

July 11, 2024

BSE Limited  
Department of Corporate Services  
1st Floor, New Trading Ring  
Rotunda Building, P J Towers  
Dalal Street, Fort,  
Mumbai – 400 001

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,

**Re: Annual Report for the financial year 2023-24**

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting a copy of the Company's Annual Report (including the Business Responsibility & Sustainability Report) for the financial year 2023-24, which, *inter-alia*, contains the Notice convening the Thirty Ninth Annual General Meeting of the Company.

The above Annual Report has been sent to those members of the Company, (through electronic mode) whose email ids are available with the Company. The said report is available on the website of the Company at <https://jmfl.com/annual-report>.

We request you to take the above on your record.

Thank you.

Yours truly,  
For **JM Financial Limited**

**Hemant Pandya**  
Company Secretary & Compliance Officer

Encl.: as above



# SOLID. STABLE. SUSTAINABLE.

JM Financial Limited  
Annual Report 2023-24



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# SOLID.

# STABLE.

# SUSTAINABLE.

At JM Financial, our foundation is built on the principles of stability, performance, and trust. With a legacy spanning over five decades, we have consistently delivered exceptional results and provided trusted expertise to our clients. Our solid track record is a testament to our unwavering commitment to excellence and our ability to navigate the complexities of the financial landscape.

As we look to the future, our deep-rooted principles continue to guide us. We understand that the financial world is rapidly evolving, bringing new opportunities and challenges. Our stability reflects our adaptability and resilience.

We are dedicated to equipping our clients with the insights and expertise they need to seize opportunities and achieve their financial goals.

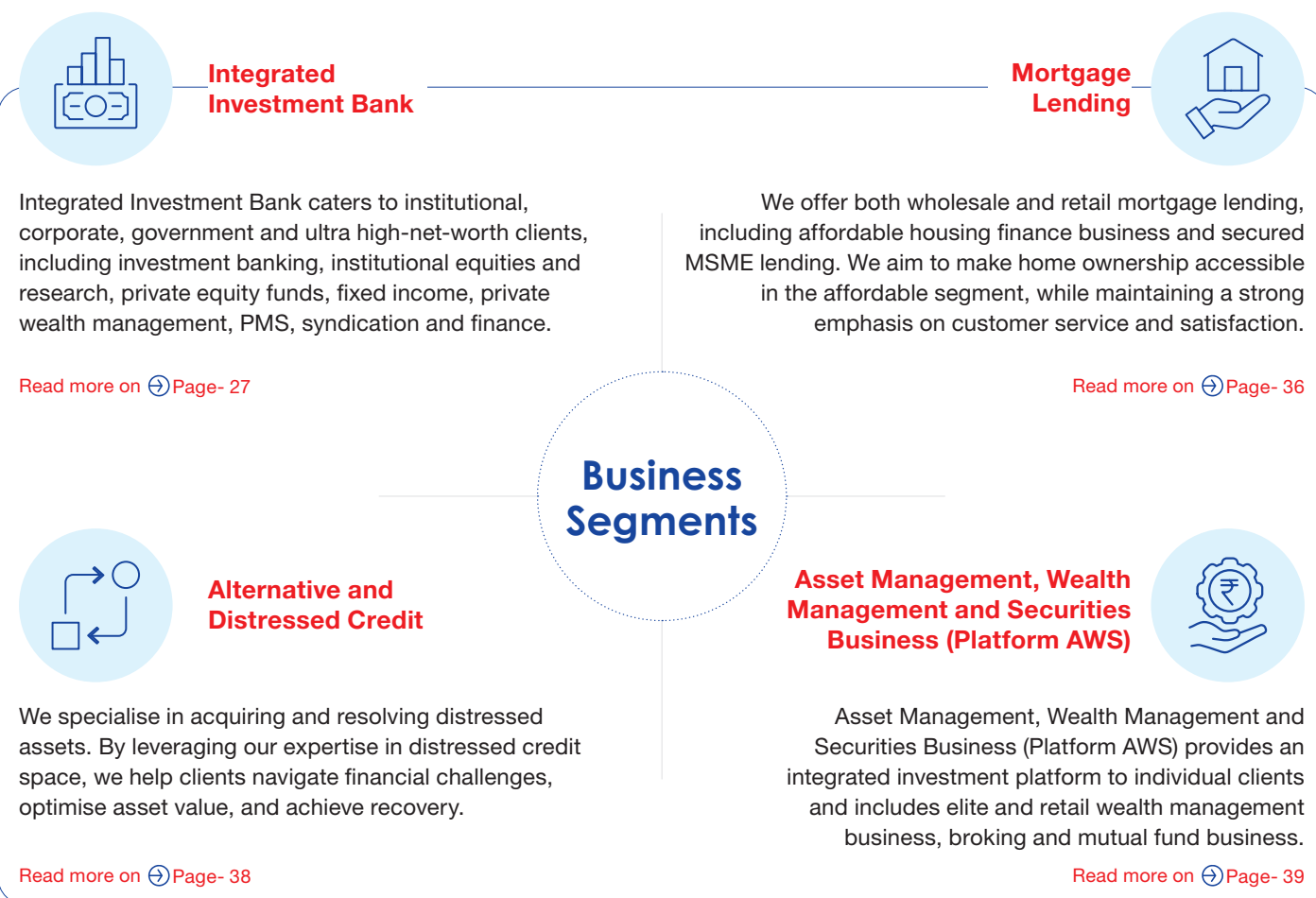
Our focus on sustainability underscores our long-term vision. We are committed to fostering sustainable growth that benefits not only our clients but also the communities we serve and the environment we inhabit. By integrating sustainable practices into our operations and investment strategies, we ensure our growth is responsible and inclusive.

At JM Financial, being solid, stable, and sustainable is more than just a theme; it is the essence of who we are and how we operate. We remain steadfast in our mission to provide unparalleled service, drive innovation, and create lasting value for all our stakeholders.

## About JM Financial

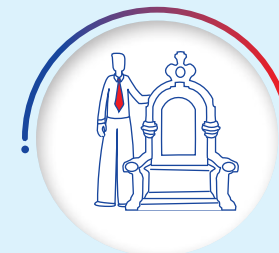
# Building Trust and Value across Decades

JM Financial is one of India's leading financial services groups, renowned for its expertise in providing a comprehensive range of offerings. With a legacy spanning over five decades, we offer exceptional advisory services, capital-raising capabilities, and strategic insights to a diverse clientele, including corporations, institutions, government organisations, and high-net-worth individuals. At JM Financial, we pride ourselves on our legacy of trust, performance, and deep-rooted principles, ensuring stability and success for all our stakeholders.



## Core Values

Our business relies on a solid foundation: our value system. This system plays a crucial role in attaining our vision and goals, and it serves as the cornerstone for developing a robust company culture. These values collectively give meaning to the work we do and provide guidance for the behaviour of every individual within our organisation. By aligning with our ideals, culture, and ethical principles, these values empower us to remain committed to our overarching vision of delivering enduring value to all our stakeholders.



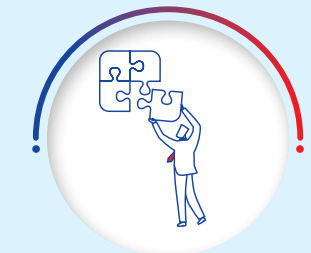
### Client Focus

We always put the interest of our clients before our own. We understand our client needs, seek new opportunities for them, address them and deliver unique solutions as per their expectations. The success of our clients is the biggest reward for us.



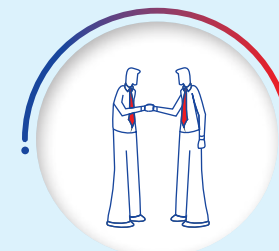
### Integrity

Integrity is fundamental to our business. We adhere to moral and ethical principles in everything we do as professionals, colleagues and corporate citizens. Our reputation based on our high standards of integrity is invaluable.



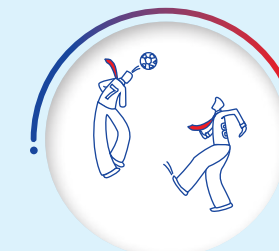
### Innovation

We understand our clients' needs and develop solutions for the most complex or the simplest, the biggest or the smallest financial transactions, whether for individuals or institutions. Creativity and innovation are key factors to everything we do. We encourage new ideas which help us address unique opportunities.



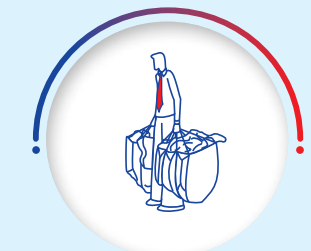
### Partnership

Our relationships with all our stakeholders reflect our spirit of partnership. Clients see us as trusted advisors, shareholders see us as partners and employees see us as family. We respect, trust and support all our stakeholders.



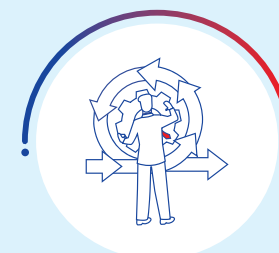
### Team Work

We believe extensive teamwork is what makes it possible for us to work together towards a common goal. We value and respect each individual's commitment to group effort.



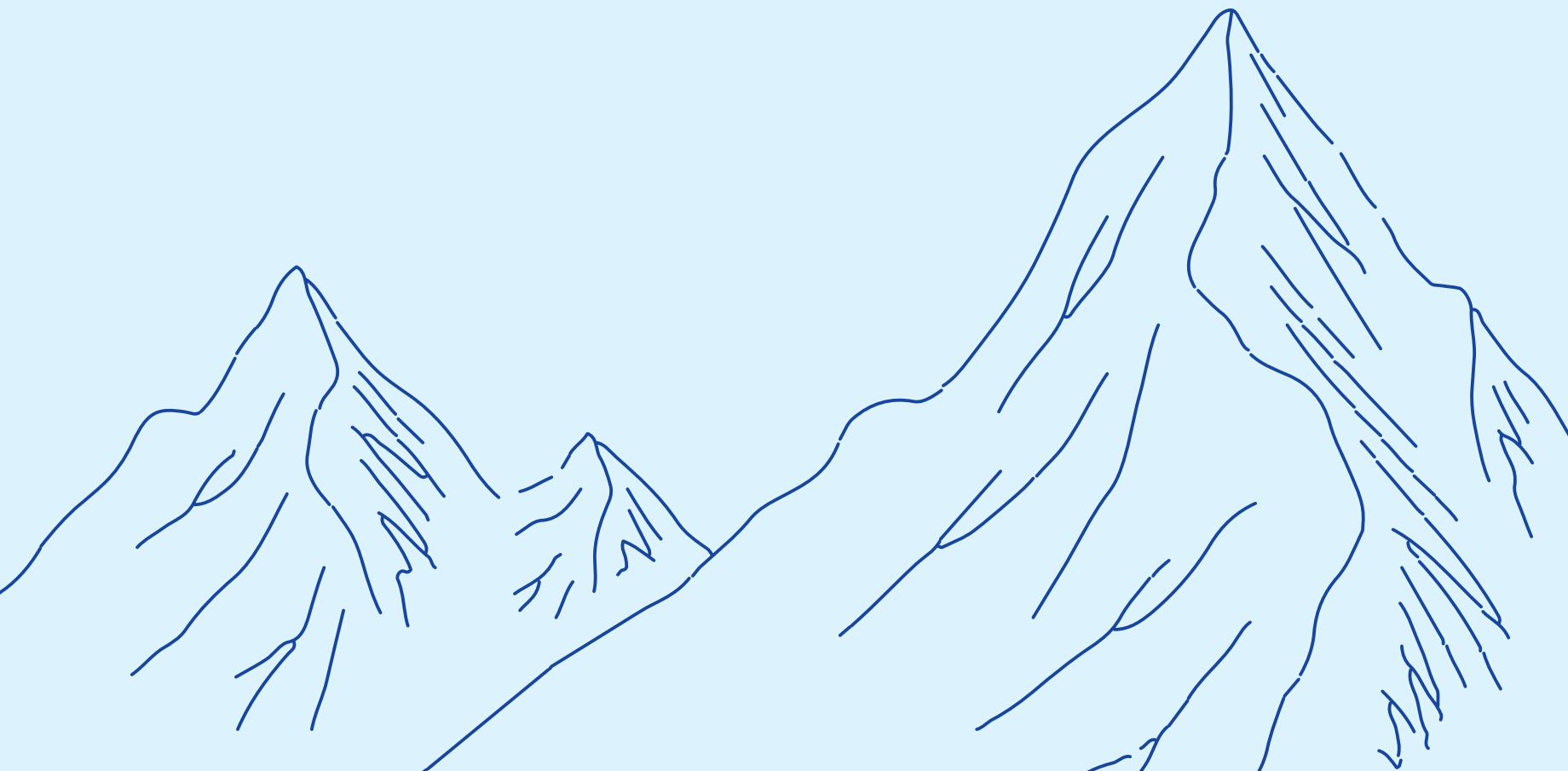
### Performance

We believe in development of our people and continuously hone our skills, setting higher targets of performance for ourselves. We strive to attract, develop and retain the best talent. We recognise and reward talent based on merit.



### Implementation

Our expertise, experience and our continuous focus on the quality of execution ensures effective implementation of our strategies.



# SOLID

For us, **‘Solid’** signifies our steadfast commitment to delivering robust financial performance and creating value for our stakeholders. Over the financial year gone by, we have navigated market fluctuations with precision and expertise, resulting in remarkable outcomes that reinforce our position as a diversified financial services group in India.

Our solid performance demonstrates our strategic foresight, operational excellence, and the dedication of our team of committed professionals and leaders. Building on our robust accomplishments, we are now poised to maintain our trajectory of growth and success. We remain committed to leveraging our strengths, exploring new avenues for expansion, and delivering exceptional value to our stakeholders. Our strategic initiatives are designed to sustain our momentum and ensure that we remain at the forefront of the financial services industry in India.

## FY 2023-24 Key Highlights

# Reflecting on the Year

### Assets Under Management (AUM) and Loan Book

₹ 68,105 crore\*  
Private Wealth Management

₹ 28,795 crore\*  
Retail Wealth Management

₹ 1,901 crore\*  
Elite Wealth Management

₹ 14,500 crore  
Distressed Credit

₹ 12,917 crore  
Loan Book

₹ 1,759 crore  
Portfolio Management Services

\* Comprises distribution assets and advisory assets, as applicable.

### Consolidated Financial Highlights

₹ 4,832 crore  
Total Income

₹ 1,200 crore  
Profit Before Tax<sup>^</sup>

₹ 410 crore  
Profit After Tax

1.48x  
Gross Debt/Equity

₹ 10,932 crore\*  
Net Worth (Including non-controlling interest)\*\*

\* Computed after reducing goodwill of ₹ 52.44 crore from shareholders' funds | \*\* Non-controlling interest excludes non-controlling interests of security receipts holder under distressed credit business | <sup>^</sup> Before exceptional item of ₹ 847 crore

### Our Presence

215  
Cities in India

814  
Locations

4\*  
Overseas Locations

\* Includes three subsidiaries and one representative office.

### Social Highlights

4,000  
Employees

19%  
Women  
Employees

2,582  
Person  
hours training  
programme

~34,000+  
Community  
beneficiaries  
impacted

### Strong Credit Rating

#### Long-term Debt Rating\*

- CRISIL AA Stable
- ICRA AA Stable
- India Ratings AA Stable

#### Short-term Debt Rating

- CRISIL A1+
- ICRA A1+
- India Ratings A1+

\* Long-term debt rating for JM Financial Asset Reconstruction Company Limited is AA- Stable.

### Important Announcements

JM Financial announces First Close of its maiden Performing Credit Fund – JM Credit Opportunities Fund – 1

JM Financial reported its highest ever quarterly revenue and operating profit. Revenue and PAT stood at ₹ 1,261 crore and ₹ 278 crore, y-o-y increase of 33% and 46% respectively for Q3 FY24.

JM Financial Home Loans Business opened its milestone 100<sup>th</sup> branch in India, in the city of Bhopal

JM Financial Private Equity invests ₹45 crore in Energy Beverages Pvt. Ltd. (Clear Premium Water)

IIM Udaipur and JM Financial collaborate to launch JM Financial Centre for Financial Research

## Key Performance Indicators

### Consolidated Performance Review

Revenue	(₹ in crore)	Profit*	(₹ in crore)	Net Worth	(₹ in crore)
23-24	4,832	23-24	410	23-24	8,438
22-23	3,343	22-23	597	22-23	8,084
21-22	3,763	21-22	773	21-22	7,634
20-21	3,227	20-21	590	20-21	6,947
19-20	3,454	19-20	545	19-20	5,586

Book Value Per Share	(₹ per share)	Earnings Per Share	(₹ per share)	Dividend Per Share	(₹ per share)
23-24	88.30	23-24	4.29	23-24	2.00
22-23	84.66	22-23	6.26	22-23	1.80
21-22	80.01	21-22	8.11	21-22	1.65
20-21	72.92	20-21	6.34	20-21	0.50
19-20	66.41	19-20	6.48	19-20	0.20

Gross Debt Equity Ratio	(in times)	Net Debt Equity Ratio	(in times)	Cash and Cash Equivalents	(₹ in crore)
23-24	1.48	23-24	1.04	23-24	4,769
22-23	1.45	22-23	1.25	22-23	2,207
21-22	1.29	21-22	0.94	21-22	3,637
20-21	1.29	20-21	0.73	20-21	5,351
19-20	1.47	19-20	1.04	19-20	3,412

\*Consolidated Profit After Tax and Non Controlling Interest

### Consolidated Tax Information

Corporate Tax <sup>1</sup>	(₹ in crore)	Goods and Services Tax (GST) <sup>2</sup>	(₹ in crore)	Payroll Tax <sup>3</sup>	(₹ in crore)
23-24	326	23-24	379	23-24	141
22-23	244	22-23	257	22-23	141
21-22	356	21-22	304	21-22	106
20-21	261	20-21	215	20-21	73
19-20	316	19-20	213	19-20	93

Non-Payroll Tax <sup>4</sup>	(₹ in crore)	Securities Transaction Tax <sup>5</sup>	(₹ in crore)	Total Tax Deducted / Collected and Paid <sup>6</sup>	(₹ in crore)
23-24	197	23-24	425	23-24	1,142
22-23	142	22-23	210	22-23	750
21-22	94	21-22	285	21-22	789
20-21	161	20-21	231	20-21	679
19-20	34	19-20	197	19-20	537

- 1 Comprises provision for taxes, including deferred tax.
- 2 Comprises gross GST.
- 3 Comprises tax deducted at source from the employees' remuneration and paid.
- 4 Comprises tax deducted/collected at source from payments to/from parties and paid.
- 5 Comprises transaction tax collected from the clients and paid.
- 6 Comprises GST, payroll tax, non-payroll tax and Securities transaction tax.

Note: The above information has been verified by independent chartered accountant's firm

## Golden Jubilee Celebration

# Celebrating Milestones, Embracing the Future

Last year marked a momentous milestone for JM Financial as we celebrated five decades of unwavering commitment to excellence. Throughout the year, we hosted a series of events to commemorate our 50-year journey, bringing together our partners, employees, and stakeholders in the celebration of our rich history and bright future.

Join us as we look back at the memorable moments that defined our golden anniversary, and celebrate the legacy of innovation, resilience, and growth that will continue to drive JM Financial forward for the next fifty years.





## From the Management's Desk

# Sustaining Growth on a Stable Foundation



We remain optimistic about the future of our Integrated Investment Bank, retail mortgage, and Platform AWS businesses, driven by continued innovation and a commitment to leveraging technology for enhanced client experiences.”



### Dear Stakeholders,

I am pleased to present the Annual Report for FY24. It has been another year of steady growth. We have continued to deliver strong performance, reporting the highest-ever annual operating revenue.

The global economic landscape in FY24, against a backdrop of multiple geopolitical disruptions, presented numerous challenges marked by volatility and uncertainty. India, however, displayed remarkable resilience, thanks to timely policy interventions that bolstered macroeconomic stability. Our equity markets thrived, driven by macroeconomic stability and robust corporate earnings momentum, underscoring the structural strength of India's economy.

India's financial ecosystem has demonstrated remarkable adaptability and strength in the face of volatility in global markets. The Reserve Bank of India's prudent monetary policies and the government's proactive fiscal measures have been pivotal in maintaining economic stability. Despite a higher interest rate environment, credit growth came in at double digits, which is a clear indicator of robust consumer and investor confidence, on the back of strong balance sheets of banks and financial institutions. This robustness ensured that credit continued to flow to various sectors of the economy, supporting business expansions, infrastructure projects, and consumer spending. Structural reforms and digital advancements have enhanced the efficiency of the financial ecosystem, positioning India as a key player in the global market.

Amidst this backdrop, JM Financial continued to demonstrate robust performance while maintaining stringent focus on governance and improving systems and processes through technology interventions. Our sound risk management practices and strategic focus on diversification have enabled us to navigate a dynamic Indian financial landscape. Our capital markets business flourished, with the Investment Bank segment delivering a return on equity (RoE) of approximately 25%. Our mutual fund business reached a significant milestone, with equity Assets Under Management (AUM) surpassing ₹ 5,000 crore, and our retail mortgage business capitalised on strong growth.

We remain optimistic about the future of our Integrated Investment Bank, retail mortgage, and Platform AWS businesses, driven by continued innovation and a commitment to leveraging technology for enhanced client experiences.

Technology continues to be a critical component of our long-term strategy. In FY24, we made significant strides in strengthening our physical and digital infrastructure across our Platform AWS businesses, positioning us at the forefront of innovation. Our focus on technology is imperative to support growth at scale. By integrating advanced digital solutions and upgrading our infrastructure, we enhance operational efficiency, improve client service, and drive sustainable growth.

Our journey is based on the enduring trust and partnership we have built with our stakeholders. Our success is deeply rooted in this solid foundation of trust and our commitment to sustained value creation. We are not the ones to rest on our past laurels, and our focus on seizing future opportunities remains sharper than ever.

Looking ahead, we are determined to build on our solid performance, rely on our stable foundation, and drive sustainable growth. Our strategic focus will continue to harness opportunities in the evolving financial landscape, invest in technology, and foster innovation to deliver unmatched value to our clients.

As we march ahead, I want to extend my heartfelt gratitude to each of you—our clients, partners, employees, and shareholders. Your unwavering support and trust in JM Financial have been instrumental in our journey. Together, we will continue to reach new heights and contribute to the sustainable growth of our organisation and the broader financial ecosystem.

Thank you.

#### Mr. Vishal Kampani

Non-Executive Vice Chairman — JM Financial Limited  
Managing Director — JM Financial Products Limited and JM Financial Credit Solutions Limited

## From the Management's Desk

# Harnessing India's Growth



We have delivered exceptional operating revenue while also reinforcing our commitment to sustainable growth and innovation”



### Dear Stakeholders,

As we reflect on the significant strides made and learnings garnered over the last year, we are filled with a sense of accomplishment and a renewed determination. We have not only delivered exceptional operating revenue but also reinforced our commitment to sustainable growth and innovation, setting a strong foundation for the future.

As a leading financial services group, we have a profound responsibility to shape the financial landscape with integrity and foresight. We face a complex array of risks alongside traditional market and operational challenges. By strengthening our underwriting processes, and risk management frameworks, we continue to enhance our resilience, foster steady growth, and create long-term value for our stakeholders.

Our approach to corporate governance remains robust, driven by a relentless pursuit of excellence, deeply ingrained values, and visionary leadership. These elements form the mainstay of our five-decade journey and have built a pathway for a sustainable future. On the back of the positive momentum of the India growth story, we are well-positioned to capitalise on emerging opportunities and continue our journey of creating value.

Looking ahead, a key focus for us will be to foster a culture of innovation and adaptability within our workforce. As the financial landscape continues to evolve, it is imperative



We are well-positioned to capitalise on emerging opportunities and continue our journey of creating value”

that we equip our teams with the skills and knowledge necessary to stay ahead of the curve. We will keep investing in continuous development programmes, encourage cross-functional collaboration, and promote a mindset of agility – key to JM Financial's continued leadership in delivering innovative solutions and exceptional services to our clients.

Thank you for being a part of our journey. We look forward to another year of solid, stable, and sustainable growth.

Sincerely,

**Mr. Adi Patel**

Managing Director, JM Financial Limited

## Board of Directors

# Architects of our Future

Our esteemed Board of Directors are key in driving our organisation's success. With their strategic guidance ensuring the prosperity of our clients and stakeholders.

**Mr. Nimesh Kampani**  
Non-Executive Chairman



**Mr. Vishal Kampani**  
Non-Executive  
Vice Chairman



**Ms. Jagi Mangat Panda**  
Independent Director



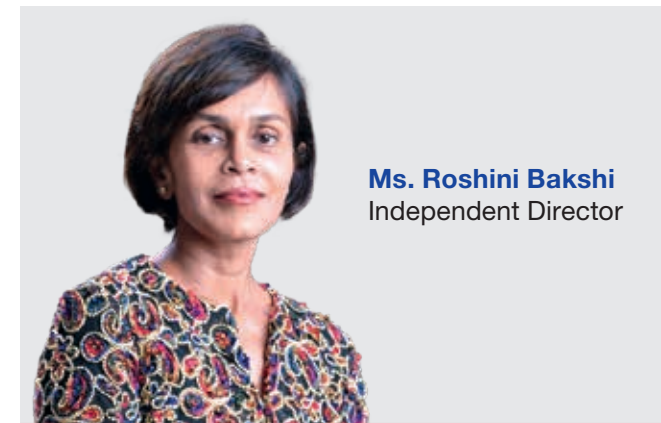
**Mr. P S Jayakumar**  
Independent Director



**Mr. Navroz Udwadia**  
Independent Director



**Ms. Roshini Bakshi**  
Independent Director



**Mr. Pradip Kanakia**  
Independent Director



**Mr. Sumit Bose**  
Independent Director



**Mr. Adi Patel**  
Managing Director



## Leadership Team

# Steering Our Vision

Our visionary leaders drive JM Financial’s strategic growth and innovation. Their expertise and commitment are pivotal in steering the organisation towards new heights of success and excellence.

**Mr. Nimesh Kampani**

Non-Executive Chairman

**Mr. Adi Patel**

Managing Director, JM Financial Limited

**Mr. Chirag Negandhi**

Managing Director, JM Financial Limited

**Mr. Amitabh Mohanty**

Managing Director & CEO, Mutual Fund

**Mr. Anuj Kapoor**

Managing Director & CEO, Private Wealth and Alternatives Asset Management

**Mr. Srinivasan Viswanathan**

Managing Director & CEO, Asset Reconstruction

**Ms. Cheryl Netto**

Managing Director & Deputy CEO, Investment Banking

**Mr. Nishit Shah**

Managing Director & Group CFO

**Mr. Sandeep Jain**

Managing Director & Co-Head, Corporate Financing Solutions Group

**Mr. Vishal Kampani**

Non-Executive Vice Chairman, JM Financial Limited  
Managing Director, JM Financial Products Limited and JM Financial Credit Solutions Limited

**Ms. Sonia Dasgupta**

Managing Director & CEO, Investment Banking

**Mr. Anish Damania**

Managing Director & CEO, Institutional Equities

**Mr. Manish Sheth**

Managing Director & CEO, Home Loans

**Mr. Darius Pandole**

Managing Director & CEO, Private Equity & Equity AIFs

**Mr. Devan Kampani**

Managing Director & Deputy CEO, Investment Banking

**Mr. Dimplekumar Shah**

Managing Director & Co-Head, Investment Advisory and Distribution

**Mr. Nirav Gandhi**

Managing Director & Co-Head, Investment Advisory and Distribution

**Ms. Swapna Dey**

Managing Director & Co-Head, Corporate Financing Solutions Group

**Mr. Arjun Mehra**

Managing Director, Investment Banking

**Mr. Chintan Maniar**

Managing Director & Head of Sales and Trading, Institutional Equities

**Mr. Sumeet Surana**

Managing Director, Investment Banking

**Mr. Ranganath Char**

Managing Director, Real Estate Advisory

**Mr. Deven Shah**

Managing Director & Chief Risk Officer, JM Financial Credit Solutions Limited

**Mr. Ajay Manglunia**

Managing Director & Head, Investment Grade Group

**Mr. Amit Jhalaria**

Managing Director and Chief Risk Officer, JM Financial Products Limited

**Mr. Akhil Kejriwal**

Managing Director, Equity Capital Markets

**Mr. Rakesh Parekh**

Managing Director & Co-Head, Portfolio Management Services

**Mr. Krishna Rao**

Managing Director & Co-Head, Equity Broking Group

**Mr. Ashu Madan**

Managing Director & Co-Head, Business Affiliates Group

**Ms. Neha Agarwal**

Managing Director & Head, Equity Capital Markets

**Mr. Abhishek Bhagat**

Managing Director, Investment Banking

**Mr. Vikas Kothari**

Managing Director, Investment Banking

**Mr. Nitin Idnani**

Managing Director, Real Estate Advisory

**Mr. Rajiv Agrawal**

Managing Director, Loan Origination and Analysis

**Mr. Anil Salvi**

Managing Director & Group Head, Human Resources & Administration and CEO, RE Consulting

**Mr. YV Shivnarain**

Managing Director, Financial Institution Financing Group

**Mr. Gagan Singla**

Managing Director, Digital Business Group

**Mr. Vinay Jaising**

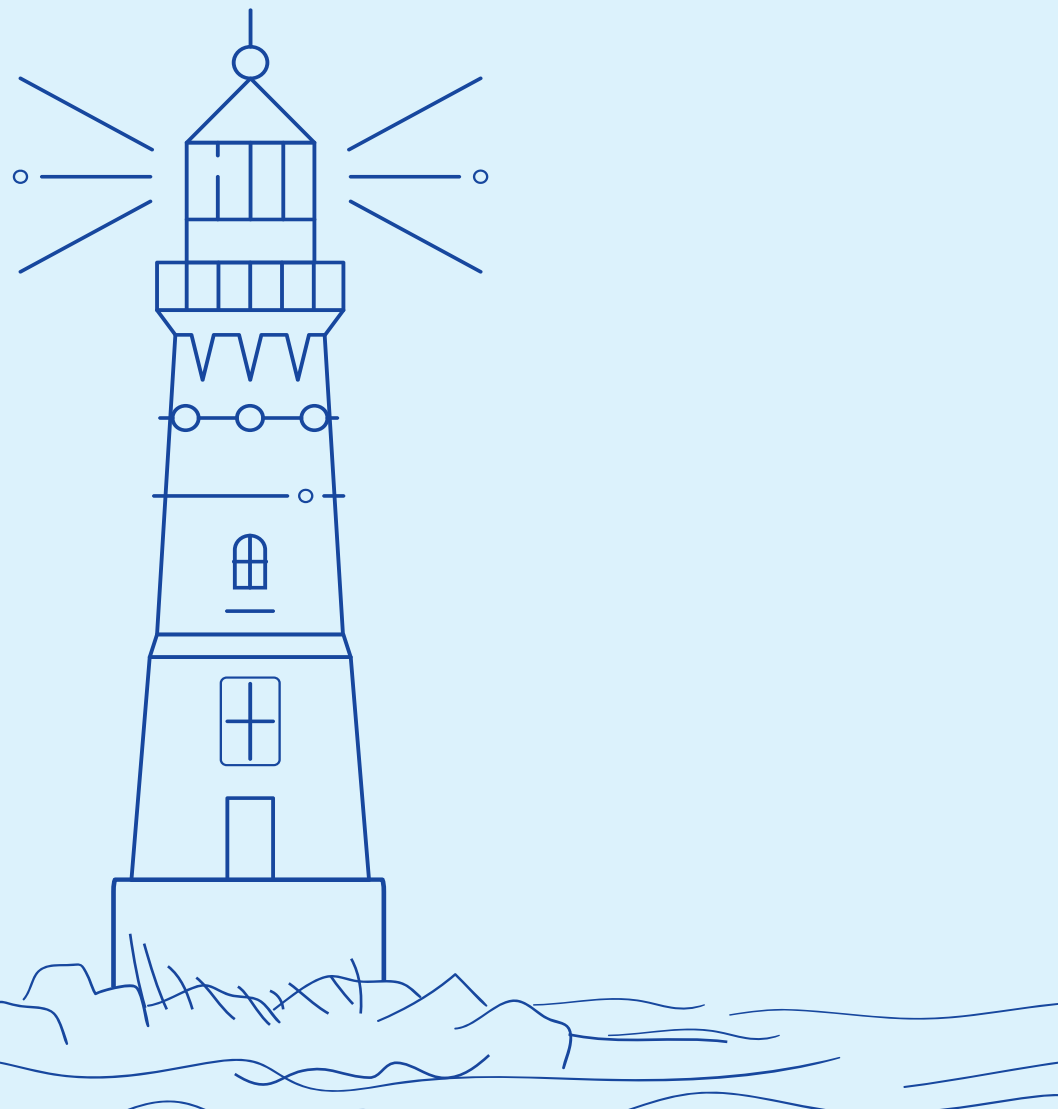
Managing Director & Co-Head, Portfolio Management Services

**Mr. Sanjay Bhatia**

Managing Director & Co-Head, Business Affiliates Group

**Mr. Sameer Bhise**

Managing Director and Co-Head of Research, Institutional Equities



**‘Stable’** represents the reliability and consistency of our diverse business segments. Our stability is rooted in a well-diversified portfolio that spans investment banking, asset management, wealth management, and lending services. This diversification not only mitigates risk but also ensures steady performance across varying market conditions, providing a strong foundation for long-term growth.

Our commitment to stability is reflected in our prudent risk management practices, strong governance framework, and a culture of continuous improvement. By maintaining a balanced and diversified portfolio, we are well-positioned to deliver consistent value to our stakeholders.

# STABLE

## Strategic Priorities

# Paving the Path to Sustainable Growth

Our strategic priorities help us navigate the complexities of the financial landscape, seize growth opportunities, and deliver sustainable value to our stakeholders. This strategic focus enables us to align our resources, expertise, and efforts towards achieving our long-term goals while maintaining agility and resilience in a dynamic market environment.

