

April 17, 2019

BSE Limited
Department of Corporate Services
1st Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort,
Mumbai 400001

National Stock Exchange of India Limited
Exchange Plaza
Plot No.C-1, G Block
Bandra-Kurla Complex
Bandra (East)
Mumbai – 400 051

Security Code: **523405**

Symbol: **JMFINANCIL**

Dear Sirs,

Sub: Corporate Presentation

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Para A of Part A of Schedule III thereto, we wish to inform you that a corporate presentation on proposed Public Issue of Secured, Rated, Listed, Redeemable Non-Convertible Debentures by JM Financial Products Limited, a material subsidiary of the Company is being uploaded on the website of the Company viz., www.jmfl.com for information of the investors. A copy of the said presentation is attached.

Kindly take the above on your records.

Thank You.

Yours faithfully,
for JM Financial Limited



P K Choksi
Group Head – Compliance, Legal
& Company Secretary

Encl: a/a



JM Financial Products Limited

Public Issue of

**Secured, Rated, Listed, Redeemable,
Non-Convertible Debentures (Secured NCDs)**

April 2019

JM Financial Products Limited is subject to market conditions and other considerations, proposing a public issue by way of Tranche I Issue of Secured, Rated, Listed, Redeemable Non-convertible Debentures (“Secured NCDs”) of face value of Rs. 1,000 each (“Tranche I Issue”) and has filed the Shelf Prospectus dated April 11, 2019 and Tranche I Prospectus dated April 11, 2019 with the Registrar of Companies, Maharashtra, Mumbai, BSE Limited and SEBI (for record purposes). The Shelf Prospectus and the Tranche I Prospectus constitutes the Prospectus. The Shelf Prospectus dated April 11, 2019 and Tranche I Prospectus dated April 11, 2019 are available on our website at www.jmfinancialproducts.com, on the website of the stock exchange at www.bseindia.com and on the respective websites of the lead managers at www.akgroup.co.in, www.jmfl.com and www.trustgroup.in. Investors should note that investment in Secured NCDs involves a high degree of risk and investors proposing to participate in the Tranche I Issue should invest only on the basis of information contained in the Shelf Prospectus dated April 11, 2019 and Tranche I Prospectus dated April 11, 2019, including the section “Risk Factors” beginning on page 12 of the Shelf Prospectus and section “Material Developments” beginning on page 24 of the Tranche I Prospectus.

The reformatted summary financial statements for Fiscal 2014, 2015, 2016, 2017 and 2018 have been prepared in accordance with the Indian GAAP and the unaudited interim financial information for the nine months period ended December 31, 2018 is prepared in accordance with the IND AS on account of change in applicable law. Due to the transition from Indian GAAP to Ind AS from April 01, 2018, figures prior to March 31, 2018 are not comparable with the figures post April 01, 2018. Similarly, the figures in the reformatted summary financial statements upto March 31, 2018 due to implementation of the Ind AS are not comparable with the figures post April 01, 2018.

It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the Prospectus has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Prospectus for the full text of the Disclaimer Clause of the BSE.

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Issue Highlights and Structure

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1

Issue Highlights and Structure

Key Highlights of the Tranche I Issue



Base Issue size of Rs. 200 Crore with an option to retain oversubscription upto Rs. 800 Crore (Issue size of upto Rs.1,000 Crore)



Interest options: Monthly, Annual and Cumulative; Tenure: 24, 36 and 60 Months



Effective yield of up to 10.51% p.a.⁽¹⁾



Rated CRISIL AA/ Stable by CRISIL and ICRA AA/ Stable by ICRA



Issue Dates : April 22, 2019 – May 21, 2019 (With an option of early closure)⁽²⁾






Designated Stock Exchange : BSE



Allotment on First Come First Serve Basis⁽³⁾

Notes: 1. For 60 Months – monthly series V . 2. The Tranche I Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m., during the period indicated above, except that the Tranche I Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company ("Board") or the NCD Public Issue Committee. In the event of such an early closure or extension of the Tranche I Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in a national daily newspaper with wide circulation on or before such earlier date or extended date of closure. 3. As per the SEBI circular dated October 29, 2013, the allotment in the Issue should be made on the basis of date of upload of each application into the electronic book of the Stock Exchange. However, on the date of oversubscription, the allotments should be made to the applicants on proportionate basis

Tranche I Issue Details

Issue Price and Face Value (Rs / NCD)	Rs. 1,000					
Minimum Application	Rs. 10,000 (10 NCDs) collectively across all series and in multiples of Rs. 1,000 (1 NCD) thereafter across all series. Application only through ASBA route					
Allocation Ratio	Institutional: 10%; Non-Institutional: 10%; HNI: 40%; Retail Individual: 40%					
Series	I	II	III	IV	V	VI
Tenor (months)	24 months	24 months	36 months	36 months	60 months	60 months
Frequency of Interest Payment	Annual	Cumulative	Annual	Cumulative	Monthly	Annual
Coupon Rate (p.a.)	9.90%	N.A	10.20%	N.A	10.04%	10.50%
Effective Yield (p.a.)	9.89%	9.90%	10.19%	10.20%	10.51%	10.49%
Redemption Amt. (Rs / NCD)	1,000.00	1,208.11	1,000.00	1,338.63	1,000.00	1,000.00
Call (anytime after the months to expire from the Deemed Date of Allotment)⁽¹⁾	N.A	N.A	24 months	24 months	36 months	36 months
Issuance	Compulsory Demat					
Allotment ⁽²⁾	First Come First Serve Basis					
Lead Managers to the Issue ⁽³⁾						
Lead Brokers to the Issue	JM Financial Services Limited, A. K. Stockmart Private Limited, Trust Financial Consultancy Services Private Limited, Trust Securities Services Private Limited, HDFC Securities Limited, ICICI Securities Limited, Axis Capital Limited, IIFL Securities Limited, Integrated Enterprises (India) Private Limited, Karvy Stock Broking Limited, SMC Global Securities Limited, Kotak Securities Limited, Edelweiss Securities Limited, Tipsons Stock Brokers Limited					

Notes :

