charge on the assets of the Company, which will be in the nature of Subordinated Debt and will be eligible for Tier II capital and subordinate to the claims of all other creditors.
Working Day	Working Day(s) shall mean all days excluding Sundays or a holiday of commercial banks in Mumbai, except with reference to Issue Period, where Working Days shall mean all days, excluding Saturdays, Sundays and public holiday in India. Furthermore, for the purpose of post issue period, i.e. period beginning from Issue Closing Date to listing of the NCDs, Working Days shall mean all trading days of Stock Exchange excluding Sundays and bank holidays in Mumbai. During the tenor of the NCDs, interest/redemption payments shall be made only on the days when the money market is functioning in Mumbai.

* In compliance with the proviso to Regulation 21A(1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, read with proviso to Regulation 5(3) of the SEBI ICDR Regulations, JM Financial Limited will be involved only in marketing of the Issue.

Industry related terms

Term	Description
NBFC	Non Banking Financial Company.
NBFC-ND	Non Banking Financial Company- Non Deposit Taking.
NBFC-ND-SI	Non Banking Financial Company- Non Deposit Taking-Systemically Important.
NPA	Non Performing Asset.
NRI/Non-Resident	A person resident outside India, as defined under the FEMA.
NSSO	National Sample Survey Organisation.
PPP	Purchasing Power Parity.
RRB	Regional Rural Bank.
SCB	Scheduled Commercial Banks.

Conventional and general terms

Term	Description
AGM	Annual General Meeting.
AS	Accounting Standard.
BSE	BSE Limited.
CAGR	Compounded Annual Growth Rate.
CDSL	Central Depository Services (India) Limited.
Companies Act, 1956	The erstwhile Companies Act, 1956, applicable prior to the commencement of the Companies Act, 2013.
Companies Act, 2013	The Companies Act, 2013, to the extent notified by the Ministry of Corporate Affairs, Government of India and as amended from time to time.
DRR	Debenture Redemption Reserve.
EGM	Extraordinary General Meeting.
EPS	Earnings Per Share.
FDI Policy	The Government policy and the regulations (including the applicable provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000) issued by the Government of India prevailing on that date in relation to foreign investments in the Company's sector of business as amended from time to time.
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time.
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time.
Fiscal / Financial Year / FY	Financial Year ending March 31.
GDP	Gross Domestic Product.
GoI	Government of India.
HUF	Hindu Undivided Family.

Term		Description
IFRS		International Financial Reporting Standards.
IFSC		Indian Financial System Code.
IND AS		Accounting Standard notified under the Companies (Accounting Standards) Rules, 2006, as amended.
Indian GAAP		Generally Accepted Accounting Principles in India.
IRDA		Insurance Regulatory and Development Authority.
IT Act		The Income Tax Act, 1961, as amended from time to time.
MCA		Ministry of Corporate Affairs, Government of India.
MICR		Magnetic Ink Character Recognition.
NACH		National Automated Clearing House.
NEFT		National Electronic Funds Transfer.
NSDL		National Securities Depository Limited.
NSE		National Stock Exchange of India Limited.
PAN		Permanent Account Number.
RBI		The Reserve Bank of India.
RBI Act		The Reserve Bank of India Act, 1934, as amended from time to time.
RTGS		Real Time Gross Settlement.
SCRA		Securities Contracts (Regulation) Act, 1956, as amended from time to time.
SCRR		The Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
SEBI		The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992.
SEBI Regulations	Debt	Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended.
SEBI Act		The Securities and Exchange Board of India Act, 1992 as amended from time to time.
SEBI Regulations	LODR	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
TDS		Tax Deducted at Source.
WDM		Wholesale Debt Market.

Notwithstanding anything contained herein, capitalised terms that have been defined in the sections titled “*Statement of Tax Benefits*”, “*Other Regulatory and Statutory Disclosures*” and “*Issue Procedure*” beginning on pages 33, 86 and 64 of this Tranche I Prospectus, respectively will have the meanings ascribed to them in such sections.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this Tranche I Prospectus that are not statements of historical fact constitute “forward-looking statements”. Investors can generally identify forward-looking statements by terminology such as “aim”, “anticipate”, “believe”, “continue”, “could”, “estimate”, “expect”, “intend”, “may”, “objective”, “plan”, “potential”, “project”, “pursue”, “shall”, “seek”, “should”, “will”, “would”, or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, revenue and profitability, new business and other matters discussed in the Shelf Prospectus that are not historical facts. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results, including our financial conditions and results of operations to differ from our expectations include, but are not limited to, the following:

- Compliance with various financial and other covenants under the loan agreements;
- The outcome of any legal or regulatory proceedings we are or may become a party to;
- Dependency on our fellow subsidiary company, JM Financial Credit Solutions Limited for origination of loans in real estate segment;
- Significant operational and financial integration among the Group Companies;
- Our business is tied to the “JM Financial” goodwill and the brand name;
- Operation in an increasingly competitive financial services industry;
- Volatility in interest rates;
- Default or late or non-payment by or from our customers;
- Inability to effectively manage and sustain our rate of growth;
- Operation in a highly regulated industry and subject to various laws; and
- Downward revision in credit rating(s);
- Our ability to control or reduce the level of non-performing assets in our portfolio;

For further discussion of factors that could cause our actual results to differ, see the section titled “*Risk Factors*” on page 12 of the Shelf Prospectus.

All forward-looking statements are subject to risks, uncertainties and assumptions about our Company that could cause actual results and valuations to differ materially from those contemplated by the relevant statement. Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under the sections titled “*Industry Overview*”, “*Our Business*” and “*Legal and Other Information*” on pages 74, 92 and 183 respectively of the Shelf Prospectus. The forward-looking statements contained in this Tranche I Prospectus are based on the beliefs of management, as well as the assumptions made by and information currently available to management. Although our Company believes that the expectations reflected in such forward-looking statements are reasonable at this time, it cannot assure investors that such expectations will prove to be correct or will hold good at all times. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materialise, or if any of our Company’s underlying assumptions prove to be incorrect, our Company’s actual results of operations or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to our Company are expressly qualified in their entirety by reference to these cautionary statements.

Neither our Company, its Directors and officers, nor any of their respective affiliates or the Lead Managers have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI Debt Regulations, the Company and the Lead Managers will ensure that investors in India are informed of material developments between the date of filing the Shelf Prospectus and the Tranche I Prospectus with the ROC and the date of receipt of listing and trading permission being obtained from the Stock Exchanges.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

General

In this Tranche I Prospectus, unless the context otherwise indicates or implies, references to "you", "offeree", "purchaser", "subscriber", "recipient", "investors" and "potential investor" are to the prospective investors in this Offering, references to our "Company", the "Company" or the "Issuer" are to JM Financial Products Limited.

In this Tranche I Prospectus, references to "US\$" is to the legal currency of the United States and references to "Rs.", "₹" and "Rupees" are to the legal currency of India. All references herein to the "U.S." or the "United States" are to the United States of America and its territories and possessions and all references to "India" are to the Republic of India and its territories and possessions, and the "Government", the "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

Unless otherwise stated, references in this Tranche I Prospectus to a particular year are to the calendar year ended on December 31 and to a particular "fiscal" or "fiscal year" are to the Financial Year ended on March 31.

Unless otherwise stated all figures pertaining to the financial information in connection with our Company are on an unconsolidated basis.

Presentation of Financial Information

Our Company publishes its financial statements in Rupees. Our Company's financial statements are prepared in accordance with Indian GAAP and the Companies Act, 2013, to the extent applicable.

In accordance with the roadmap on implementation of Indian Accounting Standards, our Company has adopted Ind AS as the applicable accounting standards from April 01, 2018. The Limited Review Financial Results and the JMFHL Limited Review Financial Results have been prepared in accordance with Ind AS and Regulation 52 of the SEBI LODR Regulations. Due to the transition from Indian GAAP to Ind AS from April 01, 2018, figures prior to March 31, 2018 are not comparable with the figures post April 01, 2018. Similarly, the figures in the Reformatted Standalone Summary Financial Statements upto March 31, 2018 due to implementation of the Ind AS are not comparable with the figures post April 01, 2018.

The Reformatted Standalone Summary Financial Statements are included in the Shelf Prospectus. The examination reports on the Reformatted Standalone Summary Financial Statements, as issued by our Company's Statutory Auditors, M/s. Khimji Kunverji & Co, Chartered Accountants, Mumbai, are included in the Shelf Prospectus at page 252 of the Section titled "*Financial Information*" at page 246 of the Shelf Prospectus. Similarly, the JMFCL Standalone Financial Statements, as issued by the JMFCL Auditors are included in the Shelf Prospectus at page 344 of the Section titled "*Financial Information*" beginning at page 246 of the Shelf Prospectus; the JMFHL Standalone Financial Statements, as issued by the JMFHL Auditors are included in the Shelf Prospectus at page 294 of the Section titled "*Financial Information*" beginning at page 246 of the Shelf Prospectus; the JMFSL Standalone Financial Statements, as issued by the JMFSL Auditors are included in the Shelf Prospectus at page 321 of the Section titled "*Financial Information*" beginning at page 246 of the Shelf Prospectus; and the Astute Standalone Financial Statements, as issued by the Astute Auditors are included in the Shelf Prospectus at page 365 of the Section titled "*Financial Information*" beginning at page 246 of the Shelf Prospectus.

Any discrepancies in the tables included herein between the amounts listed and the totals thereof are due to rounding off.

Industry and Market Data

There are no standard data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different market and industry sources.

Unless stated otherwise, all industry and market data used throughout the Shelf Prospectus and this Tranche I Prospectus have been obtained from industry publications and certain public sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable, but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although the Company believes that the industry and market data used in the Shelf Prospectus and this Tranche I Prospectus is reliable, it has not been verified by us or any independent sources. Further, the extent to which the

market and industry data presented in this Tranche I Prospectus is meaningful depends on the readers' familiarity with and understanding of methodologies used in compiling such data.

SECTION II: INTRODUCTION

GENERAL INFORMATION

Our Company was originally incorporated in Mumbai, Maharashtra as a private limited company on July 10, 1984 under the provisions of the Companies Act, 1956, with registration number 33397 of 1984 and with the name "**J.M. Lease Consultants Private Limited**". By virtue of section 43A of the Companies Act, 1956 our Company became a deemed public company with the name "**J.M Lease Consultants Limited**" and received a certificate of incorporation dated July 15, 1992 from the Registrar of Companies, Mumbai, Maharashtra. Our Company further became a private company with effect from August 17, 2001. Subsequently, by way of a fresh certificate of incorporation dated June 10, 2005 issued by the Registrar of Companies, Mumbai, Maharashtra, our Company's name was changed to "**JM Financial Products Private Limited**". Our Company was converted into a public limited company with the name "**JM Financial Products Limited**" and received a fresh certificate of incorporation consequent to change in status on June 28, 2010 from the Registrar of Companies, Mumbai, Maharashtra. Our Company is a Systemically Important Non-Deposit taking Non-Banking Financial Company (NBFC-ND-SI), registered with the Reserve Bank of India under Section 45 IA of the RBI Act, 1934, bearing registration no. B - 13.00178 dated March 2, 1998. For further details regarding changes to the name and registered office of our Company, see section titled "*History and Main Objects*" on page 109 of the Shelf Prospectus. For further details regarding the Promoter and the Group Companies please refer to "*Our Promoter*" at page 123 of the Shelf Prospectus.

Registered Office

JM Financial Products Limited

7th Floor, Cnergy,
Appasaheb Marathe Marg Prabhadevi,
Mumbai,
Maharashtra 400 025, India
Tel: (+91 022) 6630 3030
Fax: (+91 022) 6630 3223
Website: www.jmfinancialproducts.com
Email: investorrelations.products@jmfl.com/reena.sharda@jmfl.com

For details of change in registered office, refer to the section titled "*History and Main Objects*" on page 109 of the Shelf Prospectus.

Registration

Registration Number: 033397

Permanent Account Number: AAACJ1236G

Legal Entity Identifier Number: 254900RFJL24Y2NFKF06

Corporate Identity Number: U74140MH1984PLC033397 issued by the Registrar of Companies, Mumbai, Maharashtra

Certificate of registration dated March 02, 1998, bearing number B-13.00178, issued under Section 45IA of the RBI Act, 1934 by the RBI to carry on the business of a non-banking financial institution without accepting public deposits.

Chief Financial Officer

Mr. Nishit Shah
7th Floor, Cnergy,
Appasaheb Marathe Marg Prabhadevi,
Mumbai,
Maharashtra 400 025, India
Tel: (+91 022) 6630 3030
Fax: (+91 022) 6630 3223
Email: nishit.shah@jmfl.com

Company Secretary and Compliance Officer

Ms. Reena Sharda
7th Floor, Cnergy,
Appasaheb Marathe Marg Prabhadevi,
Mumbai,
Maharashtra 400 025, India
Tel: (+91 022) 6630 3030
Fax: (+91 022) 6630 3223
Email: investorrelations.products@jmfl.com/reena.sharda@jmfl.com

Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer in case of any pre-issue or post-issue related issues such as non-receipt of intimation of allotment advice, demat credit of allotted NCDs or refund orders, as the case may be.

All grievances relating to the Issue or any relevant Tranche Issue may be addressed to the Registrar to the Issue, giving full details such as name, Application Form number, address of the Applicant, number of NCDs applied for, amount paid on application, Depository Participant and the collection centre of the Designated Intermediaries where the Application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB, giving full details such as name, address of Applicant, Application Form number, number of NCDs applied for, amount blocked on Application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the Applicant.

All grievances arising out of Applications for the NCDs made through the Online Stock Exchanges Mechanism may be addressed directly to the respective Stock Exchanges.

Lead Managers**A. K. Capital Services Limited**

30-38, Free Press House,
3rd Floor, Free Press Journal Marg,
215, Nariman Point,
Mumbai 400 021
CIN: L74899MH1993PLC274881
Tel: (91 22) 6754 6500
Fax: (91 22) 6610 0594
Email: jmproducts2019@akgroup.co.in
Investor Grievance Email: investor.grievance@akgroup.co.in
Website: www.akgroup.co.in
Contact Person: Ms. Shilpa Pandey / Mr. Krish Sanghvi
Compliance Officer: Mr. Tejas Davda
SEBI Registration No.: INM000010411

JM Financial Limited*

7th Floor, Cnergy,
Appasaheb Marathe Marg, Prabhadevi
Mumbai – 400 025
CIN: L67120MH1986PLC038784
Tel: +91 22 6630 3030
Fax: +91 22 6630 3220
Email: jmfpl.ncd2018@jmfl.com
Investor Grievance Email: grievance.ibd@jmfl.com
Website: www.jmfl.com
Contact Person: Ms. Prachee Dhuri
Compliance Officer: Mr. Sunny Shah
SEBI Registration No.: INM000010361

**In compliance with the proviso to Regulation 21A(1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, read with proviso to Regulation 5(3) of the SEBI ICDR Regulations, JMFL will be involved only in marketing of the Issue.*

Trust Investment Advisors Private Limited

109/110, Balarama, Bandra Kurla Complex
Bandra (E)
Mumbai – 400051
CIN: U67190MH2006PTC162464
Tel: (+91 22) 40845000
Fax: (+91 22) 40845007
Email: project.paris@trustgroup.in
Investor Grievance Email: customercare@trustgroup.in
Website: www.trustgroup.in
Contact Person: Mr. Hani Jalan
Compliance Officer: Mr. Ankur Jain
SEBI Registration No.: INM000011120

Debenture Trustee**IDBI Trusteeship Services Limited**

Asian Building, Ground Floor
17 R, Kamani Marg, Ballard Estate
Mumbai 400 001
Tel: (+91 22) 4080 7000
Fax: (91 22) 6631 1776
Email: itsl@idbitrustee.com
Investor Grievance Email: response@idbitrustee.com
Website: www.idbitrustee.com
Contact Person / Compliance Officer: Mr. Jatin Bhat
SEBI Registration No.: IND000000460

IDBI Trusteeship Services Limited has, pursuant to regulation 4(4) of SEBI Debt Regulations, by its letter dated October 23, 2018 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in this Tranche I Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Issue.

All the rights and remedies of the Debenture Holders under this Tranche I Issue shall vest in and shall be exercised by the appointed Debenture Trustee for this Tranche I Issue without having it referred to the Debenture Holders. All investors under this Tranche I Issue are deemed to have irrevocably given their authority and consent to the Debenture Trustee so appointed by our Company for this Tranche I Issue to act as their trustee and for doing such acts and signing such documents to carry out their duty in such capacity. Any payment by our Company to the Debenture Holders/Debenture Trustee, as the case may be, shall, from the time of making such payment, completely and irrevocably discharge our Company *pro tanto* from any liability to the Debenture Holders. For details on the terms of the Debenture Trust Deed, please refer to the section titled “*Issue Related Information*” on page 41 of this Tranche I Prospectus.

Registrar to the Issue**Karvy Fintech Private Limited (Formerly known as KCPL Advisory Services Private Limited)**

Karvy Selenium Tower B,
Plot 31-32,
Gachibowli Financial District
Nanakramguda
Hyderabad 500 032
Tel: (+91 40) 6716 2222
Fax: (+91 40) 2343 1551
Email: jmfs.ncd@karvy.com
Investor Grievance Email: einward.ris@karvy.com
Website: www.karisma.karvy.com
Contact Person: Mr. Murali Krishna
SEBI Registration No.: INR000000221

Karvy Fintech Private Limited (formerly known as KCPL Advisory Services Private Limited) has by its letter dated January 01, 2019 given its consent for its appointment as Registrar to the Issue and for its name to be included in this Tranche I Prospectus and in all the subsequent periodical communications sent to the holders of the Debentures issued pursuant to this Issue.

Applicants or prospective investors may contact the Registrar to the Issue or the Company Secretary & Compliance Officer in case of any pre-Issue or post-Issue related problems, such as non receipt of Allotment Advice, demat credit, refunds or transfers, etc. All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, Application Form number, address of the Applicant, number of NCDs applied for, amount paid on application, Depository Participant ("DP") and the collection centre of the relevant members of the Designated Intermediaries appointed in relation to the Issue ("Syndicate") where the Application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to either (a) the relevant Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant, or (b) the concerned Designated Intermediary and the relevant Designated Branch of the SCSB in the event of an Application submitted by an Applicant at any of the Syndicate ASBA Centres, giving full details such as name, address of Applicant, Application Form number, number of NCDs applied for and amount blocked on Application.

All grievances arising out of Applications for the NCDs made through the Online Stock Exchanges Mechanism or through Designated Intermediaries of the Stock Exchanges may be addressed directly to the relevant Stock Exchange.

Statutory Auditors

M/s. Khimji Kunverji & Co, Chartered Accountants, Mumbai

Sunshine Tower, Level 19
Senapati Bapat Marg
Elphinstone Road
Mumbai 400 013
Telephone: 022 6143 7333
Facsimile: 022 6143 7300
Website: www.kkc.in
E-mail: hasmukh@kkc.in

The Board, on April 30, 2018, appointed M/s. Khimji Kunverji & Co., Chartered Accountants, Mumbai as the statutory auditors of the Company for a period of five financial years. This was confirmed by the shareholders of the Company on July 17, 2018. Prior to this, Deloitte Haskins & Sells, LLP, Chartered Accountants were the statutory auditors of the Company. Other than this, there has been no other change of a statutory auditor of the Company in the last three financial years.

Credit Rating Agencies

ICRA Limited

Electric Mansion, 3rd Floor,
Appasaheb Marathe Marg, Prabhadevi,
Mumbai-400 025
Telephone: (+91) (022) 61143406
Facsimile: (+91) (022) 24331390
Email: shivakumar@icraindia.com
Contact Person: L. Shivakumar
Website: www.icra.in
SEBI Registration Number: IN/CRA/008/2015
CIN: L74999DL1991PLC042749

**ICRA Ratings Limited received a notice from SEBI on December 18, 2018, for conduct of adjudication proceedings in relation to credit ratings assigned to Infrastructure Leasing & Financial Services Limited and one of its subsidiaries, IL&FS Financial Services Ltd. under the SEBI (Procedure for Holding Enquiry and Imposing Penalties by Adjudication Officer) Rules, 1995. These proceedings are under Chapter VI-A of the SEBI Act, 1992, which deals with potential imposition of monetary penalty.*

CRISIL Limited

CRISIL House, Central Avenue
Hiranandani Business Park, Powai
Mumbai-400 076
Telephone: (+91) (022) 3342 3000
Facsimile: (+91) (022) 3342 3050
Email: crisilratingdesk@crisil.com
Contact Person: Krishnan Sitaraman
Website: www.crisil.com
SEBI Registration Number: IN/CRA/001/1999
CIN: L67120MH1987PLC042363

Credit Rating and Rationale

The NCDs proposed to be issued under this Issue have been rated [ICRA]AA by ICRA for an amount of upto ₹ 2,000 crores vide its letter dated January 09, 2019 and further revalidated by letter dated March 25, 2019 and have been rated "CRISIL AA/STABLE" by CRISIL for an amount upto ₹ 2,000 crores vide its letter dated January 03, 2019 and further revalidated by its letter dated April 1, 2019. The rating of the NCDs by ICRA and CRISIL indicates high degree of safety regarding timely servicing of financial obligations. The rating provided by ICRA and CRISIL may be suspended, withdrawn or revised at any time by the assigning rating agency and should be evaluated independently of any other rating. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decisions. Please refer to Annexures A and B of this Tranche I Prospectus for rating letter and rationale for the above rating.

Disclaimer clause of ICRA

"ICRA ratings should not be treated as recommendation to buy, sell or hold the rated debt instruments. ICRA ratings are subject to a process of surveillance, which may lead to revision in ratings. An ICRA rating is a symbolic indicator of ICRA's current opinion on the relative capability of the issuer concerned to timely service debts and obligations, with reference to the instrument rated. Please visit our website www.icra.in or contact any ICRA office for the latest information on ICRA ratings outstanding. All information contained herein has been obtained by ICRA from sources believed by it to be accurate and reliable, including the rated issuer. ICRA however has not conducted any audit of the rated issuer or of the information provided by it. While reasonable care has been taken to ensure that the information herein is true, such information is provided 'as is' without any warranty of any kind, and ICRA in particular, makes no representation or warranty, express or implied, as to the accuracy, timeliness or completeness of any such information. Also, ICRA or any of its Group companies may have provided services other than rating to the issuer rated. All information contained herein must be construed solely as statements of opinion, and ICRA shall not be liable for any losses incurred by users from any use of this publication or its contents."

Disclaimer clause of CRISIL

"CRISIL Limited (CRISIL) has taken due care and caution in preparing the Material based on the information provided by its client and / or obtained by CRISIL from sources which it considers reliable (Information). A CRISIL rating reflects CRISIL's current opinion on the likelihood of timely payment of the obligations under the rated instrument and does not constitute an audit of the rated entity by CRISIL. CRISIL does not guarantee the completeness or accuracy of the information on which the rating is based. A CRISIL rating is not a recommendation buy, sell, or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. The Rating is not a recommendation to invest / disinvest in any entity covered in the Material and no part of the Material should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. CRISIL especially states that it has no liability whatsoever to the subscribers / users / transmitters / distributors of the Material. Without limiting the generality of the foregoing, nothing in the Material is to be construed as CRISIL providing or intending to provide any services in jurisdictions where CRISIL does not have the necessary permission and / or registration to carry out its business activities in this regard. JM Financial Products Limited will be responsible for ensuring compliances and consequences of non-compliances for use of the Material or part thereof outside India. Current rating status and CRISIL Ratings rating criteria are available without charge to the public on the CRISIL web site, www.crisil.com. For the latest rating information on any instrument of any company rated by CRISIL, please contact Customer Service Helpdesk at 1800-267-1301."

Legal Advisor to the Issue

AZB & Partners

AZB House, Peninsula Corporate Park
Ganpatrao Kadam Marg,
Lower Parel
Mumbai 400 013
Tel: (+91 22) 6639 6880
Fax: (+91 22) 6639 6888

Bankers to the Company

Syndicate Bank,

Large Corporate Branch,
3rd Floor, 10, Homji Street, Fort
Mumbai 400 023
Birendra Kumar Singh
Tel: (+91 22) 2266 2787

ICICI Bank Limited

Capital Markets Division,
1st Floor, 122, Mistry Bhavan Dinshaw Wachha Road,
Backbay Reclamation, Churchgate,
Mumbai 400 020
Branch Manager
Tel: (+91-22) 6681 8990

Federal Bank

Treasury Department,
C-8, 1st Floor, Laxmi Towers,
Bandra Kurla Complex,
Mumbai 400 051
Ritesh Tulasidas Bhusari
Tel: (+91 22) 2656 6668

Bajaj Finance Limited

The Capital, 16th Floor, B-Wing,
Opposite ICICI Bank,
BKC Bandra East,
Mumbai 400 051
Deepti Shetty
Tel: (+91 22) 3950 0517

Bank of Baroda

Corporate Financial Services Branch,
Mumbai Samachar Marg,
10/12, 3rd Floor, Fort,
Mumbai 400 023
Vikram Bajaj
Tel: (+91 22) 4340 7304

Canara Bank

Specialised Mid Corporate Branch,
Canara Bank Building, 8th Floor,
BKC, Bandra East,
Mumbai 400 051
K Balakrishna
Tel: (+91 22) 2653 5731

IDBI Bank Limited

224-A, Mittal Court,
'A' Wing,
Nariman Point,
Mumbai 400 021
Salim Saudagar
Tel: (+91 22) 6658 8201

Bank of India

Andheri Large Corporate Branch,
M.D.I. Building, First Floor,
28, S.V. Road, Andheri (West)
Mumbai 400 058
T.V. Kalidas
Tel: (+91 22) 2671 2936

HDFC Bank Limited

2nd Floor, Zenith House,
K.K. Road, Arya Nagar,
Opposite Race Course, Mahalakshmi,
Mumbai-400 034, Maharashtra.
Xerxes Davar
Tel: (+91 22) 39760546

State Bank of India

Commercial Branch,
Horniman Circle, Fort
Mumbai 400 001
Amit Verma
DGM & RM (AMT-1)
Tel: (+91 22) 2266 2205

Public Issue Account Bank and Refund Bank

ICICI Bank Limited

Address: Capital Market Division, 1st Floor, 122, Mistry
Bhavan, Dinshaw Vachha Road, Backbay Reclamation,
Churchgate, Mumbai – 400020
Tel No: 022- 66818932/23/24
Facsimile: 022- 22611138
E-mail: Meghana.avalala@icicibank.com
Website: www.icicibank.com
Contact Person: Ms. Meghana Avala
SEBI Registration Number: INBI000000004

Lead Brokers to the Issue

ICICI Securities Limited

Address: ICICI Centre, H.T. Parekh Marg,
Churchgate, Mumbai 400 020
CIN: L67120MH1995PLC086241
Contact Person: Mr. Rajat Rawal

Integrated Enterprises (India) Private Limited

Address: A -123, 12th floor, Mittal Tower,
Nariman Point, Mumbai – 400021
CIN: U65993TN1987PTC014964
Contact Person: Mr. V. Krishnan

Lead Brokers to the Issue

Tel No: + 91 (22 66377157)
Facsimile: Nil
E-mail: rajat.rawal@icicisecurities.com
Investor grievance E-mail id: customercare@icicisecurities.com
Website: www.icicisecurities.com
SEBI Registration No.: INM000011179

Tel No: + 91 (22 4066 1800)
Facsimile: Nil
E-mail: krishnan@integratedindia.in
Investor grievance E-mail id: sriram@integratedindia.in
Website: www.integratedindia.in
SEBI Registration No.: INZ000095737

Karvy Stock Broking Limited

Address: "Karvy House", 46, Avenue 4, Street No. 1, Banjara Hills, Hyderabad – 500 034
CIN: U67120TG1995PLC019877
Contact Person: Mr. P.B. Pamapriyan
Tel No: + 91 (40 2331 2454)
Facsimile: + 91 (40 3321 8029)
E-mail: ksblldist@karvy.com
Investor grievance E-mail id: ksblredressal@karvy.com
Website: www.karvy.com
SEBI Registration No.: INB230770138 (NSE) and INB010770130 (BSE)

Kotak Securities Limited

Address: 4th Floor, 12BKC, G Block, Bandra Kurla complex, Bandra (east), Mumbai – 400 051
CIN: U99999MH1994PLC134051
Contact Person: Mr. Umesh Gupta
Tel No: + 91 (22 6218 5470)
Facsimile: + 91 (22 6617 041)
E-mail: umesh.gupta@kotak.com
Investor grievance E-mail id: ipo.redressal@kotak.com
Website: www.kotak.com
SEBI Registration No.: INZ000200137

SMC Global Securities Limited

Address: 17, Netaji Subhash Marg Daryaganj, Delhi - 110002
CIN: L74899DL1994PLC063609
Contact Person: Mr. Mahesh Gupta and Mr. Neeraj Khanna
Tel No: + 91 (11 66623300 / 9818620470 / 9810059041)
Facsimile: + 91 (11 3012 6061)
E-mail: mkg@smcindiaonline.com, neerajkhanna@smcindiaonline.com
Investor grievance E-mail id: neerajkhanna@smcindiaonline.com
Website: www.smctradeonline.com
SEBI Registration No.: INZ000199438

Tipsons Stock Brokers Private Limited

Address: Sheraton House, 5th floor, opposite Ketav petrol pump, Polytechnic road, Ambavadi, Ahmedabad - 380015
CIN: U65910GJ1995PTC028486
Contact Person: Mr. Avinash Kothari
Tel No: + 91 (079 6682 8000 / 8064 / 8029 / 8120)
Facsimile: + 91 (079 6682 8001)
E-mail: avinash.kothari@tipsons.com
Investor grievance E-mail id: compliance@tipsons.com
Website: www.tipsons.com
SEBI Registration No.: INB231428039 (NSE) and INB011428035 (BSE)

Trust Financial Consultancy Services Private Limited

Address: 1101, Naman Centre, 'G' Block, C-31, Bandra Kurla Complex, Bandra (east), Mumbai - 400051
CIN: U67120MH2002PTC135942
Contact Person: Mr. Pranav Inamdar
Tel No: + 91 (22 4084 5000)
Facsimile: + 91 (22 4084 5066)
E-mail: pranav.inamdar@trustgroup.in
Investor grievance E-mail id: grievances@trustgroup.in
Website: www.trustgroup.in
SEBI Registration No.: INZ000199438

Trust Securities Services Private Limited

Address: 1101, Naman Centre, 'G' Block, C-31, Bandra Kurla Complex, Bandra (east), Mumbai - 400051
CIN: U67120MH2002PTC135942
Contact Person: Ms. Avani Dalal
Tel No: + 91 (22 4084 5000)
Facsimile: + 91 (22 4084 5066)
E-mail: avani.dalal@trustgroup.in
Investor grievance E-mail id: grievances@trustgroup.in
Website: www.trustgroup.in
SEBI Registration No.: INZ000158031

Axis Capital Limited

Address: Axis House, Level 1, C- 2, Wadia International Centre, P.B. Marg, Worli, Mumbai - 400025
CIN: U51900MH2005PLC157853
Contact Person: Mr. Ajay Sheth / Mr. Vinayak Ketkar
Tel No: + 91 (22 4325 3110)
Facsimile: + 91 (22 4325 3000)
E-mail: ajay.sheth@axiscap.in / vinayak.ketkar@axiscap.in
Investor grievance E-mail id: vinayak.ketkar@axiscap.in
Website: www.axiscapital.co.in
SEBI Registration No.: INM000012029

A.K. Stockmart Private Limited

Address: 30-39, Free Press House, 3rd floor, Free Press Journal Marg, 215, Nariman Point, Mumbai – 400 021
CIN: U67120MH2006PTC158932
Contact Person: Mr. Ankit Gupta / Mr. Ranjit Dutta
Tel No: + 91 (22 6754 6500)
Facsimile: + 91 (22 6754 4666)
E-mail: Ankit@akgroup.co.in / ranjit.dutta@akgroup.co.in
Investor grievance E-mail id: investor@akgroup.co.in
Website: www.akgroup.co.in
SEBI Registration No.: INZ000240830

HDFC Securities Limited

Address: I Think Techno Campus, Building B, 'Alpha', 8th floor, Opposite Crompton Greaves, near Kanjurmarg Station, Kanjurmarg (east), Mumbai – 400 042
CIN: U67120MH2000PLC152193
Contact Person: Ms. Sharmila Kambli

IIFL Securities Limited

Address: 6th and 7th Floor, Akruti Centre Point, Central road, MIDC, Andheri (east), Mumbai - 400093
CIN: U99999MH1996PLC132983
Contact Person: Mr. Prasad Umarale
Tel No: + 91 (22 3929 4000) / (22 4103 5000)

Lead Brokers to the Issue

Tel No: + 91 (22 30753400)
Facsimile: + 91 (22 3075 3435)
E-mail: Sharmila.Kambli@hdfcsec.com
Investor grievance E-mail id: customercare@hdfcsec.com
Website: www.hdfcsec.com
SEBI Registration No.: INZ000186937

Facsimile: + 91 (22 2580 6654)
E-mail: cs@iifl.com
Investor grievance E-mail id: customergrievances@iifl.com
Website: www.indiaonline.com
SEBI Registration No.: INM000164132

JM Financial Services Limited

Address: 2,3 & 4, Kamanwala Chambers, Ground floor, Sir PM road, Fort, Mumbai – 400 001
CIN: U67120MH1998PLC115415
Contact Person: Mr. Surajit Misra / Mr. Deepak Vaidya / T N Kumar
Tel No: + 91 (22 6136 3400)
Facsimile: Nil
E-mail: surajit.misra@jmfl.com / deepak.vaidya@jmfl.com
Investor grievance E-mail id: ig.distribution@jmfl.com
Website: www.jmfinancialservices.in
SEBI Registration No.: INZ000195834

Edelweiss Securities Limited

Address: Edelweiss House, off CST road, Kalina, Mumbai – 400 098
CIN: U67110AP1993PLC052266
Contact Person: Mr. Amit Dalvi / Mr. Prakash Boricha
Tel No: + 91 (22 4063 5411) (22 4063 5599)
Facsimile: Nil
E-mail: amit.dalvi@edelweissfin.com / Prakash.boricha@edelweissfin.com
Investor grievance E-mail id: helpdesk@edelweiss.in
Website: www.edelweissfin.in / www.edelweissfin.com
SEBI Registration No.: INZ000166136

Impersonation

As a matter of abundant precaution, attention of the investors is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, relating to punishment for fictitious applications. Section 38(1) of the Companies Act, 2013 provides that:

"Any person who—

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under Section 447."

Minimum Subscription

In terms of the SEBI Debt Regulations, for an issuer undertaking a public issue of debt securities the minimum subscription for public issue of debt securities shall be 75% of the Base Issue. If our Company does not receive the minimum subscription of 75% of the Base Issue, prior to the Issue Closing Date the entire Application Amount shall be unblocked in the relevant ASBA Account(s) of the Applicants within 6 Working Days from the Issue Closing Date provided wherein, the Application Amount has been transferred to the Public Issue Account from the respective ASBA Account(s), such Application Amounts shall be refunded within 6 Working Days from the Refund Account to the relevant ASBA Account(s) of the Applicants. In the event, there is a delay, by our Company in making the aforesaid refund within the prescribed time limit, our Company will pay interest at the rate of 15% per annum for the delayed period.

Under Section 39(3) of the Companies Act, 2013 read with Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 if the stated minimum subscription amount is not received within the specified period, the application money received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for making such refunds is available with our Company and/or Registrar, refunds will be made to the account prescribed. However, where our Company and/or Registrar does not have the necessary information for making such refunds, our Company and/or Registrar will follow the guidelines prescribed by SEBI in this regard including its circular (bearing CIR/IMD/DF-1/20/2012) dated July 27, 2012.

Designated Intermediaries

Self-Certified Syndicate Banks

The banks which are registered with SEBI under Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994 and offer services in relation to ASBA, including blocking of an ASBA Account, a list of which is available on <http://www.sebi.gov.in> or at such other website as may be prescribed by SEBI from time to time. A list of the Designated Branches of the SCSBs, with which an Applicant, not applying through the Syndicate, may submit the Application Forms, is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> or at such other website as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

In relation to Applications submitted to the Designated Intermediaries, the list of branches of the SCSBs to receive deposits of ASBA Applications from such Designated Intermediaries is provided on <http://www.sebi.gov.in> or at such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Applications from Designated Intermediaries, see the above mentioned web-link.

RTAs / CDPs

The list of the RTAs and CDPs, eligible to accept Applications in the Issue, including details such as postal address, telephone number and email address, are provided on the websites of the BSE at <http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6> for RTAs and CDPs, as updated from time to time.

Broker Centres/ Designated CDP Locations/ Designated RTA Locations

In accordance with SEBI Circular No. CIR/CFD/14/2012 dated October 4, 2012 and CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Applicants can submit the Application Forms with the Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the RTAs at the Designated RTA Locations, respective lists of which, including details such as address and telephone number, are available at the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com. The list of branches of the SCSBs at the Broker Centres, named by the respective SCSBs to receive deposits of the Application Forms from the Registered Brokers will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Underwriting

The Tranche I Issue is not underwritten.

Arrangers to the Issue

There are no arrangers to the Tranche I Issue.

Utilisation of Issue proceeds

For details on utilisation of Issue proceeds, please refer to the chapter titled "*Objects of the Tranche I Issue*" on page 30 of this Tranche I Prospectus.

Issue Programme

TRANCHE I ISSUE OPENS ON	APRIL 22, 2019
TRANCHE I ISSUE CLOSES ON	MAY 21, 2019

This Tranche I Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m., during the period indicated above, except that this Tranche I Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company ("**Board**") or the NCD Public Issue Committee. In the event of such an early closure of or extension subscription list of the Tranche I Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in a reputed national daily newspaper with wide circulation on or before such earlier date or extended date of closure.

Applications Forms for this Tranche I Issue will be accepted only from 10:00 a.m. to 5:00 p.m. or such extended time as may be permitted by BSE, on Working Days during the Issue Period. On the Tranche I Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE.

Due to limitation of time available for uploading the Applications on the electronic platform of the Stock Exchange on the Tranche I Issue Closing Date, Applicants are advised to submit their Application Forms one day prior to the Tranche I Issue Closing Date and, no later than 3:00 p.m. (Indian Standard Time) on the Tranche I Issue Closing Date. Applicants are cautioned that in the event a large number of Applications are received on the Tranche I Issue Closing Date, there may be some Applications which are not uploaded due to lack of sufficient time to upload. Such Applications that cannot be uploaded will not be considered for allocation under this Tranche I Issue. Application Forms will only be accepted on Working Days during the Issue Period. Neither our Company, nor the Designated Intermediaries are liable for any failure in uploading the Applications due to failure in any software/ hardware systems or otherwise. As per the SEBI circular dated October 29, 2013, the allotment in this Tranche I Issue should be made on the basis of date of upload of each application into the electronic book of the Stock Exchange. However, in the event of oversubscription, on such date, the allotments should be made to the applicants on proportionate basis.

MATERIAL DEVELOPMENTS

Material developments since the date of filing of the Draft Shelf Prospectus

There are no recent material developments in relation to our Company as disclosed in the sections titled “**Risk Factors**”, “**Capital Structure**”, “**About the Issuer and Industry Overview**”, “**Our Business**”, “**History and Main Objects**”, “**Our Management**”, “**Disclosures on Existing Financial Indebtedness**” “**Financial Information**”, “**Pending Proceedings and Statutory Defaults**”, “**Regulations and Policies**”, “**Material Developments**” and “**Summary of Key Provisions of Articles of Association**” since the date of filing of the Draft Shelf Prospectus except as disclosed below.

1. Subscription to 1,98,00,000 equity shares of JMFHL on March 29, 2019 at face value of ₹ 10 per equity share, pursuant to a rights issue of equity shares conducted by JMFHL;
2. Resignation / cessation of Mr. Dhirendra Singh from the following companies with effect from March 31, 2019:
 - HCL Infosystems Limited;
 - Digilife Distribution and Marketing Services Limited;
 - HCL Infotech Limited; and
 - HCL Learning Limited.
3. Appointment of Ms. Roshni Bakshi as an additional director in Modern Food Enterprises Private Limited with effect from April 5, 2019.

THE ISSUE

The following is a summary of the Tranche I Issue. This summary should be read in conjunction with, and is qualified in its entirety by, more detailed information in the chapter titled "*General Terms of the Issue*" beginning on page 41 of this Tranche I Prospectus.