### Our Strategic Priorities

**01** Pivoting our Wholesale Credit Businesses to Syndicating Transactions

**02** Scaling Fee and Commission Generating Businesses

**03** Retail Mortgage Business



**01**

#### Pivoting our Wholesale Credit Businesses to Syndicating Transactions

Our Wholesale Credit Businesses, encompassing real estate, bespoke, distressed credit, and financial institution financing, have witnessed a significant shift in risk-adjusted returns. Recognising this change, we have decided to pivot from our traditional on-balance sheet business model to syndicating transactions to investors. This strategic shift involves building large-scale sales and distribution teams in the private credit and alternatives space, leveraging our expertise to create robust and scalable financing solutions that meet the evolving needs of the market.



**02**

#### Scaling Fee and Commission Generating Businesses

We are sharpening our focus on scaling our fee and commission-generating high growth, high Return on Equity (RoE) businesses. This includes investment banking, institutional equities, and retail/high net worth investors-facing businesses such as asset management, mutual fund, wealth management, broking, and investment advisory. These segments have shown remarkable growth, with an adjusted profit after tax of approximately ₹ 500 crore for FY24, up from ₹ 312 crore in FY23. By intensifying our efforts in these areas, we aim to further enhance profitability and deliver superior value to our clients and stakeholders.



**03**

#### Retail Mortgage Business

The affordable housing-focused retail mortgage business remains an integral part of JM Financial. Over the past few years, this segment has demonstrated strong performance, reflecting our commitment to financial inclusivity and sustainable growth. We are targeting an Assets Under Management (AUM) of ₹ 6,000 crore in our retail mortgage business by FY27. This ambitious goal underscores our dedication to expanding our reach and impact in the affordable housing sector, providing accessible and affordable financing solutions to a broader customer base.

**Incremental Cash Release**  
As we gradually pivot from on-balance sheet lending to an alternatives/syndication structure over the next 3-4 years, we anticipate an incremental cash release of approximately ₹ 2,000 crore.

## Key Differentiators

# Our Competitive Edge

Our long-standing legacy of over 50 years, coupled with a commitment to innovation and client-centric solutions, ensures we consistently deliver exceptional value. Additionally, our robust digital platforms and advanced technological infrastructure provide clients with seamless and efficient services.

## 01

### Fully Integrated Investment Bank

JM Financial stands out as a fully integrated investment bank. Our comprehensive services encompass everything from Investment Banking, Institutional Securities, Private Equity Fund Management, Portfolio Management Services (PMS) to Private Wealth Management, ensuring our clients have access to all financial services under one roof. This full-service approach eliminates the need for clients to seek services elsewhere, providing a seamless and efficient experience.

## 02

### Innovative Platform AWS

Our Platform AWS segment includes all our retail capital market businesses ie. Asset Management, Wealth Management, and Securities. This integration leverages advanced technology to offer streamlined and enhanced services, ensuring clients benefit from cutting-edge solutions and a cohesive experience.

## 03

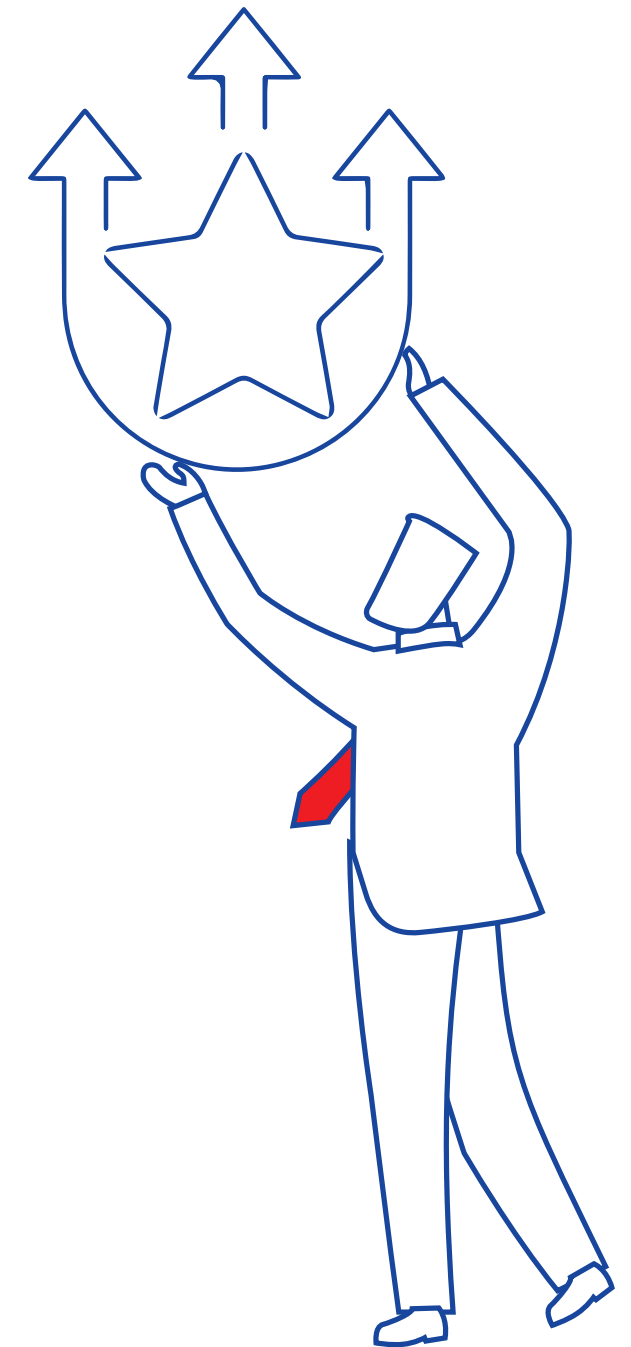
### BlinkX: Pioneering 'ClientTech' Solutions

BlinkX embodies our commitment to innovation and specialised services. As India's first 'ClientTech' organisation, it offers a next-generation investment platform focused on being customer-centric and tech-driven. The app empowers traders with advanced tools and real-time data, enabling informed investment decisions. BlinkX's mission is to make capital market participation accessible, educational, and rewarding for investors of all levels.

## 04

### Legacy of Excellence

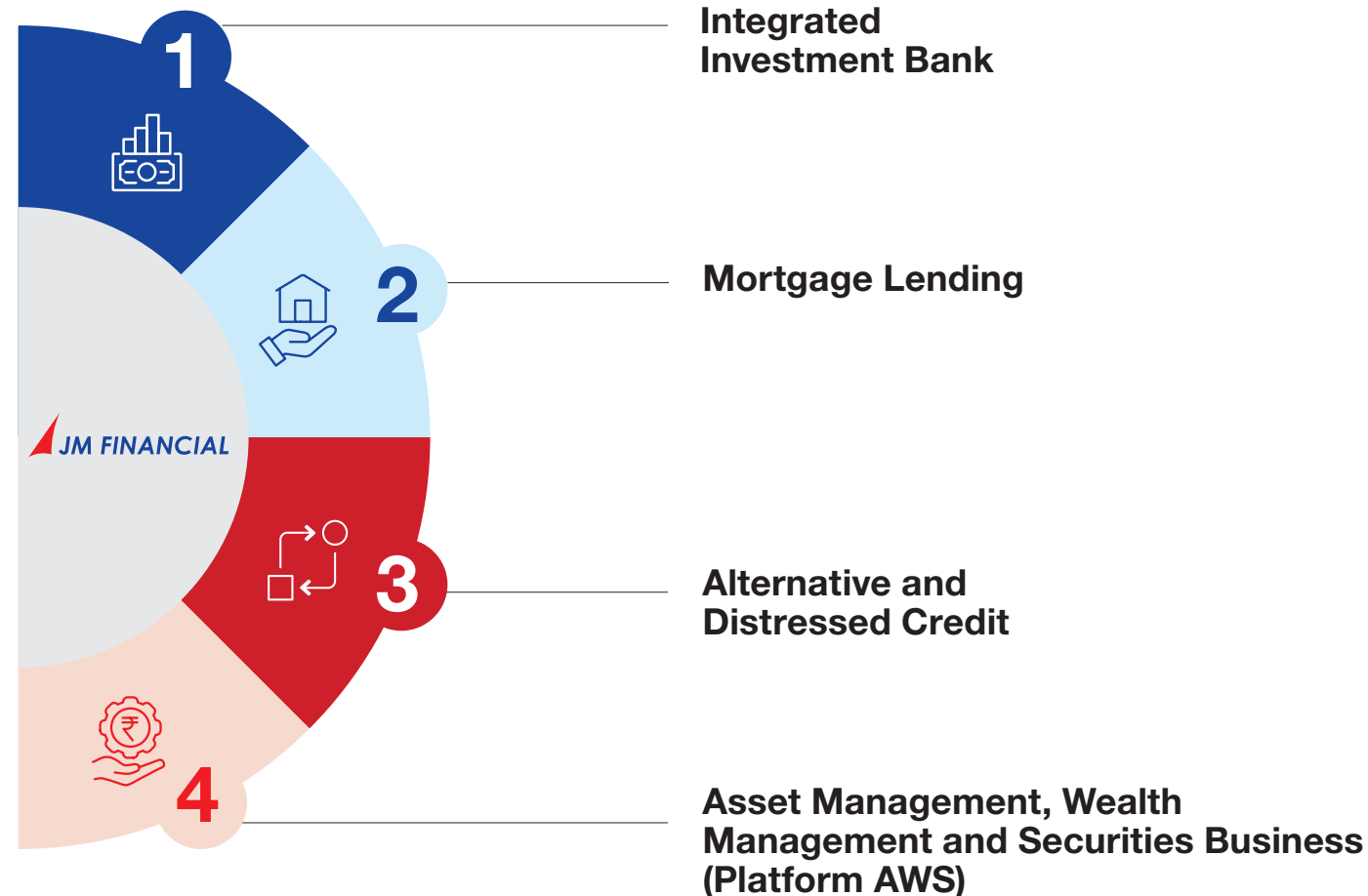
With over five decades in the industry, JM Financial boasts of a rich legacy and has consistently demonstrated its leadership in the financial services sector. Our extensive history and deep-rooted expertise provide unparalleled stability and trust, making us a preferred choice for clients seeking reliable and seasoned financial partners.



## Business Segment Review

# Strategic Growth in Diverse Business Areas

Our business segments stand as pillars of strategic excellence and resilience, driving holistic growth and underscoring our unwavering commitment to excellence. We continuously innovate and adapt to meet the changing demands of our clients. By concentrating on targeted sectors, we leverage our deep expertise and experience to make a significant impact and foster sustainable growth.



## 1 Integrated Investment Bank



### Investment Banking

With over five decades of rich legacy, we distinguish ourselves through exceptional advisory services, capital-raising capabilities, and strategic insights. Our enduring relationships with both large and emerging corporates allow us to serve a diverse clientele, including corporations, institutions, government organisations, and high net-worth individuals. Leveraging our extensive experience, market knowledge, and innovative approach, we guide businesses through challenges and help them seize opportunities in an ever-evolving landscape.

### Equity Capital Markets

The Indian stock markets had a great year in FY24, with strong gains across the board.

JM Financial successfully executed 56 transactions raising more than ₹ 1,22,000 crore in FY24 strengthening its leadership position in Equity Capital Markets. We ranked #1 in IPO and QIP with 47% and 38% market share, respectively, in terms of funds raised. We acted on some of the largest marquee transactions, with an 80% market share in the top 10 IPOs (by size) and 60% market share in the top 5 QIPs (by size). Through our unwavering commitment and in-depth market knowledge, we assisted our clients in raising capital, from top-tier investors. (Source: Prime Database)

### JM Financial ranked #1 in IPO and QIP\*

\* Ranking is based on amount raised for IPOs greater than ₹ 500 crore & QIPs greater than ₹ 200 crore.

## FY24 MARQUEE EQUITY CAPITAL MARKET TRANSACTIONS











### Notable Initial Public Offerings (IPOs)

 <b>nexus</b> Nexus Select Trust ₹3,200 crore (IPO) May 2023	 <b>TATA</b> TATA TECHNOLOGIES Tata Technologies ₹3,043 crore (IPO) November 2023	 <b>JSW</b> Infrastructure JSW Infrastructure ₹2,800 crore (IPO) October 2023	 <b>RR</b> KABEL RR Kabel ₹2,439 crore (IPO+Pre-IPO) September 2023
 <b>cello</b> Cello World ₹1,900 crore (IPO) October 2023	 <b>JUNIPER</b> HOTELS Juniper Hotels ₹1,800 crore (IPO) February 2024	 <b>HONASA</b> Honasa Consumer ₹1,701 crore (IPO) October 2023	 <b>TVS</b> Supply Chain Solutions TVS Supply Chain ₹1,030 crore (IPO + Pre-IPO) August 2023



## Business Segment Review

### Other Notable Equity Capital Market Transactions

 <b>Tata Consultancy Services (TCS)</b> <b>₹17,000 crore (Buyback)</b> December 2023	 <b>Wipro</b> <b>₹12,000 crore (Buyback)</b> June 2023	 <b>Larsen &amp; Toubro</b> <b>₹10,000 crore (Buyback)</b> September 2023	 <b>Bajaj Finance</b> <b>₹8,800 crore (QIP)</b> November 2023
 <b>Union Bank of India</b> <b>₹5,000 crore (QIP)</b> August 2023	 <b>Coal India</b> <b>₹4,179 crore (OFS)</b> June 2023	 <b>Indian Bank</b> <b>₹4,000 crore (QIP)</b> December 2023	 <b>Grasim Industries</b> <b>₹4,000 crore (Rights)</b> January 2024
<b>For Sumitomo Wiring System</b> <b>Samvardhana Motherson International</b> <b>₹3,638 crore (Block)</b> March 2024	 <b>Union Bank of India</b> <b>₹3,000 crore (QIP)</b> February 2024	 <b>Brookfield India Real Estate Trust</b> <b>₹2,305 crore (QIP)</b> August 2023	<b>For funds of TPG, Matrix Partners and Norwest Venture Partners</b> <b>Five Star Business Finance</b> <b>₹1,864 crore (Block)</b> September 2023

Source: Prime Database

### Mergers and Acquisitions (M&A) Advisory and Private Equity (PE) Syndication

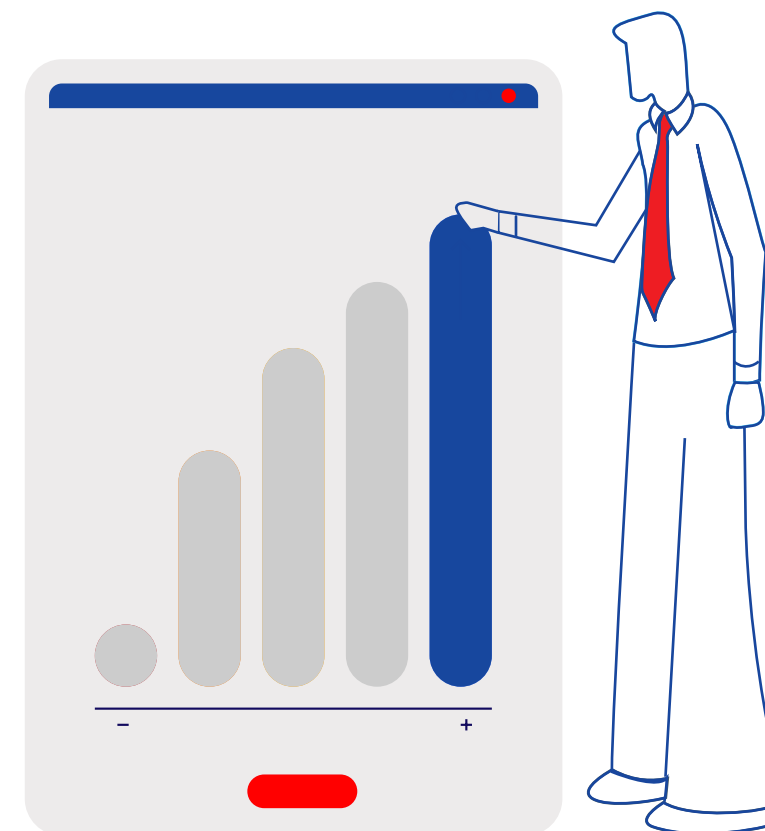
JM Financial's M&A practice continued to be a key driver of client success this year. We offer a comprehensive suite of services, enabling India's large conglomerates and mid-market players to navigate intricate domestic and cross-border M&A transactions. Our involvement spans some of the most significant and multifaceted M&A deals, including acquisitions, divestitures, schemes of arrangements, fairness opinions, and other financial and strategic advisories.

We go beyond the traditional advisory role, providing innovative counsel on the processes such as deal structuring, negotiations etc. Our rigorous execution and responsive service ensure clients maximise value from every M&A transaction.

In FY24, our marquee M&A transactions included advisory on two of the largest deals in the Indian cement sector (the sale of Promoters' stake in Sanghi Industries to Ambuja Cements and the demerger of Kesoram Industries' cement business to UltraTech), one of the largest transactions in the Indian microfinance industry (the sale of Chaitanya India Fin Credit by Navi Group to Aditya Birla Group's Svatantra Microfin), and multiple acquisitions for a leading Indian textile player, involving domestic and outbound acquisitions across five different jurisdictions globally (Gokaldas Exports' acquisitions of Atraco Group and Matrix Clothing).

Our PE Advisory practice offers comprehensive support to companies on their fundraising strategies through private equity, structured credit, and more. We also assist private equity investors with their investments, leveraging our full-service investment banking capabilities to help private equity funds exit their investments by selling stakes to other private equity funds, strategic buyers, or through IPOs or block deals.

In the Indian M&A and PE space, we have announced and/or closed 15 transactions across sectors such as Financial Services, Infrastructure and Industrials, Textile, and Digital and Technology.

















The FY24 league table\* ranks us #3, with transaction values exceeding ₹ 5.62 lakh crore

\* League table is post adjustments on account of certain transactions involving (internal restructurings, core valuation advisory, due diligence advisory or transactions involving foreign acquirers and sellers etc.)

## Business Segment Review

### DOMINANCE IN M&A & PE TRANSACTIONS

JM Financial was Part of 15 Transactions Amounting to More than ₹5,62,000 crore

 <p><b>Sanghi Industries</b></p> <p><b>₹1,721 crore</b></p> <p>Exclusive Financial Advisor to certain promoters of Sanghi Industries on the sale of their majority stake to Ambuja Cements</p> <p>December 2023 (Completed)</p>	 <p><b>Navi Group</b></p> <p><b>₹1,554 crore</b></p> <p>Exclusive Financial Advisor to the Navi Group for sale of its microfinance subsidiary Chaitanya India Fin Credit to Svatantra Microfin</p> <p>November 2023 (Completed)</p>	 <p><b>Kesoram Industries</b></p> <p><b>₹5,214 crore</b></p> <p>Exclusive Financial Advisor to the Kesoram Industries Limited for demerger of its cement business to UltraTech</p> <p>November 2023 (Announced)</p>	 <p><b>IDFC First Bank</b></p> <p><b>₹18,377 crore</b></p> <p>Financial Advisor to IDFC First Bank on amalgamation of IDFC Ltd with IDFC First Bank</p> <p>May 2024 (Completed)</p>	 <p><b>Course5</b></p> <p><b>₹435 crore</b></p> <p>Financial Advisor to Course5 Intelligence Services on fundraise from 360 ONE Asset, Nuvama and Carnelian Asset</p> <p>June 2023 (Completed)</p>	 <p><b>Pocket Aces</b></p> <p><b>₹174 crore</b></p> <p>Exclusive Financial Advisor to Pocket Aces and its Shareholders on its acquisition by Saregama India Ltd.</p> <p>November 2023 (Completed)</p>	 <p><b>Gokaldas Exports</b></p> <p><b>₹458 crore</b></p> <p>Exclusive Financial Advisor to Gokaldas Exports Limited on their acquisition of Atraco Group</p> <p>January 2024 (Completed)</p>	 <p><b>HDFC</b></p> <p><b>₹5,17,757 crore</b></p> <p>Financial Advisor to HDFC Limited on its merger with HDFC Bank Limited</p> <p>July 2023 (Completed)</p>
 <p><b>TVS Credit</b></p> <p><b>₹829 crore</b></p> <p>Financial Advisor to TVS Credit Services on fundraise from Premji Invest</p> <p>September 2023 (Completed)</p>	 <p><b>Gokaldas Exports</b></p> <p><b>₹478 crore</b></p> <p>Exclusive Financial Advisor to Gokaldas Exports Limited on their acquisition of apparel business of Matrix Clothing</p> <p>March 2024 (Completed)</p>	 <p><b>Canpac Trends</b></p> <p><b>₹340 crore</b></p> <p>Financial Advisor to Canpac Trends and its selling shareholders on fundraise from Investcorp</p> <p>January 2024 (Completed)</p>	 <p><b>Bajaj Finserv Health</b></p> <p><b>₹325 crore</b></p> <p>Exclusive Financial Advisor to Bajaj Finserv Health Limited on their acquisition of Vidal Healthcare Limited</p> <p>April 2024 (Completed)</p>	<p><b>Burman Group</b></p> <p><b>₹4,997 crore</b></p> <p>Exclusive Financial Advisor to Burman Group and Manager to the Open Offer to the Public Shareholders of Religare Enterprises</p> <p>September 2023 (Announced)</p>	 <p><b>AU Small Finance Bank</b></p> <p>Fairness Opinion to the Board of AU Small Finance Bank on the share exchange ratio for the proposed amalgamation of Fincare Small Finance Bank with AU Small Finance Bank</p> <p>October 2023</p>	 <p><b>ICICI Bank</b></p> <p>Fairness Opinion to the Board of ICICI Bank on the share exchange ratio of the proposed delisting of ICICI Securities via share swap of ICICI Bank's shares</p> <p>June 2023</p>	

Source: Mergermarket, JM Financial Internal database

## Business Segment Review

### Institutional Equities

Our Institutional Equities business offers brokerage services in both cash and derivative segments to domestic and international institutional clients and large family offices. We provide high-quality, differentiated research with a strong focus on new stock ideas, intensive client servicing and efficient trade execution, complemented by hassle-free, post-trade settlement. In FY24, the coverage universe for Institutional Equities business expanded to 295 companies, spanning 63% of entire NSE market cap as we continued to generate differentiated stock ideas and published thought-leading thematic reports across key sectors and macro, and investment strategy products among others.

These have ensured a beneficial relationship with our expanding investor client base, strengthening our robust research franchise with major corporations pan-India. We continue to be the preferred choice for clients and score well amongst broker partners representing domestic and foreign institutional investors.

In FY24, we single handedly consummated over 20 high profile transactions in addition to acting as underwriters for other offerings.

Institutional Equities business offers a suite of products to domestic and foreign institutional investors translating into execution in cash and derivatives segment. We seek to deliver to our clients stock ideas, customised servicing, market insights, and eventually efficient execution supported by after trade settlement. Our swift and seamless delivery is backed by our professional and experienced talent across sales, trading, research, operations, compliance and technology functions.

In FY24, Indian equities were supported by resilient flows which were witnessed in heightened primary and secondary market activity. However, yields in the business remain under pressure due to increasing volumes and competitive intensity. Albeit, our performance continued to surpass the

market performance primarily achieved by our talent pool across teams, client servicing, customised and differentiated offerings to our clients. This also reaffirmed our position to be one of the leading brokers / investment banks in the country.

### Investor Access Events

Our services also include providing networking access to best-in-class corporates, senior government representatives, industry experts and thought-leaders across diverse sectors and varied spectrum of the economy. The FY24 edition of the JM Financial India Conference proved to be a grand success with participation from 156 corporates facilitating 4,023 client meetings over the span of three days in Mumbai. We also conducted a Singapore conference this financial year catalysing interactions between 20 marquee Indian corporates and 81 foreign investors resulting in 294 client meetings. Apart from this, we hosted several corporate group meetings in India and Singapore in this financial year.



JM Financial India Conference, 2023

### Capital Market Lending

Loans under this segment are typically short-term advances and primarily cater to the finance requirements of clients.

### Bespoke Finance

The Bespoke Finance Group (BFG) addresses the diverse financing needs of corporates and promoters by offering bespoke capital solutions. BFG delivers comprehensive structured financing options to operating businesses for refinancing existing debt, consolidating capital structures, working capital, growth and capex funding, acquisition financing, and bridge financing for M&A or IPOs. We also provide niche financing solutions to promoters against listed and unlisted securities or real estate assets. These solutions cater to strategic requirements such as private equity buyouts, shareholder buyouts, family settlements, stake accretions, and capital structure corrections, using event-based takeout structures like IPOs or strategic takeouts, as well as standard debt refinancing structures.

As of March 31, 2024 the Bespoke Finance Loan Book stood at ₹ 2,936 crore as compared to ₹ 2,636 crore as of March 31, 2023. Over the past few years, BFG has established itself as a leading player capable of executing large, complex transactions with minimal credit costs.

**This year, we expanded our syndication business, increasing originate-to-sell credit deals, which enhanced balance sheet turnover and profitability, while strengthening market recall for our transactions.**

Our competitive advantage lies in underwriting complex transactions, providing well-structured, swift, one-stop financing solutions to our clients. Our strategy remains opportunistic, aiming for a balanced mix of short and medium-term deals with attractive average yields at the portfolio level.

### Financial Institution Financing

The Financial Institution Financing (FIF) business provides tailored credit facilities to financial institutions (FIs). We specialise in underwriting loans for FIs to support their onward lending programmes, offering credit facilities to non-banking financial institutions (NBFI) rated between BBB and AA. Our strategy targets clients with strong management teams, high-quality investors, scalable business models, and robust processes and risk management framework.

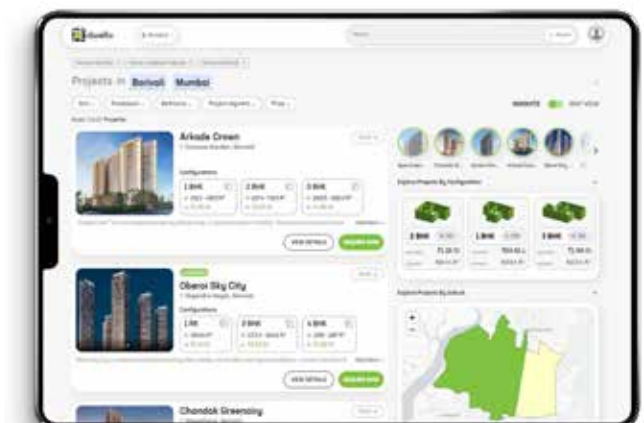
We remain focused on adding new client partners across various asset classes to enhance the granularity of our portfolio. In FY24, we evaluated over 40 companies in emerging financial sectors such as microfinance, MSME finance, consumer finance, vehicle finance, and affordable housing finance. After a thorough due diligence process, we onboarded select clients.

As of March 31, 2024, the FIF loan book stood at ₹ 1,477 crore, up from ₹ 1,592 crore on March 31, 2023.

### Real Estate Consulting Services (Dwello.In)

Dwello is a tech-driven real estate consulting division operating within the primary residential real estate sector. Our team of seasoned professionals and trained consultants utilises cutting-edge technology and analytics to assist customers in making informed decisions throughout their home-buying journey.

Dwello is present in India's top four residential real estate markets: Mumbai, Pune, Bengaluru, and NCR.



## Business Segment Review

**In FY24, our teams facilitated the sale of 1,510 units covering 1.05 million sq. ft. of carpet area**

These units were distributed across 650 projects from 400 developers in the four cities. This achievement was made possible by organising site visits for 17,470 unique customers to nearly 3,000 projects.

We have collected data from over 1.3 million transactions across more than 45,000 projects in these four cities through primary research. Additionally, we provide customers with insights into the legal aspects of any project. Our new loan consulting team has also begun facilitating home loans through leading banks and NBFCs. With this comprehensive suite of services, Dwello has established a unique position in the market, offering all-encompassing solutions to our customers.

### Private Equity Fund Management

The JM Financial Private Equity platform currently manages three India-focused, sector-agnostic funds across different vintages. These funds aim to achieve superior risk-adjusted returns by investing growth capital in dynamic and fast-growing small to mid-market Indian companies. We believe this segment offers attractive investment opportunities in growth-stage companies that are in the early phase of expansion, as it is relatively less crowded. Key target sectors include financial services, consumer, manufacturing, technology, logistics, and agri-allied industries.

**JM Financial India Growth Fund III ('Fund III')** is a 2023 vintage private equity fund registered as a Category II AIF. As of March 31, 2024, Fund III has finalised five investments and continues to evaluate a strong pipeline of opportunities within its target segment.

**JM Financial India Fund II ('Fund II')** is a 2019 vintage Category II AIF, fully deployed across 10 investments. Fund II has also completed partial divestments from two portfolio companies at attractive rates of return, resulting in approximately 65% distribution of paid-in capital to its investor.



JM Financial Private Equity Annual Investor Meet 2024 in Mumbai

### Investment Grade Group

The Investment Grade Group ("IGG") in its fourth full year of operations consolidated its position in the league tables working extensively with issuers in both the private and public sector space. The desk continued to actively trade in government securities as well as corporate bonds.

### Private Wealth

Our Private Wealth Business exclusively caters to high net-worth individuals, family offices, corporates, and institutions, providing comprehensive Wealth Management and Advisory services. We serve over 900 key clients across India, with a presence in seven metro cities and two offshore locations (Dubai and Singapore). This year, our team has expanded by over 25% across functions and locations to enhance our reach in emerging affluent cities. We plan to continue our growth with a focus on wider coverage in Tier 2 and Tier 3 cities.

**Our Private Wealth AUM\* stands at ₹ 68,105 crore, reflecting a robust 21% y-o-y growth**

Private Wealth has a robust open architecture platform offering products across different asset classes including equities, fixed income, commodities, currency, real estate and other alternatives. Our unique positioning, as part of the Integrated Investment Bank, enhances our ability to offer industry leading products and solutions.

Our Private Wealth platform offers the entire spectrum of wealth products including Mutual Funds, Portfolio Management Services, Alternative Investment Funds through in-house and third-party asset managers. We also offer in-house equity broking and lending solutions. The products proposition is ably complemented by transactional offerings, both in public and private markets.

We have recently launched a mobile application, enabling our clients to access their wealth and portfolio information at their convenience. This technology, combined with a personalised human interface, ensures an exceptional service experience for our clients.

### Portfolio Management Services

The Portfolio Management Services (PMS) of JM Financial assists clients in achieving their investment objectives through a rational and disciplined approach, constantly assessing risk factors.

Our Assets Under Management (AUM) grew by 61%, from ₹ 1,094 crore in FY23 to ₹ 1,759 crore in FY24. In Non-Discretionary PMS (NDPMS), AUM increased by 53% to ₹ 982 crore, while Discretionary PMS (DPMS) AUM grew by 72% to ₹ 777 crore.

Our flagship scheme, FOCUS, continues to demonstrate robust results, reporting a CAGR of 16.2% since inception and an alpha of 0.9%. The Flexi-cap Opportunistic Scheme showed a turnaround with strong one-year and three-year alphas of 7.1% and 2.5%, respectively. The smaller DPMS portfolio, IRP III, delivered a solid three-year relative outperformance of 4.3% CAGR. NDPMS generated an impressive absolute performance of 41.3% over the past year for all paying accounts. The Apex Scheme achieved alphas of 0.4% over one year and 2.3% since inception. Over 80% of total discretionary AUM has reported positive alpha since inception.



\*Comprises distribution assets and advisory assets, as applicable.

## Business Segment Review

# 2 Mortgage Lending



The mortgage lending segment consists of

**A. Wholesale Mortgage**

**B. Retail Mortgage**

### Wholesale Mortgage

The Wholesale Mortgage Lending business prioritises a solution-centric approach for clients within the real estate sector, addressing their diverse financing needs while considering the unique characteristics of the market. We view our clients as strategic partners and aim to establish substantial mindshare regarding their financing requirements and solutions.

#### Project Loans

Our wholesale mortgage financing business primarily focuses on providing project-specific funding for ongoing residential and commercial projects that have received key regulatory approvals.

#### Early Stage Project Loans

These loans are offered for projects expected to be launched in the near term, typically in the approval stage and may require funds for development and/or securing relevant approvals. These loans are usually advanced partly as refinancing of existing loans and partly as project-related funding. Repayment is expected from project cash flows accruing during the loan tenure.

#### Loan against Property

These loans are advanced against fully constructed residential and/or commercial units with an occupation certificate. Repayment is expected from the sale of these units.

As of March 31, 2024, the total loan book for wholesale mortgage lending stood at ₹ 4,917 crore, compared to ₹ 8,445 crore as of March 31, 2023.

### Retail Mortgage



Mr. Manish Sheth, MD & CEO, JM Financial Home Loans Ltd. inaugurating 100<sup>th</sup> branch in Bhopal

#### Housing Finance

Our Housing Finance business remains steadfast in its mission to democratise access to housing finance within the affordable segment, an underserved market due to limited credit penetration by traditional financial institutions.

Since inception, we have weathered numerous challenges, including GST implementation, demonetisation, severe funding droughts following major conglomerate crises, economic slowdowns, global pandemic, and the rising interest rate environment.

Urbanisation is progressing rapidly, with individuals migrating from rural areas to urban centres. With focused governmental support, the demand for affordable housing is set to rise significantly.

Interest rates have peaked, and inflation has been effectively managed without hindering growth, in line with the Reserve Bank of India's primary objectives. While a reversal in the interest rate cycle seems unlikely at present, when it occurs, it is expected to improve sector sentiment. Enhanced income stability has also contributed to positive market sentiment.

Our affordable housing finance business has continued to expand its branch network. We proudly announced the opening of our Bhopal branch in Madhya Pradesh, marking our 100<sup>th</sup> branch across India. Currently, the Housing Finance business has 112 branches PAN India.

Despite rate hikes and the anticipated slowdown in the housing sector, our loan growth has remained robust. This year, our gross disbursement surpassed the ₹ 1,000 crore mark for the first time. Collections have continued to improve, and asset quality is at its peak, with GNPA at 0.8%. We have robust fraud detection processes and have successfully kept fraud at bay.

As we move into the next financial year, we remain optimistic about the medium-term growth outlook.