1. Call may be applicable in Series III and IV anytime after 24 months from Deemed Date of Allotment and in Series V and VI anytime after 36 months from Deemed Date of Allotment. Redemption Date in such case shall be the date of exercise of Call. The Call price for Series III, V and VI shall be the Face Value and interest due thereon and in case of Series IV, Call price will be the Face Value per Secured NCD plus the effective yield computed at 10.20% p.a. from the Deemed Date of Allotment upto one day prior to the date of exercise of the Call.
2. As per the SEBI circular dated October 29, 2013, the allotment in the Issue should be made on the basis of date of upload of each application into the electronic book of the Stock Exchange. However, on the date of oversubscription, the allotments should be made to the applicants on proportionate basis.
3. In compliance with the proviso to Regulation 21A(1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, read with proviso to Regulation 5(3) of the SEBI ICDR Regulations, JM Financial Limited will be involved only in marketing of the Issue
4. Company shall allocate and allot Series I Secured NCDs wherein the Applicants have not indicated their choice of the relevant Secured NCD Series

2

Business Overview

JM Financial Products Limited overview

- Part of the JM Financial Group
- Four verticals to suit the needs of corporates, SMEs and individuals
 - FID – Structured financing
 - FID – Real Estate financing
 - Capital market financing
 - SME financing
- Ventured into real estate broking business under the brand name “Dwello”
- Provides home loans to retail customers with a focus on affordable housing segment through subsidiary JMFHL (registered with National Housing Bank)

FY18 Financial Profile ⁽¹⁾

Revenue
Rs. 907.9 Crore

PAT
Rs. 212.9 Crore

Networth⁽²⁾
Rs. 1,496.3 Crore

99.35%

JM Financial Products Limited
(NBFC)

99.0%

JM Financial Home Loans Limited (JMFHL)

9M FY19 (Dec 2018)