Common Terms of Secured NCDs*

Issuer	JM Financial Products Limited.
Lead Managers	A. K. Capital Services Limited, JM Financial Limited** and Trust Investment Advisors Private Limited.
Debenture Trustee	IDBI Trusteeship Services Limited.
Issue	Public issue by our Company of Secured, Rated, Listed, Redeemable, Non-Convertible Debentures of face value of ₹ 1,000 each and/or Unsecured, Rated, Listed, Redeemable, Non-Convertible Debentures of face value of ₹ 1,000 each, for an amount aggregating up to ₹ 2,000 crores (" Shelf Limit ") pursuant to the Shelf Prospectus. The Unsecured, Rated, Listed, Redeemable Non-convertible Debentures will be in the nature of Subordinated Debt and will be eligible for Tier II Capital.
Tranche I Issue	This Tranche I Issue is for Secured NCDs with a Base Issue size of an amount up to ₹ 200 crores, with an option to retain oversubscription up to ₹ 800 crores, aggregating up to ₹ 1,000 crores which is within the Shelf Limit.
Registrar to the Issue	Karvy Fintech Private Limited (formerly known as KCPL Advisory Services Private Limited).
Type and nature of instrument	Secured NCDs of face value of ₹ 1,000.
Base Issue	₹ 200 crores
Option to retain Oversubscription Amount	Upto ₹ 800 crores.
Face Value (in ₹ / NCD)	1,000/-
Issue Price (in ₹ / NCD)	1,000/-
Minimum application and in multiples of Seniority	₹ 10,000 (10 NCD) collectively across all the Series and in multiples of ₹ 1,000 (1 NCD) after the minimum application amount across all the Series. Senior (to clarify, the claims of the Secured NCD Holders shall be superior to the claims of any other creditors, subject to applicable statutory and/or regulatory requirements). The Secured NCDs would constitute secured obligations of ours and shall rank pari passu inter se, present and future and subject to any obligations under applicable statutory and/or regulatory requirements, shall also, with regard to the amount invested, be secured by way of pari passu charge in favour of the Debenture Trustee on present and/or future receivables/assets of our Company, excluding therefrom such portion of the receivables secured or to be secured for the purposes of maintaining 'security cover' (by whatever name called) in connection with all other indebtedness of the Company, whether by way of loan or debentures or otherwise, under the terms of such other indebtedness which are / will not be offered to other lenders for their credit facilities. No security will be created for Unsecured NCDs in the nature of Subordinated Debt. The rated, listed, redeemable Unsecured NCDs are in the nature of Subordinated Debt and will be eligible for Tier II Capital.
Mode of Issue	Public Issue.
Listing	BSE BSE shall be the Designated Stock Exchange for the Issue. The Secured NCDs shall be listed within 6 (six) Working Days from the Tranche I Issue Closing Date.
Mode of Allotment and Trading	Compulsorily in dematerialised form.
Mode of settlement	Please refer to the section titled " <i>Issue Structure</i> " beginning on page 47 of this Tranche I Prospectus.
Market / Trading Lot	One NCD.
Depositories	NSDL and CDSL.
Security and asset cover	The Secured NCDs would constitute secured obligations of ours and shall rank pari passu inter se, present and future, and shall be secured by way of first ranking pari passu charge on the Company's receivables, both present and/or future, excluding therefrom such portion of the receivables secured or to be secured for the purposes of maintaining 'security cover' (by

Who can apply/ Eligible Investors Credit Ratings	whatever name called) in connection with all other indebtedness of the Company, whether by way of loan or debentures or otherwise, under the terms of such other indebtedness which are / will not be offered to other lenders for their credit facilities; and/or first ranking pari passu charge on the Company's identified immovable property. Security for the purpose of this Issue will be created in accordance with the terms of the Debenture Trust Deed to ensure 100% security cover of the amount outstanding in respect of Secured NCDs, including interest thereon, at any time. For further details please refer to the section titled " <i>Issue Structure</i> " beginning on page 47 of this Tranche I Prospectus.																						
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	Please refer to the section titled " <i>Issue Procedure</i> " beginning on page 64 of this Tranche I Prospectus.																						
	<table><tr><th>Rating agency</th><th>Instrument</th><th>Rating symbol</th><th>Date of credit rating letter</th><th>Amount rated (in crores)</th><th>Rating definition</th></tr><tr><td>ICRA</td><td>Non-convertible debentures</td><td>[ICRA]AA</td><td>January 09, 2019 and further revalidated by letter dated March 25, 2019</td><td>₹ 2,000 crore</td><td>Stable</td></tr><tr><td>CRISIL</td><td>Non-convertible debentures</td><td>CRISIL AA</td><td>January 03, 2019 and further revalidated by letter dated April 01, 2019</td><td>₹ 2,000 crore</td><td>Stable</td></tr></table>						Rating agency	Instrument	Rating symbol	Date of credit rating letter	Amount rated (in crores)	Rating definition	ICRA	Non-convertible debentures	[ICRA]AA	January 09, 2019 and further revalidated by letter dated March 25, 2019	₹ 2,000 crore	Stable	CRISIL	Non-convertible debentures	CRISIL AA	January 03, 2019 and further revalidated by letter dated April 01, 2019	₹ 2,000 crore
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CRISIL	Non-convertible debentures	CRISIL AA	January 03, 2019 and further revalidated by letter dated April 01, 2019	₹ 2,000 crore	Stable																		
Pay-in date Application money Record Date	Please refer to Annexure A and B of this Tranche I Prospectus for rating letter and rationale for the above ratings. Please refer to the disclaimer clause of ICRA and CRISIL under the chapter " <i>General Information</i> " on page 14 of this Tranche I Prospectus.																						
	Application Date. The entire Application Amount is payable on Application.																						
	The entire application amount is payable on submitting the application.																						
Issue Schedule***	The Record Date for payment of interest in connection with the Secured NCDs or repayment of principal in connection therewith which shall be 15 days prior to the date of payment of interest, and/or the Redemption Date and/or exercise of Call. In case of redemption of Secured NCDs, the trading in the Secured NCDs shall remain suspended between the Record Date and the Redemption Date. In case the Record Date falls on a day when the Stock Exchange is having a trading holiday, the immediate subsequent trading day or a date notified by the Company to the Stock Exchange, will be deemed as the Record Date.																						
	The Issue shall be open from April 22, 2019 to May 21, 2019 with an option to close earlier and/or extend upto a period as may be determined by the NCD Public Issue Committee.																						
Objects of the Issue	Please refer to the section titled " <i>Objects of the Tranche I Issue</i> " on page 30 of this Tranche I Prospectus.																						
Details of the utilisation of Issue proceeds	Please refer to the section titled " <i>Objects of the Tranche I Issue</i> " on page 30 of this Tranche I Prospectus.																						
Coupon rate, coupon payment date and redemption premium/discount	Please refer to the section titled " <i>Issue Structure</i> " beginning on page 47 of this Tranche I Prospectus.																						
Step up/ Step down interest rates	N.A.																						
Interest type	Please refer to the section titled " <i>Issue Structure</i> " beginning on page 47 of this Tranche I Prospectus.																						
Interest reset process	N.A.																						
Tenor	Please refer to the section titled " <i>Issue Structure</i> " beginning on page 47 of this Tranche I Prospectus.																						
Coupon payment frequency	Please refer to the section titled " <i>Issue Structure</i> " beginning on page 47 of this Tranche I Prospectus.																						
Redemption date	Please refer to the section titled " <i>Issue Structure</i> " beginning on page 47 of this Tranche I Prospectus.																						
Redemption Amount	Please refer to the section titled " <i>Issue Structure</i> " beginning on page 47 of this Tranche I Prospectus.																						

Day count convention	Actual/Actual
Working Days convention/Day count convention / Effect of holidays on payment	<p>Working Day(s) shall mean all days excluding Sundays or a holiday of commercial banks in Mumbai, except with reference to Issue Period, where Working Days shall mean all days, excluding Saturdays, Sundays and public holiday in India. Furthermore, for the purpose of post issue period, i.e. period beginning from Tranche I Issue Closing Date to listing of the NCDs, Working Days shall mean all trading days of Stock Exchange excluding Sundays and bank holidays in Mumbai. During the tenor of the NCDs, interest/redemption payments shall be made only on the days when the money market is functioning in Mumbai.</p> <p>Interest shall be computed on an actual/actual basis i.e. on the principal outstanding on the Secured NCDs as per the SEBI Circular bearing no. CIR/IMD/DF-1/122/2016 dated November 11, 2016.</p> <p>If the Interest Payment Date falls on a day other than a Working Day, the interest payment shall be made by the Company on the immediately succeeding Working Day and calculation of such interest payment shall be as per original schedule as if such Interest Payment Date were a Working Day. Further, the future Interest Payment Dates shall remain intact and shall not be changed because of postponement of such interest payment on account of it falling on a non-Working Day. Payment of interest will be subject to the deduction of tax as per Income Tax Act or any statutory modification or re-enactment thereof for the time being in force.</p> <p>If Redemption Date (also being the last Interest Payment Date) falls on a day that is not a Working Day, the Redemption Amount shall be paid by the Company on the immediately preceding Working Day along with interest accrued on the Secured NCDs until but excluding the date of such payment. The interest payments shall be made only on the subsequent day when the money market is functioning in Mumbai.</p>
Tranche I Issue Opening Date	April 22, 2019
Tranche I Issue Closing Date	May 21, 2019
Default interest rate	Our Company shall pay interest in connection with any delay in allotment, refunds, listing, dematerialized credit, payment of interest, redemption of principal amount beyond the time limits prescribed under applicable statutory and/or regulatory requirements, at such rates as stipulated/prescribed under applicable laws.
Put Date / Price / notification time	N.A.
Call Date / Price / Notification Time / Deemed Date of Allotment	<p>Please refer to the section titled “<i>Issue Structure</i>” beginning on page 47 of this Tranche I Prospectus.</p> <p>The date on which the Allotment Committee of the Board approves the Allotment of the Secured NCDs for the Tranche I Issue or such date as may be determined by the Board of Directors or the NCD Public Issue Committee and notified to the Designated Stock Exchange. The actual Allotment of Secured NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the Secured NCDs including interest on Secured NCDs shall be available to the Debenture holders from the Deemed Date of Allotment.</p>
Transaction documents	Issue Agreement dated January 24, 2019 between our Company and the Lead Managers, the Registrar Agreement dated January 24, 2019 with the Registrar to the Issue, the Public Issue Account Agreement dated April 10, 2019 executed with the Public Issue Account Bank, the Refund Bank, the Lead Managers and the Registrar to the Issue, the Lead Broker Agreement dated April 10, 2019 executed with the Lead Brokers and Lead Managers, the Debenture Trustee Agreement dated January 24, 2019 executed between our Company and the Debenture Trustee and the Debenture Trust Deed to be executed between our Company and the Debenture Trustee for creating the security over the Secured NCDs issued under the Issue and to protect the interest of Secured NCD Holders under the Issue.
Conditions precedent and subsequent to the Issue	Other than the conditions specified in the SEBI Debt Regulations, there are no conditions precedent and subsequent to disbursement. For further details, please refer to “ <i>Objects of the Tranche I Issue – Utilisation of Issue Proceeds</i> ” on page 32 of this Tranche I Prospectus.
Events of default	Please refer to the section titled “ <i>Issue Structure</i> ” on page 47 of this Tranche I Prospectus.
Cross Default	Please refer to the section titled “ <i>Issue Structure</i> ” on page 47 of this Tranche I Prospectus.
Roles and responsibilities of the Debenture Trustee	Please refer to the section titled “ <i>Terms of the Issue-Trustees for the Secured NCD Holders</i> ” on page 62 of this Tranche I Prospectus.
Governing law and jurisdiction	This Tranche I Issue shall be governed in accordance with the laws of the Republic of India and shall be subject to the exclusive jurisdiction of the courts of Mumbai.

**In terms of Section 8 (1) of the Depositories Act, the Company, at the request of the Applicants who wish to hold the Secured NCDs post allotment in physical form, will fulfill such request through the process of rematerialisation, if the Secured NCDs were originally issued in dematerialised form.*

***In compliance with the proviso to Regulation 21A(1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, read with proviso to Regulation 5(3) of the SEBI ICDR Regulations, JMFL will be involved only in marketing of the Issue.*

****The subscription list shall remain open for subscription on Working Days from 10.00 a.m. to 5.00 p.m.. (Indian Standard Time), during the period indicated in the relevant Tranche Prospectus, except that the Issue may close on such earlier date or extended date as may be decided by the Board or the NCD Public Issue Committee. In the event of such an early closure of or extension subscription list of the Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in a national daily newspaper with wide circulation on or before such earlier date or extended date of closure. Applications Forms for the Issue will be accepted only from 10:00 a.m. till 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE, on Working Days during the Issue Period. On the Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3.00 p.m. (Indian Standard Time) and uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE.*

Please refer to Annexure D for details pertaining to the cash flows of the Company in accordance with the SEBI circulars bearing numbers CIR/IMD/DF/18/2013 dated October 29, 2013 and CIR/IMD/DF-1/122/2016 dated November 11, 2016.

Please see pages 66, 64 and 79 of this Tranche I Prospectus under sections “Issue Procedure – How to apply”, “Issue Procedure – Who can apply” and “Issue Procedure – Basis of allotment”, respectively for details of category wise eligibility and allotment in the Tranche I Issue.

The specific terms of each instrument are set out below:

Terms and conditions in connection with Secured NCDs^{****}Series	I	II	III	IV	V	VI
Frequency of Interest Payment	Annual	Cumulative	Annual	Cumulative	Monthly	Annual
Who can apply	All category of investors can subscribe to all Series of NCDs					
Minimum Application	₹ 10,000 (10 NCDs)	₹ 10,000 (10 NCDs)	₹ 10,000 (10 NCDs)	₹ 10,000 (10 NCDs)	₹ 10,000 (10 NCDs)	₹ 10,000 (10 NCDs)
In multiples of thereafter	₹ 1,000 (1 NCD)	₹ 1,000 (1 NCD)	₹ 1,000 (1 NCD)	₹ 1,000 (1 NCD)	₹ 1,000 (1 NCD)	₹ 1,000 (1 NCD)
Face Value of Secured NCDs (₹ / NCD)	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000
Issue Price (₹ / NCD)	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000
Tenor from Deemed Date of Allotment	24 months	24 months	36 months	36 months	60 months	60 months
Coupon Rate (% per annum)	9.90	N.A.	10.20	N.A.	10.04	10.50
Effective Yield (Per annum)	9.89	9.90	10.19	10.20	10.51	10.49
Mode of Interest Payment	Through various options available					
Redemption Amount (₹ / NCD)^{****}	₹ 1,000.00	₹ 1,208.11	₹ 1,000.00	₹ 1,338.63	₹ 1,000.00	₹ 1,000.00
Maturity Date (From Deemed Date of Allotment)	24 months	24 months	36 months	36 months	60 months	60 months
Nature of indebtedness	Secured rated listed non-convertible debentures					
Put	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Call (anytime after the months to expire from the Deemed Date of Allotment)	N.A.	N.A.	24 months	24 months	36 months	36 months

**** Our Company shall allocate and allot Series I Secured NCDs wherein the Applicants have not indicated their choice of the relevant Secured NCD Series. If the Deemed Date of Allotment undergoes a change, the coupon payment dates, Redemption Dates, Redemption Amounts and other cash flow workings shall be changed accordingly. In case our Company exercises the Call, Redemption Amount for Series IV shall be changed suitably.

Note : Call may be applicable in Series III and IV anytime after 24 months from Deemed Date of Allotment and in Series V and VI anytime after 36 months from Deemed Date of Allotment.

OBJECTS OF THE TRANCHE I ISSUE

Our Company proposes to utilise the funds which are being raised through the Tranche I Issue, after deducting the Tranche I Issue related expenses to the extent payable by our Company ("**Net Proceeds**"), towards funding the following objects (collectively, referred to herein as the "**Objects**"):

Issue proceeds

Public issue by the Company of Secured NCDs of face value ₹ 1,000 each and Unsecured NCDs of face value ₹ 1,000 each ("**NCDs**"), for an amount aggregating upto ₹ 2,000 crores ("**Shelf Limit**").

This Tranche I Issue is for the issue of Secured NCDs with a base issue size of ₹ 200 crores and option to retain oversubscription upto ₹ 800 crores, aggregating up to ₹ 1,000 crores which is within the Shelf Limit ("**Tranche I Issue**"). This Tranche I Issue is being made pursuant to the terms and conditions of this Tranche I Prospectus, which should be read together with the Shelf Prospectus dated April 11, 2019 filed with the Registrar of Companies, Maharashtra, the Designated Stock Exchange and the Securities and Exchange Board of India ("**SEBI**") under the provisions of SEBI Debt Regulations, the Companies Act, 2013 and rules made thereunder as amended to the extent notified.

The details of the proceeds of the Tranche I Issue are summarized below:

Particulars	Estimated amount (in ₹ crores)
Gross proceeds of the Tranche I Issue*	1,000.0
Less: - Tranche I Issue related expenses**	28.1
Net Proceeds	971.9

*Assuming this Tranche I Issue is fully subscribed and our Company retains oversubscription.

** The above expenses are indicative and are subject to change depending on the actual level of subscription to the Tranche I Issue and the number of Allottees, market conditions and other relevant factors.

The following table details the objects of the Tranche I Issue and the amount proposed to be financed from the Net Proceeds:

S. No.	Objects of the Tranche I Issue	Percentage of amount proposed to be financed from Net Proceeds
1.	For the purpose of onward lending, financing, and for repayment /prepayment of interest and principal of borrowings of the Company [#]	At least 75%
2.	General Corporate Purposes*	Maximum of up to 25%
	Total	100%

[#]Our Company shall not utilize the proceeds of the Tranche I Issue towards payment of prepayment penalty, if any.

*The Net Proceeds will be first utilized towards the Objects mentioned above. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 25% of the amount raised in the Tranche I Issue, in compliance with the SEBI Debt Regulations.

The main objects clause of the Memorandum of Association of our Company permits our Company to undertake its existing activities as well as the activities for which the funds are being raised through the Tranche I Issue.

Issue Related Expenses

The expenses for the Tranche I Issue include, inter alia, lead management fees and selling commission to the lead managers, lead-brokers, fees payable to debenture trustees, underwriters, the Registrar to the Issue, SCSBs' commission/ fees, printing and distribution expenses, legal fees, advertisement expenses and listing fees. The Tranche I Issue expenses and listing fees will be paid by our Company.

The estimated breakdown of the total expenses for the Tranche I Issue is as follows*:

Activity	Expenses (in ₹ crores)
Fees to intermediaries (Lead Management Fee, brokerage, rating agency, registrar, legal advisors, Debenture Trustees etc.)	25.1
Advertising and Marketing Expenses	2.7

Activity	Expenses (in ₹ crores)
Printing and Stationery	0.3
Total	28.1

**Assuming this Tranche I Issue is fully subscribed and our Company retains oversubscription.*

The above expenses are indicative and are subject to change depending on the actual level of subscription to the Tranche I Issue and the number of Allottees, market conditions and other relevant factors.

Our Company shall pay processing fees to the SCSBs for Application forms procured by the Designated Intermediaries and submitted to the SCSBs for blocking the Application Amount of the applicant, at the rate of ₹15 per Application Form procured (plus other applicable taxes). However, it is clarified that in case of Application Forms procured directly by the SCSBs, the relevant SCSBs shall not be entitled to any ASBA Processing Fee.

Purpose for which there is a requirement of funds

As stated in this section.

Funding plan

NA

Summary of the project appraisal report

NA

Schedule of implementation of the project

NA

Monitoring of utilisation of funds

There is no requirement for appointment of a monitoring agency in terms of the SEBI Debt Regulations. The Audit Committee of our Company shall monitor the utilisation of the proceeds of the Tranche I Issue. Our Company will disclose in the Company's financial statements for the relevant financial year commencing from Financial Year 2019-2020, the utilisation of the proceeds of the Tranche I Issue under a separate head along with details, if any, in relation to all such proceeds of the Tranche I Issue that have not been utilised thereby also indicating investments, if any, of such unutilised proceeds of the Tranche I Issue.

Interim use of proceeds

The management of the Company will have flexibility in deploying the proceeds received from the Issue. Pending utilisation of the proceeds out of the Issue for the purposes described above, the Company intends to temporarily invest funds in income bearing liquid instruments including money market mutual funds, deposits with banks or deploy the funds in income bearing securities as may be approved by the Board / Committee of Directors of the Company, as the case may be. Such investment would be in accordance with the investment policy of our Company approved by the Board or any committee thereof from time to time.

Other confirmations

In accordance with the SEBI Debt Regulations, our Company will not utilise the proceeds of the Issue for providing loans to or acquisition of shares of any person who is a part of the same group as our Company or who is under the same management as our Company.

The Tranche I Issue proceeds shall not be utilised towards full or part consideration for the purchase or any other acquisition, *inter alia* by way of a lease, of any immovable property.

No part of the proceeds from this Tranche I Issue will be paid by us as consideration to our Promoter, our Directors, Key Managerial Personnel, or companies promoted by our Promoter except in ordinary course of business.

No part of the proceeds from this Tranche I Issue will be utilized for buying, trading or otherwise dealing in equity shares of any other listed company.

Further the Company undertakes that the Tranche I Issue proceeds from Secured NCDs allotted to banks shall not be used for any purpose, which may be in contravention of the RBI guidelines on bank financing to NBFCs including those relating to classification as capital market exposure or any other sectors that are prohibited under the RBI regulations.

The Company confirms that it will not use the proceeds of the Tranche I Issue for the purchase of any business or in the purchase of any interest in any business whereby the Company shall become entitled to the capital or profit or losses or both in such business exceeding 50% thereof, the acquisition of any immovable property or acquisition of securities of any other body corporate.

Variation in terms of contract or objects

The Company shall not, in terms of Section 27 of the Companies Act, 2013, at any time, vary the terms of the objects for which this Tranche I Prospectus is issued, except as may be prescribed under the applicable laws and under Section 27 of the Companies Act, 2013.

Benefit / interest accruing to Promoter/Directors out of the object of the Issue

Neither the Promoter nor the Directors of our Company are interested in the Objects of this Tranche I Issue except to the extent of fees required to be paid to JMFL in their capacity as a Lead Manager.

Utilisation of Issue Proceeds

- a) All monies received pursuant to the Tranche I Issue of Secured NCDs to public shall be transferred to a separate bank account other than the bank account of the Company, as required under sub-section (3) of Section 40 of the Companies Act, 2013;
- b) Details of all monies utilised out of Tranche I Issue referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the purpose for which such monies had been utilised;
- c) Details of all unutilised monies out of Tranche I Issue of Secured NCDs, if any, referred to in sub-item (a) shall be disclosed under an appropriate separate head in our Balance Sheet indicating the form in which such unutilised monies have been invested;
- d) We shall utilize the Tranche I Issue proceeds only upon receipt of the minimum subscription, creation of security and receipt of listing and trading approval from Stock Exchange;
- e) The Tranche I Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, *inter alia* by way of a lease, of any immovable property; and
- f) Details of all utilized and unutilized monies out of the monies collected in the previous issue made by way of public offer shall be disclosed and continued to be disclosed in the balance sheet till the time any part of the proceeds of such previous issue remains unutilized indicating the purpose for which such monies have been utilized and the securities or other forms of financial assets in which such unutilized monies have been invested.

STATEMENT OF TAX BENEFITS AVAILABLE TO THE DEBENTURE HOLDERS

The Board of Directors

JM Financial Products Limited

7th Floor, Cnergy, Appasaheb Marathe Marg
Prabhadevi, Mumbai
Maharashtra - 400 025
India

Dear Sirs,

Sub: PROPOSED PUBLIC ISSUE BY JM FINANCIAL PRODUCTS LIMITED (“COMPANY”) OF SECURED, REDEEMABLE, NON CONVERTIBLE DEBENTURES OF FACE VALUE OF RS. 1,000 EACH AND UNSECURED, REDEEMABLE, NON CONVERTIBLE DEBENTURES OF FACE VALUE OF RS. 1,000 EACH AGGREGATING UPTO RS. 2,000 CRORE (“NCDS”) THROUGH ONE OR MORE TRANCHES (“ISSUE”).

We refer to the proposed issue of Non-Convertible Debentures by the Company. We enclose herewith the statement showing the current positions of special tax benefits available to the debenture holders as per the provisions of the Income-tax Act, 1961, (“I.T. Act”) and Income tax Rules, 1962 including amendments made by Finance Act 2019 as applicable for inclusion in the shelf prospectus and/or tranche prospectus(es) (together referred to as the “Offer Document”) in connection with the Issue. Several of these benefits are dependent on the Company and its debenture holders fulfilling the conditions prescribed under the relevant provisions of the I.T. Act. Hence, the ability of the debenture holders to derive the direct tax benefits is dependent upon fulfilling such conditions.

We are informed that the debentures of the Company will be listed on recognized stock exchanges in India. The Annexure has been prepared on that basis.

The benefits discussed in the enclosed Annexure are neither exhaustive nor conclusive. This statement is only intended to provide general information to the debenture holders and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each debenture holder is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which a debenture holder can avail. Neither are we suggesting nor are we advising the debenture holders to invest money based on this statement.

We accept no responsibility to debenture holders or any third party and this should be stated in Offer Documents. The contents of the enclosed statement are based on the representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

We do not express or opine or provide any assurance as to whether:

- The Company or its debenture holders will continue to obtain these benefits in future;
- The conditions prescribed for availing the benefits have been / would be met with;
- The revenue authorities/courts will concur with the views expressed herein.

This statement is prepared solely for the purpose of assisting the Company in discharging its responsibilities under the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended.

We hereby give our consent to include enclosed statement regarding the special tax benefits available to the Company and to its debenture holders in the Offer Documents for the Issue which the Company intends to filed with BSE Limited, the Securities and Exchange Board of India, the relevant Registrar of Companies in India and any other regulatory authorities as required under the applicable laws, in connection with the Issue.

LIMITATIONS

Our views expressed in the statement enclosed are based on the facts and assumptions indicated above. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

This statement has been prepared solely in connection with the Offer under the Regulations.

All Capitalized terms used but not defined herein shall have the same meaning assigned to such terms in the Offer Documents.

Yours Faithfully,

For **Khimji Kunverji & Co.**
Chartered Accountants
(Firm's Registration No. 106146W)

Hasmukh B. Dedhia
Partner
(Membership No. 33494)
Mumbai, April 11, 2019

ANNEXURE

STATEMENT OF TAX BENEFITS

The information provided below sets out the possible direct tax benefits available to the debenture holders of the company in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the subscription, ownership and disposal of non-convertible debentures ("debentures"), under the current tax laws presently in force in India. Several of these benefits are dependent on the debenture holders fulfilling the conditions prescribed under the relevant tax laws. Hence, the ability of the debenture holders to derive the tax benefits is dependent upon fulfilling such conditions, which, based on commercial imperatives a debenture holder faces, may or may not choose to fulfill. We do not express any opinion or provide any assurance as to whether the Company or its debenture holders will continue to obtain these benefits in future. The following overview is not exhaustive or comprehensive and is not intended to be a substitute for professional advice.

Debenture holders are advised to consult their own tax consultant with respect to the tax implications of an investment in the debentures particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

Our views expressed in this statement are based on the facts and assumptions as indicated in the statement. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Reliance on this statement is on the express understanding that we do not assume responsibility towards the investors who may or may not invest in the proposed issue relying on this statement.

This statement has been prepared solely in connection with the Issue under the Regulations as amended.

STATEMENT OF POSSIBLE DIRECT TAX BENEFITS AVAILABLE TO THE DEBENTURE HOLDERS

A. Under the Income-Tax Act, 1961 ("I.T. Act")

I. Tax benefits available to the Resident Debenture Holders

1. Interest on debentures received by resident debenture holders would be subject to tax at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act.
2. As per section 2(29A) read with section 2(42A) of the I.T. Act, a listed debenture is treated as a long term capital asset if the same is held for more than 12 months immediately preceding the date of its transfer.

As per section 112 of the I.T. Act, Capital gains arising on the transfer of long term capital assets being listed debentures are subject to tax at the rate of 10% [plus applicable surcharge and Health and Education Cess ("cess")] of capital gains calculated without indexation of the cost of acquisition. The capital gains shall be computed by deducting expenditure incurred in connection with such transfer and cost of acquisition of the debentures from the sale consideration.

In case of an individual or HUF, being a resident, where the total income as reduced by such long-term capital gains is below the maximum amount which is not chargeable to income-tax, then, such long term capital gains shall be reduced by the amount by which the total income as so reduced falls short of the maximum amount which is not chargeable to income-tax and the tax on the balance of such long-term capital gains shall be computed at the rate mentioned above.

3. As per section 2(42A) of the I.T. Act, a listed debenture is treated as a short term capital asset if the same is held for not more than 12 months immediately preceding the date of its transfer.

Short-term capital gains on the transfer of listed debentures, where debentures are held for a period of not more than 12 months would be taxed at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act. The provisions relating to maximum amount not chargeable to tax described at para 2 above would also apply to such short term capital gains.

4. In case debentures are held as stock in trade, the income on transfer of debentures would be taxed as business income or loss in accordance with and subject to the provisions of the I.T. Act.
5. Income tax is deductible at source on interest on debentures, payable to resident debenture holders at the time of credit / payment as per the provisions of section 193 of the I.T. Act. However, no income tax is deductible at source in respect of any security issued by a Company in a dematerialized Form and is listed on recognized stock exchange in India in accordance with the Securities Contracts (Regulation) Act 1956 and the rules made thereunder.
6. Interest on application money and interest on refund application money would be subject to tax at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act and such tax would need to be withheld at the time of credit/payment as per the provisions of Section 194A of the I.T. Act

II. Tax benefits available to the Non - Resident Debenture Holders

1. A non-resident Indian has an option to be governed by Chapter XII-A of the I. T. Act, subject to the provisions contained therein which are given in brief as under:
 - a. As per section 115C(e) of the I. T. Act, the term "non-resident Indian" means an individual, being a citizen of India or a person of Indian origin who is not a "resident". A person shall be deemed to be of Indian origin if he, or either of his parents or any of his grand-parents, was born in undivided India.
 - b. As per section 115E of the I.T. Act, interest income from debentures acquired or purchased with or subscribed to in convertible foreign exchange will be taxable at 20%, whereas, long term capital gains on transfer of such debentures will be taxable at 10% of such capital gains without indexation of cost of acquisition.

Short-term capital gains will be taxable at the normal rates of tax in accordance with and subject to the provisions contained therein.

- c. As per section 115F of the I.T. Act, long term capital gains arising to a non-resident Indian from transfer of debentures acquired or purchased with or subscribed to in convertible foreign exchange will be exempt from capital gain tax if the net consideration is invested within six months after the date of transfer of the debentures in any specified asset or in any saving certificates referred to in section 10(4B) of the I. T. Act in accordance with and subject to the provisions contained therein. However, if the new assets are transferred or converted into money within a period of three years from their date of acquisition, the amount of capital gains claimed earlier would become chargeable to tax as long term capital gains in the year in which the new assets are transferred or converted into money.
 - d. As per section 115G of the I.T. Act, it shall not be necessary for a non-resident Indian to file a return of income under section 139(1) of the I.T. Act, if his total income consists only of investment income as defined under section 115C and / or long term capital gains earned on transfer of such investment acquired out of convertible foreign exchange, and the tax has been deducted at source from such income under the provisions of Chapter XVII-B of the I.T. Act in accordance with and subject to the provisions contained therein.

- e. As per section 115H of the I.T. Act, where a non-resident Indian becomes assessable as resident in India in any subsequent year, he may furnish to the Assessing Officer a declaration in writing along with return of income under section 139 for the assessment year for which he is assessable as a resident, to the effect that the provisions of Chapter XII-A shall continue to apply to him in relation to the investment income (other than on shares in an Indian Company) derived from any foreign exchange assets in accordance with and subject to the provisions contained therein. On doing so, the provisions of Chapter XII-A shall continue to apply to him in relation to such income for that assessment year and for every subsequent assessment year until the transfer or conversion (otherwise than by transfer) into money of such assets.
- 2. In accordance with and subject to the provisions of section 115-I of the I.T. Act, a non-resident Indian may opt not to be governed by the provisions of Chapter XII-A of the I.T. Act. In that case,
 - a. Long term capital gains on transfer of listed debentures would be subject to tax at the rate of 10% computed without indexation.
 - b. Investment income and Short-term capital gains on the transfer of listed debentures, where debentures are held for a period of not more than 12 months preceding the date of transfer, would be taxed at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act
 - c. Where debentures are held as stock in trade, the income on transfer of debentures would be taxed as business income or loss in accordance with and subject to the provisions of the I.T. Act.
 - 3. Under Section 195 of the I.T. Act, the applicable rate of tax deduction at source is 20% on investment income and 10% on any long-term capital gains as per section 115E of the I.T. Act, and at the normal rates for Short Term Capital Gains if the payee debenture holder is a Non - resident Indian.
 - 4. Interest on application money and interest on refund application money would be subject to tax at the normal rates of tax in accordance with and subject to the provisions of the I.T. Act and such tax would need to be withheld at the time of credit/payment as per the provisions of Section 195 of the I.T. Act
 - 5. The income tax deducted shall be increased by surcharge as under:
 - a. In the case of non-resident Indian, surcharge at the rate of 10% of such tax liability (if net income exceeds Rs. 50,00,000 and does not exceed Rs. 1,00,00,000) and 15% of such tax liability (if net income exceeds Rs. 1,00,00,000) subject to deduction.
 - b. In the case of Foreign companies, surcharge is applicable at the rate of 2% of such tax liability where the income or the aggregate of such income paid or likely to be paid and subject to deduction exceeds Rs. 1,00,00,000 but does not exceed Rs. 10,00,00,000. Surcharge at the rate of 5% of such income tax where the income or the aggregate of such income paid or likely to be paid and subject to the deduction exceeds Rs. 10,00,00,000.
 - c. Cess is to be applied at 4% on aggregate of base tax and surcharge.
 - 6. As per section 90(2) of the I.T. Act read with the Circular no. 728 dated October 30, 1995 issued by the Central Board of Direct Taxes, in the case of a remittance to a country with which a Double Tax Avoidance Agreement (DTAA) is in force, the tax should be deducted at the rate provided in the Finance Act of the relevant year or at the rate provided in the DTAA, whichever is more beneficial to the assessee. However, submission of tax residency certificate ("TRC"), is a mandatory condition for availing benefits under any DTAA. If the TRC does not contain the prescribed particulars, a self-declaration in Form 10F would need to be provided by the assessee along with TRC.
 - 7. Alternatively, to ensure non-deduction or lower deduction of tax at source, as the case may be, the Debenture Holder should furnish a certificate under section 197(1) of the I.T. Act, from the Assessing Officer before the prescribed date of closure of books for payment of debenture interest.

III. Tax benefit available to the foreign portfolio investors (FPIs)

1. As per Section 2(14) of the I.T. Act, any securities held by FPIs which has invested in such securities in accordance with the regulations made under the Securities and Exchange Board of India Act., 1992, shall be treated as capital assets. Accordingly, any gains arising from transfer of such securities shall be chargeable to tax in the hands of FPIs as capital gains.
2. In accordance with and subject to the provisions of section 115AD of the I.T. Act, long term capital gains on transfer of debentures by FPIs are taxable at 10% (plus applicable surcharge and cess) and short-term capital gains are taxable at 30% (plus applicable surcharge and cess). The benefit of cost indexation will not be available. Further, benefit of provisions of the first proviso of section 48 of the I.T. Act will not apply.
3. Income other than capital gains arising out of debentures is taxable at 20% (plus applicable surcharge and cess) in accordance with and subject to the provisions of Section 115AD of the I.T. Act.
4. Section 194LD in the I. T. Act provides for lower rate of withholding tax at the rate of 5% (plus applicable surcharge and cess) on payment by way of interest paid by an Indian company to FPIs and Qualified Foreign Investor in respect of rupee denominated bond of an Indian company till July 1, 2020 provided such rate does not exceed the rate as may be notified by the Government.
5. In accordance with and subject to the provisions of section 196D(2) of the I.T. Act, no deduction of tax at source is applicable in respect of capital gains arising on the transfer of debentures by FPIs.

IV. Tax benefits available to Mutual Funds

As per section 10(23D) of the Act, any income of Mutual Funds registered under the Securities and Exchange Board of India Act, 1992 or Regulations made thereunder, Mutual Funds set up by public sector banks or public financial institutions and Mutual Funds authorized by the Reserve Bank of India will be exempt from income tax, subject to such conditions as the Central Government may, by notification in the Official Gazette, specify in this behalf.

V. Exemption under Section 54EE and 54F of the I.T. Act

1. As per provisions of Section 54EE of the I.T. Act, long term capital gains arising to debenture holders on transfer of their debentures in the company shall not be chargeable to tax to the extent such capital gains are invested in certain notified units within six months after the date of transfer. If only part of the capital gain is so invested, the exemption shall be proportionately reduced. However, if the said notified units are transferred within three years from their date of acquisition, the amount of capital gain claimed earlier would become chargeable tax as long term capital gains in the year in which units are transferred. Further, in case where loan or advance on the security of such notified units is availed, such notified units shall be deemed to have been transferred on the date on which such loan or advance is taken. However, the amount of exemption with respect to the investment made in the aforesaid notified units during the financial year in which such debentures are transferred and the subsequent financial year, should not exceed Rs. 50 lacs.
2. As per provisions of section 54F of the I.T. Act, any long-term capital gains on transfer of a long term capital asset (not being residential house) arising to a debenture holders who is an individual or Hindu Undivided Family, is exempt from tax if the entire net sales consideration is utilized, within a period of one year before, or two years after the date of transfer, in purchase of a new residential house, or for construction of residential house within three years from the date of transfer. If part of such net sales consideration is invested within the prescribed period in a residential house, then such gains would be chargeable to tax on a proportionate basis.

This exemption is available, subject to the condition that the debenture holder does not own more than one residential house at the time of such transfer. If the residential house in which the investment has been made is transferred within a period of three years from the date of its purchase or construction, the amount of capital gains tax claimed earlier would become chargeable to tax as long term capital gains in the year in which such residential house is transferred. Similarly, if the debenture holder purchases within a period of two years or constructs within a period of three years after the date of transfer of capital asset, another residential house (other than the new residential house referred above), then the original exemption will be taxed as capital gains in the year in which the additional residential house is acquired.

VI. Requirement to furnish PAN under the I.T. Act

1. Section 139A(5A) of the I.T. Act requires every person receiving any sum or income or amount from which tax has been deducted under Chapter XVII-B of the I.T. Act to furnish his PAN to the person responsible for deducting such tax.
2. Section 206AA of the I.T. Act requires every person entitled to receive any sum or income or amount, on which tax is deductible under Chapter XVII-B ("deductee") to furnish his PAN to the deductor, failing which tax shall be deducted at the higher of the following rates:
 - i. at the rate specified in the relevant provision of the I. T. Act; or
 - ii. at the rate or rates in force; or
 - iii. at the rate of twenty per cent.
3. As per Rule 37BC, the higher rate under section 206AA shall not apply to a non-resident, not being a company, or to a foreign company, in respect, of payment of interest, if the non-resident deductee furnishes the prescribed details *inter alia* TRC and Tax Identification Number (TIN).
4. A declaration under Section 197A(1) or 197A(1A) or 197A(1C) shall not be valid unless the person furnishes his PAN in such declaration and the deductor is required to deduct tax as per para (I) above in such a case.
5. Where a wrong PAN is provided, it will be regarded as non – furnishing of PAN and para (I) above will apply apart from penal consequences.

VII. Taxability of Gifts received for nil or inadequate consideration

As per section 56(2)(x) of the I.T. Act, where any person receives debentures from any person on or after 1st April, 2017:

- a. without consideration, aggregate fair market value of which exceeds fifty thousand rupees, then the whole of the aggregate fair market value of such debentures or;
- b. for a consideration which is less than the aggregate fair market value of the debenture by an amount exceeding fifty thousand rupees, then the aggregate fair market value of such debentures as exceeds such consideration shall be taxable as the income of the recipient at the normal rates of tax. The above is subject to few exceptions as stated in section 56(2)(x) of the I. T. Act.

NOTES:

- The statement of tax benefits enumerated above is as per the Income-tax Act, 1961, as amended by Finance Act, 2019.
- Surcharge is levied on individuals, HUF, association of persons, body of individuals and artificial juridical person at the rate of 10% on tax where total income exceeds Rs. 50 lacs but does not exceed Rs. 1 crore and at the rate of 15% on tax where the total income exceeds Rs. 1 crore.
- Surcharge is levied on firm, co-operative society and local authority at the rate of 12% on tax where the

total income exceeds Rs. 1 crore.

- Surcharge is levied on domestic companies at the rate of 7% on tax where the income exceeds Rs 1 crore but does not exceed Rs. 10 crores and at the rate of 12% on tax where the income exceeds Rs. 10 crores.
- Surcharge is levied on every company other than domestic company at the rate of 2% on tax where the income exceeds Rs. 1crore but does not exceed Rs. 10 crores and at the rate of 5% on tax where the income exceeds Rs. 10 crores.
- Health and Education Cess is to be applied at the rate of 4% on aggregate of base tax and surcharge.
- Several of the above tax benefits are dependent on the debenture holders fulfilling the conditions prescribed under the relevant tax laws and subject to General Anti Avoidance Rules covered under Chapter X-A of the Act.

SECTION V: ISSUE RELATED INFORMATION

GENERAL TERMS OF THE ISSUE

Authority for the Tranche I Issue

At the meeting of the Board of Directors of our Company, held on October 24, 2018, the Board of Directors approved the issuance to the public of Secured NCDs of face value of ₹ 1,000 each and Unsecured NCDs of face value of ₹ 1,000 each, aggregating up to ₹ 2,000 crores ("**Shelf Limit**") to the public, hereinafter called the "**Issue**". The Unsecured NCDs shall be in the nature of Subordinated Debt and shall be eligible for inclusion as Tier II Capital.