**As of March 31, 2024 the total loan book for Retail Mortgage Lending stood at ₹ 3,239 crore as compared to ₹ 1,918 crore as of March 31, 2023.**

#### MSME Loans

JM Financial offers Loans Against Property (LAP) to SMEs, MSMEs, self-employed individuals and professionals against mortgage of their residential and commercial properties. This product helps clients address funding requirements for both personal and business needs. Clients leverage the economic worth of their property without giving away ownership.

Business Segment Review

**3** Alternative and Distressed Credit



Our Distressed Credit team has been engaged in the acquisition and resolution of distressed assets, building a strong track record over the past 15 years. Our team comprises professionals from diverse backgrounds, experienced in stressed asset resolution, corporate debt restructuring, law, banking, and bankruptcy. They also conduct financial and legal due diligence for acquisitions and resolutions. Additionally, we collaborate closely with sector-specific professionals and firms to revive acquired units.

This year, we continued to diversify our portfolio by acquiring retail assets, reducing concentration risk and enhancing resilience against sector-specific challenges. We acquired dues worth ₹4,255 crore.

Recoveries were robust at ₹ 2,855 crore (₹ 1,067 crore as of March 31, 2023), marking a 167% increase. Security Receipts worth ₹ 1,303 crore were redeemed during the year. As of March 31, 2024, our AUM stood at ₹ 14,500 crore, well diversified across multiple sectors. The outstanding contribution of JM Financial Asset Reconstruction Company Limited was ₹ 3,789 crore as of March 31, 2024.

By March 31, 2024, we had acquired total outstanding dues of ₹ 77,763 crore at a gross consideration of ₹23,925 crore. We have achieved 80 exits (trusts) across various sectors, demonstrating our strong expertise in resolving distressed assets.

We facilitate the turnaround of our investee companies through debt restructuring, additional capital infusion, streamlining operations, and liquidation of non-core assets. Recoveries are aligned with the companies' cash flows to meet our Internal Rate of Return (IRR) expectations.

**Business Priorities Looking Ahead**

- Full cash acquisitions of both retail portfolios and corporate accounts, on a co-investment model, along with financial investors and strategic partners
- Complete the resolution process of key single credit accounts and portfolios

**4** Asset Management, Wealth Management and Securities Business (Platform AWS)



The AMC empanelled more than 3,400 new distributors in the financial year ending March 2024. Initiatives around digital and institutional distribution tie-ups, including banks and NDs, have gained traction. With over 50 digital partners and several ND and banks onboarding us, this segment is expected to grow further.

The growth of various business vectors can be attributed to the consistent performance of all existing schemes and increased partner engagement. The AMC has focused on ramping up existing schemes rather than launching numerous new fund offers (NFOs).

The AMC's social media presence is witnessing steady engagement, aiding in building brand traction. The drive for quality content across all formats fosters not only increased views but also results in partner engagement.

The AMC is now operational in Central India with the opening of a branch in Indore, Madhya Pradesh. As of March 31, 2024, we operate from 15 locations across India. This strategic move aims to provide convenient and local access for our Mutual Fund Distributors (MFDs) and partners, enabling them to effectively offer JM Financial Mutual Fund's products with local branch support.

Note: Mutual Fund investments are subject to market risks, read all scheme-related documents carefully.

**Asset Management**

JM Financial Mutual Fund's overall Assets Under Management (AUM) more than doubled this financial year. Starting at an AUM of ₹ 2,962 crore on March 31, 2023, it reached ₹ 6,189 crore by March 31, 2024. The Equity AUM surpassed ₹ 3,850 crore, reflecting a nearly 4x growth.

The AMC also saw a significant increase in folio count, rising from 1.45 lakh to 2.63 lakh by March 31, 2024, marking an 82% growth rate. Systematic Investment Plans (SIPs) experienced a surge, with the folio count increasing 4.5x to over 65,000, and SIP value growing by 8x during the financial year.



Mr. Vishal Kampani and Mr. Amitabh Mohanty along with other prominent speakers at JM Financial AMC event 'Rubaru'

## Business Segment Review

### Wealth Management

The Wealth Management division caters to Millennials, clients creating new wealth, young entrepreneurs, senior executive of corporates, tech savvy professionals and high net-worth individuals.

#### Elite Wealth Management Group

The 'Elite Wealth Management' division focuses on clients with a net worth ranging from ₹ 50 lakh to ₹ 10 crore and is currently present in eight cities across India. As of March 31, 2024, the segment boasts a team of 65

professionals. It caters to mass affluent high net-worth individuals seeking diverse investment objectives, including regular income generation, wealth creation, and wealth preservation.

We strive to offer holistic and solution-oriented investment options for our clients, such as retirement planning, goal-based investment products, and asset allocation based on individual investment objectives.

In its full year of operation, the segment had assets under management (AUM)\* of ₹ 1,901 crore.

#### Retail Wealth Management Group

The Retail Wealth Group boasts a network of over 13,500+ active Independent Financial Distributors (IFDs), distributing a wide range of financial products such as Mutual Funds, SIPs, Fixed Deposits, IPOs, and Bonds to retail and high-net-worth customers nationwide.



#### Equity IPOs

FY24 has been a landmark year for retail participation in Equity IPOs, with over 1.23 crore applications procured.



#### Mutual Funds and Fixed Deposits

During the FY24, we mobilised over ₹2,080 crore in various Equity and Debt Mutual Fund schemes and more than ₹6,300 crore in various corporate Fixed Deposits and Bonds.



#### AUM

Retail Wealth Management Group's AUM\* stood at ₹28,795 crore as of March 31, 2024.



#### New Partners

Over 1,700 new partners from various cities joined us this year.



#### Client Reach

We have reached 1.7 million clients (excluding IPO investors) spread across 10,396 pin codes through our IFD network, covering 55% of India's pin codes.



#### Digital Presence

FY24 saw substantial growth in our digital presence, with a significant increase in online accounts for paperless transactions in mutual funds, fixed deposits, and public issues. Approximately 95% of transactions across all products are conducted digitally.



#### Remote Area Initiatives

To support investors in remote areas, we launched Digi-link (for existing MF investors) and Client Investment Link (for new investors).

\* Assets under Management (AUM) comprises distribution assets and advisory assets, as applicable.

### Securities

#### Equity Broking Group

The Equity Broking Group provides research-based equity advisory and trading services to high net-worth individuals, corporate, and retail clients through its direct and franchisee channels. The Group operates in 215 cities across India through a network of 55 branches and 801 franchisees. The average daily clientele equity volume grew by 58%, rising from ₹ 26,831 crore in FY23 to ₹ 42,468 crore in FY24. The Group serves approximately 2.5 lakh registered clients with a team of over 500 professionals nationwide. The direct channel saw exceptional growth in revenue, SEBI MTF book, and third-party product distribution. The segment achieved its highest client acquisition, adding 57,000 clients through both organic and inorganic approaches. Efforts continue to penetrate untapped territories, expand the team, and drive inorganic growth.

The franchisee business experienced substantial growth in revenue and profitability, focusing on team enlargement, new franchisee acquisition, inorganic growth, and exploring new territories. This channel provides research-based advisory, trading services, and third-party products. As part of the business strategy, the Company emphasised derivatives, which constitute 99% of total exchange volumes, achieving 100% y-o-y growth. Franchisees and their clients were educated on low-risk derivative strategies. The SEBI MTF book saw more than double growth without diluting spreads, contributing significantly to revenue growth. The year witnessed substantial growth in the third-party distribution business, with a shift in focus towards building AUMs.

The Equity Broking Group's ongoing efforts to explore new markets, expand its team, and drive innovation through new products and services have solidified its position as a leader in the industry.

### Digital Business Group (BlinkX)

In April 2023, we launched the BlinkX trading app in India, quickly gaining traction with over 6,00,000 downloads to date. We introduced two new prepaid subscription options, expanding our services and significantly increasing our number of premium accounts. This move helped us achieve a daily trading volume of approximately ₹ 7,200 crore and a remarkable 55% rate of new account activation.



Employees at the JM Financial Services branch inauguration in Ahmedabad

## Business Segment Review

### BlinkX App

This year, we focused extensively on making our app user-friendly and reliable. We implemented multiple checkpoints to ensure smooth operation and established special centres to monitor app security and 24/7 availability. By transitioning to in-house technology solutions, we reduced dependency on external services, enhancing stability and scalability to meet our customers' needs. We significantly enhanced customer service by introducing a new CX Support CRM system, utilising advanced technologies such as Freshdesk, BlinkX Chat-Bots, and Konnect Insights. These tools have improved response times and customer satisfaction through more efficient and accurate support.

### BlinkX Website and Organic Growth

We redesigned the BlinkX website to be more user-friendly and visually appealing, enhancing its performance to accommodate more visitors. New features include sections for IPOs, detailed company and market indices pages, and practical tools like calculators. These additions aim to attract more users by catering to their diverse interests.

### Acquisition Strategy and App Optimisation

Our strategy focused on growing our business efficiently and economically. We used advertising campaigns to attract more users at a lower cost, significantly improving our marketing effectiveness. We also targeted users at key decision-making stages, enhancing our conversion rates. We incorporated advanced analytics and targeting technologies into our app, which helped us maintain high-quality user accounts.

### Brand and Communications

We launched our first major campaign, 'Made for the Market,' which highlighted the investing skills of Indians. This campaign gained extensive visibility on social media and in major publications, boosting our brand's profile.



At BlinkX, we are setting the pace for the future by harnessing advanced AI technologies and expanding our product ecosystem to meet the evolving needs of our diverse customer base. Our commitment to continuous innovation and enhanced customer engagement strategies positions us at the forefront of delivering exceptional service in an ever-changing digital landscape.



### Bondskart

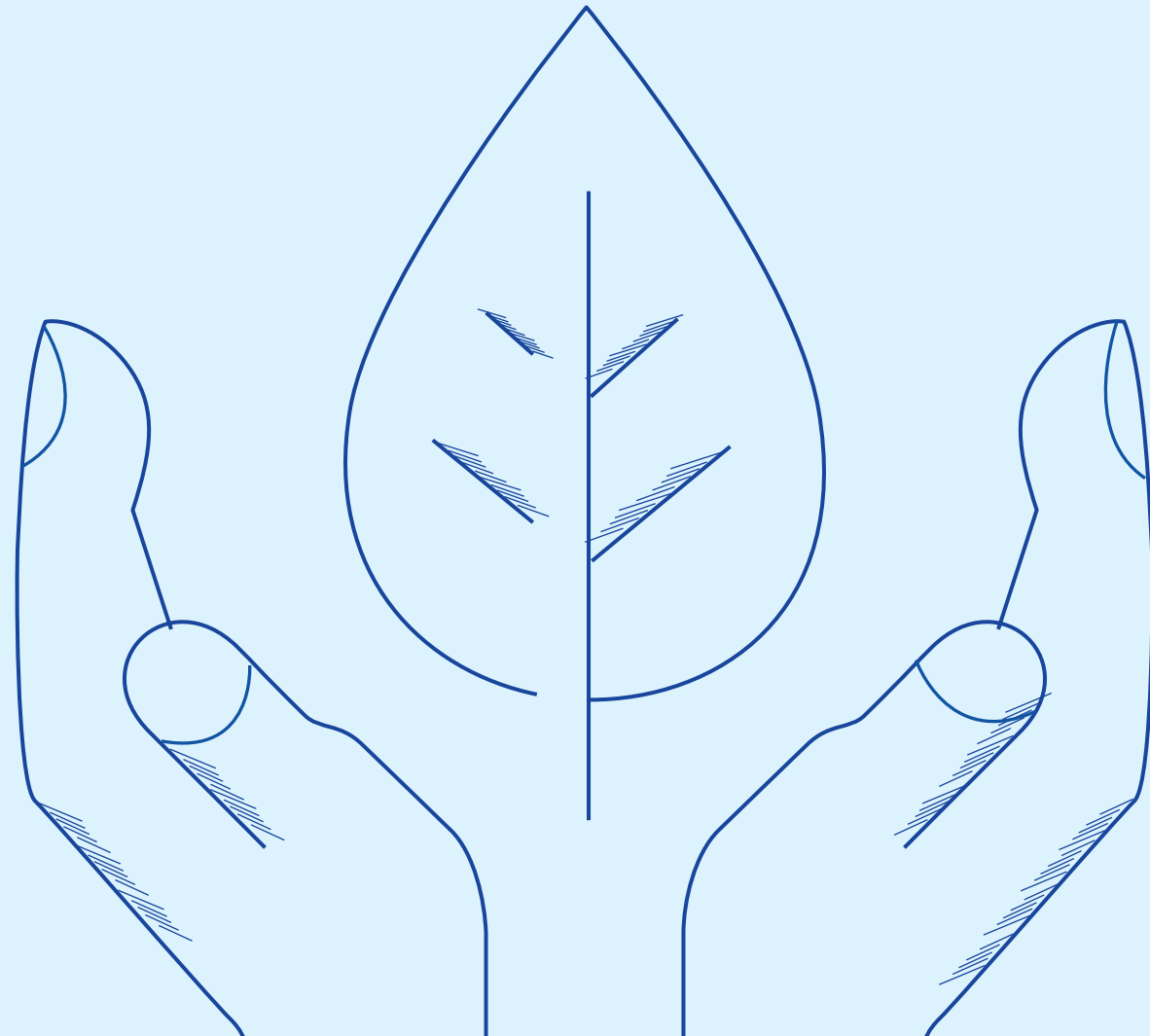
Since its inception in November 2021, Bondskart has evolved significantly, introducing innovative features and delivering seamless user experiences tailored to meet the needs of its clientele. Over the past year, substantial enhancements have been made to improve the user journey on the platform.

Initiatives to integrate and empower teams with advanced analytics capabilities. The newly integrated Internal Customer Relationship Management (CRM) system for the Bondskart Sales Team streamlines operations and enhances efficiency.

The evolution of Bondskart underscores its commitment to providing an intuitive digital investment platform for fixed-income securities. With a meticulously curated portfolio and user-friendly interface, it continues to empower investors and expand its footprint within the financial services sector.







# SUSTAINABLE

For us, **‘Sustainable’** encompasses our dedication to responsible business practices, with a strong focus on our people and CSR initiatives. We recognise that long-term success is intrinsically linked to our capability to operate responsibly and contribute positively to society. Our commitment to sustainability is integral to our corporate strategy and reflects our responsibility towards our stakeholders and the communities we serve.

As we move ahead, we will continue to integrate sustainability into our core business strategies. We are dedicated to advancing our goals and driving sustainable growth that benefits all our stakeholders. Our efforts are aimed at building a resilient and inclusive financial ecosystem, ensuring that JM Financial not only thrives today but also contributes to a sustainable tomorrow.

## Corporate Social Responsibility

# Driving Impact with Purposeful Action

In FY24, JM Financial remained committed to its CSR vision of creating a positive and lasting impact on society. Through strategic focus, structural enhancements, and relentless dedication, we consolidated our efforts, improved processes, and delivered on our promises in health, education, sports, agriculture, and water conservation.

Our Integrated Rural Transformation Programme continued to serve as our umbrella initiative, with the JM Financial Foundation (JMFF) making an impact that transcended state boundaries. Looking ahead, we are determined to further our journey of social responsibility, striving to make a meaningful difference in the lives of those we serve.

### Strengthening Children's Foundation, Enabling Flight

Our Bachpan centres in Jamui, Bihar have expanded to 18 centres, equipped with child-centric teachers, pedagogy, and Teaching Learning Material. These pre-school centres operated for 214 days, serving 406 children (aged 2.5 to 6 years) who learned, laughed and ate nutritious meals. Our Digital Saksharta initiatives provided digital literacy to 1,013 rural children and youth in Jamui, Bihar, and Palghar, Maharashtra, engaging them in the hitherto alien cyber world.

The JM Financial Shiksha Samarthan programme continued to offer steadfast support to children affected by the loss of their parent/s to the Covid-19 pandemic.



Our timely and robust financial aid enabled 6,312 students across 18 states and two union territories to pursue their education uninterrupted in the past academic year. Under the guidance of our qualified coaches, over 280 children and youth honed their skills in football and athletics. This, along with the appropriate infrastructure and gear enabled them to bring home 57 medals in athletics and win football championships on their home turfs.

**1,013**  
Students benefited from Digital Saksharta

**6,312**  
Students benefited from Shiksha Samarthan



### Wiping out darkness, Ushering in Light

Within months of its opening, our dedicated eyecare hospital, Maitri Karuna Netralaya became the most revered *aankh-wala hospital* in Jamui, Bihar. Throughout FY24, our Netralaya team treated simple and complex vision ailments through 24,097 OPD consultations (cumulative) and performed 3,146 eye surgeries with the latest technology and cutting-edge precision.

Under Shri Vardhman Nidan Seva, our two Mobile Health Units (MHUs) conducted 27,819 OPDs (cumulative), providing preventive and curative healthcare services to indigent communities in 30 villages and 55 hamlets. Additionally, our MHU team addressed widespread anaemia through targeted interventions with adolescents and expectant mothers.

**3,146**  
Eye surgeries conducted

**24,097**  
Eye OPDs conducted



### Embracing Tradition to Increase Water Access

Shying away from building new concrete structures for water conservation, JMFF continued its mission to populate the Mokhada block of Palghar, Maharashtra, with non-casted, dug trenches known as Continuous Contour Trenches (CCTs). The objective of each CCT is to raise groundwater tables and conserve precious rainwater. Since FY20, we have incrementally dug and maintained 8,267 CCTs, with an additional 2,632 CCTs dug in FY24.

To enable efficient water conservation and farm-based irrigation, 112 *jalkund* (small ponds) were dug and lined on low-lying terrains. In our project area in Jamui, Bihar, JMFF focused on identifying and rejuvenating 42 dilapidated traditional community wells across three blocks.

This effort was a scale up from 12 wells rejuvenated the previous year and serves as a prelude to further upscaling in the coming year.

**10,899**  
CCTs dug

**112**  
*Jalkund (small ponds) created*

All CSR projects supported by the Company and the JM Financial Group entities are detailed in the Corporate Social Responsibility section of the Management Discussion and Analysis Report.

## Our Team, Our Strength

# Investing in Human Capital for Future Success

Our commitment to social responsibility is integral to our corporate philosophy at JM Financial. We are dedicated to delivering long-term value to all stakeholders by serving our clients with excellence, empowering our communities, collaborating with partners, and nurturing our staff. Our commitment to the growth and development of our people is unwavering, as we recognise that a talented and motivated workforce is essential for driving innovation and achieving our organisational goals. Through the lens of sustainable impact, we strive to create meaningful growth and positive change.



### Human Capital Development

Being in the financial services sector, we recognise that our Company's growth is closely tied to the development of our employees. We are dedicated to fostering talent, recognising each individual's unique strengths. Regular employee engagement initiatives and tailored development programmes ensure our team members reach their full potential.

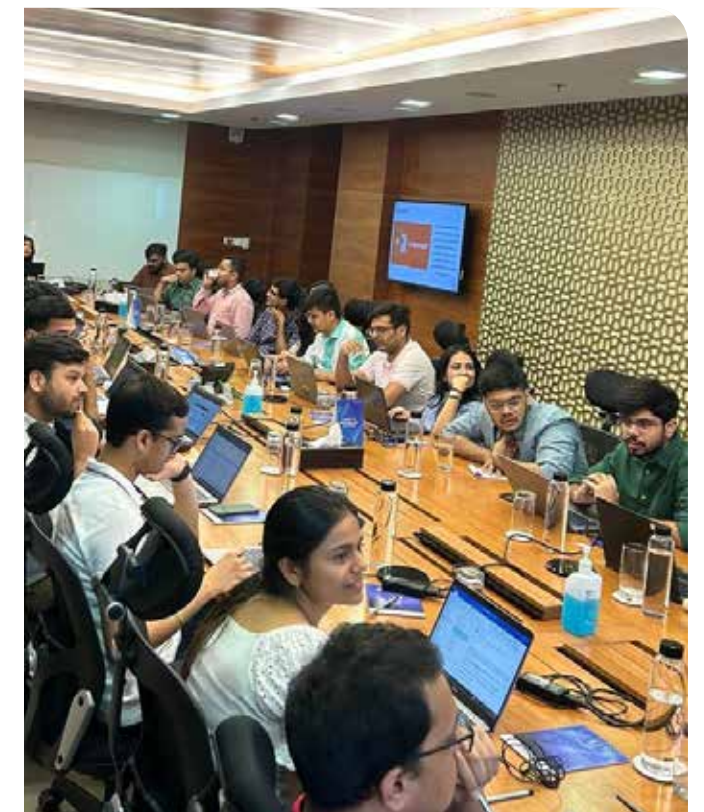
We constantly review and update our talent practices to attract and engage top talent. Our commitment to diversity and inclusiveness is unwavering, providing equal opportunities and respect for all employees. We strive for a gender-balanced workforce and ensure complete gender pay parity across all levels.

### Learning and Development

At JM Financial, continuous learning and development are crucial to our sustainable growth. We empower employees to chart their learning journey through diverse programmes and personalised needs assessments available on our iLearn platform, an online learning management system accessible anytime, anywhere. Our evolving training modules cover essential skills such as communication in the digital era, financial expertise, and creative thinking, ensuring our workforce remains competitive and adept. Monthly training calendars keep employees informed of upcoming sessions, and our Knowledge Community offers engaging discussions on industry trends. Initiatives like Stepping Stones specifically cater to our Investment Banking team, fostering a culture of continuous learning and development.

#### iLearn: Evolving Training for a Dynamic Workforce

Our iLearn training modules are continuously updated to align with the latest industry transformations. We have embraced virtual classrooms, expanded iLearn, and harnessed the power of technology to keep the learning process uninterrupted. Whether it is communication skills, financial know-how, or creative thinking, our comprehensive training programme equips our employees with the skills they need to excel.



## Our Team, Our Strength



### Employee Engagement

In FY24, employee engagement initiatives, such as our International Yoga Day, Friendship Day, and our 50<sup>th</sup> anniversary celebrations, fostered a vibrant, supportive, and dynamic work environment. Regular training sessions, workshops, and leadership programmes ensure continuous skill enhancement and professional growth, making our employees integral to our organisation's success and future competitiveness.



### Talent Management

At JM Financial, our people are the architects of our success. We prioritise quality, diversity, and value alignment in every aspect of our talent acquisition process. Our hiring philosophy seeks individuals who share our values and vision, valuing potential, cultural fit, and a growth mindset beyond mere credentials. We are committed to an inclusive and unbiased hiring process, believing that talent shines regardless of background.

### Management Intern Programme

We launched the Management Intern Programme, involving participation from institutional businesses across the Group. Our teams visit esteemed management campuses such as IIM Udaipur, IIM Lucknow, SP Jain, JBIMS, XLRI, and NMIMS. Selected students are assigned to one business division within Integrated Investment Bank and Credit Solutions, providing them with training and assessing their potential for full-time roles through pre-placement offers or interviews for top performers.

### Management Analyst Programme and Senior Analyst Programme

The Management Analyst Programme, led by Institutional Businesses, partners with top management campuses like IIM Ahmedabad, IIM Udaipur, IIM Lucknow, SP Jain, JBIMS, FMS, NMIMS, and CA Campus. Selection involves rigorous assessments, including group discussions, tests, and interviews. This nine-month rotational programme offers exposure to various teams within JM Financial Group, with feedback from project guides determining confirmation. Successful completion leads to placements based on aptitude, performance, and organisational needs. The Management Senior Analyst Programme follows a similar process, targeting Tier 1 MBA graduates or CA exam qualifiers with one or two years' experience, bolstering our talent development strategy.

### Hiring

At JM Financial, our people are the architects of our success. We prioritise quality, diversity, and value alignment in our talent acquisition process, seeking individuals who share our values and vision. Beyond expertise, we value potential, cultural fit, and a growth mindset, ensuring our team thrives and drives us forward. We are committed to equal opportunities and an inclusive, unbiased hiring process. Attracting and retaining top talent is a strategic imperative, reflecting our commitment to building a team that fuels our future competitiveness. Our robust talent management practices ensure individuals flourish and contribute optimally to our shared vision.

## Awards and Recognitions

# Recognising Excellence

Our achievements were recognised through numerous prestigious awards, underscoring our commitment to excellence and innovation. These accolades highlight our dedication to quality, performance, and industry leadership.



**Global HR Excellence Award**  
February 2024

JM Financial Home Loans Limited awarded for Housing Finance Company of the Year (Medium and Small).



**Golden Peacock Award**  
December 2023

JM Financial Limited received the award for Corporate Social Responsibility under the Financial Services sector in the national category.



**NSE Award**  
November 2023

JM Financial Services Limited recognised as a leading active participant.



**BSE Award**  
November 2023

JM Financial Services Limited recognised as Top 5 performer in Primary Market Segment (Equity – Members) FY23.



**Mahatma Award 2023**  
September 2023

JM Financial Foundation – the CSR arm of the JM Financial Group has received the 'Mahatma Award 2023 for CSR Excellence' and the 'Mahatma Award - Best Social Impact Team in driving Social Responsibility, Social Good and Impact 2023.



**Great Place to Work-Certified™**  
(February 2024 - February 2025)

- JM Financial Limited (Institutional Businesses)
- JM Financial Limited (Private Wealth)
- JM Financial Services (BlinkX)
- JM Financial Services (BlinkX)
- JM Financial Home Loans Limited
- JM Financial Products Limited (Dwello)
- JM Financial Asset Management Limited

# Thrive



At JM Financial, our commitment is to empower our employees to achieve optimal physical, mental, and emotional well-being. This year, we launched 'Thrive,' a dynamic movement focused on nurturing holistic health and fostering growth among our employees. Through 'Thrive,' our aim is to cultivate a supportive environment where our employees can thrive both personally and professionally.



## Corporate Information

### Board of Directors

**Mr. Nimesh Kampani**  
Non-Executive Chairman

**Mr. Vishal Kampani**  
Non-Executive Vice Chairman

**Ms. Jagi Mangat Panda**  
Independent Director

**Mr. P S Jayakumar**  
Independent Director

**Mr. Navroz Udhwadia**  
Independent Director

**Ms. Roshini Bakshi**  
Independent Director

**Mr. Pradip Kanakia**  
Independent Director

**Mr. Sumit Bose**  
Independent Director

**Mr. Atul Mehra**  
Joint Managing Director (up to March 28, 2024)

**Mr. Adi Patel**  
Managing Director (change in title from 'Joint Managing Director' to 'Managing Director' with effect from April 1, 2024)

### Company Secretary & Compliance Officer

**Ms. Dimple Mehta**  
(with effect from April 1, 2023 till June 28, 2024)

**Mr. Hemant Pandya**  
(with effect from July 1, 2024)

### Group Chief Financial Officer

**Mr. Manish Sheth**  
(up to September 30, 2023)

**Mr. Nishit Shah**  
(with effect from October 1, 2023)

### Principal Banker

**HDFC Bank Limited**

**Statutory Auditors**  
**B S R & Co. LLP**

### Registrar & Transfer Agent

**KFin Technologies Limited**

Unit: JM Financial Limited  
Selenium Building, Tower-B,  
Plot No 31 & 32, Financial District,  
Nanakramguda, Serilingampally,  
Hyderabad, Rangareddy,  
Telangana, India 500 032

**Toll Free No.** 1800 309 4001

**Email ID:** [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com)

**Website:** <https://ris.kfintech.com>

### Registered Office

**JM Financial Limited**

7<sup>th</sup> Floor, Cnergy, Appasaheb Marathe Marg,  
Prabhadevi, Mumbai 400 025

**Tel:** +91-22-6630 3030

**Fax:** +91-22-6630 3223

**Email ID:** [ecomunication@jmfl.com](mailto:ecomunication@jmfl.com)

**Website:** [www.jmfl.com](http://www.jmfl.com)

**CIN:** L67120MH1986PLC038784

# Notice

**NOTICE IS HEREBY GIVEN THAT THE THIRTY NINTH ANNUAL GENERAL MEETING (THE “AGM”) OF THE MEMBERS OF JM FINANCIAL LIMITED (THE “COMPANY”) WILL BE HELD ON TUESDAY, AUGUST 6, 2024 AT 4:00 P.M. (IST) THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO-VISUAL MEANS (“OAVM”) AND THE VENUE OF THE AGM SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY WHICH IS 7TH FLOOR, CNERGY, APPASAHEB MARATHE MARG, PRABHADEVI, MUMBAI – 400 025, TO TRANSACT THE FOLLOWING BUSINESS:**

## ORDINARY BUSINESS

- To receive, consider and adopt the audited standalone financial statements of the Company consisting of the balance sheet as at March 31, 2024, the statement of profit and loss, statement of cash flow and statement of changes in equity for the year ended on that date and the explanatory notes, if any, annexed thereto, and forming part thereof, together with the reports of the Board of Directors and the Auditors thereon.
- To receive, consider and adopt the audited consolidated financial statements of the Company consisting of the balance sheet as at March 31, 2024, the statement of profit and loss, statement of cash flow and statement of changes in equity for the year ended on that date and the explanatory notes, if any, annexed thereto, and forming part thereof, together with the report of the Auditors thereon.
- To declare a dividend for the financial year 2023-24.
- To appoint a director in place of Mr. Adi Patel (DIN: 02307863), who retires by rotation, at the Thirty Ninth Annual General Meeting, pursuant to the provisions of Section 152 of the Companies Act, 2013 and being eligible, offers his candidature for re-appointment as a director of the Company.
- To appoint KKC & Associates LLP (the “**KKC**”), Chartered Accountants, (Firm Registration No. 105146W/W100621), Mumbai, as the Statutory Auditors of the Company for a period of five (5) consecutive years with effect from the conclusion of the Thirty Ninth Annual General Meeting until the conclusion of the Forty Fourth Annual General Meeting and to authorise the Board of Directors to fix their remuneration. For the above purpose, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:  
  
“**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), read with the

Companies (Audit and Auditors) Rules, 2014 (the “**Rules**”) including any amendments, statutory modifications and/or re-enactment thereof, for the time being in force and based on the recommendation/approval of the Audit Committee/Board of Directors of the Company (the “**Board**”, which term shall include any of the committees thereof), consent of the members of the Company be and is hereby accorded for the appointment of KKC & Associates LLP (the “**KKC**”), Chartered Accountants, (Firm Registration No. 105146W/W100621 and holding valid peer review certificate as issued by the Institute of Chartered Accountants of India), as the Statutory Auditors of the Company, to hold office for a period of five (5) consecutive years with effect from the conclusion of the Thirty Ninth Annual General Meeting (the “**AGM**”) until the conclusion of the Forty Fourth AGM of the Company, at such remuneration as is approved by the Board of the Company.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto.”

## SPECIAL BUSINESS

- Approval for material related party transactions with JM Financial Credit Solutions Limited**  
To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:  
  
“**RESOLVED THAT** pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “**SEBI Listing Regulations**”) and Section 188 of the Companies Act, 2013 (the “**Act**”), if any, and to the extent applicable, and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any amendments, statutory modifications and/or re-enactment thereof for the time being in force, read with the Company’s Policy on dealing with Related Party Transactions, and subject to such other laws, rules and regulations as may be applicable in this regard and basis the recommendation/approval of the Audit Committee/Board of Directors of the Company, consent of the members be and is hereby accorded to the Board of Directors (the “**Board**”, which term shall include any of the committees thereof) for the Company to enter into any and all material related party transactions/contracts/arrangements, whether by way of an individual transaction or series of transactions taken together, with

JM Financial Credit Solutions Limited (the “**JM Financial Credit Solutions**”), a subsidiary of the Company and a ‘related party’ as defined in Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, inter alia, for making any loans including the inter corporate deposits to, and/or giving of guarantees or providing any securities on behalf of JM Financial Credit Solutions and/or making of any investments in the securities of JM Financial Credit Solutions and/or purchase from and/or sale to it of any securities and/or providing/availing of any services by the Company to/from JM Financial Credit Solutions, on such terms and conditions as the Board, in its absolute discretion, may deem fit, **PROVIDED HOWEVER THAT** the aggregate outstanding value of all such material related party transactions/contracts/arrangements, shall not, at any point of time, exceed ₹ 500 Crore (Rupees Five Hundred Crore only) from the conclusion of the Thirty Ninth Annual General Meeting (the “**AGM**”) until the conclusion of the Fortieth AGM of the Company to be held in the financial year 2025-26.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto including settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all decisions from the powers herein conferred to, without being required to seek any further consent/approval from the members of the Company.”

- Approval for material related party transactions with JM Financial Asset Reconstruction Company Limited**  
To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:  
  
“**RESOLVED THAT** pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “**SEBI Listing Regulations**”) and Section 188 of the Companies Act, 2013 (the “**Act**”), if any, and to the extent applicable, and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any amendments, statutory modifications and/or re-enactment thereof for the time being in force, read with the Company’s Policy on dealing with Related Party Transactions, and subject to such other laws, rules and regulations as may be applicable in this regard and basis the recommendation/approval of the Audit Committee/Board of Directors of the Company, consent of the members be and is hereby

accorded to the Board of Directors (the “**Board**”, which term shall include any of the committees thereof) for the Company to enter into any and all material related party transactions/contracts/arrangements whether by way of an individual transaction or series of transactions taken together with JM Financial Asset Reconstruction Company Limited (the “**JM Financial Asset Reconstruction Company**”) a subsidiary of the Company and a ‘related party’ as defined in Section 2(76) of the Act and Regulation 2(1) (zb) of the SEBI Listing Regulations, inter alia, for making any loans including the inter corporate deposits to, and/or giving of guarantees or providing any securities on behalf of JM Financial Asset Reconstruction Company and/or making of any investments in the securities of JM Financial Asset Reconstruction Company and/or purchase from and/or sale to it of any securities and/or providing/availing of any services by the Company to/ from JM Financial Asset Reconstruction Company, on such terms and conditions as the Board, in its absolute discretion, may deem fit **PROVIDED HOWEVER THAT** the aggregate outstanding value of all such material related party transactions/contracts/arrangements shall not, at any point of time, exceed ₹ 750 Crore (Rupees Seven Hundred and Fifty Crore only) from the conclusion of the Thirty Ninth Annual General Meeting (the “**AGM**”) until the conclusion of the Fortieth AGM of the Company to be held in the financial year 2025-26.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto including settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all decisions from the powers herein conferred to, without being required to seek any further consent/approval from the members of the Company.”

