

J.P. Morgan Securities India Private Limited

A private limited company incorporated under the Companies Act, 1956

CIN: U65990MH1998FTC115964

Date of Incorporation: July 7, 1998

Registered Office and Corporate Office: J. P. Morgan Tower, Off C.S.T road, Kalina, Santacruz-East, Mumbai – 400098, Maharashtra.

Telephone: +91 22 61573000; **Fax:** +91 22 61573990

ISSUE OF 1,000 LISTED, RATED AND UNSECURED NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF INR 1,00,00,000 (RUPEES ONE CRORE ONLY) EACH (THE “DEBENTURES”), AGGREGATING UP TO INR 1000,00,00,000 (RUPEES ONE THOUSAND CRORES ONLY) ON A PRIVATE PLACEMENT BASIS (THE “ISSUE”), BY J.P. MORGAN SECURITIES INDIA PRIVATE LIMITED (THE “ISSUER”)

Private Placement Offer Letter

Date: 3rd October, 2017

BACKGROUND

This Private Placement Offer Letter (hereinafter referred to as this “**Offer Letter**”) is related to the Debentures to be issued by the Issuer on a private placement basis and contains relevant information and disclosures required for the purpose of issuing of the Debentures. The Issue has been authorised by the Issuer through a resolution passed by the Board of Directors of the Issuer on September 5, 2017.

GENERAL RISK

As the Issue is being made on a private placement basis, this Offer Letter has not been submitted to or cleared by the Securities and Exchange Board of India (“**SEBI**”). The Issue has not been recommended or approved by SEBI nor does SEBI guarantee the accuracy or adequacy of this Offer Letter. Investment in debt and debt related securities involve a degree of risk and investors should not invest any funds in debt instruments unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in the Debentures. For taking an investment decision, investors must rely on their examination of the Issue including the risks involved in it. Specific attention of the investors is invited to the summarized Risk Factors mentioned elsewhere in this Offer Letter.

ISSUER’S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for, and confirms that this Offer Letter contains all information with regard to the Issuer and the Issue, which is material in the context of the Issue, that the information contained in this Offer Letter is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Offer Letter as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Neither the Issuer nor any of its promoters or directors has been declared as a wilful defaulter.

CREDIT RATING

As at the date of this Offer Letter, CRISIL Limited has assigned a rating of “CRISIL AAA/STABLE” for the issuance of Debentures. Instruments with this rating are considered to have a high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk. The credit rating letter dated September 27, 2017 issued by CRISIL Limited is enclosed as Annexure 1 (*Credit Rating Letter from CRISIL Limited*) to this Offer Letter. The above rating is not a recommendation to buy, sell or hold Debentures or other securities and investors should take their own decision. The rating may be subject to revision or withdrawal at any time by the assigning rating

agency and each rating should be evaluated independently of any other rating. The rating obtained is subject to revision at any point of time in the future. The rating agency has the right to suspend, withdraw the rating at any time on the basis of new information etc.

LISTING

The Debentures offered through this Offer Letter are proposed to be listed on NSE. The Issuer has obtained "in-principle" approval from NSE on September 28, 2017 and will apply for final listing within 15 days from the Deemed Date of Allotment for listing the Debentures offered through this Issue. Please refer to Annexure 3 (*In Principle Listing Approval*) of this Offer Letter for a copy of the in-principal approval letter dated September 28, 2017 issued by NSE.

ISSUE PROGRAM

Issue Opens on : 3rd October, 2017

Issue Closes on : 3rd October, 2017

The Issuer reserves the right to change the Issue Program including the Deemed Date of Allotment at its sole discretion, without giving any reasons or prior notice. The Issue shall be open for subscription during the banking hours on each day during the period covered by the Issue Program.

Note: This Private Placement Offer Letter prepared under the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, for private placement of the Debentures is neither a prospectus nor a statement in lieu of prospectus and does not constitute an offer to the public generally to subscribe for or otherwise acquire the debt securities to be issued by the Issuer. This is only an information brochure intended for private use.

LISTING EXCHANGE	DEBENTURE TRUSTEE	ISSUING AND PAYING AGENT
National Stock Exchange of India Limited Address: Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Telephone: +91 22 26598100 – 8114 Fax: +91 22 26598120 Contact person: Website: www.nseindia.com Email:	IDBI Trusteeship Services Limited Address: Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai – 400 001. Telephone: +91 22 4080 7062 Fax: 022 66311776/ 40807080 Contact person: Assistant Vice President Website: http://www.idbitrustee.com/ Email: swapnali@idbitrustee.com/ amit@idbitrustee.com	HDFC Bank Limited Address: HDFC Bank House, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013. Telephone: +91 22 2492 2596 Fax: +91 22 4080 1034 Contact person: Shailesh Sukhthankar, Senior Vice President Website: http://www.idbitrustee.com/ Email: shailesh.sukhthankar@hdfcbank.com

REGISTRAR AND TRANSFER AGENT	CREDIT RATING AGENCY	
<p>Link Intime India Private Limited</p> <p>Address: 247 Park , C 101 1st Floor , LBS Marg , Vikhroli (W) , Mumbai – 400 083</p> <p>Telephone: +91 22 49186000</p> <p>Fax: +91 22 49186060</p> <p>Contact person: Mr. Vinayak Bendal, Officer – Depository Operations</p> <p>Website: www.linkintime.co.in</p> <p>Email: vinayak.bendal@linkintime.co.in</p>	<p>CRISIL Limited</p> <p>Address: CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai - 400076</p> <p>Telephone: + 91 22 3342 3000</p> <p>Fax: + 91 22 3342 3020</p> <p>Contact person: Viral Malia, Associate Director, Business Development</p> <p>Website: www.crisil.com</p> <p>Email: viral.malia@crisil.com</p>	

DEFINITIONS AND ABBREVIATIONS

General terms

Term	Description
Application Form	The form by which, the Eligible Investors shall apply for the Debentures of the Issuer appended herewith as Annexure 4 (<i>Application Form</i>).
Articles of Association	The articles of association of the Issuer.
Board	Board of Directors of the Issuer or a committee thereof.
Business Day	A day (other than a Saturday or a Sunday) on which banks are open for general business in Mumbai.
CDSL	Central Depository Services (India) Limited.
Companies Act	The Companies Act, 1956 or the Companies Act, 2013, to the extent notified (including all rules and regulations made thereunder), in each case, as applicable and as amended from time to time.
Coupon	In respect of a Debenture for a Coupon Period, the amount of interest payable on the Nominal Value at the Coupon Rate.
Coupon Period	In relation to the Debentures, means each period determined in accordance with clause 4.3 (<i>Coupon Period</i>) of the Debenture Trust Deed.
Coupon Rate	<p>(a) 7.35% per annum in respect of the first Coupon Period commencing immediately after the Pay In Date; and</p> <p>(b) 7.35% per annum in respect of each subsequent Coupon Period occurring immediately after the first Coupon Period.</p>
Credit Rating Agency	CRISIL Limited.
Debenture(s)	Up to 7.35% listed, rated and unsecured non-convertible debentures of face value of INR 1,00,00,000 (Rupees One Crore Only) each aggregating to not more than INR 1000,00,00,000 (Rupees One Thousand Crores Only) to be issued by the Issuer in dematerialised form and to be listed on the WDM.
Debenture Holder(s)	Persons who are, for the time being and from time to time, the holders of the Debentures and whose names appear in the Register of Beneficial Owners, and " Debenture Holder " means each such person.
Debenture Trustee	The trustee of the Debenture Holder(s), in this case being IDBI Trusteeship Services Limited.
Debenture Trustee Agreement	The debenture trustee agreement dated September 29, 2017 entered into between the Issuer and the Debenture Trustee.

Term	Description
Debenture Trust Deed	The debenture trust deed dated September 29, 2017 entered into between the Issuer and the Debenture Trustee in terms of which the Debentures are being issued.
Debt	The aggregate of the Nominal Value, the Coupon, the Default Interest, costs, charges, expenses and all present and future monies, debts and liabilities due, owing or incurred from time to time by the Issuer to any Debenture Holder and/or the Debenture Trustee under or in connection with the Debentures, the Debenture Trust Deed and/or any other Transaction Document (in each case, whether alone or jointly, or jointly and severally, with any other person, whether actually or contingently, and whether as principal, surety or otherwise).
Deemed Date of Allotment	4 th October, 2017.
Default Interest	The amount of interest payable on any unpaid sum in respect of the Debentures or which is otherwise due but unpaid under the Transaction Documents, calculated at the Default Interest Rate.
Default Interest Rate	The Coupon Rate + 2% per annum.
Depository	NSDL/CDSL.
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Depository Participant / DP	A depository participant as defined under the Depositories Act.
Director(s)	Director(s) of the Issuer unless otherwise mentioned.
DP ID	Depository Participant identification number that is allocated to the Depository Participant by the Depository.
Eligible Investors	Refers to such category of investors referred to below: <ul style="list-style-type: none"> FPIs and FIIs.
Event of Default	As set out on page 33 (<i>Particulars of the Offer</i>) of this Offer Letter.
FII	Foreign institutional investors registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
Financial Indebtedness	Has the meaning given to it under the Debenture Trust Deed.
Financial Quarter	A period commencing on the day immediately following one Quarter End Date and ending on (and including) the next Quarter End Date.
Final Redemption Date	1 st October 2027
FPI	Foreign portfolio investors registered with SEBI under the Securities and Exchange Board of India (Foreign Portfolio Investors)

Term	Description
	Regulations, 2015, as amended from time to time.
GAAP	Generally accepted accounting principles, standards and practices in India.
INR/Rs.	The lawful currency of the Republic of India.
Issue	Issue of Debentures by the Issuer in accordance with the terms and conditions of the Debentures as set out in the Debenture Trust Deed.
Issuer	J.P. Morgan Securities India Private Limited.
Memorandum of Association	The memorandum of association of the Issuer.
NBFC	Non-banking financial company.
Nominal Value	INR 1,00,00,000 (Rupees One Crore Only) being the nominal value of each Debenture.
NSDL	National Securities Depository Limited.
NSE	National Stock Exchange of India Limited.
Offer Letter	This private placement offer letter dated 3 rd October, 2017 for private placement of the Debentures.
PAN	Permanent Account Number.
Pay In Date	3 rd October, 2017.
Quarter End Date	Any of March 31, June 30, September 30 and December 31 in any year, as applicable.
RBI	Reserve Bank of India.
Register of Beneficial Owners	The register of beneficial owners of the Debentures maintained in the records of the Depository.
Registrar and Transfer Agent	Registrar to the Issue, in this case being Link Intime India Private Limited.
RoC/ROC	Registrar of Companies, Mumbai.
RTGS	Real time gross settlement.
SEBI	Securities and Exchange Board of India.
SEBI Debt Regulations	Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time.
Security	A mortgage, charge, pledge, lien or other security interest securing any obligation of any person or any other agreement or arrangement having a similar effect.
Stock Exchange(s)	NSE.

Term	Description
Tax	All forms of present and future taxes (including but not limited to indirect taxes such as service tax, value added tax or other similar taxes), deductions, withholdings, duties, imposts, levies, cesses, fees, charges, social security contributions and rates imposed, levied, collected, withheld or assessed by any Governmental Authority (as defined in the Debenture Trust Deed) or other taxing authority in India or elsewhere and any interest, additional taxation penalty, surcharge, cess or fine in connection therewith and "Taxes" shall be construed accordingly.
Transaction Documents	As set out on page 32 (<i>Issue Details</i>) of this Offer Letter.
WDM	Wholesale debt market segment of the NSE.

DISCLAIMERS

GENERAL DISCLAIMER

THIS OFFER LETTER IS NEITHER A PROSPECTUS NOR A STATEMENT IN LIEU OF A PROSPECTUS AND SHOULD NOT BE CONSTRUED TO BE A PROSPECTUS OR A STATEMENT IN LIEU OF PROSPECTUS UNDER THE COMPANIES ACT, 2013. THIS OFFER LETTER HAS BEEN PREPARED IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF DEBT SECURITIES) REGULATIONS, 2008 ISSUED UNDER CIRCULAR NO. LAD-NRO/GN/2008/13/127878 DATED 6 JUNE 2008, THE COMPANIES ACT, 2013 AND FORM PAS-4 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014. THE ISSUE OF DEBENTURES TO BE LISTED ON THE WDM IS BEING MADE STRICTLY ON A PRIVATE PLACEMENT BASIS. THIS OFFER LETTER DOES NOT CONSTITUTE AND SHALL NOT BE DEEMED TO CONSTITUTE AN OFFER OR AN INVITATION TO SUBSCRIBE TO THE DEBENTURES TO THE PUBLIC IN GENERAL. IT IS THE RESPONSIBILITY OF INVESTORS TO ENSURE THAT THEY WILL SELL THESE DEBENTURES IN STRICT ACCORDANCE WITH THIS OFFER LETTER AND OTHER APPLICABLE LAWS SO THAT THE SALE DOES NOT CONSTITUTE AN OFFER TO THE PUBLIC WITHIN THE MEANING OF THE COMPANIES ACT. APART FROM THIS OFFER LETTER NO OFFER DOCUMENT OR PROSPECTUS HAS BEEN PREPARED IN CONNECTION WITH THE OFFERING OF THIS ISSUE OR IN RELATION TO THE ISSUER NOR IS SUCH A PROSPECTUS REQUIRED TO BE REGISTERED UNDER THE APPLICABLE LAWS. ACCORDINGLY, THIS OFFER LETTER HAS NEITHER BEEN DELIVERED FOR REGISTRATION NOR IS IT INTENDED TO BE REGISTERED.

THIS OFFER LETTER AND THE CONTENTS HEREOF ARE RESTRICTED ONLY FOR THE INTENDED RECIPIENT(S) WHO HAVE BEEN ADDRESSED DIRECTLY AND SPECIFICALLY THROUGH A COMMUNICATION BY THE ISSUER AND ONLY SUCH RECIPIENTS ARE ELIGIBLE TO APPLY FOR THE DEBENTURES. ALL INVESTORS ARE REQUIRED TO COMPLY WITH THE RELEVANT REGULATIONS/GUIDELINES APPLICABLE TO THEM FOR INVESTING IN THIS ISSUE. THE CONTENTS OF THIS OFFER LETTER ARE INTENDED TO BE USED ONLY BY THOSE INVESTORS TO WHOM IT IS ISSUED. IT IS NOT INTENDED FOR DISTRIBUTION TO ANY OTHER PERSON AND SHOULD NOT BE REPRODUCED BY THE RECIPIENT.

EACH COPY OF THIS OFFER LETTER IS SERIALY NUMBERED AND THE PERSON TO WHOM A COPY OF THE OFFER LETTER IS SENT, IS ALONE ENTITLED TO APPLY FOR THE DEBENTURES. MULTIPLE COPIES HEREOF GIVEN TO THE SAME ENTITY SHALL BE DEEMED TO BE GIVEN TO THE SAME PERSON AND SHALL BE TREATED AS SUCH. NO INVITATION IS BEING MADE TO ANY PERSONS OTHER THAN THOSE TO WHOM APPLICATION FORMS ALONG WITH THIS OFFER LETTER HAVE BEEN SENT. ANY APPLICATION BY A PERSON TO WHOM THE OFFER LETTER HAS NOT BEEN SENT BY THE ISSUER SHALL BE REJECTED WITHOUT ASSIGNING ANY REASON.