Loan book⁽³⁾
Rs. 6,693.4 Crore

GNPA⁽³⁾ **NNPA⁽³⁾**
0.3% 0.2%

9M FY19 Networth
Rs.1,565.3 Crore

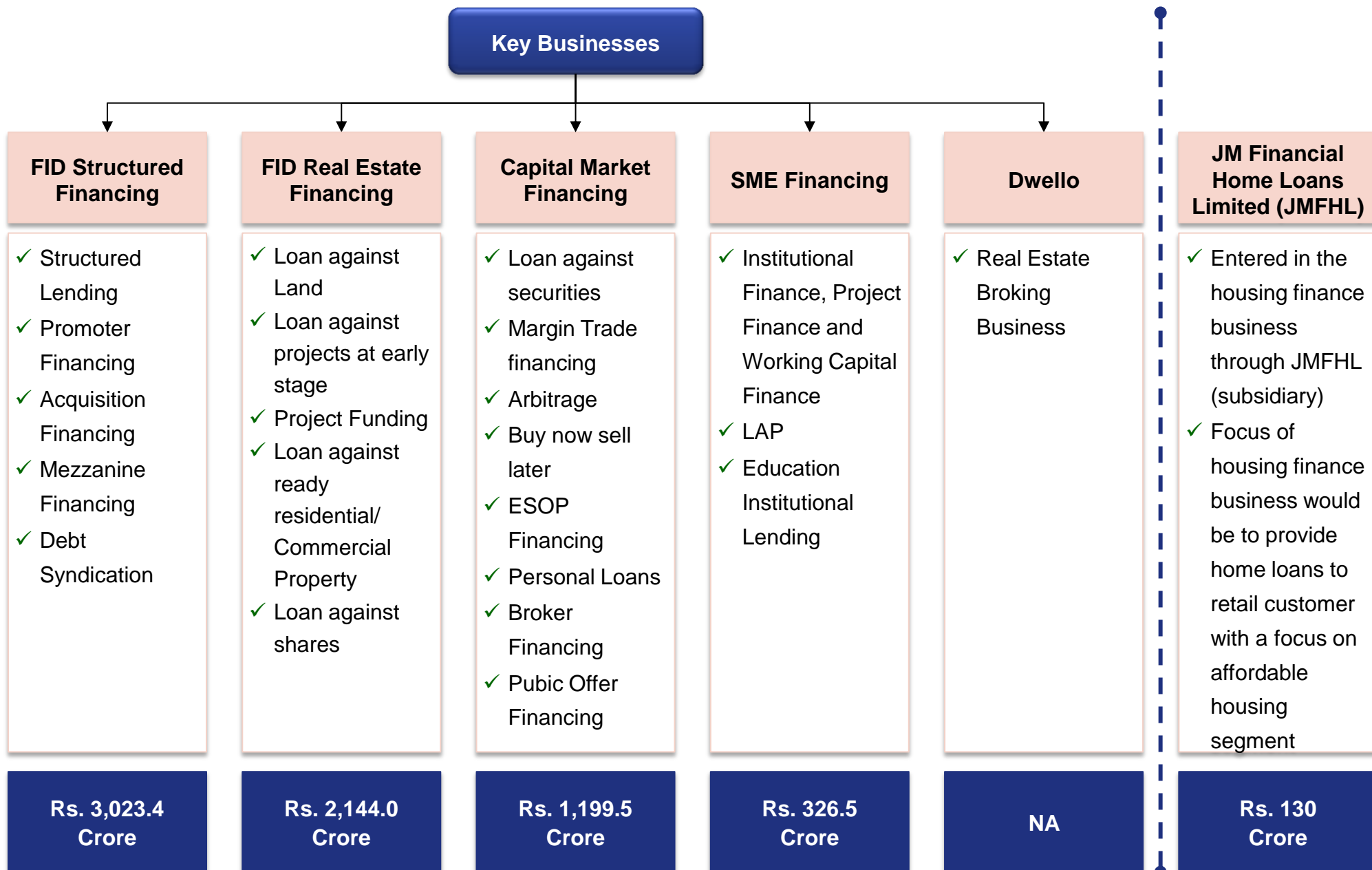
9M FY19 PAT
Rs.158.5 Crore

Debt / Equity⁽³⁾
3.9
CRAR⁽³⁾ 19.9%

ROE⁽⁴⁾ **ROA⁽⁴⁾**
13.9% 2.7%

Notes

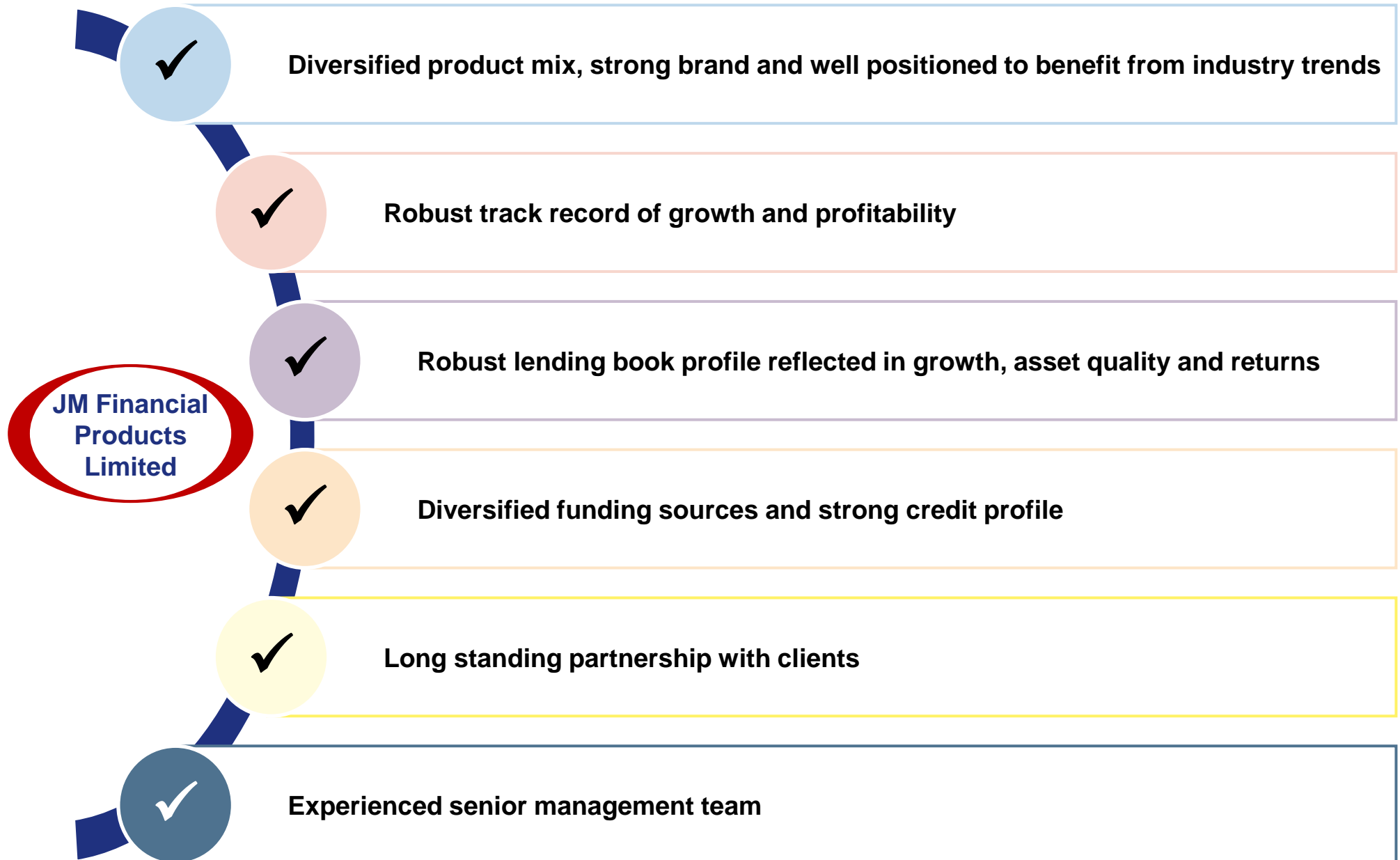
1. As of FY18, based on IGAAP; 2. Including minority interests; 3. As of December 31, 2018; 4. RoE and RoA are annualized