The NCDs will be issued in one or more tranches up to the Shelf Limit, on terms and conditions as set out in the relevant tranche prospectus for any tranche issue (each a "**Tranche Issue**"), and such Tranche Issue shall be decided by NCD Public Issue Committee of Board of Directors.

Further, the present borrowing is within the borrowing limits of ₹ 14,000 crores under Section 180(1)(c) of the Companies Act, 2013 duly approved by the shareholders' vide their resolution dated October 25, 2018.

Further, the NCD Public Issue Committee of the Board of Directors has approved the Issue and the Draft Shelf Prospectus by way of resolution dated February 01, 2019 and the Shelf Prospectus and Tranche I Prospectus dated April 11, 2019 by way of resolution dated April 11, 2019.

Principal terms and conditions of this Tranche I Issue

The Secured NCDs being offered as part of this Tranche I Issue are subject to the provisions of the SEBI Debt Regulations, the relevant provisions of the Companies Act, 2013 and regulations framed by the RBI, as on the date of this Tranche I Prospectus, our Memorandum and Articles of Association, the terms of this Tranche I Prospectus, the Shelf Prospectus, the terms and conditions of the Debenture Trustee Agreement and the Debenture Trust Deed, other applicable statutory and/or regulatory requirements including those issued from time to time by SEBI/ the GoI/ Stock Exchanges/ RBI, and/or other statutory/regulatory authorities relating to the offer, issue and listing of securities and any other documents that may be executed in connection with the Secured NCDs.

Ranking of the Secured NCDs

The Secured NCDs would constitute secured obligations of ours and shall rank pari passu inter se, present and future, and shall be secured by way of first ranking pari passu charge on the Company's receivables both present and/or future, excluding therefrom such portion of the receivables secured or to be secured for the purposes of maintaining 'security cover' (by whatever name called) in connection with all other indebtedness of the Company, whether by way of loan or debentures or otherwise, under the terms of such other indebtedness which are / will not be offered to other lenders for their credit facilities; and/or first ranking pari passu charge on the Company identified immovable property. Security for the purpose of this Issue will be created in accordance with the terms of the Debenture Trust Deed to ensure 100% security cover of the amount outstanding in respect of Secured NCDs, including interest thereon, at any time.

The Company is required to obtain permissions / consents from the existing creditors for proceeding with this Issue and the Company has obtained such permissions / consents as on the date of this Tranche I Prospectus.

Debenture Redemption Reserve

Section 71 of the Companies Act, 2013, read with Rule 18 made under Chapter IV of the Companies Act, 2013, requires that any company that intends to issue debentures must create a DRR for the purpose of redemption of debentures, in accordance with the following conditions: (a) the DRR shall be created out of the profits of the company available for payment of dividend, (b) the DRR shall be equivalent to 25% of the value of the outstanding debentures issued pursuant to the public issue in accordance with the SEBI Debt Regulations in case of NBFCs registered with the RBI and no DRR is required in the case of privately placed debentures. Accordingly, our Company is required to create a DRR of 25% of the value of the outstanding NCDs issued through this Tranche I Issue. In addition, as per Rule 18 (7) (e) under Chapter IV of the Companies Act, 2013, the amounts credited to DRR shall not be utilised by our Company except for the redemption of the Secured NCDs. Every company required to create or maintain DRR shall on or before the 30th day of April of each year,

deposit or invest, as the case may be, a sum which shall not be less than 15% of the amount of its debentures maturing during the year ending on the 31st day of March of the next year, in any one or more of the following methods: (a) in deposits with any scheduled bank, free from charge or lien; (b) in unencumbered securities of the Central Government or of any State Government; (c) in unencumbered securities mentioned in clauses (a) to (d) and (ee) of Section 20 of the Indian Trusts Act, 1882; (d) in unencumbered bonds issued by any other company which is notified under clause (f) of Section 20 of the Indian Trusts Act, 1882. The amount deposited or invested, as the case may be, shall not be utilised for any purpose other than for the repayment of debentures maturing during the year referred to above, provided that the amount remaining deposited or invested, as the case may be, shall not at any time fall below 15% of the amount of debentures maturing during the 31st day of March of that year.

Face Value

The face value of each of the Secured NCDs shall be ₹ 1,000.

Secured NCD Holder not a shareholder

The Secured NCD Holders will not be entitled to any of the rights and privileges available to the equity and/or preference shareholders of our Company, except to the extent as may be prescribed under the Companies Act, 2013, the SEBI LODR Regulations and any other applicable law.

Rights of the Secured NCD Holders

Some of the significant rights available to the Secured NCD Holders are as follows:

1. The Secured NCDs shall not, except as provided in the Companies Act, 2013, confer upon the Secured NCD Holders thereof any rights or privileges available to our members including the right to receive notices, or to attend and/or vote, at our general meeting. However, if any resolution affecting the rights attached to the Secured NCDs is to be placed before the members, the said resolution will first be placed before the concerned registered Secured NCD Holders for their consideration. The opinion of the Debenture Trustee as to whether such resolution is affecting the right attached to the Secured NCDs is final and binding on Secured NCD holders. In terms of Section 136 of the Companies Act, 2013 the Secured NCD Holders shall be entitled to inspect a copy of the balance sheet and copy of trust deed at the registered office of the Company during business hours.
2. Subject to applicable statutory/ regulatory requirements, including requirements of the RBI, the rights, privileges and conditions attached to the Secured NCDs may be varied, modified and/or abrogated with the consent in writing of the holders of at least three-fourths of the outstanding amount of the Secured NCDs or with the sanction of a special resolution passed at a meeting of the concerned Secured NCD Holders, provided that nothing in such consent or resolution shall be operative against us, where such consent or resolution modifies or varies the terms and conditions governing the Secured NCDs, if the same are not acceptable to us.
3. In case of Secured NCDs held in (i) dematerialised form, the person for the time being appearing in the register of beneficial owners of the Depository; and (ii) physical form, the registered Secured NCD Holders or in case of joint-holders, the one whose name stands first in the register of debenture holders shall be entitled to vote in respect of such Secured NCDs, either in person or by proxy, at any meeting of the concerned Secured NCD Holders and every such Secured NCD Holder shall be entitled to one vote on a show of hands and on a poll, his/her voting rights on every resolution placed before such meeting of the Secured NCD Holders shall be in proportion to the outstanding nominal value of Secured NCDs held by him/her.
4. The Secured NCDs are subject to the provisions of the SEBI Debt Regulations, the Companies Act, 2013, our Memorandum and Articles of Association, the terms of this Tranche I Prospectus, the Shelf Prospectus, the terms and conditions of the Debenture Trust Deed, requirements of the RBI, other applicable statutory and/or regulatory requirements relating to the issue and listing, of securities and any other documents that may be executed in connection with the Secured NCDs.
5. For Secured NCDs in physical form, a register of debenture holders will be maintained in accordance with Section 88 of the Companies Act, 2013 and all interest and principal sums becoming due and payable in respect of the Secured NCDs will be paid to the registered holder thereof for the time being or in the case of joint-holders, to the person whose name stands first in the register of debenture holders as on the Record Date. For Secured NCDs in dematerialized form, all interest and principal sums becoming due and payable in respect of the Secured NCDs will

be paid to the person for the time being appearing in the register of beneficial owners of the Depository. In terms of Section 88(3) of the Companies Act, 2013, the register of beneficial owners maintained by a Depository for any Secured NCDs in dematerialized form under Section 11 of the Depositories Act shall be deemed to be a register of debenture holders for this purpose. The same shall be maintained at the Registered Office of the Issuer under Section 94 of the Companies Act, 2013, unless the same has been moved in accordance with Applicable Law.

6. Subject to compliance with RBI requirements, Secured NCDs can be rolled over only with the consent of the Secured NCD Holders of at least 75% of the outstanding amount of the Secured NCDs after providing at least 21 days prior notice for such roll over and in accordance with the SEBI Debt Regulations. Our Company shall redeem the debt securities of all the debt securities holders, who have not given their positive consent to the roll-over.

The aforementioned rights of the Secured NCD Holders are merely indicative. The final rights of the Secured NCD Holders will be as per the terms of this Tranche I Prospectus, the Shelf Prospectus and the Debenture Trust Deed.

Minimum Subscription

In terms of the SEBI Debt Regulations, for an issuer undertaking a public issue of debt securities the minimum subscription for public issue of debt securities shall be 75% of the Base Issue. If our Company does not receive the minimum subscription of 75% of the Base Issue, being ₹ 150 crores within the prescribed timelines under Companies Act and any rules thereto, the entire subscription amount shall be refunded to the Applicants within the timelines prescribed under Applicable Law. In the event, there is a delay, by our Company in making the aforesaid refund within the prescribed time limit, our Company will pay interest at the rate of 15% per annum for the delayed period.

Under Section 39(3) of the Companies Act 2013 read with Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 if the stated minimum subscription amount is not received within the specified period, the application money received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for making such refunds is available with the Company and/or Registrar, refunds will be made to the account prescribed. However, where the Company and/or Registrar does not have the necessary information for making such refunds, the Company and/or Registrar will follow the guidelines prescribed by SEBI in this regard including its circulars (bearing CIR/IMD/DF-1/20/2012) dated July 27, 2012 and (bearing CIR/DDHS/P/121/2018) dated August 16, 2018.

Market Lot and Trading Lot

The Secured NCDs shall be allotted in dematerialised form. As per the SEBI Debt Regulations, the trading of the Secured NCDs shall be in dematerialised form only. Since trading of the Secured NCDs is in dematerialised form, the tradable lot is one Secured NCD.

Please note that the Secured NCDs shall cease to trade from the Record Date (for payment of the principal amount and the applicable interest for such Secured NCDs) prior to redemption of the Secured NCDs.

Allotment in this Tranche I Issue will be in electronic form and in multiples of one Secured NCD. For details of Allotment see the section titled “*Issue Procedure*” at page 64 of this Tranche I Prospectus.

Nomination facility to Secured NCD Holders

In accordance with Section 72 of the Companies Act, 2013 (read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, the sole Secured NCD Holder or first Secured NCD Holder, along with other joint Secured NCD Holders (being individual(s) may nominate any one person (being an individual) who, in the event of death of the sole holder or all the joint-holders, as the case may be, shall become entitled to the Secured NCDs. A person, being a nominee, becoming entitled to the Secured NCDs by reason of the death of the Secured NCD Holder(s), shall be entitled to the same rights to which he would be entitled if he were the registered holder of the Secured NCD. Where the nominee is a minor, the Secured NCD Holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to the Secured NCDs, in the event of the Secured NCD Holder's death during the minority of the nominee. A nomination shall stand rescinded upon sale of the Secured NCDs by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. When the Secured NCDs are held by two or more persons, the nominee shall become entitled to receive the amount only on the demise of all such Secured NCD Holders. Fresh nominations can be made only in the prescribed form available on request at our Registered/ Corporate Office, at

such other addresses as may be notified by us, or at the office of the Registrar to the Issue or the transfer agent.

Secured NCD Holders are advised to provide the specimen signature of the nominee to us to expedite the transmission of the Secured NCDs to the nominee in the event of demise of the Secured NCD Holders. The signature can be provided in the Application Form or subsequently at the time of making fresh nominations. This facility of providing the specimen signature of the nominee is purely optional.

In accordance with the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, In the event of death of the Secured NCD Holder(s), or where the NCDs are held by more than one person jointly, in the event of death of all the joint Secured NCD Holder(s), the nominee may upon the production of such evidence as may be required by the Board, elect, either:

- (a) To register himself or herself as the holder of the Secured NCDs; or
- (b) To transfer the Secured NCDs, as the deceased holder could have done.

Secured NCD Holders who are holding Secured NCDs in dematerialised form need not make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Secured NCD Holder will prevail. If the Secured NCD Holders require to changing their nominations, they are requested to inform their respective Depository Participant.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Secured NCDs, and if the notice is not complied with, within a period of 90 days, our Board may thereafter withhold payment of all interests or other monies payable in respect of the Secured NCDs, until the requirements of the notice have been complied with.

Succession

Where Secured NCDs are held in joint names and one of the joint Secured NCD Holder dies, the survivor(s) will be recognized as the Secured NCD Holder(s). It will be sufficient for our Company to delete the name of the deceased Secured NCD Holder after obtaining satisfactory evidence of his death. Provided, a third person may call on our Company to register his name as successor of the deceased Secured NCD Holder after obtaining evidence such as probate of a will for the purpose of proving his title to the Secured NCDs. In the event of demise of the sole or first holder of the Secured NCDs, our Company will recognise the executors or administrator of the deceased Secured NCD Holders, or the holder of the succession certificate or other legal representative as having title to the Secured NCDs only if such executor or administrator obtains and produces probate or letter of administration or is the holder of the succession certificate or other legal representation, as the case may be, from an appropriate court in India. Our Directors, the Board, any committee of the Board or any other person authorised by the Board in their absolute discretion may, in any case, dispense with production of probate or letter of administration or succession certificate or other legal representation. In case of death of Secured NCD Holders who are holding Secured NCDs in dematerialised form, third person is not required to approach the Company to register his name as successor of the deceased Secured NCD Holder. He shall approach the respective Depository Participant of the Secured NCD Holder for this purpose and submit necessary documents as required by the Depository Participant. Where a non-resident Indian becomes entitled to the NCDs by way of succession, the following steps have to be complied with:

1. Documentary evidence to be submitted to the Legacy Cell of the RBI to the effect that the NCDs were acquired by the non-resident Indian as part of the legacy left by the deceased NCD Holder.
2. Proof that the non-resident Indian is an Indian national or is of Indian origin.
3. Such holding by a non-resident Indian will be on a non-repatriation basis.

Jurisdiction

Exclusive jurisdiction for the purpose of this Tranche I Issue is with the competent courts of jurisdiction in Mumbai, India.

Application in the Issue

Secured NCDs being issued through the Shelf Prospectus and this Tranche I Prospectus can be applied for, through a valid Application Form filled in by the applicant along with attachments, as applicable. Further, Applications in this

Tranche I Issue shall be made through the ASBA facility only.

In terms of Regulation 4(2)(d) of the SEBI Debt Regulations, our Company will make public issue of the NCDs in the dematerialised form only.

However, in terms of Section 8(1) of the Depositories Act, our Company, at the request of the Investors who wish to hold the Secured NCDs in physical form will rematerialise the NCDs. However, any trading of the NCDs shall be compulsorily in dematerialised form only.

Period of subscription

TRANCHE I ISSUE OPENS ON	APRIL 22, 2019
TRANCHE I ISSUE CLOSES ON	MAY 21, 2019

The Tranche I Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m., during the period indicated above, except that this Tranche I Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company ("**Board**") or the NCD Public Issue Committee. In the event of such an early closure or extension subscription list of the Tranche I Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in a reputed national daily newspaper with wide circulation on or before such earlier date or extended date of closure. Applications Forms for this Tranche I Issue will be accepted only from 10:00 a.m. to 5:00 p.m. or such extended time as may be permitted by BSE, on Working Days during the Issue Period. On the Tranche I Issue Closing Date, Application Forms for the Issue will be accepted only from 10:00 a.m. to 5:00 p.m. or such extended time as may be permitted by BSE, on Working Days during the Issue Period. On the Tranche I Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE.

Due to limitation of time available for uploading the Applications on the electronic platform of the Stock Exchange on the Tranche I Issue Closing Date, Applicants are advised to submit their Application Forms one day prior to the Tranche I Issue Closing Date and, no later than 3.00 p.m. (Indian Standard Time) on the Tranche I Issue Closing Date. Applicants are cautioned that in the event a large number of Applications are received on the Tranche I Issue Closing Date, there may be some Applications which are not uploaded due to lack of sufficient time to upload. Such Applications that cannot be uploaded will not be considered for allocation under this Tranche I Issue. Application Forms will only be accepted on Working Days during the Issue Period. Neither our Company, nor the Designated Intermediaries are liable for any failure in uploading the Applications due to failure in any software/ hardware systems or otherwise. As per the SEBI circular dated October 29, 2013, the allotment in the Issue should be made on the basis of date of upload of each application into the electronic book of the Stock Exchange. However, on the date of oversubscription, the allotments should be made to the applicants on proportionate basis.

Joint-holders

Where two or more persons are holders of any NCD(s), they shall be deemed to hold the same as joint holders with benefits of survivorship subject to other provisions contained in the Articles.

Procedure for rematerialisation of NCDs

Secured NCD Holders who wish to hold the NCDs in physical form may do so by submitting a request to their DP at any time after Allotment in accordance with the applicable procedure stipulated by the DP, in accordance with the Depositories Act and/or rules as notified by the Depositories from time to time. Holders of NCDs who propose to rematerialize their NCDs, would have to mandatorily submit details of their bank mandate along with a copy of any document evidencing that the bank account is in the name of the holder of such NCDs and their Permanent Account Number to our Company and the DP. No proposal for rematerialisation of NCDs would be considered if the aforementioned documents and details are not submitted along with the request for such rematerialisation.

Restriction on transfer of NCDs

There are currently no restrictions on transfers and transmission of NCDs and on their consolidation/ splitting except as may be required under applicable statutory and/or regulatory requirements including any RBI

requirements and/or as provided in our Articles of Association. Please see the section titled "*Summary of the Key Provisions of the Articles of Association*" at page 217 of the Shelf Prospectus.

ISSUE STRUCTURE

The following are the key terms of the Secured NCDs. This section should be read in conjunction with, and is qualified in its entirety by more detailed information in "*General Terms of the Issue*" on page 41 of this Tranche I Prospectus

The key common terms and conditions of the Secured NCDs* are as follows:

Particulars	Terms and Conditions
Minimum Application Size	₹ 10,000 (10 NCD) collectively across all the Series
Mode of allotment	Compulsorily in dematerialised form
Terms of Payment	Full amount on application
Trading Lot	One NCD
Who can apply	<p>Category I</p> <ul style="list-style-type: none"> Public financial institutions, scheduled commercial banks, and Indian multilateral and bilateral development financial institutions which are authorised to invest in the NCDs; Provident funds and pension funds with a minimum corpus of ₹ 250 million, superannuation funds and gratuity funds, which are authorised to invest in the NCDs; Alternative Investment Funds, subject to investment conditions applicable to them under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012; Resident Venture Capital Funds registered with SEBI; Insurance companies registered with the IRDA; State industrial development corporations; Insurance funds set up and managed by the army, navy, or air force of the Union of India; Insurance funds set up and managed by the Department of Posts, the Union of India; Systemically Important Non-Banking Financial Company registered with the RBI and having a net-worth of more than ₹ 5,000 million as per the last audited financial statements National Investment Fund set up by resolution no. F.No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India; and Mutual funds registered with SEBI. <p>Category II</p> <ul style="list-style-type: none"> Companies within the meaning of Section 2(20) of the Companies Act, 2013; statutory bodies/ corporations and societies registered under the applicable laws in India and authorised to invest in the NCDs; Co-operative banks and regional rural banks; Trusts including Public/private charitable/religious trusts which are authorised to invest in the NCDs; Scientific and/or industrial research organisations, which are authorised to invest in the NCDs; Partnership firms in the name of the partners; and Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009). Association of Persons; and Any other incorporated and/ or unincorporated body of persons <p>Category III</p> <ul style="list-style-type: none"> High Net-worth Individual Investors ("HNIs") - Resident Indian individuals and Hindu Undivided Families through the Karta applying for an amount aggregating to above INR 1,000,000 across all Series of NCDs in the Issue <p>Category IV</p> <ul style="list-style-type: none"> Retail Individual Investors - Resident Indian individuals and Hindu

Undivided Families through the Karta applying for an amount aggregating up to and including INR 1,000,000 across all Series of NCDs in the Issue.

**In terms of Section 8 (1) of the Depositories Act, the Company, at the request of the Applicants who wish to hold the NCDs post allotment in physical form, will fulfill such request through the process of rematerialisation, if the NCDs were originally issued in dematerialised form.*

Participation by any of the above-mentioned investor classes in this Tranche I Issue will be subject to applicable statutory and/or regulatory requirements. Applicants are advised to ensure that Applications made by them do not exceed the investment limits or maximum number of Secured NCDs that can be held by them under applicable statutory and/or regulatory provisions. Applicants are advised to ensure that they have obtained the necessary statutory and/or regulatory permissions/consents/approvals in connection with applying for, subscribing to, or seeking allotment of NCDs pursuant to the Tranche I Issue.

For further details, please see "Issue Procedure" on page 64 of this Tranche I Prospectus.

TERMS AND CONDITIONS IN CONNECTION WITH THE SECURED NCDs*

Common Terms of Secured NCDs*

Issuer	JM Financial Products Limited.
Lead Managers	A. K. Capital Services Limited, JM Financial Limited** and Trust Investment Advisors Private Limited.
Debenture Trustee	IDBI Trusteeship Services Limited.
Issue	Public issue by our Company of Secured, Rated, Listed, Redeemable, Non-Convertible Debentures of face value of ₹ 1,000 each and/or Unsecured, Rated, Listed, Redeemable, Non-Convertible Debentures of face value of ₹ 1,000 each, for an amount aggregating up to ₹ 2,000 crores (" Shelf Limit ") pursuant to the Shelf Prospectus. The Unsecured, Rated, Listed, Redeemable Non-convertible Debentures will be in the nature of Subordinated Debt and will be eligible for Tier II Capital.
Tranche I Issue	This Tranche I Issue is for Secured NCDs with a base issue size of an amount up to ₹ 200 crores, with an option to retain oversubscription up to ₹ 800 crores, aggregating up to ₹ 1,000 crores which is within the Shelf Limit.
Registrar to the Issue	Karvy Fintech Private Limited.
Type and nature of instrument	Secured NCDs of face value of ₹ 1,000.
Base Issue	₹ 200 crores
Option to retain Oversubscription	Upto ₹ 800 crores.
Amount	
Face Value (in ₹ / NCD)	1,000/-
Issue Price (in ₹ / NCD)	1,000/-
Minimum application and in multiples of Seniority	₹ 10,000 (10 NCD) collectively across all the Series and in multiples of ₹ 1,000 (1 NCD) after the minimum application amount across all the Series. Senior (to clarify, the claims of the Secured NCD Holders shall be superior to the claims of any other creditors, subject to applicable statutory and/or regulatory requirements). The Secured NCDs would constitute secured obligations of ours and shall rank pari passu inter se, present and future and subject to any obligations under applicable statutory and/or regulatory requirements, shall also, with regard to the amount invested, be secured by way of pari passu charge in favour of the Debenture Trustee on present and/or future receivables/assets of our Company, excluding therefrom such portion of the receivables secured or to be secured for the purposes of maintaining 'security cover' (by whatever name called) in connection with all other indebtedness of the Company, whether by way of loan or debentures or otherwise, under the terms of such other indebtedness which are / will not be offered to other lenders for their credit facilities. No security will be created for Unsecured NCDs in the nature of Subordinated Debt. The rated, listed, redeemable Unsecured NCDs are in the nature of Subordinated Debt and will be eligible for Tier II Capital.
Mode of Issue	Public Issue.
Listing	BSE BSE shall be the Designated Stock Exchange for the Issue. The Secured NCDs shall be listed within 6 Working Days from the Tranche I Issue Closing Date.

Mode of Allotment and Trading	Compulsorily in dematerialised form.																		
Mode of settlement	Please refer to the section titled " <i>Issue Structure</i> " beginning on page 47 of this Tranche I Prospectus.																		
Market / Trading Lot	One NCD.																		
Depositories	NSDL and CDSL.																		
Security and asset cover	<p>The Secured NCDs would constitute secured obligations of ours and shall rank pari passu inter se, present and future, and shall be secured by way of first ranking pari passu charge on the Company's receivables, both present and/or future, excluding therefrom such portion of the receivables secured or to be secured for the purposes of maintaining 'security cover' (by whatever name called) in connection with all other indebtedness of the Company, whether by way of loan or debentures or otherwise, under the terms of such other indebtedness which are / will not be offered to other lenders for their credit facilities; and/or first ranking pari passu charge on the Company's identified immovable property. Security for the purpose of this Issue will be created in accordance with the terms of the Debenture Trust Deed to ensure 100% security cover of the amount outstanding in respect of Secured NCDs, including interest thereon, at any time. For further details please refer to the section titled "<i>Issue Structure</i>" beginning on page 47 of this Tranche I Prospectus.</p> <p>No security will be created for Unsecured NCDs in the nature of Subordinated Debt. The rated, listed, redeemable Unsecured NCDs are in the nature of Subordinated Debt and will be eligible for Tier II Capital.</p>																		
Who can apply/ Eligible Investors	Please refer to the section titled " <i>Issue Procedure</i> " beginning on page 64 of this Tranche I Prospectus.																		
Credit Ratings	<table><tr><th>Rating agency</th><th>Instrument</th><th>Rating symbol</th><th>Date of credit rating letter</th><th>Amount rated (in crores)</th><th>Rating definition</th></tr><tr><td>ICRA</td><td>Non-convertible debentures</td><td>[ICRA]AA</td><td>January 09, 2019 and further revalidated by letter dated March 25, 2019</td><td>₹ 2,000 crore</td><td>Stable</td></tr><tr><td>CRISIL</td><td>Non-convertible debentures</td><td>CRISIL AA</td><td>January 03, 2019 and further revalidated by letter dated April 01, 2019</td><td>₹ 2,000 crore</td><td>Stable</td></tr></table> <p>Please refer to Annexure A and B of this Tranche I Prospectus for rating letter and rationale for the above ratings. Please refer to the disclaimer clause of ICRA and CRISIL under the chapter "<i>General Information</i>" on page 14 of this Tranche I Prospectus.</p>	Rating agency	Instrument	Rating symbol	Date of credit rating letter	Amount rated (in crores)	Rating definition	ICRA	Non-convertible debentures	[ICRA]AA	January 09, 2019 and further revalidated by letter dated March 25, 2019	₹ 2,000 crore	Stable	CRISIL	Non-convertible debentures	CRISIL AA	January 03, 2019 and further revalidated by letter dated April 01, 2019	₹ 2,000 crore	Stable
Rating agency	Instrument	Rating symbol	Date of credit rating letter	Amount rated (in crores)	Rating definition														
ICRA	Non-convertible debentures	[ICRA]AA	January 09, 2019 and further revalidated by letter dated March 25, 2019	₹ 2,000 crore	Stable														
CRISIL	Non-convertible debentures	CRISIL AA	January 03, 2019 and further revalidated by letter dated April 01, 2019	₹ 2,000 crore	Stable														
Pay-in date	Application Date. The entire Application Amount is payable on Application.																		
Application money	The entire application amount is payable on submitting the application.																		
Record Date	The Record Date for payment of interest in connection with the Secured NCDs or repayment of principal in connection therewith which shall be 15 days prior to the date of payment of interest, and/or the Redemption Date and/or exercise of Call. In case of redemption of Secured NCDs, the trading in the Secured NCDs shall remain suspended between the Record Date and the Redemption Date. In case the Record Date falls on a day when the Stock Exchange is having a trading holiday, the immediate subsequent trading day or a date notified by the Company to the Stock Exchange, will be deemed as the Record Date.																		
Tranche I Issue Schedule***	The Tranche I Issue shall be open from April 22, 2019 to May 21, 2019 with an option to close earlier and/or extend upto a period as may be determined by the NCD Public Issue Committee.																		
Objects of the Issue	Please refer to the section titled " <i>Objects of the Tranche I Issue</i> " on page 30 of this Tranche I Prospectus.																		
Details of the utilisation of Issue proceeds	Please refer to the section titled " <i>Objects of the Tranche I Issue</i> " on page 30 of this Tranche I Prospectus.																		
Coupon rate, coupon payment date and redemption premium/discount	Please refer to the section titled " <i>Issue Structure</i> " beginning on page 47 of this Tranche I Prospectus.																		
Step up/ Step down interest rates	N.A.																		
Interest type	Please refer to the section titled " <i>Issue Structure</i> " beginning on page 47 of this Tranche I Prospectus.																		

Interest reset process	N.A.
Tenor	Please refer to the section titled “ <i>Issue Structure</i> ” beginning on page 47 of this Tranche I Prospectus.
Coupon payment frequency	Please refer to the section titled “ <i>Issue Structure</i> ” beginning on page 47 of this Tranche I Prospectus.
Redemption date	Please refer to the section titled “ <i>Issue Structure</i> ” beginning on page 47 of this Tranche I Prospectus.
Redemption Amount	Please refer to the section titled “ <i>Issue Structure</i> ” beginning on page 47 of this Tranche I Prospectus.
Day count convention	Actual/Actual
Working Days convention/Day count convention / Effect of holidays on payment	<p>Working Day(s) shall mean all days excluding Sundays or a holiday of commercial banks in Mumbai, except with reference to Issue Period, where Working Days shall mean all days, excluding Saturdays, Sundays and public holiday in India. Furthermore, for the purpose of post issue period, i.e. period beginning from Tranche I Issue Closing Date to listing of the NCDs, Working Days shall mean all trading days of Stock Exchange excluding Sundays and bank holidays in Mumbai. During the tenor of the NCDs, interest/redemption payments shall be made only on the days when the money market is functioning in Mumbai.</p> <p>Interest shall be computed on an actual/actual basis i.e. on the principal outstanding on the Secured NCDs as per the SEBI Circular bearing no. CIR/IMD/DF-1/122/2016 dated November 11, 2016.</p> <p>If the Interest Payment Date falls on a day other than a Working Day, the interest payment shall be made by the Company on the immediately succeeding Working Day and calculation of such interest payment shall be as per original schedule as if such Interest Payment Date were a Working Day. Further, the future Interest Payment Dates shall remain intact and shall not be changed because of postponement of such interest payment on account of it falling on a non-Working Day. Payment of interest will be subject to the deduction of tax as per Income Tax Act or any statutory modification or re-enactment thereof for the time being in force.</p> <p>If Redemption Date (also being the last Interest Payment Date) falls on a day that is not a Working Day, the Redemption Amount shall be paid by the Company on the immediately preceding Working Day along with interest accrued on the Secured NCDs until but excluding the date of such payment. The interest payments shall be made only on the subsequent day when the money market is functioning in Mumbai.</p>
Tranche I Issue Opening Date	April 22, 2019
Tranche I Issue Closing Date	May 21, 2019
Default interest rate	Our Company shall pay interest in connection with any delay in allotment, refunds, listing, dematerialized credit, payment of interest, redemption of principal amount beyond the time limits prescribed under applicable statutory and/or regulatory requirements, at such rates as stipulated/prescribed under applicable laws.
Put Date / Price /notification time	N.A.
Call Date / Price / Notification Time / Put Notification Time	Please refer to the section titled “ <i>Issue Structure</i> ” beginning on page 47 of this Tranche I Prospectus.
Deemed Date of Allotment	The date on which the Allotment Committee of the Board approves the Allotment of the Secured NCDs for the Tranche I Issue or such date as may be determined by the Board of Directors or the NCD Public Issue Committee and notified to the Designated Stock Exchange. The actual Allotment of Secured NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the Secured NCDs including interest on Secured NCDs shall be available to the Debenture holders from the Deemed Date of Allotment.
Transaction documents	Issue Agreement dated January 24, 2019 between our Company and the Lead Managers, the Registrar Agreement dated January 24, 2019 with the Registrar to the Issue, the Public Issue Account Agreement dated April 10, 2019 executed with the Public Issue Account Bank, the Refund Bank, the Lead Managers and the Registrar to the Issue, the Lead Broker Agreement dated April 10, 2019 executed with the Lead Brokers and Lead Managers, the Debenture Trust Agreement dated January 24, 2019 executed between our Company and the Debenture Trustee and the Debenture Trust Deed to be executed between our Company and the Debenture Trustee for creating the security over the Secured NCDs issued under the Issue and to protect the interest of Secured NCD Holders under the Issue.
Conditions precedent and subsequent to the Issue	Other than the conditions specified in the SEBI Debt Regulations, there are no conditions precedent and subsequent to disbursement. For further details, please refer to “ <i>Objects of the Tranche I Issue – Utilisation of Issue Proceeds</i> ” on page 32 of this Tranche I Prospectus.
Events of default	Please refer to the section titled “ <i>Issue Structure</i> ” on page 47 of this Tranche I Prospectus.

Cross Default Roles and responsibilities of the Debenture Trustee Governing law and jurisdiction	Please refer to the section titled "Issue Structure " on page 47 of this Tranche I Prospectus.
	Please refer to the section titled "Terms of the Issue-Trustees for the Secured NCD Holders" on page 62 of this Tranche I Prospectus.
	This Tranche I Issue shall be governed in accordance with the laws of the Republic of India and shall be subject to the exclusive jurisdiction of the courts of Mumbai.

***In terms of Section 8 (1) of the Depositories Act, the Company, at the request of the Applicants who wish to hold the Secured NCDs post allotment in physical form, will fulfill such request through the process of rematerialisation, if the Secured NCDs were originally issued in dematerialised form.*

***In compliance with the proviso to Regulation 21A(1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, read with proviso to Regulation 5(3) of the SEBI ICDR Regulations, JMFL will be involved only in marketing of the Issue.*

****The subscription list shall remain open for subscription on Working Days from 10.00 a.m. to 5.00 p.m. (Indian Standard Time), during the period indicated in the relevant Tranche Prospectus, except that the Issue may close on such earlier date or extended date as may be decided by the Board or the NCD Public Issue Committee. In the event of such an early closure or extension subscription list of the Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in a national daily newspaper with wide circulation on or before such earlier date or extended date of closure. Applications Forms for the Issue will be accepted only from 10:00 a.m. till 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE, on Working Days during the Issue Period. On the Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3.00 p.m. (Indian Standard Time) and uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE.*

Please refer to Annexure D for details pertaining to the cash flows of the Company in accordance with the SEBI circulars bearing numbers CIR/IMD/DF/18/2013 dated October 29, 2013 and CIR/IMD/DF-1/122/2016 dated November 11, 2016.

Nature of the Secured NCDs

We are offering Secured NCDs which shall have a fixed rate of interest. The Secured NCDs will be issued at a face value of ₹ 1,000 per NCD. Interest on the Secured NCDs shall be payable in the manner, as set out hereinafter. The terms of the Secured NCDs offered pursuant to the Tranche I Issue are as follows:

Terms and conditions in connection with Secured NCDs **** Series	I	II	III	IV	V	VI
Frequency of Interest Payment	Annual	Cumulative	Annual	Cumulative	Monthly	Annual
Who can apply	All category of investors can subscribe to all Series of NCDs					
Minimum Application	₹ 10,000 (10 NCDs)	₹ 10,000 (10 NCDs)	₹ 10,000 (10 NCDs)	₹ 10,000 (10 NCDs)	₹ 10,000 (10 NCDs)	₹ 10,000 (10 NCDs)
In multiples of thereafter	₹ 1,000 (1 NCD)	₹ 1,000 (1 NCD)	₹ 1,000 (1 NCD)	₹ 1,000 (1 NCD)	₹ 1,000 (1 NCD)	₹ 1,000 (1 NCD)
Face Value of Secured NCDs (/ NCD)	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000
Issue Price (/ NCD)	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000	₹ 1,000
Tenor from Deemed Date of Allotment	24 months	24 months	36 months	36 months	60 months	60 months
Coupon Rate (% per annum)	9.90	N.A.	10.20	N.A.	10.04	10.50
Effective Yield (Per annum)	9.89	9.90	10.19	10.20	10.51	10.49
Mode of Interest Payment	Through various options available					
Redemption Amount (/ NCD) ****	₹ 1,000.00	₹ 1,208.11	₹ 1,000.00	₹ 1,338.63	₹ 1,000.00	₹ 1,000.00
Maturity Date (From Deemed Date of Allotment)	24 months	24 months	36 months	36 months	60 months	60 months
Nature of indebtedness	Secured rated listed non-convertible debentures					
Put	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Call (anytime after the months to expire from the Deemed Date of Allotment)	N.A.	N.A.	24 months	24 months	36 months	36 months

**** Our Company shall allocate and allot Series I Secured NCDs wherein the Applicants have not indicated their choice of the relevant Secured NCD Series. If the Deemed Date of Allotment undergoes a change, the coupon payment dates, Redemption Date, Redemption Amounts and other cash flow workings shall be changed accordingly. In case our Company exercises the Call, Redemption Amount for Series IV shall be changed suitably.

Note : Call may be applicable in Series III and IV anytime after 24 months from Deemed Date of Allotment and in Series V and VI anytime after 36 months from Deemed Date of Allotment.

Interest and Payment of Interest

For avoidance of doubt, with respect to Series V for Secured NCDs where interest is to be paid on a monthly basis, relevant interest will be calculated from the first day till the last date of every month during the tenor of such Secured NCDs and paid on the first day of every subsequent month. For the first interest payment for Secured NCDs under the monthly options, interest from the Deemed Date of Allotment till the last day of the subsequent month will be clubbed and paid on the first day of the month following that subsequent month.

With respect to Series I, Series III and Series VI where interest is to be paid on an annual basis, relevant interest will be paid on each anniversary of the Deemed Date of Allotment on the face value of the Secured NCDs. The last interest payment under Annual options will be made at the time of redemption of the Secured NCDs.

A. Interest

In case of Series I Secured NCDs, interest would be paid on an annual basis at 9.90% to all categories of investors. Series I Secured NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 24 months from the Deemed Date of Allotment.

In case of Series II Secured NCDs, they shall be redeemed at the end of 24 months from the Deemed Date of Allotment as mentioned below.

Category of NCD Holder	Face Value (₹ per NCD)	Redemption Amount (₹ per NCD)
All Category of Investor	1,000	1,208.11

In case of Series III Secured NCDs, interest would be paid on an annual basis at 10.20% to all categories of investors. Series III Secured NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 36 months from the Deemed Date of Allotment, in case Call is not exercised by our Company.

In case of Series IV Secured NCDs, they shall be redeemed at the end of 36 months from the Deemed Date of Allotment at the following amount as on the Record Date, in case Call is not exercised by our Company.

Category of NCD Holder	Face Value (₹ per NCD)	Redemption Amount (₹ per NCD)
All Category of Investor	1,000	1,338.63

In case of Series V Secured NCDs, interest would be paid on a monthly basis at 10.04% to all categories of investors. Series V Secured NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 60 months from the Deemed Date of Allotment, in case Call is not exercised by our Company.

In case of Series VI Secured NCDs, interest would be paid on an annual basis at 10.50% per annum to all categories of investors. Series VI Secured NCDs shall be redeemed at the Face Value thereof along with the interest accrued thereon, if any, at the end of 60 months from the Deemed Date of Allotment, in case Call is not exercised by our Company.

If the Interest Payment Date falls on a day other than a Working Day, the interest payment shall be made by the Company on the immediately succeeding Working Day and calculation of such interest payment shall be as per original schedule as if such Interest Payment Date were a Working Day. Further, the future Interest Payment Dates shall remain intact and shall not be changed because of postponement of such interest payment on account of it falling on a non-Working Day. Payment of interest will be subject to the deduction of tax as per Income Tax Act or any statutory modification or re-enactment thereof for the time being in force.

If Redemption Date (also being the last Interest Payment Date) falls on a day that is not a Working Day, the Redemption Amount shall be paid by the Company on the immediately preceding Working Day along with interest accrued on the NCDs until but excluding the date of such payment. The interest payments shall be made only on the subsequent day when the money market is functioning in Mumbai.

Please note that in case the Secured NCDs are transferred and/or transmitted in accordance with the provisions of this Tranche I Prospectus read with the provisions of the Articles of Association of our Company, the transferee of such Secured NCDs or the deceased holder of Secured NCDs, as the case may be, shall be entitled to any interest which may have accrued on the Secured NCDs subject to such Transferee holding the Secured NCDs on the Record Date.

B. Taxation

As per clause (ix) of Section 193 of the I.T. Act, no tax is required to be withheld on any interest payable on any security issued by a company, where such security is in dematerialized form and is listed on a recognized stock exchange in India in accordance with the Securities Contracts (Regulation) Act, 1956 (42 of 1956) and the rules made thereunder. Accordingly, no tax will be deducted at source from the interest on listed NCDs held in the dematerialised form.

However, in case of NCDs held in physical form, as per the current provisions of the IT Act, tax will not be deducted at source from interest payable on such NCDs held by the investor (individual or HUF), if such interest does not exceed ₹ 5,000 in any financial year. If interest exceeds the prescribed limit of ₹ 5,000 on account of interest on the NCDs, then the tax will be deducted at applicable rate. However in case of Secured NCD Holders claiming non-deduction or lower deduction of tax at source, as the case may be, the Secured NCD Holder should furnish either (a) a declaration (in duplicate) in the prescribed form i.e. (i) Form 15H which can be given by individuals who are of the age of 60 years or more (ii) Form 15G which can be given by all applicants (other than companies, and firms), or (b) a certificate, from the Assessing Officer which can be obtained by all applicants (including companies and firms) by making an application in the prescribed form i.e. Form No.13. The aforesaid documents, as may be applicable, should be submitted at the office of the Registrar quoting the name of the sole/ first Secured NCD Holder, NCD folio number and the distinctive number(s) of the NCD held, at least seven days prior to the Record Date to ensure non-deduction/lower deduction of tax at source from interest on the NCD. The investors need to submit Form 15H/ 15G/certificate in original for each financial year during the currency of the NCD to ensure non-deduction or lower deduction of tax at source from interest on the NCD.