THE PERSON WHO IS IN RECEIPT OF THIS OFFER LETTER SHALL MAINTAIN UTMOST CONFIDENTIALITY REGARDING THE CONTENTS OF THIS OFFER LETTER AND SHALL NOT REPRODUCE OR DISTRIBUTE IN WHOLE OR PART OR MAKE ANY ANNOUNCEMENT IN PUBLIC OR TO A THIRD PARTY REGARDING THE CONTENTS HEREOF WITHOUT THE CONSENT OF THE ISSUER. THE RECIPIENT AGREES TO KEEP CONFIDENTIAL ALL INFORMATION PROVIDED (OR MADE AVAILABLE HEREAFTER), INCLUDING, WITHOUT LIMITATION, THE EXISTENCE AND TERMS OF THE ISSUE, ANY SPECIFIC PRICING INFORMATION RELATED TO THE ISSUE OR THE AMOUNT OR TERMS OF ANY FEES PAYABLE TO PARTIES IN CONNECTION WITH THE ISSUE. THIS OFFER LETTER MAY NOT BE PHOTOCOPIED, REPRODUCED, OR DISTRIBUTED TO OTHERS AT ANY TIME WITHOUT THE PRIOR WRITTEN CONSENT OF THE ISSUER. UPON REQUEST, THE RECIPIENTS WILL PROMPTLY RETURN ALL MATERIAL RECEIVED FROM THE ISSUER AND/OR ANY OF ITS AFFILIATES (INCLUDING THIS OFFER LETTER) WITHOUT RETAINING ANY COPIES HEREOF. IF ANY RECIPIENT OF THIS OFFER LETTER DECIDES NOT TO PARTICIPATE IN THE ISSUE, THAT RECIPIENT MUST PROMPTLY RETURN THIS OFFER LETTER AND ALL REPRODUCTIONS WHETHER IN WHOLE OR IN PART AND ANY OTHER INFORMATION

STATEMENT, NOTICE, OPINION, MEMORANDUM, EXPRESSION OR FORECAST MADE OR SUPPLIED AT ANY TIME IN RELATION THERETO OR RECEIVED IN CONNECTION WITH THE ISSUE, TO THE ISSUER.

DISCLAIMER IN RESPECT OF JURISDICTION

THIS ISSUE IS MADE IN INDIA TO THE ELIGIBLE INVESTORS, WHO SHALL BE SPECIFICALLY APPROACHED BY THE ISSUER. THE DISTRIBUTION OF THE OFFER LETTER OR THE APPLICATION FORMS AND THE OFFER, SALE, PLEDGE OR DISPOSAL OF THE DEBENTURES MAY BE RESTRICTED OR PROHIBITED BY LAW IN CERTAIN JURISDICTIONS. RECIPIENTS ARE REQUIRED TO OBSERVE SUCH RESTRICTIONS AND THE ISSUER AND ITS AFFILIATES ACCEPT NO LIABILITY TO ANY PERSON IN RELATION TO THE DISTRIBUTION OF INFORMATION IN ANY JURISDICTION.

THIS OFFER LETTER DOES NOT CONSTITUTE AN OFFER TO SELL OR AN INVITATION TO SUBSCRIBE TO DEBENTURES OFFERED HEREBY TO ANY PERSON TO WHOM IT IS NOT SPECIFICALLY ADDRESSED. ANY DISPUTES ARISING OUT OF THIS ISSUE WILL BE SUBJECT TO THE EXCLUSIVE JURISDICTION OF THE COURTS OF MUMBAI. THIS OFFER LETTER DOES NOT CONSTITUTE AN OFFER TO SELL OR AN INVITATION TO SUBSCRIBE TO THE DEBENTURES HEREIN, IN ANY OTHER JURISDICTION AND TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE AN OFFER OR INVITATION IN SUCH JURISDICTION. THE SALE OR TRANSFER OF THESE DEBENTURES OUTSIDE INDIA MAY REQUIRE REGULATORY APPROVALS IN INDIA, INCLUDING WITHOUT LIMITATION, THE APPROVAL OF THE RBI.

THE DEBENTURES OFFERED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT"), AND ARE BEING OFFERED AND SOLD ONLY TO CERTAIN NON-U.S. PERSONS IN TRANSACTIONS OUTSIDE THE UNITED STATES IN RELIANCE ON "REGULATION S" UNDER THE U.S. SECURITIES ACT.

NEITHER THE U.S. SECURITIES AND EXCHANGE COMMISSION, NOR ANY U.S. STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THE DEBENTURES OR DETERMINED THAT THIS DOCUMENT IS ACCURATE OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

DISCLAIMER OF THE ISSUER

THIS OFFER LETTER HAS BEEN PREPARED BY THE ISSUER SOLELY TO PROVIDE GENERAL INFORMATION ABOUT THE ISSUER AND SETTING OUT THE KEY TERMS UPON WHICH THE DEBENTURES ARE BEING ISSUED, TO ELIGIBLE INVESTORS TO WHOM IT IS ADDRESSED AND WHO ARE WILLING AND ELIGIBLE TO SUBSCRIBE TO THE DEBENTURES. THIS OFFER LETTER DOES NOT PURPORT TO CONTAIN ALL THE INFORMATION THAT ANY ELIGIBLE INVESTOR MAY REQUIRE. FURTHER, THIS OFFER LETTER HAS BEEN PREPARED FOR INFORMATION PURPOSES RELATING TO THIS TRANSACTION ONLY AND UPON THE EXPRESS UNDERSTANDING THAT IT WILL BE USED ONLY FOR THE PURPOSES SET FORTH HEREIN.

THE ISSUER CONFIRMS THAT, AS OF THE DATE HEREOF, THIS OFFER LETTER (INCLUDING THE DOCUMENTS INCORPORATED BY REFERENCE, IF ANY) CONTAINS ALL INFORMATION THAT IS MATERIAL IN THE CONTEXT OF THE ISSUE AND REGULATORY REQUIREMENTS IN RELATION TO THE ISSUE, IS ACCURATE IN ALL MATERIAL RESPECTS AND NOT MISLEADING IN ANY MATERIAL RESPECT. THE ISSUER, HAVING MADE ALL REASONABLE INQUIRIES, UNDERTAKES THAT THE OPINIONS AND INTENTIONS EXPRESSED HEREIN ARE HONESTLY HELD AND THERE ARE NO OTHER FACTS, THE OMISSION OF WHICH MAKES THESE DOCUMENTS AS A WHOLE OR ANY OF SUCH INFORMATION OR THE EXPRESSION OF ANY SUCH OPINIONS OF INTENTIONS MISLEADING IN ANY MATERIAL RESPECT. THE ISSUER CONFIRMS THAT ALL INFORMATION CONSIDERED ADEQUATE AND RELEVANT TO THE ISSUE HAS BEEN MADE AVAILABLE IN THIS OFFER LETTER FOR THE USE AND PERUSAL OF THE POTENTIAL INVESTORS AND NO SELECTIVE OR ADDITIONAL INFORMATION WOULD BE

MADE AVAILABLE TO ANY SECTION OF INVESTORS IN ANY MANNER WHATSOEVER.

THE ISSUER DOES NOT UNDERTAKE TO UPDATE THE OFFER LETTER TO REFLECT SUBSEQUENT EVENTS AFTER THE DATE OF THE OFFER LETTER AND THUS IT SHOULD NOT BE RELIED UPON WITH RESPECT TO SUCH SUBSEQUENT EVENTS WITHOUT FIRST CONFIRMING ITS ACCURACY WITH THE ISSUER.

NEITHER THE DELIVERY OF THIS OFFER LETTER NOR ANY ISSUE OF DEBENTURES MADE HEREUNDER SHALL, UNDER ANY CIRCUMSTANCES, CONSTITUTE A REPRESENTATION OR CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE ISSUER SINCE THE DATE HEREOF.

DISCLAIMER OF THE STOCK EXCHANGE

AS REQUIRED, A COPY OF THIS OFFER LETTER HAS BEEN FILED WITH THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED PURSUANT TO THE SEBI DEBT REGULATIONS. IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS OFFER LETTER TO THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED TO MEAN THAT THIS OFFER LETTER HAS BEEN REVIEWED, CLEARED OR APPROVED BY THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED, NOR DOES THAT THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED IN ANY MANNER WARRANT, CERTIFY OR ENDORSE THE CORRECTNESS OR COMPLETENESS OF ANY OF THE CONTENTS OF THIS OFFER LETTER, OR THAT THE ISSUER'S DEBENTURES WILL BE LISTED OR WILL CONTINUE TO BE LISTED ON THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED. THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED DOES NOT TAKE ANY RESPONSIBILITY FOR THE SOUNDNESS OF THE FINANCIAL AND OTHER CONDITIONS OF THE ISSUER, ITS PROMOTERS, ITS MANAGEMENT OR ANY SCHEME OR PROJECT OF THE ISSUER. EVERY PERSON WHO DESIRES TO APPLY FOR OR OTHERWISE ACQUIRE ANY DEBENTURES OF THIS ISSUER MAY DO SO PURSUANT TO INDEPENDENT INQUIRY, INVESTIGATION AND ANALYSIS AND SHALL NOT HAVE ANY CLAIM AGAINST THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED WHATSOEVER BY 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 ANY OTHER REASON WHATSOEVER.

DISCLAIMER OF THE SECURITIES AND EXCHANGE BOARD OF INDIA

THE DEBENTURES HAVE NOT BEEN RECOMMENDED OR APPROVED BY SEBI NOR DOES SEBI GUARANTEE THE ACCURACY OR ADEQUACY OF THIS DOCUMENT. IT IS TO BE DISTINCTLY UNDERSTOOD THAT THIS OFFER LETTER SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED TO HAVE BEEN APPROVED OR VETTED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY PROPOSAL FOR WHICH THE DEBENTURES ISSUED HEREOF IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS OFFER LETTER. THE ISSUE OF DEBENTURES BEING MADE ON A PRIVATE PLACEMENT BASIS, FILING OF THIS DOCUMENT WITH SEBI IS NOT REQUIRED. HOWEVER SEBI RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE ISSUER, ANY IRREGULARITIES OR LAPSES IN THIS OFFER LETTER.

DISCLAIMER OF THE CREDIT RATING AGENCY

AS AT THE DATE OF THIS OFFER LETTER, THE CREDIT RATING AGENCY HAS ASSIGNED "CRISIL AA+/STABLE" RATING TO DEBENTURES. THE RATING AGENCY'S RATING IS BASED ON THE INFORMATION PROVIDED TO THE RATING AGENCY BY THE ISSUER OR OBTAINED BY THE RATING AGENCY FROM SOURCES IT CONSIDERS RELIABLE. THE RATING AGENCY DOES NOT GUARANTEE THE COMPLETENESS OR ACCURACY OF THE INFORMATION ON WHICH THE RATING IS BASED. THE RATING ASSIGNED BY THE CREDIT RATING AGENCY IS NOT A RECOMMENDATION TO BUY, SELL OR HOLD THE RATED DEBT INSTRUMENTS.

DISCLAIMER OF THE DEBENTURE TRUSTEE

- I) THE DEBENTURE TRUSTEE DOES NOT UNDERTAKE TO REVIEW THE FINANCIAL CONDITION OR AFFAIRS OF THE ISSUER DURING THE LIFE OF THE ARRANGEMENTS CONTEMPLATED BY THIS OFFER LETTER AND DOES NOT HAVE ANY RESPONSIBILITY TO ADVISE ANY INVESTOR OR PROSPECTIVE INVESTOR IN THE DEBENTURES OF ANY INFORMATION AVAILABLE WITH OR SUBSEQUENTLY COMING TO THE ATTENTION OF THE DEBENTURE TRUSTEE, ITS AGENTS OR ADVISORS EXCEPT AS SPECIFICALLY PROVIDED FOR IN THE DEBENTURE TRUST DEED.
- II) THE DEBENTURE TRUSTEE HAS NOT SEPARATELY VERIFIED THE INFORMATION CONTAINED IN THIS OFFER LETTER. ACCORDINGLY, NO REPRESENTATION, WARRANTY OR UNDERTAKING, EXPRESS OR IMPLIED, IS MADE AND NO RESPONSIBILITY IS ACCEPTED BY DEBENTURE TRUSTEE AS TO THE ACCURACY OR ANY OTHER INFORMATION PROVIDED BY THE ISSUER. ACCORDINGLY, DEBENTURE TRUSTEE ASSOCIATED WITH THE ISSUE SHALL HAVE NO LIABILITY IN RELATION TO THE INFORMATION CONTAINED IN THIS OFFER LETTER OR ANY OTHER INFORMATION PROVIDED BY THE ISSUER IN CONNECTION WITH THE ISSUE.
- III) THE DEBENTURE TRUSTEE IS NEITHER A PRINCIPAL DEBTOR NOR A GUARANTOR OF THE DEBENTURES.

CAUTIONARY NOTE

THE INVESTORS ACKNOWLEDGE BY THE RECEIPT OF THIS OFFER LETTER THAT THEY, (I) ARE KNOWLEDGEABLE AND EXPERIENCED IN FINANCIAL AND BUSINESS MATTERS, HAVE EXPERTISE IN ASSESSING CREDIT, MARKET AND ALL OTHER RELEVANT RISK AND ARE CAPABLE OF EVALUATING, AND HAVE EVALUATED, INDEPENDENTLY THE MERITS, RISKS AND SUITABILITY OF PURCHASING THE DEBENTURES, (II) UNDERSTAND THAT THE ISSUER HAS NOT PROVIDED, AND WILL NOT PROVIDE, ANY MATERIAL OR OTHER INFORMATION REGARDING THE DEBENTURES, EXCEPT AS INCLUDED IN THE OFFER LETTER, (III) HAVE NOT REQUESTED THE ISSUER TO PROVIDE IT WITH ANY SUCH MATERIAL OR OTHER INFORMATION, (IV) HAVE NOT RELIED ON ANY INVESTIGATION THAT ANY PERSON ACTING ON THEIR BEHALF MAY HAVE CONDUCTED WITH RESPECT TO THE DEBENTURES, (V) HAVE MADE THEIR OWN INVESTMENT DECISION REGARDING THE DEBENTURES, (VI) HAVE HAD ACCESS TO SUCH INFORMATION AS DEEMED NECESSARY OR APPROPRIATE IN CONNECTION WITH PURCHASE OF THE DEBENTURES, AND (VII) UNDERSTAND THAT, BY PURCHASE OR HOLDING OF THE DEBENTURES, THEY ARE ASSUMING AND ARE CAPABLE OF BEARING THE RISK OF LOSS THAT MAY OCCUR WITH RESPECT TO THE DEBENTURES, INCLUDING THE POSSIBILITY THAT THEY MAY LOSE ALL OR A SUBSTANTIAL PORTION OF THEIR INVESTMENT IN THE DEBENTURES AND THEY WILL NOT LOOK TO THE ISSUER AND/OR ANY OF ITS AFFILIATES FOR ALL OR PART OF ANY SUCH LOSS OR LOSSES THAT THEY MAY SUFFER.

NEITHER THIS OFFER LETTER NOR ANY OTHER INFORMATION SUPPLIED IN CONNECTION WITH THE ISSUE OF DEBENTURES IS INTENDED TO PROVIDE THE BASIS OF ANY CREDIT OR OTHER EVALUATION AND ANY RECIPIENT OF THIS OFFER LETTER SHOULD NOT CONSIDER SUCH RECEIPT AS A RECOMMENDATION TO PURCHASE ANY DEBENTURES. EACH INVESTOR CONTEMPLATING PURCHASING ANY DEBENTURES SHOULD MAKE ITS OWN INDEPENDENT INVESTIGATION OF THE FINANCIAL CONDITION AND AFFAIRS OF THE ISSUER, AND ITS OWN APPRAISAL OF THE CREDITWORTHINESS OF THE ISSUER. POTENTIAL INVESTORS SHOULD CONSULT THEIR OWN FINANCIAL, LEGAL, TAX AND OTHER PROFESSIONAL ADVISORS AS TO THE RISKS AND INVESTMENT CONSIDERATIONS ARISING FROM AN INVESTMENT IN THE DEBENTURES AND SHOULD POSSESS THE APPROPRIATE RESOURCES TO ANALYSE SUCH INVESTMENT AND THE SUITABILITY OF SUCH INVESTMENT TO SUCH INVESTOR'S PARTICULAR CIRCUMSTANCES. PROSPECTIVE INVESTORS ARE REQUIRED TO MAKE THEIR OWN INDEPENDENT EVALUATION AND JUDGMENT BEFORE MAKING THE INVESTMENT AND ARE BELIEVED TO BE EXPERIENCED IN

INVESTING IN DEBT MARKETS AND ARE ABLE TO BEAR THE ECONOMIC RISK OF INVESTING IN SUCH INSTRUMENTS.