Loan Book is as of Dec 2018

3

Strengths and Strategy



✓ **FID (Structured Financing) – wholesale finance to corporates**



✓ **FID (Real Estate Financing) – real estate segment**

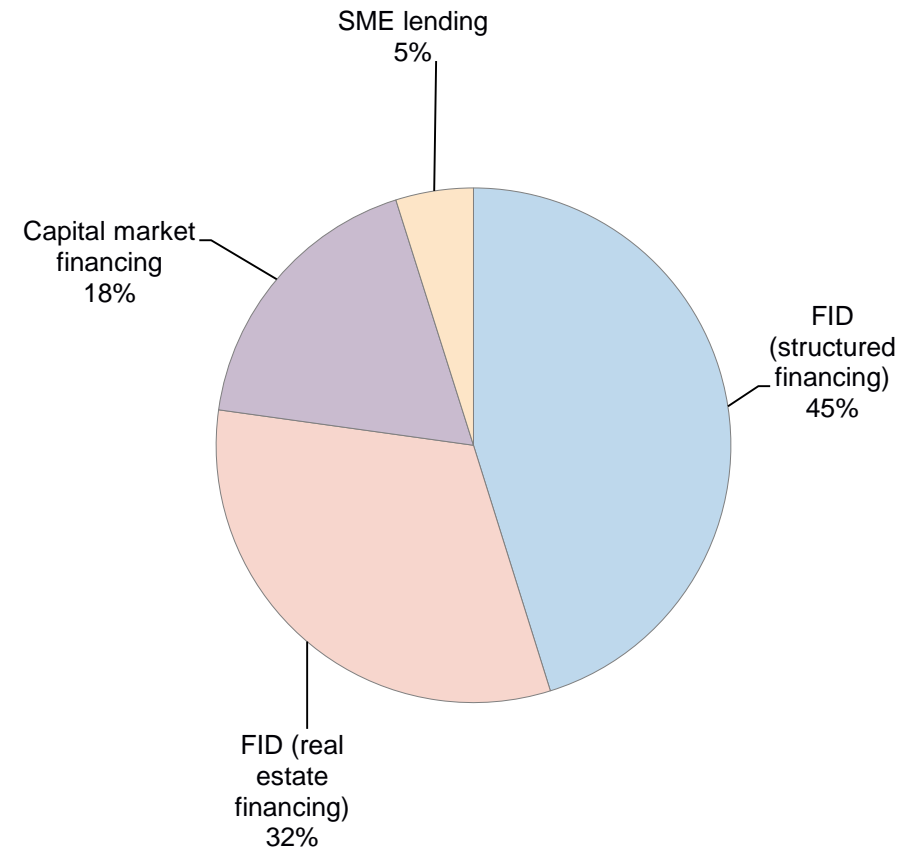


✓ **Capital market financing – capital market segment**



✓ **SME Lending**

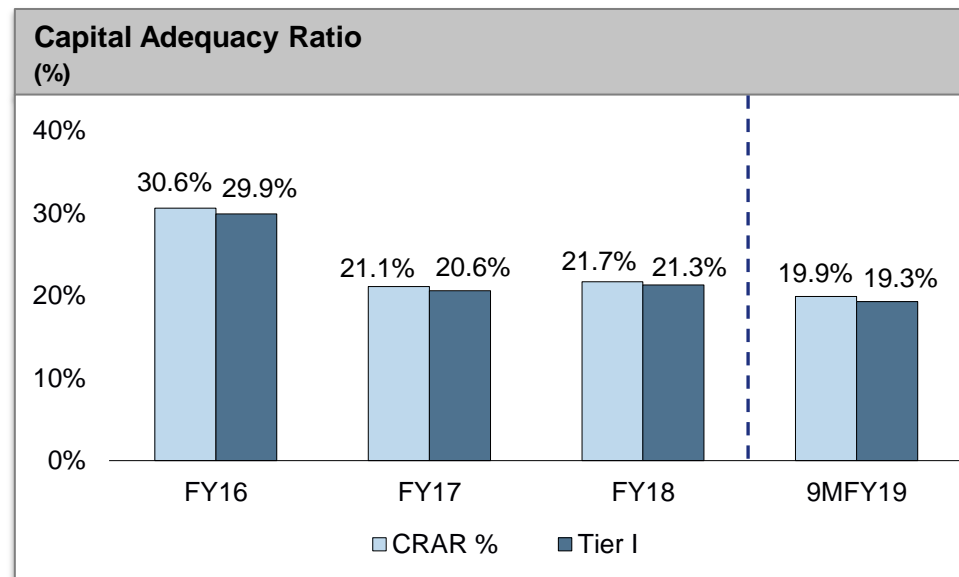
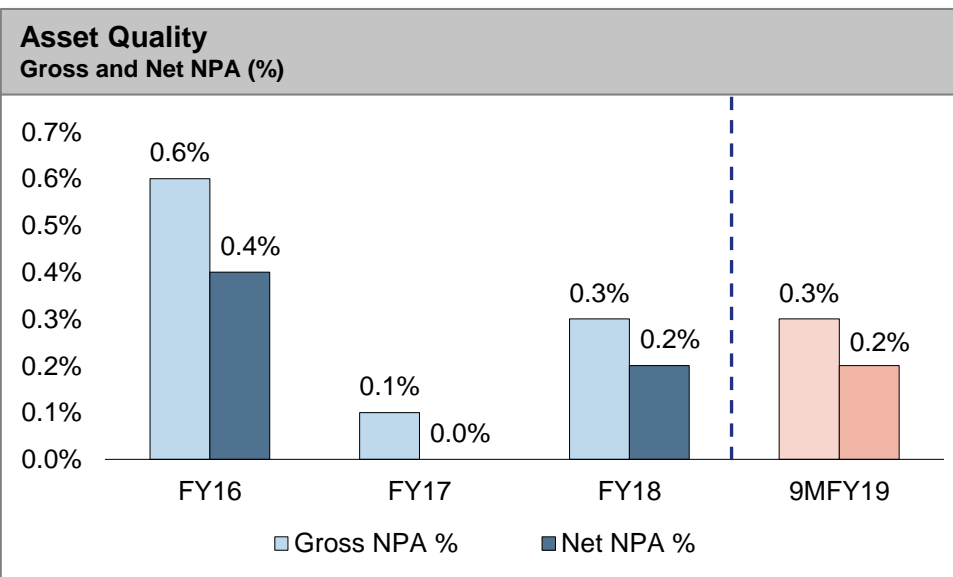
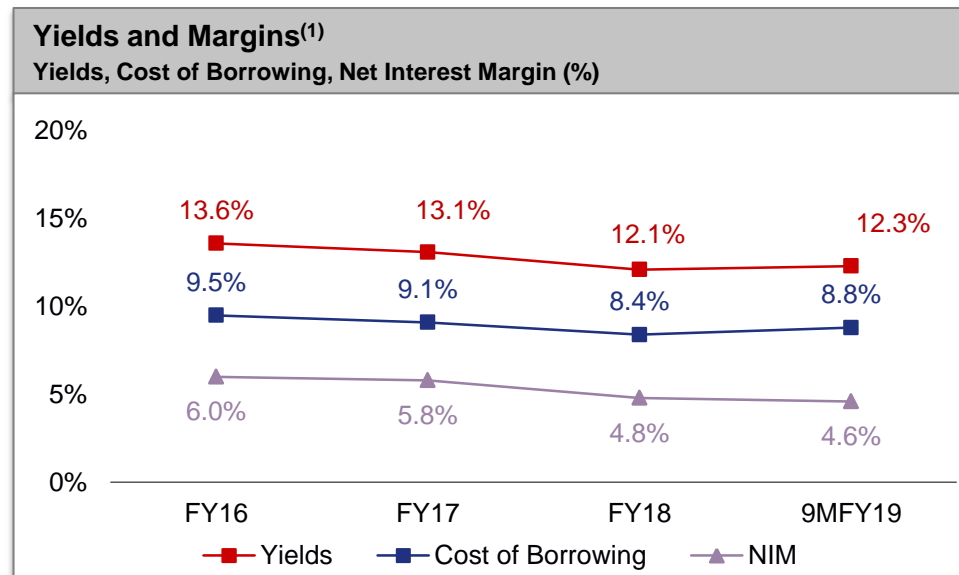
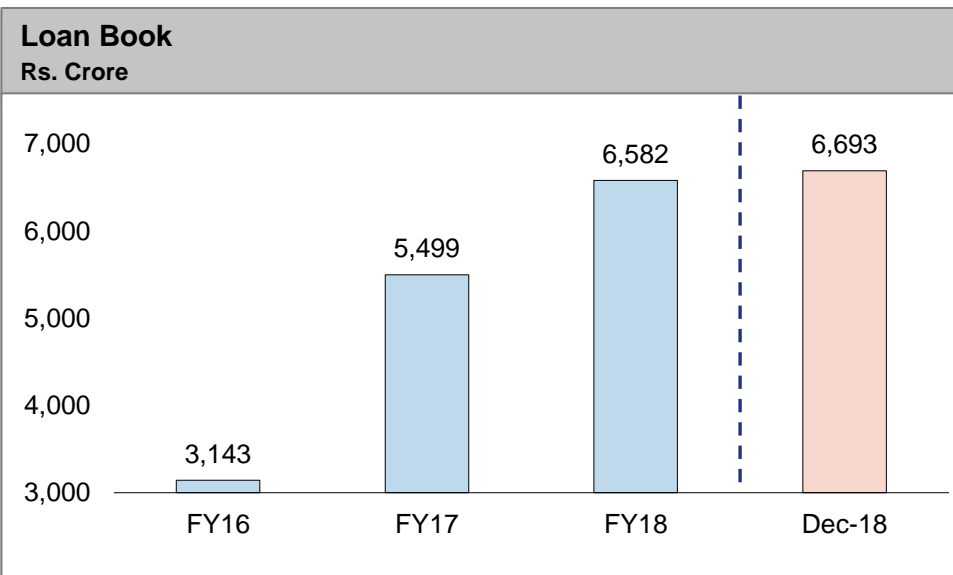
Segment wise split of loan book – December 31, 2018⁽¹⁾