- Approval for material related party transactions with JM Financial Products Limited**  
To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:  
  
“**RESOLVED THAT** pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “**SEBI Listing Regulations**”) and Section 188 of the Companies Act, 2013 (the “**Act**”), if any, and to the extent applicable, and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any amendments, statutory

## Notice (Contd.)

modifications and/or re-enactment thereof for the time being in force, read with the Company's Policy on dealing with Related Party Transactions, and subject to such other laws, rules and regulations as may be applicable in this regard and basis the recommendation/approval of the Audit Committee/Board of Directors of the Company, consent of the members be and is hereby accorded to the Board of Directors (the "Board", which term shall include any of the committees thereof) for the Company to enter into any and all material related party transactions/contracts/arrangements whether by way of an individual transaction or series of transactions taken together with JM Financial Products Limited (the "JM Financial Products"), a subsidiary of the Company and a 'related party' as defined in Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, inter alia, for making any loans including the inter corporate deposits to, and/ or giving of guarantees or providing any securities on behalf of JM Financial Products and/or making of any investments in the securities of JM Financial Products and/or purchase from and/or sale to it of any securities and/or providing/availing of any services by the Company to/from JM Financial Products, on such terms and conditions as the Board, in its absolute discretion, may deem fit **PROVIDED HOWEVER THAT** the aggregate outstanding value of all such material related party transactions/contracts/arrangements shall not, at any point of time, exceed ₹ 750 Crore (Rupees Seven Hundred and Fifty Crore only) from the conclusion of the Thirty Ninth Annual General Meeting (the "AGM") until the conclusion of the Fortieth AGM of the Company to be held in the financial year 2025-26."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto including settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all decisions from the powers herein conferred to, without being required to seek any further consent/approval from the members of the Company."

### 9. Approval for material related party transactions with JM Financial Services Limited

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "SEBI Listing Regulations") and Section 188

of the Companies Act, 2013 (the "Act"), if any, and to the extent applicable, and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any amendments, statutory modifications and/or re-enactment thereof for the time being in force, read with the Company's Policy on dealing with Related Party Transactions, and subject to such other laws, rules and regulations as may be applicable in this regard and basis the recommendation/approval of the Audit Committee/Board of Directors of the Company, consent of the members be and is hereby accorded to the Board of Directors (the "Board", which term shall include any of the committees thereof) for the Company to enter into any and all material related party transactions/contracts/arrangements whether by way of an individual transaction or series of transactions taken together with JM Financial Services Limited (the "JM Financial Services"), a subsidiary of the Company and a 'related party' as defined in Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, inter alia, for making any loans including the inter corporate deposits to, and/ or giving of guarantees or providing any securities on behalf of JM Financial Services and/or purchase from and/or sale to it of any securities and/or providing/availing of any services by the Company to/from JM Financial Services, on such terms and conditions as the Board, in its absolute discretion, may deem fit **PROVIDED HOWEVER THAT** the aggregate outstanding value of all such material related party transactions/contracts/arrangements shall not, at any point of time, exceed ₹ 750 Crore (Rupees Seven Hundred and Fifty Crore only) during the financial year 2024-25 including and up to the annual general meeting of the Company to be held in the financial year 2025-26."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto including settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all decisions from the powers herein conferred to, without being required to seek any further consent/approval from the members of the Company."

### 10. Approval for material related party transactions between the subsidiaries of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "SEBI Listing Regulations") and Section 188 of the Companies Act, 2013 (the "Act"), if any, and to the extent applicable, and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any amendments, statutory modifications and/or re-enactment thereof for the time being in force, read with the Company's Policy on dealing with Related Party Transactions, and subject to such other laws, rules and regulations as may be applicable in this regard and basis the recommendation/approval of the Audit Committee/Board of Directors of the Company (the "Board", which term shall include any of the committees thereof), consent of the members be and is hereby accorded for the material related party transactions/contracts/arrangements whether by way of an individual transaction or series of transactions taken together falling within the definition of "Related Party Transaction" as defined under Regulation 2(1)(zc) of the SEBI Listing Regulations, to be entered into between the subsidiary companies of the Company as stated in the explanatory statement annexed to and forming part of this Notice **PROVIDED HOWEVER THAT** the aggregate outstanding value of said material related party transactions/contracts/arrangements shall not, at any point of time, during the financial year 2024-25 including and up to the annual general meeting of the Company to be held in the financial year 2025-26, exceed the limits as specified in the said explanatory statement."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto including settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all decisions from the powers herein conferred to, without being required to seek any further consent/approval from the members of the Company."

### 11. Approval for material related party transaction between the Company and INH Mauritius 1, a related party of JM Financial Credit Solutions Limited

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the "SEBI Listing Regulations") and Section 188

of the Companies Act, 2013 (the "Act"), if any, and to the extent applicable, and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any amendments, statutory modifications and/or re-enactment thereof for the time being in force, read with the Company's Policy on dealing with Related Party Transactions, and subject to such other laws, rules and regulations as may be applicable in this regard and basis the recommendation/approval of the Audit Committee/Board of Directors of the Company and subject to such other approvals, consents, permissions and sanctions of all appropriate regulatory authorities, institutions or bodies, including lenders of the Company, if any, required and to the extent applicable, and subject to such terms and conditions and modifications as may be prescribed by any of them while granting such approvals, consents, permissions and sanctions, consent of the members be and is hereby accorded to the Board of Directors (the "Board", which term shall include any of the committees thereof) for the Company to enter into a related party transaction under the applicable provisions of Regulation 2(1)(zc) of the SEBI Listing Regulations viz., to acquire up to 13,84,087 (Thirteen Lakh Eighty Four Thousand and Eighty Seven) equity shares constituting 48.96% of the total paid up share capital of JM Financial Credit Solutions Limited (the "JM Financial Credit Solutions"), a subsidiary of the Company, in one or more tranches (the "Proposed Acquisition") with Tranche 1 acquisition being up to 12,15,296 (Twelve Lakh Fifteen Thousand Two Hundred and Ninety Six) equity shares at ₹ 10,548.50 (Rupees Ten Thousand Five Hundred Forty Eight and Fifty Paise only) per equity share resulting into total cash consideration of up to ₹ 1281,95,49,856 (Rupees One Thousand Two Hundred and Eighty One Crore Ninety Five Lakh Forty Nine Thousand Eight Hundred Fifty Six only) from INH Mauritius 1 (the "INH"), a 'related party' of JM Financial Credit Solutions as defined under Regulation 2(1)(zb) of the SEBI Listing Regulations, in accordance with and subject to the terms contemplated under the Share Purchase Agreement to be executed amongst the Company and INH for the Proposed Acquisition (the "JM Financial Credit Solutions SPA")."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto, on behalf of the Company, including to sign, represent, negotiate, finalise, submit, execute, deliver and perform necessary actions/obligations in relation to the JM Financial Credit Solutions SPA, including any amendments or modifications thereto, and all necessary

## Notice (Contd.)

agreement(s) entered/to be entered for the future tranches (provided that subject to applicable law and regulatory approvals, if any, the per share price for such future tranches will not be more than Rs. 10,548.50 (Rupees Ten Thousand Five Hundred Forty Eight and Fifty Paise only) per equity share and the total shareholding of the Company in JM Financial Credit Solutions pursuant to the acquisition of all the tranches shall not exceed 95.64% of the total paid up share capital of JM Financial Credit Solutions) including agreements for termination of existing shareholder arrangements, fresh shareholder arrangements, if any, pursuant to the Proposed Acquisition, documents, affidavits, applications, certificates, consents, and any and all documents required in connection with obtaining the requisite statutory and regulatory approvals, and to settle all such issues, questions, difficulties or doubts whatsoever that may arise and to take all decisions from powers herein conferred to, without being required to seek any further consent/approval from the members of the Company.”

### 12. Approval for material related party transaction between the Company and JM Financial Credit Solutions Limited to sell 71.79% of equity shares of JM Financial Asset Reconstruction Company Limited to JM Financial Credit Solutions Limited

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “**SEBI Listing Regulations**”) and Section 188 of the Companies Act, 2013 (the “**Act**”), if any, and to the extent applicable, and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any amendments, statutory modifications and/or re-enactment thereof for the time being in force, read with the Company’s Policy on dealing with Related Party Transactions, and subject to such other laws, rules and regulations as may be applicable in this regard and basis the recommendation/approval of the Audit Committee/Board of Directors of the Company, and subject to such other approvals, consents, permissions and sanctions of all appropriate regulatory authorities, institutions or bodies, including lenders of the Company, if any, required and to the extent applicable, and subject to such terms and conditions and modifications as may be prescribed by any of them while granting such approvals, consents, permissions and sanctions, consent of the members be and is hereby accorded to the Board of Directors (the “**Board**”), which term shall include any of the committees thereof) for the Company to sell up

to 57,09,32,034 (Fifty Seven Crore Nine Lakh Thirty Two Thousand and Thirty Four) equity shares (the “**Sale Shares**”), constituting to 71.79% of the total paid up share capital of JM Financial Asset Reconstruction Company Limited (the “**JM Financial Asset Reconstruction**”), a subsidiary of the Company at ₹ 15 (Rupees Fifteen only) per equity share resulting into total cash consideration of up to ₹ 856,39,80,510 (Rupees Eight Hundred Fifty Six Crore Thirty Nine Lakh Eighty Thousand Five Hundred Ten only) to JM Financial Credit Solutions Limited (“**JM Financial Credit Solutions**”), a ‘related party’ as defined in Section 2(76) of the Act and Regulation 2(1) (zb) of the Listing Regulations (the “**Proposed Sale**”) in accordance with and subject to the terms contemplated under the Share Purchase Agreement to be executed amongst the Company and JM Financial Credit Solutions, for the Proposed Sale (the “**JM Financial Asset Reconstruction SPA**”).”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to the above resolution and matters connected therewith or incidental thereto, on behalf of the Company, including to sign, represent, negotiate, finalise, submit, execute, deliver and perform necessary actions/obligations in relation to the JM Financial Asset Reconstruction SPA, including any amendments or modifications thereto, and all necessary agreements, if any, including agreements for termination of existing shareholder arrangements, fresh shareholder arrangements pursuant to the Proposed Sale, deed of adherence, other documents, affidavits, applications, certificates, consents, and any and all documents required in connection with obtaining all statutory and regulatory approvals, and to settle all such issues, questions, difficulties or doubts whatsoever that may arise and to take all decisions from powers herein conferred to, without being required to seek any further consent/approval from the members of the Company.”

By Order of the Board

**Hemant Pandya**

Company Secretary & Compliance Officer  
(Membership No.: F8310)

Place: Mumbai  
Date: July 6, 2024

#### Registered Office:

7<sup>th</sup> Floor, Chenergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025  
(CIN: L67120MH1986PLC038784)

#### Notes:

1. Ministry of Corporate Affairs (the “**MCA**”) vide its circular no. 9/2023 dated September 25, 2023 and Securities and Exchange Board of India (the “**SEBI**”) vide its circular no. SEBI/HO/DDHS/P/CIR/2023/0164 dated October 6, 2023, have permitted the companies whose Annual General Meeting (the “**AGM**”) is due in the calendar year 2024, to conduct the same through Video Conferencing (“**VC**”) and/or Other Audio Visual Means (“**OAVM**”) facility, without physical presence of the members at a venue and hence the AGM is proposed to be held through VC/OAVM.

Accordingly, as per the circulars issued by the MCA and SEBI from time to time (together referred to as the “**Circulars**”), the Thirty Ninth AGM of the Company is convened through VC/OAVM. Members can, if they so desire, access these Circulars on the website of the Company at <https://jmfl.com/investor-relation/aggm-egm.html>.

2. The relevant statement to be annexed to the Notice pursuant to Section 102 of the Companies Act, 2013 (the “**Act**”) which sets out details concerning the special business under item nos. 6 to 12 of this Notice along with the additional information as required under applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “**SEBI Listing Regulations**”) and other circulars issued thereunder, is annexed hereto and forming part of this Notice.

Information/Disclosure for item nos. 4 and 5 as required under Regulation 36 of the SEBI Listing Regulations and additional information for Item no. 4 as required under clause 1.2.5 of the Secretarial Standards - 2 (the “**SS-2**”) is annexed hereto and forming part of this Notice.

3. Pursuant to the applicable provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her/its behalf and the proxy need not be a member of the Company.

Since this AGM is being held through VC/OAVM, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies under Section 105 of the Act by a member will not be available for the AGM and hence, the proxy form, attendance slip and route map are not annexed to this Notice.

4. The body(ies) corporate/institutional investor(s), who are members of the Company, are encouraged to attend the meeting. They are also requested to send

scanned copy(ies) (PDF/JPG format) of their board or governing body resolutions/authorisations, permitting their representatives to attend the AGM on their behalf and/or vote through e-voting. The said resolutions/authorisations, if any, should be emailed to the Scrutiniser at [jayshreedagli@gmail.com](mailto:jayshreedagli@gmail.com) and a copy thereof shall be marked to [ecommunication@jmfl.com](mailto:ecommunication@jmfl.com) and [evoting@nsdl.com](mailto:evoting@nsdl.com).

5. The register of members of the Company was closed from **Monday, June 10, 2024 to Friday, June 14, 2024** (both the days inclusive) for determining the members entitled to receive the dividend on the equity shares for the financial year 2023-24, if declared at the Thirty Ninth AGM.
6. The Company has paid the annual listing fees to BSE Limited (the “**BSE**”) and National Stock Exchange of India Limited (the “**NSE**”) for the financial year 2024-25.
7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

#### Dividend Related Information

8. Members may note that the Board of Directors of the Company (the “**Board**”) at its meeting held on Friday, May 24, 2024, has recommended a dividend of ₹ 2 per equity share of the face value of ₹ 1/- each. The dividend, if declared at the Thirty Ninth AGM, will be paid on and from **Wednesday, August 7, 2024**, to those members:
  - a. whose names appeared in the statement of beneficial ownership furnished by National Securities Depository Limited (the “**NSDL**”) and Central Depository Services (India) Limited (the “**CDSL**”) at the close of the business hours on **Friday, June 7, 2024** in respect of shares held by them in dematerialised form; and
  - b. whose names appeared in the register of members at the close of business hours on **Friday, June 7, 2024**, in respect of shares held by them in physical form.
9. Pursuant to the applicable provisions of Income-tax Act, 1961 (the “**IT Act**”), the Company is required to deduct tax at source (the “**TDS**”) at the time of making payment of the dividend. The TDS rates would vary depending on the residential status of each member and the documents submitted by them and accepted by the Company. Accordingly, the dividend, if declared by the members at the AGM, will be paid to the members after deducting the tax at source in the following manner.



## Notice (Contd.)

### For Resident Shareholders

Category of shareholder	Tax Deduction Rate	Exemption applicability/Documentation requirements
Any resident shareholder (with PAN)	10%*	In case PAN is not updated, kindly update valid PAN with Depositories Participants (the “ <b>DPs</b> ”) (in case of shares held in demat mode) and with the Company/KFin Technologies Limited (the “ <b>Registrar and Transfer Agents/RTA</b> ”) (in case of shares held in physical mode). <ul style="list-style-type: none"> <li>Declaration in Form 15G (applicable to any person other than a company or a firm) or;</li> <li>Declaration in Form 15H (applicable to an individual of 60 years and above), fulfilling all the prescribed eligibility conditions.</li> </ul> The format of Form 15G and 15H are made available on the website of the Company at <a href="https://jmfl.com/investor-relations/form15g.pdf">https://jmfl.com/investor-relations/form15g.pdf</a> and <a href="https://jmfl.com/investor-relations/form15h.pdf">https://jmfl.com/investor-relations/form15h.pdf</a> respectively.
Any resident shareholder (without/invalid PAN)	20%*	
Resident individuals submitting duly filled and signed Form 15G/15H	NIL	
Order/Certificate under Section 197 of the IT Act	Rate specified in the Order/ Certificate	Submit a self-attested copy of the Lower/NIL withholding tax certificate obtained from Income Tax Authorities.
Mutual Funds, Category - I & II Alternative Investment Funds, Infrastructure Investment Trusts and Real Estate Investment Trusts registered with SEBI, Life Insurance Corporation of India, General Insurance Corporation of India, companies formed under General Insurance Business (Nationalisation) Act, 1972 or any other insurer or other members having exemption under the applicable provisions of the IT Act.	NIL	Submit the details and documents as per the declaration in the prescribed form available on the website of the Company at <a href="https://jmfl.com/investor-relations/Self-declaration_for_resident.docx">https://jmfl.com/investor-relations/Self-declaration_for_resident.docx</a> .

**\*Notwithstanding the above, tax would not be deducted on payment of dividend to resident individual shareholders, if the amount of dividend in aggregate to be paid to them in the financial year 2024-25, does not exceed H 5,000.**

### For Non-resident Shareholders

Category of shareholder	Tax Deduction Rate	Exemption applicability/Documentation requirements
Any Non-resident shareholder, Foreign Institutional Investors, Foreign Portfolio Investors (NRIs, FIIs, FPIs)	20% (plus surcharge and cess as applicable)/ Tax Treaty rate, whichever is lower	Non-resident shareholders may opt for a tax rate under the Double Taxation Avoidance Agreement (the “ <b>Tax Treaty</b> ”). The Tax Treaty rate shall be applied for withholding the tax on submission of the following documents to the Company/RTA: <ol style="list-style-type: none"> <li>Self-attested copy of PAN if allotted by Income Tax Authorities;</li> <li>Self-attested copy of Tax Residency Certificate (the “<b>TRC</b>”) issued by the tax authorities of the country of which shareholder is a resident, evidencing and certifying the shareholder’s tax residency status during the financial year 2024-25;</li> <li>In case where PAN is available, Form 10F shall be furnished electronically on income tax portal at <a href="http://www.incometax.gov.in">www.incometax.gov.in</a>;</li> <li>Self-declaration for the financial year 2024-25 in the prescribed format available on the website of the Company at <a href="https://jmfl.com/investor-relations/Self-declaration_for_resident.docx">https://jmfl.com/investor-relations/Self-declaration_for_resident.docx</a>;</li> <li>In case of FIIs/FPIs, submit certified copy of the SEBI registration certificate.</li> </ol> Tax shall be deducted at 20% (plus applicable surcharge and cess) in case any of the above-mentioned documents are not provided. Application of Tax Treaty rate shall depend upon the completeness of the documents submitted by the non-resident shareholder and in compliance with the provisions of the IT Act.
Submitting Order/Certificate under Section 195 or 197 of the IT Act	Rate specified in the Order/ Certificate	Submit a self-attested copy of the Lower/NIL withholding tax certificate obtained from Income Tax Authorities.

### Deduction of tax at higher rate

- Under Section 206AA of the IT Act, where the PAN is either not available or is invalid, tax shall be deducted at the rate specified in the relevant provisions of the IT Act or at the rates for the time being in force or 20%, whichever is higher.
- Under Section 206AB of the IT Act, tax is required to be deducted at the higher of the following:
  - Twice the rates specified in the relevant provisions of the IT Act; or
  - Twice the rates in force; or
  - 5%
 on payments made to a ‘specified person’.

A ‘specified person’ means a person who has not filed the returns of income for both of the two assessment years relevant to the two previous years immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing return of income under Section 139(1) of the IT Act has expired and the aggregate of tax deducted at source and tax collected at source is ₹ 50,000 or more in each of these two previous years. The provisions of Section 206AB shall not apply to a non-resident payee who does not have a permanent establishment in India.

The ‘specified person’ shall be determined as per the database provided by the Income-tax Department and the above provisions shall be applied accordingly.

- Where the provisions of Sections 206AA and 206AB of the IT Act are found to be applicable together, the higher of the two rates under the respective Sections shall be applicable for deduction of tax at source.

### Other points to note

- According to Section 199 of the IT Act read with Rule 37BA of the Income Tax Rules, 1962 (the “**IT Rules**”), if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then the deductee should file declaration with the Company in manner prescribed in the IT Rules.

- Members holding shares under multiple accounts having different status/category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in multiple accounts.
- Members are requested to ensure that their Aadhaar number is linked with their PAN within the timelines prescribed. In case the Aadhaar number is not linked with the PAN within the prescribed timelines, PAN shall be considered in-operative and, in such scenario, tax shall be deducted at higher rate of 20% as per the provisions of the IT Act.

For withholding of taxes, the residential status of the members will be considered as per the data available with the Company/RTA/DPs. In case there is change in their status, then the members are requested to update their current status with the Company/RTA/the DPs.

### Submission of tax related documents

Kindly note that the aforementioned documents are required to be submitted to the Company at the email id at [ecommunication@jmfl.com](mailto:ecommunication@jmfl.com), in order to enable the Company to determine and deduct appropriate TDS/withholding tax rate applicable.

Members are requested to note that incomplete and/or unsigned forms, declarations and documents will not be considered by the Company for granting any exemption.

It may be further noted that in case the tax on the dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents, there would still be an option available to file the return of income and claim an appropriate refund, if eligible.

### Kindly note that no claim shall lie against the Company for taxes deducted at source.

The Company shall arrange to email a soft copy of the TDS certificate to the members at their registered email id post payment of the dividend. Members will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at [www.incometax.gov.in](http://www.incometax.gov.in).

For any other information/clarification with regard to the above, kindly write to us at [ecommunication@jmfl.com](mailto:ecommunication@jmfl.com).

## Notice (Contd.)

### Process to update PAN, KYC Details and Nomination

10. Pursuant to the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, members holding shares in physical mode, whose KYC details are not completed, shall be eligible for any payment including dividend, in respect of such folios, only through electronic mode with effect from April 1, 2024, upon updation of their KYC details. Accordingly, the members are requested to furnish/update their following details as prescribed by SEBI in the said Master Circular and in the following manner.

Type of holders	Process to be followed																																	
Physical	Members are instructed to send a written request in the prescribed forms from their registered email id, either to the Company on its email at <a href="mailto:ecommunication@jmfl.com">ecommunication@jmfl.com</a> or to the RTA at <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> or by sending physical copy(ies) of the form(s) to the RTA at its registered office address at KFin Technologies Limited at Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032.																																	
	<table border="1"> <thead> <tr> <th>Type of Investor services</th> <th>Forms</th> <th>Links of the forms on the website of the Company</th> </tr> </thead> <tbody> <tr> <td>To register/update</td> <td>ISR-1</td> <td><a href="https://jmfl.com/investor-relations/Form_ISR-1.pdf">https://jmfl.com/investor-relations/Form_ISR-1.pdf</a></td> </tr> <tr> <td>i. Permanent Account Number (PAN)</td> <td></td> <td></td> </tr> <tr> <td>ii. Postal address with PIN code</td> <td></td> <td></td> </tr> <tr> <td>iii. Mobile Number</td> <td></td> <td></td> </tr> <tr> <td>iv. Email id (Optional. However, the members are encouraged to update the same to avail online services).</td> <td></td> <td></td> </tr> <tr> <td>v. Bank account details (bank name and branch, bank account number, IFS code) [To enable the Company to credit dividend directly into the bank accounts through Electronic Clearing Services (the "ECS")/ National Automated Clearing House (the "NACH")]</td> <td></td> <td></td> </tr> <tr> <td>Specimen Signature</td> <td>ISR-1</td> <td><a href="https://jmfl.com/investor-relations/Form_ISR-1.pdf">https://jmfl.com/investor-relations/Form_ISR-1.pdf</a></td> </tr> <tr> <td>Nomination Form</td> <td>SH-13</td> <td><a href="https://jmfl.com/investor-relations/Form_SH-13.pdf">https://jmfl.com/investor-relations/Form_SH-13.pdf</a></td> </tr> <tr> <td>Declaration to Opt-out of nomination</td> <td>ISR-3</td> <td><a href="https://jmfl.com/investor-relations/Form_ISR-3.pdf">https://jmfl.com/investor-relations/Form_ISR-3.pdf</a></td> </tr> <tr> <td>Cancellation or variation of nomination</td> <td>SH-14</td> <td><a href="https://jmfl.com/investor-relations/Form_SH-14.pdf">https://jmfl.com/investor-relations/Form_SH-14.pdf</a></td> </tr> </tbody> </table>	Type of Investor services	Forms	Links of the forms on the website of the Company	To register/update	ISR-1	<a href="https://jmfl.com/investor-relations/Form_ISR-1.pdf">https://jmfl.com/investor-relations/Form_ISR-1.pdf</a>	i. Permanent Account Number (PAN)			ii. Postal address with PIN code			iii. Mobile Number			iv. Email id (Optional. However, the members are encouraged to update the same to avail online services).			v. Bank account details (bank name and branch, bank account number, IFS code) [To enable the Company to credit dividend directly into the bank accounts through Electronic Clearing Services (the "ECS")/ National Automated Clearing House (the "NACH")]			Specimen Signature	ISR-1	<a href="https://jmfl.com/investor-relations/Form_ISR-1.pdf">https://jmfl.com/investor-relations/Form_ISR-1.pdf</a>	Nomination Form	SH-13	<a href="https://jmfl.com/investor-relations/Form_SH-13.pdf">https://jmfl.com/investor-relations/Form_SH-13.pdf</a>	Declaration to Opt-out of nomination	ISR-3	<a href="https://jmfl.com/investor-relations/Form_ISR-3.pdf">https://jmfl.com/investor-relations/Form_ISR-3.pdf</a>	Cancellation or variation of nomination	SH-14	<a href="https://jmfl.com/investor-relations/Form_SH-14.pdf">https://jmfl.com/investor-relations/Form_SH-14.pdf</a>
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Demat	Members holding shares in demat form are requested to inform the respective DPs to update their email id, bank account details, mobile number and details relating to nomination, in case the same are not updated.																																	

### Issuance of Securities in Dematerialised form in case of Investor Service Requests

11. SEBI vide its circular dated circular no. SEBI/HO/ MIRSD/ MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition. Further, SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardised the format of documents for transmission of securities.

Accordingly, members are requested to make service requests by submitting a duly filled and signed Form SR-4 and ISR-5 (in case of transmission), the format of which can be downloaded from the website of the Company at [https://jmfl.com/investor-relations/Form\\_ISR-4.pdf](https://jmfl.com/investor-relations/Form_ISR-4.pdf) and [https://jmfl.com/investor-relations/Form\\_ISR-5.pdf](https://jmfl.com/investor-relations/Form_ISR-5.pdf). All the service requests shall be processed by the Company/RTA in dematerialised mode only, as mandated by SEBI.

12. Members who are still holding shares in physical form are requested to dematerialise their shares by approaching any of the registered DPs, to eliminate all risks associated with physical shares.

### Shareholders e-Handbook

13. For ease and convenience, the Company has issued a "Shareholders e-handbook" which can be accessed on Company's website at <https://jmfl.com/investor-relation/shareholders-ehandbook.html> comprising norms/procedural requirements for processing various service requests of investors.

### Unclaimed Dividend

14. The dividend, once approved by the members at the AGM, shall be paid electronically through various online transfer modes to those members who have updated their bank account details. For members, who have not updated their bank account details, dividend warrants/demand drafts/cheques will be sent to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC details to receive the dividend directly into their bank account on the payout date by following the steps as prescribed in point no. 10 above.
15. Members, who have not yet claimed their final dividend for the financial year 2016-17 and/or for any subsequent financial years, are requested to immediately claim the same from the Company or its RTA, as the unclaimed dividend for the financial year 2016-17 is due for transfer to the Investor Education and Protection Fund (the "IEPF") in August, 2024.

Details of the members whose dividend has remained unclaimed (both for interim and final dividend) for each of the previous seven (7) financial years have been uploaded on the website of the IEPF at [www.iepf.gov.in](http://www.iepf.gov.in) and also under "Investor Relations" Section on the website of the Company at <https://www.jmfl.com/shareholder-corner/unclaimed-unpaid-dividend> within the stipulated time as prescribed under the Act post the Thirty Eighth AGM of the Company held on August 3, 2023.

16. The shares, in respect of which the dividend has remained unclaimed for seven (7) consecutive years are being/shall be transferred by the Company in the name of IEPF Authority by way of credit to the demat account established by the IEPF Authority, pursuant to the applicable Rules.

The shares in respect of which the dividend has not been claimed for seven (7) consecutive years from the financial year 2016-17, (barring the shares that have already been transferred by the Company to IEPF Authority in September 2023 and March 2024) are due to be transferred by the Company in the name of IEPF Authority in August, 2024.

The Company has been sending periodic reminders to the members to claim their dividends, if any, remaining unclaimed. In accordance with the IEPF Rules, the

Company has sent notices to those members whose shares were due for transfer to IEPF Authority and simultaneously published a general notice by way of an advertisement in the newspapers.

Members whose unclaimed dividend/shares have already been transferred to IEPF/IEPF Authority may claim back such dividend and shares including all benefits, if any, accruing on such dividend/shares from IEPF/IEPF Authority by following the procedure prescribed in the IEPF Rules.

In case of any queries/clarification for claiming the dividend/shares from IEPF/IEPF Authority, members may contact the nodal officer of the Company viz., Mr. Hemant Pandya, Company Secretary & Compliance Officer at [Hemant.Pandya@jmfl.com](mailto:Hemant.Pandya@jmfl.com).

The details pertaining to the amount of unclaimed dividend for last seven (7) years are given in the General Shareholders' Information Section forming part the Annual Report.

### Electronic dispatch of annual report and process for registration of email id and for obtaining copy of annual report:

17. In compliance with the applicable Circulars, the Annual Report for the financial year 2023-24 including the Notice of the AGM are being sent by the Company in electronic mode to those members whose email ids are registered with the DPs/the Company/its RTA. Members, who have not registered their email ids so far, are requested to promptly intimate the same to the respective DPs or to the Company/its RTA, as the case may be, as per directions stated in point no. 10 above.

Notice convening the Thirty Ninth AGM along with the Annual Report for the financial year 2023-24 will also be available on the Company's website at <https://jmfl.com/annual-report> and on the website of the stock exchanges i.e., BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com). The AGM Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The Company shall send a physical copy of the Annual Report to those Members who request for the same at [ecommunication@jmfl.com](mailto:ecommunication@jmfl.com) mentioning their Folio No./DP id and Client id.

### Procedure for Inspection of documents

18. All the documents referred to in this Notice and Statement annexed hereto shall be available for inspection through electronic mode, basis requests received on [ecommunication@jmfl.com](mailto:ecommunication@jmfl.com).

## Notice (Contd.)

During the AGM, all the documents referred to in the Notice, and all other statutory documents for inspection as required under the Act, shall be made available for online inspection by the members.

### Procedure for Remote e-Voting and e-Voting during the AGM

19. The instructions to members for remote e-voting, e-voting during the AGM and to join/attend the AGM are:

- a) In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “SEBI Listing Regulations”), the Company has provided to its members, the facility to exercise their right to vote on resolutions proposed to be passed at the Thirty Ninth AGM by electronic means. Accordingly, the Company has engaged the services of NSDL to facilitate its members to cast their votes by using remote e-voting system as well as e-voting on the date of the AGM.
- b) Members casting their votes through remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their votes again.
- c) Members who have not cast their votes on the resolutions through remote e-voting, will be able to vote at the meeting through the online e-voting facility at the AGM.
- d) Only those members, who are present at the AGM through VC/OAVM facility and have not cast their votes on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.
- e) Once the vote on a resolution is cast by a member through remote e-voting/e-voting, the concerned member shall not be allowed to change it subsequently or cast the votes again.
- f) A person who is not a member as on the cut-off date should treat this Notice of AGM for information purpose only.
- g) The remote e-voting period commences on **Friday, August 2, 2024 (9.00 a.m.)** and ends on **Monday, August 5, 2024 (5.00 p.m.)** During this period, the members of the Company holding shares either in dematerialised form or in physical form as on the cut-off date of **Tuesday, July 30, 2024** may cast their votes by remote e-voting. The remote

e-voting module shall be disabled by NSDL for voting thereafter.

- h) The voting right of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. **Tuesday, July 30, 2024.**
- i) Any person holding shares in physical form and non-individual members who become a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e., **Tuesday, July 30, 2024**, may obtain the login id and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com). However, if member is already registered with NSDL for remote e-voting, then he/she can use his/her existing user id and password for casting his/her vote.  
  
If he/she has forgotten his/her password, he/she can reset the password by using “Forgot User Details/ Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on +91 22- 4886 7000 and +91 22- 2499 7000.
- j) The details of the process and manner for remote e-voting, e-voting during the AGM are explained below.

NSDL e-voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-voting system; and

Step 2: Cast vote electronically and on NSDL e-voting system.

#### Step 1: Login method for e-voting

In terms of SEBI circular CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on “e-voting facility provided by Listed Companies” individual members holding securities in demat mode are allowed to vote through their demat account maintained with depositories and DPs. Members are advised to update their mobile number and email address in their demat accounts in order to access e-voting facility.

The login method for

- members holding shares in demat mode with depositories viz., NSDL/CDSL and DPs; and
- Non-individual members holding shares in demat mode and members holding shares in physical form.