THIS OFFER LETTER IS MADE AVAILABLE TO POTENTIAL INVESTORS ON THE STRICT UNDERSTANDING THAT IT IS CONFIDENTIAL. RECIPIENTS SHALL NOT BE ENTITLED TO USE ANY OF THE INFORMATION OTHERWISE THAN FOR THE PURPOSE OF DECIDING WHETHER OR NOT TO INVEST IN THE DEBENTURES. THE PERSON WHO IS IN RECEIPT OF THIS OFFER LETTER SHALL NOT REPRODUCE OR DISTRIBUTE IN WHOLE OR PART OR MAKE ANY ANNOUNCEMENT IN PUBLIC OR TO A THIRD PARTY REGARDING THE CONTENTS HEREOF WITHOUT THE CONSENT OF THE ISSUER. THE RECIPIENT AGREES TO KEEP CONFIDENTIAL ALL INFORMATION PROVIDED (OR MADE AVAILABLE HEREAFTER), INCLUDING, WITHOUT LIMITATION, THE EXISTENCE AND TERMS OF THE ISSUE, ANY SPECIFIC PRICING INFORMATION RELATED TO THE ISSUE OR THE AMOUNT OR TERMS OF ANY FEES PAYABLE TO PARTIES IN CONNECTION WITH THE ISSUE. THIS OFFER LETTER MAY NOT BE PHOTOCOPIED, REPRODUCED, OR DISTRIBUTED TO OTHERS AT ANY TIME WITHOUT THE PRIOR WRITTEN CONSENT OF THE ISSUER. UPON REQUEST, THE RECIPIENTS WILL PROMPTLY RETURN ALL MATERIAL RECEIVED FROM THE ISSUER OR ANY OF ITS AFFILIATES (INCLUDING THIS OFFER LETTER) WITHOUT RETAINING ANY COPIES HEREOF. IF ANY RECIPIENT OF THIS OFFER LETTER DECIDES NOT TO PARTICIPATE IN THE ISSUE, THAT RECIPIENT MUST PROMPTLY RETURN THIS OFFER LETTER AND ALL REPRODUCTIONS WHETHER IN WHOLE OR IN PART AND ANY OTHER INFORMATION STATEMENT, NOTICE, OPINION, MEMORANDUM, EXPRESSION OR FORECAST MADE OR SUPPLIED AT ANY TIME IN RELATION THERETO OR RECEIVED IN CONNECTION WITH THE ISSUE, TO THE ISSUER.

NO PERSON, INCLUDING ANY EMPLOYEE OF THE ISSUER, HAS BEEN AUTHORISED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION NOT CONTAINED IN THIS OFFER LETTER. ANY INFORMATION OR REPRESENTATION NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORISED BY OR ON BEHALF OF THE ISSUER. NEITHER THE DELIVERY OF THIS OFFER LETTER AT ANY TIME NOR ANY STATEMENT MADE IN CONNECTION WITH THE OFFERING OF THE DEBENTURES SHALL UNDER THE CIRCUMSTANCES IMPLY THAT ANY INFORMATION/ REPRESENTATION CONTAINED HEREIN IS CORRECT AT ANY TIME SUBSEQUENT TO THE DATE OF THIS OFFER LETTER.

Table indicating references of disclosure requirements under Form PAS-4

Sr. No.	Particulars	Page No.
1.	GENERAL INFORMATION	
a.	Name, address, website and other contact details of the company indicating both registered office and corporate office;	17
b.	Date of incorporation of the company;	17
c.	Business carried on by the company and its subsidiaries with the details of branches or units, if any;	18
d.	Brief particulars of the management of the company;	20
e.	Names, addresses, DIN and occupations of the directors;	20
f.	Management's perception of risk factors;	22
g.	Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of – (i) statutory dues; (ii) debentures and interest thereon; (iii) deposits and interest thereon; (iv) loan from any bank or financial institution and interest thereon.	25
h.	Names, designation, address and phone number, email ID of the nodal/ compliance officer of the company, if any, for the private placement offer process;	25
i.	Disclosure pertaining to wilful default	
2.	PARTICULARS OF THE OFFER	
a.	Date of passing of board resolution;	28
b.	Date of passing of resolution in the general meeting, authorizing the offer of securities;	28
c.	Kinds of securities offered (i.e. whether share or debenture) and class of security;	28
d.	Price at which the security is being offered including the premium, if any, alongwith justification of the price;	29
e.	Name and address of the valuer who performed valuation of the security offered;	32
f.	Amount which the company intends to raise by way of securities;	28

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g.	Terms of raising of securities: Duration, if applicable, Rate of dividend or rate of interest, mode of payment and repayment;	28-31
h.	Proposed time schedule for which the offer letter is valid;	29
i.	Purposes and objects of the offer;	28
j.	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects;	32
k.	Principle terms of assets charged as security, if applicable;	32
3.	DISCLOSURES WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION ETC.	
a.	Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other persons.	33
b.	details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the offeree company during the last three years immediately preceding the year of the circulation of the offer letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed	33
c.	Remuneration of directors (during the current year and last three financial years);	33
d.	Related party transactions entered during the last three financial years immediately preceding the year of circulation of offer letter including with regard to loans made or, guarantees given or securities provided	33
e.	Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of offer letter and of their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remark	33
f.	Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last three years immediately preceding the year of circulation of offer letter in the case of company and all of its subsidiaries. Also if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years immediately preceding the year of the offer letter and if so, section-wise details thereof for the company and all of its subsidiaries	34
g.	Details of acts of material frauds committed against the company in the last three years, if any, and if so, the action taken by the	34

Sr. No.	Particulars	Page No.
	company.	
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a.	The capital structure of the company in the following manner in a tabular form-	35
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(b)	size of the present offer	35
(c)	paid up capital	35
(A)	after the offer	35
(B)	after conversion of convertible instruments (if applicable)	35
(d)	share premium account (before and after the offer)	35
(ii)	the details of the existing share capital of the issuer company in a tabular form, indicating therein with regard to each allotment, the date of allotment, the number of shares allotted, the face value of the shares allotted, the price and the form of consideration Provided that the issuer company shall also disclose the number and price at which each of the allotments were made in the last one year preceding the date of the offer letter separately indicating the allotments made for considerations other than cash and the details of the consideration in each case;	35
b.	Profits of the company, before and after making provision for tax, for the three financial years immediately preceding the date of circulation of offer letter;	38
c.	Dividends declared by the company in respect of the said three financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid/interest paid)	38
d.	A summary of the financial position of the company as in the three audited balance sheets immediately preceding the date of circulation of offer letter;	38
e.	Audited Cash Flow Statement for the three years immediately preceding the date of circulation of offer letter;	38
f.	Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company.	39
5.	A DECLARATION BY THE DIRECTORS THAT-	50
	(a) the company has complied with the provisions of the	

Sr. No.	Particulars	Page No.
	<p>Companies Act and the rules made thereunder;</p> <p>(b) the compliance with the Companies Act and the rules does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government; and</p> <p>(c) the monies received under the offer shall be used only for the purposes and objects indicated in the Offer letter.</p>	

GENERAL INFORMATION

Registered office of the Issuer

J. P. Morgan Tower, Off C.S.T. Road,
Kalina, Santacruz-East,
Mumbai – 400098,
Maharashtra, India

Website: https://www.jpmorgan.com/country/IN/EN/jpmorgan_securities_india_private_limited
Telephone: +91 22 61573000
Fax: +91 22 61573990
Email: india_cs@jpmorgan.com

Corporate office of the Issuer

J. P. Morgan Tower, Off C.S.T. Road,
Kalina, Santacruz-East,
Mumbai – 400098,
Maharashtra, India

Website: https://www.jpmorgan.com/country/IN/EN/jpmorgan_securities_india_private_limited
Telephone: +91 22 61573000
Fax: +91 22 61573990
Email: india_cs@jpmorgan.com

Brief History and Business of J.P. Morgan Securities India Pvt. Ltd.

The Issuer was incorporated in India on July 27, 1998. The Issuer was a subsidiary of Morgan Guaranty International Finance Corporation (“**MGIFC**”), New York, USA, and a part of the J.P. Morgan Group.

On December 31, 2000, J.P. Morgan & Co. Incorporated (“**JPMorgan**”) merged with and into the Chase Manhattan Corporation (“**Chase**”). Upon consummation of the merger, Chase changed its name to J.P. Morgan Chase & Co., and was subsequently renamed JPMorgan Chase & Co. (“**JPMorgan Chase**”). Effective November 10, 2001, the equity shares of the Issuer held by MGIFC were distributed, under a plan of liquidation to J.P. Morgan International Finance Limited, USA, (“**JPMIFL**”) which is now the holding company of the Issuer. JPMorgan Chase is a financial holding company for a group of subsidiaries that provide a wide range of financial products and services to its clients.

The Issuer is registered as an NBFC under Section 45-IA of the Reserve Bank of India Act, 1934 as on January 7, 1999. The Issuer received the approval of the RBI to act as a primary dealer in government securities on February 5, 1999. In light of the provisions of RBI circular DBOD.FSD.BC.No. 64/24.92.001/2005-06 dated February 27, 2006 the Issuer decided to surrender its primary dealer license. Subsequently, with effect from August 28, 2006, the authorization given to the Issuer to act as primary dealer was withdrawn by RBI and JPMorgan Chase Bank, N.A., Mumbai branch was authorized to commence primary dealership business.

With the discontinuance of primary dealership business, after consultation with RBI, the Issuer continued to hold the existing certificate of registration as a NBFC and applied for a fresh certificate of registration. Subsequently, in July 2007, RBI informed the Issuer that it could “retain its existing Certificate of Registration” as an NBFC. The Issuer has two branch offices viz., one each in Chennai and New Delhi.

The Issuer has also obtained professional clearing membership of the National Securities Clearing Corporation Limited (“**NSCCL**”) and the necessary SEBI registration in this regard on April 15, 2004. This membership and registration enabled the Issuer to provide clearing services in respect of all

transactions in exchange traded derivatives entered into on the NSE, including interest rate and equity derivative transactions, and as well as to self clear. In view of the consolidation of this activity in another JPM entity, the Issuer had applied to the NSCCL for surrender of this registration. The application is pending disposal by NSCCL.

The Board at its meeting held on March 26, 2009 approved the proposal to amalgamate Bear Stearns Financial Services (India) Private Limited ("**BSFSI**") with and into the Issuer such that JPMSI would be the surviving company.

BSFSI was an NBFC registered under Section 45-IA (1) of the Reserve Bank of India Act, 1934 having registration number B-13.00011. BSFSI was acquired by the Bear Stearns Group ("**Bear Stearns**") from Ford Credit International Inc in November 2007. Subsequent to the acquisition of BSFSI by Bear Stearns, the J.P. Morgan group acquired the Bear Stearns in May 2008. BSFSI was erstwhile engaged in the business of hire purchase finance and retail vehicle finance. J.P. Morgan group after evaluating various alternatives, proposed to amalgamate BSFSI with and into the Issuer to achieve administrative efficiencies. The scheme of amalgamation was approved by the Board on April 15, 2009 and was filed with the Hon'ble High Court of Judicature at Bombay on April 21, 2009. Thereafter, vide order dated December 18, 2009, the Hon'ble Bombay Court had approved the scheme of amalgamation of BSFSI with and into the Issuer. Pursuant to the said court order, the Issuer allotted equity shares to the then shareholders of BSFSI who were also the shareholders of the Issuer. There has been no change in the shareholding pattern of the Issuer since the merger with BSFSI i.e. March 2010.

The Business

The extract of the main objects of the Memorandum of Association is reproduced below:

1. To carry on and engage in the business as share and stock brokers, finance brokers, underwriters, sub-underwriters, merchant bankers, primary and satellite dealers in Government securities market for taking, holding, dealing in converting stocks and shares and securities of all kinds including debentures (whether convertible or not), preference shares, fixed deposits, American depository receipts, global depository receipts, bonds, notes, units, warrants, obligations, negotiable instruments, options, futures and forwards, other derivative products, money market instruments, debts instruments, fixed income instruments and instruments of every kind or description issued or guaranteed by any Government, State, Dominion, Sovereign Body, Commission, public body or authority, Company or body corporate, whether incorporated or not, any person or association and generally for securities of association and generally for securities of every kind or description on account of clients or on its own behalf on any one or more of the recognized Stock/Commodity exchanges, clearing houses or otherwise.
2. To manage investment pools and to manage portfolios for both Indian residents and non-residents, foreign investors, mutual funds, pension funds, provident funds or any other retirement benefit funds etc. and to promote venture capital funds as well as mutual funds.
3. To carry on business as a finance company and to engage in any and all kinds of financial businesses including the business of granting loans, whether secured or not and with or without interest thereon for various purposes to any person and to purchase, acquire, invest, transfer, sell, dispose of or trade in any and all securities, financial assets, properties, secured assets, debts, receivables, participation certificates, participation units of any kind and nature whatsoever, whether existing, accruing, conditional, contingent, future, performing or non-performing, impaired or unimpaired, secured by mortgage of immovables or hypothecation or charge on movables or unsecured from or to any person and making investments for itself and/or for others, for various purposes in or with any person and generally to carry on such businesses as a non banking financial company registered with the Reserve bank of India is permitted to carry on and to raise and mobilize funds in any manner including by issuing securities or otherwise and for the purposes as aforesaid to act as trustees, collection or servicing agents, managers, administrators, receivers, valuers.
4. The Issuer has no subsidiaries, branches or units.

Corporate Structure of the Issuer

The Issuer was incorporated under the Companies Act, 1956 as a private company, limited by shares, with an initial authorised share capital of INR 1,165,000,000 (Rupees One Hundred Sixteen Crore and Fifty Lakhs Only) divided into 100,000,000 (Ten Crore) equity shares of INR 10 (Rupees Ten Only) each, aggregating to INR 1,000,000,000 (Rupees Hundred Crores Only) and 16,500,000 (One Crore Sixty Five Lakhs) preference shares of INR 10 (Rupees Ten Only) each, aggregating to INR 165,000,000 (Rupees Sixteen Crores Fifty Lakhs Only).

Pursuant to the special resolution passed at the general meeting of the Issuer held on June 18 2007, the authorized capital of the Issuer was raised to INR 1,705,000,000 (Rupees One Hundred Seventy Crores Fifty Lakhs Only) divided into 154,000,000 equity shares (Fifteen Crore Forty Lakh) Equity Shares of INR 10/- (Rupees Ten Only) each and 16,500,000 (One Crore Sixty Five Lakhs) five percent cumulative convertible redeemable preference shares of INR 10/- (Rupees Ten Only) each. There has been no change to the authorized share capital of the Issuer since then.

Details of Promoter Holding in the Issuer as on August 31, 2017

Sr. No.	Name of the shareholders	Total No. of Equity Shares	No. of shares in demat form	Total shareholding as % of total no of equity shares	No. of Shares Pledged	% of Shares pledged with respect to shares owned
1.	J. P. Morgan International Finance Limited*	138,384,350	NA	89.99999%	NIL	NIL
2.	J. P. Morgan Overseas Capital LLC	15,376,050**	NA	10.00001%	NIL	NIL

* J. P. Morgan International Finance Limited holds 16,000,000 preference shares of face value INR 10 each constituting 100% of the preference share capital of the Issuer.