Tax exemption certificate/document, if any, must be lodged at the office of the Registrar at least seven days prior to the Record Date or as specifically required, failing which tax applicable on interest will be deducted at source on accrual thereof in our Company's books and/or on payment thereof, in accordance with the provisions of the IT Act and/or any other statutory modification, enactment or notification as the case may be. A tax deduction certificate will be issued for the amount of tax so deducted.

Put

There is no option to put available to Secured NCD Holders.

Call

For Series III, IV, V and VI of Secured NCDs, our Company may exercise a Call, subject to applicable laws and following conditions:

- i) Series III and IV Secured NCDs have completed atleast 24 months from the Deemed Date of Allotment;
- ii) Series V and VI Secured NCDs have completed atleast 36 months from the Deemed Date of Allotment;
- iii) Our Company having sent a notice to all the eligible Secured NCD Holders of the Series III, IV, V and VI holding Secured NCDs as on the Record Date, on a date after the Record Date and at least 15 days before the date on which the Call is exercised; and
- iv) A copy of aforementioned notice has also been sent to the Stock Exchanges for wider dissemination and our Company has in addition made an advertisement in the national daily having wide circulation indicating the details of the Call being exercised, including the Record Date.

Record Date for the purpose of exercise of the Call shall be as follows:

- i) For Series III and IV Secured NCDs shall be any date after the expiry of 24 months from the Deemed Date of Allotment as may be decided by the Company at its sole discretion. There shall be no trading in Series III and IV Secured NCDs from the Record Date till the date of exercise of Call. The Redemption Date in such case shall be the date of exercise of Call.
- ii) For Series V and VI Secured NCDs shall be any date after the expiry of 36 months from the Deemed Date of Allotment as may be decided by the Company at its sole discretion. There shall be no trading in Series V and VI Secured NCDs from the Record Date till the date of exercise of Call. The Redemption Date in such case shall be the date of exercise of Call.

Business day convention shall apply to such Redemption Date. The Call price for Series III, V and VI shall be the Face Value and interest due thereon and in case of Series IV, Call price will be the Face Value per Secured NCD plus the effective yield at 10.20% p.a. computed from the Deemed Date of Allotment upto one day prior to the date of exercise of the Call. In case there is a delay in payment of redemption proceeds on the Redemption Date as mentioned above, our Company shall be liable to pay interest at the rate of 15% per annum for the period of delay, if any.

Illustrative example:

In the event the deemed date of allotment is April 30, 2019 and subject to compliance with applicable laws, the earliest Record Date for the purpose of identification of eligible Series III and IV Secured NCD Holders could be April 30, 2021. Our Company shall intimate the Stock Exchanges prior to the Record Date the details of the Record Date fixed for identification of eligible Series III and IV Secured NCD Holders. Once, the eligible Series III and IV Secured NCD Holders have been identified, our Company shall issue a notice of not less than 15 days intimating them of the date of exercise of Call.

Payment of Interest

For Secured NCDs subscribed under Series I, Series III and Series VI, the relevant interest will be paid on each anniversary of the Deemed Date of Allotment on the face value of the Secured NCD and the last interest payment under annual Series will be made at the time of redemption of the Secured NCDs. For Secured NCDs subscribed under Series V interest is to be paid on a monthly basis, relevant interest will be calculated from the first day till the last date of every month during the tenor of such Secured NCDs, and paid on the first day of every subsequent month. For the first interest payment for Secured NCDs under the monthly options, interest from the Deemed Date of Allotment till the last day of the subsequent month will be clubbed and paid on the first day of the month next to that subsequent month. For Secured NCDs subscribed under Series II and Series IV, such Secured NCDs shall be redeemed at the end of 24 months and 36 months respectively from the Deemed Date of Allotment.

If the Interest Payment Date falls on a day other than a Working Day, the interest payment shall be made by the Company on the immediately succeeding Working Day and calculation of such interest payment shall be as per original schedule as if such Interest Payment Date were a Working Day. Further, the future Interest Payment Dates shall remain intact and shall not be changed because of postponement of such interest payment on account of it falling on a non-Working Day. Payment of interest will be subject to the deduction of tax as per Income Tax Act or any statutory modification or re-enactment thereof for the time being in force.

If Redemption Date (also being the last Interest Payment Date) falls on a day that is not a Working Day, the Redemption Amount shall be paid by the Company on the immediately preceding Working Day along with interest accrued on the NCDs until but excluding the date of such payment. The interest payments shall be made only on the subsequent day when the money market is functioning in Mumbai.

Interest shall be computed on an actual/actual basis i.e. on the principal outstanding on the NCDs as per the SEBI Circular bearing no. CIR/IMD/DF-1/122/2016 dated November 11, 2016.

Mode of payment of Interest to Secured NCD Holders

Payment of interest will be made to (i) in case of Secured NCDs in dematerialised form the persons who for the time being appear in the register of beneficial owners of the Secured NCDs as per the Depositories as on the Record Date

and (ii) in case of Secured NCDs in physical form, the persons whose names appear in the register of debenture holders maintained by us (or to first holder in case of joint-holders) as on the Record Date.

We may enter into an arrangement with one or more banks in one or more cities for direct credit of interest to the account of the Secured NCD Holders. In such cases, interest, on the interest payment date, would be directly credited to the account of those investors who have given their bank mandate.

We may offer the facility of NACH, NEFT, RTGS, Direct Credit and any other method permitted by RBI and SEBI from time to time to effect payments to Secured NCD Holders. The terms of this facility (including towns where this facility would be available) would be as prescribed by RBI. For further details see the section titled "*Issue Structure - Manner of Payment of Interest / Refund / Redemption*" beginning at page 57 of this Tranche I Prospectus.

Maturity and Redemption

For Secured NCDs subscribed under Series I, Series II, Series III, Series IV, Series V, Series VI the relevant interest will be paid in the manner set out in "*Issue Structure - Payment of Interest*" at page 55. The last interest payment will be made at the time of redemption of the Secured NCD.

Series	Maturity period/Redemption (as applicable)
I	24 months from the Deemed Date of Allotment
II	24 months from the Deemed Date of Allotment
III*	36 months from the Deemed Date of Allotment
IV*	36 months from the Deemed Date of Allotment
V*	60 months from the Deemed Date of Allotment
VI*	60 months from the Deemed Date of Allotment

* In case Call is not exercised by our Company. For details in relation to Call, please refer to see "Call" on page 54 of this Tranche I Prospectus.

Series II and Series IV Secured NCDs shall be redeemed at ₹ 1,208.11 and ₹ 1,338.63 per NCD respectively for all categories of Investors at the end of 24 and 36 months respectively from the Deemed Date of Allotment.

If Redemption Date (also being the last Interest Payment Date) falls on a day that is not a Working Day, the Redemption Amount shall be paid by the Company on the immediately preceding Working Day along with interest accrued on the NCDs until but excluding the date of such payment. The interest payments shall be made only on the subsequent day when the money market is functioning in Mumbai.

Deemed Date of Allotment

The date on which the Allotment Committee of the Board approves the Allotment of the NCDs for each Tranche I Issue or such date as may be determined by the Board of Directors or the NCD Public Issue Committee and notified to the Designated Stock Exchange. The actual Allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs (as specified for each Tranche Issue by way of the relevant Tranche Prospectus) shall be available to the Debenture holders from the Deemed Date of Allotment.

Application Size

Each application should be for a minimum of 10 Secured NCDs and multiples of 1 Secured NCD thereafter (for all Series of Secured NCDs, namely Series I, Series II, Series III, Series IV, Series V, Series VI either taken individually or collectively). The minimum application size for each application for Secured NCDs would be ₹ 10,000 and in multiples of ₹ 1,000 thereafter.

Applicants are advised to ensure that applications made by them do not exceed the investment limits or maximum number of Secured NCDs that can be held by them under applicable statutory and or regulatory provisions.

Terms of Payment

The entire issue price per NCD, as specified in the Tranche I Prospectus, is blocked in the ASBA Account on application itself. In case of Allotment of lesser number of NCDs than the number of NCDs applied for, our Company shall unblock the excess amount paid on application to the applicant in accordance with the

terms of this Tranche I Prospectus.

Manner of Payment of Interest / Refund / Redemption*

The manner of payment of interest / refund / redemption in connection with the Secured NCDs is set out below*:

For Secured NCDs held in electronic form

The bank details will be obtained from the Depositories for payment of interest / refund / redemption as the case may be. Applicants who have applied for or are holding the Secured NCDs in electronic form, are advised to immediately update their bank account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in credit of interest / refund / redemption amounts to the Applicant at the Applicant's sole risk, and neither the Lead Managers our Company nor the Registrar to the Issue shall have any responsibility and undertake any liability for the same. The Registrar to the Issue will issue requisite instructions to the relevant SCSBs to un-block amounts in the ASBA Accounts of the Applicants representing the amounts to be refunded to the Applicants.

For Secured NCDs held in physical form on account of rematerialization

The bank details will be obtained from the Registrar to the Issue for payment of interest / redemption as the case may be. Please see the procedure for "*Issue Procedure-Rematerialisation of Secured NCDs*" starting at page 45 of this Tranche I Prospectus.

*In the event, the interest / payout of total coupon / redemption amount is a fraction and not an integer, such amount will be rounded off to the nearest integer. By way of illustration if the redemption amount is ₹1,837.50, then the amount shall be rounded off to ₹1,838.

The mode of interest / refund / redemption payments shall be undertaken in the following order of preference:

1. Direct Credit

Investors having their bank account with the Refund Bank, shall be eligible to receive refunds, if any, through direct credit. The refund amount, if any, would be credited directly to their bank account with the Refund Banker. Interest / redemption Amount would be credited directly to the bank accounts of the Investors, if held with the same bank as the Company.

2. NACH

National Automated Clearing House which is a consolidated system of ECS. Payment of interest / refund / redemption would be done through NACH for Applicants having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of interest / refund / redemption through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the interest / refund / redemption through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.

3. RTGS

Applicants having a bank account with a participating bank and whose interest payment / refund / redemption amounts exceed ₹200,000, or such amount as may be fixed by RBI from time to time, have the option to receive refund through RTGS. Such eligible Applicants who indicate their preference to receive interest payment / refund / redemption through RTGS are required to provide the IFSC code in the Application Form or intimate our Company and the Registrar to the Issue at least seven days prior to the Record Date. Charges, if any, levied by the Applicant's bank receiving the credit would be borne by the Applicant. In the event the same is not provided, interest payment / refund / redemption shall be made through NACH subject to availability of complete bank account details for the same as stated above.

4. **NEFT**

Payment of interest / refund / redemption shall be undertaken through NEFT wherever the Applicants' banks have been assigned the Indian Financial System Code ("IFSC"), which can be linked to a Magnetic Ink Character Recognition ("MICR"), if any, available to that particular bank branch. The IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of interest / refund / redemption amounts, duly mapped with MICR numbers. Wherever the Applicants have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of interest / refund / redemption amounts will be made to the applicants through this method.

5. **Registered Post/Speed Post**

For all other applicants, including those who have not updated their bank particulars with the MICR code, the interest payment / refund amounts / redemption orders shall be dispatched through speed post/ registered post.

Please note that applicants are eligible to receive payments through the modes detailed in (1), (2) (3), and (4) herein above provided they provide necessary information for the above modes and where such payment facilities are allowed / available.

Please note that our Company shall not be responsible to the holder of Secured NCDs, for any delay in receiving credit of interest / redemption so long as our Company has initiated the process of such request in time.

Printing of Bank Particulars on Interest Warrants

As a matter of precaution against possible fraudulent encashment of interest/ redemption warrants due to loss or misplacement, the particulars of the Applicant's bank account are mandatorily required to be given for printing on the warrants. In relation to Secured NCDs applied and held in dematerialized form, these particulars would be taken directly from the depositories. In case of Secured NCDs held in physical form either on account of rematerialisation or transfer, the Secured NCD Holders are advised to submit their bank account details with our Company/ Registrar to the Issue at least seven days prior to the Record Date failing which the warrants will be dispatched to the postal address of the Secured NCD Holders as available in the records of our Company either through speed post or registered post.

Bank account particulars will be printed on the warrants which can then be deposited only in the account specified.

Loan against Secured NCDs

As per the RBI circular dated June 27, 2013, the Company is not permitted to extend loans against the security of its debentures issued by way of private placement or public issues. However, if the RBI subsequently permits the extension of loans by NBFCs against the security of its debentures issued by way of private placement or public issues, the Company may consider granting loans against the security of such Secured NCDs, subject to terms and conditions as may be decided by the Company at the relevant time, in compliance with applicable law.

Buy Back of Secured NCDs

Our Company may, at its sole discretion, from time to time, consider, subject to applicable statutory and/or regulatory requirements, buy-back the Secured NCDs, upon such terms and conditions as may be decided by our Company.

Form and Denomination

In case of Secured NCDs held in physical form on account of rematerialisation, a single certificate will be issued to the Secured NCD Holder for the aggregate amount of the Secured NCDs held ("**Consolidated Certificate**"). The Applicant can also request for the issue of Secured NCD certificates in denomination of one NCD ("**Market Lot**"). In case of Secured NCDs held under different Series, by a Secured NCD Holder, separate Consolidated Certificates will be issued to the Secured NCD Holder for the aggregate amount of the Secured NCDs held under each Series.

It is however distinctly to be understood that the Secured NCDs pursuant to this Tranche I Issue shall be traded only in demat form.

In respect of Consolidated Certificates, we will, only upon receipt of a request from the Secured NCD Holder, split such Consolidated Certificates into smaller denominations subject to the minimum of Market Lot. No fees would be charged for splitting of NCD certificates in Market Lots, but stamp duty payable, if any, would be borne by the Secured NCD Holder. The request for splitting should be accompanied by the original NCD certificate which would then be treated as cancelled by us.

Procedure for Redemption by Secured NCD holders

The procedure for redemption is set out below:

Secured NCDs held in physical form on account of rematerialisation:

No action would ordinarily be required on the part of the Secured NCD Holder at the time of redemption and the redemption proceeds would be paid to those Secured NCD Holders whose names stand in the register of debenture holders maintained by us on the Record Date fixed for the purpose of Redemption and in case of exercise of Call. The payment on redemption of the Secured NCDs will be made by way of cheque/pay order/ electronic modes. However, our Company may require that the NCD certificate(s), duly discharged by the sole holder/all the joint-holders (signed on the reverse of the NCD certificates) be surrendered for redemption on maturity and should be sent by the NCD Holders by Registered Post with acknowledgment due or by hand delivery to our office or to such persons at such addresses as may be notified by us from time to time. Secured NCD Holders may be requested to surrender the NCD certificates in the manner as stated above, not more than three months and not less than one month prior to the redemption date so as to facilitate timely payment. However, in case of the exercise of Call, the Company will not exercise its right to require that the NCD certificates be duly discharged or surrender by the sole holder/all the joint-holders (signed on the reverse of the NCD certificates).

We may at our discretion redeem the Secured NCDs without the requirement of surrendering of the Secured NCD certificates by the holder(s) thereof. In case we decide to do so, the holders of Secured NCDs need not submit the NCD certificates to us and the redemption proceeds would be paid to those Secured NCD holders whose names stand in the register of debenture holders maintained by us on the Record Date fixed for the purpose of redemption of Secured NCDs. In such case, the NCD certificates would be deemed to have been cancelled. Also see the para “*Payment on Redemption*” given below.

Secured NCDs held in electronic form:

No action is required on the part of Secured NCD holder(s) at the time of redemption of Secured NCDs.

Payment on Redemption

The manner of payment of redemption is set out below*.

Secured NCDs held in physical form on account of rematerialization

The payment on redemption of the Secured NCDs will be made by way of cheque/pay order/ electronic modes. However, if our Company so requires, the aforementioned payment would only be made on the surrender of NCD certificates, duly discharged by the sole holder/ all the joint-holders (signed on the reverse of the NCD certificates). Despatch of cheques/ pay orders, etc. in respect of such payment will be made on the redemption date or within a period of 30 days from the date of receipt of the duly discharged NCD certificate. However, in case of the exercise of Call, the Company will not exercise its right to require that the NCD certificates be duly discharged or surrender by the sole holder/all the joint-holders (signed on the reverse of the NCD certificates).

In case we decide to do so, the redemption proceeds in the manner stated above would be paid on the redemption date to those Secured NCD Holders whose names stand in the register of debenture holders maintained by us on the Record Date fixed for the purpose of Redemption or for the purpose of exercise of Call of Series III, IV, V and VI. Hence the transferees, if any, should ensure lodgment of the transfer documents with us at least seven days prior to the Record Date. In case the transfer documents are not lodged with us at least seven days prior to the Record Date and we dispatch the redemption proceeds to the transferor, claims in respect of the redemption proceeds should be settled amongst the parties inter se and no claim or action shall lie against us or the Registrar to the Issue.

Our liability to Secured NCD Holders towards their rights including for payment or otherwise shall stand extinguished from the redemption in all events and when we dispatch the redemption amounts to the Secured NCD Holders.

Further, we will not be liable to pay any interest, income or compensation of any kind from the date of redemption of the Secured NCDs.

Secured NCDs held in electronic form

On the redemption date, redemption proceeds would be paid by cheque/ pay order/ electronic mode to those Secured NCD Holders whose names appear on the list of beneficial owners given by the Depositories to us. These names would be as per the Depositories' records on the Record Date fixed for the purpose of redemption or for the purpose of exercise of Call of Series III, IV, V and VI. These Secured NCDs will be simultaneously extinguished to the extent of the amount redeemed through appropriate debit corporate action upon redemption of the corresponding value of the Secured NCDs. It may be noted that in the entire process mentioned above, no action is required on the part of Secured NCD Holders.

Our liability to Secured NCD Holders towards his/their rights including for payment/ redemption in all events shall end when we dispatch the redemption amounts to the Secured NCD Holders.

Our Company undertakes to pay the redemption proceeds to the investors along with the interest due to the investors within fifteen days from date of exercise of Call, subject to compliance with applicable law. Business day convention shall apply to such Redemption Date. In case there is a delay in payment of redemption proceeds on such Redemption Date our Company shall be liable to pay interest at the rate of 15% per annum for the period of delay, if any.

* In the event, the interest / payout of total coupon / redemption amount is a fraction and not an integer, such amount will be rounded off to the nearest integer. By way of illustration if the redemption amount is ₹1,837.5, then the amount shall be rounded off to ₹ 1,838.

Right to reissue Secured NCD(s)

Subject to the provisions of the the Companies Act, 2013, where we have fully redeemed or repurchased any Secured NCDs, we shall have and shall be deemed always to have had the right to keep such Secured NCDs in effect without extinguishment thereof, for the purpose of resale or re-issue and in exercising such right, we shall have and be deemed always to have had the power to resell or reissue such Secured NCDs either by reselling or re-issuing the same Secured NCDs or by issuing other Secured NCDs in their place. The aforementioned right includes the right to reissue original Secured NCDs, subject to applicable regulations.

Transfer/Transmission of Secured NCD(s)

For Secured NCDs held in physical form on account of rematerialization

The Secured NCDs shall be transferred or transmitted freely in accordance with the applicable provisions of the Companies Act/ the Companies Act, 2013 applicable as on the date of this Tranche I Prospectus and all other applicable laws including FEMA and the rules and regulations thereunder. The provisions relating to transfer and transmission and other related matters in respect of our shares contained in the Articles, the Companies Act/the relevant provisions of the Companies Act, 2013 applicable as on the date of this Tranche I Prospectus, and all applicable laws including FEMA and the rules and regulations thereunder, shall apply, *mutatis mutandis* (to the extent applicable to debentures) to the Secured NCDs as well. In respect of the Secured NCDs held in physical form, a common form of transfer shall be used for the same. The Secured NCDs held in dematerialised form shall be transferred subject to and in accordance with the rules/ procedures as prescribed by NSDL/CDSL and the relevant Depository Participants of the transferor and the transferee and any other applicable laws and rules notified in respect thereof. The transferees should ensure that the transfer formalities are completed at prior to the Record Date. In the absence of the same, interest will be paid/ redemption will be made to the person, whose name appears in the register of debenture holders or the records as maintained by the Depositories. In such cases, claims, if any, by the transferees would need to be settled with the transferors and not with the Issuer or Registrar.

For Secured NCDs held in electronic form

The normal procedure followed for transfer of securities held in dematerialised form shall be followed for transfer of the Secured NCDs held in electronic form. The seller should give delivery instructions containing details of the buyer's

Depository Participant account to his depository participant.

In case the transferee does not have a Depository Participant account, the transferor can rematerialise the Secured NCDs and thereby convert his dematerialised holding into physical holding. Thereafter these Secured NCDs can be transferred in the manner as stated above for transfer of Secured NCDs held in physical form.

In case the recipient of the Secured NCDs in physical form wants to hold the Secured NCDs in dematerialized form, he can choose to dematerialize the securities through his DP.

Any trading of the NCDs issued pursuant to this Issue shall be compulsorily in dematerialized form only.

Title

In case of:

- Secured NCDs held in the dematerialised form, the person for the time being appearing in the register of beneficial owners maintained by the Depository; and
- the Secured NCDs held in physical form, pursuant to rematerialisation, the person for the time being appearing in the register of Secured NCD Holders shall be treated for all purposes by our Company, the Debenture Trustee, the Depositories and all other persons dealing with such person as the holder thereof and its absolute owner for all purposes whether or not it is overdue and regardless of any notice of ownership, trust or any interest in it or any writing on, theft or loss of the Consolidated NCD Certificates issued in respect of the Secured NCDs and no person will be liable for so treating the Secured NCD holder.

No transfer of title of a Secured NCD will be valid unless and until entered on the register of Secured NCD holders or the register of beneficial owners maintained by the Depository prior to the Record Date. In the absence of transfer being registered, interest and/or maturity amount, as the case may be, will be paid to the person, whose name appears first in the register of the Secured NCD Holders maintained by the Depositories and/or our Company and/or the Registrar, as the case may be. In such cases, claims, if any, by the purchasers of the Secured NCDs will need to be settled with the seller of the Secured NCDs and not with our Company or the Registrar. The provisions relating to transfer and transmission and other related matters in respect of our Company's shares contained in the Articles of Association of our Company and the provisions of the Companies Act, 2013 shall apply, mutatis mutandis (to the extent applicable) to the Secured NCD(s) as well.

Common form of transfer

The Issuer undertakes that there shall be a common form of transfer for the Secured NCDs and the provisions of the Companies Act, 2013 and all applicable laws including the FEMA and the rules and regulations thereunder shall be duly complied with in respect of all transfer of debentures and registration thereof.

Joint-holders

Where two or more persons are holders of any Secured NCD(s), they shall be deemed to hold the same as joint holders with benefits of survivorship subject to other provisions contained in the Articles.

Sharing of information

We may, at our option, use on our own, as well as exchange, share or part with any financial or other information about the Secured NCD Holders available with us and other banks, financial institutions, credit bureaus, agencies, statutory bodies, as may be required and neither we or our affiliates nor their agents shall be liable for use of the aforesaid information.

Notices

All notices to the Secured NCD Holders required to be given by us or the Debenture Trustee will be sent by speed post or registered post or through email or other electronic media to the registered Secured NCD Holders from time to time.

Issue of Duplicate Secured NCD Certificate(s) issued in physical form

If Secured NCD certificate(s), pursuant to rematerialisation if any, is/ are mutilated or defaced or the cages for recording transfers of Secured NCDs are fully utilised, the same may be replaced by us against the surrender of such certificate(s). Provided, where the Secured NCD certificate(s) are mutilated or defaced, the same will be replaced as aforesaid only if the certificate numbers and the distinctive numbers are legible.

If any Secured NCD certificate is destroyed, stolen or lost then upon production of proof thereof to our satisfaction and upon furnishing such indemnity/ security and/or documents as we may deem adequate, duplicate Secured NCD certificates shall be issued. Upon issuance of a duplicate Secured NCD certificate, the original Secured NCD certificate shall stand cancelled.

Security

The principal amount of the Secured NCDs to be issued in terms of the Shelf Prospectus together with all interest due on the Secured NCDs in respect thereof shall be secured by way of first ranking *pari passu* charge on the Company's receivables both present and/or future, excluding therefrom such portion of the receivables secured or to be secured for the purposes of maintaining 'security cover' (by whatever name called) in connection with all other indebtedness of the Company, whether by way of loan or debentures or otherwise, under the terms of such other indebtedness which are / will not be offered to other lenders for their credit facilities; and/or first ranking *pari passu* charge on the Company identified immovable property. Security for the purpose of this Issue will be created in accordance with the terms of the Debenture Trust Deed to ensure 100% security cover of the amount outstanding in respect of Secured NCDs, including interest due thereon, at any time.

The Issuer undertakes that the necessary documents for the creation of the security, including the Debenture Trust Deed would be executed within the time frame prescribed as per applicable law and the same would be uploaded on the website of the Designated Stock exchange, within five working days of execution of the same.

Our Company intends to enter into an agreement with the Debenture Trustee, ('**Debenture Trust Deed**'), the terms of which will govern the appointment of the Debenture Trustee and the issue of the Secured NCDs. Our Company proposes to complete the execution of the Debenture Trust Deed before finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange and utilize the funds only after the stipulated security has been created and upon receipt of listing and trading approval from the Designated Stock Exchange.

Under the terms of the Debenture Trust Deed, our Company will covenant with the Debenture Trustee that it will pay the Secured NCD Holders the principal amount on the Secured NCDs on the relevant redemption date and also that it will pay the interest due on Secured NCDs on the rate specified in this Tranche I Prospectus and in the Debenture Trust Deed.

The Debenture Trust Deed will also provide that our Company in consultation with the Debenture Trustee may withdraw any portion of the security and replace with another asset of the same or a higher value.

Trustees for the Secured NCD holders

We have appointed IDBI Trusteeship Services Limited to act as the Debenture Trustees for the Secured and Unsecured NCD Holders. The Debenture Trustee and the Company will execute the Debenture Trust Deed, *inter alia*, specifying the powers, authorities and obligations of the Debenture Trustee and us. The Secured and Unsecured NCD Holders shall, without further act or deed, be deemed to have irrevocably given their consent to the Debenture Trustee or any of its agents or authorised officials to do all such acts, deeds, matters and things in respect of or relating to the Secured and Unsecured NCDs as the Debenture Trustee may in its absolute discretion deem necessary or require to be done in the interest of the Secured NCD Holders. Any payment made by us to the Debenture Trustee on behalf of the Secured and Unsecured NCD Holders shall discharge us pro tanto to the Secured and Unsecured NCD Holders.

The Debenture Trustee will protect the interest of the Secured NCD Holders in the event of default by us in regard to timely payment of interest and repayment of principal and they will take necessary action at our cost.

Events of Default:

Subject to the terms of the Debenture Trust Deed, the Debenture Trustee at its discretion may, or if so requested in writing by the holders of at least three-fourths of the outstanding amount of the Secured NCDs or with the

sanction of a special resolution, passed at a meeting of the Secured NCD Holders, give notice to our Company specifying that the Secured NCDs and/or any particular series of Secured NCDs, in whole but not in part are and have become due and repayable on such date as may be specified in such notice inter alia if any of the events listed below occurs. The description below is indicative and a complete list of events of default and its consequences are specified in the Debenture Trust Deed:

- (i) default is committed in payment of the principal amount of the Secured NCDs on the due date(s); and
- (ii) default is committed in payment of any interest on the Secured NCDs on the due date(s).

Lien

As per the RBI circular dated June 27, 2013, the Company is not permitted to extend loans against the security of its debentures issued by way of private placement or public issues. The Company shall have the right of set-off and lien, present as well as future on the moneys due and payable to the Secured NCD Holders or deposits held in the account of the Secured NCD Holders, whether in single name or joint name, to the extent of all outstanding dues by the Secured NCD Holders to the Company, subject to applicable law.

Lien on pledge of Secured NCDs

The Company may, at its discretion note a lien on pledge of Secured NCDs if such pledge of Secured NCD is accepted by any third party bank/institution or any other person for any loan provided to the Secured NCD Holder against pledge of such Secured NCDs as part of the funding, subject to applicable law.

Future Borrowings

We shall be entitled to make further issue of secured or unsecured debentures and/or raise term loans or raise further funds subject to applicable consents, approvals or permissions that may be required under any statutory/regulatory/contractual requirement, from time to time from any persons, banks, financial institutions or bodies corporate or any other agency without the consent of, or notification to or consultation with the holder of Secured NCDs or the Debenture Trustee by creating a charge on any assets, provided the stipulated security cover is maintained.

Illustration for guidance in respect of the day count convention and effect of holidays on payments.

The illustration for guidance in respect of the day count convention and effect of holidays on payments, as required by SEBI Circular No. CIR/IMD/DF/18/2013 October 29, 2013 and SEBI Circular No. CIR/IMD/DF-1/122/2016 dated November 11, 2016 is disclosed in Annexure D.

ISSUE PROCEDURE

This section applies to all Applicants. Please note that all Applicants are required to ensure that the ASBA Account has sufficient credit balance such that the entire Application Amount can be blocked by the SCSB while making an Application. An amount equivalent to the full Application Amount will be blocked by the SCSBs in the relevant ASBA Accounts.

Applicants should note that they may submit their Applications to the Designated Intermediaries.

Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Secured NCDs that can be held by them under applicable law or as specified in this Tranche I Prospectus.

Please note that this section has been prepared based on the circular no. CIR/IMD/DF-1/20/2012 dated July 27, 2012 issued by SEBI as modified by circular (No. CIR/IMD/DF/18/2013) dated October 29, 2013 (“Debt Application Circular”) issued by SEBI and circular no. CIR/DDHS/P/121/2018 dated August 16, 2018 issued by SEBI (“Debt ASBA Circular”). The procedure mentioned in this section is subject to the Stock Exchanges putting in place the necessary systems and infrastructure for implementation of the provisions of the abovementioned circular, including the systems and infrastructure required in relation to Applications made through the Direct Online Application Mechanism and the online payment gateways to be offered by Stock Exchanges and accordingly is subject to any further clarifications, notification, modification, direction, instructions and/or correspondence that may be issued by the Stock Exchanges and/or SEBI. Please note that clarifications and/or confirmations regarding the implementation of the requisite infrastructure and facilities in relation to direct online applications and online payment facility have been sought from the Stock Exchange and the Stock Exchange has confirmed that the necessary infrastructure and facilities for the same have not been implemented by the Stock Exchange. Hence, the Direct Online Application facility will not be available for this Tranche I Issue.

PLEASE NOTE THAT ALL DESIGNATED INTERMEDIARIES WHO WISH TO COLLECT AND UPLOAD APPLICATION IN THIS TRANCHE I ISSUE ON THE ELECTRONIC APPLICATION PLATFORM PROVIDED BY THE STOCK EXCHANGES WILL NEED TO APPROACH THE RESPECTIVE STOCK EXCHANGE(S) AND FOLLOW THE REQUISITE PROCEDURES AS MAY BE PRESCRIBED BY THE RELEVANT STOCK EXCHANGE. THE FOLLOWING SECTION MAY CONSEQUENTLY UNDERGO CHANGE BETWEEN THE DATES OF THIS TRANCHE I PROSPECTUS, THE TRANCHE I ISSUE OPENING DATE AND THE TRANCHE I ISSUE CLOSING DATE.

THE MEMBERS OF THE SYNDICATE AND THE COMPANY SHALL NOT BE RESPONSIBLE OR LIABLE FOR ANY ERRORS OR OMISSIONS ON THE PART OF THE DESIGNATED INTERMEDIARIES IN CONNECTION WITH THE RESPONSIBILITY OF SUCH DESIGNATED INTERMEDIARIES IN RELATION TO COLLECTION AND UPLOAD OF APPLICATIONS IN THIS ISSUE ON THE ELECTRONIC APPLICATION PLATFORM PROVIDED BY THE STOCK EXCHANGES. FURTHER, THE RELEVANT STOCK EXCHANGE SHALL BE RESPONSIBLE FOR ADDRESSING INVESTOR GREIVANCES ARISING FROM APPLICATIONS THROUGH TRADING DESIGNATED INTERMEDIARIES REGISTERED WITH SUCH STOCK EXCHANGE.

Please note that for the purposes of this section, the term “Working Day” shall mean all days excluding Sundays or a holiday of commercial banks in Mumbai, except with reference to Issue Period, where Working Days shall mean all days, excluding Saturdays, Sundays and public holiday in India. Furthermore, for the purpose of post issue period, i.e. period beginning from Tranche I Issue Closing Date to listing of the Secured NCDs, Working Days shall mean all days excluding Sundays or a holiday of commercial banks in Mumbai or a public holiday in India.

Who can apply?

The following categories of persons are eligible to apply in the Tranche I Issue.

Category I

- Public financial institutions, scheduled commercial banks, and Indian multilateral and bilateral development financial institutions which are authorised to invest in the NCDs;
- Provident funds and pension funds with a minimum corpus of ₹ 250 million, superannuation funds and gratuity funds, which are authorised to invest in the NCDs;
- Alternative Investment Funds, subject to investment conditions applicable to them under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012;
- Resident Venture Capital Funds registered with SEBI;
- Insurance companies registered with the IRDA;
- State industrial development corporations;
- Insurance funds set up and managed by the army, navy, or air force of the Union of India;
- Insurance funds set up and managed by the Department of Posts, the Union of India;
- Systemically Important Non-Banking Financial Company registered with the RBI and having a net-worth of more than ₹ 5,000 million as per the last audited financial statements
- National Investment Fund set up by resolution no. F.No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India; and
- Mutual funds registered with SEBI.

Category II

- Companies within the meaning of Section 2(20) of the Companies Act, 2013; statutory bodies/ corporations and societies registered under the applicable laws in India and authorised to invest in the NCDs;
- Co-operative banks and regional rural banks;
- Trusts including Public/private charitable/religious trusts which are authorised to invest in the NCDs;
- Scientific and/or industrial research organisations, which are authorised to invest in the NCDs;
- Partnership firms in the name of the partners; and
- Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009).
- Association of Persons; and
- Any other incorporated and/ or unincorporated body of persons

Category III

- High Net-worth Individual Investors ("**HNI**s") - Resident Indian individuals and Hindu Undivided Families through the Karta applying for an amount aggregating to above INR 1,000,000 across all Series of NCDs in the Issue

Category IV

- Retail Individual Investors - Resident Indian individuals and Hindu Undivided Families through the Karta applying for an amount aggregating up to and including INR 1,000,000 across all Series of NCDs in the Issue.

Participation of any of the aforementioned categories of persons or entities is subject to the applicable statutory and/or regulatory requirements in connection with the subscription to Indian securities by such categories of persons or entities.

All categories of persons who are individuals or natural persons (including Hindu Undivided Families acting through their Karta) including without limitation HNIs and Retail Individual Investors who are eligible under applicable laws to hold the NCDs are collectively referred to as "Individuals". All categories of entities, associations, organizations, societies, trusts, funds, partnership firms, Limited Liability Partnerships, bodies corporate, statutory and/or regulatory bodies and authorities and other forms of legal entities who are NOT individuals or natural persons and are eligible under applicable laws to hold the Secured NCDs including without limitation Institutional Investors and Non Institutional Investors are collectively referred to as "Non Individuals".

Applicants are advised to ensure that they have obtained the necessary statutory and/or regulatory permissions/consents/approvals in connection with applying for, subscribing to, or seeking allotment of Secured NCDs pursuant to the Tranche I Issue.

The Lead Managers and their respective associates and affiliates are permitted to subscribe in the Tranche I Issue.

The information below is given for the benefit of Applicants. Our Company and the Lead Managers are not liable for any amendment or modification or changes in applicable laws or regulations, which may occur after the date of this Tranche I Prospectus.

How to apply?

Availability of the Shelf Prospectus, the Tranche I Prospectus, Abridged Prospectus and Application Forms

Please note that there is a single Application Form for all Applicants.

Copies of the abridged Prospectus containing the salient features of the Shelf Prospectus together with Application Forms cum Abridged Prospectus and copies of this Tranche I Prospectus may be obtained from our Registered Office, the Lead Managers, the Registrar, the Lead Brokers and the Designated Branches of the SCSBs. Additionally, the Shelf Prospectus, the Tranche I Prospectus and the Application Forms will be available

- (i) for download on the website of BSE at www.bseindia.com, and the website of the Lead Managers at www.akgroup.co.in, www.jmfl.com and www.trustgroup.in.
- (ii) at the designated branches of the SCSB and the Designated Intermediaries at the Syndicate ASBA Application Locations.

Electronic Application Forms will also be available on the website of the Stock Exchange. A unique application number ("UAN") will be generated for every Application Form downloaded from the websites of the Stock Exchange. A hyperlink to the website of the Stock Exchange for this facility will be provided on the website of the Lead Managers and the SCSBs. Further, Application Forms will also be provided to Designated Intermediaries at their request.

Method of Application

An eligible investor desirous of applying in this Tranche I Issue can make Applications solely through the ASBA process.

Applicants are requested to note that in terms of the Debt Application Circular, SEBI has mandated issuers to provide, through a recognized stock exchange which offers such a facility, an online interface enabling direct application by investors to a public issue of debt securities with an online payment facility ("**Direct Online Application Mechanism**"). In this regard, SEBI has, through the Debt Application Circular, directed recognized stock exchanges in India to put in necessary systems and infrastructure for the implementation of the Debt Application Circular and the Direct Online Application Mechanism infrastructure for the implementation of the Debt Application Circular and the Direct Online Application Mechanism. Please note that the Applicants will not have the option to apply for Secured NCDs under this Tranche I Issue, through the direct online applications mechanism of the Stock Exchange. Please note that clarifications and/or confirmations regarding the implementation of the requisite infrastructure and facilities in relation to direct online applications and online payment facility have been sought from the Stock Exchange and the Stock Exchange has confirmed that the necessary infrastructure and facilities for the same have not been implemented by the Stock Exchange. Hence, the Direct Online Application facility will not be available for this Tranche I Issue.

Applicants can submit their Applications by submitting the Application Forms in physical mode to the SCSB with whom the ASBA Account is maintained or through the Designated Intermediaries prior to or on the Tranche I Issue Closing Date. **Applications through the Designated Intermediaries are permitted only at the Syndicate ASBA Application Locations (Mumbai, Chennai, Kolkata, Delhi, Ahmedabad, Rajkot, Jaipur, Bangalore, Hyderabad, Pune, Vadodara and Surat).** Kindly note that Application Forms submitted by Applicants to the Designated Intermediaries at the Syndicate ASBA Application Locations will not be accepted if the SCSB with which the ASBA Account, as specified in the Application Form is maintained has not named at least one branch at that location for the Designated Intermediaries to deposit the Application Form (A list of such branches is available at <http://www.sebi.gov.in>). The Designated Intermediaries shall accept Applications only at the Syndicate ASBA Application Locations and should ensure that they verify the details about the ASBA Account

and relevant SCSB prior to accepting the Application Form.

Designated Intermediaries shall, upon receipt of physical Application Forms, upload the details of these Application Forms to the online platform of the Stock Exchange and submit these Application Forms with the SCSB with whom the relevant ASBA Accounts are maintained in accordance with the Debt Application Circular.

An Applicant shall submit the Application Form, which shall be stamped at the relevant Designated Branch of the SCSB. Application Forms in physical mode, which shall be stamped, can also be submitted to the Designated Intermediaries at the Syndicate ASBA Application Locations. The SCSB shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form.

Our Company, our directors, affiliates, associates and their respective directors and officers, Lead Managers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to Applications accepted by SCSBs and Designated Intermediaries, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts. It shall be presumed that for Applications uploaded by SCSBs, the Application Amount has been blocked in the relevant ASBA Account. Further, all grievances against Designated Intermediaries in relation to this Tranche I Issue should be made by Applicants directly to the Stock Exchange.

Designated Intermediaries are also required to ensure that the Applicants are competent to contract under the Indian Contract Act, 1872 including minors applying through guardians, at the time of acceptance of the Application Forms.

Application Size

Each application should be for a minimum of 10 Secured NCDs and multiples of 1 Secured NCD thereafter (for all Series of Secured NCDs, namely Series I, Series II, Series III, Series IV, Series V, Series VI either taken individually or collectively). The minimum application size for each application for Secured NCDs would be ₹ 10,000 and in multiples of ₹ 1,000 thereafter.

APPLICATIONS BY VARIOUS APPLICANT CATEGORIES

Applications by Mutual Funds

Pursuant to a recent SEBI circular SEBI/HO/IMD/DF2/CIR/P/2017/14 dated February 22, 2017 (“**SEBI Circular 2017**”), mutual funds are required to ensure that the total exposure of debt schemes of mutual funds in a particular sector shall not exceed 25.0% of the net assets value of the scheme. Further, the additional exposure limit provided for financial services sector not exceeding 15% of net assets value of scheme shall be allowed only by way of increase exposure to HFCs. Further, the group level limits for debt schemes and the ceiling be fixed at 20.0% of net assets value extendable to 25.0% of net assets value after trustee approval.