### LOGIN METHOD FOR INDIVIDUAL MEMBERS HOLDING SHARES IN DEMAT MODE

NSDL		CDSL		Depository Participant (DP)	LOGIN METHOD FOR MEMBERS OTHER THAN INDIVIDUAL MEMBERS HOLDING SHARES IN DEMAT MODE AND MEMBERS HOLDING SHARES IN PHYSICAL MODE						
Point (i) – Already registered for IdeAS e-Services	Point (ii) - Not registered for IdeAS e-Services	Point (iii) – Direct access the e-Voting module of NSDL	Point (iv) – Already registered for Easi/Easiest facility			Point (v) - Not registered for Easi/Easiest facility					
a) Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>	a) Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> to register.	a) Visit URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> .	a) Visit URL: <a href="https://www.cdslindia.com">https://www.cdslindia.com</a> and click on “Login” icon and then on “My Easi New (Token)”. On the new page enter user id password and click on New System Myeasi.	a) Login using the login credentials of his/her demat account through his/her DP registered with NSDL/ CDSL for e-voting facility.	a) Visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile.						
b) Click on the “Beneficial Owner” icon under “Login” which is available under “IdeAS” section.	b) Select “Register Online for IdeAS Portal” click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>	b) Click on the “Login” icon which is available under “Shareholder/Member” section.	b) Post successful login of Easi/ Easiest he/ she will be able to see the e-voting menu. The menu will have links of e-voting service provider i.e. NSDL. Click on NSDL to cast his/her votes.	b) After successful login click on “e-voting” option, he/ she will be redirected to NSDL/CDSL Depository site after successful authentication, wherein he/ she can see e-voting feature	b) Once the home page of e-voting system is launched, click on the icon “Login” which is available under “Shareholder/Member” section.						
c) On the new page, enter the user id and password. Post successful authentication, click on “Access to e-voting”.	c) Proceed with completing the required fields. d) After successful registration, please follow steps given in Point No. (i) to cast the vote.	c) On the Login page, enter user id (i.e., the 16-character demat account number held with NSDL), password/one time password (the “OTP”) and a verification code as shown on the screen.	c) The system will authenticate by sending the OTP on registered mobile number and email address as recorded in the demat account.	c) Click on the Company name or e-voting service provider i.e., NSDL and he/ she will be re-directed to the e-voting website of NSDL to cast his/her vote during remote e-voting period and e-voting during the AGM.	c) A new screen will open. He/she will have to enter his/her user id, password/OTP and a verification code as shown on the screen.						
d) Click on Company name or e-voting service provider i.e. NSDL and he/ she will be re-directed to NSDL e-voting website for casting his/ her vote (s) the during remote e-voting period and e-voting during the AGM.		d) After successful authentication, he/she will be redirected to evoting website of NSDL wherein he/she can see e-voting page. Click on company name or e-voting service provider i.e., NSDL and he/ she will be redirected to e-voting website of NSDL for casting his/her votes during remote e-voting period and e-voting during the AGM.	d) After successful authentication-n, he/she will be provided links for the respective e-voting service provider (ESP) i.e. NSDL where the e-voting is in progress.		d) Alternatively, if he/she are registered for NSDL eservices i.e. IDeAS, he/she can login at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> with his/her existing IDeAS login. Once he/she log-in to NSDL eservices, click on e-voting and he/she can proceed to Step 2 i.e. Cast his/her votes electronically.						
					e) User id details as per the manner of holding the shares are given below:						
					<table border="1"> <thead> <tr> <th>NSDL</th> <th>CDSL</th> <th>Physical Form</th> </tr> </thead> <tbody> <tr> <td>8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user id is IN300***12*****.</td> <td>16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user id is 12*****.</td> <td>EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user id is 101456001***</td> </tr> </tbody> </table>	NSDL	CDSL	Physical Form	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user id is IN300***12*****.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user id is 12*****.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user id is 101456001***
NSDL	CDSL	Physical Form									
8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user id is IN300***12*****.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user id is 12*****.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user id is 101456001***									

Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

App Store Google Play



**Important Note:** Members who are unable to retrieve user id/password are advised to use Forget user id and forget password option available at above mentioned website. Members holding securities in demat mode may contact at following helpdesk of NSDL and CDSL in case of any technical issues relating to login through respective depositories. NSDL: Email on [evoting@nsdl.com](mailto:evoting@nsdl.com) or call at + 91 22 - 4886 7000 CDSL: Email on [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no. 1800 22 55 33

## Notice (Contd.)

### Step 2: Method to cast vote electronically on NSDL e-Voting system

#### Method for casting the vote electronically on NSDL e-voting system

- After successful login at Step 1, member will be able to see all the companies “EVEN” in which he/she is holding shares and whose voting cycle and general meeting is in active status.
- Select “EVEN” of JM Financial Limited viz., **129114** to cast votes during the remote e-voting period and casting votes during the AGM.
- Now he/she is ready for e-voting as the voting page opens.
- Cast the vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which members wish to cast his/her vote and click on “Submit” and also “Confirm” when prompted.
- Upon confirmation, the message “Vote cast successfully” will be displayed.
- Members can also take the printout of the votes cast by him/her by clicking on the print option on the confirmation page.
- Once members confirm the vote on the resolution, he/she will not be allowed to modify his/her vote.

#### k) Password details for members other than individual members are given below.

- i. If members are already registered for e-voting, they can use their existing password to login and cast their votes.
- ii. If members are using NSDL e-voting system for the first time, they will need to retrieve the ‘initial password’ which was communicated to them. Once member retrieve the ‘initial password’, they will need to enter the ‘initial password’ and the system will force them to change their password.
- iii. How to retrieve your ‘initial password’?

If email address is registered in the member’s demat account or with the Company, the ‘initial password’ is communicated to the member on his/her email address. Member can trace the email sent to him/her by NSDL in his/her mailbox.

Open the email and open the attachment i.e. ‘a’ .pdf file. The password to open the .pdf file is his/her 8-digit client Id for NSDL account, last 8 digits of client Id for CDSL account or folio number for shares held in physical form. The .pdf file contains his/her ‘user id’ and his/ her ‘initial password’.

If member’s email address is not registered, please follow steps mentioned in ‘**process for those members whose email addresses are not registered**’.

- l) If a member is unable to retrieve or have not received the “initial password” or have forgotten his/her password:
  - i. Click on “**Forgot User Details/Password?**” (If member is holding shares in the demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - ii. “**Physical User Reset Password?**” (If member is holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - iii. If a member is still unable to get the password by aforesaid two options, he/she can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning their demat account number/folio number, PAN, name and registered address, etc.
  - iv. Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.
- m) After entering the password, tick on agree to “**Terms and Conditions**” by selecting on the check box.
- n) Now, member will have to click on “**Login**” button.
- o) After clicking on the “**Login**” button, Home page of e-Voting will open.
- p) **Process for those members whose email addresses are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this Notice:**
  - i. In case shares are held in physical mode please provide folio no., name of member, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and self-attested scanned copy of Aadhaar card by email to the Company at [ecommunication@jmfl.com](mailto:ecommunication@jmfl.com).
  - ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or

16 digit beneficiary ID), name, client master or copy of consolidated account statement, self-attested scanned copy of PAN card and self-attested scanned copy of Aadhaar card by email to the Company at [ecommunication@jmfl.com](mailto:ecommunication@jmfl.com). If he/she is an individual member holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-voting and joining virtual meeting for Individual members holding securities in demat mode.**

- iii. Alternatively shareholders/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.

#### Procedure for joining the AGM through VC/OAVM:

20. Instructions to members to join/attend the AGM through VC/OAVM are as under.

- a. Members may refer the steps mentioned in point no. 19 for **Access to NSDL e-voting system.**
- b. After successful login, click the link of “**VC/OAVM link**” placed under “**Join meeting**” menu against company name. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company viz., **129114** will be displayed.
- c. Facility for joining the AGM through VC/OAVM shall be opened thirty (30) minutes before the time scheduled for the AGM and shall be kept opened throughout the proceedings of AGM. This does not include large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairperson of the audit committee, nomination and remuneration committee and stakeholders’ relationship committee, auditors, etc., who are allowed to attend the AGM without restrictions.
- d. Members who do not have the user id and password for e-voting or have forgotten the user id and password may retrieve the same by following the e-voting instructions mentioned in the notice to avoid last minute rush.
- e. Members will be allowed to attend the AGM through VC/OAVM on first come first serve basis.
- f. Members are encouraged to join the AGM through laptops with Google Chrome for better experience.

- g. Members will be required to allow “camera” and use internet with a good speed to avoid any disturbance during the meeting.

#### Procedure to raise questions/seek clarifications with respect to Annual Report

21. Members will have the opportunity to ask questions at the AGM. Accordingly, the procedure to send questions prior to AGM and Speaker registration during AGM session, are as follows:

- i. Members are encouraged to express their views/ send their queries in advance mentioning their name, demat account number (DP ID & Client ID)/ folio number, email id and mobile number to the Company at [ecommunication@jmfl.com](mailto:ecommunication@jmfl.com);
- ii. Members who would like to express their views/ask questions during the AGM may send their request for registration as a speaker mentioning their name, demat account number (DP ID & Client ID)/Folio number, city, email id and mobile number to the Company at [ecommunication@jmfl.com](mailto:ecommunication@jmfl.com).

Members shall note that the period for sending the question(s)/speaker registration will commence on **Friday, July 26, 2024 (9.00 a.m.)** and close on **Wednesday, July 31, 2024 (5.00 p.m.)**.

#### General Instructions/Other Information:

- i. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- ii. Mobile devices, tablets or laptop connected via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to the members to use stable Wi-fi or LAN connection to mitigate any kind of aforesaid glitches.
- iii. In case of any queries/grievances pertaining to remote e-voting or any assistance required on or before the AGM, members may refer frequently asked questions (FAQs) and e-voting user manual for shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on +91 22 4886 7000 or send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or may contact the authorised representative of NSDL, viz., Mr. Amit Vishal, Assistant Vice President or Mr. Sanjeev

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Yadav, Assistant Manager, at thier designated email ids viz., [amitv@nsdl.com](mailto:amitv@nsdl.com) or [sanjeevy@nsdl.com](mailto:sanjeevy@nsdl.com).

iv. Ms. Jayshree S. Joshi, Company Secretary (Membership No. FCS 1451), Proprietor of Jayshree Dagli & Associates, Company Secretaries, Mumbai, is appointed by the Board to scrutinise the e-voting (both remote e-voting and e-voting) in a fair and transparent manner.

v. Scrutiniser shall, immediately, after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days from the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or the Vice Chairman or in their absence the Managing Director or the Company Secretary or any other persons authorised by the Chairman, who shall countersign the same.

vi. The voting results declared along with the report of the Scrutiniser shall be placed on the website of the Company at <https://jmfl.com/investor-relation/agm-egm.html> and on the website of NSDL immediately after the declaration of result by the Chairman or by a person, duly authorised for the purpose. The results shall also be forwarded to the BSE and NSE, where the equity shares of the Company are listed within the prescribed timelines and will also be displayed at the Registered Office of the Company.

Subject to receipt of requisite number of votes, the resolutions as stated in this Notice shall be deemed to have been passed on the date of the AGM i.e., Tuesday, August 6, 2024.

vii. It has been our constant endeavor to extend the best possible services to our shareholders whilst maintaining the highest level of corporate governance in the Company. In order to further improve shareholder service standards, we seek your inputs through our new initiation i.e., Shareholders' Satisfaction Survey which is made available on the website of the Company at <https://jmfl.com/investor-relation/shareholders-satisfaction-survey.html>

Members are requested to please spare few minutes of their valuable time and fill this survey.

viii. **Online Dispute Resolution (ODR) Portal:** SEBI vide its circular no. SEBI/HO/OIAE\_IAD-3/P/CIR/2023/195 dated July 31, 2023 has introduced common ODR portal which harnesses online conciliation and arbitration for resolution of disputes arising in the Indian Securities Market.

Members shall first take up his/her/their grievance by lodging complaint directly with the Company. If the grievance is not redressed satisfactorily, then members may, in accordance with the SCORES guidelines, escalate

the same through the SCORES portal in accordance with the process laid out therein. After exhausting these options for resolution of the grievance, if the members are still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR portal.

The Company's ODR portal can be accessed at <https://smartodr.in/login> wherein the members can lodge their grievances for resolution.

ix. **Disclosure of agreements to Stock Exchanges entered into by shareholders of the Company:** Regulation 30A of the SEBI Listing Regulations requires disclosure to the Stock Exchanges of agreements entered into by shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party whether solely or jointly which, either directly or indirectly or potentially or whose purpose and effect is to, impact the Management or Control of the Company or Impose any Restriction or Create any Liability upon the Company. Disclosure of any rescission, amendment or alteration of such agreements, if any is also required to be provided.

Shareholders are requested to provide a disclosure to the Company of the said agreements to which the Company is not a party at [ecommunication@jmfl.com](mailto:ecommunication@jmfl.com) within two (2) working days of entering into the agreement or signing an agreement to enter into such agreements in the format as prescribed by SEBI vide its Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

### INFORMATION/DISCLOSURES AS REQUIRED UNDER REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, (THE "SEBI LISTING REGULATIONS") PERTAINING TO THE FOLLOWING ITEMS.

#### Item no. 4

Pursuant to the applicable provisions of Section 152 of the Companies Act, 2013 (the "Act"), Mr. Adi Patel (DIN: 02307863), is retiring by rotation at the Thirty Ninth AGM and being eligible, has offered himself for re-appointment and accordingly is proposed to be appointed as a director of the Company.

#### Brief Profile of Mr. Adi Patel

Mr. Adi Patel joined the Merchant Banking Division in November, 1993 and is currently the Managing Director of the Company. He holds a Bachelor's degree in Commerce and is also a qualified Chartered Accountant. He has executed some landmark M&A/restructuring transactions for some of the leading business

houses in India. Over the last 30 years, he has developed strong relationships with leading Indian and global clients across various Industry segments and has advised them on numerous strategic M&A / restructuring transactions.

Details of Mr. Adi Patel's attendance at the following meetings of the Company held during the last three financial years are given below:

Financial Year (FY)	Board	Risk Management and ESG Committee	Allotment Committee	AGM held during the FY
2023-24	6 out of 7	3 out of 3	5 out of 6	Yes
2022-23	7 out of 7	2 out of 2	4 out of 5	Yes
2021-22	3 out of 3	2 out of 2	Not applicable	Not applicable

Mr. Patel is not disqualified/debarred under the Section 164 of the Act/by any other statutory authority to act as a director of the Company. Pursuant to the provisions of Section 152(6) of the Act, at every annual general meeting, one-third of the Directors whose office is determined to be liable to retire by rotation shall retire by rotation. The directors who have been longest in office since their last appointment shall retire by rotation. Mr. Patel being longest in office, his office is determined to be liable to retire by rotation. For additional information, as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (the "SS-2") please refer to the **Annexure A** forming part of this Notice.

#### Item no. 5

The members of the Company at the Thirty Seventh Annual General Meeting (the "AGM") had appointed BSR & Co. LLP, Chartered Accountants (Firm registration no. 101248W/W-100022), Mumbai, (the "BSR") as the Statutory Auditors of the Company for a period of five (5) consecutive years with effect from the conclusion of the Thirty Seventh AGM until the conclusion of the Forty Second AGM to be held in the financial year 2027-28.

In order to have sufficient audit coverage across the group, BSR had also been appointed as the statutory auditors of several subsidiaries of the Company including one of its material subsidiaries viz., JM Financial Credit Solutions Limited (the "JMFCSL"), a Non-Banking Financial Company (the "NBFC") registered with Reserve Bank of India (the "RBI").

The members are requested to note that the term of appointment of BSR in JMFCSL is coming to an end at JMFCSL's forthcoming AGM and in accordance with the provisions of the guidelines issued by the RBI vide Circular No. RBI/2021-22/25 Reference No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 (the "RBI Guidelines"), BSR cannot be re-appointed as the statutory auditors of JMFCSL unless a cooling period of six (6) years is elapsed from completion of their tenure, in full or part.

With the completion of the term of BSR as the statutory auditors of JMFCSL, the Group audit coverage of BSR would substantially reduce. Therefore, in order to have sufficient audit coverage (between 60% to 70%) by a single auditor across the Group, it is proposed that a common auditor is appointed for the Company and few of its subsidiaries.

In view of the above, BSR vide letter dated May 17, 2024 has tendered its resignation as the statutory auditors of the Company, with effect from the conclusion of this AGM.

There are no concern or issue or any reason other than the above, for their resignation.

The resignation of BSR as the statutory auditors of the Company has been duly noted by the Audit Committee and the Board of Directors (the "Board") of the Company.

Accordingly, the Board based on the recommendation of the Audit Committee at its respective meetings held on May 24, 2024 and after considering the factors such as the qualifications, industry experience, competency of the audit team, efficiency in conduct of audit, independence, audit fees, etc., which were commensurate with the size and requirements of the Company, approved the appointment of KKC & Associates LLP ("KKC"), Chartered Accountants, (Firm Registration No. 105146W/W100621) as the Statutory Auditors of the Company for a period of five (5) consecutive years with effect from the conclusion of the Thirty Ninth AGM until the conclusion of the Forty Fourth AGM of the Company to be held in the financial year 2029-30 and have recommended their appointment for approval of the members of the Company.

The audit fees proposed to be paid to KKC towards the statutory audit for the financial year 2024-25 is given in the table below. Additionally, approval of the members has also been sought to give authority to the Board to decide on the amount of remuneration to be paid to the Statutory Auditors. In consultation with the Audit Committee for the remaining part of the tenure.

KKC has provided their consent for the appointment as the Statutory Auditors of the Company along with a confirmation that their appointment, if made, would be within the limits prescribed under the Companies Act, 2013 (the "Act"). They have also confirmed that they do not have any financial interest in, or association with the Company which may lead to conflict of interest situations.

Details of the audit fees including the limited review fees and certification for additional services (plus out of pocket expenses) paid to BSR for the financial year ended March 31, 2024 is given in note 34 of notes to the standalone financial statements of the Company.

Additionally, the details related to audit fees including limited review fees and certification for additional services (plus out of

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pocket expenses) paid by the subsidiaries of the Company, whose Statutory Auditors were BSR, are given in note 35.1 of notes to the consolidated financial statements of the Company.

### Brief Profile of KKC

KKC was established in 1936 in Mumbai and over a period spread its wings in Bengaluru, Pune and Ahmedabad. KKC is led by 15 partners and has a team of over 310 members. KKC caters full bouquet of assurance, advisory and consultancy services to its clients across all industries.

### Brief profile of Mr. Hasmukh Dedhia, engagement partner of KKC

Mr. Hasmukh Dedhia has more than four decades of experience in finance and accounting segment. He is a fellow member of the Institute of Chartered Accountants of India (the "ICAI") since 1981 and holds B.Com degree and Diploma in Information Systems Audit (DISA).

Throughout his career, Mr. Dedhia has been a faculty member and paper writer for seminars and workshops organized by various institutions like WIRC of ICAI, Chambers of Commerce and Industries' Associations, etc. His expertise includes audits, tax matters and business restructuring, specialization in Audit and Financial Due Diligence for insurance, mutual funds, asset reconstruction companies and private equity funds.

Mr. Dedhia has held leadership positions such as President of a C.V.O. Chartered & Cost Accountants Association (2006-07) and served on sub-committees of the WIRC of ICAI and Chambers of Tax Consultants. Currently, he is Vice Chairman of the Corporate Laws committee of Chamber of Tax Consultants.

Mr. Dedhia also serves as an independent director on the Board of companies like Aarti Drugs Limited and Mitsu Chem Plast Limited.

### The disclosures as required under Regulation 36(5) of SEBI Listing Regulations, is given hereunder.

<b>Proposed fees payable to the new Statutory Auditors</b>	The fee proposed to be paid to KKC towards the statutory audit for the financial year 2024-25 is ₹ 50 Lakh (comprising of the statutory audit fees and limited review fees) plus applicable taxes and reimbursement of out of pocket expenses, if any, for the financial year 2024-25 with the authority to the Board, in consultation with the Audit Committee to decide on the amount of remuneration to be paid to the Statutory Auditors for the remaining part of the tenure.  The Company may avail additional certification or non-audit services, if required, from KKC for which fees will be paid separately on mutually agreed terms.
<b>Terms of appointment of new auditors.</b>	For a period of five (5) consecutive years with effect from the conclusion of the Thirty Ninth AGM until the conclusion of the Forty Fourth AGM of the Company to be held in the financial year 2029-30.
<b>Material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change.</b>	Following the issuance of above mentioned RBI guidelines, there has been an upward trend in audit fees due to a limit on the number of audits and duration of audit period for the statutory auditors. Further, various additional reporting requirements such as audit trail, have enhanced the scope of work for auditors.  In light of the above, it is proposed to pay ₹ 50 Lakh (comprising of the statutory audit fees and limited review fees) plus applicable taxes and reimbursement of out of pocket expenses, if any, to KKC for the financial year 2024-25 as compared to the fees of ₹ 47 Lakh (including the statutory audit fees and limited review fees) plus the out of pocket expenses and taxes paid to BSR during the previous year.
<b>Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditors proposed to be appointed.</b>	The Audit Committee and the Board, while recommending KKC, as the Statutory Auditors of the Company, have taken into consideration, amongst other things, the credentials of the firm and partners, proven track record of the firm and eligibility criteria which commensurate with the size and requirements of the Company.  For credentials of the statutory auditors i.e., KKC, please refer the brief profile above in the explanatory statement.

## STATEMENT PURSUANT TO THE SECTION 102(1) OF THE COMPANIES ACT, 2013 (THE "ACT") PERTAINING TO THE SPECIAL BUSINESS

### Item nos. 6 to 9

The applicable provisions of Regulation 23 of the SEBI Listing Regulations, requires the listed entities to take prior approval of shareholders by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the Company and at arm's length basis.

Further, a transaction with a related party shall be considered material if the transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 Crore or 10% of the annual consolidated turnover as per the last audited financial statements of a listed entity, whichever is lower.

The annual consolidated turnover of the Company for the financial year 2023-24 is ₹ 4,832.16 Crore.

Amongst others, the Company has made investments in its subsidiaries such as JM Financial Credit Solutions Limited ("JM Financial Credit Solutions/JMFCSL"), JM Financial Asset Reconstruction Company Limited ("JM Financial ARC/JMFARCL"), JM Financial Products Limited ("JM Financial Products/JMFPL") and JM Financial Services Limited ("JM Financial Services/JMFSL") in the past. The Company also lend funds to such subsidiaries as and when required by them for the purpose of enhancing their business. Accordingly, the Company shall continue to make further investments in the securities of these subsidiaries and lend funds, as and when required by them.

For information of the members, brief particulars of the above-mentioned subsidiaries including their registration and main line of business are given below:

- **JM Financial Credit Solutions** is systemically important non-deposit taking non-banking financial company ("NBFC") registered with Reserve Bank of India ("RBI") and categorised as a Middle Layer NBFC ("NBFC ML"). It is engaged in wholesale lending activities with primary focus on real estate financing which includes loan against real estate projects. The Company as on date holds 46.68% equity stake in JM Financial Credit Solutions. The Company has control on JM Financial Credit Solutions pursuant to Section 2(87)(i) of the Act through its right to appoint majority directors of JM Financial Credit Solutions by virtue of which it is considered as a subsidiary of the Company.
- **JM Financial ARC** is an Asset Reconstruction Company ("ARC") registered with the RBI under Section 3 of the

Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest (SARFAESI) Act, 2002. It is engaged in the business of acquisition and resolution of distressed assets sold by banks/financial institutions. The Company as on date holds 71.79% equity stake in JM Financial ARC (effective shareholding of the Company in JM Financial ARC, individually and through one of its subsidiaries is 76.45%).

- **JM Financial Products** is systemically important non-deposit taking NBFC registered with RBI and categorised as a NBFC ML. JM Financial Products is focused on offering a broad suite of loan products which are customised to suit the needs of the corporates, institutions, SMEs and individuals. It broadly operates under the following lending verticals viz., (i) Bespoke Financing (ii) Real Estate Financing (iii) Capital Market Financing (iv) Retail Mortgage Financing and (v) Financial Institution Financing. The Company as on date holds 99.71% equity stake in JM Financial Products.

It has also ventured into technology-backed real estate consultancy service, 'Dwello' wherein it assist the buyers in various stages of its home purchase transactions and has set up the 'Investment Grade Group' (earlier known as Institutional Fixed Income division) to expand its fixed income capabilities.

- **JM Financial Services** provides comprehensive financial planning, research-based investment consulting services and execution capabilities across three asset classes – equities, fixed income and currencies. The main business of the Company include Stock broking activities, Fund based activities which includes margin funding under the SEBI guidelines, trading in debt securities which include facilitating clients for purchase and sale of debt securities and Advisory services to clients for their investments in various equity / fixed income / commodity products available in the market or structured to suits the needs of clients.

Members may note that the Company had sought their approval at the Thirty Eighth Annual General Meeting (the "AGM") to enter into various transactions with JM Financial Credit Solutions, JM Financial ARC, JM Financial Products. In this regard, the approved amount by the members at the last AGM and the maximum amount of the transactions remaining and outstanding, at any point of time during the financial year 2023-24 and up to the period ended June 30, 2024, are as follows

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Sr. No.	Name of the related party	Approved Amount (₹ in Crore)	Remaining and Outstanding amount at any point of time (₹ in Crore)
1.	JM Financial Credit Solutions	500	8.19
2.	JM Financial ARC	750	548.98
3.	JM Financial Products	750	650.12

The aggregate value of transactions, to be entered into by the Company with each of the aforesaid subsidiaries from the conclusion of the Thirty Ninth AGM until the conclusion of the Fortieth AGM of the Company to be held in the financial year 2025-26 is expected to exceed the applicable materiality threshold mentioned in the SEBI Listing Regulations. Considering this, approval of the members is being sought to enter into any or all such transactions/contracts/ arrangements (whether by way of an individual transaction or series of transactions taken together) as stated in the ordinary resolutions at item nos. 6 to 8 of the Notice.

Furthermore, the Company is holding 100% of the paid-up share capital of JM Financial Services, thereby making it a Wholly Owned Subsidiary (WOS). During the financial year 2024-25, stock options have been granted by JM Financial Services, consequent to the exercise of such options, JM Financial Services may cease to be a WOS of the Company. Hence, the Company is passing an enabling resolution to seek the necessary approvals of the members of the Company to enter into any or all such transactions/contracts/arrangements with JM Financial Services (whether by way of an individual transaction or series of transactions taken together) as the transactions to be entered into will be in the ordinary course of business of the Company and on an arm's length basis and as such shall be exempt from the provisions of Section 188(1) of the Act and the rules made thereunder. However, as a matter of abundant caution, approval under the said Section 188 and rules thereunder is also being sought from the members at item no. 9 of the Notice.

**Justification for the transactions/contracts/arrangements, proposed to be entered by the Company with JM Financial Credit Solutions, JM Financial ARC, JM Financial Products and JM Financial Services (hereafter referred as the related parties of the Company) are stated below.**

- a. *Making of loans, including inter corporate deposits (the "ICDs") and/or giving of guarantees and/or providing any securities.*

The Company gives the ICDs to its related parties amongst other subsidiaries in the Group, on a need basis, subject to the same being in the best interests of the Company.

The tenure of making loans, including the ICDs (which are repayable within 365 days) and/or giving guarantees and/or providing any securities is mainly to provide support to the related parties for meeting their short-term fund requirements, if any, and to the extent required.

- b. *Investment/purchase/sale of the securities (as defined under the applicable provisions of the Securities Contracts (Regulation) Act, 1956) of the related parties.*

As a part of the overall Group strategy, the Company may invest/purchase/sell the securities of the related parties either at its book value or at such other fair value, which again is in the best interest of the Company.

- c. *Advisory service fees in relation to proposed equity fund raising, if any, made by JM Financial ARC.*

The Company may give advisory services, in relation to the equity fund raising activity, if any, made by JM Financial ARC and shall charge such fees which is agreed between the Company and JM Financial ARC and shall be comparable with the range of fees that JM Financial ARC would have paid to other advisors. The fees shall be charged from time to time as and when the Company renders the services to JM Financial ARC.

- d. *Recovery of the cost for the support services provided by the Company to JM Financial ARC & JM Financial Credit Solutions.*

The Company recovers the cost/fees for providing the support services to the above related parties from time to time. The fees are charged on an ongoing basis by the Company for providing these support services which is commensurate with the nature of services being provided, taking into consideration the qualitative aspects of the services, which, inter alia, includes providing advice, guidance, suggestions on various matters including, the matters pertaining to risks, controllers, compliance, human resources, etc.

- e. *Charging of rating support fees to JM Financial ARC & JM Financial Credit Solutions.*

Above related parties obtain rating from some of the rating agencies for which the rating agencies takes into account the credentials of the Company. In consideration of this, the rating support fees is charged on an ongoing

basis subject to the same being in the best interests of the Company. The rating support fees as being charged is agreed between the Company and the shareholders of the above related parties, which are unrelated to the Company.

- f. *Recovery of expenses incurred by the Company in granting the stock options to the employees of the related parties.*

The Nomination and Remuneration Committee of the Company grants the equity stock options to the employees of the related parties. Any expenses incurred by the Company in respect of these grants including the fair value of the options are recovered from the related parties. These transactions are event based as the expenses are recovered whenever any stock option(s) is/are granted by the Company.

- g. *Reimbursement of the expenses by the Company for using the office space of JM Financial ARC.*

The Company on an ongoing basis reimburses the actual expenses incurred by JM Financial ARC towards sharing of office space situated at New Delhi. The charges for usage of premises, as being charged, is agreed between the Company and JM Financial ARC.

- h. *Rent paid by JM Financial Services for using the office premises of the Company.*

JM Financial Services on an ongoing basis pays rent to the Company for using the office premises situated in Mumbai and Ahmedabad. The charges for usage of premises, as being charged, is agreed between the Company and JM Financial Services.

- i. *Reimbursement of expenses incurred by JM Financial Services from the Company.*

The expenses incurred by JM Financial Services for procuring subscriptions in the public issue of equity instruments managed by the Company, are reimbursed by the Company on actual basis.

- j. *Payment of placement fees to JM Financial Services by the Company.*

JM Financial India Growth Fund III (the "Fund") for which the Company acts as an investment manager, has engaged multiple placement agents, including JM Financial Services. These agents are tasked with securing commitments and introducing prospective investors to the Fund. In return for their services, placement fees

ranging from 2% to 3% of the Capital Commitment are paid to the various placement agents.

- k. *Payment of demat account maintenance charges*

JM Financial Services being a registered depository participant, the Company has opened and maintained demat accounts for which the Company pays maintenance charges to JM Financial Services at regular intervals.

- l. *Purchase from and/or sale to related parties any securities (as defined under the applicable provisions of the Securities Contracts (Regulation) Act, 1956) of the other group companies for the purpose of internal group restructuring/or the securities of other companies held by/to the related parties.*

- m. *Recovery of actual expenses incurred by the Company from JM Financial Credit Solutions, JM Financial Services, JM Financial ARC and JM Financial Products on telephone lines, courier charges, insurance premium, etc., which are owned/ billed in the name of the Company.*

- n. *Transfer of income/expenses from JM Financial Services to the Company.*

The income/expenses of the Portfolio Management Services (PMS) and Private Wealth Group (PWG) segment are transferred to the Company from JM Financial Services, post demerger. These transfers are in accordance with the agreement entered into between both the parties.

- o. *Acquisition/transfer of fixed assets/liabilities pertaining to the employees, if any, are transferred to/from the Company/its related parties.*

In case any of the employee(s) is/are transferred from related parties to the Company/vice versa, all the fixed assets used by these employees and all the liabilities pertaining to such employees shall be transferred at the book value appearing in the books of the related parties/Company.

These transactions are event based as the expenses are recovered whenever any transfer, as stated above, takes place.

- p. *Providing/availing of any services by the Company to/from related parties.*

The above transactions along with their estimated value are unanimously approved by the Audit Committee (all the members of the Audit committee are independent

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directors) of the Board at its meeting held on February 12, 2024 and May 24, 2024 while granting its omnibus approval.

The details of transactions/contracts/arrangements entered into by the Board with JM Financial Credit Solutions, JM Financial ARC, JM Financial Products and JM Financial Services during the last three financial years i.e., 2023-24, 2022-23 and 2021-22 are provided as **Annexure B** forming part of this Notice.

The additional information, required to be disclosed under Regulation 23(4) of the SEBI Listing Regulations read with SEBI Master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, are provided in **Annexure C** forming part of this Notice.

The Board commends passing of the ordinary resolutions set out at item nos. 6, 7, 8 and 9 of the Notice pertaining to the related party transactions with JM Financial Credit Solutions, JM Financial ARC, JM Financial Products and JM Financial Services, respectively.

Following directors/key managerial personnel of the Company are also directors/key managerial personnel of the related parties and hence they may be deemed to be concerned or interested in the ordinary resolutions at item nos. 6, 7, 8 and 9.

Name of the Directors/ key managerial personnel of the Company	Name of the related parties			
	JM Financial Credit Solutions	JM Financial ARC	JM Financial Products	JM Financial Services
Mr. Vishal Kampani	✓	✓	✓	✓
Mr. Adi Patel	✓	✓	-	-
Ms. Roshini Bakshi	-	-	✓	-
Mr. Nishit Shah	-	-	✓	-
Mr. Hemant Pandya	✓	-	-	-

None of the directors, key managerial personnel of the Company other than as disclosed above or their relatives (except Mr. Nimesh Kampani, a relative of Mr. Vishal Kampani) is, in any way concerned or interested, financially or otherwise, in the ordinary resolutions proposed at item nos. 6, 7, 8 and 9 respectively.

The members may note that in terms of the applicable provisions of the SEBI Listing Regulations, the related parties falling within the purview of such Regulations, whether such related parties are parties to the transactions described as above or not, shall not vote on the respective ordinary resolutions at item nos. 6, 7, 8 and 9.

### Item no. 10

Pursuant to the amended provisions of Regulation 23 of the SEBI Listing Regulations, a listed entity in addition from obtaining the approval of its members for the material related

party transaction proposed to be entered itself with its own related parties or that of its subsidiaries, is also required to obtain the approval of the members, for all such transactions, whether or not the listed entity is a party to such transactions, which exceeds the materiality threshold of the listed entity and is proposed to be entered between;

- subsidiaries of the listed entity with related parties of the listed entity;
- subsidiaries of the listed entity with its own related parties; and
- subsidiaries with related parties of any other subsidiaries of the listed entity.

In this regard, it may be noted that following subsidiaries of the Company as and when required, enters into transactions/contracts/arrangements with their fellow subsidiaries such as JM Financial Credit Solutions Limited (“**JM Financial Credit**

**Solutions/JMFCSL**”), JM Financial Asset Reconstruction Company Limited (“**JM Financial ARC/JMFARCL**”) and JM Financial Products Limited (“**JM Financial Products/JMFPL**”).

- JM Financial Institutional Securities Limited (“JM Financial Institutional Securities/JMFISL”)
- JM Financial Services Limited (“JM Financial Services/JMFSL”)
- JM Financial Commtrade Limited (“JM Financial Commtrade/JMFCL”)
- Infinite India Investment Management Limited (“Infinite”)
- JM Financial Properties and Holdings Limited (“JM Financial Properties/JMFPHL”)
- CR Retail Malls (India) Limited (“CR Retail”)
- Astute Investments (“Astute”)
- ARB Maestro, (together referred as the “**Subsidiaries of the Company**”)

For information of the members, brief particulars of the above subsidiaries including their registration and main line of business are available on the website of the Company at <https://www.jmfl.com/who-we-are/about-us>.