Note

1. Does not include loan book of JM Financial Home Loans Limited of Rs.130 crore as of December 2018

Robust lending book profile reflected in growth, asset quality and returns

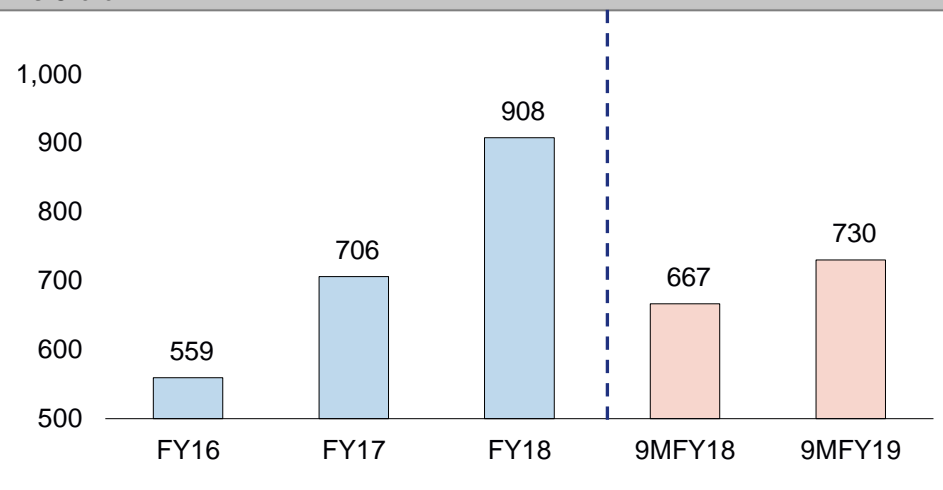


Note

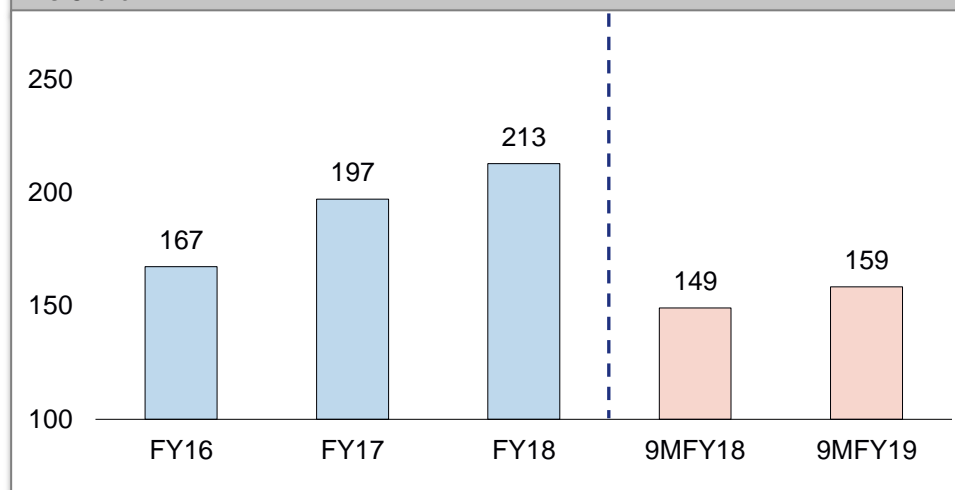
1. Yields, cost of borrowing and NIM for 9MFY19 are on an annualized basis

