

March 30, 2017

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

Dear Sirs,

Re: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015
Symbol: JMFANCIIL

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we wish to inform you that **JM Financial Investment Managers Limited** (“JM Financial Investment Managers”), a **subsidiary of the Company**, has executed the share purchase agreement to acquire equity shares of Spandana Sphoorty Financial Limited (“Spandana”) through a secondary purchase in two tranches representing 16.26% of its current outstanding total equity shares. On a fully diluted basis, the said acquisition would result in the holding of 6.41% in Spandana post the preferential issue and exercise of the warrants/ESOPs by the promoters/employees of Spandana as per the other agreements executed by Spandana.

The proposed acquisition by JM Financial Investment Managers and/or any other companies within the JM Financial Group (“JM Entities”) is with the intention to transfer their entire/partial equity stake in Spandana (after factoring the carrying cost for the period it remains with JM Entities) to a Fund/Trust that is sponsored/managed by JM Financial Investment Managers Limited and/or to any entity in the JM Financial Group including to hold for itself. This is subject to receipt of all the required approvals.

Spandana is engaged in the business of microfinance providing small ticket unsecured loans largely to women of low-income households in rural and urban areas, with average loan tenure of one to two years.

The particulars of the proposed acquisition are provided in the Annexure hereto.

You are requested to inform the members of the exchange accordingly.

Yours faithfully,
For JM Financial Limited



P K Choksi

Group Head – Compliance, Legal
& Company Secretary

JM Financial Limited

Corporate Identity Number : L67120MH1986PLC038784

Regd. Office: 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025.

T: +91 22 6630 3030 F: +91 22 6630 3223 www.jmfl.com

Annexure

1. Name of the target entity, details in brief such as size, turnover, etc.;

Name of the target entity: Spandana Sphoorty Financial Limited

Turnover of last 3 years: FY16: Rs. 473 Crore; FY15: Rs. 325 Crore; FY14: Rs. 280 Crore

Market Capitalisation: Not Applicable since unlisted

2. Whether the acquisition would fall within related party transactions and whether the promoter/promoter group/group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length".

The proposed acquisition is from JM Financial India Fund III, the Fund managed and advised by JM Financial Investment Managers Limited. The proposed transaction does not fall under the related party transactions within the meaning of the applicable provisions of the Companies Act, 2013. The promoter/promoter group/group companies of JM Financial do not have any interest in Spandana. However, JM Financial India Fund III in which JM Financial Investment Managers Limited has invested as a sponsor currently holds 32.3% of equity capital of Spandana.

3. Industry to which the entity being acquired belongs;

The company in which the equity stake is proposed to be acquired viz., Spandana Sphoorty Financial Limited is a Microfinance Company.

4. Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity).

The investment proposed to be made by JM Financial Investment Managers Limited and/or any other companies within the JM Financial Group ("JM Entities") is with the intention to transfer their entire/partial equity stake in Spandana (after factoring the carrying cost for the period it remains with JM Entities) to a Fund/Trust that is sponsored/managed by JM Financial Investment Managers Limited and/or to any entity in the JM Financial Group including to hold for itself. This is subject to receipt of all the required approvals, if any.

5. Brief details of any governmental or regulatory approvals required for the acquisition.

No governmental or regulatory approvals are required for the acquisition of the equity shares by JM Entities in Spandana.

6. Indicative time period for completion of the acquisition.

The first leg of the acquisition (24,35,286 equity shares) is proposed to be completed between 3 and 6 months and remaining 8,78,028 equity shares are proposed to be purchased within a period of 12 to 13 months from 29th March 2017.

7. Cost of acquisition or the price at which the shares are acquired.

On completion of the above acquisition within the stipulated time period, the total consideration for the proposed acquisition to be paid would be up to Rs 81 Crore.

8. Nature of consideration – whether cash consideration or share swap and details of the same.

The proposed acquisition is for cash and no share swap is involved.

9. Percentage of shareholding/control acquired and/or number of shares acquired.

The entire proposed secondary purchase in two tranches represents 16.26% of Spandana's current outstanding total equity shares. On a fully diluted basis, the said acquisition would result in the holding of 6.41% in Spandana post the preferential issue and exercise of the warrants/ESOPs by the promoters/employees of Spandana as per the other agreements executed by Spandana.

10. Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief).

<i>Entity in which the stake is proposed to be acquired</i>	<i>Spandana Sphoorty Financial Limited</i>
<i>Products/Line of business of the above entity</i>	<i>Spandana is a RBI registered NBFC-MFI engaged in the business of micro finance providing small ticket unsecured loans largely to women of low-income households in rural and urban areas with average tenure of one to two years.</i>
<i>Date of incorporation of Spandana</i>	<i>March 10, 2003</i>
<i>Turnover of last 3 years</i>	<i>FY16: Rs. 473 Crore; FY15: Rs. 325 Crore; FY14: Rs. 280 Crore</i>
<i>Any other significant information</i>	<i>Additionally, Kangchenjunga Limited and Kedaara Capital Alternative Investment Fund – Kedaara Capital AIF 1 have agreed to acquire shares in Spandana through secondary purchase and also infuse further capital in Spandana through preferential issue.</i>

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