** Out of 15,376,050 equity shares held by J.P. Morgan Overseas Capital LLC, 10 equity shares are held by it as a nominee of J.P. Morgan International Finance.

Key operational and financial parameters for the last three audited years and latest half year

Parameters	Up to latest Half Year*	In INR Lakhs		
		FY 2016-17 (ending 31 March 2017)	FY 2015-16 (ending 31 Mar 2016)	FY 2014-15 (ending 31 March 2015)
For Financial Entities				
Net worth**		117465	112826	109281
Total Debt				
of which – Non Current Maturities of Long Term Borrowing		200000	200000	-
1. Short Term Borrowing		-	-	195635
2. Current Maturities of Long Term Borrowing		-	-	-
Net Fixed Assets		5	8	5
Non Current Assets (excluding deferred tax)		181768	16007	14980
Cash and Cash Equivalents		1741	940	956
Current Investments		115487	204706	198610

Parameters	Up to latest Half Year*	FY 2016-17 (ending 31 March 2017)	FY 2015-16 (ending 31 Mar 2016)	FY 2014-15 (ending 31 March 2015)
Current Assets		22372	93227	91027
Current Liabilities		2878	1617	253
Assets Under Management		-	-	-
Off Balance Sheet Assets		-	-	-
Interest Income		24683	18325	21171
Interest Expense		16708	11456	13187
Provisioning & Write-offs				
-Provision/(Reversal of provision) for depreciation on investments		96	(27)	(83)
-Provision/(Reversal of provision) for standard assets		373	63	189
PAT		4670	3546	4755
Gross NPA (%)		-	-	-
Net NPA (%)		-	-	-
Tier I Capital Adequacy Ratio (%)		34%	164%	162%
Tier II Capital Adequacy Ratio (%)		6%	28%	28%

* Financial information for the latest half year period is not available as audited financials are not available

** Networth as defined in the Companies Act 2013 (under section 2(57))

Gross Debt: Equity Ratio of the Company

Before the issue of debt securities**	1.97
After the issue of debt securities***	Expected to be approximately 3

**As per audited financials as on March 31, 2017

***Assuming issue of Debentures of INR 10,000,000,000/- (Rupees One Thousand Crores only)

Project cost and means of financing, in case of funding of new projects

Not applicable

Management of the Issuer

As per the Articles of Association, the Issuer is required to have not more than 15 Directors.

Details of the Directors of the Issuer

Profile of Directors of the Issuer

Sr. No.	Name, Designation, DIN and Occupation	Education & Work experience	Age	Address	Director of the Issuer since	Other Directorships
1.	Ms. Rinku Ahuja Whole-time director & CEO (DIN: 06369232) Occupation:	M.Com, Mumbai University Over 16 years in the	41	701, 7th Floor, Safal Angan, 3 & 4 Union Park, Chembur, Mumbai, 400071,	20/09/2012	None

Sr. No.	Name, Designation, DIN and Occupation	Education & Work experience	Age	Address	Director of the Issuer since	Other Directorships
	Service	financial services Industry		Maharashtra, India		
2.	Mr. Manohar Bhide Independent Director (DIN: 00001826) Occupation: Service	M.A, CAIIB Over 52 years in Banking	78	A-5, Bageshree, Shankar Ghanekar Marg, Prabhadevi, Mumbai, 400025, Maharashtra, India	05/12/2000	Mahindra Shublabh Services Limited, Mahindra Trustee Company Private Limited, Talwalkars Better Value Fitness Limited, Mahindra & Mahindra Financial Services Limited
3.	Mr. Brijen Puri Director (DIN: 06371937) Occupation: Service	BE, PGDM, CFA Over 15 years in the financial services Industry	41	Flat No. 101, 1st Floor, Roshandeep, 15th Road, Khar West, Mumbai, 400052, Maharashtra, INDIA	20/09/2012	None
4.	Mr. Rammohan Devarajan Director (DIN: 06375231) Occupation: Service	B.Tech Mechanical – NIT Calicut, MMS. Mumbai University Over 13 years in the financial services Industry	48	604-B, Blue Haven, Raheja Vihar, Off Chandivali Farm Road, Chandivali, Mumbai, 400072, Maharashtra, INDIA	20/09/2012	None
5.	Mr. Dhananjay Mungale Independent Director (DIN: 00007563) Occupation: Service	A.C.A, LLB Over 30 years of experience in corporate and investment banking	64	10-A, Ameya Apts, Kashinath Dhuru Road, Near Kiriti College Dadar, Mumbai - 400028	16/03/2016	Inestors Advisores Pvt. Limited, Lavgan Dockyard Pvt. Ltd., Mentor Technologies Private Limited, Chowgule Steamships Limited, Kalpataru Limited, Mahindra & Mahindra Financial Services Limited, Snowcem Paints Pvt. Ltd., National Organic Chemical Limited, Tamilnadu

Sr. No.	Name, Designation, DIN and Occupation	Education & Work experience	Age	Address	Director of the Issuer since	Other Directorships
						Petroproducts Limited, Mahindra CIE Automative Ltd., Samson Maritime Limited
6.	Mr. Ashish Aggarwal Director (DIN: 07590024) Occupation: Service	BE (Mech), Masters in International Business Extensive experience on the market sales side covering clients for Fx, rates & structured solutions.	42	F-1002, Raheja Vistas, Raheja Vihar, Chandivali, Andheri (East), Mumbai - 400072	25/08/2016	None
7.	Mr. Sabu Joseph Director (DIN: 07626631) Occupation: Service	MBA, BTech More than 9 years of experience in credit risk management with JPM.	39	6B/22, Kalpataru Estate, J. V. Link Road, Andheri East Mumbai, PIN: 400 093	11/11/2016	None

*** Issuer to disclose name of the current directors who currently appear in the RBI defaulter list and/or ECGC default list, if any: Nil**

Details of change in directors since last three years

Name	Date of appointment/ resignation	Director of the Issuer since (in case of resignation)	Remarks
Mr. Brijen Puri	20/09/2012	-	Appointed Director
Ms. Rinku Ahuja	20/09/2012	-	Appointed Director
Mr. Rammohan Devarajan	20/09/2012	-	Appointed Director
Mr. Madhav Kalyan	24/09/2012	02/03/2010	Resigned as a Director
Mr. Harish Aggrawal	26/09/2012	17/12/2004	Resigned as a Director
Mr. Vikas Gupta	24/09/2012	17/09/2009	Resigned as a Director
Ms. Anjali Kothare	24/09/2012	25/09/2002	Resigned as a Director
Mr. Piyush Gupta	28/03/2012	12/11/2009	Resigned as a Director
Mr. Tarun Katoch	07/01/2014	20/09/2012	Resigned as a Director
Mr. Hetal Sanghvi	07/01/2014	-	Appointed as a Director
Mr. Hetal Sanghvi	31/07/2016	07/01/2014	Resignation as a Director
Mr. Dhananjay Mungale	16/03/2016	-	Appointed as an Independent Director
Mr. Ashish Aggarwal	25/08/2016	-	Appointed as a Director
Mr. Sabu Joseph	11/11/2016	-	Appointed as a Director

Risk Factors

An investment in Debentures involves a high degree of risk. Investors should carefully consider each of the following risk factors and all the information set forth in this Offer Letter before making an investment in our Debentures. The risks and uncertainties described in this section are not the only risks that the Issuer currently faces. Additional risks and uncertainties not presently known to the Issuer may also have an adverse effect on the Issuer's business, results of operations and financial

condition. If any particular or some combinations of the following risks or other risks that are not currently known actually occur, the business prospects, results of operations and financial condition of the Issuer could be adversely affected. The actual occurrence of such risks will also affect the trading price of the Debentures and the value of your investment could decline or be lost.

The numbering of the risk factors has been done to facilitate ease of reading and reference and does not, in any manner, indicate a ranking of risk factors or the importance of one risk factor over another.

Risk Factors in relation to the Debentures

1. Taxation

Potential purchasers and sellers of the Debentures should be aware that they may be required to pay taxes in accordance with the laws and practices of India. Payment and/or delivery of any amount due in respect of the Debentures will be conditional upon the payment of all applicable taxes, duties and/or expenses.

Potential investors who are in any doubt as to their tax position should consult their own independent tax advisers. In addition, potential investors should be aware that tax regulations and their application by the relevant taxation authorities change from time to time. Accordingly, it is not possible to predict the precise tax treatment which will apply at any given time.

2. Interest Rate Risk

All securities where a fixed rate of interest is offered are subject to price risk. The price of such securities will vary inversely with changes in prevailing interest rates, i.e. when interest rates rise, prices of fixed income securities fall and when interest rates drop, the prices increase. The extent of fluctuation in the prices is a function of the existing coupon, days to maturity and the increase or decrease in the level of prevailing interest rates. Any increase in rates of interest is likely to have a negative effect on the price of the Debentures.

3. The Debentures may be Illiquid

It is not possible to predict if and to what extent a secondary market may develop in the Debentures or at what price the Debentures will trade in the secondary market or whether such market will be liquid or illiquid. As specified in this Offer Letter, an application has been made to list the Debentures on the NSE and an in-principle approval has been obtained. If the Debentures are so listed or quoted or admitted to trading on the NSE, no assurance is given by the NSE that any such listing or quotation or admission to trading will be maintained. The fact that the Debentures may be so listed or quoted or admitted to trading does not necessarily lead to greater liquidity than if they were not so listed or quoted or admitted to trading.

The Issuer may, but is not obliged to, at any time purchase the Debentures at any price in the open market or by tender or private agreement. Any Debentures so purchased may be resold or surrendered for cancellation. The more limited the secondary market is, the more difficult it may be for holders of the Debentures to realise value for the Debentures prior to redemption of the Debentures.

4. Downgrading in credit rating

The Debentures have been rated by the Credit Rating Agency as having "CRISIL AAA/STABLE" rating for the issuance of Debentures for an aggregate amount of INR 1000,00,00,000 (Rupees One Thousand Crores Only).

The Issuer cannot guarantee that this rating will not be downgraded. Such a downgrade in the credit rating may lower the value of the Debentures and may also affect the Issuer's ability to raise further debts.

5. The Issuer has limited sources of funds to fulfill its obligations under the Debentures

If there is a shortfall in any amounts then due and payable pursuant to the terms of the Debentures, the Issuer may not have sufficient funds to make payments on the Debentures and the Debenture Holders may incur a loss on the Debenture amount and redemption premium. The ability of the Issuer to meet its obligations to pay any amounts due to the Debenture Holders under the Debentures will ultimately be dependent upon funds being received from internal accruals and/or borrowings. The Issuer is therefore generally exposed to the credit risk of the relevant counterparties in respect of such payments.

6. *The Debentures may not be a suitable investment for all investors*

Potential investors should ensure that they understand the nature of the Debentures and the extent of their exposure to risk, that they have sufficient knowledge, experience and access to professional advisers such as legal, tax, accounting and other advisers to make their own legal, tax, accounting and financial evaluation of the merits and risks of investment in the Debentures and that they consider the suitability of the Debentures as an investment in the light of their own circumstances and financial condition. These risks may include, among others, equity market risks, bond market risks, interest rate risks, market volatility and economic, political and regulatory risks and any combination of these and other risks.

7. *Delays in court proceedings in India*

If any dispute arises between the Issuer and any other party, the Issuer or such other party may need to take recourse to judicial proceedings before courts in India. It is not unusual for court proceedings in India to continue for extended periods. Disposition of cases may be further subject to various delays including multiple levels of appellate adjudication.

8. *Exercise of powers by the Debenture Trustee is subject to equitable principles and supervisory powers of courts*

The exercise by the Debenture Trustee of the powers and remedies conferred on it under the Debentures and the Transaction Documents or otherwise vested in it by law, will be subject to general equitable principles regarding the enforcement of security, the general supervisory powers and discretion of the Indian courts in the context thereof and the obtaining of any necessary governmental or regulatory consents, approvals, authorizations or orders.

9. *The right of the Debenture Holders to receive payments under the Debentures will be junior to certain tax and other liabilities preferred by law on an insolvency of the Issuer*

The Debentures will be subordinated to certain liabilities preferred by law such as claims of the Government of India on account of taxes and certain liabilities incurred in the ordinary course of the Issuer's business (including workmen's dues). Upon an order for winding-up in India, the assets of a company are vested in a liquidator who has wide powers to liquidate such company to pay its debt and administrative expenses.

10. *Receipt of coupon or principal is subject to the credit risk of the Issuer.*

Investors should be aware that the receipt of any coupon payment and principal amount at maturity is subject to the credit risk of the Issuer. Any stated credit rating of the Issuer reflects the independent opinion of the referenced rating agency as to the creditworthiness of the rated entity but is not a guarantee of credit quality of the Issuer. Any downgrading of the credit ratings of the Issuer by the rating agency may lower the value of the Debentures.

Risks in Relation to Indian Market, Economy and Political Situation

11. *Future legal and regulatory obstructions*

The central and state governments serve multiple roles in the Indian economy, including producers, consumers and regulators, which may have a significant influence on the Issuer. Future government policies and changes in laws and regulations in India, including applicable foreign exchange laws and comments, statements, policy changes or any adverse

interpretation of applicable law by any regulator, including but not limited to the SEBI or the RBI, may adversely affect the Debentures. The timing and content of any new law or regulation is not within the Issuer's control and such new law, regulation, comment, statement, policy change or adverse interpretation by any regulator could have an adverse effect on the market for and the price of the Debentures.

Further, the SEBI, the NSE, the ROC or other regulatory authorities may require clarifications on this Offer Letter, which may cause a delay in the issuance of the Debentures or may result in the Debentures being materially affected or even rejected.

Risk Factors in relation to the Issuer

12. Increasing competition from banks, financial institutions and NBFCs

The successful implementation of the Issuer's growth plans depends on its ability to face the competition. The Issuer's main competitors are NBFCs, financial institutions and banks. The Issuer, being a non-deposit taking NBFC, does not have access to low cost deposits because of which it may become less competitive. Many of its competitors have larger financial and other resources. Many of them also offer a wider range of services and financial products than the Issuer. If the Issuer is unable to manage its business and compete effectively with current or future competitors it might impede its competitive position and profitability.

13. Credit Risk

Any lending and investment activity by the Issuer is exposed to credit risk arising from interest /repayment default by borrowers and other counterparties. Being an NBFC, the Issuer has lent money for various maturities and with varying security to a number of institutional and non-institutional clients. The gross loan and investment portfolio of the Issuer was INR 2,956 crores as on March 31, 2017. The Issuer is exposed to the risk of such third parties which owe money, securities or other assets not performing their obligations due to various reasons.

14. Repayment of principal is subject to the credit risk of the Issuer

Potential investors should be aware that receipt of principal amount and any other amounts that may be due in respect of the Debentures is subject to the credit risk of the Issuer. Potential investors assume the risk that the Issuer will not be able to satisfy its obligations under the Debentures. In the event that bankruptcy proceedings or composition, scheme of arrangement or similar proceedings to avert bankruptcy are instituted by or against the Issuer, the payment of sums due on the Debentures may be substantially reduced or delayed.

15. The Issuer's operations are integrated with JP Morgan group entities

The Issuer leverages on the strengths of being part of the JP Morgan group and its operations are integrated with various JP Morgan group entities. Should there be any event which affects the group in a materially negative way it will have an adverse impact on the business of the Issuer.