Robust track record of growth and profitability

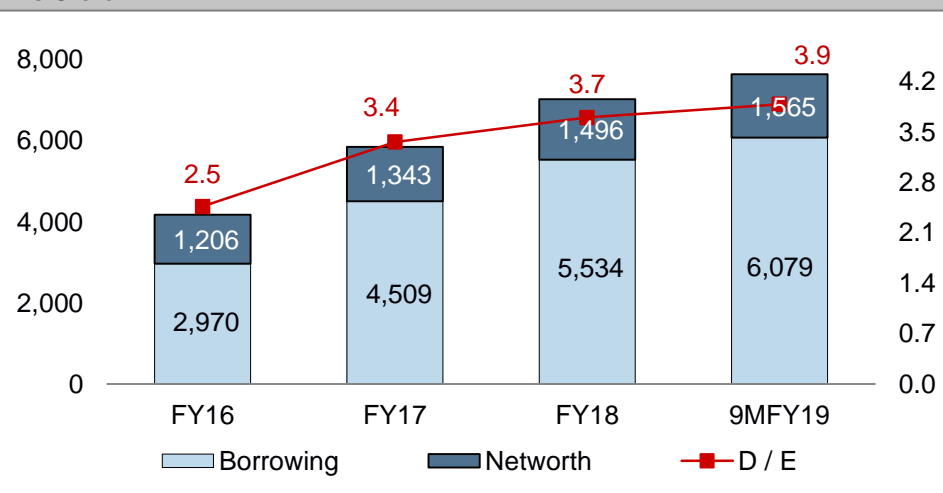
Total Revenue (1)
Rs Crore



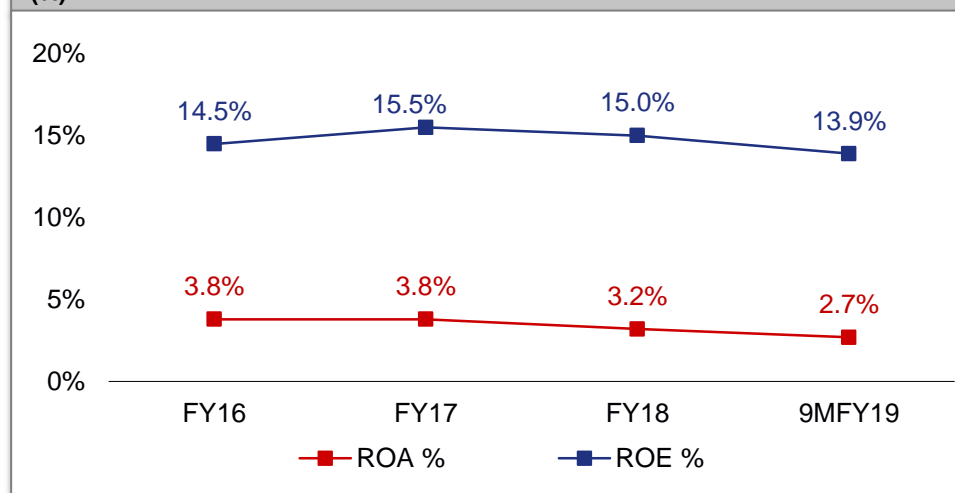
PAT (1)
Rs Crore



Leverage Analysis (1)
Rs Crore



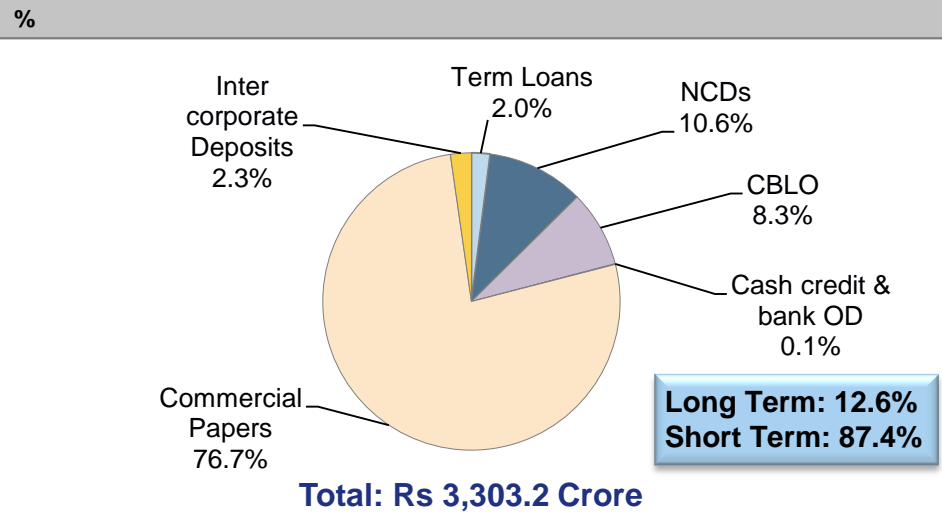
Return Ratios (2)
(%)



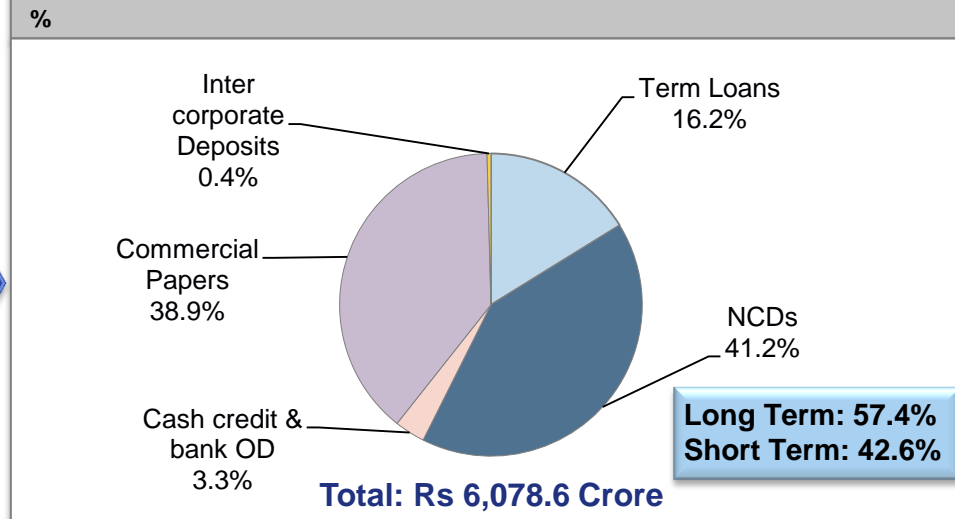
Notes
 1. Financial information upto FY18 is based on IGAAP. INDAS numbers are not audited for 9MFY19 and 9MFY18
 2. Ratios for 9MFY19 are on an annualized basis

Diversified funding sources and strong credit profile

Borrowings – March 2015



Borrowings – Dec 31, 2018



Credit Rating Profile

Agency	Instrument	Rating
ICRA	Long term Market Linked Debentures (Principal Protected)	PP-MLD [ICRA] AA (Stable)
	Long -term Bank Lines	[ICRA] AA (Stable)
	Commercial Paper (CP) Programme	[ICRA] A1+
	Non – convertible debentures	[ICRA] AA /Stable
CRISIL	Total Bank Loan Facilities	CRISIL AA / Stable
	Non – convertible debentures	CRISIL AA / Stable
	Commercial Paper	CRISIL A1+
CARE	Commercial Paper	CARE A1+
	Non Convertible Debentures	CARE AA/Stable