The members are requested to note that the relation between the above Subsidiaries of the Company with JM Financial Credit Solutions, JM Financial ARC and JM Financial Products, is that of fellow subsidiaries and accordingly any transactions/contracts/arrangements entered into between the above Subsidiaries of the Company with these companies will be considered as related party transactions under the provisions of Regulation 2(1)(zc) of SEBI Listing Regulations.

### Justification for the transactions/contracts/arrangements, proposed to be entered by the Subsidiaries of the Company with their fellow subsidiaries, are as follows:

- Availing of loans including the inter corporate borrowings by the Subsidiaries of the Company from JM Financial Credit Solutions and JM Financial Products

With an objective to foster growth and stability within the JM Financial Group, the material subsidiaries of the Company such as JM Financial Credit Solutions and JM Financial Products extends financial aid, in the form of loans including inter-corporate borrowings (ICBs) to the above defined Subsidiaries of the Company, to address their operational expenses or temporary liquidity

constraints as and when required and upon a request made by such subsidiaries.

The tenure of loans including ICBs is on short term basis (repayable up to 365 days), mainly to meet the short-term fund requirements, if any and to the extent required.

- Investment/purchase/sale of the securities (as defined under the applicable provisions of the Securities Contracts (Regulation) Act, 1956) of JM Financial ARC or any other securities by/from JMFSL and Astute

As a part of the overall Group strategy, JMFSL and Astute may invest/purchase/sell the securities of JMFARCL or any other securities to it, either at its book value or at such other fair value, which again is in the best interest of the both the companies involved.

The above transactions to the extent required, along with their estimated value are unanimously approved by the Audit Committee (all the members of the Audit committee are independent directors) of the Board at its meeting held on February 12, 2024 and May 24, 2024.

The aggregate value outstanding at any point of time of the proposed transactions/contracts/arrangements to be entered into by each of the Subsidiaries of the Company with the fellow subsidiaries during the financial year 2024-25 including and up to the annual general meeting of the Company to be held in the financial year 2025-26, is expected to exceed the applicable materiality threshold of the Company as mentioned in the SEBI Listing Regulations. In view of same, approval of the members is being sought to enter into transactions/contracts/arrangements (whether by way of an individual transaction or series of transactions taken together) as stated under point (a) and (b) above read with additional information, required to be disclosed under Regulation 23(4) of the SEBI Listing Regulations read with SEBI Master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, are provided in **Annexure C (I)** forming part of this Notice.

The transactions to be entered into will be in the ordinary course of business of the subsidiaries involved and on an arm's length basis.

Following directors/key managerial personnel of the Company/ its subsidiaries are also directors/ managerial personnel of their fellow subsidiaries and hence they may be deemed to be concerned or interested in the ordinary resolution at item no. 10.



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Name of the Subsidiaries of the Company	Name of the Directors/Key Managerial Personnel	Name of the fellow subsidiaries		
		JM Financial Credit Solutions	JM Financial ARC	JM Financial Products
JMFSL and JMFISL	Mr. Vishal Kampani	✓	✓	✓
Infinite	Mr. Adi Patel	✓	✓	-
JMFSL, JMFISL and Infinite	Ms. Dipti Neelakantan	✓	-	-
JMFSL	Dr. Anup Shah	✓	-	-
JMFPHL	Ms. Sonia Dasgupta	-	-	✓
	Mr. Nishit Shah	-	-	✓

The Board commends passing of the ordinary resolution set out at item no. 10 of the Notice.

None of the directors, key managerial personnel of the Subsidiaries of the Company other than as disclosed above or their relatives (except Mr. Nimesh Kampani, a relative of Mr. Vishal Kampani) is, in any way concerned or interested, financially or otherwise, in the ordinary resolution proposed at item no. 10.

The members may note that in terms of the applicable provisions of the SEBI Listing Regulations, the related parties falling within the purview of such Regulations, whether such related parties, are parties to the transactions described as above or not, shall not vote on the ordinary resolution at item no. 10.

### Item nos. 11 and 12

As the members are aware, the Company currently holds 46.68% of the total paid up share capital of JM Financial Credit Solutions Limited (the “**JM Financial Credit Solutions**”). The remaining equity shares constituting 53.32% are held by other shareholders, inter alia including, INH Mauritius 1 (the “**INH**”) which represents 48.96% total paid up share capital of JM Financial Credit Solutions.

The members may note that INH intends to seek an exit from its investment in JM Financial Credit Solutions. Accordingly, after evaluating all the possible exit options, it approached the Company for acquiring their stake in JM Financial Credit Solutions. Accordingly, post thorough discussions/negotiations, approval of the Board of Directors of the Company was sought on July 6, 2024 to acquire up to 13,84,087 equity shares representing 48.96% of the share capital of JM Financial Credit Solutions, in one or more tranches, with the Tranche 1 acquisition being up to 12,15,296 equity shares representing 42.99% of the equity share capital of JM Financial Credit Solutions at ₹ 10,548.50 (Rupees Ten Thousand Five Hundred Forty Eight and Fifty Paise only) per equity share from INH for a cash consideration of up to ₹ 1281,95,49,856 (Rupees One Thousand Two Hundred and Eighty One Crore Ninety Five Lakh Forty Nine Thousand Eight Hundred Fifty Six only) (the “**Proposed Acquisition**”). Post Tranche 1 acquisition, the

shareholding of the Company in JM Financial Credit Solutions, together with its existing shareholding, would be 89.67% and the Company shall have enhanced control over the voting power, net worth and liquidity of JM Financial Credit Solutions. Upon consummation of all tranches, the shareholding of the Company shall increase to 95.64 % of the total paid up share capital of JM Financial Credit Solutions.

As per the provisions of Regulation 2(1)(zb) of the SEBI Listing Regulations, since INH holds more than 10% of the paid up equity share capital of JM Financial Credit Solutions, it shall be treated as a related party of JM Financial Credit Solutions, and any transaction between the Company and INH shall be treated as a related party transaction (being a transaction between a listed entity on one hand and a related party of its subsidiary on the other hand) under the applicable provisions of the Regulation 2(1)(zc) of the SEBI Listing Regulations.

Further, as the members are aware, JM Financial Asset Reconstruction Company Limited (the “**JM Financial Asset Reconstruction**”) is a subsidiary of the Company, whereby 71.79% of the total paid up equity share capital of JM Financial Asset Reconstruction comprising of 57,09,32,034 equity shares are held by the Company.

As part of the said negotiation, it has been agreed that JM Financial Credit Solutions will acquire 57,09,32,034 equity shares held by the Company in JM Financial Asset Reconstruction at ₹ 15 (Rupees Fifteen only) per equity share resulting into total cash consideration of ₹ 856,39,80,510 (Rupees Eight Hundred Fifty Six Crore Thirty Nine Lakh Eighty Thousand Five Hundred Ten only) and enter into requisite documentation in connection with such transaction (the “**Proposed Sale**”). Post the said acquisition of the equity shares by JM Financial Credit Solutions in JM Financial Asset Reconstruction, (together with its existing shareholding), it would own 81.77% comprising 65,03,43,712 equity shares of JM Financial Asset Reconstruction. With this, the Company’s indirect shareholding in JM Financial Asset Reconstruction would be 73.32% post consummation of Tranche 1 acquisition and 78.21% post consummation of acquisition of all tranches. Both these transactions are subject to all requisite approvals including regulatory approvals, if and to the extent required.

JM Financial Credit Solutions, being a subsidiary of the Company, is a related party both under Regulation 2(zb) of the SEBI Listing Regulations and under Section 2(76) of the Act and the Proposed Sale will be considered as a related party transaction both under the SEBI Listing Regulations and under the Act.

The value of the Proposed Acquisition and the Proposed Sale, will individually exceed the applicable materiality threshold of the Company as mentioned in the SEBI Listing Regulations. Considering this, the approval of the members is being sought to enter into the Proposed Acquisition and Proposed Sale as stated in the ordinary resolutions at item nos. 11 and 12 of the Notice.

**For information of the members, brief particulars of JM Financial Credit Solutions, INH Mauritius 1 and JM Financial Asset Reconstruction are given below**

### 1. Brief Profile of JM Financial Credit Solutions

JM Financial Credit Solutions is a systemically important non-deposit taking non-banking financial company (the “**NBFC**”) registered with Reserve Bank of India (the “**RBI**”) and categorised as a Middle Layer NBFC (the “**NBFC ML**”). It is currently engaged in wholesale lending activities with primary focus on real estate financing which includes loan against real estate projects and corporate financing.

### 2. Brief Profile of INH

INH Mauritius 1 (INH) is a Mauritius Limited Company, holding 48.96% of the paid-up share capital of JM Financial Credit Solutions. INH is managed by First Finance Delaware LLC, an asset management company founded by Mr. Vikram Pandit, former CEO of Citigroup Inc., in co-ordination with the local administrator, International Proximity.

### 3. Brief Profile of JM Financial Asset Reconstruction

JM Financial Asset Reconstruction is an asset reconstruction company registered with the RBI under Section 3 of the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest (SARFAESI) Act, 2002. It is engaged in the business of acquisition and resolution of distressed assets sold by banks/financial institutions (the “**distressed assets credit business**”).

### Justification for the Proposed Acquisition and Proposed Sale is stated below:

The strategic rationale for both the aforesaid transactions is provided below:

- Consolidating the distressed credit business under its wholesale debt syndication platform, JM Financial Credit Solutions. The platform shall leverage the experience of its talent pool through different economic cycles to achieve higher risk adjusted returns;
- Over the last 15 years, JM Financial Group has developed significant expertise and relationships both in the wholesale and distressed credit businesses. This expertise shall be channelized to pivot from an on balance sheet business model to a diversified originate to distribute/syndication model across asset classes;
- The Company’s ownership in JM Financial Credit Solutions increases to 89.67% after consummation of Tranche 1 acquisition and to 95.64% upon consummation of acquisition all tranches. The Company’s share in the consolidated profits shall accordingly increase and shall have enhanced control of JMFCSL including capital allocation and distribution of profits; and
- Post the aforesaid consolidation of shareholding, the Company’s investments shall primarily be towards the expansion of both, its retail capital market led business (retail broking, wealth management and asset management) and retail home financing business.

The Proposed Acquisition and the Proposed Sale along with their estimated value has been unanimously approved by the Audit Committee (all the members of the Audit Committee are independent directors) and the Board of Directors at their respective meetings held on July 6, 2024.

The related party transaction envisaged is a specific transaction for which the approval of members is being sought. In effect therefore, the transaction cannot be said to be in the ordinary course of business but the same is on an arm’s length basis.

The additional information, required to be disclosed under Regulation 23(4) of the SEBI Listing Regulations read with SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, are disclosed in **Annexure C (II)** forming part of the Notice.

The Board recommends passing of the ordinary resolutions set out at item nos. 11 and 12 of the Notice pertaining to the Proposed Acquisition and the Proposed Sale.

Mr. Vishal Kampani and Mr. Adi Patel, directors of the Company, and Mr. Hemant Pandya, a Key Managerial Personnel of the

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Company are also a director and Key Managerial Personnel of JM Financial Credit Solutions and hence may be deemed to be concerned or interested in the ordinary resolutions proposed at item nos. 11 and 12. None of the directors, key managerial personnel of the Company other than as disclosed above or their relatives (except Mr. Nimesh Kampani, a relative of Mr. Vishal Kampani) is, in any way concerned or interested, financially or otherwise, in the ordinary resolutions proposed at item nos. 11 and 12 of the Notice, respectively.

The members may note that in terms of the applicable provisions of the SEBI Listing Regulations, the related parties falling within the purview of such Regulations, whether such related parties, are parties to the transactions described as above or not, shall not vote on the respective ordinary resolutions at item nos. 11 and 12 of the Notice.

By Order of the Board

**Hemant Pandya**

Company Secretary & Compliance Officer  
(Membership No.: F8310)

Place: Mumbai

Date: July 6, 2024

### Registered Office:

7<sup>th</sup> Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi,  
Mumbai - 400 025

(CIN: L67120MH1986PLC038784)

## Annexure A

### Additional information of the director seeking re-appointment at the Thirty Ninth Annual General Meeting pursuant to Regulation 36(3) of SEBI Listing Regulations and clause 1.2.5 of SS-2 as on date of the Notice.

<b>Name</b>	<b>Mr. Adi Patel (DIN : 02307863)</b>
Date of birth	February 23, 1969
Date of first appointment	October 1, 2021
Date of last re-appointment	-
Designation	Managing Director
Qualification(s)	B. Com, Chartered Accountant
Brief Profile	Please refer to item no. 4 of the notes under the head "Information/disclosures to members as required under Regulation 36 of the SEBI Listing Regulations."
Relationship with other directors, manager and key managerial personnel (KMP)	None
Expertise in specific functional areas	Mr. Patel has around three decades of experience in Mergers & Acquisitions/ Restructuring transactions business and capital market business undertaken by the Investment Banking division of the Company.
Shares held in the Company along with the % of shareholding as on March 31, 2024	Mr. Patel holds 16,04,979 equity shares of the Company constituting to 0.17% of the total paid up share capital of the Company. Further, Mr. Patel is not holding any equity shares of the Company in the capacity of a beneficial owner.
Directorships held in other equity listed companies excluding foreign companies	No directorships in equity listed entities other than the Company.
Directorships held in other bodies corporate (apart from the equity listed entities)	<ol style="list-style-type: none"> <li>JM Financial Credit Solutions Limited</li> <li>JM Financial Asset Reconstruction Company Limited</li> <li>Infinite India Investment Management Limited</li> </ol>
Memberships/Chairmanship of Committees held in other companies excluding foreign companies	<p><b>JM Financial Asset Reconstruction Company Limited</b></p> <p><b>Chairman</b></p> <ul style="list-style-type: none"> <li>Asset Liability Management Committee</li> </ul> <p><b>Member</b></p> <ul style="list-style-type: none"> <li>Issue and Allotment Committee</li> <li>Risk Management Committee</li> <li>Committee Constituted for Conversion of Debt into Shares</li> <li>Asset Acquisition Committee</li> <li>Asset Resolution Committee</li> <li>Stakeholders' Relationship Committee</li> <li>Committee for Submission of Resolution Plan</li> <li>Executive Committee for Acquisitions and Resolutions</li> </ul> <p><b>JM Financial Credit Solutions Limited</b></p> <p><b>Member</b></p> <ul style="list-style-type: none"> <li>Corporate Social Responsibility Committee</li> <li>IT Strategy Committee</li> </ul>
Details of resignation from equity listed companies in past three years	None
Details of remuneration paid during the financial year 2023-24*	₹ 6,99,76,716
Remuneration sought to be paid	As per the terms of the employment agreement entered into between the Company with Mr. Patel.
Terms and conditions of appointment	Re-appointment as a director of the Company liable to retire by rotation to comply with the applicable provisions of Section 152 of the Act
No. of Board Meetings attended during the financial year 2023-24	6 out of 7

\*excludes the Company's contribution to provident fund, which is paid as per the rules of the Company.

Notice (Contd.)

Annexure B

Details of transactions/contracts/arrangements entered into by the Company with its following subsidiaries during the last three financial years.

Sr. No.	Nature of Transactions	FY 2023-24			FY 2022-23			FY 2021-22		
		JMFCSL	JMFARCL	JMFPL	JMFCSL	JMFARCL	JMFPL	JMFCSL	JMFARCL	JMFPL
1.	Recovery of actual expenses incurred by the Company from its subsidiaries on telephone lines, courier charges, insurance premium, etc. which are owned/billed in the name of the Company.	0.04	0.03	0.03	0.03	0.02	0.03	0.08	0.05	0.12
2.	Recovery/Payment of expenses incurred by the Company in granting the stock options to the employees of subsidiaries.	#	-	#	0.02	-	0.11	(0.13)	#	0.39
3.	Rating support fees received from the subsidiaries.	4.47	7.28	-	3.23	4.89	-	2.40	1.70	-
4.	Recovery of the cost for the support services provided by the Company.	1.98	3.00	-	1.98	2.50	-	1.98	2.50	-
5.	Usage of office space by the Company.	-	0.26	-	-	0.25	-	-	0.25	-
6.	Marketing of public issue of Non-Convertible Securities issued by the subsidiaries.	-	-	-	-	-	-	-	-	0.10
7.	Inter Corporate Deposits (ICDs) given to subsidiaries.	-	541.00	3,955.00	-	647.00	2,462.00	-	370.00	500.00
8.	ICDs repaid by subsidiaries.	-	806.00	4,105.00	-	821.70	2,312.00	-	282.30	350.00
9.	Renewal of ICDs.	-	-	-	-	-	-	-	170.00	-
10.	Acquisition/transfer of fixed assets/liabilities pertaining to the employees, if any, are transferred to/from the Company/its subsidiaries.	0.08	-	0.12	0.02	-	-	0.04	0.26	-
11.	Sale of the securities held by Company to subsidiary.	-	-	-	-	-	-	-	178.44	-
12.	Usage of office premises of the Company by JMFSL.	-	-	-	-	-	-	0.27	-	0.27
13.	Expenses reimbursed by Company to JMFSL for procuring subscriptions in the IPOs managed by the Company	-	-	-	-	-	-	22.28	-	21.80
14.	Placement Fees for procuring commitments for the private equity funds managed by the Company as an investment manager.	-	-	-	-	-	-	3.16	-	0.24
15.	Payment of demat account maintenance charges	-	-	-	-	-	-	-	-	-
16.	Transfer of income pertaining to Private Wealth Group (PWG) and Portfolio Management Services (PMS) segment into the Company from JMFSL, post demerger.	-	-	-	-	-	-	-	-	-
17.	Transfer of expenses pertaining to PMS and PWG segment into the Company from JMFSL, post demerger.	-	-	-	-	-	-	-	-	-
18.	Investment in Securities by the Company.	-	-	-	-	-	-	42.00	-	-

# denotes to amount less than ₹ 50,000/-

Note: The maximum amount of transactions remaining outstanding at any given point in time with the subsidiaries for which the approval of the members of the Company was required to be sought during the last three financial years has not exceeded the materiality limits as approved by the members of the Company in the general meetings held in the respective financial years.

Annexure C

Disclosure of the details of the proposed transactions/contracts/arrangements with related parties as required under applicable provisions of the SEBI Master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023.

(i) Material related party transactions/contracts/arrangements between the Company with its related parties.

Sr. No.	Description	Name of the related parties			
		JM Financial Credit Solutions Limited (the "JMFCSL")	JM Financial Asset Reconstruction Company Limited (the "JMFCAL")	JM Financial Products Limited (the "JMFP")	JM Financial Services Limited (the "JMFSL")
1.	Nature of relationship	Material Subsidiary	Subsidiary	Material Subsidiary	Material Subsidiary
2.	Concern or interest of the related party (financial/otherwise)	Financial			
3.	Type of the proposed transactions/ contracts/ arrangements	<ol style="list-style-type: none"> <li>Making of loans including the ICDs to, and/or giving of guarantees or providing any securities on behalf of the related parties;</li> <li>Making of any investments in the securities of the related parties;</li> <li>Purchase from and/or sale of any securities to/from the related parties;</li> <li>Providing/availing of any services by the Company to/from the related parties;</li> <li>Such other transactions/contracts/arrangements, inter alia, including below                             <ol style="list-style-type: none"> <li>Recovery/Payment of expenses in relation to stock options granted to the employees of related parties;</li> <li>Acquisition/transfer of fixed assets/liabilities at the value appearing in the books of account of related parties/Company;</li> <li>Recovery of actual expenses from the related parties such as telephone line(s), courier charges, insurance premium, etc.</li> </ol> </li> </ol>			
	Specific transactions between the Company and related party	<ol style="list-style-type: none"> <li>Recovery of the cost for the support services provided by the Company to JMFCSL; and</li> <li>Rating support fees received from JMFCSL.</li> </ol>	<ol style="list-style-type: none"> <li>Recovery of the cost for the support services provided by the Company to JMFCAL;</li> <li>Rating support fees received from JMFCAL;</li> <li>Reimbursement of expenses for usage of office premises of JMFCAL by the Company situated at New Delhi; and</li> <li>Advisory service fees in relation to proposed equity fund raising, if any, made by JMFCAL.</li> </ol>	<ol style="list-style-type: none"> <li>Payment of rent by JMFSL for using the office premises of the Company;</li> <li>Payment of placement fees by the Company to JMFSL;</li> <li>Reimbursement of expenses by Company to JMFSL for procuring subscriptions in the IPOs managed by the Company;</li> <li>Payment of demat account maintenance charges</li> <li>Transfer of income/ expenses pertaining to PMS and PWG segment into the Company from JMFSL, post demerger.</li> </ol>	



Notice (Contd.)

Sr. No.	Description	Name of the related parties			
		JM Financial Credit Solutions Limited (the "JMFCSL")	JM Financial Asset Reconstruction Company Limited (the "JMFARCL")	JM Financial Products Limited (the "JMFPPL")	JM Financial Services Limited (the "JMFSL")
6.	Value of the proposed transactions/contracts/arrangements	The aggregate outstanding value of all such transactions/contracts/arrangements at any point of time shall not exceed ₹ 500 Crore (Rupees Five Hundred Crore only) from the conclusion of the Thirty Ninth Annual General Meeting (the "AGM") until the conclusion of the Fortieth AGM of the Company to be held in the financial year 2025-26.	The aggregate outstanding value of all such transactions/contracts/arrangements at any point of time shall not exceed ₹ 750 Crore (Rupees Seven Hundred and Fifty Crore only) from the conclusion of the Thirty Ninth Annual General Meeting (the "AGM") until the conclusion of the Fortieth AGM of the Company to be held in the financial year 2025-26.	The aggregate outstanding value of all such transactions/contracts/arrangements at any point of time shall not exceed ₹ 750 Crore (Rupees Seven Hundred and Fifty Crore only) during the financial year 2024-25 including and up to the annual general meeting of the Company to be held in the financial year 2025-26.	
7.	Percentage of Company's annual consolidated turnover for immediately preceding financial year represented by the value of proposed transaction (Based on consolidated turnover of financial year 2023-24)	10.35%	15.52%	15.52%	15.52%
8.	Percentage calculated on the basis of the material subsidiaries annual turnover on a standalone basis (Based on turnover of financial year 2023-24)	38.32%	208.94%	64.14%	81.53%

The above limit is interchangeable for the transactions as mentioned above.



Sr. No.	Description	Name of the related parties			
		JM Financial Credit Solutions Limited (the "JMFCSL")	JM Financial Asset Reconstruction Company Limited (the "JMFARCL")	JM Financial Products Limited (the "JMFPPL")	JM Financial Services Limited (the "JMFSL")
9.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders.				
10.	Source of funds in connection with Loans/ ICDS/Advances/Investments	Majorly out of owned funds.		Interest rate and repayment schedule	Purpose of utilisation of funds by the ultimate beneficiary
				To be decided at the time of entering into the contract subject to benchmarking with the market rate at that point in time.	Business purpose
11.	Any other information that may be relevant.	All important information forms part of the justification paragraph in the statement annexed to the Notice.		Whether secured or unsecured	If secured, the nature of security
				Unsecured	Not applicable

Confirmatory Report is/will be obtained from the internal auditors on a periodical basis.

## Annexure C(I)

**Disclosure of the details of the proposed transactions/contracts/arrangements to be entered into by the Subsidiaries of the Company with related parties (fellow subsidiaries) as required under applicable provisions of the SEBI Master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023.**

**(II) Material related party transactions/contracts/arrangements between the Subsidiaries of the Company**

Sr. No.	Description
1.	<p>Name of the Subsidiaries of the Company</p> <ul style="list-style-type: none"> <li>i. JM Financial Institutional Securities Limited (the "JMIFSL")</li> <li>ii. JM Financial Services Limited (the "JMFSL")</li> <li>iii. JM Financial Commtrade Limited (the "JMFCCL")</li> <li>iv. Infinite India Investment Management Limited (the "Infinitel")</li> <li>v. JM Financial Properties and Holdings Limited (the "JMFPHL")</li> <li>vi. CR Retail Malls (India) Limited (the "CR Retail")</li> <li>vii. Astute Investments (the "Astute")</li> <li>viii. ARB Maestro</li> </ul> <p>The above companies are subsidiaries of the Company under the provisions Regulation 2(1)(zb) of the SEBI Listing Regulations</p> <ul style="list-style-type: none"> <li>i. JM Financial Credit Solutions Limited (the "JMFCSL")</li> <li>ii. JM Financial Asset Reconstruction Company Limited (the "JMFCARCL")</li> <li>iii. JM Financial Products Limited (the "JMFPPL")</li> </ul> <p><b>Relationship of the related parties mentioned under point no. 2 above</b></p> <p>With the Company - Subsidiaries With the Subsidiaries of the Company - Fellow subsidiaries Financial</p>
2.	<p>Name of the related parties of the Subsidiaries of the Company</p> <ul style="list-style-type: none"> <li>i. JM Financial Credit Solutions Limited (the "JMFCSL")</li> <li>ii. JM Financial Asset Reconstruction Company Limited (the "JMFCARCL")</li> <li>iii. JM Financial Products Limited (the "JMFPPL")</li> </ul> <p><b>Relationship of the related parties mentioned under point no. 2 above</b></p> <p>With the Company - Subsidiaries With the Subsidiaries of the Company - Fellow subsidiaries Financial</p>
3.	<p>Relationship of the related parties with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)</p> <p>With the Company - Subsidiaries With the Subsidiaries of the Company - Fellow subsidiaries Financial</p>
4.	<p>Concern or interest of the related party (financial/otherwise)</p> <p>Financial</p>

Sr. No.	Description	Name of the Subsidiaries of the Company proposed to enter into the transactions/contracts/arrangements	Name of the related parties with whom the transactions/contracts/arrangements are proposed to be entered	Value of the proposed transactions/ contracts arrangements (₹ In Crore)	% of the subsidiaries annual turnover of financial year 2023-24						
5.	Type, Value of the proposed transactions/ contracts/ arrangements and Percentage calculated on the basis of the subsidiaries annual turnover on a standalone basis (Based on turnover of financial year 2023-24)	Sr. No. Type of transactions/ contracts/ arrangements									
						1.	Availing of loans including the inter corporate borrowings	JMFISL	JMFCSL	1,000	494.32
								JMFPL	500	247.16	
								JMFCSL	1,000	108.72	
								JMFPL	500	54.36	
								JMFCSL	1,000	44843.05	
								JMFPL	500	22421.52	
								JMFCSL	1,000	2754.06	
								JMFPL	500	1377.03	
								JMFCSL	1,000	1504.44	
								JMFPL	750	1128.33	
								JMFCSL	1,000	3799.40	
								JMFPL	500	1899.70	
2.	Making investments in the securities of/ purchase from/sale to of any securities										
								JMFCSL	1,000	17094.02	
								JMFPL	500	8547.01	
								JMFCSL	1,000	1371.36	
		JMFPL	500	685.68							
		JMFCARCL	500	54.36							
					8547.01						
<p>The aggregate outstanding value of all such transactions/contracts/arrangements of the Subsidiaries of the Company with each of its related parties, at any point of time shall not exceed the limits as specified above during the financial year 2024-25 including and up to the annual general meeting of the Company to be held in the financial year 2025-26.</p>											
6.	Tenure of the proposed transactions/ contracts/arrangements	As mentioned in the justification paragraph in the statement annexed to the Notice and such approval shall be for the financial year 2024-25 and up to the next annual general meeting of the Company to be held in financial year 2025-26.									
7.	Nature, material terms and particulars of proposed transactions/contracts/ arrangements	As mentioned in the justification paragraph in the statement annexed to the Notice under item no. 10.									

## Notice (Contd.)

Sr. No.	Description	Value of the proposed transactions/ contracts/arrangements (₹ In Crore)	%
8.	Percentage of Company's annual consolidated turnover for immediately preceding financial year represented by the value of proposed transaction (Based on consolidated turnover of financial year 2023-24)	1,000	20.69
		750	15.52
		500	10.35

9. A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders.

10. Source of funds in connection with Loans/ICDs/Advances/Investments

Interest rate and repayment schedule	Whether secured or unsecured	If secured, the nature of security	Purpose of utilisation of funds by the ultimate beneficiary
To be decided at the time of entering into the contract subject to benchmarking with the market rate at that point in time.	Unsecured	Not applicable	Business purpose

11. Any other information that may be relevant. None

Confirmatory Report is/will be obtained from the internal auditors on a periodical basis.

## Annexure C(II)

### Disclosure of the details of the proposed transactions/contracts/arrangements with related parties as required under applicable provisions of the SEBI Master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023.

Sr. No.	Description	Name of the related parties
1.	Nature of relationship	<b>INH Mauritius 1 (the "INH")</b> JM Financial Credit Solutions Limited (the "JMFCSL") Material Subsidiary Company
2.	Concern or interest of the related party (financial/otherwise)	Financial
3.	Type of proposed transactions/contracts/arrangements	INH is a related party of JMFCSL pursuant to the provisions of Regulation 2(1)(zb) of the SEBI Listing Regulations. Hence the transaction between the Company and INH will fall within the purview of Regulation 2(1)(zc) of the SEBI Listing Regulations. INH holds 48.96% paid up equity share capital of JMFCSL. There is no concern or interest of the Company with INH. Sale of up to 57,09,32,034 equity shares representing 71.79% of the total paid up share capital of JMFCSL in or more tranche, with Tranche 1 being acquisition up to 12,15,296 equity shares representing 42.99% of the share capital of JMFCSL.
4.	Tenure of the proposed transactions/contracts/arrangements	The proposed transactions are subject to applicable regulatory, members and other approvals and therefore it is expected to be completed within 3-6 months approximately.
5.	Nature, material terms and particulars of proposed transactions/contracts/arrangements	As mentioned in the justification paragraph in the statement annexed to this Notice under item nos. 11 and 12.
6.	Value of proposed transactions/contracts/arrangements	₹ 1281,95,49,856.00 (Rupees One Thousand Two Hundred and Eighty One Crore Ninety Five Lakh Forty Nine Thousand Eight Hundred Fifty Six Hundred Ten only)
7.	Percentage of Company's annual consolidated turnover for immediately preceding financial year represented by the value of the proposed transactions (Based on consolidated turnover of financial year 2023-24)	26.53% 17.72%
8.	Percentage calculated on the basis of material subsidiary's annual turnover on standalone basis (Based on consolidated turnover of financial year 2023-24) [applicable, if related party is a subsidiary]	Not applicable 65.63%
9.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders.	Valuation report as obtained from independent chartered accountant firm will be made available upon request to the members for their inspection.

Notice (Contd.)

Sr. No.	Description	INH Mauritius 1 (the "INH")	Name of the related parties
10.	<p>Source of funds in connection with Loans/ICDs / Advances / Investments or investments relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</p> <p>Details of the source of funds in connection with the proposed transaction</p> <p>(i) Where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments</p> <p>(a) Nature of indebtedness;</p> <p>(b) Cost of funds; and</p> <p>(c) Tenure</p> <p>(iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and</p> <p>(iv) The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.</p>	Out of the owned funds.	JM Financial Credit Solutions Limited (the "JMFCSL") Not applicable, since the transaction pertains to sale of shares of JMFCSL to JMFCSL
11.	Any other information that may be relevant.		All important information forms part of the justification paragraph in the statement annexed to the Notice.

## Directors' Report

Dear Members,

The Board of Directors (the "Board") is pleased to present the 39<sup>th</sup> Annual Report of the Company together with the audited financial statements for the financial year ended March 31, 2024.

### Financial Performance and Appropriations

The standalone and consolidated financial statements of the Company are prepared in accordance with the applicable provisions of the Companies Act, 2013 (the "Act") including Indian Accounting Standards (Ind AS) as specified in Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, and amendments thereof. The standalone and consolidated financial highlights of the Company for the financial year ended March 31, 2024, are summarised as follows:

(₹ in Crore)

Particulars	Consolidated		Standalone	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23*
Gross income	4,832.16	3,343.07	820.41	555.46
<b>Profit before Depreciation, amortisation and impairment expense, finance costs and tax expenses</b>	<b>2,814.78</b>	<b>2,172.99</b>	<b>426.59</b>	<b>313.24</b>
Less: Depreciation, amortisation and impairment expense	53.03	41.87	10.89	10.44
Finance costs	1,561.52	1,178.51	5.50	6.13
<b>Profit before exceptional item and tax</b>	<b>1,200.23</b>	<b>952.61</b>	<b>410.20</b>	<b>296.67</b>
Exceptional item	(846.86)	-	-	-
<b>Profit before tax</b>	<b>353.37</b>	<b>952.61</b>	<b>410.20</b>	<b>296.67</b>
Current tax	339.02	243.54	88.00	40.15
Deferred tax	(12.77)	0.61	13.63	1.29
Tax adjustments of earlier years (net)	(0.40)	(0.30)	(1.03)	(1.22)
<b>Net Profit after tax but before share in profit of associate</b>	<b>27.52</b>	<b>708.76</b>	<b>309.60</b>	<b>256.45</b>
Add: Share in profit of associate	3.23	0.23	-	-
<b>Net Profit after tax and share in profit of associate</b>	<b>30.75</b>	<b>708.99</b>	<b>309.60</b>	<b>256.45</b>
Other Comprehensive Income	0.43	10.58	(1.21)	(0.13)
<b>Total Comprehensive Income</b>	<b>31.18</b>	<b>719.57</b>	<b>308.39</b>	<b>256.32</b>
<b>Net Profit Attributable to</b>				
Owners of the Company	409.84	597.29	-	-
Non-Controlling Interests	(379.09)	111.70	-	-
<b>Total Comprehensive Income Attributable to</b>				
Owners of the Company	410.58	607.91	-	-
Non-Controlling Interests	(379.40)	111.66	-	-

The following appropriations have been made from the available profits of the Company for the financial year ended March 31, 2024.