Details of Default in repayment

Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of:

- (a) statutory dues: None
- (b) debentures and interest thereon: Not applicable
- (c) deposits and interest thereon: Not applicable
- (d) loan from any bank or financial institution and interest thereon: Not applicable

Company secretary and compliance officer of the Issuer

Ketki Bhogle

Address: Off CST Road, Kalina, Santacruz East, Floor 03 Mumbai, 400098

Email: ketki.c.bhogle@jpmchase.com

Telephone: +91 22 61575009

Fax: +91 22 61573990

Investors can contact the compliance officer in case of any Pre-Issue or Post-Issue related problems such as non-receipt of letters of allotment, if any, etc. in the respective beneficiary account or refund orders, etc.

Finance department contact of the Issuer

Esha Desai

Address: Off CST Road, Kalina, Santacruz East, Floor 03 Mumbai, 400098

Email: esha.x.desai@jpmorgan.com

Telephone: +91 22 61573679

Fax: +91 22 61573990

Debenture Trustee

IDBI Trusteeship Services Limited

Address: Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai – 400 001.

Email: swapnali@idbitrustee.com

Telephone: +91 22 4080 7062

Fax: +91 22 6631 1776

The Debenture Trustee has given its consent for its appointment as debenture trustee to the Issue and inclusion of its name in the form and context in which it appears in this Offer Letter vide its letter dated January 18, 2017 issued to the Issuer and such consent has not been withdrawn as of the time of filing this Offer Letter with the NSE. Such declaration will be mentioned in all subsequent periodical communications sent to the Debenture Holders. The copy of the consent letter from IDBI Trusteeship Services Limited to act as Trustee for and on behalf of the holders of Debentures is annexed as Annexure 2 (*Consent Letter from Debenture Trustee*).

Registrar and Transfer Agent

[Link Intime India Private Limited]

Address: 247 Park , C 101 1st Floor , LBS Marg , Vikhroli (W) , Mumbai – 400 083

Telephone: +91 22 49186000

Fax: +91 22 49186060

Credit Rating Agency

CRISIL Limited

Address: CRISIL House, Central Avenue, Hiranandani Business Park, Powai, Mumbai - 400076

Telephone: + 91 22 3342 3000

Fax: + 91 22 3342 3020

The Credit Rating Agency has assigned rating of “CRISIL AA+/STABLE” to the Debentures vide its letter dated September 27, 2017. Instruments with this rating are considered to have a high degree of

safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.

The above ratings are not a recommendation to buy, sell or hold Debentures or other securities and investors should take their own decision. The ratings may be subject to revision or withdrawal at any time by the assigning rating agencies on the basis of additional information evaluated by the assisting rating agency and each rating should be evaluated independently of any other rating. Ratings do not comment on the adequacy of market price, the suitability of any investment, loan or security for a particular investor (including without limitation, any accounting and/or regulatory treatment), or the tax-exempt nature or taxability of payments made in respect of any investment, loan or security. The Credit Rating Agency is not your advisor, nor is it providing to you or any other party any financial advice, or any legal, auditing, accounting, appraisal, valuation or actuarial services. The rating may be raised, lowered, withdrawn or placed on rating watch due to changes in, additions to, accuracy of, or the inadequacy of, information or for any other reason the Credit Rating Agency deem sufficient.

Please refer to Annexure 1 (*Credit Rating Letter from CRISIL Limited*) of this Offer Letter for a copy of the credit rating letter dated September 27, 2017.

Auditors of the Issuer

[M/s Price Waterhouse, Chartered Accountants LLP]
Firm Registration No. 012754N/N500016

Address: 252, Veer sawarkar marg, shivaji park, dadar west Mumbai 400028

Telephone: +91 (22) 66691000

Fax: +91 (22) 66547800, +91 (22) 66547801

Price Waterhouse, Chartered Accountants have been appointed as auditors of the Issuer from FY 2017-2018 for a period of five years.

Details of change in auditor since last three years: Yes, M/s Price Waterhouse, Chartered Accountants LLP has been appointed from FY 2017-18. Prior to this the Statutory Auditor was M/s Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 117365W)

Recognised stock exchange where the debt securities are proposed to be listed

The Debentures are proposed to be listed on the WDM. The Issuer has obtained an "in-principle" approval for listing from the NSE on September 28, 2017. Please refer to Annexure 3 (*In-Principle Listing Approval*) for a copy of the in-principle approval.

The details of the NSE are as provided below:

National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051

Telephone: +91 22 26598100 - 8114

Fax: +91 22 26598120

Website: www.nseindia.com

PARTICULARS OF THE OFFER

Authority for the placement

This private placement of Debentures is being made pursuant to the resolution of the Board passed at its meeting held on September 5, 2017 which has approved the placement of Debentures up to INR 20,000,000,000 (Rupees Two Thousand Crores only). The shareholders of the Issuer have vide a resolution dated September 8, 2017 approved the issuance of Debentures up to an aggregate amount of INR 20,000,000,000 (Rupees Two Thousand Crores only).

Security Name	JPMSIPL NCD Series 2
Issuer	J.P. Morgan Securities India Private Limited
Type of Instrument	Listed, rated and unsecured non convertible debentures.
Nature of Instrument	Unsecured.
Seniority	Senior.
Mode of Issue	Private placement.
Eligible Investors	As set out on page 5 (<i>Definitions and Abbreviations</i>) of this Offer Letter.
Listing (including name of stock Exchange(s) where it will be listed and timeline for listing)	Securities will be listed at WDM of the NSE within 15 days from the Deemed Date of Allotment.
Rating of the Instrument	"CRISIL AAA/STABLE"
Issue Size	INR 1000,00,00,000 (Rupees One Thousand Crores Only)
Option to retain oversubscription (Amount)	Not applicable.
Purpose and Objects of the Issue	The object of the Issue is to augment the long-term resources of the Issuer. The proceeds of the Issue shall be utilized for financing the business requirements of the Issuer.
Details of the utilisation of the Proceeds	The proceeds of the Issue shall be utilized for meeting the objects of the Issue.
Coupon Rate	(a) 7.35% per annum in respect of the first Coupon Period commencing immediately after the Pay In Date; and (b) 7.35% per annum in respect of each subsequent Coupon Period occurring immediately after the first Coupon Period.
Step Up/Step Down Coupon Rate	Not applicable
Coupon Payment Frequency	See Coupon Payment Dates below
Coupon Payment Dates	3 rd October every year, the first Coupon Payment Date being 3 October 2018, and the last Coupon Payment Date being 1 October 2027

Coupon Type	Fixed
Coupon Reset Process (including rates, spread, effective date, interest rate cap and floor etc).	Not applicable
Day Count Basis	Actual/Actual
Interest on Application Money	Not Applicable
Default/Overdue Interest Rate	<p>In case of default in payment of interest and/or principal redemption on the due dates, additional interest @ 2% p.a. over the applicable interest / coupon rate / implicit yield will be payable by the Issuer for the defaulting period.</p> <p>If there is a delay in listing of the Debentures beyond 20 days from the Deemed Date of Allotment, the Company will pay additional interest of 1% per annum (in addition to the Coupon Rate) on each Debenture from the expiry of 30 days from the Deemed Date of Allotment to (but excluding) the actual date of listing of the Debentures, provided however that nothing in this Clause will affect the obligations of the Company on the occurrence of a Mandatory Redemption Event, as set out in this Deed.</p>
Tenor /Duration	10 Years
Final Redemption Date	1 st October 2027
Redemption Date(s)	Not Applicable
Redemption Amount	INR 1000,00,00,000 (Rupees One Thousand Crores Only)
Redemption Premium /Discount	Not Applicable
Issue Price	INR 1,00,00,000 (Rupees One Crore Only) per debenture
Justification for Issue Price	Debentures are being issued at par.
Discount at which security is issued and the effective coupon as a result of such discount.	Not Applicable
Put Date	Not Applicable
Put Price	Not Applicable
Call Date	4rd October 2020 and every year on 4rd October thereafter
Call Price	At Nominal Value for each Debenture
Put Notification Time	Not Applicable
Call Notification Time	Date falling at least 5 Business Days prior to Call Date.

Face Value	INR 1,00,00,000 (Rupees One Crore Only) per Debenture.
Minimum Application and in multiples of 1 Debt securities thereafter	INR 1,00,00,000 (Rupees One Crore Only) and multiples of INR 1,00,00,000 (Rupees One Crore Only) thereafter.
Issue Timing	
1. Issue Opening Date	3 rd October, 2017
2. Issue Closing Date	3 rd October, 2017
3. Pay In Date	3 rd October, 2017
4. Deemed Date of Allotment	4 th October, 2017
Issuance mode of the Instrument	Demat.
Trading mode of the Instrument	Demat.
Settlement mode of the Instrument	RTGS.
Depository	NSDL and/or CDSL, as the case may be.
Business Day Convention	A day (other than a Saturday or a Sunday) on which banks are open for general business in Mumbai).
Record Date	15 days prior to each coupon payment date or the relevant date of redemption of such Debentures, as applicable.
Security (where applicable) (Including description, type of security, type of charge, likely date of creation of security, minimum security cover, revaluation, replacement of security) and guarantees	Not applicable
Required Collateral Cover	Not applicable
Financial Covenants	None
Additional Covenants	Customary to such transactions, as mentioned in the Debenture Trust Deed
Transaction Documents	Debenture Trust Deed, Debenture Trustee Agreement, this Offer Letter and any other document that may be designated by the Debenture Trustee as a Transaction Document.
Conditions Precedent to Disbursement	Receipt of copies of the: <ul style="list-style-type: none"> (a) constitutional documents of the Issuer, (b) board resolution of the Issuer and the special resolution of the shareholders of the Issuer approving the issuance of Debentures and authorising the Issue; (c) customary certifications of the Issuer and the auditor to the Issuer;

	<p>(d) Debenture Trust Deed and the Debenture Trustee Agreement executed by the relevant parties thereto;</p> <p>(e) rating letter from the Credit Rating Agency;</p> <p>(f) in-principle approval letter from the NSE for listing of the Debentures on the WDM.</p>
Condition Subsequent to Disbursement	<p>Receipt of evidence:</p> <p>(a) that the stamp duty payable on the Debentures have been paid;</p> <p>(b) of the depository accounts of the Debenture Holders will be credited with the relevant Debentures;</p> <p>(c) of a return of allotment of debentures in the required formats having been filed with the RoC;</p> <p>(d) of listing of the Debentures on the WDM;</p> <p>(e) of this Offer Letter along with the required forms having been filed with the RoC and the SEBI.</p>
Events of Default	<p>As set out in the Debenture Trust Deed and includes the events of default set out below:</p> <ol style="list-style-type: none"> 1. Non payment 2. Non compliance with obligations set out under the Debenture Trust Deed 3. Misrepresentation 4. Cross default 5. Insolvency and Insolvency Proceedings 6. Judgments, creditors' process 7. Moratorium 8. Expropriation 9. Debenture Delisting Event 10. Unlawfulness 11. Repudiation 12. Cessation of Business

	13. Material Adverse Effect 14. Material Litigation 15. Credit rating
Provisions related to Cross Default Clause	Not applicable
Role and Responsibilities of Debenture Trustee	As per SEBI (Debenture Trustee) Regulations, 1993, SEBI (Issue and Listing of Debt Securities) Regulation, 2008, Companies Act, the simplified listing agreement(s), each as amended from time to time.
Governing Law and Jurisdiction	Laws of India and the exclusive jurisdiction of courts and tribunals of Mumbai.

Illustration of Bond Cash Flows

As per the SEBI Circular No. CIR/IMD/DF/18/2013 dated 29 October 2013, the cash flows emanating from the Debentures are mentioned below by way of an illustration.

Cash Flow / Payment Date	Principal Repayment	Coupon	Redemption Premium	Total Payment
Wednesday, October 03, 2018	Not Applicable	INR 735,000	Not Applicable	INR 735,000
Thursday, October 03, 2019	Not Applicable	INR 735,000	Not Applicable	INR 735,000
Saturday, October 03, 2020	Not Applicable	INR 735,000	Not Applicable	INR 735,000
Monday, October 04, 2021	Not Applicable	INR 735,000	Not Applicable	INR 735,000
Monday, October 03, 2022	Not Applicable	INR 735,000	Not Applicable	INR 735,000
Tuesday, October 03, 2023	Not Applicable	INR 735,000	Not Applicable	INR 735,000
Thursday, October 03, 2024	Not Applicable	INR 735,000	Not Applicable	INR 735,000
Friday, October 03, 2025	Not Applicable	INR 735,000	Not Applicable	INR 735,000
Saturday, October 03, 2026	Not Applicable	INR 735,000	Not Applicable	INR 735,000
Friday, October 01, 2027	INR 10,000,000	INR 730,973	Not Applicable	INR 10,730,973

If the coupon payment date of the Debentures falls on day which is not a Business Day, the coupon payment shall be made on the next Business Day. If the Redemption Date of the Debentures falls on a day which is not a Business Day, the redemption proceeds shall be paid on the previous Business Day.

If the security is backed by a guarantee or letter of comfort or any other document / letter with similar intent, a copy of the same shall be disclosed. In case such document does not contain detailed payment structure (procedure of invocation of guarantee and receipt of payment by the investor along with timelines), the same shall be disclosed in the Offer Letter.

Not applicable

Debenture redemption reserve

The Issuer shall maintain the debenture redemption reserve as per section 71(4) of the Companies Act, 2013 read with Rule 18(7) of Companies (Share Capital and Debentures) Rules, 2014 and circulars issued by Central Government in this regard.

Issue Schedule

Issue opens on	3 rd October, 2017
Issue closes on	3 rd October, 2017
Pay In Date	3 rd October, 2017
Deemed Date of Allotment	4 th October, 2017

Note: In the case of full subscription to the Issue Amount, the Issuer may at its own discretion, close the Issue earlier than the date mentioned hereinabove.

Name and address of the valuer who performed valuation of the security offered

Not applicable

Details of contribution made by the promoters or directors either as part of the Issue or separately in furtherance of the Objects of the Issue

Not Applicable

Principal terms of the assets charged as security, if any

Not applicable

Disclosures pertaining to wilful default

Not Applicable

DISCLOSURE WITH REGARD TO THE INTEREST OF DIRECTORS, LITIGATION ETC.

- (a) **Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other persons:**

None of the directors, promoters or key managerial personnel has any financial or other material interest in the Issuer.

- (b) **Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the offeree company during the last three years immediately preceding the year of the circulation of the offer letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed:**

We are not aware any litigation or legal action against either of the relevant promoters (in this case, J.P. Morgan International Finance Limited and J.P. Morgan Overseas Capital LLC during the last three years immediately preceding 2017.

However, please note that JPMorgan Chase & Co. and/or its subsidiaries (collectively, the "Firm") are defendants or putative defendants in numerous legal proceedings, including private civil litigations and regulatory/government investigations. The litigations range from individual actions involving a single plaintiff to class action lawsuits with potentially millions of class members. Investigations involve both formal and informal proceedings, by both governmental agencies and self-regulatory organizations. These legal proceedings are at varying stages of adjudication, arbitration or investigation, and involve each of the Firm's lines of business and geographies and a wide variety of claims (including common law tort and contract claims and statutory antitrust, securities and consumer protection claims), some of which present novel legal theories. Based on current knowledge, the Firm believes it has asserted meritorious defenses to the claims asserted against it in its currently outstanding legal proceedings, intends to defend itself vigorously in all such matters and does not believe that any pending legal proceeding would have a material effect on the Firm's performance of the services contemplated by the information memorandum. For further discussion, please refer to JPMorgan Chase & Co.'s publicly-filed disclosures, including its most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q filed with the U.S. Securities and Exchange Commission.