A separate Application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such Applications shall not be treated as multiple Applications. Applications made by the AMCs or custodians of a Mutual Fund shall clearly indicate the name of the concerned scheme for which the Application is being made. An Application Form by a mutual fund registered with SEBI for Allotment of the Secured NCDs must be also accompanied by certified true copies of (i) its SEBI registration certificates (ii) the trust deed in respect of such mutual fund (ii) a resolution authorising investment and containing operating instructions and (iii) specimen signatures of authorized signatories. Failing this, our Company reserves the right to accept or reject any Application from a Mutual Fund for Allotment of the Secured NCDs in whole or in part, in either case, without assigning any reason therefor.

Application by Scheduled Commercial Banks, Co-operative Banks and RRBs

Commercial Banks, Co-operative banks and Regional Rural Banks can apply in the Issue based on their own investment limits and approvals. The Application Form must be accompanied by certified true copies of their (i) memorandum and articles of association/charter of constitution; (ii) power of attorney; (iii) resolution authorising investments/containing operating instructions; and (iv) specimen signatures of authorised signatories. **Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.**

Pursuant to SEBI Circular no. CIR/CFD/DIL/1/2013 dated January 2, 2013, SCSBs making applications on their own account using ASBA facility, should have a separate account in their own name with any other SEBI registered SCSB. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for Applications.

Application by Non-banking financial companies

Non-banking financial companies can apply in this Tranche I Issue based upon their own investment limits and approvals. Applications by them for Allotment of the Secured NCDs must be accompanied by certified true copies of (i) their memorandum and articles of association/charter of constitution; (ii) power of attorney; (iii) a board resolution authorising investments; and (ii) specimen signatures of authorised signatories. Failing this, our Company reserves the right to accept or reject any Application for Allotment of the Secured NCDs in whole or in part, in either case, without assigning any reason therefor.

Application by Insurance Companies

In case of Applications for Allotment of the NCDs made by an insurance company, a certified copy of its certificate of registration issued by IRDA must be lodged along with Application Form. The Applications must be accompanied by certified copies of (i) its Memorandum and Articles of Association; (ii) a power of attorney (iii) a resolution authorising investment and containing operating instructions; and (iv) specimen signatures of authorized signatories. Failing this, our Company reserves the right to accept or reject any Application for Allotment of the NCDs in whole or in part, in either case, without assigning any reason therefor.

Applications by Alternative Investments Funds

Applications made by 'alternative investment funds' eligible to invest in accordance with the Securities and Exchange Board of India (Alternative Investment Fund) Regulations, 2012, as amended (the "**SEBI AIF Regulations**") for Allotment of the Secured NCDs must be accompanied by certified true copies of (i) SEBI registration certificate; (ii) a resolution authorising investment and containing operating instructions; and (iii) specimen signatures of authorised persons. The Alternative Investment Funds shall at all times comply with the requirements applicable to it under the SEBI AIF Regulations and the relevant notifications issued by SEBI.

Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.

Applications by Associations of persons and/or bodies established pursuant to or registered under any central or state statutory enactment

In case of Applications made by Applications by Associations of persons and/or bodies established pursuant to or registered under any central or state statutory enactment, must submit a (i) certified copy of the certificate of registration or proof of constitution, as applicable, (ii) Power of Attorney, if any, in favour of one or more persons thereof, (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements. Further, any trusts applying for NCDs pursuant to this Tranche I Issue must ensure that (a) they are authorized under applicable statutory/regulatory requirements and their constitution instrument to hold and invest in debentures, (b) they have obtained all necessary approvals, consents or other authorisations, which may be required under applicable statutory and/or regulatory requirements to invest in debentures, and (c) Applications made by them do not exceed the investment limits or maximum number of NCDs that can be held by them under applicable statutory and or regulatory provisions. **Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.**

Applications by Trusts

In case of Applications made by trusts, settled under the Indian Trusts Act, 1882, as amended, or any other statutory and/or regulatory provision governing the settlement of trusts in India, must submit a (i) certified copy of the registered instrument for creation of such trust, (ii) Power of Attorney, if any, in favour of one or more trustees thereof, (iii) such other documents evidencing registration thereof under applicable statutory/regulatory requirements. Further, any trusts applying for Secured NCDs pursuant to this Tranche I Issue must ensure that

(a) they are authorized under applicable statutory/regulatory requirements and their constitution instrument to hold and invest in debentures, (b) they have obtained all necessary approvals, consents or other authorisations, which may be required under applicable statutory and/or regulatory requirements to invest in debentures, and (c) Applications made by them do not exceed the investment limits or maximum number of Secured NCDs that can be held by them under applicable statutory and or regulatory provisions. **Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.**

Applications by Public Financial Institutions or statutory corporations, which are authorized to invest in the Secured NCDs

The Application must be accompanied by certified true copies of: (i) Any Act/ Rules under which they are incorporated; (ii) Board Resolution authorising investments; and (iii) Specimen signature of authorized person. **Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.**

Applications made by companies, bodies corporate and societies registered under the applicable laws in India

The Application must be accompanied by certified true copies of: (i) Any Act/ Rules under which they are incorporated; (ii) Board Resolution authorising investments; and (iii) Specimen signature of authorized person. **Failing this, our Company reserves the right to accept or reject any Applications in whole or in part, in either case, without assigning any reason therefor.**

Indian scientific and/ or industrial research organizations, which are authorized to invest in the Secured NCDs

Applications by scientific and/ or industrial research organisations which are authorised to invest in the Secured NCDs must be accompanied by certified true copies of: (i) any Act/rules under which such Applicant is incorporated; (ii) a resolution of the board of directors of such Applicant authorising investments; and (iii) specimen signature of authorized persons of such Applicant. **Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the Secured NCDs in whole or in part, in either case, without assigning any reason therefor.**

Partnership firms formed under applicable Indian laws in the name of the partners and Limited Liability Partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008

Applications made by partnership firms and limited liability partnerships formed and registered under the Limited Liability Partnership Act, 2008 must be accompanied by certified true copies of: (i) the partnership deed for such Applicants; (ii) any documents evidencing registration of such Applicant thereof under applicable statutory/regulatory requirements; (iii) a resolution authorizing the investment and containing operating instructions; and (iv) specimen signature of authorized persons of such Applicant. **Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the Secured NCDs in whole or in part, in either case, without assigning any reason therefor.**

Applications under a power of attorney by limited companies, corporate bodies and registered societies

In case of Applications made pursuant to a power of attorney by Applicants from Category I, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Application Form. **Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefor.**

In case of Applications made pursuant to a power of attorney by Applicants from Category II and Category III, a certified copy of the power of attorney must be lodged along with the Application Form.

In case of physical Applications made pursuant to a power of attorney, a certified copy of the power of attorney must be lodged along with the Application Form. **Failing this, our Company, in consultation with the Lead Managers, reserves the right to reject such Applications.**

Our Company, in its absolute discretion, reserves the right to relax the above condition of attaching the power of attorney along with the Application Forms subject to such terms and conditions that our Company and the Lead Managers may deem fit.

Applications by provident funds, pension funds, superannuation funds and gratuity funds which are authorized to invest in the Secured NCDs

Applications by provident funds, pension funds, superannuation funds and gratuity funds which are authorised to invest in the Secured NCDs, for Allotment of the Secured NCDs must be accompanied by certified true copies of: (i) any Act/rules under which they are incorporated; (ii) a power of attorney, if any, in favour of one or more trustees thereof, (iii) a board resolution authorising investments; (iv) such other documents evidencing registration thereof under applicable statutory/regulatory requirements; (v) specimen signature of authorized person; (vi) a certified copy of the registered instrument for creation of such fund/trust; and (vii) any tax exemption certificate issued by Income Tax authorities. **Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the Secured NCDs in whole or in part, in either case, without assigning any reason therefor.**

Applications by National Investment Funds set up by resolution no. F.No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India;

Application made by a National Invest Fund for Allotment of the Secured NCDs must be accompanied by certified true copies of: (i) a resolution authorising investment and containing operating instructions; and (ii) specimen signatures of authorized persons. **Failing this, our Company reserves the right to accept or reject any Applications for Allotment of the Secured NCDs in whole or in part, in either case, without assigning any reason therefor.**

Applications cannot be made by:

- (a) Minors without a guardian name* (A guardian may apply on behalf of a minor. However, the name of the guardian will also need to be mentioned on the Application Form);
- (b) Foreign nationals;
- (c) Persons resident outside India;
- (d) Foreign Institutional Investors/Foreign Portfolio Investors;
- (e) Non Resident Indians *inter-alia* including any NRIs who are (i) based in the USA, and/or, (ii) domiciled in the USA, and/or, (iii) residents/citizens of the USA, and/or, (iv) subject to any taxation laws of the USA;
- (f) Qualified Foreign Investors;
- (g) Overseas Corporate Bodies;
- (h) Foreign Venture Capital Funds;
- (i) Persons ineligible to contract under applicable statutory/ regulatory requirements.

**Applicant shall ensure that guardian is competent to contract under Indian Contract Act, 1872*

The Registrar shall verify the above on the basis of the records provided by the Depositories based on the DP ID and Client ID provided by the Applicants in the Application Form and uploaded onto the electronic system of the Stock Exchanges by the Designated Intermediaries.

Payment instructions

An Applicant shall specify details of the ASBA Account Number in the Application Form and the relevant SCSB shall block an amount equivalent to the Application Amount in the ASBA Account specified in the Application Form. Upon receipt of intimation from the Registrar to this Tranche I Issue, the SCSBs shall, on the Designated Date, transfer such blocked amount from the ASBA Account to the Public Issue Account in terms of the Public Issue Account Agreement. The balance amount remaining after the finalisation of the Basis of Allotment shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the respective SCSB within 6 (six) Working Days of the Tranche I Issue Closing Date. The Application Amount shall remain blocked in the ASBA Account until transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Tranche I Issue or until rejection of the Application, as the case may be.

Additional information for Applicants

1. Application Forms submitted by Applicants whose beneficiary accounts are inactive shall be rejected.
2. No separate receipts will be issued for the money blocked on the submission of Application Form. However, the collection centre of the Designated Intermediaries, will acknowledge the receipt of the Application Forms by stamping and returning to the Applicant the acknowledgement slip. This acknowledgement slip will serve as the duplicate of the Application Form for the records of the Applicant.
3. Applications should be submitted through the Application Form only. In the event that physical Application Forms do not bear the stamp of the Designated Intermediary or the relevant Designated Branch, they are liable to be rejected.
4. Application Forms submitted by Applicants shall be for allotment of Secured NCDs only in dematerialized form.

Filing of the Tranche I Prospectus with ROC

A copy of the Tranche I Prospectus shall be filed with the ROC in accordance with Section 26 and Section 31 of the Companies Act, 2013.

Pre-Issue Advertisement

Our Company will issue a statutory advertisement on or before the Tranche I Issue Opening Date. This advertisement will contain the information as prescribed under the SEBI Debt Regulations and Section 30 of the Companies Act, 2013. Material updates, if any, between the date of filing of this Tranche I Prospectus with the ROC and the date of release of this statutory advertisement will be included in the statutory advertisement.

Instructions for completing the Application Form

- (a) Applications must be made in the prescribed Application Form.
- (b) Application Forms are to be completed in full, in BLOCK LETTERS in ENGLISH and in accordance with the instructions contained in the Shelf Prospectus, the Tranche I Prospectus and the Application Form. Incomplete Application Forms are liable to be rejected. Applicants should note that the Designated Intermediaries will not be liable for errors in data entry due to incomplete or illegible Application Forms.
- (c) Applications are required to be for a minimum of such Secured NCDs and in multiples of one Secured NCD thereafter as specified in this Tranche I Prospectus.
- (d) Thumb impressions and signatures other than in the languages specified in the Eighth Schedule in the Constitution of India must be attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal.
- (e) Applications should be in single or joint names and not exceeding three names, and in the same order as their Depository Participant details and Applications should be made by Karta in case the Applicant is an HUF. Applicants are required to ensure that the PAN Details of the HUF are mentioned and not those of the Karta.
- (f) Applicants must provide details of valid and active DP ID, Client ID and PAN clearly and without error. On the basis of such Applicant's active DP ID, Client ID and PAN provided in the Application Form, and as entered into the electronic Application system of the Stock Exchange by SCSBs or Designated Intermediaries, the Registrar will obtain from the Depository the Demographic Details. Invalid accounts, suspended accounts or where such account is classified as invalid or suspended may not be considered for Allotment of the Secured NCDs.
- (g) If the ASBA Account holder is different from the Applicant, the Application Form should be signed

by the ASBA Account holder also, in accordance with the instructions provided in the Application Form.

- (h) All Applicants are required to tick the relevant column in the "Category of Investor" box in the Application Form.
- (i) Applications for all the Series of the Secured NCDs may be made in a single Application Form only.
- (j) Applicants must ensure that their Application Forms are made in a single or joint names (not more than three).

Applicants should note that neither the Lead Managers, Designated Intermediaries, nor Designated Branches, as the case may be, will be liable for error in data entry due to incomplete or illegible Application Forms. Our Company would allot Series I Secured NCDs, as specified in this Tranche I Prospectus to all valid Applications, wherein the Applicants have not indicated their choice of the relevant series of Secured NCDs.

Applicants' PAN, Depository Account and Bank Account Details

ALL APPLICANTS APPLYING FOR ALLOTMENT OF THE SECURED NCDS SHOULD MENTION THEIR DP ID, CLIENT ID AND PAN IN THE APPLICATION FORM. APPLICANTS MUST ENSURE THAT THE DP ID, CLIENT ID AND PAN GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE DP ID, CLIENT ID AND PAN AVAILABLE IN THE DEPOSITORY DATABASE. IF THE BENEFICIARY ACCOUNT IS HELD IN JOINT NAMES, THE APPLICATION FORM SHOULD CONTAIN THE NAME AND PAN OF BOTH THE HOLDERS OF THE BENEFICIARY ACCOUNT AND SIGNATURES OF BOTH HOLDERS WOULD BE REQUIRED IN THE APPLICATION FORM.

On the basis of the DP ID, Client ID and PAN provided by them in the Application Form, the Registrar will obtain from the Depository the Demographic Details of the Applicants including PAN and MICR code. Hence, Applicants are advised to immediately update their Demographic Details (including bank account details) as appearing on the records of the Depository Participant and ensure that they are true and correct. Please note that failure to do so could result in delays in despatch/ credit of refunds to Applicants or unblocking of ASBA Accounts at the Applicants' sole risk, and neither the Designated Intermediaries, nor the Registrar, nor the SCSBs, nor our Company shall have any responsibility and undertake any liability for the same.

Applicants should note that in case the DP ID, Client ID and PAN mentioned in the Application Form, as the case may be and entered into the electronic Application system of the Stock Exchanges by the Designated Intermediaries or the SCSBs, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database or in case PAN is not available in the Depository database, the Application Form is liable to be rejected and our Company, and the Designated Intermediaries shall not be liable for losses, if any.

The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar except in relation to the Tranche I Issue.

By signing the Application Form, Applicants applying for the Secured NCDs would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.

In case of Applications made under powers of attorney, our Company in its absolute discretion, reserves the right to permit the holder of a power of attorney to request the Registrar that the Demographic Details obtained from the Depository of the Applicant shall be used.

With effect from August 16, 2010, the beneficiary accounts of Applicants for whom PAN details have not been verified shall be suspended for credit and no credit of Secured NCDs pursuant to the Tranche I Issue will be made into the accounts of the Applicants. Application Forms submitted by Applicants whose beneficiary accounts are inactive shall be rejected. Furthermore, in case no corresponding record is available with the

Depositories, which matches the three parameters, namely, DP ID, Client ID and PAN, then such Applications are liable to be rejected.

Electronic registration of Applications

- (a) The Designated Intermediaries will register the Applications using the on-line facilities of Stock Exchange. The Lead Managers, our Company, and the Registrar are not responsible for any acts, mistakes or errors or omission and commissions in relation to (i) the Applications accepted by the SCSBs and Designated Intermediaries, (ii) the Applications uploaded by the SCSBs and the Designated Intermediaries, (iii) the Applications accepted but not uploaded by the SCSBs or the Designated Intermediaries, (iv) with respect to Applications accepted and uploaded by the SCSBs without blocking funds in the ASBA Accounts or (iv) with respect to Applications accepted and uploaded by Designated Intermediaries at the Syndicate ASBA Application Locations for which the Application Amounts are not blocked by the SCSBs.
- (b) The Stock Exchange will offer an electronic facility for registering Applications for the Tranche I Issue. This facility will be available on the terminals of the Designated Intermediaries and the SCSBs during the Issue Period. On the Tranche I Issue Closing Date, the Designated Intermediaries and the Designated Branches of the SCSBs shall upload the Applications till such time as may be permitted by the Stock Exchange. This information will be available with the Designated Intermediaries and the Designated Branches of the SCSBs on a regular basis. Applicants are cautioned that a high inflow of high volumes on the last day of the Issue Period may lead to some Applications received on the last day not being uploaded and such Applications will not be considered for allocation.
- (c) At the time of registering each Application, SCSBs and Designated Intermediaries, shall enter the details of the Applicant, such as the Application Form number, PAN, Applicant category, DP ID, Client ID, number and Series of Secured NCDs applied, Application Amounts, and any other details that may be prescribed by the online uploading platform of the Stock Exchange.
- (d) A system generated TRS will be given to the Applicant as a proof of the registration of his Application. It is the Applicant's responsibility to obtain the TRS from the SCSBs or Designated Intermediaries, as the case may be. The registration of the Applications by the SCSBs or Designated Intermediaries does not guarantee that the Secured NCDs shall be allocated/ Allotted by our Company. Such TRS will be non-negotiable and by itself will not create any obligation of any kind.
- (e) The permission given by the Stock Exchange to use their network and software of the online system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, and/or the Lead Managers are cleared or approved by the Stock Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Tranche I Prospectus; nor does it warrant that the Secured NCDs will be listed or will continue to be listed on the Stock Exchange.
- (f) In case of apparent data entry error by the Designated Intermediaries in entering the Application Form number in their respective schedules, other things remaining unchanged, the Application Form may be considered as valid and such exceptions may be recorded in minutes of the meeting submitted to the Designated Stock Exchange.
- (g) Only Applications that are uploaded on the online system of the Stock Exchange shall be considered for Allotment. The Designated Intermediaries and the Designated Branches of the SCSBs shall capture all data relevant for the purposes of finalizing the Basis of Allotment while uploading Application data in the electronic systems of the Stock Exchange. In order that the data so captured is accurate the Designated Intermediaries and the Designated Branches of the SCSBs will be given up to one Working Day after the Tranche I Issue Closing Date to modify/ verify certain selected fields uploaded in the online system during the Issue Period after which the data will be sent to the Registrar for reconciliation with the data available with the NSDL and CDSL.
- (h) the aggregate demand for Applications registered on the electronic facilities of the Stock Exchange,

a graphical representation of consolidated demand for the NCDs, as available on the websites of the Stock Exchange, would be made available at the Application centres as provided in the Application Form during the Issue Period.

General Instructions

Do's

- **Check if you are eligible to apply as per the terms of the Draft Shelf Prospectus, the Shelf Prospectus, the Tranche I Prospectus and applicable law;**
- **Read all the instructions carefully and complete the Application Form;**
- Ensure that the details about Depository Participant and beneficiary account are correct and the beneficiary account is active;
- Applications are required to be in single or joint names (not more than three);
- In case of an HUF applying through its Karta, the Applicant is required to specify the name of an Applicant in the Application Form as 'XYZ Hindu Undivided Family applying through PQR', where PQR is the name of the Karta;
- Ensure that Applications are submitted to the Designated Intermediaries or the Designated Branches of the SCSBs, as the case may be, before the closure of application hours on the Tranche I Issue Closing Date;
- Information provided by the Applicants in the Application Form will be uploaded on to the online platform of the Stock Exchange by the Designated Intermediaries and the electronic data will be used to make allocation/ Allotment. The Applicants should ensure that the details are correct and legible;
- Ensure that the Applicant's names given in the Application Form is exactly the same as the names in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form;
- Ensure that you have funds equal to or more than the Application Amount in your ASBA Account before submitting the Application Form;
- Ensure that you mention your PAN in the Application Form. In case of joint applicants, the PAN of all the Applicants should be provided, and for HUFs, PAN of the HUF should be provided. Any Application Form without the PAN is liable to be rejected. Applicants should not submit the GIR Number instead of the PAN as the Application is liable to be rejected on this ground;

Except for Application (i) on behalf of the Central or State Government and officials appointed by the courts, and (ii) (subject to the circular dated April 3, 2008 issued by SEBI) from the residents of the state of Sikkim, each of the Applicants should provide their PAN. Application Forms in which the PAN is not provided will be rejected. The exemption for the Central or State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the demographic details evidencing the same.

- Ensure that the Demographic Details as provided in the Application Form are updated, true and correct in all respects;
- Ensure that you request for and receive a TRS for all your Applications and an acknowledgement as a proof of having been accepted;

- For Applicants applying through Syndicate ASBA, ensure that your Application Form is submitted to the Designated Intermediaries and not to the Public Issue Account Banks or Refund Bank (assuming that such bank is not a SCSB), to our Company or the Registrar to the Issue;
- Ensure that you have obtained all necessary approvals from the relevant statutory and/or regulatory authorities to apply for, subscribe to and/or seek Allotment of the Secured NCDs;
- Ensure that signatures other than in the languages specified in the Eighth Schedule to the Constitution of India is attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
- Ensure that your Application Form bears the stamp of the relevant SCSB or Designated Intermediary to whom the Application is submitted;
- All Applicants are requested to tick the relevant column "Category of Investor" in the Application Form;
- Tick the Series of Secured NCDs in the Application Form that you wish to apply for;
- Before submitting the physical Application Form with the Designated Intermediary at the Syndicate ASBA Application Locations ensure that the SCSB, whose name has been filled in the Application Form, has named a branch in that centre;
- Ensure that the Application Form is signed by the ASBA Account holder in case the Applicant is not the account holder;
- Ensure that you have mentioned the correct ASBA Account number in the Application Form; and
- Ensure that you have correctly ticked, provided or checked the authorisation box in the Application Form, or have otherwise provided an authorisation to the SCSB *via* the electronic mode, for the Designated Branch to block funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form.

Don'ts

- Do not apply for lower than the minimum Application size;
- Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground;
- Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar;
- Do not fill up the Application Form such that the Secured NCDs applied for exceeds the Issue Size and/or investment limit or maximum number of Secured NCDs that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit Applications on plain paper or on incomplete or illegible Application Forms;
- Do not submit an Application in case you are not eligible to acquire the Secured NCDs under applicable law or your relevant constitutional documents or otherwise;
- Do not submit the Application Forms without the Application Amount;
- Do not apply if you are not competent to contract under the Indian Contract Act, 1872;
- Do not make payment of the Application Amounts in any mode other than through blocking of the Application Amounts in the ASBA Accounts;
- Do not submit the Application Form with a Designated Intermediary at a location other than the Syndicate

ASBA Application Locations;

- Do not send your physical Application Form by post. Instead submit the same with a Designated Branch of the SCSB or a Designated Intermediary; and
- Do not submit more than five Application Forms per ASBA Account.

OTHER INSTRUCTIONS

Joint Applications

Applications may be made in single or joint names (not exceeding three). In the case of joint Applications, all payments will be made out in favour of the first Applicant. All communications will be addressed to the first named Applicant whose name appears in the Application Form and at the address mentioned therein.

Additional/ Multiple Applications

An Applicant is allowed to make one or more Applications for the Secured NCDs for the same or other Series of Secured NCDs, subject to a minimum Application size of ₹ 10,000 and in multiples of ₹ 1,000 thereafter (for all options of Secured NCDs, namely Series I, Series II, Series III, Series IV, Series V, Series VI either taken individually or collectively), for each Application. Any Application for an amount below the aforesaid minimum Application size will be deemed as an invalid Application and shall be rejected. However, any Application made by any person in his individual capacity and an Application made by such person in his capacity as a Karta of an HUF and/or as joint Applicant (second or third applicant), shall not be deemed to be multiple Applications.

Depository Arrangements

We have made depository arrangements with NSDL and CDSL for issue and holding of the Secured NCDs in dematerialised form. In this context:

- (i) Tripartite Agreements dated July 20, 2016 and July 27, 2017, between us, the Registrar and CDSL and NSDL, respectively have been executed, for offering depository option to the Applicants.
- (ii) An Applicant must have at least one beneficiary account with any of the Depository Participants (DPs) of NSDL or CDSL prior to making the Application.
- (iii) Secured NCDs Allotted to an Applicant in the electronic form will be credited directly to the Applicant's respective beneficiary account(s) with the DP.
- (iv) It may be noted that Secured NCDs in electronic form can be traded only on stock exchanges having electronic connectivity with NSDL or CDSL. The Stock Exchanges have connectivity with NSDL and CDSL.
- (v) Interest or other benefits with respect to the Secured NCDs held in dematerialised form would be paid to those Secured NCD holders whose names appear on the list of beneficial owners given by the Depositories to us as on Record Date. In case of those Secured NCDs for which the beneficial owner is not identified by the Depository as on the Record Date/ book closure date, we would keep in abeyance the payment of interest or other benefits, till such time that the beneficial owner is identified by the Depository and conveyed to us, whereupon the interest or benefits will be paid to the beneficiaries, as identified, within a period of 30 days.
- (vi) The trading of the Secured NCDs on the floor of the Stock Exchange shall be in dematerialized form in multiples of One Secured NCD only.

Allottees will have the option to rematerialise the Secured NCDs Allotted under the Issue as per the provisions of the Companies Act, 2013 and the Depositories Act.

For further information relating to Applications for Allotment of the Secured NCDs in dematerialised form, see the sections titled "*Issue Procedure – Method of Application*" and "*Issue Procedure – General Instructions*" at pages 66 and 74 of this Tranche I Prospectus respectively.

Communications

All future communications in connection with Applications made in this Tranche I Issue should be addressed to the Registrar quoting all relevant details as regards the Applicant and its Application.

Applicants can contact our Compliance Officer as well as the contact persons of our Company/ Lead Managers or the Registrar in case of any Pre-Issue related problems. In case of Post-Issue related problems such as credit of Secured NCDs in depository's beneficiary account, refunds etc. Applicants may contact our Compliance Officer as well as the contact persons of our Company/Lead Managers or Registrar. Please note that Applicants who have applied for the Secured NCDs through Designated Intermediaries should contact the Stock Exchange in case of any Post-Issue related problems, such as credit of Secured NCDs in depository's beneficiary account, refunds, etc.

Interest in case of Delay

Our Company undertakes to pay interest, in connection with any delay in allotment, demat credit and refunds, beyond the time limit as may be prescribed under applicable statutory and/or regulatory requirements, at such rates as stipulated under such applicable statutory and/or regulatory requirements.

Rejection of Applications

"Issue Procedure-Applications may be rejected on one or more technical grounds" listed on this page 77 of this Tranche I Prospectus below or if all required information is not provided or the Application Form is incomplete in any respect. The Board of Directors and/or any committee of our Company reserves its full, unqualified and absolute right to accept or reject any Application in whole or in part and in either case without assigning any reason thereof.

Application may be rejected on one or more technical grounds, including but not restricted to:

- Number of Secured NCDs applied for being less than the minimum Application size;
- Applications not being signed by the sole/joint Applicants;
- Applications submitted without payment of the Application Amount. However, our Company may allot Secured NCDs up to the value of application monies paid, if such application monies exceed the minimum application size as prescribed hereunder;
- Application Amount paid being higher than the value of Secured NCDs Applied for. However, our Company may allot Secured NCDs up to the number of Secured NCDs Applied for, if the value of such Secured NCDs Applied for exceeds the minimum Application size;
- Investor Category in the Application Form not being ticked;
- Date of Birth for first/sole Applicant for persons applying for Allotment not mentioned in the Application Form
- Applications where a registered address in India is not provided for the Applicant;
- Bank account details not provided in the Application Form;
- Submission of more than 5 (Five) Application Forms per ASBA Account;
- Applications by persons not competent to contract under the Indian Contract Act, 1872 including a minor without the name of a guardian;
- Minor Applicants (applying through the guardian) without mentioning the PAN of the minor Applicant;
- DP ID and Client ID not mentioned in the Application Form;
- For Applications where an authorization to the SCSB for blocking funds in the ASBA Account has not been provided;
- Applications uploaded after the expiry of the allocated time on the Tranche I Issue Closing Date, unless extended by the Stock Exchange, as applicable;
- In case of partnership firms, Secured NCDs may be applied for in the names of the individual partner(s) and no firm as such shall be entitled to apply for in its own name. However a Limited Liability Partnership firm can apply in its own name;
- Applications submitted to the Designated Intermediaries at locations other than the Designated CDP Locations, the Designated RTA Locations, the Syndicate ASBA Application Locations or at a Designated Branch of a SCSB where the ASBA Account is not maintained;
- Applications made without mentioning the PAN of the Applicant, except for Applications by or on behalf of the Central or State Government and the officials appointed by the courts and by investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participants;

- GIR number mentioned in the Application Form instead of PAN;
- Application by OCBs
- Applications for amounts greater than the maximum permissible amounts prescribed by applicable regulations;
- Applications by persons/entities who have been debarred from accessing the capital markets by SEBI;
- Applications by any persons outside India;
- All Applications where the DP ID, Client ID and PAN mentioned in the Application Form do not match with the Depository Participant ID, Client ID and PAN available in the records with the depositories;
- Applications by persons who are not eligible to acquire the Secured NCDs in terms of applicable laws, rules, regulations, guidelines and approvals;
- Application Forms not being signed by the ASBA Account holder, if the account holder is different from the Applicant or the signature of the ASBA Account holder on the Application Form does not match with the signature available on the Applicant's bank records;
- Applications for an amount below the minimum Application size;
- Applications not having details of the ASBA Account to be blocked;
- Inadequate funds in the ASBA Account to enable the SCSB to block the Application Amount specified in the Application Form at the time of blocking such Application Amount in the ASBA Account or no confirmation is received from the SCSB for blocking of funds;
- Applications by Applicants seeking Allotment in dematerialised form whose demat accounts have been 'suspended for credit' pursuant to the circular issued by SEBI on July 29, 2010 bearing number CIR/MRD/DP/22/2010;
- Applications not uploaded on the terminals of the Stock Exchange;
- Applications for the allotment of Secured NCDs in dematerialized form providing an inoperative demat account number;
- In case of Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not submitted along with the Application Form;
- The ASBA Account not having credit balance to meet the Application Amounts or no confirmation is received from the SCSB for blocking of funds;
- Applications submitted directly to the Designated Branches of the SCSBs does not bear the stamp of the SCSB and/or the Designated Branch and/or the Lead Managers, or Designated Intermediaries, as the case may be;
- In case no corresponding record is available with the Depositories that matches three parameters namely, DP ID, Client ID and PAN or if PAN is not available in the Depository database;
- Application Forms not delivered by the Applicant within the time prescribed as per the Application Form and the Shelf Prospectus and this Tranche I Prospectus and as per the instructions in the Application Form, the Shelf Prospectus and this Tranche I Prospectus;
- Where PAN details in the Application Form and as entered into the electronic system of the Stock Exchange, are not as per the records of the Depositories;
- Applications tendered to the Designated Intermediaries at centers other than the centers mentioned in the Application Form; and
- In case of cancellation of one or more orders (series) within an Application, leading to total order quantity falling under the minimum quantity required for a single Application.

For further instructions regarding Application for the Secured NCDs, Applicants are requested to read the Application Form.

Mode of Making Refunds

The mode of refund payments may be undertaken in the following modes:

1. Direct Credit

Investors having their bank account with the Refund Bank, shall be eligible to receive refunds, if any, through direct credit. The refund amount, if any, would be credited directly to their bank account with the Refund Banker.

2. NACH

National Automated Clearing House which is a consolidated system of ECS. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.

3. **RTGS**

Applicants having a bank account with a participating bank and whose interest payment / redemption amounts exceed ₹ 200,000, or such amount as may be fixed by RBI from time to time, have the option to receive refund through RTGS. Such eligible Applicants who indicate their preference to receive interest payment / redemption through RTGS are required to provide the IFSC code in the Application Form or intimate our Company and the Registrar to the Issue at least seven days prior to the Record Date. Charges, if any, levied by the Applicant's bank receiving the credit would be borne by the Applicant. In the event the same is not provided, interest payment / redemption shall be made through NACH subject to availability of complete bank account details for the same as stated above.

4. **NEFT**

Payment of interest / redemption shall be undertaken through NEFT wherever the Applicants' banks have been assigned the Indian Financial System Code ("**IFSC**"), which can be linked to a Magnetic Ink Character Recognition ("**MICR**"), if any, available to that particular bank branch. The IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine digit MICR number and their bank account number while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of interest / redemption will be made to the applicants through this method.

The Registrar shall instruct the relevant SCSB to unblock the funds in the relevant ASBA Account to the extent of the Application Amount specified in the Application Forms for withdrawn, rejected or unsuccessful or partially successful Applications within 5 (five) Working Days of the Tranche I Issue Closing Date.

Our Company and the Registrar shall credit the allotted Secured NCDs to the respective beneficiary accounts, within 5 (five) Working Days from the Tranche I Issue Closing Date.

Further,

- (a) Allotment of Secured NCDs in this Tranche I Issue shall be made within a time period of 4 (four) Working Days from the Tranche I Issue Closing Date;
- (b) Credit to dematerialised accounts will be given within one Working Day from the Deemed Date of Allotment;
- (c) Interest at a rate of 15% per annum will be paid if the Allotment has not been made and/or the refund has not been effected within 5 (five) Working Days from the Tranche I Issue Closing Date, for the delay beyond 5 (five) Working Days; and
- (d) Our Company will provide adequate funds to the Registrar / relevant banks for this purpose.

Retention of oversubscription

Up to the ₹ 800 crore.

Basis of Allotment

The Registrar will aggregate the Applications, based on the Applications received through an electronic book from the Stock Exchanges and determine the valid Applications for the purpose of drawing the basis of allocation. Grouping of the Applications received will be then done in the following manner:

Grouping of Applications and allocation ratio for the purposes of the basis of allotment of NCDs:

- A. Applications received from Category I Applicants: Applications received from Applicants belonging to Category I shall be grouped together, (“**Institutional Portion**”);
- B. Applications received from Category II Applicants: Applications received from Applicants belonging to Category II, shall be grouped together, (“**Non-Institutional Portion**”).
- C. Applications received from Category III Applicants: Applications received from Applicants belonging to Category III shall be grouped together, (“**High Net Worth Individual Investors Portion**”).
- D. Applications received from Category IV Applicants: Applications received from Applicants belonging to Category IV shall be grouped together, (“**Retail Individual Investors Portion**”).

For removal of doubt, the terms "Institutional Portion", "Non-Institutional Portion", "High Net Worth Individual Investors Portion" and "Retail Individual Investors Portion" are individually referred to as “Portion” and collectively referred to as “Portions”.

For the purposes of determining the number of NCDs available for allocation to each of the abovementioned Portions, our Company shall have the discretion of determining the number of NCDs to be Allotted over and above the Base Issue Size, in case our Company opts to retain any oversubscription in the Tranche I Issue up to the Tranche I Issue Limit i.e. aggregating up to ₹ 1,000 crores. The aggregate value of NCDs decided to be Allotted over and above the Base Issue Size, (in case our Company opts to retain any oversubscription in the Tranche I Issue), taken together with the aggregate value of NCDs up to the Base Issue Size shall be collectively termed as the “Tranche I Issue Limit”.

Allocation Ratio:

Institutional Portion	Non-Institutional Portion	High Net Worth Individual Investors Portion	Retail Individual Investors Portion
10%	10%	40%	40%

(a) Allotments in the first instance:

- i. Applicants belonging to the Institutional Portion, in the first instance, will be allocated NCDs up to 10% of Tranche I Issue Limit on first come first serve basis which would be determined on the basis of date of upload of their Applications in to the electronic platform of the Stock Exchanges. The determination of Allocation ratio of 10% of Tranche I Issue Limit for the Institutional Portion shall be done considering the aggregate subscription received in the Institutional Portion;
- ii. Applicants belonging to the Non-Institutional Portion, in the first instance, will be allocated NCDs up to 10% of Tranche I Issue Limit on first come first serve basis which would be determined on the basis of date of upload of their Applications in to the electronic platform of the Stock Exchanges. The determination of Allocation ratio of 10% of Tranche I Issue Limit for the Non-Institutional Portion shall be done considering the aggregate subscription received in the Non-Institutional Portion;
- iii. Applicants belonging to the High Net Worth Individual Investors Portion, in the first instance, will be allocated NCDs up to 40% of Tranche I Issue Limit on first come first serve basis which would be determined on the basis of date of upload of their Applications in to the electronic platform of the Stock Exchanges. The determination of Allocation ratio of 40% of Tranche I Issue Limit for the High Net Worth Individual Investors Portion shall be done considering the aggregate subscription received in the High Net Worth Individual Investors Portion; and
- iv. Applicants belonging to the Retail Individual Investors Portion, in the first instance, will be allocated NCDs up to 40% of Tranche I Issue Limit on first come first serve basis which would be determined on the basis of date of upload of their Applications in to the electronic platform of the Stock Exchanges. The determination of Allocation ratio of 40% of Tranche I Issue Limit for the Retail Individual Investors Portion shall be done considering the aggregate subscription received in the Retail Individual Investors Portion.

As per circular (No. CIR/IMD/DF/18/2013) dated October 29, 2013 issued by SEBI, which amends the provisions of circular (No. CIR/IMD/DF-1/20/2012) dated July 27, 2012 to the extent that it provides for allotment in public issues of debt securities to be made on the basis of date of upload of each application into the electronic book of the

Stock Exchange, as opposed to the date and time of upload of each such application. In the event of, and on the date of oversubscription, however, allotments in public issues of debt securities is to be made on a proportionate basis.

Allotment by the Company, in consultation with the Designated Stock Exchange, shall be made on date priority basis i.e. a first-come first-serve basis to each Portion, based on the date of upload of each Application into the Electronic Book of the Stock Exchanges, subject to the Allocation Ratio indicated at the section titled “*Issue Procedure – Basis of Allotment*” at page 79 of this Tranche I Prospectus.

- (b) Allotments in case of oversubscription: In case of an oversubscription, allotments to the maximum extent, as possible, will be made on a first-come first-serve basis and thereafter on proportionate basis, i.e. full allotment of the NCDs to the Applicants on a first come first basis up to the date falling 1 (one) day prior to the date of oversubscription and proportionate allotment of NCDs to the applicants on the date of oversubscription (based on the date of upload of each Application on the electronic platform of the Stock Exchanges, in each Portion).

For the purpose of clarity, in case of oversubscription please see the below indicative scenarios:

- i. In case of an oversubscription in all Portions resulting in an oversubscription in the Tranche I Issue Limit, Allotments to the maximum permissible limit, as possible, will be made on a first-come first serve basis and thereafter on proportionate basis, i.e. full allotment of the NCDs to the Applicants on a first come first basis up to the date falling 1 (one) day prior to the date of oversubscription to respective Portion and proportionate allotment of NCDs to the Applicants on the date of oversubscription in respective Portion (based on the date of upload of each Application on the electronic platform of the Stock Exchanges in each Portion).
- ii. In case there is oversubscription in Tranche I Issue Limit, however there is under subscription in one or more Portion(s), Allotments will be made in the following order:
 - A. All valid Applications in the undersubscribed Portion(s) uploaded on the electronic platform of the Stock Exchanges till the end of the last day of the Issue Period, shall receive full and firm allotment.
 - B. In case of Portion(s) that are oversubscribed, allotment shall be made to valid Applications received on a first come first serve basis, based on the date of upload of each Application in to the Electronic platform of the Stock Exchanges. Priority for allocation of the remaining undersubscribed Portion(s) shall be given to day wise Applications received in the Retail Individual Investors Portion followed by High Net worth Individual Investors Portion, next Non-Institutional Portion and lastly Institutional Portion each according to the day of upload of Applications to the Electronic Book with Stock Exchange during the Issue period. For the sake of clarity, the day on which the entire remaining undersubscribed Portion is allocated to the oversubscribed Portion(s), no allocation shall be made to any oversubscribed Portion(s) on the remaining days of the Issue Period.
- (c) Under Subscription: If there is under subscription in the overall Tranche I Issue Limit due to undersubscription in each Portion, all valid Applications received till the end of last day of the Issue Closure day shall be grouped together in each Portion and full and firm Allotments will be made to all valid Applications in each Portion.
- (d) Minimum Allotments of 1 Secured NCD and in multiples of 1 Secured NCD thereafter would be made in case of each valid Application to all Applicants.
- (e) Proportionate Allotments: For each Portion(s), on the date of oversubscription:**
 - i. Allotments to the Applicants shall be made in proportion to their respective Application size, rounded off to the nearest integer.
 - ii. If the process of rounding off to the nearest integer results in the actual allocation of NCDs being higher than the Tranche I Issue Limit, not all Applicants will be allotted the number of NCDs arrived at after such rounding off. Rather, each Applicant whose Allotment size, prior to rounding off, had the highest decimal point would be given preference.
 - iii. In the event, there are more than one Applicant whose entitlement remain equal after the manner of distribution referred to above, our Company will ensure that the basis of allotment is finalised by draw of lots in a fair and equitable manner.
- (f) Applicant applying for more than one Series of Secured NCDs: If an Applicant has applied for more than one

Series of Secured NCDs and in case such Applicant is entitled to allocation of only a part of the aggregate number of Secured NCDs applied for, the Series-wise allocation of Secured NCDs to such Applicants shall be in proportion to the number of Secured NCDs with respect to each Series, applied for by such Applicant, subject to rounding off to the nearest integer, as appropriate in consultation with the Lead Manager and the Designated Stock Exchange. Further, in the aforesaid scenario, wherein the Applicant has applied for all the 6 (six) Series and in case such Applicant cannot be allotted all the 6 (six) Series, then the Applicant would be allotted Secured NCDs, at the discretion of the Company, the Registrar and the Lead Managers wherein the Secured NCDs with the least tenor i.e. Allotment of Secured NCDs with tenor of 24 months followed by Allotment of Secured NCDs with tenor of 36 months and Allotment of Secured NCDs with tenor of 60 months.