(₹ in Crore)

Particulars	Consolidated		Standalone	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23*
<b>Net Profit</b>	<b>409.84</b>	<b>597.29</b>	<b>309.60</b>	<b>256.45</b>
Add: Other Comprehensive Income	(2.26)	(0.37)	(1.21)	(0.13)
Add: Balance profit brought forward from previous year	4,138.02	3,897.87	1,464.77	1,404.13
Add: Transfer from Stock options outstanding reserve	0.04	-	-	-
<b>Profit available for appropriations</b>	<b>4,545.64</b>	<b>4,494.79</b>	<b>1,773.16</b>	<b>1,660.45</b>
<b>Less: Appropriations</b>				
Final Dividend pertaining to the previous year paid during the year	85.93	109.75	85.93	109.75
Interim Dividend paid during the year	-	85.93	-	85.93

## Directors' Report (Contd.)

(₹ in Crore)

Particulars	Consolidated		Standalone	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23*
Transfer to Statutory reserve – I	95.44	136.15	-	-
Transfer to Statutory reserve – II	7.96	5.85	-	-
Transfer to Impairment reserve	116.54	19.09	-	-
Transfer to Debenture redemption reserve	5.04	-	-	-
<b>Surplus carried to balance sheet</b>	<b>4,234.73</b>	<b>4,138.02</b>	<b>1,687.23</b>	<b>1,464.77</b>

\*During the year ended March 31, 2024, the Company has received the National Company Law Tribunal (the "NCLT") order approving the Scheme of Arrangement (the "Scheme"). Pursuant to the said order, Private Wealth and Portfolio Management Services (PMS) divisions have been demerged from JM Financial Services Limited, a wholly owned subsidiary and have become part of the Company. Consequent to the above, the standalone financial statements for the year ended March 31, 2023 have been restated to give impact of the Scheme.

For the detailed analysis on financial and business performance of the Company, please refer to Management Discussion and Analysis Report forming part of this Report

### Key highlights of Consolidated Financial Performance

The consolidated gross income of the Company stood at ₹ 4,832.16 Crore as against ₹ 3,343.07 Crore in the previous year, registering an increase of 45%. The Profit before and after tax stood at ₹ 353.37 Crore and ₹ 409.84 Crore respectively as against ₹ 952.61 Crore and ₹ 597.29 Crore in the previous year. The profit in the current year declined by 31% to ₹ 409.84 Crore from ₹ 597.29 Crore in the previous year primarily due to significant decline in the performance of Alternative and distressed credit segment and Mortgage lending segment during the year.

During the financial year ended March 31, 2024, JM Financial Asset Reconstruction Company Limited (the "JMFARC"), a subsidiary of the Company, has recognized fair value loss and impairment provision aggregating to ₹ 846.86 Crore on investments in multiple trusts and loans related to one large account/exposure due to change in resolution strategy/plan and events subsequent to the balance sheet date. Considering the materiality and impact of the fair value loss and impairment provision on the financial performance of JMFARC, the same has been treated as an exceptional item in the consolidated statement of profit and loss of the Company.

The consolidated financials reflect the cumulative performance of the Company together with its various subsidiaries, associate company, partnership firm and association of persons.

### Key highlights of Standalone Financial Performance

On a standalone basis, gross income was higher at ₹ 820.41 Crore for the year ended March 31, 2024 as against ₹ 555.46 Crore in the previous year, registering an increase of 48%. The profit before tax was higher at ₹ 410.20 Crore as against ₹ 296.67 Crore in the previous year, registering an increase of 38% and the profit after tax was higher at ₹ 309.60 Crore as against ₹ 256.45 Crore in the previous year,

registering an increase of 21%. The profit in the current year increased primarily on account of increase in the fee income from ₹ 259.97 Crore in the previous year to ₹ 508.24 Crore in the current year due to rise in deal closures in investment banking segment. The same was off-set by decline in dividend income during the year and impairment provision on investment in the equity shares of JMFARC amounting to ₹ 88.38 Crore.

The standalone and consolidated financial statements, together with the relevant documents and audited financial statements for each of its subsidiaries, pursuant to Section 136 of the Act, are available on the website of the Company at <https://jmfl.com/investor-relation/financial-results.html>.

### General Reserve

The Company has not proposed to transfer any amount to the general reserve for the year ended March 31, 2024.

### Scheme of Arrangement

During the year, the Company received the NCLT order approving the Scheme on April 20, 2023 with the appointed date being April 1, 2023. Pursuant to the Scheme (i) JM Financial Capital Limited has ceased to be a step-down subsidiary of the Company consequent upon its merger with JM Financial Services Limited, (ii) JM Financial Institutional Securities Limited has become a direct wholly owned subsidiary of the Company and (iii) the Private Wealth and PMS divisions have become part of the Company and are classified under the Investment Bank segment from the Asset management, Wealth management and Securities business (Platform AWS) segment.

Further, the Company has obtained necessary licenses/registration for operations of Private Wealth and PMS businesses.

### Dividend

The Board at its meeting held on May 24, 2024, recommended a dividend of ₹ 2 per equity share of the face value of ₹ 1/- each (200% of the face value) for the financial year 2023-24. The payment of dividend is subject to the approval of members at the ensuing Annual General Meeting (the "AGM") of the Company.

The dividend, if approved at the 39<sup>th</sup> AGM, will be paid to those members whose names appear in the register of members/statement of beneficial ownership as at the close of business hours on Friday, June 7, 2024, after deduction of tax at source, as applicable.

The total dividend pay-out will be ₹ 191.12 Crore, as compared to pay-out of ₹ 171.86 Crore in the previous financial year, resulting in the payout ratio of 46.63% to the consolidated net profit of the year which is in accordance with the Dividend Distribution Policy of the Company. In terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), the Dividend Distribution Policy of the Company is available on the website of the Company at [https://jmfl.com/investor-relations/Policy\\_for\\_Dividend\\_Distribution.pdf](https://jmfl.com/investor-relations/Policy_for_Dividend_Distribution.pdf).

### Share Capital

During the year under review, the Company issued and allotted 7,88,948 equity shares to its eligible employees under the Company's Employees' Stock Option Scheme – Series 9 to Series 14 and Series 16. As a result, the issued, subscribed and paid-up equity share capital of the Company increased from ₹ 95,48,03,803 (comprising 95,48,03,803 equity shares of the face value of ₹ 1/- each) to ₹ 95,55,92,751 (comprising 95,55,92,751 equity shares of the face value of ₹ 1/- each). The equity shares issued under the Employees' Stock Option Scheme ranks pari-passu with the existing equity shares of the Company.

### Employees' Stock Option Scheme

During the year under review, the Nomination and Remuneration Committee (the "NRC") has granted 2,19,999 stock options to the eligible employees of the Company and its subsidiaries under the Company's Employees' Stock Option Scheme (the "ESOS") under Series 17 and 18.

The ESOS is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (the "SEBI SBEB Regulations") and SEBI Circulars, issued from time to time, in this regard. A certificate from the Secretarial Auditors of the Company confirming that the Scheme has been implemented in

accordance with SEBI SBEB Regulations, would be placed at the ensuing AGM for inspection by the members through electronic means.

The disclosure of the ESOS, in compliance with applicable SEBI SBEB Regulations, is set out in **Annexure A** and also uploaded on the Company's website at <https://jmfl.com/annual-report>. Additionally, the relevant disclosures in terms of Ind AS 102 relating to share based payment, forms part of note 31 of the notes to the standalone financial statements and note 44 of the notes to the consolidated financial statements of the Company.

The NRC, at its meeting held on May 10, 2024, has granted an aggregate of 12,90,000 stock options to the eligible employees of Company and its subsidiary as per the ESOS under Series 19.

### Subsidiaries, Associate, Partnership Firm and Association of Persons

The Company has 14 subsidiaries (including step down subsidiaries), one associate company, a partnership firm and an association of persons as below.

#### Subsidiary Companies (including step down subsidiaries)

- JM Financial Institutional Securities Limited
- JM Financial Services Limited
- JM Financial Comtrade Limited
- JM Financial Overseas Holdings Private Limited (Mauritius)
- JM Financial Singapore Pte. Ltd. (Singapore)
- JM Financial Securities, Inc. (United States of America)
- Infinite India Investment Management Limited
- JM Financial Properties and Holdings Limited
- CR Retail Malls (India) Limited
- JM Financial Products Limited
- JM Financial Credit Solutions Limited
- JM Financial Home Loans Limited
- JM Financial Asset Reconstruction Company Limited
- JM Financial Asset Management Limited

#### Associate

JM Financial Trustee Company Private Limited

#### Partnership Firm

Astute Investments

#### Association of Persons

ARB Maestro



## Directors' Report (Contd.)

During the year, JM Financial Capital Limited ceased to be a step-down subsidiary of the Company consequent upon its merger with JM Financial Services Limited and JM Financial Institutional Securities Limited has become a direct wholly owned subsidiary of the Company, pursuant to the Scheme as sanctioned by the NCLT.

A report on the performance and financial position of each of the subsidiaries and associate company is included in the consolidated financial statements and a statement containing the salient features of the financial statements of the subsidiaries and associate of the Company is provided in Form AOC-1 which forms part of this Annual Report.

The policy for determining material subsidiary is available on the website of the Company at [https://jmfl.com/investor-relations/Policy\\_on\\_Material\\_Subsidiaries.pdf](https://jmfl.com/investor-relations/Policy_on_Material_Subsidiaries.pdf).

### Awards and Recognition

<b>Global HR Excellence Award</b> February 2024	JM Financial Home Loans Limited awarded for Housing Finance Company of the Year (Medium and Small).
<b>Golden Peacock Award</b> December 2023	JM Financial Limited received the award for Corporate Social Responsibility under the Financial Services sector in the national category.
<b>NSE Award</b> November 2023	JM Financial Services Limited - Recognized as a leading active participant.
<b>BSE Award</b> November 2023	JM Financial Services Limited - Top 5 performer in Primary Market Segment (Equity - Members) FY 2022-23
<b>Mahatma Award 2023</b> September 2023	JM Financial Foundation - the CSR arm of the JM Financial Group has received the 'Mahatma Award 2023 for CSR Excellence' and the 'Mahatma Award - Best Social Impact Team in driving Social Responsibility, Social Good and Impact 2023'.

### Certifications

<b>Great Place to Work-Certified™</b> (February 2024 - February 2025)	<ul style="list-style-type: none"> <li>- J M Financial Limited (Institutional Businesses)</li> <li>- JM Financial Limited (Private Wealth)</li> <li>- JM Financial Services</li> <li>- JM Financial Services (BlinkX)</li> <li>- JM Financial Home Loans Limited</li> <li>- JM Financial Products Limited (Dwello)</li> <li>- JM Financial Asset Management Limited</li> </ul>
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### Directors and Key Managerial Personnel

As on March 31, 2024, the Board of the Company comprises nine (9) Directors viz., one (1) executive director, two (2) non-executive directors and six (6) independent directors including two (2) women independent directors.

In accordance with the applicable provisions of Section 152 of the Act, Mr. Adi Patel (DIN: 02307863), an executive director of the Company, being longest in office since his last appointment, retires by rotation at the forthcoming AGM of the Company. Being eligible, Mr. Patel has offered himself for re-appointment as a director.

A resolution seeking his re-appointment along with the brief particulars as required under the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and Regulation 36 of the SEBI Listing Regulations forms part of the Notice convening the 39<sup>th</sup> AGM of the Company.

During the year, Mr. Atul Mehra, Joint Managing Director and Key Managerial Personnel had tendered the resignation vide his letter dated January 19, 2024, and ceased to hold his office as such effective from close of business hours of March 28, 2024.

Consequently, he also ceased to be the member of various committees constituted by the Board. The Board placed on record its appreciation for the contribution made by Mr. Mehra during his tenure with the Company.

Consequent to the resignation of Mr. Atul Mehra and basis the authority delegated by the Members to the Board of Directors vide its resolution dated December 16, 2021, the Board vide its resolution dated March 30, 2024 designated Mr. Adi Patel as Managing Director effective April 1, 2024 and also assigned additional responsibilities of Capital Markets, as earlier handled by Mr. Mehra.

None of the Directors is disqualified from being appointed as 'Director', pursuant to Section 164 of the Act or under any other applicable laws. The Company has obtained a certificate from MMJB & Associates LLP, Company Secretaries, that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India (the "SEBI")/Ministry of Corporate Affairs (the "MCA") or any such statutory authorities as on March 31, 2024. A copy of the said certificate is forming part of Corporate Governance Report, which forms part of this Report.

### Key Managerial Personnel

Ms. Dimple Mehta (Membership No. F12560) was appointed as the Company Secretary and Compliance Officer of the Company with effect from April 1, 2023 and the Key Managerial Personnel (the "KMP") within the meaning of Section 203 of the Act.

Mr. Nishit Shah was appointed as the Chief Financial Officer (the "CFO") and KMP of the Company with effect from October 1, 2023 under Section 203 of the Act in place of Mr. Manish

Sheth. Mr. Sheth continues to act as the Managing Director and CEO of JM Financial Home Loans Limited, a subsidiary of the Company. The Board at its meeting held on August 3, 2023, placed on record the deep sense of appreciation and gratitude to Mr. Manish Sheth for his immense contribution to the Company as the Group CFO. The Board also acknowledged his outstanding performance during his stint which helped the Company to grow and prosper and wished him good luck for his future endeavours in home loans business.

Mr. Atul Mehra ceased to be the Joint Managing Director and a KMP of the Company with effect from close of business hours of March 28, 2024.

Ms. Dimple Mehta, Company Secretary and Compliance Officer and KMP of the Company has tendered her resignation on March 28, 2024 and shall continue to hold the office as such till the close of business hours of June 28, 2024. The Board at its meeting held on May 24, 2024 took note of the same and placed on record its sincere appreciation for the services rendered by her. Further, the Board, on the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Mr. Hemant Pandya (Membership No. F8310) as the Company Secretary and Compliance Officer of the Company with effect from July 1, 2024. Mr. Pandya shall also be the KMP of the Company within the meaning of Section 203 of the Companies Act, 2013 effective from July 1, 2024.

### Declaration by the Independent Directors

Pursuant to the provisions of Section 149 of the Act and SEBI Listing Regulations, the independent directors of the Company, have submitted the requisite declaration confirming that each of them meets the criteria of independence as prescribed under the Act read with rules made thereunder and SEBI Listing Regulations and that they continue to comply with the Code of Conduct laid down under Schedule IV of the Act. In terms of Regulation 25(8) of SEBI Listing Regulations, they have also confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties independently. Further, in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the independent directors of the Company have confirmed that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs.

Accordingly, based on the said declarations and after reviewing and verifying its veracity, the Board is of the opinion that the independent directors are persons of integrity, possess relevant expertise, experience, proficiency, fulfil the conditions of independence specified in the Act and SEBI

Listing Regulations and are independent of the management of the Company.

There has been no change in the circumstances affecting their status as independent directors of the Company. During the financial year 2023-24, the independent directors had no pecuniary relationships or transactions with the Company, except as disclosed in the Corporate Governance Report which forms part of this Report.

The Company has adopted the Code of Conduct for its directors and senior management personnel (the "Code of Conduct") in accordance with applicable provisions of the Act and SEBI Listing Regulations. On an annual basis, all the Board Members and senior management personnel of the Company have affirmed compliance with the Code of Conduct.

### Board Meetings

Seven (7) Board meetings were held during the year under review. The maximum interval between any two meetings did not exceed 120 days, as prescribed by the Act and SEBI Listing Regulations. For further details, including the number of meetings held during the year and attendance of the Directors thereat, please refer to the Corporate Governance Report, which forms part of this Report.

### Board Committees

In compliance with the statutory requirements, the Board has following Committees:

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Corporate Social Responsibility Committee;
4. Stakeholders' Relationship Committee;
5. Risk Management and Environmental Social and Governance Committee; and
6. Allotment Committee

During the year, the Board had changed the nomenclature of the Risk Management Committee to Risk Management and Environmental Social and Governance Committee with effect from February 12, 2024. Accordingly, the terms of reference was amended to include matters relating to ESG.

Further, detailed note on composition of the Board and its Committees, including its terms of reference, meetings held and attendance of members, are provided in the Corporate Governance Report. The composition and terms of reference of all the Committees of the Board of the Company is in

## Directors' Report (Contd.)

line with the applicable provisions of the Act and SEBI Listing Regulations.

### Policies on Appointment of Directors and their Remuneration

The Company recognize and values the importance of a diverse culture on its Board. It believes that diverse Board will enhance the quality of the decisions by leveraging different skills, qualifications, professional experience and gender. The Company has an eminent, high-performing and diverse board comprising 22% Women Directors. In terms of the applicable provisions of Section 178(3) of the Act and Regulation 19(4) of SEBI Listing Regulations, the Company has adopted the policies on 'Selection and Appointment of Directors' and 'Performance Evaluation and Remuneration of the Directors'. Both these policies are available on the website of the Company at [https://jmfl.com/investor-relations/Policy\\_on\\_Selection\\_and\\_Appointment\\_of\\_Directors.pdf](https://jmfl.com/investor-relations/Policy_on_Selection_and_Appointment_of_Directors.pdf) and [https://jmfl.com/investor-relations/Policy\\_on\\_Performance\\_Evaluation\\_and\\_Remuneration\\_of\\_the\\_Directors.pdf](https://jmfl.com/investor-relations/Policy_on_Performance_Evaluation_and_Remuneration_of_the_Directors.pdf).

The salient features of the policy on Performance Evaluation and Remuneration of the Directors along with the details of remuneration and other matters have been disclosed at length in the Corporate Governance Report, which forms part of this Report.

### Evaluation of Board of Directors

The annual evaluation process of the Board of Directors, individual Directors and Board committees was conducted in accordance with the provisions of the Act and SEBI Listing Regulations. The structured questionnaires on evaluation of performance of Board and its Committees, were framed in accordance with the Policy on performance evaluation and remuneration of the Directors.

The evaluation process focused on various aspects of the Board and Committees' functioning such as composition of the Board and its Committees, experience and competencies, performance of specific duties, obligations, governance issues, attendance and contribution of individual directors and exercise of independent judgement.

The questionnaires were circulated online through the secured application. Thereafter, the summary findings/recommendation received from the directors was discussed and reviewed by the NRC and the Board at their respective meetings.

The independent directors of the Company met separately at their meeting held on March 28, 2024, without the attendance of non-independent directors and members of the management and reviewed the performance of non-independent directors, chairman and various committees of the Board and assessed

the quality, quantity and timeliness of the flow of information between the Management and the Board. They also discussed about the progress on recommendations made last year.

The independent directors expressed their satisfaction regarding the overall functioning of the Board and its Committees for the financial year 2023-24.

### Directors' Responsibility Statement

Pursuant to Section 134(3)(c) read with Section 134(5) of the Act with respect to Directors' Responsibility Statement, the directors hereby confirm that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departure has been made in following the same;
- appropriate accounting policies have been selected and applied consistently and judgements and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of Act have been taken for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;
- the annual accounts have been prepared on a going concern basis;
- internal financial controls to be followed by the Company had been laid down and such internal financial controls are adequate and operating effectively; and
- proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### Statutory Auditors

B S R & Co. LLP, Chartered Accountants (Firm registration no. 101248W/W-100022) (the "BSR"), Statutory Auditors of the Company, have conducted the statutory audit for the financial year 2023-24. BSR have submitted their resignation as the Statutory Auditors of the Company to hold office upto the conclusion of 39<sup>th</sup> AGM.

Based on the recommendation made by the Audit Committee, the Board has approved the appointment of KKC & Associates LLP, Chartered Accountants, (Firm registration no. 105146W/W-100621) (the "KKC") as the Statutory Auditors of the Company, from the conclusion of the 39<sup>th</sup> AGM until the conclusion of the 44<sup>th</sup> AGM, subject to the approval of the

members of the Company at the ensuing AGM. KKC have given a confirmation to the effect that they are eligible to be appointed and not disqualified for acting as the Statutory Auditors.

The necessary resolution seeking the members' approval for the appointment of KKC, as the Statutory Auditors is included in the Notice convening the 39<sup>th</sup> AGM of the Company.

### Auditor's Report

The Auditor's Report both on standalone and consolidated financial statements of the Company for the financial year ended March 31, 2024 forms part of the Annual Report. The said report was issued by the Statutory Auditors with an unmodified opinion and does not contain any qualifications, reservations or adverse remarks. During the year under review, the Auditors have not reported any incidents of fraud to the Audit Committee under Section 143(12) of the Act. The notes to the accounts referred to in the Auditor's Report are self-explanatory and therefore do not call for any further explanation and comments.

### Secretarial Audit

Pursuant to Section 204 of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board based on the recommendation of the Audit Committee had appointed Makarand M. Joshi & Co., Company Secretary (the "MMJC") as the Secretarial Auditor of the Company to conduct audit of the secretarial records for the financial year ended March 31, 2024. The secretarial audit report is annexed as **Annexure B** and forms part of this Report.

The Secretarial Auditors have not reported any fraud under Section 143(12) of the Act.

Pursuant to Regulation 24A of SEBI Listing Regulations, the Annual Secretarial Compliance Report of the Company to be issued by MMJB & Associates LLP, will be submitted to the stock exchanges within the statutory timelines.

### Secretarial Standards

The Company has complied with the applicable provisions of Secretarial Standards issued by the Institute of Company Secretaries of India and notified by the MCA.

### Internal Auditors

The Board based on the recommendation of Audit Committee, had appointed CNK & Associates LLP., Chartered Accountants, as the Internal Auditors of the Company for the financial year 2023-24 in accordance with the provisions of the Act.

### Corporate Social Responsibility

In accordance with the provisions of Section 135 of the Act, the Board has constituted the Corporate Social Responsibility Committee (the "CSR Committee"). The brief terms of reference, particulars of meetings held and attendance thereat, are mentioned in the Corporate Governance Report forming part of this Report.

During the financial year 2023-24, the Company has spent ₹ 3.69 Crore towards its CSR activities on the projects named as Centre for Financial Research (CFR) Indian Institute of Management, Udaipur (IIMU) and Shri Vardhman Nidan Seva. The aforesaid CSR Projects of the Company were in accordance with the activities specified under Schedule VII to the Act and a brief overview on the same is available on the website at <https://jmfl.com/giving-csr/projects>.

The Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed as **Annexure C** and forms an integral part of this Report.

The CSR policy outlines the activities that can be undertaken or supported by the Company within the applicable provisions of the Act and alignment of such activities as per the sustainable development goals principles. Apart from the composition requirements of the CSR Committee, the CSR policy, inter alia, lays down the criteria for selection of projects and areas, annual allocation, modalities of execution/implementation of activities, monitoring mechanism of CSR activities/projects including the formulation of annual action plan. The CSR policy of the Company is available on the website of the Company at [https://jmfl.com/investor-relations/CSR\\_Policy.pdf](https://jmfl.com/investor-relations/CSR_Policy.pdf).

Further, the Chief Financial Officer of the Company has certified that the funds disbursed basis the annual action plan for the financial year 2023-24 have been utilised for the purpose and in the manner as approved by the Board.

### Risk Management

Risk management is an integral part to the Company's strategy for achieving the long-term goals. The Company and its subsidiaries are exposed to various internal and external risks including liquidity risk, interest rate risk, market risk, credit risk, technology risk, operational risk, regulatory and compliance risk, reputational risk, business continuity risk, risk emanating from cyber security, legal risk, competition risk, among others. Apart from the processes followed, the Company also has a risk management policy in place to identify, assess, evaluate, manage and mitigate the risks that are encountered during the conduct of business activities, which may pose significant loss or threat to the Company.

## Directors' Report (Contd.)

The Risk Management and Environmental Social and Governance Committee (the "RM and ESG Committee") of the Board has been entrusted with the responsibility of reviewing the risk management process in the Company apart from monitoring activities relating to ESG. The RM & ESG Committee also reviews the cyber security function, assess various risks and ensures that the risks are brought within acceptable limits. The Audit Committee has an additional oversight in the area of financial risks and controls.

During the year, focus areas of RM & ESG Committee included review of risks and mitigations action/measures related to cyber security, data privacy and business continuity plan.

Details about development and implementation of risk management policy have been covered at length in the Management Discussion and Analysis Report which forms part of this Report.

### Internal financial control systems and its adequacy

The Company has in place adequate and effective internal financial controls with reference to the Financial Statements commensurate with the size, scale and complexity of its operations.

The Board has adopted accounting policies which are in accordance with Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015.

The internal financial control system of the Company is supplemented with internal audits, regular reviews by the management and checks by external auditors. It provides reasonable assurance in respect of financial and operational information, compliance with applicable statutes safeguarding of assets of the Company, prevention and detection of frauds, accuracy and completeness of accounting records and also ensuring compliance with the Company's policies.

The Audit Committee actively reviews the adequacy and effectiveness of the internal control systems and are also apprised of the internal audit findings and corrective actions.

The Statutory Auditors and the Internal Auditors of the Company also provide their confirmation that the internal financial controls framework is operating effectively.

The Company on a regular basis tracks all amendments to Accounting Standards and makes changes to the underlying

systems, processes and financial controls to ensure adherence to the same. During the year, no material or serious observations have been highlighted for inefficiency or inadequacy of such controls. The details of adequacy of internal financial controls are given at length in the Management Discussion and Analysis Report which forms part of this Report.

### Deposits

There were no outstanding deposits within the meaning of Sections 73 and 74 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014, as amended, at the end of financial year 2023-24 or the previous financial year. The Company has not accepted any deposits from public falling within the ambit of Section 73 of the Act, read with the Companies (Acceptance of Deposits) Rules, 2014 during the financial year 2023-24.

### Material changes and commitments affecting the financial position of the Company

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report.

### Change in nature of business

During the year under review, Private Wealth and PMS divisions have become part of the Company pursuant to the Scheme which was approved by the NCLT on April 20, 2023, with the appointed date as April 1, 2023.

Other than the above, there has been no change in the nature of business of the Company.

### Significant and material orders

There were no significant/material orders passed by the regulators or courts or tribunals impacting the going concern status of the Company and its operations, during the financial year 2023-24. Having said that, SEBI has issued an Interim Ex Parte Order on March 7, 2024 barring the Company from taking any new mandate for acting as a lead manager for any public issue of debt securities. SEBI has further stated that the Company can continue to act as a lead manager for public issue of debt securities with respect to the existing mandates for a period of 60 days from the date of the said Order.

### Report on Corporate Governance

JM Financial's philosophy of Corporate Governance is built on a foundation of ethical business practices, transparency and trust in dealing with all stakeholders.

A Report on Corporate Governance for the financial year 2023-24 along with a Certificate from the Secretarial Auditors of the Company certifying compliance with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations forms part of this Annual Report.

### Management Discussion and Analysis Report

Management Discussion and Analysis Report for the period under review, as stipulated under Regulation 34 of the SEBI Listing Regulations is presented in a separate section, forming part of this Report.

### Business Responsibility and Sustainability Report ("BRSR")

In compliance with Regulation 34(2)(f) of the SEBI Listing Regulations, the Company has included BRSR, which forms part of this Report describing initiatives taken by the Company from an environmental, social and governance perspective.

### Particulars of employees and related information

The ratio of remuneration of each Director to the median employees' remuneration as per Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (the "Rules") as amended, is disclosed in **Annexure D**, appended to this report.

In terms of Section 136(1) of the Act, the Annual Report is being sent to the Members, excluding the information regarding employee remuneration as required pursuant to Rule 5(2) and Rule 5(3) of the said Rules. Any member desirous of obtaining such information may write to the Company Secretary at [ecommunication@jmfl.com](mailto:ecommunication@jmfl.com) and the same will be furnished on such request.

### Particulars of loans, guarantees or investments

Details of the loans, guarantees and investments, as required under Section 186 of the Act and Schedule V of SEBI Listing Regulations, are given in note 37 of notes to the standalone financial statements of the Company.

### Credit rating

Details of the credit ratings obtained by the Company is mentioned in the General Shareholders' Information which forms part of Corporate Governance Report.

### Investor Education and Protection Fund (IEPF)

Details of unclaimed dividends and equity shares which are transferred to the IEPF and IEPF Authority are mentioned in the General Shareholders' Information which forms a part of the Corporate Governance Report.

The Company Secretary and Compliance Officer of the Company is designated as the Nodal Officer under the provisions of IEPF. The contact details can be accessed on the website of the Company at [www.jmfl.com](http://www.jmfl.com).

### Particulars of contracts or arrangements with related parties

The Company in accordance with the SEBI Listing Regulations, has adopted a 'Policy on Dealing with Related Party Transactions' and the said policy is uploaded on the website of the Company at [https://jmfl.com/investor-relations/Policy\\_on\\_Dealing\\_with\\_Related\\_Party\\_Transactions.pdf](https://jmfl.com/investor-relations/Policy_on_Dealing_with_Related_Party_Transactions.pdf). The Audit Committee reviews this policy periodically.

All the related party transactions were placed before the Audit Committee for its review on a quarterly basis. An omnibus approval of the Audit Committee had been obtained for the related party transactions which were repetitive in nature. Further, as per applicable provisions of the SEBI Listing Regulations, necessary approvals of the members of the Company were also sought for the material related party transactions proposed to be entered with the related parties.

Pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014, there are no related party transactions that are required to be reported under Section 188(1) of the Act, as prescribed in Form AOC-2.

The related party transactions as required under Ind AS – 24 are reported in note 37 of notes to the standalone financial statements and note 41 of notes to the consolidated financial statements of the Company.

The Company in terms of Regulation 23 of the SEBI Listing Regulations, submits the disclosure of related party transactions on a consolidated basis to the stock exchanges within the stipulated time. The said disclosures are available on the website of the Company at <https://jmfl.com/investor-relation/Disclosures-of-related-party-transactions.html>

### Annual Return

Pursuant to Section 134(3)(a) and 92(3) of the Act, the Annual Return of the Company for the financial year 2023-24 has been placed on the Company's website at <https://jmfl.com/investor-relation/agm-egm.html>

## Directors' Report (Contd.)

### Conservation of energy, technology absorption, foreign exchange earnings and outgo

The operations of the Company are not energy intensive nor does they require adoption of specific technology and hence information in terms of Section 134(3)(m) of the Act read with the Companies (Accounts) Rules, 2014 is not applicable to the Company. The Company has, however, implemented various energy conservation measures across all its functions which are highlighted in the BRSR forming part of this Report.

Further, the Board at its meeting held on February 12, 2024 had expanded the scope of Risk Management and Environmental Social and Governance Committee which shall also discharge its oversight responsibility on matters related to ESG initiatives, priorities and leading ESG practices.

During the financial year 2023-24, the total foreign exchange earned by the Company was ₹ 1.03 Crore and the total foreign exchange outgo was ₹ 1.36 Crore.

The details of the transactions in foreign exchange are provided in notes 40 and 41 of notes to the standalone financial statements.

### Vigil Mechanism/Whistle Blower Policy

The Company had adopted 'Whistle Blower Policy' for directors, employees or any other person who avails the mechanism framed under this policy to report concerns about unethical behaviour. The policy provides a mechanism, which ensures adequate safeguards to such employees and directors from any victimisation on raising concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports, and so on. It also provides direct access to the chairman of the Audit Committee.

Details of vigil mechanism/whistle blower are included in the Corporate Governance Report, forming part of this Report. The policy is available on the website of the Company at [https://jmfl.com/investor-relations/Whistle\\_Blower\\_Policy.pdf](https://jmfl.com/investor-relations/Whistle_Blower_Policy.pdf).

In addition to above, during the year, the Company also obtained annual affirmation from its employees stating that they have read and understood the policy of the Company.

During the financial year 2023-24, no complaints under this mechanism have been reported.

### Maintenance of cost records

The maintenance of cost records as specified under Section 148 of the Act is not applicable to the Company.

### Policy for prevention, prohibition and redressal of sexual harassment of women at workplace

The Company has zero tolerance for sexual harassment at the workplace and has a policy in place and constituted Internal Complaints Committee to deal with complaints relating to sexual harassment at workplace in compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules made thereunder. All employees (permanent, contractual, temporary and trainees) are covered under this policy. The policy has been widely communicated internally and is placed on the Company's intranet portal. A quarterly report on the complaints, if any, is placed before the Board for its review.

To ensure that all the employees are sensitized regarding issues of sexual harassment, the Company conducts an online POSH Training through the internal e-learning platform and knowledge community sessions.

During the financial year 2023-24, no complaints were received from any of the employees of the Company, under this policy.

### Certificate from the Managing Director and Chief Financial Officer

The certificate received from Mr. Adi Patel, the Managing Director and Mr. Nishit Shah, the Chief Financial Officer with respect to the financial statements and other matters as required under Part B of Schedule II to the SEBI Listing Regulations forms part of the Corporate Governance Report, which forms part of this Report.

### Other Disclosures

The Company has not issued equity shares with differential rights as to dividend, voting or otherwise.

The Company has not issued any sweat equity shares during the year.

No proceedings are made or pending under the Insolvency and Bankruptcy Code, 2016 and there is no instance of one-time settlement with any Bank or Financial Institution.

### Acknowledgements

The Board of Directors take this opportunity to place on record its sincere thanks to SEBI, RBI, MCA, National Housing Bank, Real Estate Regulatory Authority, Stock Exchanges including Commodity Exchanges, customers, vendors, investors, banks,

financial institutions, business associates, shareholders and all other stakeholders for their continued co-operation and support. The Directors also recognise the support and co-operation extended by the Government of India, State Governments, Overseas Regulatory Authorities and their agencies.

The Board of Directors wish to place on record their appreciation and deep gratitude to employees at all levels for their exemplary dedication and commitment.