Remuneration of directors (during the current year and last three financial years)

Year	FY 2016-17	FY 2015-16	FY 2014-15
Remuneration (INR)	33,384,450	30,447,607	28,627,179

- (c) **Related party transactions entered during the last three financial years immediately preceding the year of circulation of offer letter including with regard to loans made or, guarantees given or securities provided:**

As per audited financials attached

- (d) **Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of offer letter and of their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remark:**

None

- (e) **Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last three years immediately**

preceding the year of circulation of offer letter in the case of company and all of its subsidiaries. Also if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years immediately preceding the year of the offer letter and if so, section-wise details thereof for the company and all of its subsidiaries:

The Issuer was served with a demand notice issued by the Deputy Superintendent of Stamps, Mumbai for payment of stamp duty of approximately INR 15,800,000 on the High Court order passing the scheme of amalgamation of BSFSI with the Issuer. The Issuer filed an application with the Superintendent of Stamps, Mumbai requesting cancellation of the demand notice but the application was rejected. The Issuer has filed an appeal with the Chief Controlling Revenue Authority at Pune and the same is pending orders from the Chief Controlling Revenue Authority.

For the financial year ended March 31, 2008, the Assessing Officer imputed notional interest on the difference between the price at which equity shares were issued and the fair market value of equity shares issued by the Issuer to its associated enterprise during the financial year ended March 31, 2008. The amount of additional income computed was Rs.129,760,172. The Income-tax Appellate Tribunal vide its order dated March 25, 2015 deleted the addition made by the Assessing Officer.

The Assessing Officer imputed certain increases to the returned income for financial year ended March 31, 2009: (a) the Assessing Officer imputed notional interest on the difference between the price at which equity shares were issued by the Issuer during the financial year ended March 31, 2008 and arm's length price of the equity shares and (b) the Assessing Officer disallowed the deduction claimed by the Issuer in respect of revaluation loss (interest expense) on index-linked debentures issued by the Issuer. The additional income computed for (a) and (b) respectively were Rs.163,900,620 and Rs.59,138,932.

For the financial year ended March 31, 2010, (a) the Assessing Officer imputed notional interest on the difference between the price at which equity shares were issued during financial year ended March 31, 2008 and arm's length price of the equity shares; (b) the Assessing Officer disallowed the deduction claimed by the Issuer in respect of revaluation loss (interest expense) on index-linked debentures issued by the Issuer. The additional income computed for (a) and (b) respectively were Rs.104,828,400 and Rs.133,036,000.

The Income-tax Appellate Tribunal vide its order dated September 16, 2015 deleted all the additions made for the financial year ended March 31, 2009 and March 31, 2010. However, the Income-tax Appellate Tribunal has restored the matter to the Assessing Officer for the limited purpose of verifying the revaluation loss (interest expense) computed by the Issuer in accordance with the methodology prescribed in the terms and conditions of the scheme document of issuance of debentures for both the years.

The Company had filed a writ before the Bombay High Court on 8th June 2016 against the order of the Chief Controlling Revenue Authority, Maharashtra State, Pune ("CCRA") and the demand notice by Department of Registration and Stamps, Maharashtra. The matter was heard by the Hon'ble court on September 16, 2016 and a stay was granted against the order passed by CCRA and the demand notice issued by Department of Registration and Stamps, Maharashtra (order attached). The matter was further listed on Oct.17, 2016 when the Court directed CCRA, Superintendent of Stamps (Fort, Mumbai) and Collector of Stamps (Fort, Mumbai) to file their response By November 18, 2016.

The Counsel will inform the Company when the matter gets listed next. The interim stay in the matter continues.

- (f) **Details of acts of material frauds committed against the company in the last three years, if any, and if so, the action taken by the company:**

None

FINANCIAL POSITION OF THE ISSUER

Capital structure of the Issuer

As on June 30, 2017, the authorized share capital of the Issuer was INR 1,705,000,000 divided into 154,000,000 equity shares of INR 10 each, aggregating to INR 1,540,000,000 and 16,500,000 preference shares of INR 10 each, aggregating to INR 165,000,000.

The issued, subscribed and paid-up share capital was INR 1,697,604,000 divided into 153,760,400 equity shares of INR 10 each and 16,000,000 preference shares of INR 10 each.

The capital structure of the Issuer as on the date of this Offer Letter is provided below:

Particulars	Amount (INR)	Number of Securities
<u>Authorised Share Capital</u>		
Equity shares	1,540,000,000	154,000,000
Preference shares	165,000,000	16,500,000
<u>Issued, Subscribed Share Capital</u>		
Equity shares	1,537,604,000	153,760,400
Preference shares	160,000,000	16,000,000
<u>Issued, Subscribed and Paid-Up Share Capital</u>	1,697,604,000	169,760,400
Equity shares	1,537,604,000	153,760,400
Preference shares	160,000,000	16,000,000
<u>Size of Present Issue</u>		
Non Convertible Debentures	20,000,000,000	2,000
<u>Paid-up Share Capital after the Issue</u>		
Equity shares	1,537,604,000	153,760,400
Preference shares	160,000,000	16,000,000
<u>Paid-up Share Capital after the conversion of any convertible instruments</u>	-	-
Equity shares	1,537,604,000	153,760,400
Preference shares	160,000,000	16,000,000
<u>Share Premium Account before the Issue</u>		
<u>Share Premium Account after the Issue</u>		

Changes in its capital structure as on last quarter end, for the last five years:

There have been no changes in the capital structure as of the last quarter, for the last five years.

Equity Share Capital History of the Issuer

Date	No. of Shares allotted	Face Value per share (INR)	Issue price (INR)	Consideration (cash/other than cash)	Nature of allotment	Cumulative			Remark
						No. of Equity shares	Equity share capital (INR)	Equity share premium (INR)	
July 27, 1998	200	10	10	Cash	Subscribers to Memorandum	200	2,000		Subscribers to Memorandum of Association

Date	No. of Shares allotted	Face Value per share (INR)	Issue price (INR)	Consideration (cash/other than cash)	Nature of allotment	Cumulative			Remark
						No. of Equity shares	Equity share capital (INR)	Equity share premium (INR)	
(Date of Incorporation)					of Association				
October 15, 1998	21,249,800	10	10	Cash	Preferential Allotment	21,250,000	212,500,000		Allotted to Vaishakh Fintrade Private Limited
October 15, 1998	63,750,000	10	10	Cash	Preferential Allotment	85,000,000	850,000,000		Allotted to J.P. Morgan International Finance Limited ("JPMIFL")
October 28, 2004	*(21,250,000)	10	10	-	Cancellation	63,750,000	637,500,000		Equity shares reduced and cancelled
December 28, 2004	**400	10	-	Consideration other than cash pursuant to scheme of amalgamation	Allotment pursuant to scheme of amalgamation	63,750,400	637,504,000		Allotted to JPMIFL
June 28, 2007	***90,000,000	10	36	Cash	Preferential Allotment	153,750,400	1,537,504,000	2,340,000,000	Allotted to JPMIFL
March 18, 2010	****10,000	10	-	Consideration other than cash pursuant to scheme of amalga	Pursuant to scheme of amalga	153,760,400	1,537,604,000		Allotted to the shareholders of BSFSI

Date	No. of Shares allotted	Face Value per share (INR)	Issue price (INR)	Consideration (cash/other than cash)	Nature of allotment	Cumulative			Remark
						No. of Equity shares	Equity share capital (INR)	Equity share premium (INR)	
				mation					

*Pursuant to the order dated October 28, 2004 passed by the Bombay High Court approving the amalgamation of Vaishakh Fintrade Private Limited with the Issuer, 21,250,000 equity shares of the Issuer were cancelled and reduced, which includes the 200 equity shares issued to the subscribers to the Memorandum of Association (which were transferred to Vaishakh Fintrade Private Limited on February 4, 1999) and 21,249,800 equity shares allotted to Vaishakh Fintrade Private Limited on October 15, 1998.

**Pursuant to the order dated October 28, 2004 passed by the Bombay High Court approving the amalgamation of Vaishakh Fintrade Private Limited with the Company, 400 equity shares were allotted to JPMIFL on December 28, 2004.

*** Issue of 90,000,000 equity shares of INR 10/- each at a premium of INR 26 each. On September 16, 2004, 10 equity shares and on December 31, 2007, 15,375,040 equity shares were transferred from JPMIFL to J.P. Morgan Overseas Capital Corporation.

****Pursuant to the scheme of amalgamation of BSFSI with and into the Company, sanctioned by the Bombay High Court on December 18, 2009 effective March 10, 2010, 9000 equity shares were allotted to JPMIFL and 1000 equity shares to J.P. Morgan Overseas Capital Corporation (the shareholders of BSFSI) on March 18, 2010.

Allotments made in the last one year from the date of this Offer Letter

None

Details of the shareholding of the Issuer

Shareholding pattern of the Issuer as on September 30, 2017

Sr. No.	Particulars (Name of the Shareholder)	Total no. of Equity shares	No. of shares in demat form	Total Shareholding as % of total no. of equity shares
1.	J. P. Morgan International Finance Limited#	138,384,350	NIL	89.99999
2.	J. P. Morgan Overseas Capital LLC	15,376,050*	NIL	10.00001
	TOTAL	153,760,400	NIL	100

#Holds 16,000,000 preference shares of face value INR 10 each constituting 100% of the preference share capital of the Issuer.

* Out of 15,376,050 equity shares held by J.P. Morgan Overseas Capital LLC, 10 equity shares are held by it as a nominee of JPMIFL

Shareholding pattern of the Issuer as on as on the last quarter end date

Sr. No.	Particulars (Name of the Shareholder)	Total no. of Equity shares	No. of shares in demat form	Total Shareholding as % of total no. of equity shares
1.	J. P. Morgan International Finance Limited#	138,384,350	NIL	89.99999
2.	J. P. Morgan Overseas Capital LLC	15,376,050*	NIL	10.00001

TOTAL	153,760,400	NIL	100
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#Holds 16,000,000 preference shares of face value INR 10 each constituting 100% of the preference share capital of the Issuer.

* 10 equity shares are held by it as a nominee of JPMIFL

Notes: Shares pledged or encumbered by the promoters (if any):

None

Details of any acquisition or amalgamation in the last one year

None

Details of reorganization or reconstruction in the last one year

None

Details of borrowings of the Issuer, as on the latest quarter end, being 30th June 2017:

- Details of secured loan facilities: None
- Details of unsecured loan facilities: None
- Details of non convertible debentures: 2000 8.35% (previous year 8.20%) redeemable, listed, rated and non-convertible debentures of face value of INR 1 crore each
- List of Top 10 debenture holders (as on the date of the Offer Letter):

Investor	Amount
JP MORGAN SECURITIES ASIA PRIVATE LIMITED	INR 20,000,000,000

- The amount of corporate guarantee issued by the Issuer along with name of the counterparty (like name of the subsidiary, JV entity, group company, etc.) on behalf of whom it has been issued: None
- Details of Commercial Papers: None
- Details of Rest of the borrowing (if any including hybrid debt like FCCB, Optionally Convertible Debentures / Preference Shares) as on the date of the Offer Letter: None*
* The Issuer has issued 5% cumulative convertible redeemable preference shares of INR 10 each which have been disclosed under share capital in the attached audited financials (see page 72 of this Offer Letter)
- Details of all default/s and/or delay in payments of interest and principal of any kind of term loans, debt securities and other financial indebtedness including corporate guarantee issued by the Issuer, in the past 5 years: None
- Details of any outstanding borrowings taken/ debt securities issued where taken / issued (i) for consideration other than cash, whether in whole or part, (ii) at a premium or discount, or (iii) in pursuance of an option: None

Profits of the Issuer, before and after making provision for tax, for the three financial years immediately preceding the date of circulation of the Offer Letter

Parameters	INR in lakhs		
	FY 2016-17	FY 2015-16	FY 2014-15
Profit Before Tax	7379	5715	7303
Profit After Tax	4670	3546	4755

Dividends declared by the Issuer in respect of the said three financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid/interest paid)

INR in lakhs

Parameters	FY 2016-17	FY 2015-16	FY 2014-15
Dividend amounts**	Not applicable	Not applicable	Not applicable
Interest coverage ratio	1.44	1.50	1.55

** The Issuer has not declared any equity dividend during last three years but has been paying contractual dividend to the preference shareholders at the rate of 5% per share.

Abridged version of Audited Consolidated (wherever available) and Standalone Financial Information (like Profit & Loss statement, Balance Sheet and Cash Flow Statement) for atleast three years and auditors qualifications, if any

As per the attached audited financials

The Issuer undertakes that it shall provide latest Audited or Limited Review Financials in line with timelines as mentioned in Simplified Listing Agreement issued by SEBI vide circular No. SEBI/IMD/BOND/1/2009/11/05 dated 11 May 2009 as amended from time to time, for furnishing / publishing its half yearly/ annual result. Further, the Issuer shall within 180 days from the end of the financial year, submit a copy of the latest annual report to the Debenture Trustee and the Debenture Trustee shall be obliged to share the details submitted under this clause with all 'Qualified Institutional Buyers' (QIBs) and other existing Debenture Holders within two working days of their specific request.

Abridged version of Latest Audited / Limited Review Half Yearly Consolidated (wherever available) and Standalone Financial Information (like Profit & Loss statement, Balance Sheet) and Cash Flow statement and auditors qualifications, if any

Not available as financial statements for the latest half year period have not been audited.

Any change in accounting policies during the last three years and their effect on the profits and the reserves of the Issuer.

None

Any material event/ development or change having implications on the financials/credit quality (e.g. any material regulatory proceedings against the Issuer/promoters, tax litigations resulting in material liabilities, corporate restructuring event etc.) at the time of issue which may affect the issue or the investor's decision to invest / continue to invest in the debt securities.

None

TERMS OF OFFER OR PURCHASE

Terms of offer are set out in under the section "Particulars of the Offer" above. Below are the general terms and conditions.

Issue

Issue of the Debentures of the face value INR 1,00,00,000 (Rupees One Crore Only) each, aggregating to INR 1000,00,00,000 (Rupees One Thousand Crores Only) on a private placement basis not open for public subscription.

Compliance with laws

The Issue of Debentures is being made in reliance upon Section 42 of the Companies Act, 2013, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, relevant provisions of the Companies Act, 1956, the SEBI Debt Regulations, Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 and applicable regulations of Reserve Bank of India as amended and other applicable laws in this regard.

As per paragraph 8 of the circular CIR/IMD/FIIC/18/2010 dated 26 November 2010, SEBI has allowed FIIs to invest in 'to be listed' debt securities. Also, as per A.P. (DIR Series) Circular No. 89 on 1 March 2012 by RBI, SEBI registered FIIs/sub-accounts of FIIs can invest in primary issues of non-convertible debentures only if listing of such non-convertible debentures is committed to be done within 15 days of such investment. In case the non-convertible debentures issued to the SEBI registered FIIs / sub-accounts of FIIs are not listed within 15 days of issuance to the SEBI registered FIIs / sub-accounts of FIIs, for any reason, then FII/sub-account of FII shall immediately dispose of these non-convertible debentures either by way of sale to a third party or to the issuer and the terms of offer to FII/Sub-accounts should contain a clause that the issuer of such debt securities shall immediately redeem/buy-back the said securities from the FII/sub-account of FII in such an eventuality .

Who Can Apply

Only the persons who are specifically addressed through a communication by or on behalf of the Issuer directly are eligible to apply for the Debentures. An application made by any other person will be deemed as an invalid application and rejected. In order to subscribe to the Debentures a person must belong to one of the categories mentioned below:

- Foreign institutional investors; and
- Foreign portfolio investors as permitted under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014

In addition, the Debentures are being offered and sold only to non-U.S. Persons in offshore transactions in accordance with Regulation S ("Regulation S") under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"). The Debentures may not be reoffered, resold, pledged, or otherwise transferred by the holder thereof except (i) (a) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S; (b) pursuant to an exemption from registration under the U.S. Securities Act provided by Rule 144 thereunder (if available); or (c) to an institutional accredited investor in a transaction exempt from the registration requirement of the U.S. Securities Act; and (ii) in accordance with all applicable securities laws of the United States and other jurisdictions.