Note

1. Financial and operating information upto FY18 is based on IGAAP. INDAS numbers are not audited for 9MFY19

Board of Directors



Mr. Vishal Kampani
Managing Director

- He has been a Director in the Company since April 21, 2008. Mr. Kampani holds a master's degree in commerce from University of Mumbai and has completed his master of science (finance) from London Business School, University of London. He serves as a director on the board of directors of several companies such as JM Financial Limited, JM Financial Services Limited and JM Financial Institutional Securities Limited



Mr. Dharendra Singh
Independent Director

- He has been a Director of the Company since July 12, 2010. Mr. Singh holds a master's degree in political science from the University of Allahabad and a master's diploma in public administration from the Indian Institute of Public Administration, New Delhi



Mr. V P Shetty
Non Executive Chairman

- He has been a Director in the Company since April 21, 2008. Mr. Shetty has had an illustrious career in banking space spanning almost four decades. During this period, he has served as the chairman and managing director in IDBI Bank, UCO Bank and Canara Bank. He holds a bachelor's degree in commerce from the Bangalore University and is an associate member of the Indian Institute of Bankers. He serves as a director on the board of directors of several companies such as JM Financial Asset Reconstruction Company Limited, JM Financial Asset Management Company Limited and JM Financial Home Loans Limited



Ms. Roshini Bakshi
Independent Director

- She has been a Director of the Company since January 21, 2015. Ms. Bakshi attained her post-graduate diploma in management from the Indian Institute of Management, Ahmedabad. She is currently the managing director at Everstone Capital Asia Pte. Ltd. She serves as a director on the board of directors of several companies such as Persistent Systems Limited, Max Healthcare Institute Limited, Modern Food Enterprises Private Limited and Australian Foods India Private Limited



Mr. M R Umarji
Non-executive Director

- He has been a Director of the Company since December 11, 2008. A post-graduate in law from the University of Mumbai, Mr. Umarji represents a unique combination of experience as law officer in Bank of Baroda, legal adviser in banks (Bank of Baroda and Dena Bank), as executive director, Dena Bank, Corporation Bank and Department of Non-Banking Supervision, RBI. He was a member of the Bankruptcy Law Reforms Committee. He was involved with the United Nations Commission on International Trade Law as a delegate from India. He serves as a director on the boards of directors of Uniparts India Limited, International Asset Reconstruction Company Private Limited and Universal Trusteeship Services Limited



Mr. Atul Mehra
Non-executive Director

- He has been a Director of the Company since July 19, 2017. Mr. Mehra holds a master's degree in management studies from University of Mumbai. He is the managing director and co-chief executive officer of the Investment Banking Division of the JM Financial group. He began his career with the JM Financial group in 1991 and has worked closely with various departments across the investment banking business and has been with the JM Financial group for over 25 years. He has been involved in marquee domestic and cross border transactions



Mr. E A Kshirsagar
Independent Director

- He has been a Director of the Company since May 10, 2010. Mr. Kshirsagar is a fellow member of the Institute of Chartered Accountants in England and Wales. He serves as a director on the board of directors of several companies such as JM Financial Limited, Hawkins Cookers Limited, Batliboi Limited, Manappuram Finance Limited and Manipal Global Education Services Private Limited



Mr. Subodh Shinkar
Non-executive Director

- He has been a Director of the Company since July 17, 2018. Mr. Shinkar holds a bachelor's degree in commerce from the University of Mumbai and is an associate member of the Institute of Chartered Accountants of India. He has been associated with JM Financial group since 1992 and plays a key role in managing investment advisory business including wealth management, non-institutional equity broking and distribution. He also oversees securities backed lending in the form of margin financing and initial public offering financing of the JM Financial group. He serves as a director on the board of directors of several companies such as JM Financial Capital Limited, JM Financial Home Loans Limited and JM Financial Comtrade Limited

1 Continue to focus on risk adjusted profitability and sustainable growth

2 Diversify our assets and liabilities

3 Strengthen our credit profile

4 Leverage of wide customer base across different verticals

5 Focus on technology to manage and grow our business

4

A. Annexure – Financial Information

Profit and Loss Statement – IGAAP

Particulars (Rs. Crore)	FY14	FY15	FY16	FY17	FY18
Revenue from Operations	490.0	658.2	527.8	680.1	872.5
Other Income	39.2	44.3	31.6	26.3	35.4
Total Income	529.2	702.5	559.5	706.4	907.9
Employee benefit expenses	30.3	27.3	15.6	23.4	39.8
Finance Costs	276.2	373.3	275.0	344.1	488.9
Provision for loans	1.2	2.3			3.9
Depreciation and amortization	1.3	1.4	1.6	2.1	2.5
Operating and other expenses	18.1	20.9	20.5	33.5	45.2
Total expenses	327.1	425.3	312.6	403.1	580.3
Profit before tax	202.1	277.2	246.9	303.3	327.7
Tax expenses	67.3	88.9	79.5	106.1	114.7
Profit after tax	134.8	188.3	167.4	197.2	212.9

Profit and Loss Statement – Ind AS



Particulars (Rs. Crore)	Nine Months ended	
	31.12.2018	31.12.2017
Interest on loans	660.0	627.1
Fees and Commission Income	35.5	11.5
Income from trading in debt instruments (net)	3.8	5.4
Profit on sale of investments	30.6	22.5
Other Income	0.4	0.3
Total Income	730.3	666.8
Finance Costs	394.2	362.5
Employee Benefit Expenses	45.8	38.9
Provisions for loans and advances	13.4	7.7
Depreciation expense	1.5	1.8
Operating and other expenses	30.8	26.9
Total expenses	485.6	437.8
Profit before tax	244.6	229.0
Total tax expenses	86.2	79.8
Net Profit for the Period	158.5	149.2

Note

1. INDAS numbers are not audited for 9MFY19. Figures pertaining to the nine months ended December 31, 2017 have not been subjected to limited review or audit by the statutory auditors