- (g) Unblocking of Funds for withdrawn, rejected or unsuccessful or partially successful Applications: The Registrar shall, pursuant to preparation of Basis of Allotment, instruct the relevant SCSB to unblock the funds in the relevant ASBA Account for withdrawn, rejected or unsuccessful or partially successful Applications within 6 (six) Working Days of the Tranche I Issue Closing Date.

All decisions pertaining to the basis of allotment of Secured NCDs pursuant to the Tranche I Issue shall be taken by our Company in consultation with the Lead Managers and the Designated Stock Exchanges and in compliance with the aforementioned provisions of this Tranche I Prospectus. Any other queries / issues in connection with the Applications will be appropriately dealt with and decided upon by our Company in consultation with the Lead Managers.

Our Company would allot Series I Secured NCDs to all valid applications, wherein the applicants have selected only Secured NCDs, but have not indicated their choice of the relevant options of the Secured NCDs.

Applications where the Application Amount received is greater than the minimum Application Amount, and the Application Amount paid does not tally with the number of Secured NCDs applied for may be considered for Allotment, to the extent of the Application Amount paid rounded down to the nearest ` 1,000

Investor Withdrawals and Pre-closure

Investor Withdrawal: Applicants are allowed to withdraw their Applications at any time prior to the Issue Closure Date.

Withdrawal of Applications after the Issue Period: In case an Applicant wishes to withdraw the Application after the Issue Closing Date or early closure date, the same can be done by submitting a withdrawal request to the Registrar to the Issue prior to the finalization of the Basis of Allotment.

Pre-closure: Our Company, in consultation with the Lead Managers reserves the right to close the Tranche I Issue at any time prior to the Tranche I Issue Closing Date, subject to receipt of minimum subscription which is 75% of the Base Issue before the Tranche I Issue Closing Date. Our Company shall allot Secured NCDs with respect to the Applications received at the time of such pre-closure in accordance with the Basis of Allotment as described hereinabove and subject to applicable statutory and/or regulatory requirements.

Further, the Tranche I Issue will also be withdrawn by our Company in the event that the aggregate Applications received for the Secured NCDs is lesser than the minimum subscription which is 75% of the Base Issue before the Tranche I Issue Closing Date.

In the event of such early closure of the Tranche I Issue, our Company shall ensure that public notice of such early closure is published on or before such early date of closure or the Tranche I Issue Closing Date of the Tranche Issue, as applicable, through advertisement(s) in all those newspapers in which pre-issue advertisement and advertisement for opening or closure of the Tranche I Issue have been given.

Under Section 39(3) of the Companies Act, 2013 read with Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 if the stated minimum subscription amount has not been subscribed or received, as applicable, within the specified period, the application money received is to be unblocked/credited only to the bank account in/from which the subscription was blocked/remitted. To the extent possible, where the required information for making such refunds is available with our Company and/or Registrar, refunds will be made to the account prescribed. However, where our Company and/or Registrar does not have the necessary

information for making such refunds, our Company and/or the Registrar will follow the guidelines prescribed by SEBI in this regard.

Revision of Applications

As per the notice No: 20120831-22 dated August 31, 2012 issued by the BSE, cancellation of one or more orders (series) within an Application is permitted during the Issue Period as long as the total order quantity does not fall under the minimum quantity required for a single Application. Please note that in case of cancellation of one or more orders (series) within an Application, leading to total order quantity falling under the minimum quantity required for a single Application will be liable for rejection by the Registrar.

Applicants may revise/ modify their Application details during the Issue Period, as allowed/permitted by the stock exchange(s), by submitting a written request to the Lead Managers/ Designated Intermediaries, as the case may be. However, for the purpose of Allotment, the date of original upload of the Application will be considered in case of such revision/modification. In case of any revision of Application in connection with any of the fields which are not allowed to be modified on the electronic Application platform of the Stock Exchange(s) as per the procedures and requirements prescribed by each relevant Stock Exchange, Applicants should ensure that they first withdraw their original Application and submit a fresh Application. In such a case the date of the new Application will be considered for date priority for Allotment purposes.

Revision of Applications is not permitted after the expiry of the time for acceptance of Application Forms on Tranche I Issue Closing Date. However, in order that the data so captured is accurate, the Lead Managers, the Designated Intermediaries and the Designated Branches of the SCSBs will be given up to one Working Day after the Tranche I Issue Closing Date to modify/ verify certain selected fields uploaded in the online system during the Issue Period, after which the data will be sent to the Registrar for reconciliation with the data available with the NSDL and CDSL.

Utilisation of Application Amounts

The sum received in respect of the Tranche I Issue will be kept in separate bank accounts and we will have access to such funds as per applicable provisions of law(s), regulations and approvals.

Utilisation of the proceeds of the Tranche I Issue

- All monies received out of this Tranche I Issue shall be credited / transferred to a separate bank account maintained with the Public Issue Account Bank as referred to in Section 40 of the Companies Act, 2013.
- The allotment letter shall be issued or application money shall be refunded in accordance with the applicable law failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period.
- Details of all monies unutilised out of the previous issues made by way of public offer, if any, shall be disclosed and continued to be disclosed under an appropriate separate head in our balance sheet till the time any part of the proceeds of such previous issue remains unutilized indicating the securities or other forms of financial assets in which such unutilized monies have been invested.
- Details of all monies utilised out of the previous issue made by way of public offer shall be disclosed and continued to be disclosed under an appropriate separate head in our balance sheet indicating the purpose for which such monies have been utilized.
- Details of all unutilised monies out of this Tranche I Issue, if any, shall be disclosed and continued to be disclosed under an appropriate head in our balance sheet till the time any part of the proceeds of the Issue remains unutilized indicating the form in which such unutilised monies have been invested.
- We shall utilize the Tranche I Issue proceeds only (a) receipt of minimum subscription; (b) completion of Allotment and refund process in compliance with Section 40 of the Companies Act, 2013; (c) creation of security; and (d) obtaining Listing and Trading approval as stated in this Tranche I Prospectus in the section titled “*Issue Structure*” beginning on page 47 of this Tranche I Prospectus.

- The Tranche I Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, inter alia by way of a lease, of any immovable property or in the purchase of any business or in the purchase of an interest in any business.
- The Tranche I Issue proceeds shall not be utilized for providing loan to or acquisition of shares of any person who is part of the same group or who is under the same management.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

“Any person who:

- (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”*

Listing

The Secured NCDs proposed to be offered in pursuance of the Shelf Prospectus and this Tranche I Prospectus, will be listed on the BSE. We have received the in-principle approval vide letter no. DCS/BM/PI-BOND/28/18-19 dated February 8, 2019 from the BSE. The application for listing of the Secured NCDs will be made to the Stock Exchange at an appropriate stage.

If permissions to deal in and for an official quotation of our Secured NCDs are not granted by the Stock Exchange, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of the Shelf Prospectus. Our Company shall ensure that all steps for the completion of the necessary formalities are taken for listing and commencement of trading at the Stock Exchange within 6 (six) Working Days from the date of Allotment.

For the avoidance of doubt, it is hereby clarified that in the event of non subscription to any one or more of the Series, such Secured NCDs with Series shall not be listed.

Guarantee/Letter of Comfort

This Tranche I Issue is not backed by a guarantee or letter of comfort or any other document and/or letter with similar intent.

Undertaking by the Issuer

We undertake that:

- a) the complaints received in respect of the Tranche I Issue (except for complaints in relation to Applications submitted to the Designated Intermediaries) shall be attended to by us expeditiously and satisfactorily;
- b) we shall take necessary steps for the purpose of getting the Secured NCDs listed within the specified time i.e. 6 (six) Working Days from the Tranche I Issue Closing Date.;
- c) the funds required for dispatch of physical NCD certificates in case of a rematerialisation of NCDs by registered post/ speed post shall be made available to the Registrar by our Company;
- d) necessary cooperation to the credit rating agencies shall be extended in providing true and adequate information until the debt obligations in respect of the Secured NCDs are outstanding;

- e) we shall forward the details of utilisation of the funds raised through the Secured NCDs duly certified by our statutory auditors, to the Debenture Trustee at the end of each half year;
- f) we shall disclose the complete name and address of the Debenture Trustee in our annual report;
- g) we shall provide a compliance certificate to the Debenture Trustee (on an annual basis) in respect of compliance with the terms and conditions of issue of Secured NCDs as contained in the Shelf Prospectus and this Tranche I Prospectus; and
- h) we shall make necessary disclosures/ reporting under any other legal or regulatory requirement as may be required by our Company from time to time.

SECTION VI: LEGAL AND OTHER INFORMATION

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Tranche I Issue

At the meeting of the Board of Directors of our Company, held on October 24, 2018, the Board of Directors approved the issuance to the public of Secured NCDs of face value of ₹ 1,000 each and Unsecured NCDs of face value of ₹ 1,000 each, aggregating up to ₹ 2,000 crores ("**Shelf Limit**") to the public, hereinafter called the "**Issue**". The Unsecured NCDs shall be in the nature of Subordinated Debt and shall be eligible for inclusion as Tier II Capital.

The NCDs will be issued in one or more tranches up to the Shelf Limit, on terms and conditions as set out in the relevant tranche prospectus for any tranche issue (each a "**Tranche Issue**"), and such Tranche Issue shall be decided by NCD Public Issue Committee of Board of Directors.

Further, the present borrowing is within the borrowing limits of ₹ 14,000 crores under Section 180(1)(c) of the Companies Act, 2013 duly approved by the shareholders' vide their resolution dated October 25, 2018.

Further, the NCD Public Issue Committee of the Board of Directors has approved the Issue and the Draft Shelf Prospectus by way of resolution dated February 01, 2019 and the Shelf Prospectus by way of resolution dated April 11, 2019.

The present Tranche I Issue through this Tranche I Prospectus is of Secured NCDs with a base issue size of ₹ 200 crores, with an option to retain oversubscription up to ₹ 800 crores, aggregating up to ₹ 1,000 crores which is within the Shelf Limit, was approved by the NCD Public Issue Committee at its meeting dated April 11, 2019.

Prohibition by SEBI

Our Company, persons in control of our Company and/or our Promoter and/or our Directors have not been restrained, prohibited or debarred by SEBI from accessing the securities market or dealing in securities and no such order or direction is in force. Further, no member of our Promoter group has been prohibited or debarred by SEBI from accessing the securities market or dealing in securities due to fraud.

Disclaimer Clause of SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKERS*, A. K. CAPITAL SERVICES LIMITED, JM FINANCIAL LIMITED AND TRUST INVESTMENT ADVISORS PRIVATE LIMITED AND, HAVE CERTIFIED THAT DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUE IS PRIMARILY RESPONSIBLE FOR CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MERCHANT BANKERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKERS, A. K. CAPITAL SERVICES LIMITED, JM FINANCIAL LIMITED AND TRUST INVESTMENT ADVISORS PRIVATE LIMITED AND CONFIRM THAT COMMENTS RECEIVED ON THE DRAFT SHELF PROSPECTUS HAVE BEEN SUITABLY ADDRESSED BEFORE FILING THE SHELF PROSPECTUS AND THE TRANCHE I PROSPECTUS AND TO THIS

EFFECT, HAVE FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED APRIL 11, 2019 WHICH READS AS FOLLOWS:

- 1. WE CONFIRM THAT NEITHER THE ISSUER NOR ITS PROMOTERS OR DIRECTORS HAVE BEEN PROHIBITED FROM ACCESSING THE CAPITAL MARKET UNDER ANY ORDER OR DIRECTION PASSED BY SEBI. WE ALSO CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.**
- 2. WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN THE PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE TRANCHE I ISSUE OR RELATING TO THE TRANCHE I ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE NCDS OFFERED THROUGH THE TRANCHE I ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE TRANCHE I ISSUE SHALL BE GIVEN.**
- 3. WE CONFIRM THAT THE PROSPECTUS CONTAINS ALL DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008, AS AMENDED.**
- 4. WE ALSO CONFIRM THAT ALL RELEVANT PROVISIONS OF THE COMPANIES ACT, 2013, AS AMENDED AND TO THE EXTENT NOTIFIED, SECURITIES CONTRACTS (REGULATION) ACT, 1956, SECURITIES AND EXCHANGE BOARD OF INDIA ACT, 1992 AND THE RULES, REGULATIONS, GUIDELINES, CIRCULARS ISSUED THEREUNDER ARE COMPLIED WITH.**

We confirm that no comments / complaints were received in the Draft Shelf prospectus dated February 01, 2019 filed with BSE Limited being the Designated Stock Exchange.

**In compliance with the proviso to Regulation 21A(1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, read with proviso to Regulation 5(3) of the SEBI ICDR Regulations, JM Financial Limited will be involved only in marketing of the Issue.*

Disclaimer Clause of the BSE

BSE Limited ("the Exchange") has given, vide its letter dated February 8, 2019 permission to this Company to use the Exchange's name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

- a) warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or**
- b) warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or**
- c) take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;**

And it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for, or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by any reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

Disclaimer Clause of the RBI

THE COMPANY IS HAVING A VALID CERTIFICATE OF REGISTRATION DATED AUGUST 27, 2003 ISSUED BY THE RESERVE BANK OF INDIA UNDER SECTION 45 IA OF THE RESERVE BANK OF INDIA ACT, 1934. HOWEVER, THE RBI DOES NOT ACCEPT ANY RESPONSIBILITY OR GUARANTEE ABOUT THE PRESENT POSITION AS TO THE FINANCIAL SOUNDNESS OF THE COMPANY OR FOR THE CORRECTNESS OF ANY OF THE STATEMENTS OR REPRESENTATIONS MADE OR OPINIONS EXPRESSED BY THE COMPANY AND FOR REPAYMENT OF DEPOSITS/ DISCHARGE OF LIABILITY BY THE COMPANY. IT IS DISTINCTLY UNDERSTOOD THAT THE SHELF PROSPECTUS AND THE TRANCHE I PROSPECTUS SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED TO BE APPROVED OR VETTED BY RBI.

Track record of past public issues handled by the Lead Managers

The track record of past issues handled by the Lead Managers, as required by SEBI circular number CIR/MIRSD/1/2012 dated January 10, 2012, are available at the following websites:

Name of lead manager	Website
A. K. Capital Services Limited	www.akgroup.co.in
JM Financial Limited*	www.jmfl.com
Trust Investment Advisors Private Limited	www.trustgroup.in

**In compliance with the proviso to Regulation 21A(1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, read with proviso to Regulation 5(3) of the SEBI ICDR Regulations, JMFL will be involved only in marketing of the Issue.*

Listing

Application will be made to the BSE simultaneously with the filing of this Tranche I Prospectus for permission to deal in and for official quotation in NCDs. If permission to deal in and for an official quotation of our NCDs is not granted by the BSE, our Company will forthwith repay, without interest, all monies received from the applications in pursuance of the Shelf Prospectus.

Our Company shall ensure that all steps for the completion of the necessary formalities are taken for listing and commencement of trading at the stock exchange mentioned above within 6 (six) Working Days from the date of closure of the Tranche I Issue.

For the avoidance of doubt, it is hereby clarified that in the event of non subscription to any one or more of the Series, such Secured NCDs with Series shall not be listed.

Guarantee/Letter of Comfort

This Issue is not backed by a guarantee or letter of comfort or any other document and/or letter with similar intent.

Arrangers

No arrangers have been appointed for this Issue.

Consents

Consents in writing of: (a) the Directors, (b) our Company Secretary and Compliance Officer, (c) Chief Financial Officer, (d) Lead Managers, (e) the Registrar to the Issue, (f) Legal Advisor to the Issue, (g) Credit Rating Agencies, (h) the Debenture Trustee; (i) lenders of the Company; (j) CRISIL as an industry expert for inclusion of the report titled "NBFC Coverage"; (k) the Lead Brokers; (l) the Refund Banker; (m) the Public Issue Account Bank; and (n) Arun Arora & Co. as independent chartered accountant for inclusion of the statement of tax shelter, to act in their respective capacities, have been obtained and the same will be filed along with a copy of the Shelf Prospectus and this Tranche I Prospectus with the ROC.

The consent of the Statutory Auditors of our Company, namely M/s. Khimji Kunverji & Co, Chartered Accountants, Mumbai for (a) inclusion of their names as the Statutory Auditors, (b) examination reports on

Reformatted Summary Financial Statements in the form and context in which they appear in the Shelf Prospectus, and (c) inclusion of the statement of capitalisation, have been obtained and has not withdrawn such consent and the same will be filed along with a copy of the Shelf Prospectus with the Registrar of Companies, Maharashtra, located at Mumbai.

The consents of the: **(a)** JMFCL Auditors for inclusion of their names as the statutory auditors of JMFCL and inclusion of the JMFCL Standalone Financial Statements; **(b)** Astute Auditors for inclusion of their names as the statutory auditors of Astute Investments and inclusion of the Astute Financial Statements; **(c)** JMFSL Auditors for inclusion of their names as the statutory auditors of JMFSL and inclusion of the JMFSL Standalone Financial Statements; and **(d)** JMFHL Auditors for inclusion of their names as the statutory auditors of the Subsidiary and inclusion of the JMFHL Standalone Financial Statements and the JMFHL Limited Review Financial Results, have been obtained and has not withdrawn such consent and the same will be filed along with a copy of the Shelf Prospectus with the Registrar of Companies, Maharashtra, located at Mumbai.

Expert Opinion

Except the: (i) Auditors report on Financial Statements issued by M/s. Khimji Kunverji & Co, Chartered Accountants, Mumbai dated January 31, 2019; and (ii) Statement of Tax Benefits issued by M/s. Khimji Kunverji & Co, Chartered Accountants, Mumbai dated April 11, 2019 the Company has not obtained any expert opinions.

Common form of Transfer

The Issuer undertakes that there shall be a common form of transfer for the Secured NCDs and the provisions of the Companies Act, 2013 applicable as on the date of this Tranche I Prospectus and all applicable laws shall be duly complied with in respect of all transfer of debentures and registration thereof.

Minimum Subscription

In terms of the SEBI Debt Regulations, for an issuer undertaking a public issue of debt securities the minimum subscription for public issue of debt securities shall be 75% of the Base Issue. If our Company does not receive the minimum subscription of 75% of the Base Issue, being ₹ 150 crores within the prescribed timelines under Companies Act and any rules thereto, the entire subscription amount shall be refunded to the Applicants within the timelines prescribed under Applicable Law. In the event, there is a delay, by our Company in making the aforesaid refund within the prescribed time limit, our Company will pay interest at the rate of 15% per annum for the delayed period.

Under Section 39(3) of the Companies Act 2013 read with Rule 11(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 if the stated minimum subscription amount is not received within the specified period, the application money received is to be credited only to the bank account from which the subscription was remitted. To the extent possible, where the required information for making such refunds is available with the Company and/or Registrar, refunds will be made to the account prescribed. However, where the Company and/or Registrar does not have the necessary information for making such refunds, the Company and/or Registrar will follow the guidelines prescribed by SEBI in this regard including its circular (bearing CIR/IMD/DF-1/20/2012) dated July 27, 2012.

Filing of the Tranche I Prospectus with the RoC

A copy of this Tranche I Prospectus shall be filed with the Registrar of Companies in accordance with Section 26 and Section 31 of the Companies Act, 2013.

Debenture Redemption Reserve

Section 71 of the Companies Act, 2013, read with Rule 18 made under Chapter IV of the Companies Act, 2013, requires that any company that intends to issue debentures must create a DRR for the purpose of redemption of debentures, in accordance with the following conditions: (a) the DRR shall be created out of the profits of the company available for payment of dividend, (b) the DRR shall be equivalent to at least 25% of the value of the outstanding debentures issued through the public issue in accordance with the SEBI Debt Regulations in case of NBFCs registered with the RBI no DRR is required in the case of privately placed debentures. Accordingly our Company is required to create a DRR of 25% of the value of the outstanding Secured NCDs issued through the

Issue. In addition, as per Rule 18 (7) (e) under Chapter IV of the Companies Act, 2013, the amounts credited to DRR shall not be utilised by our Company except for the redemption of the Secured NCDs. Every company required to create or maintain DRR shall on or before the 30th day of April of each year, deposit or invest, as the case may be, a sum which shall not be less than 15% of the amount of its debentures maturing during the year ending on the 31st day of March, following any one or more of the following methods: (a) in deposits with any scheduled bank, free from charge or lien; (b) in unencumbered securities of the Central Government or of any State Government; (c) in unencumbered securities mentioned in clauses (a) to (d) and (ee) of Section 20 of the Indian Trusts Act, 1882; (d) in unencumbered bonds issued by any other company which is notified under clause (f) of Section 20 of the Indian Trusts Act, 1882. The amount deposited or invested, as the case may be, shall not be utilised for any purpose other than for the repayment of debentures maturing during the year referred to above, provided that the amount remaining deposited or invested, as the case may be, shall not at any time fall below 15% of the amount of debentures maturing during the 31st day of March of that year.

Underwriting

This Issue shall not be underwritten.

Identification as wilful defaulter

Our Company (as defined under the Companies Act, 2013) or any of its Directors or Promoters have not been identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI or any other governmental authority.

Reservation

No portion of this Tranche I Issue has been reserved.

Details regarding the Company and other listed companies under the same management / associate companies as described under the Companies Act, 2013, which made any capital issue during the last three years

There are no other listed companies under the same management / associate companies as described under the Companies Act, 2013, which have made any public capital issuances during the previous three years from the date of this Tranche I Prospectus.

Private Placement

The Company has issued and allotted on private placement basis secured, rated, listed, redeemable, non-convertible debentures as given in the below table. The said debentures have been listed at BSE.

Financial Year	Units (Face value of ₹ 10 lakhs each)	Issue Amount (₹ In Crore)
2014-15	545	54.5
2015-16	1,458	145.8
2016-17	10,884	1,088.4 (Includes Unsecured NCD of ₹ 177 crore)
2017-18	22,307	2,230.7 (Includes Unsecured NCD of ₹ 457 crore)
Total	35,194	3,519.4

Previous Issue

Except as stated in the sections titled "*Capital Structure*" and "*Disclosures on existing financial indebtedness*" on pages 51 and 133 of the Shelf Prospectus respectively, our Company has not made any other issue of non convertible debentures.

Other than as specifically disclosed in this Tranche I Prospectus, our Company has not issued any securities for consideration other than cash.

Utilisation details of Previous Public Issues

Utilisation details of previous public issues made by the Company

The Company has not made any public issue of its securities prior to the date of this Tranche I Prospectus.

Utilisation details of previous public issues made by Group Companies

JM Financial Credit Solutions Limited has made a public issue of secured, rated, listed, redeemable, non-convertible debentures of face value ₹ 1,000 each, in two tranches. The details of the utilisation of issue proceeds, tranche wise, from such public issue are given below:

Tranches	Issue opening date	Issue closing date	Date of allotment of securities	Particulars	Amount (₹ in Crores)
Tranche I	May 28, 2018	May 29, 2018	June 07, 2018	Repayment of borrowings	249.0
				Lending	465.0
				Working Capital	36.0
				Total	750.0
Tranche II	November 20, 2018	December 07, 2018	December 13, 2018	Repayment of borrowings	228.0
				Lending	31.0
				General Corporate Purposes	4.6
				Total	263.6

Details regarding lending out of issue proceeds of Previous Issues

A. Lending Policy

Please refer to the section titled "Our Business" on page 92 of the Shelf Prospectus for details regarding the lending policy of the Company.

B. Loans given by the Company

As of March 31, 2019 there are no loans given by our Company that are outstanding towards associate companies or entities / persons related to the Board, senior management, Promoter or other parties covered in the registered maintained under Section 189 of the Companies Act, 2013.

C. Types of loans

Types of loan given by the Company as on December 31, 2018 are as follows:

S. No	Type of loans	Amount (Rs in crores)
1	Secured	6,290.6
2	Unsecured	402.8
	Total	6,693.4

Denomination of loans outstanding by ticket size as on December 31, 2018:

S. No	Ticket size	Percentage of AUM
1	Upto Rs 2 lakh	0.0%
2	Rs 2-5 Lakh	0.1%
3	Rs 5-10 Lakh	0.1%
4	Rs 10-25 Lakh	0.3%
5	Rs 25-50 Lakh	0.6%
6	Rs 50 Lakh -1 Crore	1.2%

7	Rs 1 - 5 Crore	3.6%
8	Rs 5-25 Crore	13.5%
9	Rs 25-100 Crore	41.7%
10	>Rs 100 Crore	38.9%
		100.0%

Geographical classification of borrowers as on December 31, 2018:

S. No.	Top 5 states	Percentage of AUM
1	Maharashtra	93.2%
2	Gujarat	1.9%
3	West Bengal	1.8%
4	Karnataka	1.8%
5	Telangana	0.6%
	Total	99.3%

Types of loans according to sectorial exposure as on December 31, 2018 is as follows:

S. No	Segment- wise breakup of AUM	Percentage of AUM
1	Capital Market	30.0%
a	Corporate Funding	13.3%
b	ESOP Funding	3.4%
c	Loan against Bond / Mutual Fund	1.8%
d	Loan against Shares	2.5%
e	Margin Funding	5.8%
f	Sponsored Financing	3.2%
2	Real Estate Funding	39.3%
a	Commercial real estate	29.4%
b	Residential Mortgages	9.9%
3	Others	30.7%
	Total	100.0%

Maturity profile of total retail loan portfolio of the Company as on December 31, 2018 is as follows:

Period	Amount (Rs in crores)
Less than 1 month	275.2
1-2 month	215.2
2-3 month	441.6
3-6 month	308.2
6 month -1 year	97.3
Above 1 year	271.3
Total	1,608.9

D. Aggregated exposure to top 20 borrowers with respect to concentration of advances as on December 31, 2018

	Amount (Rs in crore)
Total Advances to twenty largest borrowers	2,904.7
Percentage of Advances to twenty largest borrowers to Total Advances of the NBFC	43.4%

E. Aggregated exposure to top 20 borrowers with respect to concentration of exposures as on December 31, 2018

	Amount (Rs in crore)
Total Exposures to twenty largest borrowers/Customers	2,935.9
Percentage of Exposures to twenty largest borrowers/Customers to Total Advances of the NBFC on borrowers/Customers	43.3%

F. Details of loans overdue and classified as non – performing in accordance with the RBI's guidelines as of December 31, 2018

Movement of gross NPAs*	Amount (Rs in crores)
(a) Opening balance	16.8
(b) Additions during the year	--
(c) Reductions during the year	--
(d) closing balance	16.8

*Please refer paragraph titled "Non Performing Assets (NPAs)" under chapter "Our Business" at page 92 of the Shelf Prospectus for details on Gross NPA recognition Policy.

Movement of provisions for NPAs	Amount (Rs in crores)
(a) Opening balance	1.7
(b) Provisions made during the year	--
(c) Write-off / write -back of excess provisions	--
(d) closing balance	1.7

G. Segment –wise gross NPA as on December 31, 2018

S. no	Segment- wise breakup of gross NPAs	Gross NPA (%)
1	Capital Markets	100%
	Total	100%

H. Classification of borrowings as on December 31, 2018

S. No	Type of Borrowings	Amount (Rs in crores)	Percentage
1	Secured	3,324.7	54.1%
2	Unsecured	2,821.7	45.9%
	Total	6,146.4	100.0%

I. Promoter Shareholding

Please refer to the chapter "Capital Structure" on page 51 for details with respect to Promoter shareholding in our Company as on date of the Shelf Prospectus.

J. Residual maturity profile of assets and liabilities as on December 31, 2018

Particulars	Upto 30/31 days	Over 1 month upto 2 months	Over 2 months upto 3 months	Over 3 months upto 6 months	Over 6 months upto 1 year	Over 1 year upto 3 years	Over 3 years upto 5 years	Over 5 years	Total
Liabilities									
Borrowing from Banks	-	16.7	7.2	16.7	322.4	747.8	71.4	-	1,182.1
Market Borrowings	82.3	1,284.9	905.8	399.6	1,947.6	251.3	-	-	4,871.4
Foreign currency liabilities	-	-	-	-	-	-	-	-	-
Assets									
Advances	377.5	1,019.4	704.1	534.1	1,364.4	1,836.3	511.7	243.9	6,591.4

Deposits	-	-	-	-	-	0.2	0.9	0.0	1.1
Investments	0.0	0.0	-	-	140.1	-	-	106.5	246.6
Foreign currency assets	-	-	-	-	-	-	-	-	-

Auditors' Remarks

The statutory auditor of the Company, M/s. Khimji Kunverji & Co, Chartered Accountants, Mumbai confirm that there have been no reservations or qualifications or adverse remarks in the Financial Statements of the Company in the last five financial years immediately preceding the date of the Shelf Prospectus.

Dividend

Our Company has no stated specific dividend policy. The declaration and payment of dividends on our shares will be recommended by our Board of Directors and approved by our shareholders, at their discretion, and will depend on a number of factors, including but not limited to our profits, capital requirements and overall financial condition. The dividends paid by our company are as follows:

Financial Year	Nature of Dividend	Dividend Per Equity Share of face value of ₹10 each
2018-19	Interim	Rupee 0.70 per share
2017-18	Final	Rupee 1.00 per share
2016-17	Final	Rupee 1.00 per share
	Interim	Rupee 1.00 per share
2015-16	Final	Rupee 1.00 per share
2014-15	Final	Rupee 1.00 per share
2013-14	Final	Rupee 0.30 per share

Details of fraud committed against the Company

No acts of material frauds have been committed against the Company in the last five years and up to the period ended March 31, 2019.

Revaluation of assets

The Company has not revalued its assets in the last five years.

Mechanism for redressal of investor grievances

Karvy Fintech Private Limited has been appointed as the Registrar to ensure that investor grievances are handled expeditiously and satisfactorily and to effectively deal with investor complaints. The Registrar Agreement between the Registrar and our Company will provide for retention of records with the Registrar for a period of at least 8 years from the last date of despatch of the letters of allotment, demat credit and refund credit to enable the investors to approach the Registrar for redressal of their grievances. All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, Application Form number, address of the Applicant, number of Secured NCDs applied for, Series of Secured NCDs applied for, the Depository Participant and the amount blocked on Application. A copy of all grievances may also be addressed to either (a) the relevant Designated Branch of the SCSB where the Application Form was submitted by the Applicant, or (b) the concerned Designated Intermediary and the relevant Designated Branch of the SCSB in the event of an Application submitted at any of the Syndicate ASBA Centres.

All grievances arising out of Applications for the Secured NCDs made through Online Stock Exchanges may be addressed directly to the Designated Stock Exchange. The contact details of Registrar to the Issue are as follows:

Registrar to the Issue

Karvy Fintech Private Limited (formerly known as KCPL Advisory Services Private Limited)

Karvy Selenium Tower B,
Plot 31-32,
Gachibowli Financial District,
Nanakramguda,
Hyderabad 500 032
Tel: (+91 40) 6716 2222
Fax: (+91 40) 2343 1551
Email: jmfs.ncd@karvy.com
Investor Grievance Email: einward.ris@karvy.com
Website: www.karisma.karvy.com
Contact Person: Mr. Murali Krishna
Compliance Officer: Mr. Rakesh Santhalia
SEBI Registration No.: INR000000221

We estimate that the average time required by us or the Registrar to the Issue for the redressal of routine investor grievances will be 7 (seven) business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Reena Sharda has been appointed as the Company Secretary and Compliance Officer of our Company for this Issue.

The contact details of the Company Secretary and Compliance Officer of our Company are as follows:

Reena Sharda

Company Secretary and Compliance Officer
7th Floor, Cnergy,
Appasaheb Marathe Marg,
Prabhadevi, Mumbai
Maharashtra 400 025
Tel: (+91 022) 6630 3030
Fax: (+91 022) 6630 3223
Email: investorrelations.products@jmfl.com/reena.sharda@jmfl.com

Investors may contact the Registrar to the Issue or the Compliance Officer in case of any pre-issue or post Issue related issues such as demat credit or refunds.

Change in Auditors of our Company during the last three years

M/s. Khimji Kunverji & Co, Chartered Accountants, Mumbai, is the current statutory auditor of the Company. Prior to M/s. Khimji Kunverji & Co, Chartered Accountants, Mumbai, Deloitte Haskins & Sells LLP, Chartered Accountants, were the statutory auditors of the Company. Details of changes in the statutory auditors of the Company in the last 3 years have been summarised below:

Name	Address	Date of Appointment / Resignation	Auditor of the Company since (in case of resignation)	Remarks
Deloitte Haskins & Sells LLP, Chartered Accountants	Indiabulls Finance Centre, Tower 3, 27th - 32nd Floor, Elphinstone Mill Compound, Senapati Bapat Marg, Elphinstone (W), Mumbai - 400 013, India	17/07/2018 Resignation	10/10/2008	Resignation on account of expiry of the term of engagement of 5 years.
Khimji Kunverji & Co, Chartered Accountants	Sunshine Tower, Level 19, Senapati Bapat Marg, Elphinstone Road, Mumbai – 400 013	17/07/2018 Appointment	-	Appointment on account of expiry of the term of engagement of the previous statutory auditor, Deloitte Haskins & Sells LLP, Chartered Accountants, of 5 years.

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts which are or may be deemed material have been entered or are to be entered into by the Company. These contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of the Company situated at 7th Floor, Cnergy, Appasaheb Marathe Marg Prabhadevi, Mumbai, Maharashtra 400 025, India from 10.00 A.M. to 5.00 P.M. on any Working Day during which the issue is open for public subscription under the respective Tranche Prospectus

A. *Material Contracts*

1. Issue Agreement dated January 24, 2019 between the Company, A.K. Capital Services Limited, Trust Investment Advisors Private Limited and JM Financial Limited.
2. Registrar Agreement dated January 24, 2019 executed between the Company and the Registrar to the Issue.
3. Debenture Trustee Agreement dated January 24, 2019 executed between the Company and the Debenture Trustee.
4. Tripartite agreement between the Company, Registrar to the Issue and CDSL dated July 20, 2016.
5. Tripartite agreement between the Company, Registrar to the issue and NSDL dated July 27, 2017.
6. Public Issue Account Agreement dated April 10, 2019 between our Company, the Registrar, the Public Issue Account Bank and the Lead Managers.
7. Lead Brokers Agreement dated April 10, 2019 between our Company, the Lead Brokers and the Lead Managers.

B. *Material Documents*

1. Certificates of incorporation of the Company dated July 10, 1984, July 15, 1992, August 17, 2001, June 10, 2005 and June 28, 2010 issued by the RoC.
2. Memorandum and Articles of Association of the Company.
3. The certificate of registration No. B-13.00178 dated March 02, 1998 issued by Reserve Bank of India u/s 45 IA of the RBI Act, 1934.
4. Credit rating letter dated January 03, 2019 and revalidation letter dated April 01, 2019 from CRISIL granting credit ratings to the NCDs.
5. Credit rating letter dated January 09, 2019 and revalidation letter dated March 25, 2019 from ICRA granting credit ratings to the NCDs.
6. Copy of the resolution passed by the Board of Directors of the Company dated October 24, 2018 approving the Issue.
7. Copy of resolution passed by the NCD Public Issue Committee dated February 01, 2019 approving the Draft Shelf Prospectus.
8. Copy of resolution passed by the NCD Public Issue Committee dated April 11, 2019 approving the Shelf Prospectus and Tranche I Prospectus.
9. Copy of the resolution passed by the shareholders of the Company on October 25, 2018, approving the overall borrowing limit of Company.
10. Consents of the Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Lead Managers, the Registrar to the Issue, Legal Advisor to the Issue, Credit Rating Agencies, the Debenture Trustee, lenders of the Company, the Lead Brokers, the Refund Banker, the Public Issue Account Bank

and Arun Arora & Co. as independent chartered accountant for inclusion of the statement of tax shelter, to include their names in this Tranche I Prospectus.

11. The consent of the Statutory Auditors for inclusion of: (a) their names as the Statutory Auditors, (b) examination reports on Reformatted Summary Financial Statements in the form and context in which they appear in the Shelf Prospectus; (c) the statement of tax benefits available to the debenture holders; and (d) inclusion of the statement of capitalisation, in the form and context in which they appear in the Shelf Prospectus.
12. The consents of the: **(a)** JMFCL Auditors for inclusion of their names as the statutory auditors of JMFCL and inclusion of the JMFCL Standalone Financial Statements; **(b)** Astute Auditors for inclusion of their names as the statutory auditors of Astute Investments and inclusion of the Astute Financial Statements; **(c)** JMFSL Auditors for inclusion of their names as the statutory auditors of JMFSL and inclusion of the JMFSL Standalone Financial Statements; and **(d)** JMFHL Auditors for inclusion of their names as the statutory auditors of the Subsidiary and inclusion of the JMFHL Standalone Financial Statements and the JMFHL Limited Review Financial Results.
13. Examination report of the Statutory Auditors dated January 31, 2019 in relation to the Reformatted Standalone Financial Information for the financial years ended March 31, 2014, March 31, 2015, March 31, 2016, March 31, 2017 and March 31, 2018 included herein.
14. Examination report of the JMFHL Auditors dated January 28, 2019 in relation to the reformatted standalone statement of assets and liabilities and the related standalone statement of profit and loss and cash flow statement of JMFHL as at and for the years ended March 31, 2017 and 2018 as examined by the JMFHL Auditors.
15. Examination report of the JMFSL Auditors dated January 28, 2019 in relation to the reformatted standalone statement of assets and liabilities and the related standalone statement of profit and loss and cash flow statement of JMFSL as at and for the years ended March 31, 2014 and 2015 as examined by the JMFSL Auditors.
16. Examination report of the JMFCL Auditors dated January 28, 2019 and the reformatted standalone statement of assets and liabilities and the related standalone statement of profit and loss and cash flow statement of JMFCL as at and for the years ended March 31, 2014 and 2015, as examined by the JMFCL Auditors.
17. Examination report of the Astute Auditors dated January 28, 2019 and the reformatted standalone statement of assets and liabilities and the related standalone statement of profit and loss and cash flow statement of Astute Investments as at and for the year ended March 31, 2015, as examined by the Astute Auditors.
18. Statement of tax benefits dated April 11, 2019 issued by our Statutory Auditors.
19. Annual Reports of the Company for the last five Financial Years and Limited Review Financial Statements.
20. Limited review report dated January 18, 2019 in relation to the Limited Review Financial Statements.
21. Limited review report dated January 21, 2019 in relation to the unaudited standalone financial results for the nine months period ended December 31, 2018 of JMFHL.
22. Due Diligence certificate dated April 11, 2019 filed by the Lead Managers with SEBI.
23. In-principle approval, dated February 8, 2019 for the Issue issued by the BSE.

DECLARATION

We, the Directors of the Company, hereby certify and declare that all the applicable legal requirements in connection with the Issue including the relevant provisions of the Companies Act, 2013, as amended, the relevant provisions of Companies Act, 1956 and the rules prescribed thereunder, as applicable, on the date of this Tranche I Prospectus and the guidelines issued by the Government of India or the regulations, guidelines and the circulars issued by the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with. We further certify that the disclosures made in this Tranche I Prospectus are true and correct and in conformity with the Companies Act, 1956, as amended, and the relevant provisions of the Companies Act, 2013, as amended, to the extent applicable as on the date of this Tranche I Prospectus, Schedule I of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, the Securities and Exchange Board of India Act, 1992, as amended, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and no statement made in this Tranche I Prospectus is contrary to the provisions of the Companies Act, 2013, as amended and the relevant provisions of the Companies Act, 1956, applicable as on the date of this Tranche I Prospectus, the Securities Contracts (Regulation) Act, 1956, as amended, or the Securities and Exchange Board of India Act, 1992, as amended, or rules, guidelines and circulars issued thereunder.

We further certify that all the disclosures and statements in this Tranche I Prospectus are true, accurate and correct in all material respects and do not omit disclosure of any material fact which may make the statements made therein, in light of circumstances under which they were made, misleading and that this Tranche I Prospectus does not contain any misstatements.