The global security evidencing the Debentures will contain a legend to the following effect:

THE DEBENTURES EVIDENCED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") MAY NOT BE REOFFERED, RESOLD, PLEDGED, OR OTHERWISE TRANSFERRED BY THE HOLDER THEREOF EXCEPT (I) (A) IN AN OFFSHORE TRANSACTION COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S; (B) PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE U.S. SECURITIES ACT PROVIDED BY RULE 144 THEREUNDER (IF AVAILABLE); OR (C) TO AN INSTITUTIONAL ACCREDITED INVESTOR IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENT OF THE U.S. SECURITIES ACT; AND (II) IN ACCORDANCE WITH ALL APPLICABLE SECURITIES LAWS OF THE UNITED STATES AND OTHER JURISDICTIONS.

a. Application by Eligible Financial Institutions

The application must be accompanied by certified true copies of (i) board resolution authorising investments or letter of authorization or power of attorney, and (ii) specimen signatures of authorized signatories.

b. Application by Insurance Companies

The applications must be accompanied by certified true copies of (i) memorandum and articles of association/constitution/bye-laws, (ii) resolution authorising investment and containing operating instructions, (iii) specimen signatures of authorised signatories, and (iv) Form 15 AA for claiming exemption from deduction of Tax on the interest income (including interest on application money), if applicable.

c. Applications by Corporate Bodies/ Companies/ Statutory Corporations/ NBFCs and RNBCs

The applications must be accompanied by certified true copies of (i) memorandum and articles of association of the applicant, (ii) board resolution authorizing investment and containing operating instructions, and (iii) specimen signatures of authorized signatories.

d. Application by Mutual Funds

- (i) A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and that such applications shall not be treated as multiple applications.
- (ii) The applications made by the asset management companies or custodians of a mutual fund shall clearly indicate the name of the concerned scheme for which application is being made.
- (iii) The applications must be accompanied by certified true copies of (i) SEBI registration certificate and trust deed, (ii) resolution authorizing investment and containing operating instructions, and (iii) specimen signatures of authorized signatories.

e. Application by FPIs (including FIIs and sub-accounts of FIIs)

In case of an application made by FPIs, a certified true copy of their SEBI registration certificate must be attached to the Application Form at the time of making the application, failing which, the Issuer reserves the full, unqualified and absolute right to accept or reject any application in whole or in part and in either case without assigning any reason thereto.

DISCLAIMER: PLEASE NOTE THAT ONLY THOSE PERSONS TO WHOM THIS OFFER LETTER HAS BEEN SPECIFICALLY ADDRESSED ARE ELIGIBLE TO APPLY. HOWEVER, AN APPLICATION, EVEN IF COMPLETE IN ALL RESPECTS, IS LIABLE TO BE REJECTED WITHOUT ASSIGNING ANY REASON FOR THE SAME. THE LIST OF DOCUMENTS PROVIDED ABOVE IS ONLY INDICATIVE, AND AN INVESTOR IS REQUIRED TO PROVIDE ALL THOSE DOCUMENTS / AUTHORIZATIONS / INFORMATION, WHICH ARE LIKELY TO BE REQUIRED BY THE ISSUER. THE ISSUER MAY, BUT IS NOT BOUND TO, RESPOND TO ANY INVESTOR FOR ANY ADDITIONAL DOCUMENTS / INFORMATION, AND CAN ACCEPT OR REJECT AN APPLICATION AS IT DEEMS FIT. INVESTMENT BY INVESTORS FALLING IN THE CATEGORIES MENTIONED ABOVE ARE MERELY INDICATIVE AND THE ISSUER DOES NOT WARRANT THAT THEY ARE PERMITTED TO INVEST AS PER EXTANT LAWS, REGULATIONS, ETC. EACH OF THE ABOVE CATEGORIES OF INVESTORS IS REQUIRED TO CHECK AND COMPLY WITH EXTANT RULES/REGULATIONS/ GUIDELINES, ETC. GOVERNING OR REGULATING THEIR INVESTMENTS AS APPLICABLE TO THEM AND THE ISSUER IS NOT, IN ANY WAY, DIRECTLY OR INDIRECTLY, RESPONSIBLE FOR ANY STATUTORY OR REGULATORY BREACHES BY ANY INVESTOR, NEITHER IS THE ISSUER REQUIRED TO CHECK OR CONFIRM THE SAME.

The Debentures being offered under the Issue are subject to the provisions of the Companies Act, the Memorandum of Association and the Articles of Association, the terms of this Offer Letter, Application Form and other terms and conditions as may be incorporated in the Transaction Documents.

How to apply

Only Eligible Investors may submit completed Application Forms in the prescribed format in BLOCK LETTERS in English as per the instructions contained therein. The minimum number of Debentures that can be applied for and the multiples thereof shall be set out in the relevant Application Form. No application can be made for a fraction of a Debenture. Application Forms should be duly completed in all respects and applications not completed in the said manner are liable to be rejected. The name of the applicant's bank, type of account and account number must be duly completed by the applicant. This is required for the applicant's own safety and these details will be printed on the refund orders and/or redemption warrants.

Payment instructions

An Application Form must be accompanied by either demand draft(s) or cheque(s) drawn or made payable in favour of J.P. Morgan Securities India Private Limited and crossed "Account Payee Only". No cash will be accepted. Cheque(s) or demand draft(s) may be drawn on any bank including a co-operative bank, which is a member or a sub-member of the bankers clearing house. The entire amount of INR 10,000,000 per Debenture is payable along with the making of an application. Applicants can alternatively remit the application amount through EFT/RTGS on the Pay In Date, to the bank account of the Issuer as per the details mentioned in the Application Form. The RTGS details of the Issuer are as under:

Beneficiary Name	:	JMPSI – Debentures EDG A/C
Credit Account No	:	00600340042171
Bank	:	HDFC Bank Limited
Branch	:	Fort, Mumbai
Account Type	:	Current account
IFSC Code	:	HDFC0000060

Submission of completed Application Form

All applications duly completed accompanied by account payee cheques/ drafts/ application money/ transfer instructions from the respective investor's account to the account of the Issuer, shall be submitted at the registered office. No payments may be made by deposit of cash.

Application Procedure

Potential Eligible Investors will be invited to subscribe by way of the Application Form prescribed in the Offer Letter during the period between the Issue Opening Date and the Issue Closing Date. The Issuer reserves the right to change the issue schedule including the Deemed Date of Allotment at its sole discretion, without giving any reasons or prior notice. The Issue will be open for subscription during the banking hours on each day during the period between the Issue Opening Date and the Issue Closing Date.

Fictitious Application

All fictitious applications will be rejected.

As a matter of abundant caution and although not applicable in the case of the Debentures, attention of applicants is specially drawn to the provisions of subsection (1) of Section 38 of the Companies Act, 2013: "Any person who: (a) makes or abets making 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, shares therein, to him, or any other person in a fictitious name, shall be liable for action under Section 447 of the Companies Act, 2013".

Basis of Allotment

Notwithstanding anything stated elsewhere, the Issuer reserves its full, unqualified and absolute right to accept or reject any application, in part or in full, without assigning any reasons thereof. Subject to the aforesaid, in case of over subscription, priority will be given to investors on a first come first serve basis. The investors will be required to remit the paid-up amount as well as submit the duly completed Application Form along with other necessary documents to the Issuer by the Deemed Date of Allotment.

Deemed Date of Allotment for the Issue is 4th October, 2017.

Applications to be accompanied with bank account details

Every application shall be required to be accompanied by the bank account details of the applicant and the magnetic ink character reader code of the bank for the purpose of availing direct credit of all

amounts payable to the Debenture Holder(s) through electronic transfer of funds or RTGS.

Applications under Power of Attorney

A certified true copy of the power of attorney or the relevant authority as the case may be along with the names and specimen signature(s) of all the authorized signatories of the investor and the tax exemption certificate/ document, if any, of the investor must be lodged along with the submission of the completed Application Form. Further modifications/ additions in the power of attorney or authority should be notified to the Issuer or to its agents or to such other person(s) at such other address(es) as may be specified by the Issuer from time to time through a suitable communication.

In case of an application made by companies under a power of attorney or resolution or authority, a certified true copy thereof along with memorandum and articles of association and/ or bye-laws along with other constitutional documents must be attached to the Application Form at the time of making the application, failing which, the Issuer reserves the full, unqualified and absolute right to accept or reject any application in whole or in part and in either case without assigning any reason thereto. Names and specimen signatures of all the authorized signatories must also be lodged along with the submission of the completed application.

PAN Number

Every applicant should mention its Permanent Account Number (PAN) allotted under Income Tax Act, 1961, on the Application Form and attach a self attested copy as evidence. Application Forms without PAN will be considered incomplete and are liable to be rejected.

Issue Schedule

Issue Opening Date :	3 rd October, 2017
Issue Closing Date :	3 rd October, 2017
Pay In Date:	3 rd October, 2017
Deemed Date of Allotment:	4 th October, 2017

The Issuer reserves the right to change the Issue Schedule, including the Deemed Date of Allotment, at its sole discretion, without giving any reasons therefore or prior notice. Debentures will be open for subscription at the commencement of banking hours and close at the close of banking hours on the dates specified in this Offer Letter.

Depository Arrangements

The Issuer shall make necessary depository arrangements with the Depositories for issue and holding of Debentures in dematerialised form.

Debentures held in Dematerialised form

The Debentures will be issued in dematerialised form within 2 working days from the Deemed Date of Allotment. The Issuer has made arrangements with the Depositories for the issue of Debentures in dematerialised form. The Depository Participant's name, depository participant identification number and beneficiary account number must be mentioned at the appropriate place in the Application Form. The Issuer shall take necessary steps to credit the Debentures allotted to the depository account of the investor. Splitting and consolidation of the Debentures is not applicable in the dematerialised form since the saleable lot is one Debenture.

Investors may note that subject to applicable law, the Debentures will be issued and traded in dematerialised form only.

Procedure for Applying for Dematerialised Facility

- (a) The applicant must have at least one beneficiary account with any of the DPs of the Depositories prior to making the application.

- (b) The applicant must necessarily fill in the details (including the beneficiary account number and DP - ID) appearing in the Application Form.
- (c) Debentures allotted to an applicant will be credited to the applicant's respective beneficiary account(s) with the DP.
- (d) For subscribing to the Debentures, names in the Application Form should be identical to those appearing in the details with the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details maintained with the DP.
- (e) Non-transferable allotment advice/refund orders will be directly sent to the applicant by the Registrar and Transfer Agent.
- (f) If incomplete/incorrect details are given in the Application Form, it will be deemed to be an incomplete application and the same may be held liable for rejection at the sole discretion of the Issuer.
- (g) For allotment of Debentures, the address, nomination details and other details of the applicant as registered with its DP shall be used for all correspondence with the applicant. The applicant is therefore responsible for the correctness of its demographic details given in the Application Form vis-a-vis those with its DP. In case the information is incorrect or insufficient, the Issuer would not be liable for the losses, if any.
- (h) The redemption amount or other benefits would be paid to those Debenture Holders whose names appear on the list of beneficial owners maintained by the Registrar and Transfer Agent as on the Record Date. In case of those Debentures for which the beneficial owner is not identified in the records of the Registrar and Transfer Agent as on the Record Date, the Issuer would keep in abeyance the payment of the redemption amount or other benefits, till such time that the beneficial owner is identified by the Registrar and Transfer Agent and its details are conveyed to the Issuer, whereupon the redemption amount and benefits will be paid to the beneficiaries, as identified.

Documents to be provided by Investors

Investors need to submit the following documents, as applicable:

- (a) Memorandum and articles of association or other constitutional documents of the investors;
- (b) Board resolution authorising investment;
- (c) Certified true copy of their power of attorney;
- (d) Specimen signatures of their authorised signatories duly certified by an appropriate authority;
- (e) Copy of their PAN card; and
- (f) Duly completed Application Form (including RTGS details).

Modification of Debentures

The terms and conditions of the Debentures may be modified by the Debenture Holders by a voting mechanism set out in the Debenture Trust Deed. There are thresholds (51% (fifty one percent), 75% (seventy five percent) or 100% (one hundred percent)) which are to be met for the modification of different categories of the terms and conditions of the Debentures.

Right to accept or reject Applications

The Board reserves its full, unqualified and absolute right to accept or reject any application for subscription to the Debentures, in part or in full, without assigning any reason thereof.

List of Beneficiaries

The Issuer shall request the Depositories to provide a list of beneficiaries as at the end of the relevant Record Date. This shall be the list, which will be used for repayment of redemption monies, as the case may be.

Trustee for the Debenture Holder(s)

The Issuer has appointed IDBI Trusteeship Services Limited to act as trustee for the Debenture Holder(s). The Issuer and the Debenture Trustee entered into the Debenture Trust Deed *inter alia*, specifying the powers, authorities and obligations of the Debenture Trustee and the Issuer, as specified in clauses 10 (*Powers and Duties of the Debenture Trustee*) and 11 (*Rights of Debenture Trustee*) of the Debenture Trust Deed.

Any payment made by the Issuer to the Debenture Trustee on behalf of the Debenture Holder(s) shall discharge the Issuer *pro tanto* to the Debenture Holder(s). No Debenture Holder shall be entitled to proceed directly against the Issuer unless the Debenture Trustee, having become so bound to proceed, fails to do so. The Debenture Trustee Agreement and Debenture Trust Deed shall more specifically set out rights and remedies of the Debenture Holders and the manner of enforcement thereof.

The Debenture Trustee *ipso facto* does not have the obligations of a borrower or a principal debtor or a guarantor as to the monies paid/invested by investors for the Debentures.

Sharing of Information

The Issuer may, at its option, but subject to applicable laws, use on its own, as well as exchange, share or part with any financial or other information about the Debenture Holder(s) available with the Issuer, with its subsidiaries and affiliates and other banks, financial institutions, credit bureaus, agencies, statutory bodies, as may be required and neither the Issuer nor its subsidiaries and affiliates nor their agents shall be liable for use of the aforesaid information.

Debenture Holder not a Shareholder

The Debenture Holder(s) will not be entitled to any of the rights and privileges available to the shareholders of the Issuer. The Debentures shall not confer upon the Debenture Holders the right to receive notice(s) or to attend and to vote at any general meeting(s) of the shareholders of the Issuer.

Notices

Notices and communications will be sent in accordance with the provisions of the Debenture Trust Deed.

Succession

In the event of winding-up of a Debenture Holder, the Issuer will recognize the executor or administrator of the concerned Debenture Holder, or the other legal representative as having title to the Debenture(s). The Issuer shall not be bound to recognise such executor or administrator or other legal representative as having title to the Debenture(s), unless such executor or administrator obtains probate or letter of administration or other legal representation, as the case may be, from a court in India having jurisdiction over the matter.

The Issuer may, in its absolute discretion, where it thinks fit, dispense with production of probate or letter of administration or other legal representation, in order to recognise such holder as being entitled to the Debenture(s) standing in the name of the concerned Debenture Holder on production of sufficient documentary proof or indemnity.

Mode of Transfer/ Transmission of Debentures

The Debentures shall be transferable freely to all classes of Eligible Investors and are not intended to be held by any category of persons who are not Eligible Investors. Subject to the foregoing, the

Debentures may be transferred and/or transmitted in accordance with the applicable provisions of the Companies Act, 2013. The provisions relating to transfer, transmission and other related matters in respect of shares of the Issuer contained in the Articles of Association of the Issuer and the Companies Act, 2013 shall apply, mutatis mutandis (to the extent applicable to debentures), to the Debentures as well. The Debentures held in dematerialised form shall be transferred subject to and in accordance with the rules/procedures as prescribed by Depositories and the relevant Depository Participants of the transfer or transferee and any other applicable laws and rules notified in respect thereof. The transferee(s) should ensure that the transfer formalities are completed 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 maintained by the Depositories. In such cases, claims, if any, by the transferees would need to be settled with the transferor(s) and not with the Issuer.