Balance Sheet – IGAAP

Particulars (Rs Crore)	As at	As at	As at	As at	As at
	31-Mar-14	31-Mar-15	31-Mar-16	31-Mar-17	31-Mar-18
Equity and Liabilities					
Shareholders' Funds					
Share capital	544.5	544.5	544.5	544.5	544.5
Reserves and surplus	430.8	553.6	661.0	798.3	951.8
Total	975.3	1,098.1	1,205.5	1,342.8	1,496.3
Non-Current Liabilities					
Long term borrowings	377.1	110.7	461.6	1,150.1	2,628.9
Other long term liabilities				12.3	61.0
Long term provisions	28.5	27.1	27.0	27.1	29.7
Total	405.6	137.7	488.7	1,189.6	2,719.6
Current liabilities					
Short term borrowings	2,234.3	2,887.2	2,352.1	2,919.2	1,741.2
Trade payables					
Due to micro, small and medium enterprises					
Others	4.0	1.8	4.7	13.6	11.7
Other current liabilities	383.1	345.0	184.6	484.5	1,278.5
Short term provisions	31.2	79.2	74.0	7.5	5.5
Total	2,652.5	3,313.2	2,615.3	3,424.7	3,036.9
TOTAL	4,033.5	4,549.0	4,309.5	5,957.1	7,252.7

Balance Sheet – IGAAP (cont'd)

Particulars (Rs Crore)	As at	As at	As at	As at	As at
	31-Mar-14	31-Mar-15	31-Mar-16	31-Mar-17	31-Mar-18
Assets					
Non-Current Assets					
Tangible assets	3.1	2.5	2.8	4.1	4.1
Intangible assets	1.3	1.3	1.1	0.9	1.5
Intangible assets under management				0.7	1.3
Non current investments	129.4	193.1	98.1	114.3	39.5
Deferred tax assets (net)	14.1	14.7	13.8	12.4	12.4
Long-term loans and advances	1,228.0	1,035.5	1,152.0	2,642.3	3,383.1
Total Non-Current Assets	1,376.0	1,247.1	1,267.8	2,744.7	3,441.9
Current Assets					
Current investments		0.4	7.0	5.7	59.1
Stock in trade	534.2	359.0	256.9	9.9	
Cash and cash equivalents	384.8	382.4	699.6	251.8	401.3
Short-term loans and advances	1,730.4	2,556.1	2,039.2	2,914.9	3,350.3
Other current assets	8.0	3.9	38.9	0.1	0.2
Total Current Assets	2,657.5	3,301.9	3,041.7	3,182.4	3,810.9
TOTAL	4,033.5	4,549.0	4,309.5	5,957.1	7,252.7

Balance Sheet – Ind AS

Particulars (Rs Crore)	As at 31-Dec-18
ASSETS	
Financial Assets	
Cash and cash equivalents	63.4
Other Bank Balances	60.1
Loans (Note A)	6,606.5
Investments	246.6
Other Financial assets	852.7
	7,829.4
Non-financial Assets	
Deferred tax Assets (Net)	28.4
Property, Plant and Equipment	3.5
Intangible assets under development	1.6
Other Intangible assets	1.5
Other non-financial assets	6.4
	41.4
TOTAL	7,870.8

Note

A. Net off non performing asset and expected credit loss

Balance Sheet – Ind AS (cont'd)

Particulars (Rs Crore)	As at 31-Dec-18
LIABILITIES AND EQUITY	
LIABILITIES	
Financial Liabilities	
Payables	
Trade Payables	
(i) Total outstanding dues of micro enterprises and small enterprises	
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises	22.3
Debt Securities	4,871.4
Borrowings (Other than Debt Securities)	1,207.1
Other financial liabilities	166.6
Total Financial Liabilities	6,267.5
Non-Financial Liabilities	
Current tax liabilities (Net)	5.8
Provisions	28.9
Other non-financial liabilities	3.3
Total Non-Financial Liabilities	38.0
EQUITY	
Equity Share capital	544.5
Other Equity	1,020.8
Total Equity	1,565.3
TOTAL	7,870.8

4

B. Annexure – Others

Particulars	Details
Who Can Apply ?	<p>Category I (Institutional Portion):</p> <ul style="list-style-type: none"> Public financial institutions, scheduled commercial banks, and Indian multilateral and bilateral development financial institutions which are authorised to invest in the NCDs; Provident funds and pension funds with a minimum corpus of Rs. 25 crores, superannuation funds and gratuity funds, which are authorised to invest in the NCDs; Alternative Investment Funds, subject to investment conditions applicable to them under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012; Resident Venture Capital Funds registered with SEBI; Insurance companies registered with the IRDA; State industrial development corporations; Insurance funds set up and managed by the army, navy, or air force of the Union of India; Insurance funds set up and managed by the Department of Posts, the Union of India; Systemically Important Non-Banking Financial Company registered with the RBI and having a net-worth of more than Rs.500 crore as per the last audited financial statements, National Investment Fund set up by resolution no. F.No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India; and Mutual funds registered with SEBI
	<p>Category II (Non Institutional Portion):</p> <ul style="list-style-type: none"> Companies within the meaning of Section 2(20) of the Companies Act, 2013; Statutory bodies/ corporations and societies registered under the applicable laws in India and authorised to invest in the NCDs; Co-operative banks and regional rural banks; Trusts including Public/private charitable/religious trusts which are authorised to invest in the NCDs; Scientific and/or industrial research organisations, which are authorised to invest in the NCDs; Partnership firms in the name of the partners; and Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009). Association of Persons; and Any other incorporated and/ or unincorporated body of persons
	<p>Category III (High Net-worth Individual Investors):</p> <ul style="list-style-type: none"> High Net-worth Individual Investors ("HNIs") - Resident Indian individuals and Hindu Undivided Families through the Karta applying for an amount aggregating to above INR 1,000,000 across all Series of NCDs in the Issue
	<p>Category IV (Retail Individual Investors):</p> <ul style="list-style-type: none"> Retail Individual Investors - Resident Indian individuals and Hindu Undivided Families through the Karta applying for an amount aggregating up to and including INR 1,000,000 across all Series of NCDs in the Issue
Entities not eligible to invest	<ul style="list-style-type: none"> Minors without a guardian name (A guardian may apply on behalf of a minor. However, the name of the guardian will need to be mentioned on the Application Form); Foreign nationals; Persons resident outside India; Foreign Institutional Investors/Foreign Portfolio Investors; Non Resident Indians; Qualified Foreign Investors; Overseas Corporate Bodies; Foreign Venture Capital Funds; Persons ineligible to contract under applicable statutory/ regulatory requirements