SIGNED BY ALL DIRECTORS:

Mr. V. P. Shetty : Sd/-
(*Non- Executive Chairman*)

Mr. E A Kshirsagar : Sd/-
(*Independent Director*)

Mr. M R Umarji : Sd/-
(*Non- Executive Director*)

Mr. Atul Mehra : Sd/-
(*Non-Executive Director*)

Mr. Subodh Shinkar : Sd/-
(*Non-Executive Director*)

Mr. Vishal Kampani : Sd/-
(*Managing Director*)

Date: April 11, 2019

Place: Mumbai

DECLARATION

I, the Director of the Company, hereby certify and declare that all the applicable legal requirements in connection with the Issue including the relevant provisions of the Companies Act, 2013, as amended, the relevant provisions of Companies Act, 1956 and the rules prescribed thereunder, as applicable, on the date of this Tranche I Prospectus and the guidelines issued by the Government of India or the regulations, guidelines and the circulars issued by the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with. I further certify that the disclosures made in this Tranche I Prospectus are true and correct and in conformity with the Companies Act, 1956, as amended, and the relevant provisions of the Companies Act, 2013, as amended, to the extent applicable as on the date of this Tranche I Prospectus, Schedule I of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, the Securities and Exchange Board of India Act, 1992, as amended, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and no statement made in this Tranche I Prospectus is contrary to the provisions of the Companies Act, 2013, as amended and the relevant provisions of the Companies Act, 1956, applicable as on the date of this Tranche I Prospectus, the Securities Contracts (Regulation) Act, 1956, as amended, or the Securities and Exchange Board of India Act, 1992, as amended, or rules, guidelines and circulars issued thereunder.

I further certify that all the disclosures and statements in this Tranche I Prospectus are true, accurate and correct in all material respects and do not omit disclosure of any material fact which may make the statements made therein, in light of circumstances under which they were made, misleading and that this Tranche I Prospectus does not contain any misstatements.

Mr. Dharendra Singh
(*Independent Director*)

: Sd/-

Date: April 11, 2019

Place: New Delhi

DECLARATION

I, the Director of the Company, hereby certify and declare that all the applicable legal requirements in connection with the Issue including the relevant provisions of the Companies Act, 2013, as amended, the relevant provisions of Companies Act, 1956 and the rules prescribed thereunder, as applicable, on the date of this Tranche I Prospectus and the guidelines issued by the Government of India or the regulations, guidelines and the circulars issued by the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992, as amended, as the case may be, have been complied with. I further certify that the disclosures made in this Tranche I Prospectus are true and correct and in conformity with the Companies Act, 1956, as amended, and the relevant provisions of the Companies Act, 2013, as amended, to the extent applicable as on the date of this Tranche I Prospectus, Schedule I of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, the Securities and Exchange Board of India Act, 1992, as amended, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and no statement made in this Tranche I Prospectus is contrary to the provisions of the Companies Act, 2013, as amended and the relevant provisions of the Companies Act, 1956, applicable as on the date of this Tranche I Prospectus, the Securities Contracts (Regulation) Act, 1956, as amended, or the Securities and Exchange Board of India Act, 1992, as amended, or rules, guidelines and circulars issued thereunder.

I further certify that all the disclosures and statements in this Tranche I Prospectus are true, accurate and correct in all material respects and do not omit disclosure of any material fact which may make the statements made therein, in light of circumstances under which they were made, misleading and that this Tranche I Prospectus does not contain any misstatements.

Ms. Roshini Bakshi
(*Independent Director*)

: Sd/-

Date: April 11, 2019

Place: Singapore

CONFIDENTIAL

Ref: 2018-19/MUM/1546

Date: January 9, 2019

Mr. Milind Gandhi

Chief Financial Officer

JM Financial Products Limited

5B, 5th Floor, Cnergy,

Appasaheb Marathe Marg, Prabhadevi,

Mumbai – 400 025

Dear Sir,

Re: ICRA Credit Rating for the Rs. 2,000.00 crore Non-Convertible Debenture (NCD) Programme¹ of JM Financial Products Limited

Please refer to the Rating Agreement dated November 29, 2018 for carrying out the rating of the aforesaid **NCD** Programme. The Rating Committee of ICRA, after due consideration, has assigned a **[ICRA]AA** (pronounced as ICRA double A) rating to the captioned NCD Programme. Instruments with [ICRA]AA rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk. The Outlook on the long-term rating is **Stable**.

In any of your publicity material or other document wherever you are using our above rating, it should be stated as **[ICRA]AA (stable)**. We would request if you can sign the acknowledgement and send it to us latest by January 16, 2019 as acceptance on the assigned rating. In case you do not communicate your acceptance/non acceptance of the assigned credit rating, or do not appeal against the assigned credit rating by the aforesaid date, the credit rating will be treated by us as non accepted and shall be disclosed on ICRA's website accordingly. This is in accordance with requirements prescribed in the circular dated June 30, 2017 on **'Monitoring and Review of Ratings by Credit Rating Agencies (CRAs)'** issued by the Securities and Exchange Board of India.

Any intimation by you about the above rating to any Banker/Lending Agency/Government Authorities/Stock Exchange would constitute use of this rating by you and shall be deemed acceptance of the rating.

This rating is specific to the terms and conditions of the proposed issue as was indicated to us by you and any change in the terms or size of the issue would require the rating to be reviewed by us. If there is any change in the terms and conditions or size of the instrument rated, as above, the same must be brought to our notice before the issue of the instrument. If there is any such change after the rating is assigned by us and accepted by you, it would be subject to our review and may result in change in the rating assigned. ICRA reserves the right to review and/or, revise the above at any time on the basis of new information or unavailability of information or such other circumstances, which ICRA believes, may have an impact on the rating assigned to you.

The rating, as aforesaid, however, should not be treated as a recommendation to buy, sell or hold the bonds, debentures and/ or other instruments of like nature to be issued by you.

As mentioned above and in accordance with the aforesaid circular issued by SEBI, you are requested to furnish a monthly **'No Default Statement (NDS)'** (in the format enclosed) on the first working day of every month, confirming the timeliness of payment of all obligations against the rated debt programme.



1/-

¹ Public issue of non-convertible debentures



...2...

You are also requested to forthwith inform us about any default or delay in repayment of interest or principal amount of the instrument rated, as above, or any other debt instruments/ borrowing and keep us informed of any other developments which may have a direct or indirect impact on the debt servicing capability of the company including any proposal for re-schedulement or postponement of the repayment programmes of the dues/ debts of the company with any lender(s) / investor(s). Further, you are requested to inform us immediately as and when the borrowing limit for the instrument rated, as above, or as prescribed by the regulatory authority(ies) is exceeded.


Enclosed herewith is a copy of the rationale of the assigned rating for your reference. Please respond with your comments if any within the aforesaid timeline of January 16, 2019.

We thank you for your kind cooperation extended during the course of the rating exercise. Should you require any clarification, please do not hesitate to get in touch with us.

We look forward to your communication and assure you of our best services.

With kind regards,
For ICRA Limited


KARTHIK SRINIVASAN
Senior Vice president
karthiks@icraindia.com


SHREEKIRAN RAO
Assistant Vice President
shreekiran.rao@icraindia.com

Encl: Rating Rationale

Acknowledgement

(To be signed and returned to ICRA Limited)

I, <Name of the person>, <Designation> on behalf of the <Company/ Client name> hereby accept and acknowledge the above assigned credit rating.

For <Company/ Client Name>

Name:

Date:

Note: Please return a copy of the above communication along with the acknowledgement to ICRA Limited at 4th Floor, Electric Mansion, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400025



ICRA

ICRA Limited

CONFIDENTIAL

Ref: 2018-19/MUM/1908

Date: March 25, 2019

Mr. Nishit Shah

Chief Financial Officer

JM Financial Products Limited

5B, 5th Floor, Cnergy, Appasaheb Marathe Marg,
Prabhadevi, Mumbai – 400 025

Dear Sir,

Re: ICRA Credit Rating for Rs. 2,000 crore NCD Programme¹ of JM Financial Products Limited

In terms of the Rating Agreement executed between JM Financial Products Limited and ICRA Limited (ICRA), ICRA is required to review the rating, on an annual basis, or as and when the circumstances so warrant.

Please note that the Rating Committee of ICRA, after due consideration of the latest development in your company, has reaffirmed the rating of your non-convertible debenture (NCD) programme at [ICRA]AA (pronounced as [ICRA]double A). The Outlook on the long-term rating is **Stable**. Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.

In any of your publicity material or other document wherever you are using our above rating, it should be stated as **[ICRA]AA(Stable)**.

This rating is specific to the terms and conditions of the proposed issue as was indicated to us by you and any change in the terms or size of the issue would require the rating to be reviewed by us. If there is any change in the terms and conditions or size of the instrument rated, as above, the same must be brought to our notice before the issue of the instrument. If there is any such change after the rating is assigned by us and accepted by you, it would be subject to our review and may result in change in the rating assigned.

ICRA reserves the right to review and/ or, revise the above rating at any time on the basis of new information or unavailability of information or such other circumstances, which ICRA believes, may have an impact on the rating assigned to you.

The rating, as aforesaid, however, should not be treated as a recommendation to buy, sell or hold the instruments issued by you.

You are requested to furnish a monthly 'No Default Statement (NDS)' (in the format enclosed) on the first working day of every month, confirming the timeliness of payment of all obligations against the rated debt programme. This is in line with requirements as prescribed in circular dated June 30, 2017 on '**Monitoring and Review of Ratings by Credit Rating Agencies(CRAs)**' issued by the Securities and Exchange Board of India

You are also requested to forthwith inform us about any default or delay in repayment of interest or principal amount of the instrument rated, as above, or any other debt instruments/ borrowing and keep us informed of any other developments which may have a direct or indirect impact on the debt servicing capability of the company including any proposal for re-schedulement or postponement of the repayment programmes of the dues/ debts of the company with any lender(s) / investor(s). Further, you are requested to inform us immediately as and when the borrowing limit for the instrument rated, as above, or as prescribed by the regulatory authority(ies) is exceeded.

We thank you for your kind cooperation extended during the course of the rating exercise. Please let us know if you need any clarification.

We look forward to further strengthening our existing relationship and assure you of our best services.

With kind regards,

Yours sincerely,

For ICRA Limited

AASHAY CHOKSEY

Assistant Vice President

aashay.choksey@icraindia.com

SHREEKIRAN RAO

Assistant Vice President

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¹ Public issue of secured and unsecured non-convertible debentures

JM Financial Products Limited

January 14, 2019

Summary of rating action

Instrument*	Previous Rated Amount (Rs. crore)	Current Rated Amount (Rs. crore)	Rating Action
Proposed Non-convertible Debenture (NCD) Programme	-	2,000.00	[ICRA]AA (Stable); assigned
NCD Programme	2,500.00	2,500.00	[ICRA]AA (Stable); outstanding
Long term Market Linked Debentures (Principal Protected)	500.00	500.00	PP-MLD[ICRA]AA (Stable); outstanding
Long-term Bank Lines	1,500.00	1,500.00	[ICRA]AA (Stable); outstanding
Commercial Paper Programme	4,500.00	4,500.00	[ICRA]A1+; outstanding
Total	9,000.00	11,000.00	

*Instrument details are provided in Annexure-1

Rationale

The assigned rating is based on the consolidated view of the JM Financial Group (JM Group or the Group) on account of the close linkages among the Group entities, common promoters and senior management team, the shared brand name, and strong financial and operational synergies. ICRA believes the financial, managerial and operational support from the Group will continue to be available to all the key group companies. The rating factors in the group's demonstrated track record, strong franchise and established market position in the financial services industry. The ratings also take into account the healthy performance of the Group with consistent profitability indicators, comfortable capitalisation and measured leveraging strategy while ramping up its lending operations.

ICRA has taken note of the inherent risk profile of the key segments like real estate and promoter funding. The portfolio concentration remains high given the focus on wholesale lending, which contributed 83% to the total book as on September 30, 2018. There could be a sharp deterioration in the asset quality in case of any slippages. The Group had reported a deterioration in asset quality in FY2018 owing to a lumpy slippage in the real estate segment. On an aggregate basis, the gross non-performing assets (NPA) to advances ratio increased to 0.6%, as of March 2018, from 0.1%, as of March 2017, and was reported at 0.5% as of September 30, 2018, though it remains at a comfortable level. ICRA also draws comfort from the Group's proactive monitoring and resolution process, its conservative underwriting norms and adequate risk management systems. Given the rising prominence of the lending business, the Group's ability to manage its asset and liability profile would remain critical. ICRA takes comfort from the Group's adequate liquid assets and its ability to raise funds from the market when required, as demonstrated in the past. The ratings also factor in the Group's dependence on the cyclical capital markets. Going forward, the Group's ability to scale up its operations while maintaining profitability, capitalisation and asset quality would remain critical from a credit perspective.

Outlook: Stable

ICRA believes that the Group will continue to benefit from its diversified business profile, its demonstrated track record and established position in capital markets related businesses and its robust risk management systems.

The outlook may be revised to Positive if there is a substantial and sustained improvement in the Group's profitability, leading to an improvement in its financial risk profile. The outlook may be revised to Negative if there is significant deterioration in the asset quality of the credit book and the profitability indicators, thereby adversely affecting its financial risk profile.

Key rating drivers

Credit strengths

Strong brand name of the Group with diversified revenue stream – The Group is a diversified financial services entity with interests in investment banking, retail and institutional equity broking, wealth management, investment advisory services, portfolio management, asset management, commodity broking, securities-based lending, corporate lending, real estate lending, private equity, and asset reconstruction. The Group is one of the leading entities in capital markets and related businesses with a prime focus on investment banking and merchant banking operations and has been engaged in many marquee deals. At a consolidated basis, the Group's revenue stream remains well diversified with investment Banking, wealth management & securities business (IWS), mortgage lending, distressed credit and asset management businesses contributing 50.7%, 33.8%, 15.5% and 2.4% respectively, during H1 FY2019.

Ramp-up in lending business with an eye on diversification of portfolio – The Group forayed into the non-capital market lending business in 2008, and since then, this business has emerged as a key contributor to its revenues. The Group's lending portfolio comprises wholesale mortgage, retail mortgage, corporate lending and capital markets lending. Over the years, the Group has gradually scaled up and also diversified the lending business. It forayed into the small and medium enterprises (SME) segment in FY2017 and housing finance in FY2018. On an overall basis, the Group's loan book increased to Rs. 17,108 crore as of September 30, 2018 from Rs. 11,343 crore as of March 31, 2017 with wholesale mortgage, corporate lending, capital markets lending and retail mortgage accounting for 66%, 17%, 14% and 3%, respectively, of the loan book as of September 30, 2018.

Healthy profitability indicators – During FY2018, the Group's total income¹ increased by 38% to Rs. 3,131 crore from Rs. 2,267 crore in FY2017 driven by the expanding lending business. Supported by a stable expense profile and low credit costs, the profitability has remained healthy. JM Financial Limited (JMFL) reported a net profit of Rs. 631 crore and return on assets (RoA) of 4.6% in FY2018 (return on equity, RoE² of ~17%). In H1 FY2019 (adopted Ind-AS with effect from April 01, 2018), the Group's total income stood at Rs. 1,828 crore. Though the profitability moderated to an extent on account of a contraction in the net interest margin (NIM) in H1 FY2019, it remains healthy. The Group reported an RoA³ of 3.6% in H1 FY2019 (net profit of Rs. 306 crore and RoE of ~13%³).

Adequate capitalisation at the Group level – The Group's capitalisation remains adequate with a tangible net worth of Rs. 4,923 crore (consolidated) and a capital adequacy ratio (CRAR) of 23.1% as on September 30, 2018 (tangible net worth of Rs. 4,349 crore and CRAR of 22.4% as of March 31, 2018). ICRA takes comfort from the relatively lower consolidated gearing compared to its peers and the Group's stated plans to maintain a leverage of under 4 times, at all points in time. Gearing remained stable at 2.6 times as on September 30, 2018 vis-à-vis March 31, 2018.

Comfortable asset quality of the funding portfolio – The Group's overall loan book is sufficiently collateralised and its asset quality has also remained stable over the last few years. During Q2 FY2018, due to a lumpy slippage in the real estate lending segment, the gross and net NPA increased to ~0.6% each as on September 30, 2017. As on September 30, 2018, gross and net NPA remained stable at 0.5% and 0.4%, respectively. In ICRA's view, the asset quality indicators remain at a comfortable level. ICRA draws comfort from the robust risk management systems and conservative underwriting norms, which have supported the asset quality. Going forward, the Group's ability to control its asset quality with a further scale up in the loan book would remain a key rating monitorable.

¹ Net of sub-brokerage commission; Group financials refer to the consolidated financials of JMFL, which is the holding company of the JM Financial Group

² Return on average net worth

³ Annualised

Credit challenges

Ability to maintain ALM remains critical given the increasing prominence of the credit business, particularly wholesale lending – ICRA has taken note of the elongation in the Group's debt maturity profile over the past three years, with the share of long-term debt in the total borrowings increasing to 66% as of March 31, 2018 from 12% as of March 2015. As on September 30, 2018, the share of long-term debt in the total borrowings stood at 59%. Given the rising prominence of the lending business, the Group's ability to manage its asset and liability profile would remain critical. ICRA takes comfort from the Group's adequate liquid assets and its ability to raise funds from the market when required, as demonstrated in the past.

High concentration and inherent credit risk in the wholesale segment – The Group's loan portfolio largely comprises wholesale lending, which includes real estate, promoter funding and corporate loans. The Group's exposure to risky segments, namely real estate lending and promoter funding, accounts for a sizeable portion of the lending book. ICRA also takes note of the inherent riskiness of the real estate lending and promoter funding segments. However, the Group's conservative credit underwriting norms, coupled with the comfortable asset quality indicators, provide comfort. The Group has recently forayed into retail mortgage lending to the SME segment and has started its housing finance business, which, on the achievement of a sizeable scale, should help diversify the loan mix.

Liquidity Position:

JM Financial Limited, on a consolidated basis, had total liquidity of around Rs. 3,296 crore, comprising Rs. 2,730 crore cash and liquid investment and Rs. 566 crore undrawn bank lines as on October 05, 2018. The company also has an expected cumulative inflow of Rs. 7,479 crore during H2 FY2019. As per the asset-liability statements, as on September 30, 2018, for the key lending entities in the Group, while there were cashflow mismatches in few of the near-term buckets, cumulative cashflow position over the near-term remained comfortable. The liquidity profile, thus, remains adequate in comparison to the near-term maturities (Rs. 7,379 crore of repayment obligations in H2 FY2019).

Analytical approach:

Analytical Approach	Comments
Applicable Rating Methodologies	ICRA's Credit Rating Methodology for Non-Banking Finance Companies
Parent/Group Support	Not applicable - while assigning the ratings, ICRA has taken a consolidated view of the Group (JMFL - Consolidated) given the high operational and managerial linkages between the group companies and the shared brand name.
Consolidation / Standalone	ICRA has taken a consolidated view of the parent (JMFL) and its subsidiaries. As on March 31, 2018, JMFL had 10 subsidiaries and 7 stepdown subsidiaries. Details of the companies consolidated are provided in Annexure 2.

About the company

JM Financial Products Limited

JMFPL, registered with the Reserve Bank of India as a non-banking financial company, is the capital markets lending arm of the JM Financial Group. The company, which was engaged in public issue financing, lending against securities, margin funding, corporate lending, sponsor and promoter funding and real estate lending, will be focusing mainly on corporate lending going ahead as other NBFCs of the group – JM Financial Capital Limited and JM Financial Credit Solutions Limited – will be focusing on capital market lending and real estate lending respectively. JMFPL had a loan book of Rs. 7,826 crore as on September 30, 2018 (Rs. 6,582 crore as on March 31, 2018 and Rs. 5,499 crore as on March 31, 2017).

JMFPL reported a net profit of Rs. 213 crore on a total income base of Rs. 904 crore in FY2018 vis-a-vis a net profit of Rs. 197 crore on a total income base of Rs. 706 crore in FY2017. During H1 FY2019, JMFPL reported a net profit of Rs. 110 crore on a total income base of Rs. 490 crore as compared to a net profit of Rs. 99 crore on a total income base of Rs. 440 crore during H1 FY2018.

JM Financial Group

JM Financial Group has interests in investment banking, retail and institutional equity broking, wealth management, investment advisory services, portfolio management, asset management, commodity broking, securities-based lending, corporate lending, commercial real estate lending, private equity, and asset reconstruction. The Group's clients include corporates, domestic and foreign financial institutions, high net worth individuals (HNIs), and retail investors. While each of these businesses is independent in itself, the companies in the Group have integrated operations. JMFL is the holding company for the operating companies in the Group. The institutional equities division of JM Financial Institutional Securities Limited (JMFISL) got demerged into a subsidiary of JM Financial Services Limited (which in turn is a subsidiary of JMFL) by way of a scheme of arrangement. The residual business of JMFISL (which includes investment banking business) and JM Financial Investment Managers Limited (previously wholly-owned subsidiary of JMFL and engaged in the business of private equity fund management) got merged into JMFL by way of a scheme of amalgamation.

During FY2018, JMFL reported a consolidated net profit of Rs. 631 crore on a total income of Rs. 3,131 crore as compared with a consolidated net profit of Rs. 470 crore on a total income of Rs. 2,267 crore during FY2017. During H1 FY2019, the company reported a consolidated net profit of Rs. 306 crore on a total income of Rs. 1,828 crore.

Key financial indicators of JMFL (consolidated)

	FY2017 I-GAAP	FY2018 I-GAAP	H1 FY2019 Ind AS
Total Income ⁴	2,267	3,131	1,774
Profit after tax (PAT ³)	470	631	306
Tangible Net worth	3,227	4,349	4,923
Minority Interest	1,109	1,371	2,022
Total Loan Book	11,343	14,772	17,108
Total Assets ⁵	16,453	21,487	27,014
Return on average assets	4.7%	4.6%	3.6%
PAT/ Average Net worth (ROE)	15.6%	16.7%	13.1%
Gearing (times)	2.5	2.6	2.6

Source: JM Financial Limited and ICRA research; Amounts in Rs. crore; All ratios are as per ICRA calculations

Status of non-cooperation with previous CRA: Not applicable

Any other information: None

³ Including share in profit of associates and net of minority interest

⁴ Net of sub-brokerage commission

⁵ Net of goodwill on consolidation

Rating history for last three years:

Current Rating (FY2019)				Chronology of Rating History for the Past 3 Years														
Instrument	Type	Amount Rated (Rs. crore)	Amount Outstanding (Rs. crore)	Date & Rating		Date & Rating in FY2018										Date & Rating in FY2017		Date & Rating in FY2016
				Jan-19	Oct-18	Sep-18	Jul-18	May-18	Apr-18	Mar-18	Feb-18	Jan-18	Dec-17	Jun-17	Mar-17	Jan-17	Nov-16	Sep-15
1 Proposed NCD Programme	Long Term	2,000.00	0.00	[ICRA]AA (Stable)	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2 NCD Programme	Long Term	2,500.00	2,154.60	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)
3 Long Term Market Linked Debentures (Principal Protected)	Long Term	500.00	233.90	PP-MLD [ICRA]AA (Stable)	PP-MLD [ICRA]AA (Stable)	PP-MLD [ICRA]AA (Stable)	PP-MLD [ICRA]AA (Stable)	PP-MLD [ICRA]AA (Stable)	PP-MLD [ICRA]AA (Stable)	PP-MLD [ICRA]AA (Stable)	PP-MLD [ICRA]AA (Stable)	PP-MLD [ICRA]AA (Stable)	PP-MLD [ICRA]AA (Stable)	PP-MLD [ICRA]AA (Stable)	PP-MLD [ICRA]AA (Stable)	PP-MLD [ICRA]AA (Stable)	PP-MLD [ICRA]AA (Stable)	PP-MLD [ICRA]AA (Stable)
4 Term Loan	Long Term	913.34	913.34	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)
5 Cash Credit	Long Term	200.00	NA	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)
6 Unallocated	Long Term	386.66	NA	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)	[ICRA]AA (Stable)
7 Commercial Paper Programme	Short Term	4,500.00	NA	[ICRA]A1+	[ICRA]A1+	[ICRA]A1+	[ICRA]A1+	[ICRA]A1+	[ICRA]A1+	[ICRA]A1+	[ICRA]A1+	[ICRA]A1+	[ICRA]A1+	[ICRA]A1+	[ICRA]A1+	[ICRA]A1+	[ICRA]A1+	[ICRA]A1+
8 Commercial Paper Programme (IPO Financing)	Short Term	-	-	-	[ICRA]A1+ withdraw	[ICRA]A1+ assigned												

Complexity level of the rated instrument:

ICRA has classified various instruments based on their complexity as "Simple", "Complex" and "Highly Complex". The classification of instruments according to their complexity levels is available on the website www.icra.in

Annexure-1: Instrument Details

ISIN No	Instrument Name	Date of Issuance / Sanction	Coupon Rate	Maturity Date	Amount Rated (Rs. crore)	Current Rating and Outlook
INE523H07346	NCD	5-Feb-16	0.00%	1-Feb-19	3.00	[ICRA]AA (stable)
INE523H07353	NCD	1-Mar-16	0.00%	3-Apr-19	4.40	[ICRA]AA (stable)
INE523H07361	NCD	22-Mar-16	0.00%	22-Apr-19	3.50	[ICRA]AA (stable)
INE523H07379	NCD	11-Apr-16	0.00%	22-Apr-19	5.40	[ICRA]AA (stable)
INE523H07387	NCD	29-Apr-16	0.00%	25-Apr-19	7.80	[ICRA]AA (stable)
INE523H07411	NCD	16-Jun-16	0.00%	14-May-19	6.20	[ICRA]AA (stable)
INE523H07429	NCD	16-Jun-16	0.00%	28-May-19	6.60	[ICRA]AA (stable)
INE523H07437	NCD	16-Jun-16	0.00%	18-Jun-19	5.00	[ICRA]AA (stable)
INE523H07445	NCD	21-Jul-16	0.00%	2-Jul-19	2.80	[ICRA]AA (stable)
INE523H07452	NCD	21-Jul-16	0.00%	23-Jul-19	6.30	[ICRA]AA (stable)
INE523H07478	NCD	6-Sep-16	0.00%	6-Aug-19	11.00	[ICRA]AA (stable)
INE523H07486	NCD	6-Sep-16	0.00%	27-Aug-19	5.70	[ICRA]AA (stable)
INE523H07569	NCD	12-Jan-17	0.00%	12-May-20	63.00	[ICRA]AA (stable)
INE523H07577	NCD	12-Jan-17	0.00%	4-May-20	1.80	[ICRA]AA (stable)
INE523H07585	NCD	23-Jan-17	0.00%	7-Apr-20	9.60	[ICRA]AA (stable)
INE523H07627	NCD	27-Feb-17	0.00%	1-Jul-20	27.50	[ICRA]AA (stable)
INE523H07718	NCD	22-Mar-17	0.00%	6-May-20	2.00	[ICRA]AA (stable)
INE523H07775	NCD	26-May-17	0.00%	12-May-20	20.00	[ICRA]AA (stable)
INE523H07833	NCD	20-Jul-17	0.00%	2-Sep-20	14.70	[ICRA]AA (stable)
INE523H07841	NCD	25-Jul-17	8.70%	25-Jul-19	200.00	[ICRA]AA (stable)
INE523H07858	NCD	28-Jul-17	8.90%	28-Jul-20	150.00	[ICRA]AA (stable)
INE523H07866	NCD	28-Sep-17	8.80%	28-Sep-20	120.00	[ICRA]AA (stable)
INE523H07874	NCD	15-Nov-17	8.81%	13-Nov-20	300.00	[ICRA]AA (stable)
INE523H07882	NCD	21-Nov-17	0.00%	30-Apr-21	173.90	[ICRA]AA (stable)
INE523H07916	NCD	8-Dec-17	0.00%	6-Apr-21	54.60	[ICRA]AA (stable)
INE523H07940	NCD	7-Feb-18	9.34%	23-Apr-21	209.80	[ICRA]AA (stable)
INE523H07973	NCD	28-Jun-18	9.25%	28-Jun-21	120.00	[ICRA]AA (stable)
INE523H07981	NCD	24-Aug-18	9.42%	25-Feb-20	75.00	[ICRA]AA (stable)
INE523H07999	NCD	7-Sep-18	364-day T-bill linked	30-Jun-22	150.00	[ICRA]AA (stable)
INE523H07AB3	NCD	14-Sep-18	0.00%	11-Aug-21	16.50	[ICRA]AA (stable)
INE523H07AC1	NCD	14-Sep-18	0.00%	13-Sep-21	40.00	[ICRA]AA (stable)
INE523H07AD9	NCD	14-Sep-18	0.00%	4-Apr-22	65.00	[ICRA]AA (stable)
INE523H07AE7	NCD	27-Sep-18	0.00%	29-Sep-22	45.00	[ICRA]AA (stable)
NA	NCD *	NA	NA	NA	3.90	[ICRA]AA (stable)
INE523H07395	MLD (PP)	9-Jun-16	-	11-Jun-19	5.00	PP-MLD[ICRA]AA (Stable)
INE523H07783	MLD (PP)	26-May-17	-	29-Sep-20	50.00	PP-MLD[ICRA]AA (Stable)
INE523H07908	MLD (PP)	28-Nov-17	-	29-Nov-19	55.00	PP-MLD[ICRA]AA (Stable)
INE523H07924	MLD (PP)	14-Dec-17	-	14-Dec-20	17.40	PP-MLD[ICRA]AA (Stable)
INE523H07932	MLD (PP)	29-Dec-17	-	29-Jan-19	7.50	PP-MLD[ICRA]AA (Stable)
INE523H07957	MLD (PP)	14-Feb-18	-	16-Dec-19	25.00	PP-MLD[ICRA]AA (Stable)
INE523H07965	MLD (PP)	22-Mar-18	-	16-Sep-19	29.00	PP-MLD[ICRA]AA (Stable)
INE523H07AA5	NCD	6-Sep-18	G-Sec linked	28-Feb-20	25.00	PP-MLD[ICRA]AA (Stable)
INE523H07AF4	NCD	3-Jan-19	10-yr Govt bond linked	3-Jul-20	10.00	PP-MLD[ICRA]AA (Stable)

ISIN No	Instrument Name	Date of Issuance / Sanction	Coupon Rate	Maturity Date	Amount Rated (Rs. crore)	Current Rating and Outlook
NA	MLD (PP) *	-	-	-	231.10	PP-MLD[ICRA]AA (Stable)
NA	Term Loan	2016-17	NA	2019-2021	986.66	[ICRA]AA (Stable)
NA	Cash Credit	NA	NA	NA	200.00	[ICRA]AA (Stable)
NA	Unallocated *	NA	NA	NA	313.34	[ICRA]AA (Stable)
NA	CP Programme	NA	NA	7-365 days	4,500.00	[ICRA]A1+

* Proposed

Source: JM Financial Products Limited

Annexure-2: List of entities considered for consolidated analysis

Company Name	Ownership / Relationship with rated entity	Consolidation Approach
JM Financial Limited	Parent	ICRA has taken a consolidated view of parent and its subsidiaries
JM Financial Asset Management Limited	Fellow Subsidiary	
CR Retail Malls (India) Limited	Fellow Subsidiary	
JM Financial Products Limited	Fellow Subsidiary	
JM Financial Capital Limited	Fellow Subsidiary	
JM Financial Services Limited	Fellow Subsidiary	
JM Financial Credit Solutions Limited	Fellow Subsidiary	
Astute Investments	Partnership Firm of fellow subsidiaries	
JM Financial Asset Reconstruction Company Limited	Fellow Subsidiary	
JM Financial Home Loans Limited	Fellow Subsidiary	
JM Financial Institutional Securities Limited	Fellow Subsidiary	
Infinite India Investment Management Limited	Fellow Subsidiary	
JM Financial Trustee Company Private Limited	Associate of JMFL	
JM Financial Overseas Holding Private Limited	Fellow Subsidiary	
JM Financial Securities Inc.	Fellow Subsidiary	
JM Financial Singapore Pte Ltd	Fellow Subsidiary	
JM Financial Commtrade Limited	Fellow Subsidiary	
J.M. Financial & Investment Consultancy Private Limited	Related Party *	

* a company owned by the promoters of JMFL

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About ICRA Limited:

ICRA Limited was set up in 1991 by leading financial/investment institutions, commercial banks and financial services companies as an independent and professional investment Information and Credit Rating Agency.

Today, ICRA and its subsidiaries together form the ICRA Group of Companies (Group ICRA). ICRA is a Public Limited Company, with its shares listed on the Bombay Stock Exchange and the National Stock Exchange. The international Credit Rating Agency Moody's Investors Service is ICRA's largest shareholder.

For more information, visit www.icra.in

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JMFPPL/214130/NCD/041600308

January 3, 2019

Mr. Milind Gandhi

Chief Financial Officer

JM Financial Products Limited

1st Floor, B Wing Suashish IT Park,

Plot No 68E Off Dattapada Road, Opp. Tata Steel

Borivali East

Mumbai - 400066

Tel: 022 61667000

Dear Mr. Milind Gandhi,

Re: CRISIL Rating for the Rs.2000 Crore Non-Convertible Debentures* of JM Financial Products Limited

All ratings assigned by CRISIL are kept under continuous surveillance and review.

CRISIL has, after due consideration, assigned a "CRISIL AA/Stable" (pronounced "CRISIL double A rating with stable outlook") rating to the captioned Debt instrument. Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.

For the purpose of issuance of the captioned debt instrument, this letter is valid for 180 calendar days from the date of the letter. In the event of your company not placing the above instrument within this period, or in the event of any change in the size/structure of your proposed issue, the rating shall have to be reviewed and a letter of revalidation shall have to be issued to you. Once the instrument is issued, the above rating is valid throughout the life of the captioned debt instrument.

As per our Rating Agreement, CRISIL would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL reserves the right to withdraw or revise the ratings assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information or other circumstances, which CRISIL believes, may have an impact on the rating.

As per the latest SEBI circular (reference number: CIR/TMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at debtissue@crsil.com. This will enable CRISIL to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us for any clarifications you may have at debtissue@crsil.com

Should you require any clarifications, please feel free to get in touch with us.

With warm regards,

Yours sincerely,

Lama Patel

Rama Patel
Director - CRISIL Ratings

W. W. W.

Nivedita Shibu
Associate Director - CRISIL Ratings

*for public issue

A CRISIL rating reflects CRISIL's current opinion on the likelihood of timely payment of the obligations under the rated instrument and does not constitute an audit of the rated entity by CRISIL. CRISIL ratings are based on information provided by the issuer or obtained by CRISIL from sources it considers reliable. CRISIL does not guarantee the completeness or accuracy of the information on which the rating is based. A CRISIL rating is not a recommendation to buy, sell, or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. All CRISIL ratings are under surveillance. CRISIL or its associates may have other commercial transactions with the company/entity. Ratings are revised as and when circumstances so warrant. CRISIL is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of its product. CRISIL Ratings rating corporate entity number and rating instrument number are available on the CRISIL web site www.crisil.com. For the latest rating information on any instrument of any company rated by CRISIL, please contact Customer Service Helpline at 1800-267-

**Details of the Rs.2000 Crore Non-Convertible Debentures of
JM Financial Products Limited**

	1st tranche		2nd tranche		3rd tranche	
Instrument Series:						
Amount Placed:						
Maturity Period:						
Put or Call Options (if any):						
Coupon Rate:						
Interest Payment Dates:						
Principal Repayment Details:	Date	Amount	Date	Amount	Date	Amount
Investors:						
Trustees:						

In case there is an offer document for the captioned Debt issue, please send us a copy of it.

A CRISIL rating reflects CRISIL's current opinion on the likelihood of timely payment of the obligations under the rated instrument and does not constitute an audit of the rated entity by CRISIL. CRISIL ratings are based on information provided by the issuer or obtained by CRISIL from sources it considers reliable. CRISIL does not guarantee the completeness or accuracy of the information on which the rating is based. A CRISIL rating is not a recommendation to buy, sell, or hold the rated instrument, it does not comment on the market price or suitability for a particular investor. All CRISIL ratings are under surveillance. CRISIL or its associates may have other commercial transactions with the company/entity. Ratings are revised as and when circumstances so warrant. CRISIL is not responsible for any errors and especially states that it has no financial or other interest in the subscribers / users / transmitters / distributors of this product. CRISIL Ratings rating criteria are available on the website www.crisil.com. For the latest rating information on any instrument of any company rated by CRISIL, please contact Customer Service Helpdesk at 1800-2167-1307.

CONFIDENTIAL

JMFPPL/214130/NCD/041600308/1

April 01, 2019

Mr. Nishit Shah

Chief Financial Officer

JM Financial Products Limited

1st Floor, B Wing Suashish IT Park,

Plot No 68E Off Dattapada Road, Opp. Tata Steel

Borivali East

Mumbai - 400066

Tel: 022 61667000

Dear Mr. Nishit Shah,

Re: CRISIL Rating for the Rs.2000 Crore Non Convertible Debentures* of JM Financial Products Limited

All ratings assigned by CRISIL are kept under continuous surveillance and review.

Please refer to our rating letters dated February 5, 2019 bearing Ref. no: JMFPPL/214130/NCD/041600308/1

Please find in the table below the rating outstanding for your company.

Instrument	Rated Amount (Rs. in Crore)	Rating Outstanding
Non-Convertible Debentures	2000	CRISIL AA/Stable

In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL will be necessary.

As per our Rating Agreement, CRISIL would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL reserves the right to withdraw or revise the ratings assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information or other circumstances, which CRISIL believes, may have an impact on the rating.

As per the latest SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at debtissue@crisil.com. This will enable CRISIL to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us for any clarifications you may have at debtissue@crisil.com

Should you require any clarifications, please feel free to get in touch with us.

With warm regards,

Yours sincerely,

Rama Patel

Rama Patel

Director - CRISIL Ratings

Nivedita Shibu

Nivedita Shibu

Associate Director - CRISIL Ratings



*For public Issue

A CRISIL rating reflects CRISIL's current opinion on the likelihood of timely payment of the obligations under the rated instrument and does not constitute an audit of the rated entity by CRISIL. CRISIL ratings are based on information provided by the issuer or obtained by CRISIL from sources it considers reliable. CRISIL does not guarantee the completeness or accuracy of the information on which the rating is based. A CRISIL rating is not a recommendation to buy, sell, or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. All CRISIL ratings are under surveillance. CRISIL or its associates may have other commercial transactions with the company/entity. Ratings are revised as and when circumstances so warrant. CRISIL is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of this product. CRISIL Ratings rating criteria are available without charge to the public on the CRISIL web site, www.crisil.com. For the latest rating information on any instrument, please contact CRISIL Customer Service Helpdesk at 1800-267-1301.

Rating Rationale

January 03, 2019 | Mumbai

JM Financial Products Limited

'CRISIL AA/Stable' assigned to NCD

Rating Action

Total Bank Loan Facilities Rated	Rs.500 Crore
Long Term Rating	CRISIL AA/Stable (Reaffirmed)

Rs.2000 Crore Non Convertible Debentures	CRISIL AA/Stable (Assigned)
Non-Convertible Debentures Aggregating Rs.1570 Crore	CRISIL AA/Stable (Reaffirmed)
Rs.4500 Crore Commercial Paper	CRISIL A1+ (Reaffirmed)

1 crore = 10 million

Refer to annexure for Details of Instruments & Bank Facilities

Detailed Rationale

CRISIL has assigned its '**CRISIL AA/Stable**' ratings on Rs 2,000 crore Non-Convertible Debenture issue of JM Financial Products Limited (JM Financial Products; part of the JM Financial group) and has reaffirmed its ratings on the company's other debt instruments and bank facilities at 'CRISIL AA/Stable/CRISIL A1+'.

The rating primarily reflects the group's continued ability to maintain healthy capitalisation and established market position in investment banking, wealth management, and securities-based lending businesses. The rating also factors in the benefits expected to accrue from scale up in the wholesale lending business, and the group's strong risk management practices. These rating strengths are partially offset by the inherent vulnerability of the asset quality in the group's wholesale lending business.

Analytical Approach

For arriving at its ratings, CRISIL has combined the business and financial risk profiles of all companies within the JM Financial group, including the NBFC, JM Financial Credit Solutions Ltd where the JM Financial has 47% stake. The group also includes JM Financial Asset Reconstruction Company Ltd (JMARC; rated 'CRISIL AA-/Stable/CRISIL A1+') where JM Financial Group has 57.07% stake and is now a subsidiary of JM Financial Limited. This is because of the significant operational and financial integration among the group companies, and their common senior management team and shared brand. All the companies are collectively referred to as the JM Financial group.

Please refer Annexure - Details of Consolidation, which captures the list of entities considered and their analytical treatment of consolidation.

Key Rating Drivers & Detailed Description

Strengths

* Healthy capitalisation

The group is sufficiently capitalised to support growth plans over the medium term, especially in the wholesale lending business that will provide cushion against asset-side risks. Networth (including minority interest and excluding goodwill) was sizeable at Rs 6945 crore as on September 30, 2018 (Rs 5719 crore as on March 31, 2018). Moreover, gearing (including debt and equity of JMARC) remained comfortable at 2.6 times as on September 30, 2018. Despite increasing scale of operations in the lending business, adjusted gearing will not exceed 3.5 times on a steady state basis over the medium term.