Provided further that nothing in this section shall prejudice any power of the Issuer to register as Debenture Holder any person to whom the right to any Debenture of the Issuer has been transmitted by operation of law.

The normal procedure followed for transfer of securities held in dematerialized form shall be followed for transfer of these debentures held in electronic form. The seller should give delivery instructions containing details of the buyer's depository participant account to his depository participant. The Issuer undertakes that there will be a common transfer form / procedure for transfer of debentures.

The Debentures shall be issued only in dematerialised form in compliance with the provisions of the Depositories Act, 1996 (as amended from time to time), any other applicable regulations (including of any relevant stock exchange) and these conditions. No physical certificates of the Debentures would be issued. The issue of the Debentures shall be made in dematerialised form. However, the Issuer will use a common transfer form for physical Debentures if at a later stage there, pursuant to a change in applicable law, is any holding in physical form due to the Depository giving any investor the option to rematerialise the Debentures.

Purchase and Sale of Debentures by the Issuer

The Issuer may, at any time and from time to time, purchase Debentures at the price available in the debt market in accordance with the applicable laws. Such Debentures may, at the option of the Issuer, be cancelled, held or reissued at such a price and on such terms and conditions as the Issuer may deem fit and as permitted by law. In the event of purchase of Debentures by the Issuer, the Issuer will not be entitled to any of the rights and privileges available to the Debenture Holders including right to receive notices of or to attend and vote at meetings of the Debenture Holders.

Effect of Holidays

Should the interest date fall on a day which is not a Business Day, the next working day shall be considered as the effective date(s) for that payment. The interest payable shall not be adjusted due to the payment being made on the next working day.

If the redemption date falls on a day which is not a Business Day, the previous working day shall be considered as effective date for that payment.

Letters of Allotment

The Issuer shall issue a letter of allotment to each Debenture Holder on the Deemed Date of Allotment evidencing the Debentures allotted to it. The aforesaid letter of allotment shall be replaced with the actual credit of Debentures, in dematerialised form, within 2 Business Days from the Deemed Date of Allotment.

Deemed Date of Allotment

All the benefits under the Debentures will accrue to the investor from the specified Deemed Date of Allotment. The Deemed Date of Allotment for the Issue is 4th October, 2017.

Record Date

The record date for payment of interest amounts and repayment of redemption amounts shall be 15 days prior to the relevant coupon payment date or the relevant date of redemption of such Debentures, as applicable.

Refunds

For applicants whose applications have been rejected or allotted in part, refund orders will be dispatched within 15 Business Days from the Deemed Date of Allotment of the Debentures.

In case the Issuer has received money from applicants for Debentures in excess of the aggregate of the application money relating to the Debentures in respect of which allotments have been made, the Registrar shall upon receiving instructions in relation to the same from the Issuer repay the moneys to the extent of such excess, if any.

If the Debentures are not listed on the WDM within 15 days from the Deemed Date of Allotment, the entire amount will be refunded to the Debenture Holders.

Tax Deduction at Source

Tax as applicable under the Income Tax Act, 1961 will be deducted at source. Tax exemption certificate/document, under Section 195(3) or Section 197(1) of the Income Tax Act, 1961, if any, must be lodged at the office of the Issuer before the Record Date. Tax exemption certificate for interest on application money, if any, should be lodged along with the Application Form.

Payment on Redemption

No action is required on the part of the Debenture Holder(s) for redemption purposes and the redemption proceeds will be paid by cheque/fund transfer/RTGS/EFT to those Debenture Holders whose names appear on the list of beneficiaries maintained by the Registrar and Transfer Agent. The names would be as per the Registrar and Transfer Agent's records on the relevant Record Date fixed for the purpose of redemption. All such Debentures will be simultaneously redeemed through appropriate debit corporate action.

Payments on each redemption date will be made by way of cheque(s)/ demand draft(s)/ credit through RTGS system/ funds transfer in the name of Debenture Holder(s) whose names appear on the list of beneficial owners given by the Depositories to the Issuer and the Registrar as on the Record Date.

The Debentures shall be taken as discharged to the relevant extent on payment of the applicable (in full or in part, as applicable) redemption amount by the Issuer on the related redemption date to the registered Debenture Holder(s) whose name appears in the Register of Debenture Holder(s) on the relevant Record Date. Such payment will be a legal discharge of the liability of the Issuer towards the Debenture Holder(s). On such payment being made, the Issuer will inform the Depository and accordingly the account of the Debenture Holder(s) with the Depository will be adjusted.

On the Issuer dispatching the amount as specified above in respect of the Debentures, the liability of the Issuer shall stand extinguished.

Loss of Letter(s) of Allotment / Principal and Interest Payment Instruments

Loss of Letter(s) of Allotment and/ or principal payment instrument / interest payment instrument should be intimated to the Issuer along with the request for issue of a duplicate Letter(s) of Allotment/ payment instrument(s). If any Letter(s) of Allotment/ payment instrument(s) is lost, stolen, or destroyed, then upon production of proof thereof, to the satisfaction of the Issuer and upon furnishing such indemnity, as the Issuer may deem adequate and upon payment of any expenses incurred by the Issuer in connection thereof, new Letter(s) of Allotment / payment instrument(s) shall be issued. A fee will be charged by the Issuer, not exceeding such sum as may be prescribed by law.

Governing Law and the Jurisdiction of the Courts

The Debentures are governed by and shall be construed in accordance with Indian law. Any dispute arising thereof will be subject to the exclusive jurisdiction of courts and tribunals of Mumbai and the Issuer irrevocably submits to and accepts for itself and in respect of its property, generally and unconditionally, the jurisdiction of those courts or tribunals.

Permission / Consent from the prior creditors and undertaking on creation of charge

Not applicable

Material Contracts and Agreements

Set out below is the statement containing particulars of, dates of, and parties to all material contracts and agreements of the Issuer relating to the Issue:

The below documents will be provided at the time of final listing: -

Sr. No.	Contracts and Authorisations related to present Issue
1.	Certified copy of the Memorandum of Association and Articles of Association of the Issuer.
2.	Certified true copy of the resolution dated September 5, 2017 passed by the Board approving the issue of Debentures.
3.	Certified true copy of the resolution passed by the shareholders of the Issuer dated September 8, 2017 under section 42 of the Companies Act, 2013.
4.	Credit rating letter from CRISIL Limited dated September 27, 2017.
5.	Letter from IDBI Trusteeship Services Limited giving its consent to act as the Debenture Trustee dated September 28, 2017.
6.	Copy of the Registrar and Transfer Agent appointment agreement along with letter giving consent to act as the registrar and transfer agent for the Issue dated September 29, 2017.
7.	Copy of the Debenture Trust Deed dated September 29, 2017.
8.	Copy of the Debenture Trustee Agreement dated September 29, 2017.
9.	Tripartite Agreement between the Issuer, NSDL and the Registrar and Transfer Agent for the issue of Debentures in dematerialized form.
10.	Copies of the annual reports of the Issuer for the last three years

Copies of the contracts and documents, may be inspected at the Registered Office of the Issuer between 10.00 a.m. and 12.00 noon on any working day (Monday to Friday) until the date of closing of the Issue.

DECLARATION

- (a) The company has complied with the provisions of the Act and the rules made thereunder;
- (b) The compliance with the Act and the rules does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government;
- (c) The monies received under the offer shall be used only for the purposes and objects indicated in the Offer letter;

I am authorised by the board of Directors of the Issuer by resolution number 8 dated September 5, 2017 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. The Offer Letter contains full disclosures in accordance with the SEBI Debt Regulations issued vide Circular No. LAD-NRO/GN/2008/13/127878 dated June 6, 2008. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association. It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

A copy of the board resolution authorising the issuance of the Debentures is attached as Annexure 5.

A copy of the shareholders resolution authorising the issuance of the Debentures is attached as Annexure 6.

For J.P. Morgan Securities India Private Limited

Rinku Ahuja
Director

Place: Mumbai

Date: October 3, 2017

ANNEXURE 1: CREDIT RATING LETTER AND RATIONALE FROM CRISIL LIMITED

ANNEXURE 2: CONSENT LETTER FROM DEBENTURE TRUSTEE

ANNEXURE 3: IN-PRINCIPLE LISTING APPROVAL

ANNEXURE 4: APPLICATION FORM

J.P. Morgan Securities India Private Limited
Registered Office and Corporate Office: J. P. Morgan Tower, Off C.S.T road, Kalina, Santacruz-East, Mumbai – 400098, Maharashtra.
Telephone: +91 22 61573000; **Fax:** +91 22 61573990

APPLICATION FORM FOR PRIVATE PLACEMENT OF REDEEMABLE, LISTED, RATED AND UNSECURED NON-CONVERTIBLE DEBENTURES (“Debentures”)

ISSUE OPENS ON: October 3, 2017 CLOSING ON: October 3, 2017 Date of Application:

Dear Sirs,

We have received, read, reviewed and understood all the contents, terms and conditions and required disclosures in the private placement offer letter dated [●], 2017. We have also done all the required due diligence (legal or otherwise) without relying upon the information contained in the private placement offer letter. Now, therefore, we hereby agree to accept the Debentures mentioned hereunder or such smaller number as may be allocated to us, subject to the terms of the said private placement offer letter, this application form and the documents. We undertake that we will sign all such other documents and do all such other acts, if any, necessary on our part to enable us to be registered as the holder(s) of the Debentures which may be allotted to us.

We authorise you to place our name(s) on the Register of Debenture Holders of the Issuer that may be so allocated and to register our address(es) as given below. We note that the Issuer is entitled in their absolute discretion to accept or reject this application in whole or in part without assigning any reason whatsoever.

Yours faithfully,
For (Name of the Applicant)

(Name and Signature of Authorised Signatory)
The details of the application are as follows:

DEBENTURES APPLIED FOR _____ Nominal value of INR 1,00,00,000 per Debenture

FOR BANK USE ONLY

Paid-up Amount (INR) (in figures)			Date of clearance of cheque						
Paid-up Amount (INR) (In words)			PARTICULARS OF DP ID						
RTGS/Cheque/Fund Transfer/ Demand Draft drawn on (Name of Bank and Branch)	Cheque/Demand Draft No./UTR No. in case of RTGS/ A/c no incase of FT	RTGS/Cheque/ Demand Draft/ fund transfer Date	DP Name DP ID No.						
			Client ID No.						
Tax status of the Applicant (please tick one) 1. Non Exempt 2. Exempt under Self-declaration Under Statute Certificate from I.T. Authority									

PAYMENT PREFERENCE

APPLICANT'S NAME IN FULL:

Cheque Payable	Draft	RTGS at

Tax payer's PAN or GIR No. if allotted										IT Circle/ Ward/ District										

MAILING ADDRESS IN FULL (Do not repeat name) (Post Box No. alone is not sufficient)

Pin								Tel								Fax				

CONTACT PERSON

NAME		DESIGNATION	
TEL.NO.		FAX NO.	
Email			

TO BE FILLED IN BY THE APPLICANT

Name of the Authorised Signatory(ies)	Designation	Signature

..... TEAR

Regd office:

APPLICATION FORM FOR PRIVATE PLACEMENT OF NON CONVERTIBLE DEBENTURES

(To be filled by the Applicant)

ACKNOWLEDGEMENT SLIP

Received from _____
debentures under Series 1

an application for _____

Address _____
No. _____ dated _____

cheque/ draft

Drawn on

figures) _____
Pin Code _____

for INR (in

for INR (in words)

-
1. Application must be completed in full BLOCK LETTERS IN ENGLISH except in case of signature. Applications, which are not complete in every respect, are liable to be rejected.
 2. Payments must be made by RTGS or cheque marked 'A/c Payee only' or bank draft drawn in favour of "JMPSI – Debentures EDG A/C" and as per the following details:

Bank	:	HDFC Bank Limited
Branch	:	Fort, Mumbai
Account No.	:	00600340042171
IFSC Code	:	HDFC0000060
 3. Cheque or bank draft should be drawn on a scheduled bank payable at par. Money orders or postal orders will not be accepted. Payment shall be made from the bank account of the person subscribing. In case of joint holders, monies payable shall be paid from the bank account of the person whose name appears first in the application. No cash will be accepted.
 4. The Original Application Form along with relevant documents should be forwarded to the Registered Office of the Issuer to the attention of Ms. Karen Miranda, on the same day the application money is deposited in the Bank. A copy of PAN Card must accompany the application.
 5. In the event of the Debentures offered being over-subscribed, the same will be allotted on a first come first serve basis by the Issuer.
 6. The Debentures shall be issued in demat form only and subscribers may carefully fill in the details of Client ID/ DP ID.
 7. In the case of application made under Power of Attorney or by limited companies, following documents (attested by Company Secretary /Directors/Authorised Signatories) must be lodged along with the application or sent directly to the Issuer at its Registered Office to the attention of Ms. Karen Miranda along with a copy of the Application Form.
 - a. Certificate of Incorporation and Memorandum & Articles of Association;
 - b. Resolution of the Board of Directors and identification of those who have authority to operate; or power of attorney granted to its managers, officers, authorized persons or employees to transact business on its behalf (or in the case of application by a custodian on behalf of a SEBI registered FPI/FII, the power of attorney provided to the custodian);
 - c. Certificate of registration;
 - d. PAN (otherwise exemption certificate by IT authorities);
 - e. DP ID, Client ID, DP Name;
 - f. Bank Account Details; and
 - g. Tax Residency Certificate.
 8. The attention of applicants is drawn to Sub-Section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

Any person who:

(a) makes or abets making 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, shares therein, to him, or any other person in a fictitious name,

shall be liable for action under Section 447 of the Companies Act, 2013.

9. The applicant represents and confirms that it has understood the terms and conditions of the Debentures and is authorised and eligible to invest in the same and perform any obligations related to such investment.
10. (i) The applicant certifies that it is not a "U.S. person" as such term is defined in Rule 902 under Regulation S under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), and is purchasing the Debentures in accordance with such Regulation S.

(ii) The applicant understands that the Debentures have not been registered under the U.S. Securities Act. The Debentures may not be reoffered, resold, pledged, or otherwise transferred by the holder thereof except (i) (a) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S; (b) pursuant to an exemption from registration under the U.S. Securities Act provided by Rule 144 thereunder (if available); or (c) to an institutional accredited investor in a transaction exempt from the registration requirement of the U.S. Securities Act; and (ii) in accordance with all applicable securities laws of the United States and other jurisdictions.

The global security evidencing the Debentures will contain a legend to the following effect:

Note: To be included in the global security evidencing the debentures and in the form of Debenture:

THE DEBENTURES EVIDENCED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") MAY NOT BE REOFFERED, RESOLD, PLEDGED, OR OTHERWISE TRANSFERRED BY THE HOLDER THEREOF EXCEPT (I) (A) IN AN OFFSHORE TRANSACTION COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S; (B) PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE U.S. SECURITIES ACT PROVIDED BY RULE 144 THEREUNDER (IF AVAILABLE); OR (C) TO AN INSTITUTIONAL ACCREDITED INVESTOR IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENT OF THE U.S. SECURITIES ACT; AND (II) IN ACCORDANCE WITH ALL APPLICABLE SECURITIES LAWS OF THE UNITED STATES AND OTHER JURISDICTIONS.

ANNEXURE 5: BOARD RESOLUTION

ANNEXURE 6: SHAREHOLDERS RESOLUTION

ANNEXURE 7: FINANCIAL STATEMENTS