

May 16, 2013

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

Dear Sirs,

**Sub: Outcome of the Board Meeting**  
**Symbol : JMFINANCIL**

Further to our letter dated May 14, 2013 intimating you about the board meeting for considering the issuance of Warrants to the investor(s), we wish to inform you that the Board, at its meeting held today, has approved/decided the following:

Issuance of an aggregate of 2,32,93,878 Warrants equivalent to 3% of the emerging capital as on date to the following persons on a preferential basis at an issue price of Rs. 19.05 per Warrant in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

Name of the Persons	No. of Warrants
Mr. Vikram Pandit	1,16,46,939
Mr. Hari Aiyar	5,823,470
Mrs. Aparna Murthy Aiyar	5,823,469
<b>Total</b>	<b>2,32,93,878</b>

The above issuance shall be subject to the approval of the members at the general meeting and such other regulatory and other approvals as may be required for the purpose.

The Board has also decided to hold the extraordinary general meeting of the members of the Company on Friday, June 14, 2013 at Kamalnayan Bajaj Hall, Bajaj Bhavan, Nariman Point, Mumbai – 400 021 for the purpose of above preferential issue.

Further, the Board has also approved/decided the following:

- i) Making of an application for Banking license by JM Financial group in accordance with the terms of the Regulations and Guidelines issued by Reserve Bank of India (“RBI”);
- ii) JM Financial will nominate Mr. Vikram Pandit as the non-executive chairman of the proposed bank. Mr. Vikram Pandit and Mr. Hari Aiyar will have right to purchase shares upto the amount prescribed by RBI in the proposed bank;
- iii) Expansion of the lending and financing businesses of JM Financial by issuance of US \$100 million of capital to Global Funds raised and managed by a firm led by Mr. Pandit. JM Financial will nominate Mr. Pandit as the non-executive chairman of the NBFC; and
- iv) Formation of a distressed asset fund to be set up jointly by JM Financial and Mr. Pandit’s firm with an initial target capitalization of US \$100 million.

The announcement being issued by the Company with regard to the above and other allied matters is also enclosed.

You may inform the members of the exchange accordingly.

Thank you.

Yours faithfully,  
for JM Financial Limited



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

## JM Financial Announcement

JM Financial announced today that Vikram Pandit will make a strategic investment in JM Financial with potential additional investments in its NBFC, proposed bank and a joint distressed asset fund.

The JM Financial Group Chairman Nimesh Kampani said:

JM Financial and Vikram Pandit have known and worked with each other extensively for many years since the early days of the growth of financial services in India. We share similar values and are confident that the proposed association will create strong domestic financial services businesses with global best practices and reach. We are very excited to have Vikram as a strategic investor.

The Board of Directors of JM Financial Limited at its meeting held in Mumbai today approved the following:

- 1) Making an application for Banking License by JM Financial group in accordance with the terms of the Regulations and Guidelines issued by the Reserve Bank of India.
- 2) JM Financial will nominate Vikram Pandit as the non-executive chairman of the proposed bank. Vikram and Hari Aiyar will have the right to purchase shares upto the amount prescribed by the RBI in this entity.
- 3) Expansion of the lending and financing businesses of JM Financial by issuance of US \$100 million of capital to Global Funds raised and managed by a firm led by Vikram Pandit. JM Financial will nominate Vikram as the non-executive chairman of the NBFC.
- 4) Formation of a distressed asset fund to be set up jointly by JM Financial and Vikram Pandit's firm with an initial target capitalization of US\$100 million, and
- 5) Strategic Investment of 3% equity stake by Vikram Pandit and Hari Aiyar in JM Financial Limited through issue of warrants.

Vikram Pandit said:

I continue to believe in the long term growth prospects of India. I have known Nimesh and JM Financial for over two decades and believe that, given the opportunity, JM Financial can provide the banking and financial services that the country needs.