* Established market position in the capital markets-related businesses

The group will benefit significantly from buoyancy in the capital markets over the medium term, given its strong market position across business segments. It has developed a strong franchise in key operating segments such as investment banking, wealth management, and securities-based lending. This is aided by the track record and reputation of its experienced management and healthy client relationship. Furthermore, management has been conservative in its risk philosophy. Total revenue and net profit (including minority interest and profit from associate) increased year-on-year by 21.9% and 8.2% (Ind AS factored), respectively for the half year ended fiscal 2019. The Return on networth¹ was at 13.1% (annualized) for the half year ended September 30, 2018 compared to 18.0% for fiscal 2018. However, given the tightening of the funding environment, the business growth is expected to be moderate in near term though expected to pick up over medium term.

* Diversification benefits to accrue from scale up in the wholesale lending business

The JM Financial group plans to significantly increase scale in the wholesale lending business through JM Financial Credit Solutions and JM Financial Products Ltd. Gross loan book was Rs 17,108 crore, September 30, 2018 (Rs 14,772 crore as on March 31, 2018). Over the past five fiscals, the wholesale loan book grew more than eight fold to Rs 14,188 crore as on September 30, 2018 and accounted for about 83% of the portfolio. With strong capital position of the group, lending business is likely to grow at a healthy pace over the medium-term.

* Strong risk management practices

Credit risk profile is supported by strong risk management practices to deal with market, credit, liquidity, operational, and counterparty risks, which mitigate the risk of potential losses in the broking and lending businesses. Track record of low delinquencies and negligible write-offs in the broking and securities-based lending businesses, despite cyclicity in equity markets, underscores the adequacy of the group's risk management systems.

The group has also put in place strong practices to manage inherent risks in the wholesale lending business while growing the lending book. It continues to follow prudent lending policies and has put in place additional controls in recent quarters to manage increased stress in the real estate sector. It focuses on providing funding to select builders/corporates with robust performance track record and with which it has had prior business association. A team of experienced professionals undertakes detailed due diligence, including stress testing, to assess the credit quality of borrowers. The portfolio is regularly monitored, including regular and detailed discussion with borrowers, and end-use monitoring of funds. All the loans are adequately covered by collateral (of 1.5-2.0 times) at all points in time. The group has demonstrated ability to resolve delinquencies in the portfolio at an early stage through identification and quick exit. This is reflected in its relatively low gross non-performing assets of 0.5% as on September 30, 2018 (0.6% on March 31, 2018).

Weakness

* Asset quality in the wholesale lending business remains inherently vulnerable

Asset quality of the wholesale lending business remains susceptible to the performance of the real estate sector and financial flexibility of borrowers. This business also entails high risks given the underlying borrower profile and large ticket size of loans. While the group has adequate origination, underwriting, and credit monitoring systems, ability to maintain healthy asset quality in this business will remain a key rating monitorable.

Outlook: Stable

CRISIL believes the JM financial group will maintain its healthy financial risk profile over the medium term, supported by strong capitalisation, conservative gearing, and high profitability. The group will also benefit from scale-up in the wholesale lending business supported by efficient risk management practices; and from its established market position in capital market-related businesses. The outlook may be revised to 'Positive' if the group significantly increases scale of operations in the lending business while substantially de-risking the business, and maintains comfortable asset quality and strong financial risk profile. The outlook may be revised to 'Negative' if asset-quality challenges in the lending business adversely affect profitability.

Liquidity position

JM Financial Group has total repayment obligations of Rs 7,379 crore (as per ALM on September 30, 2018) over the six months ending March 31, 2019 against which it has cushion of Rs 3296 crore (cash & liquid investment Rs 2,091 crore, unutilized Bank lines of Rs 566 crore and liquidable investment of Rs 639 crore). The group companies (consolidated) had negative mismatch in some of the buckets in upto one year bucket in their ALM as on (September 30, 2018) though on cumulative basis inflows are matched with outflows. Meanwhile, two third of the group's total CP borrowings of Rs 5,040 crores (as on October 25, 2018) are deployed in the short term assets (capital market lending, esop financing, trading & broking etc) and can be easily liquidated if required. The company's steady inflows from business and healthy asset quality (GNPAs of 0.5% as on September 2018) supports the liquidity. The group companies continues to access the debt markets in the third quarter of fiscal 2019 to raise funds via commercial paper, non-convertible debentures and bank loans etc. thereby further cushioning the group's liquidity position.

About the Group

The JM Financial group has interests in investment banking, retail and institutional equity broking, wealth management, investment advisory services, portfolio management, asset management, commodity broking, securities-based lending, corporate lending, private equity, and asset reconstruction. Clients include corporates, domestic and foreign financial institutions, high-networth individuals, and retail investors. While each of these businesses is independent, companies in the group have integrated operations. JM Financial Ltd is the group's holding company.

For fiscal 2018, the group reported a profit after tax (including minority interest and profit from associate) of Rs 871.0 crore on total income (net of interest expenses) of Rs 2,090.0 crore, against a profit after tax (including minority interest and profit from associate) of Rs 648.9 crore on total income (net of interest expenses) of Rs 1,577.3 crore for fiscal 2017.

Key Financial Indicators of JM Financial group

As for the half year ended September 30, 2018	Unit	2018*	2017
Total assets	Rs. Cr.	27,014	20,185
Total income	Rs. Cr.	1,829	1,500
Profit after tax	Rs. Cr.	306	278
Gross NPA	%	0.5	0.6
Adjusted gearing	Times	2.4	2.9

*post IndAS impact

Any other information: Not applicable

Note on complexity levels of the rated instrument:

CRISIL complexity levels are assigned to various types of financial instruments. The CRISIL complexity levels are available on www.crisil.com/complexity-levels. Users are advised to refer to the CRISIL complexity levels for instruments that they consider for investment. Users may also call the Customer Service Helpdesk with queries on specific instruments.

Annexure - Details of Instrument(s)

ISIN	Name of Instrument	Date of Allotment	Coupon Rate (%)	Maturity Date	Issue Size (Rs. Cr)	Rating Outstanding with Outlook
INE523H07346	Non-Convertible Debenture issue	5-Feb-16	Zero Coupon	1-Feb-19	3.00	CRISIL AA/Stable
INE523H07353	Non-Convertible Debenture issue	1-Mar-16	Zero Coupon	3-Apr-19	4.40	CRISIL AA/Stable
INE523H07361	Non-Convertible Debenture issue	22-Mar-16	Zero Coupon	22-Apr-19	3.50	CRISIL AA/Stable
INE523H07379	Non-Convertible Debenture issue	11-Apr-16	Zero Coupon	22-Apr-19	5.40	CRISIL AA/Stable
INE523H07387	Non-Convertible Debenture issue	29-Apr-16	Zero Coupon	25-Apr-19	7.80	CRISIL AA/Stable
INE523H07395	Non-Convertible Debenture issue	9-Jun-16	Zero Coupon	11-Jun-19	5.00	CRISIL AA/Stable
INE523H07403	Non-Convertible Debenture issue^	13-Jun-16	Zero Coupon	13-Dec-17	10.00	CRISIL AA/Stable
INE523H07411	Non-Convertible Debenture issue	16-Jun-16	Zero Coupon	14-May-19	6.20	CRISIL AA/Stable
INE523H07429	Non-Convertible Debenture issue	16-Jun-16	Zero Coupon	28-May-19	6.60	CRISIL AA/Stable
INE523H07437	Non-Convertible Debenture issue	16-Jun-16	Zero Coupon	18-Jun-19	5.00	CRISIL AA/Stable
INE523H07445	Non-Convertible Debenture issue	21-Jul-16	Zero Coupon	2-Jul-19	2.80	CRISIL AA/Stable
INE523H07452	Non-Convertible Debenture issue	21-Jul-16	Zero Coupon	23-Jul-19	6.30	CRISIL AA/Stable
INE523H07460	Non-Convertible Debenture issue^	16-Aug-16	8.7000%	15-Nov-17	25.00	CRISIL AA/Stable
INE523H07478	Non-Convertible Debenture issue	6-Sep-16	Zero Coupon	6-Aug-19	11.00	CRISIL AA/Stable
INE523H07486	Non-Convertible Debenture issue	6-Sep-16	Zero Coupon	27-Aug-19	5.70	CRISIL AA/Stable
INE523H07494	Non-Convertible Debenture issue^	22-Sep-16	8.7000%	22-Dec-17	30.00	CRISIL AA/Stable
INE523H07502	Non-Convertible Debenture issue^	30-Sep-16	8.7500%	30-Nov-17	12.50	CRISIL AA/Stable
INE523H07510	Non-Convertible Debenture issue^	21-Oct-16	8.3500%	22-Jan-18	25.00	CRISIL AA/Stable
INE523H07528	Non-Convertible Debenture issue^	23-Nov-16	8.8145%	1-Jun-18	100.00	CRISIL AA/Stable
INE523H07536	Non-Convertible Debenture issue^	28-Dec-16	Zero Coupon	19-Mar-18	50.00	CRISIL AA/Stable
INE523H07544	Non-Convertible Debenture issue^	28-Dec-16	Zero Coupon	18-Jun-18	50.00	CRISIL AA/Stable
INE523H07551	Non-Convertible Debenture issue^	5-Jan-17	8.3500%	6-Apr-18	25.00	CRISIL AA/Stable
INE523H07692	Non-Convertible Debenture issue^	09-Mar-17	8.8803%	10-Aug-18	15.00	CRISIL AA/Stable
INE523H07676	Non-Convertible Debenture issue^	09-Mar-17	Zero Coupon	31-Aug-18	100.00	CRISIL AA/Stable
INE523H07643	Non-Convertible Debenture issue^	09-Mar-17	8.8878%	7-Sep-18	25.00	CRISIL AA/Stable
INE523H07635	Non-Convertible Debenture issue^	09-Mar-17	8.8878%	7-Sep-18	40.00	CRISIL AA/Stable
INE523H07684	Non-Convertible Debenture issue^	09-Mar-17	Zero Coupon	7-Sep-18	50.00	CRISIL AA/Stable
INE523H07700	Non-Convertible Debenture issue^	22-Mar-17	Zero Coupon	7-Sep-18	25.00	CRISIL AA/Stable
INE523H07650	Non-Convertible Debenture issue^	09-Mar-17	8.4000%	11-Sep-18	75.00	CRISIL AA/Stable
	Non-Convertible		Zero			

INE523H07676	Debenture issue^	09-Mar-17	Coupon	20-Sep-18	50.00	CRISIL AA/Stable
INE523H07619	Non-Convertible Debenture issue^	27-Feb-17	8.8920%	24-Sep-18	30.00	CRISIL AA/Stable
INE523H07734	Non-Convertible Debenture issue^	26-May-17	Zero Coupon	23-Nov-18	20.00	CRISIL AA/Stable
INE523H07742	Non-Convertible Debenture issue^	26-May-17	8.6897%	23-Nov-18	10.00	CRISIL AA/Stable
INE523H07759	Non-Convertible Debenture issue^	26-May-17	8.6897%	23-Nov-18	20.00	CRISIL AA/Stable
INE523H07767	Non-Convertible Debenture issue^	26-May-17	Zero Coupon	23-Nov-18	50.00	CRISIL AA/Stable
INE523H07585	Non-Convertible Debenture issue	23-Jan-17	Zero Coupon	7-Apr-20	4.60	CRISIL AA/Stable
INE523H07577	Non-Convertible Debenture issue	12-Jan-17	Zero Coupon	4-May-20	1.80	CRISIL AA/Stable
INE523H07718	Non-Convertible Debenture issue	22-Mar-17	Zero Coupon	6-May-20	2.00	CRISIL AA/Stable
INE523H07569	Non-Convertible Debenture issue	12-Jan-17	Zero Coupon	12-May-20	63.00	CRISIL AA/Stable
INE523H07775	Non-Convertible Debenture issue	26-May-17	Zero Coupon	12-May-20	20.00	CRISIL AA/Stable
INE523H07627	Non-Convertible Debenture issue	27-Feb-17	9.0500%	01-Jul-20	5.70	CRISIL AA/Stable
NA	Non-Convertible Debenture issue*	NA	NA	NA	2562.70	CRISIL AA/Stable
NA	Commercial paper programme	NA	NA	7-365 days	4500	CRISIL A1+
NA	Long-Term Bank Facility	NA	NA	NA	200	CRISIL AA/Stable
NA	Cash Credit	NA	NA	NA	200	CRISIL AA/Stable
NA	Proposed Long Term Bank Loan Facility	NA	NA	NA	100	CRISIL AA/Stable

*yet to be issued

^CRISIL is awaiting independent confirmation of redemption before withdrawing ratings on these facility

Annexure - Details of consolidation

Entity consolidated	Extent of consolidation	Rational for consolidation
JM Financial Products Limited	Full	Subsidiary
JM Financial Credit Solutions Limited	Full	Associate
JM Financial Services Limited	Full	Subsidiary
JM Financial Institutional Securities Limited	Full	Subsidiary
JM Financial Capital Limited	Full	Subsidiary
JM Financial Commtrade Limited	Full	Subsidiary
JM Financial Overseas Holdings Private Limited	Full	Subsidiary
JM Financial Singapore Pte Limited	Full	Subsidiary
JM Financial Securities, Inc	Full	Subsidiary
JM Financial Home Loans Limited	Full	Subsidiary
Infinite India Investment Management Limited	Full	Subsidiary
JM Financial Asset Management Limited	Full	Subsidiary
JM Financial Properties and Holdings	Full	Subsidiary
CR Retail Malls (India) Limited	Full	Subsidiary
JM Financial Trustee Company Private	Full	Subsidiary
Astute Investments	Full	Subsidiary

Annexure - Rating History for last 3 Years

Current				2019 (History)		2018		2017		2016		Start of 2016
Instrument	Type	Outstanding Amount	Rating	Date	Rating	Date	Rating	Date	Rating	Date	Rating	Rating
Commercial Paper	ST	4500.00	CRISIL A1+			29-03-18	CRISIL A1+	15-09-17	CRISIL A1+	09-12-16	CRISIL A1+	CRISIL A1+

Ratings

								08-09-17	CRISIL A1+	25-11-16	CRISIL A1+	
								01-08-17	CRISIL A1+	26-10-16	CRISIL A1+	
								17-07-17	CRISIL A1+	07-10-16	CRISIL A1+	
								30-06-17	CRISIL A1+	16-09-16	CRISIL A1+	
								19-06-17	CRISIL A1+	31-08-16	CRISIL A1+	
								19-05-17	CRISIL A1+	23-08-16	CRISIL A1+	
								09-05-17	CRISIL A1+	03-08-16	CRISIL A1+	
								26-04-17	CRISIL A1+	13-07-16	CRISIL A1+	
								13-04-17	CRISIL A1+	30-06-16	CRISIL A1+	
								07-03-17	CRISIL A1+	21-06-16	CRISIL A1+	
								03-03-17	CRISIL A1+	28-04-16	CRISIL A1+	
								24-01-17	CRISIL A1+	06-04-16	CRISIL A1+	
										03-02-16	CRISIL A1+	
Commercial Paper Issue	ST		--		--	29-03-18	Withdrawal	15-09-17	CRISIL A1+	09-12-16	CRISIL A1+	CRISIL A1+
								08-09-17	CRISIL A1+	25-11-16	CRISIL A1+	
								01-08-17	CRISIL A1+	26-10-16	CRISIL A1+	
								17-07-17	CRISIL A1+	07-10-16	CRISIL A1+	
								30-06-17	CRISIL A1+	16-09-16	CRISIL A1+	
								19-06-17	CRISIL A1+	31-08-16	CRISIL A1+	
								19-05-17	CRISIL A1+	23-08-16	CRISIL A1+	
								09-05-17	CRISIL A1+	03-08-16	CRISIL A1+	
								26-04-17	CRISIL A1+	13-07-16	CRISIL A1+	
								13-04-17	CRISIL A1+	30-06-16	CRISIL A1+	
								07-03-17	CRISIL A1+	21-06-16	CRISIL A1+	
								03-03-17	Withdrawal	28-04-16	CRISIL A1+	
								24-01-17	CRISIL A1+	06-04-16	CRISIL A1+	
										03-02-16	CRISIL A1+	
Non Convertible Debentures	LT	1007.30 03-01-19	CRISIL AA/Stable			29-03-18	CRISIL AA/Stable	15-09-17	CRISIL AA/Stable	09-12-16	CRISIL AA/Stable	CRISIL AA/Stable
								08-09-17	CRISIL AA/Stable	25-11-16	CRISIL AA/Stable	
								01-08-17	CRISIL AA/Stable	26-10-16	CRISIL AA/Stable	

								17-07-17	CRISIL AA/Stabl e	07-10-16	CRISIL AA/Stabl e	
								30-06-17	CRISIL AA/Stabl e	16-09-16	CRISIL AA/Stabl e	
								19-06-17	CRISIL AA/Stabl e	31-08-16	CRISIL AA/Stabl e	
								19-05-17	CRISIL AA/Stabl e	23-08-16	CRISIL AA/Stabl e	
								09-05-17	CRISIL AA/Stabl e	03-08-16	CRISIL AA/Stabl e	
								26-04-17	CRISIL AA/Stabl e	13-07-16	CRISIL AA/Stabl e	
								13-04-17	CRISIL AA/Stabl e	30-06-16	CRISIL AA/Stabl e	
								07-03-17	CRISIL AA/Stabl e	21-06-16	CRISIL AA/Stabl e	
								03-03-17	CRISIL AA/Stabl e	28-04-16	CRISIL AA/Stabl e	
								24-01-17	CRISIL AA/Stabl e	06-04-16	CRISIL AA/Stabl e	
										03-02-16	CRISIL AA/Stabl e	
Fund-based Bank Facilities	LT/S T	500.00	CRISIL AA/Stabl e			29-03-18	CRISIL AA/Stabl e	15-09-17	CRISIL AA/Stabl e	09-12-16	CRISIL AA/Stabl e	CRISIL AA/Stabl e
								08-09-17	CRISIL AA/Stabl e	25-11-16	CRISIL AA/Stabl e	
								01-08-17	CRISIL AA/Stabl e	26-10-16	CRISIL AA/Stabl e	
								17-07-17	CRISIL AA/Stabl e	07-10-16	CRISIL AA/Stabl e	
								30-06-17	CRISIL AA/Stabl e	16-09-16	CRISIL AA/Stabl e	
								19-06-17	CRISIL AA/Stabl e	31-08-16	CRISIL AA/Stabl e	
								19-05-17	CRISIL AA/Stabl e	23-08-16	CRISIL AA/Stabl e	
								09-05-17	CRISIL AA/Stabl e	03-08-16	CRISIL AA/Stabl e	
								26-04-17	CRISIL AA/Stabl e	13-07-16	CRISIL AA/Stabl e	
								13-04-17	CRISIL AA/Stabl e	30-06-16	CRISIL AA/Stabl e	
								07-03-17	CRISIL AA/Stabl e	21-06-16	CRISIL AA/Stabl e	
									CRISIL		CRISIL	

								03-03-17	AA/Stabl e	28-04-16	AA/Stabl e	
								24-01-17	CRISIL AA/Stabl e	06-04-16	CRISIL AA/Stabl e	
										03-02-16	CRISIL AA/Stabl e	

All amounts are in Rs.Cr.

Annexure - Details of various bank facilities

Current facilities			Previous facilities		
Facility	Amount (Rs.Crore)	Rating	Facility	Amount (Rs.Crore)	Rating
Cash Credit	200	CRISIL AA/Stable	Cash Credit	200	CRISIL AA/Stable
Long Term Bank Facility	200	CRISIL AA/Stable	Long Term Bank Facility	200	CRISIL AA/Stable
Proposed Long Term Bank Loan Facility	100	CRISIL AA/Stable	Proposed Long Term Bank Loan Facility	100	CRISIL AA/Stable
Total	500	--	Total	500	--

Links to related criteria

[CRISILs Bank Loan Ratings - process, scale and default recognition](#)

[Rating Criteria for Finance Companies](#)

[CRISILs Criteria for Consolidation](#)

[CRISILs Criteria for rating short term debt](#)

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ANNEXURE C

Ref No.:6893/ITSL/OPR/CL/18-19/DEB/1434

Date: October 23, 2018

JM Financial Products Limited7th Floor, Cnergy,

Appasaheb Marathe Marg,

Prabhadevi,

Mumbai 400 025

Dear Sirs,

Re: Proposed Public Issue by JM Financial Products Limited ("Company") of Secured, Rated, Listed, Redeemable, Non Convertible Debentures of face value Rs. 1,000 each and Unsecured, Rated, Listed, Redeemable, Non Convertible Debentures of face value Rs. 1,000 each aggregating upto Rs. 20,000 million ("NCDs") through one or more tranches ("Issue")

We, IDBI Trusteeship Services Limited, hereby give our consent to our name being included as Debenture Trustee to the Issue in accordance with Regulation 4(4) of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 in the Draft Shelf Prospectus to be filed with the stock exchange(s) where the NCDs are proposed to be listed ("Stock Exchanges") for the purposes of receiving public comments and the Shelf Prospectus and the Tranche Prospectus(es) to be filed with the Registrar of Companies, Maharashtra at Mumbai ("RoC") and the Stock Exchange(s) and forwarded to the Securities and Exchange Board of India ("SEBI") for its records in respect of the Issue and all related advertisements, and subsequent periodical communications sent to the holders of the NCDs pursuant to the Issue.

We hereby authorise you to deliver this letter of consent to the Stock Exchange(s), the RoC and/or such other regulatory authority, as may be required by law.

The following details with respect to us may be disclosed.

Name:	IDBI Trusteeship Services Limited
Address:	IDBI Trusteeship Services Limited, Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai – 400 001
Tel:	(91) (22) 40807000
Fax:	66311776/40807080
Email:	itsl@idbitrustee.com
Website:	www.idbitrustee.com
Contact Person:	Mr. Swapnali Hirlekar
Investor Grievance e-mail:	response@idbitrustee.com
SEBI Registration No:	IND000000460

We confirm that we have not been prohibited from SEBI to act as an intermediary in capital market issues. We confirm that we are registered with the SEBI and that such registration is valid as on date of this letter. We further confirm that no enquiry/investigation is being conducted by SEBI on us. Copy of our SEBI registration certificate and declaration regarding our registration with SEBI in the required format is attached as Annexure A.

We shall immediately intimate the Lead Managers and Issuer of any changes, additions or deletions in respect of the aforesaid details till the date when the NCDs of the Issuer offered, issued and allotted pursuant to the Issue, are traded on the Stock Exchanges. In absence of any such communication from us, the above information should be taken as updated information until the listing and commencement of trading of the NCDs on the Stock Exchanges.



We also agree to keep strictly confidential, until such time the proposed Issue is publicly announced by the Company in the form of a press release, (i) the nature and scope of the Issue; and (ii) our knowledge of the Issue of the Company.

Yours faithfully,

For IDBI Trusteeship Services Limited



Authorised Signatory

Name: Sneha Paste

Designation: Asst. Manager

Annexure A

October 23, 2018

JM Financial Products Limited
7th Floor, Cnergy,
Appasaheb Marathe Marg,
Prabhadevi,
Mumbai 400 025

Dear Sir/ Madam,

Sub: Proposed public issue ("Issue") of Secured, Rated, Listed, Redeemable, Non-convertible debentures ("NCDs") aggregating to Rs. 2000 Crores by JM Financial Products Limited ("Company")


We hereby confirm that as on date the following details in relation to our registration with the Securities and Exchange Board of India as a Debenture Trustee are true and correct:

S. No.	Particulars	Details
1.	Registration Number	IND000000460
2.	Date of registration/ date of last renewal of registration/ date of application for renewal of registration	February 14, 2017
3.	Date of expiry of registration	<i>The Certificate of registration shall be valid unless it is suspended or cancelled by the Board</i>
4.	Details of any communication from SEBI prohibiting from acting as an intermediary	NIL
5.	Details of any pending inquiry/ investigation being conducted by SEBI	NIL
6.	Details of any penalty imposed by SEBI	NIL

We shall immediately intimate the Company of any changes, additions or deletions in respect of the matters covered in this certificate till the date when the securities of the Issuer, offered, issued and allotted pursuant to the Issue, are traded on the Stock Exchanges. In the absence of any such communication from us, the above information should be taken as updated information until the listing and trading of the Non-convertible Debentures on the Stock Exchanges.

Sincerely,

For IDBI Trusteeship Services Limited


Authorised Signatory

Name: Sneha Paste

Designation: Asst. Manager

डिबेंचर न्यासी

प्रकार ख
FORM-B

DEBENTURE TRUSTEE

भारतीय प्रतिभूति और विनियम बोर्ड
SECURITIES AND EXCHANGE BOARD OF INDIA

(डिबेंचर न्यासी) विनियम, 1993
(DEBENTURE TRUSTEE) REGULATIONS, 1993

000 263

(विनियम 8)

(Regulation 8)

रजिस्ट्रीकरण प्रमाणपत्र
CERTIFICATE OF REGISTRATION

- 1) बोर्ड, भारतीय प्रतिभूति और विनियम बोर्ड अधिनियम, 1992 के अधीन डिबेंचर न्यासी के लिए बनाए गए नियमों और विनियमों के साथ पठित उस अधिनियम की धारा-12 की उपधारा (1) द्वारा प्रदत्त शक्तियों का प्रयोग करते हुए,
1) In exercise of the powers conferred by sub-section (1) of section 12 of the Securities and Exchange Board of India Act, 1992, read with the rules and regulations made thereunder for the debenture trustee the Board hereby grants a certificate of registration to

**IDBI TRUSTEESHIP SERVICES LIMITED
ASIAN BUILDING, GROUND FLOOR
17, R. KAMANI MARG
BALLARD ESTATE
MUMBAI-400 001**

को नियमों में, शर्तों के अधीन रहते हुए और विनियमों के अनुसार डिबेंचर न्यासी के रूप में रजिस्ट्रीकरण का प्रमाणपत्र इसके द्वारा प्रदान करता है।
as a debenture trustee subject to the conditions in the rules and in accordance with the regulations.

- 2) डिबेंचर न्यासी के लिए रजिस्ट्रीकरण कोड
2) Registration Code for the debenture trustee is

IND000000460

- 3) जब तक नवीकृत न किया जाए, रजिस्ट्रीकरण का प्रमाणपत्र
3) Unless renewed, the certificate of registration is valid from

तक विधिवान्वित है।
This certificate of registration shall be valid unless it is suspended or cancelled by the board

स्थान Place : **MUMBAI**

तारीख Date : **FEBRUARY 14, 2017**



आदेश से
भारतीय प्रतिभूति और विनियम बोर्ड
के लिए और उसकी ओर से
By order
For and on behalf of
Securities and Exchange Board of India

M. J. Sonparote
MEDHASONPAROTE

प्राधिकृत हस्ताक्षरकर्ता Authorised Signatory

ANNEXURE D - CASH FLOWS FOR VARIOUS SERIES

Investors should note that the below examples are solely for illustration purposes and is not specific to the Issue.

Series I Tranche I Issue

Company	JM Financial Products Limited
Face Value per NCD (in ₹)	1,000
Number of NCDs held (assumed)	100
Deemed date of allotment	Monday , 27 May 2019
Tenor	24 Months
Coupon	9.90%
Redemption Date/Maturity Date	Thursday, 27 May 2021
Frequency of Interest Payment	Annual
Day Count Convention	Actual / Actual

Cash Flows	Due Date	Actual Payout Date	No. of Days in Coupon Period	For all Categories of Investors (₹)
Initial Amount	Monday, May 27, 2019			(1,00,000.00)
1st Coupon/Interest Payment Date	Wednesday, May 27, 2020	Wednesday, May 27, 2020	366	9,900.00
2nd Coupon/Interest Payment Date	Thursday, May 27, 2021	Thursday, May 27, 2021	365	9,900.00
Redemption of Principal	Thursday, May 27, 2021	Thursday, May 27, 2021		1,00,000.00
Total Cash Flows				1,19,800.00
			Effective Yield	9.89%

Series II Tranche I Issue

Company	JM Financial Products Limited
Face Value per NCD (in ₹)	1,000
Number of NCDs held (assumed)	100
Deemed date of allotment	Monday , 27 May 2019
Tenor	24 Months
Redemption Date/Maturity Date	Thursday, 27 May 2021
Day Count Convention	Actual / Actual

Cash Flows	Due Date	Actual Payout Date	No. of Days in Coupon Period	For all Categories of Investors (₹)
Initial Amount	Monday, May 27, 2019			(1,00,000.00)
Redemption of Principal	Thursday, May 27, 2021	Thursday, May 27, 2021	731	1,20,811.00
Total Cash Flows				1,20,811.00
			Effective Yield	9.90%

Series III Tranche I Issue

Company	JM Financial Products Limited
Face Value per NCD (in ₹)	1,000
Number of NCDs held (assumed)	100
Deemed date of allotment	Monday , 27 May 2019
Tenor	36 Months
Coupon	10.20%
Redemption Date/Maturity Date	Friday, May 27, 2022
Frequency of Interest Payment	Annual
Day Count Convention	Actual / Actual

Cash Flows	Due Date	Actual Payout Date	No. of Days in Coupon Period	For all Categories of Investors (₹)
Initial Amount	Monday, May 27, 2019			(1,00,000.00)
1st Coupon/Interest Payment Date	Wednesday, May 27, 2020	Wednesday, May 27, 2020	366	10,200.00

Cash Flows	Due Date	Actual Payout Date	No. of Days in Coupon Period	For all Categories of Investors (₹)
2nd Coupon/Interest Payment Date	Thursday, May 27, 2021	Thursday, May 27, 2021	365	10,200.00
3rd Coupon/Interest Payment Date	Friday, May 27, 2022	Friday, May 27, 2022	365	10,200.00
Redemption of Principal	Friday, May 27, 2022	Friday, May 27, 2022		1,00,000.00
Total Cash Flows				1,30,600.00
			Effective Yield	10.19%

Series IV Tranche I Issue

Company	JM Financial Products Limited
Face Value per NCD (in ₹)	1,000
Number of NCDs held (assumed)	100
Deemed date of allotment	Monday, 27 May 2019
Tenor	36 Months
Redemption Date/Maturity Date	Friday, 27 May 2022
Day Count Convention	Actual / Actual

Cash Flows	Due Date	Actual Payout Date	No. of Days in Coupon Period	For all Categories of Investors (₹)
Initial Amount	Monday, May 27, 2019			(1,00,000.00)
Redemption of Principal	Friday, May 27, 2022	Friday, May 27, 2022	1096	1,33,863.00
Total Cash Flows				1,33,863.00
			Effective Yield	10.20%

Series V Tranche I Issue

Company	JM Financial Products Limited
Face Value per NCD (in ₹)	1,000
Number of NCDs held (assumed)	100
Deemed date of allotment	Monday, 27 May 2019
Tenor	60 Months
Coupon	10.04%
Redemption Date/Maturity Date	Monday, May 27, 2024
Frequency of Interest Payment	Monthly
Day Count Convention	Actual / Actual

Cash Flows	Due Date	Actual Payout Date	No. of Days in Coupon Period	For all Categories of Investors (₹)
Initial Amount	Monday, May 27, 2019			(1,00,000.00)
1st Coupon/Interest Payment Date	Monday, Jul 01, 2019	Monday, Jul 01, 2019	35	962.74
2nd Coupon/Interest Payment Date	Thursday, Aug 01, 2019	Thursday, Aug 01, 2019	31	852.71
3rd Coupon/Interest Payment Date	Sunday, Sep 01, 2019	Monday, Sep 02, 2019	31	852.71
4th Coupon/Interest Payment Date	Tuesday, Oct 01, 2019	Tuesday, Oct 01, 2019	30	825.21
5th Coupon/Interest Payment Date	Friday, Nov 01, 2019	Friday, Nov 01, 2019	31	852.71
6th Coupon/Interest Payment Date	Sunday, Dec 01, 2019	Monday, Dec 02, 2019	30	825.21
7th Coupon/Interest Payment Date	Wednesday, Jan 01, 2020	Wednesday, Jan 01, 2020	31	852.71
8th Coupon/Interest Payment Date	Saturday, Feb 01, 2020	Saturday, Feb 01, 2020	31	852.71
9th Coupon/Interest Payment Date	Sunday, Mar 01, 2020	Monday, Mar 02, 2020	29	795.52
10th Coupon/Interest Payment Date	Wednesday, Apr 01, 2020	Thursday, Apr 02, 2020	31	850.38
11th Coupon/Interest Payment Date	Friday, May 01, 2020	Saturday, May 02, 2020	30	822.95
12th Coupon/Interest Payment Date	Monday, Jun 01, 2020	Monday, Jun 01, 2020	31	850.38
13th Coupon/Interest Payment Date	Wednesday, Jul 01, 2020	Wednesday, Jul 01, 2020	30	822.95
14th Coupon/Interest Payment Date	Saturday, Aug 01, 2020	Saturday, Aug 01, 2020	31	850.38
15th Coupon/Interest Payment Date	Tuesday, Sep 01, 2020	Tuesday, Sep 01, 2020	31	850.38
16th Coupon/Interest Payment Date	Thursday, Oct 01, 2020	Thursday, Oct 01, 2020	30	822.95
17th Coupon/Interest Payment Date	Sunday, Nov 01, 2020	Monday, Nov 02, 2020	31	850.38
18th Coupon/Interest Payment Date	Tuesday, Dec 01, 2020	Tuesday, Dec 01, 2020	30	822.95
19th Coupon/Interest Payment Date	Friday, Jan 01, 2021	Friday, Jan 01, 2021	31	850.38
20th Coupon/Interest Payment Date	Monday, Feb 01, 2021	Monday, Feb 01, 2021	31	850.38

Cash Flows	Due Date	Actual Payout Date	No. of Days in Coupon Period	For all Categories of Investors (₹)
21st Coupon/Interest Payment Date	Monday, Mar 01, 2021	Monday, Mar 01, 2021	28	770.19
22nd Coupon/Interest Payment Date	Thursday, Apr 01, 2021	Friday, Apr 02, 2021	31	852.71
23rd Coupon/Interest Payment Date	Saturday, May 01, 2021	Monday, May 03, 2021	30	825.21
24th Coupon/Interest Payment Date	Tuesday, Jun 01, 2021	Tuesday, Jun 01, 2021	31	852.71
25th Coupon/Interest Payment Date	Thursday, Jul 01, 2021	Thursday, Jul 01, 2021	30	825.21
26th Coupon/Interest Payment Date	Sunday, Aug 01, 2021	Monday, Aug 02, 2021	31	852.71
27th Coupon/Interest Payment Date	Wednesday, Sep 01, 2021	Wednesday, Sep 01, 2021	31	852.71
28th Coupon/Interest Payment Date	Friday, Oct 01, 2021	Friday, Oct 01, 2021	30	825.21
29 th Coupon/Interest Payment Date	Monday, Nov 01, 2021	Monday, Nov 01, 2021	31	852.71
30th Coupon/Interest Payment Date	Wednesday, Dec 01, 2021	Wednesday, Dec 01, 2021	30	825.21
31st Coupon/Interest Payment Date	Saturday, Jan 01, 2022	Saturday, Jan 01, 2022	31	852.71
32nd Coupon/Interest Payment Date	Tuesday, Feb 01, 2022	Tuesday, Feb 01, 2022	31	852.71
33th Coupon/Interest Payment Date	Tuesday, Mar 01, 2022	Tuesday, Mar 01, 2022	28	770.19
34th Coupon/Interest Payment Date	Friday, Apr 01, 2022	Saturday, Apr 02, 2022	31	852.71
35th Coupon/Interest Payment Date	Sunday, May 01, 2022	Monday, May 02, 2022	30	825.21
36th Coupon/Interest Payment Date	Wednesday, Jun 01, 2022	Wednesday, Jun 01, 2022	31	852.71
37th Coupon/Interest Payment Date	Friday, Jul 01, 2022	Friday, Jul 01, 2022	30	825.21
38th Coupon/Interest Payment Date	Monday, Aug 01, 2022	Monday, Aug 01, 2022	31	852.71
39th Coupon/Interest Payment Date	Thursday, Sep 01, 2022	Thursday, Sep 01, 2022	31	852.71
40th Coupon/Interest Payment Date	Saturday, Oct 01, 2022	Saturday, Oct 01, 2022	30	825.21
41st Coupon/Interest Payment Date	Tuesday, Nov 01, 2022	Tuesday, Nov 01, 2022	31	852.71
42nd Coupon/Interest Payment Date	Thursday, Dec 01, 2022	Thursday, Dec 01, 2022	30	825.21
43rd Coupon/Interest Payment Date	Sunday, Jan 01, 2023	Monday, Jan 02, 2023	31	852.71
44th Coupon/Interest Payment Date	Wednesday, Feb 01, 2023	Wednesday, Feb 01, 2023	31	852.71
45th Coupon/Interest Payment Date	Wednesday, Mar 01, 2023	Wednesday, Mar 01, 2023	28	770.19
46th Coupon/Interest Payment Date	Saturday, Apr 01, 2023	Monday, Apr 03, 2023	31	852.71
47th Coupon/Interest Payment Date	Monday, May 01, 2023	Tuesday, May 02, 2023	30	825.21
48th Coupon/Interest Payment Date	Thursday, Jun 01, 2023	Thursday, Jun 01, 2023	31	852.71
49th Coupon/Interest Payment Date	Saturday, Jul 01, 2023	Saturday, Jul 01, 2023	30	825.21
50th Coupon/Interest Payment Date	Tuesday, Aug 01, 2023	Tuesday, Aug 01, 2023	31	852.71
51st Coupon/Interest Payment Date	Friday, Sep 01, 2023	Friday, Sep 01, 2023	31	852.71
52nd Coupon/Interest Payment Date	Sunday, Oct 01, 2023	Tuesday, Oct 03, 2023	30	825.21
53rd Coupon/Interest Payment Date	Wednesday, Nov 01, 2023	Wednesday, Nov 01, 2023	31	852.71
54th Coupon/Interest Payment Date	Friday, Dec 01, 2023	Friday, Dec 01, 2023	30	825.21
55th Coupon/Interest Payment Date	Monday, Jan 01, 2024	Monday, Jan 01, 2024	31	852.71
56th Coupon/Interest Payment Date	Thursday, Feb 01, 2024	Thursday, Feb 01, 2024	31	852.71
57th Coupon/Interest Payment Date	Friday, Mar 01, 2024	Friday, Mar 01, 2024	29	795.52
58th Coupon/Interest Payment Date	Monday, Apr 01, 2024	Tuesday, Apr 02, 2024	31	850.38
59th Coupon/Interest Payment Date	Wednesday, May 01, 2024	Thursday, May 02, 2024	30	822.95
60th Coupon/Interest Payment Date	Monday, May 27, 2024	Monday, May 27, 2024	26	713.22
Redemption of Principal	Monday, May 27, 2024	Monday, May 27, 2024		1,00,000.00
Total Cash Flows				1,50,218.76
			Effective Yield	10.51%

Series VI Tranche I Issue

Company	JM Financial Products Limited
Face Value per NCD (in ₹)	1,000
Number of NCDs held (assumed)	100
Deemed date of allotment	Monday, 27 May 2019
Tenor	60 Months
Coupon	10.50%
Redemption Date/Maturity Date	Monday, May 27, 2024
Frequency of Interest Payment	Annual
Day Count Convention	Actual / Actual

Cash Flows	Due Date	Actual Payout Date	No. of Days in Coupon Period	For all Categories of Investors (₹)
Initial Amount	Monday, May 27, 2019			(1,00,000.00)
1st Coupon/Interest Payment Date	Wednesday, May 27, 2020	Wednesday, May 27, 2020	366	10,500.00
2nd Coupon/Interest Payment Date	Thursday, May 27, 2021	Thursday, May 27, 2021	365	10,500.00
3rd Coupon/Interest Payment Date	Friday, May 27, 2022	Friday, May 27, 2022	365	10,500.00
4 th Coupon/Interest Payment Date	Saturday, May 27, 2023	Monday, May 29, 2023	365	10,500.00
5 th Coupon/Interest Payment Date	Monday, May 27, 2024	Monday, May 27, 2024	366	10,500.00
Redemption of Principal	Monday, May 27, 2024	Monday, May 27, 2024		1,00,000.00
Total Cash Flows				1,52,500.00
			Effective Yield	10.49%

Assumptions:

- 1 *The Deemed Date of Allotment is assumed to be May 27, 2019. If the Deemed Date of Allotment undergoes a change, the coupon payments dates, redemption dates, redemption amount and other cash flow working shall be changed accordingly.*
- 2 *Interest payable during the Financial Year 2020 and 2024 being leap years, have been calculated for 366 days.*
- 3 *In the event, the interest / pay-out of total coupon / redemption amount is a fraction and not an integer, such amount will be rounded off to the nearest integer.*

Note: The Coupon/ Interest Payments are rounded-off to nearest rupee as per FIMMDA 'Handbook on market practices'.