For and on behalf of the Board of Directors

**Nimesh Kampani**

Chairman

DIN: 00009071

Place: Mumbai

Date: May 24, 2024

## Directors' Report (Contd.)

### Annexure A

#### DETAILS OF THE EMPLOYEES' STOCK OPTION SCHEME AS REQUIRED UNDER THE APPLICABLE SEBI SBEB REGULATIONS

1.	Options granted during the financial year 2023-24	:	2,19,999
2.	Pricing formula	:	As determined by the Nomination and Remuneration Committee
3.	Options vested during financial year 2023-24	:	5,38,680
4.	Options exercised during financial year 2023-24	:	7,88,948
5.	Total number of shares arising as a result of exercise of options during financial year 2023-24	:	7,88,948
6.	Options lapsed during financial year 2023-24	:	1,92,633
7.	Variation of terms of options	:	None
8.	Money realised from the employees by exercise of options during financial year 2023-24	:	₹ 30,30,775*
9.	Total options granted and outstanding as on March 31, 2024	:	15,80,027
10.	Employee wise details of options granted to:		
	(i) senior managerial personnel;	:	1,20,000 stock options have been granted to a senior managerial personnel of the Company
	(ii) any other employee who received a grant in any one year of option amounting to 5% or more options granted during that year;	:	None
	(iii) identified employees who were granted options, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant.	:	None
11.	Diluted Earnings Per Share (EPS) pursuant to issue of shares on exercise of options calculated in accordance with Indian Accounting Standard (Ind AS) - 33 'Earnings Per Share' issued by the Institute of Chartered Accountants of India or any other relevant accounting standards as prescribed from time to time.	:	Standalone – ₹ 3.24 Consolidated – ₹ 4.29
12.	Weighted-average exercise prices and weighted average fair values of options for options whose exercise price is either equals to or exceeds or is less than the market price of the stock options.	:	Not applicable
13.	A description of the method and significant assumptions used during the year to estimate the fair values of options, including the following weighted average information:		

	Black and Scholes Model						
	Series 17			Series 18			
	T <sup>1</sup>	T <sup>2</sup>	T <sup>3</sup>	T <sup>1</sup>	T <sup>2</sup>	T <sup>3</sup>	T <sup>4</sup>
i. Risk-free interest rate (in %)	7.06	7.10	7.12	7.42	7.43	7.42	7.47
ii. Life of options (in years)	2.75	3.75	4.75	2.75	3.75	4.75	5.50
iii. Expected volatility	0.3541	0.4287	0.4269	0.3579	0.4182	0.4152	0.4183
iv. Expected dividend yield (in %)	2.96	2.96	2.96	2.03	2.03	2.03	2.03
v. The price of the underlying share in market at the time of Option grant (in ₹)	60.90			88.70			

\*In addition to ₹ 30,30,775 received from eligible employees, an aggregate amount of ₹ 44,51,826 being the fair value of options has been reimbursed by such subsidiary companies with which the eligible employees are/were employed/associated. As regards, to the exercise of options by the eligible employees (whether existing or former) of the Company, an aggregate amount of ₹ 80,05,784 being the fair value of options, has been charged to the standalone statement of profit and loss of the Company.

Note: - The relevant disclosures in terms of the Ind AS 102 relating to share based payment, forms part of note 31 of the notes to the standalone financial statements and note 44 of the notes to the consolidated financial statements of the Company.

For and on behalf of the Board of Directors

**Nimesh Kampani**  
Chairman  
DIN: 00009071

Place: Mumbai  
Date: May 24, 2024

### Annexure B

#### FORM NO. MR.3 SECRETARIAL AUDIT REPORT

for the Financial Year ended March 31, 2024  
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**JM Financial Limited**  
7<sup>th</sup> Floor, Energy,  
Appasaheb Marathe Marg,  
Prabhadevi, Mumbai – 400 025

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **JM Financial Limited** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

#### Auditor's Responsibility:

Our responsibility is to express an opinion on the compliance of the applicable laws and maintenance of records based on audit. We have conducted the audit in accordance with the applicable Auditing Standards issued by The Institute of Company Secretaries of India. The Auditing Standards requires that the Auditor shall comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year ended March 31, 2024 (hereinafter called the 'Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2024 according to the provisions of:

- The Companies Act, 2013 (the "Act") and the rules made thereunder;
- The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;

- The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment; **(External Commercial Borrowings is Not Applicable to the Company during the Audit Period);**
- The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act");
  - Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable as Merchant Banker;
  - Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 to the extent applicable as Merchant Banker;
  - Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 to the extent applicable as Merchant Banker;
  - Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 to the extent applicable as Merchant Banker; and
  - Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable

## Directors' Report (Contd.)

## Annexure A

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder ('Listing Regulations').

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards etc. as mentioned above.

**We further report that** having regard to the compliance system prevailing in the Company and on the examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

- a) Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992;
- b) Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012;
- c) Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996;
- d) Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020;

### We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors that took place during the Audit period except the resignation of one Executive Director which was carried out in compliance with the provisions of the Act and Listing Regulations.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

**We further report that** there are systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, and guidelines. The adequacy and efficacy shall read in context of reporting as specified in the report.

### We further report that during the audit period,

1. The Company has received the certified copy of the order pronounced by Hon'ble NCLT on April 20, 2023 approving the Scheme of Arrangement between JM Financial Capital Limited, JM Financial Services Limited and JM Financial Limited for the demerger of the undertakings of JM Financial Services Limited (the "JMFSL") into the Company, comprising Private Wealth and Portfolio Management Services including its investment in JM Financial Institutional Securities Limited (a wholly owned subsidiary of JMFSL and step down subsidiary of the Company).  
The Scheme was effective from the appointed date i.e. April 1, 2023, post filing of the necessary forms with Registrar of Companies, Mumbai, Maharashtra.
2. The Company has approved for issuance of secured/unsecured, listed/unlisted, rated/ un-rated redeemable Non-Convertible Debentures (the "NCDs"), in one or more series/tranches, aggregating up to ₹ 1,000 crore on a private placement basis and/or through public offer in the Annual General Meeting held on August 3, 2023.
3. The Company has issued and allotted 7,88,948 Equity Shares of face value of ₹ 1/- each towards exercise of options vested under JM Financial Limited – Employees' Stock Option Scheme 2007.
4. The SEBI has issued an Interim Ex Parte Order on March 7, 2024 barring the Company from taking any new mandate for acting as a lead manager for any public issue of debt securities. SEBI has further stated that the Company can continue to act as a lead manager for public issue of debt securities with respect to the existing mandates for a period of 60 days from the date of the said Order.

For **Makarand M. Joshi & Co.**  
Company Secretaries

**Kumudini Bhalerao**  
Partner  
FCS No. 6667  
CP No. 6690  
PR No: 640/2019

Date: May 24, 2024  
Place: Mumbai

UDIN: F006667F000444918

**Note:** This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

To,  
The Members,  
**JM Financial Limited**  
7<sup>th</sup> Floor, Cnergy,  
Appasaheb Marathe Marg,  
Prabhadevi, Mumbai – 400 025.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, followed by us, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Makarand M. Joshi & Co.**  
Company Secretaries

**Kumudini Bhalerao**  
Partner  
FCS No. 6667  
CP No. 6690  
PR No: 640/2019

Date: May 24, 2024  
Place: Mumbai

UDIN: F006667F000444918

## Directors' Report (Contd.)

### Annexure C

#### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

##### 1. A brief outline of the Company's Corporate Social Responsibility ("CSR") Policy:

JM Financial group of Companies believes in inclusive development of the community at large, by the way of –

- Creating long-term impact through collective action, collaborations and creating equitable opportunities for underserved and
- Actively working towards community development with a focus on integrated rural transformation primarily in predominantly rural and difficult terrains of our country.

The Company shall undertake CSR projects broadly falling within the thematic areas as per Schedule VII of Companies Act, 2013 (the "Act").

In accordance with Section 135 of the Act and Schedule VII thereto read with the Company's CSR policy, the CSR obligation of the Company for the financial year 2023-24 was ₹ 3.69 Crore. During the year, the CSR Committee and the Board of the Company have approved two CSR projects namely, Centre for Financial Research (CFR) Indian Institute of Management, Udaipur (IIMU) and Shri Vardhman Nidan Seva. The CSR Committee confirms that the implementation and monitoring of the CSR projects is in compliance with the CSR objectives and policy of the Company.

##### 2. Composition of the CSR Committee as on March 31, 2024:

Sr. No.	Name of Members	Designation/Nature of directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Nimesh Kampani	Chairman – Non-Executive Director	2	2
2.	Ms. Jagi Mangat Panda	Member - Independent Director	2	2
3.	Mr. Pradip Kanakia	Member - Independent Director	2	2

##### 3. Provide the web-link where composition of CSR Committee, CSR policy and CSR projects approved by the board are disclosed on the website of the Company:

Details of composition of CSR Committee	<a href="https://jmfl.com/investor-relation/board-directors.html">https://jmfl.com/investor-relation/board-directors.html</a>
CSR policy	<a href="https://jmfl.com/investor-relations/CSR_Policy.pdf">https://jmfl.com/investor-relations/CSR_Policy.pdf</a>
CSR projects	<a href="https://jmfl.com/giving-csr/projects">https://jmfl.com/giving-csr/projects</a>

##### 4. Provide the executive summary along with the web link(s) of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable: Not applicable.

5. (a) Average net profit of the Company as per Section 135(5): ₹ 184.02 Crore

(b) Two percent of average net profit of the Company as per Section 135(5): ₹ 3.69 Crore

(c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: None

(d) Amount required to be set off for the financial year, if any: None

(e) Total CSR obligation for the financial year  $[(b)+(c)- (d)]$  : ₹ 3.69 Crore

6. (a) Amount spent on CSR Projects (Ongoing Project and other than Ongoing Project): ₹ 3.69 Crore

(b) Amount spent in Administrative overheads: None

(c) Amount spent on Impact Assessment, if applicable: Not applicable

(d) Total amount spent for the Financial Year  $[(a)+(b)+(c)]$ : ₹ 3.69 Crore

(e) CSR amount spent or unspent for the financial year:

Total amount spent for the financial year (in ₹)	Amount unspent (in ₹)				
	Total amount transferred to unspent CSR account as per Section 135(6) of the Act		Amount transferred to any fund specified under schedule VII as per second proviso to Section 135(5) of the Act		
	Amount (in ₹)	Date of transfer	Name of the fund	Amount	Date of transfer
3.69 Crore	Nil	Not applicable		Nil	Not applicable

(f) Excess amount for set off, if any: Nil

Sr. No.	Particular	Amount (in ₹)
i.	Two percent of average net profit of the Company as per Section 135(5)	3.69 Crore
ii.	Total amount spent for the financial year	3.69 Crore
iii.	Excess amount spent for the financial year $[(ii)-(i)]$	Nil
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
v.	Amount available for set off in succeeding financial years $[(iii)-(iv)]$	Nil

##### 7. Details of Unspent CSR amount for the preceding three financial years:

Sr. No.	Preceding financial year	Amount transferred to unspent CSR account under Section 135(6) (in ₹)	Balance amount in Unspent CSR Account under Section 135(6) (in ₹)	Amount spent in the reporting financial year (in ₹)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any	Amount remaining to be spent in succeeding financial years (in ₹)	Deficiency, if any
1.	FY 2022-23	2.55 Crore	2.55 Crore	0.75 Crore	Not Applicable	1.80 Crore	-
2.	FY 2021-22	-	-	-	-	-	-
3.	FY 2020-21	-	-	-	-	-	-

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial year: None.

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per Section 135(5): Not applicable.

For and on behalf of the Board of Directors

Place: Mumbai  
Date: May 24, 2024

Adi Patel  
Managing Director  
DIN: 02307863

Nimesh Kampani  
Chairman of the CSR Committee  
DIN: 00009071

## Directors' Report (Contd.)

### Annexure D

#### INFORMATION REQUIRED UNDER SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

##### a. Ratio of the remuneration of each director to the median remuneration of the employees for the financial year 2023-24 is as follows.

Sr. No.	Name of the Directors	Designation	Ratio of remuneration of Director to the median remuneration
1.	Mr. Nimesh Kampani	Non-executive Chairman	Refer Note below
2.	Mr. Vishal Kampani	Non-executive Vice Chairman	1.11
3.	Ms. Jagi Mangat Panda	Non-executive Independent Director	1.41
4.	Mr. P S Jayakumar	Non-executive Independent Director	1.44
5.	Mr. Navroz Udwadia	Non-executive Independent Director	0.78
6.	Ms. Roshini Bakshi	Non-executive Independent Director	1.24
7.	Mr. Pradip Kanakia	Non-executive Independent Director	1.45
8.	Mr. Sumit Bose	Non-executive Independent Director	1.27
9.	Mr. Atul Mehra	Joint Managing Director (Ceased to be a Joint Managing Director with effect from close of business hours of March 28, 2024)	19.30
10.	Mr. Adi Patel	Joint Managing Director (Designation has been changed to Managing Director with effect from April 1, 2024)	28.56

**Note:** Not applicable, since no remuneration in the form of sitting fees and/or commission has been paid/proposed to be paid to Mr. Nimesh Kampani for the financial year 2023-24, as he has been voluntarily declined by him.

##### b. Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2023-24, is as follows.

Sr. No.	Name of the Directors/ Key Managerial Personnel	Designation	Increase / (Decrease) (%)
1.	Mr. Nimesh Kampani	Non-executive Chairman	Refer Note in table (a) above
2.	Mr. Vishal Kampani	Non-executive Vice Chairman	55.1
3.	Ms. Jagi Mangat Panda	Non-executive Independent Director	19.6
4.	Mr. P S Jayakumar	Non-executive Independent Director	8.3
5.	Mr. Navroz Udwadia	Non-executive Independent Director	-5.5
6.	Ms. Roshini Bakshi	Non-executive Independent Director	-1.3
7.	Mr. Pradip Kanakia	Non-executive Independent Director	6.0
8.	Mr. Sumit Bose	Non-executive Independent Director	10.7
9.	Mr. Atul Mehra (Ceased to be a Joint Managing Director with effect from close of business hours of March 28, 2024)	Joint Managing Director	6.4
10.	Mr. Adi Patel (Designation has been changed to Managing Director effective April 1, 2024)	Joint Managing Director	33.7
11.	Mr. Manish Sheth* (Ceased to be the Chief Financial Officer of the Company with effect from close of business hours of September 30, 2023)	Chief Financial Officer	-

Sr. No.	Name of the Directors/ Key Managerial Personnel	Designation	Increase / (Decrease) (%)
12.	Mr. Nishit Shah** (Appointed as the Chief Financial Officer of the Company with effect from October 1, 2023)	Chief Financial Officer	-
13.	Ms. Dimple Mehta** (Appointed as the Company Secretary and Compliance Officer of the Company with effect from April 1, 2023)	Company Secretary	-

\* Not Applicable, as associated for the part of the financial year 2023-24.

\*\* Not Applicable, since not associated in the earlier financial year.

##### c. Percentage increase in the median remuneration of employees in the financial year 2023-24<sup>^</sup>: 40%

<sup>^</sup>Increase in the median remuneration has been computed and compared for employees who were on rolls of the Company in financial year 2022-23 and financial year 2023-24.

##### d. Number of permanent employees on the rolls of Company at the end of March 31, 2024:

Particulars	As at March 31, 2024	As at March 31, 2023
Number of permanent employees on the rolls of the Company (including fixed term contract employees)	300	160

##### e. Average percentile increase/(decrease) already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase/decrease in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration<sup>^^</sup>:

The average salaries of the employees other than the key managerial personnel have increased by 33% during the financial year 2023-24 as compared to the previous year.

Average salary of key managerial personnel has increased by 17%.

<sup>^^</sup>The above has been computed and compared for employees who were on rolls of the Company in financial year 2022-23 and financial year 2023-24.

##### f. Affirmation:

We hereby affirm that the remuneration paid to the employees including key managerial personnel is as per the remuneration policy of the Company.

For and on behalf of the Board of Directors

**Nimesh Kampani**  
Chairman  
DIN: 00009071

Place: Mumbai  
Date: May 24, 2024



# Management Discussion and Analysis Report

## Global growth resilient amidst challenges

Fiscal year 2024 had its own set of challenges, ranging from geo political issues (between Israel and Gaza) to supply side disruptions in the Red Sea, but economic growth continued to be robust, most notably in US. Initial expectation of an imminent recession did not play out; on the contrary the Federal Reserve (**Fed**) categorically indicated that recession is not in their base case for 2024. Even International Monetary Fund (“**IMF**”) raised global growth projections from 2.9% to 3.1% for 2024, on the back of resilient growth in US and large Emerging Market (“**EM**”) economies. Disinflationary pressures gathered pace in FY24, but are yet to reach regulatory targets which restricted the central bank’s ability to ease policy rates. Fed kept its policy rates unchanged at 5.5% since July 2023, allowing the impact of cumulative rate hikes to work its way through the economy. Central banks around the globe remained concerned of the risk of resurgence in inflationary pressures, which could impact the progress in inflation till now. Amidst volatility, brent crude prices gained 11.7% during FY24.

peers, Indian Rupee was one of the least volatile currency, which reflected India’s robust financial performance and also due to RBI’s active FX interventions.

RBI’s growth and inflation projection for FY25 were kept unchanged at 7% and 4.5% respectively at its Monetary Policy Committee (“**MPC**”) meet in April 2024. It is pertinent to note that elevated inflation expectation above RBI’s target of 4% would restrict RBI’s ability to ease policy rates.

## Monetary policy remained actively disinflationary

Keeping the Repo rate unchanged since FY23, RBI carried out its monetary policy action through the liquidity route in FY24. Liquidity in the system had been in deficit mode for most part of FY24 (September-March 2024) and it is only at the end of March 2024 that liquidity turned surplus to the tune of ₹ 1.6 tn. Easing liquidity conditions reflected in the moderation in call money rates (6.4%) below the repo rate. The coordinated fiscal and monetary policy throughout FY24 ensured that inflationary pressures were contained.

Moreover, in October 2023 MPC meeting, RBI moved away from 2- 4% inflation targeting to aligning inflation to a specific target of 4% on a durable basis. Considering, inflation print remained elevated around 5.1% since November 2023, monetary policy continued to be actively disinflationary.

## India built adequate buffers to face external challenges

Even amidst on-going geo-political issues and related trade disruptions, India’s trade activity started recovering after a sharp decline at the start of FY24, steeper decline in imports (-5.4%) as compared to exports (-3.1%) ensured that the trade deficit was contained within the tolerable range. Trade deficit stood at USD 240 bn; averaged USD 20 bn per month in FY24. While merchandise trade deficit was contained, services surplus trended higher to record levels on the back of software and business services exports. Resilience in software exports was also on the back of resilience in Developed Market (“**DM**”) economies like US. Services surplus grew 13.6% to the tune of USD 163 bn in FY24 as compared to USD 143 bn in the previous year, which aided in cushioning India’s Current Account Deficit.

Source: International Monetary Fund, RBI, CMIE

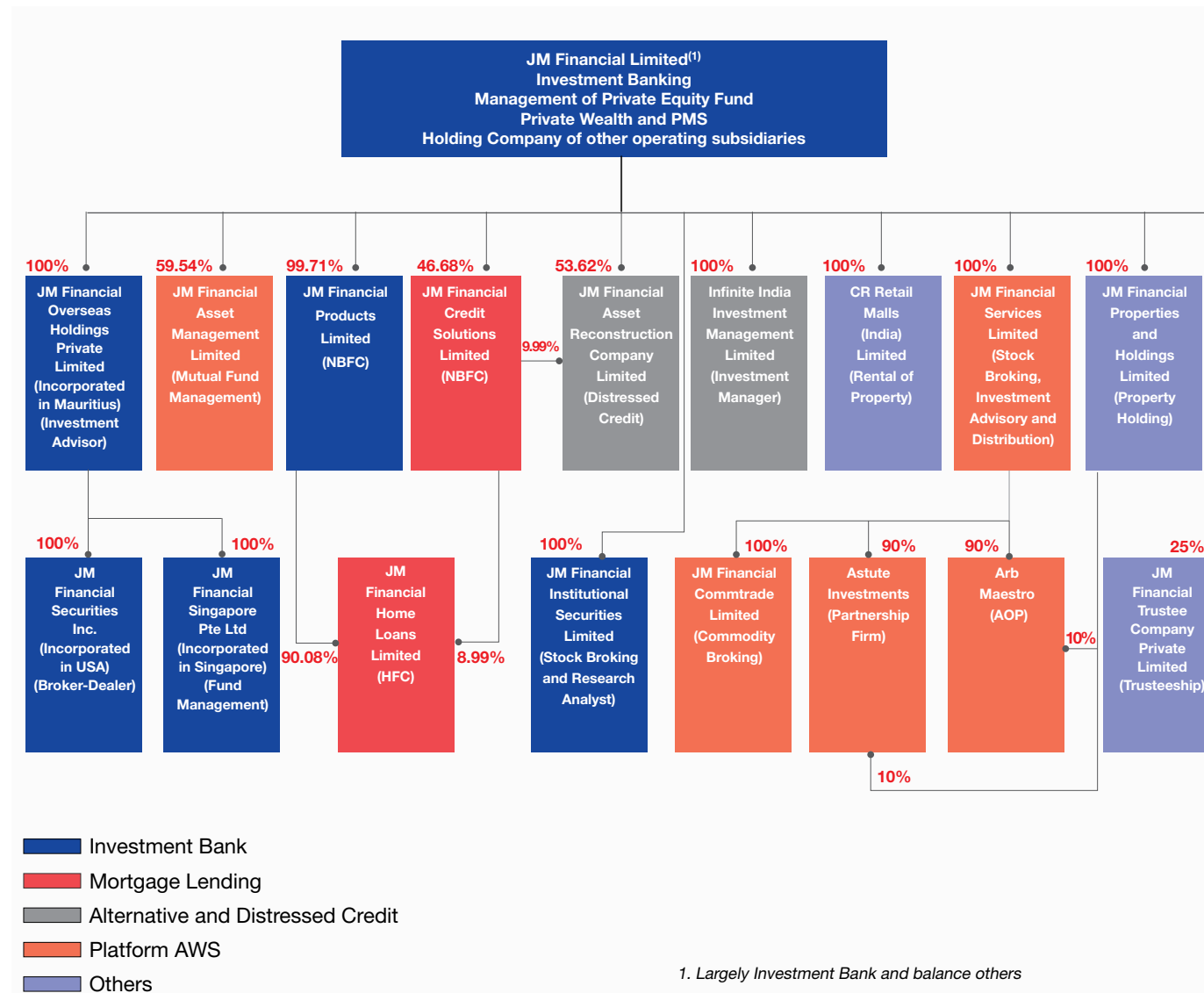
## Indian Economy remains resilient with elevated inflation

India’s growth scenario continued to be robust while the disinflationary phase was shallower when compared to developed economies in FY24. This guided domestic monetary policy to be actively disinflationary; RBI held the policy rates at restrictive levels of 6.5% since February 2023 while effectively modulating the liquidity situation. Coordinated fiscal and monetary policy ensured that inflation did not go out of control at the same time the external balance was managed effectively by keeping trade deficit in check (~USD 20 bn/month), moreover record high services surplus aided in cushioning Current Account Deficit (“**CAD**”) to 1.16% in Q3FY24. By the end of FY24, forex reserves reached record high levels of USD 646 bn, which entails an import cover ratio of ~11 months. Even the fiscal situation continued to remain in comfortable territory; actual fiscal deficit constituted ₹ 16.5 tn which is 95.3% of budgeted estimates for FY24. GST collections averaged ₹ 1.7 tn in FY24 vs. ₹ 1.5 tn in the previous year, which is a growth of 11.6% YoY. Quality of expenditure improved notably, with Capex forming 21% of total expenses vs. 17% during FY23. Government reduced its fiscal deficit target by 0.1% to 5.8% for FY24, while continuing on its fiscal consolidation path, the target for FY25 has been sharply reduced to 5.1%. Robust macro fundamentals reflected in bond yields trending lower to 7.10% vs. 7.32% at the start of the year. Amongst the Asian



## DISCUSSION ON BUSINESSES AND OPERATIONAL PERFORMANCE

The corporate structure of JM Financial Group (the “**Group**”) as at March 31, 2024 is presented below:



JM Financial Limited (the “**Company**”) is the only entity in the Group whose equity shares are listed on the stock exchanges. In view of the above structure, the way to understand the business performance of the Company is to analyse the standalone businesses and the businesses of its Group Entities. Our Group has evolved over a period of time to a leading diversified financial services firm. We have a wide range of product offerings and cater to several customer segments. During the year ended March 31, 2024, the Company received the NCLT order approving the Scheme of Arrangement (the “**Scheme**”) on April 20, 2023 with the appointed date being April 1, 2023 which was filed with National Company Law Tribunal (the “**NCLT**”) during the financial year 2022-23. Upon the Scheme becoming effective from May 18, 2023 (on filing of required forms with the Registrar of Companies, Mumbai), JM Financial Capital Limited has ceased to be a step-down subsidiary of the Company consequent upon its merger with JM Financial Services Limited, JM Financial Institutional Securities Limited has become a direct wholly owned subsidiary of the Company and the Private Wealth and PMS divisions have been demerged from JMFSL and have become part

## Management Discussion and Analysis Report (Contd.)

of the Company and are classified under the Investment Bank segment from the Platform AWS segment. The core business area of the Group remains financial services. Our business segments are as follows:

- Integrated Investment Bank (IB):** The integrated IB segment caters to Institutional, Corporate, Government and Ultra High Networth clients and includes investment banking, institutional equities and research, private equity funds, fixed income, private wealth management, PMS, syndication and finance.
- Mortgage Lending:** Our mortgage lending segment includes wholesale mortgage and retail mortgage as follows:
  - Wholesale mortgage which includes lending to real estate developers
  - Retail mortgage which includes affordable housing finance business and secured MSME lending.
- Alternative and Distressed Credit** comprises the asset reconstruction business and alternative credit funds and
- Asset management, Wealth management and Securities business (Platform AWS)** provides an integrated investment platform to individual clients and comprises retail and elite wealth management business, broking and mutual fund business.

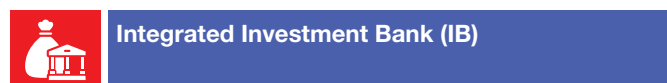
The Board of Directors at its meeting held on May 24, 2024 discussed the strategic direction for the various businesses in the Group and accordingly, the following strategic directions have been approved:

- The Wholesale Credit Businesses (Real Estate, Bespoke, Distressed Credit and Financial Institutions Financing) have seen a significant shift in the risk adjusted return for wholesale focused financiers. In light of the same, it is thought prudent to re-focus our expertise in the Wholesale Credit Businesses by pivoting from its on-balance sheet

business model to syndicating transactions to investors and building large scale sales and distribution teams in the private credit and alternatives space.

- The Group shall sharpen its focus to further scale its fee and commission generating high growth, high Return on Equity (ROE) businesses i.e. Investment Banking, Institutional Equities and Retail / High Net worth Investors facing businesses of Asset Management, Mutual Fund, Wealth, Broking and Investment Advisory.
- The affordable housing focused Retail Mortgage business continues to be an integral part of the Group and has demonstrated strong performance over the last few years.

Our business segments are discussed in detail below:



### Investment Banking Business

Investment banking division is amongst the oldest businesses within the JM Financial Group. We are a full service investment banking franchise present across products viz. equity capital markets, debt capital markets, mergers and acquisitions and private equity syndication with a strong track record of over five decades. We have deep relationships into large and emerging corporates in India and have acted as their advisors for decades. These relationships have strengthened over time and have enabled us to be the advisor of choice for managing marquee clients. Our expertise and relationships have helped us handle some of the most complex, innovative, challenging and largest transactions in India.

We shall leverage our relationships and expertise built through our investment banking platform and we shall continue to provide solutions to our clients. We shall strive to deliver the entire firm to our clients and look to have a larger wallet share. Our pipeline of transactions is extremely healthy and subject to market conditions we would look to execute the same over the course of FY 2024-25.

## Market Environment

### Primary Market

The breakup of funds raised in public markets during FY 2023-24 as compared to the FY 2022-23 is as follows:

Capital market	FY 2023-24		FY 2022-23		FY 2023-24 v/s FY 2022-23
	No.	₹ in Crore	No.	₹ in Crore	Increase %
Initial Public Offering ("IPO")	77	65,121	37	52,116	25%
IPO on the SME Platform	204	5,971	125	2,235	167%
SME FPO	1	26	-	-	-



Capital market	FY 2023-24		FY 2022-23		FY 2023-24 v/s FY 2022-23
	No.	₹ in Crore	No.	₹ in Crore	Increase %
InvITs	5	13,916	2	1,166	1,094%
Rights Issue	16	19,595	12	5,779	239%
Qualified Institutions Placement ("QIP")	67	80,462	12	10,235	686%
SME QIP	1	37	-	-	-
Offer for Sale ("OFS")	31	24,569	19	11,159	120%
<b>Total Equity Raised</b>	<b>402</b>	<b>2,09,697</b>	<b>207</b>	<b>82,690</b>	<b>154%</b>
Total Debt raised through Public issue	48	20,787	32	7,444	179%
<b>Total Amount Raised</b>	<b>450</b>	<b>2,30,484</b>	<b>239</b>	<b>90,134</b>	<b>156%</b>

(Source: Prime Database as on April 1, 2024)

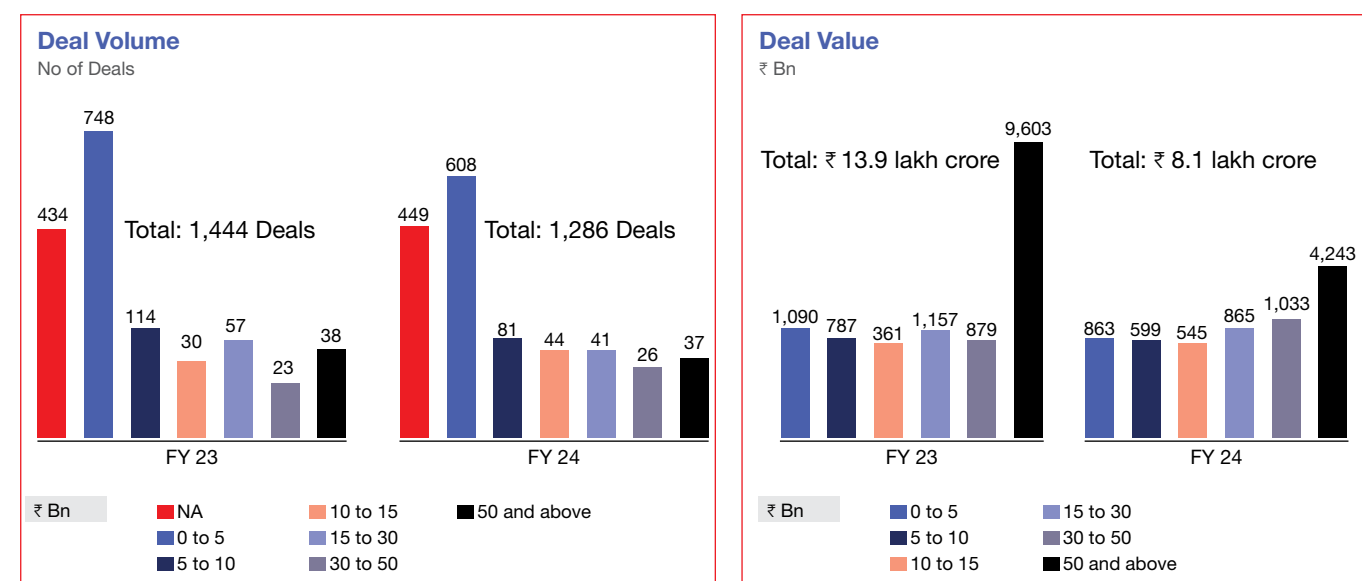
The Indian stock markets ended FY24 with strong gains across the board: Nifty rose by 29%, Nifty Midcap 100 by 60%, and Nifty Smallcap 100 by 70%. India's market cap reached USD 4.4 tn, making it the world's fifth-largest market in terms of market capitalization.

Despite muted primary capital globally, Indian primary capital markets showed resilience in FY24 and were one of best performing markets globally. The Indian markets witnessed ₹ 2,09,697 crore equity raise in FY24, increase of 154% over FY23. There were 77 IPOs and 67 QIPs in FY24, the highest in the last decade.

JM Financial was a leader in Equity Capital Markets, successfully executed 56 transactions raising more than ₹ 1,22,000 crore in FY24. JM Financial ranked #1 in IPO and QIP with 47% and 38% market share respectively in terms of funds raised. JM Financial acted on some of the largest marquee transactions, with an 80% market share in the top 10 IPOs (by size) and 60% market share in the top 5 QIPs (by size). Through our unwavering commitment and in-depth market knowledge, we assisted our clients in raising capital, from top-tier investors.

### Mergers and Acquisition

During FY2023-24, 1,286 deals were announced as compared to 1,444 deals in FY 2022-23. Total value of the deals announced in FY2023-24 was ₹ 8.1 lakh crore<sup>(1)</sup> as against ₹ 13.9 lakh crore<sup>(2)(3)</sup> for FY2022-23.



Source: Mergermarket after certain adjustments

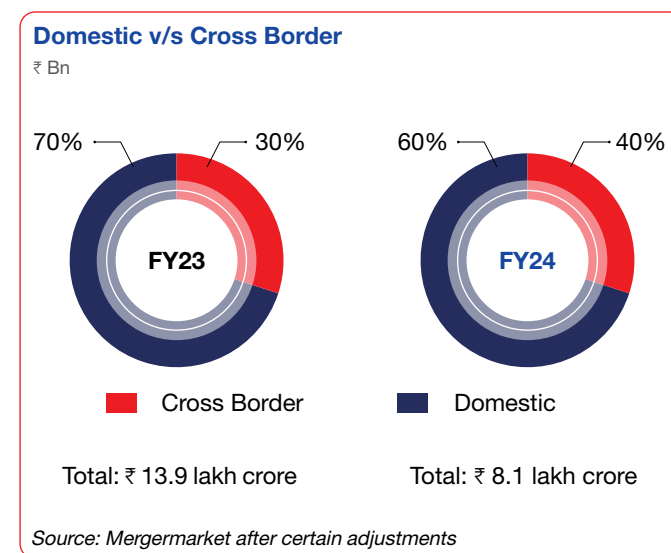
## Management Discussion and Analysis Report (Contd.)

### Notes:

- This does not include 449 deals for which deal values were not available
- This does not include 434 deals for which deal values were not available
- Includes merger of HDFC Ltd and HDFC Bank Ltd of ₹ 5.2 lakh crore
- Deals are prepared based on announcement date (excluding lapsed/withdrawn bids)
- Deals where both target and bidder are outside India are not considered
- Excluded deals where there is direct investment by any holding company into its own subsidiary company

### Domestic v/s Cross-Border Activity

During FY 2023-24, domestic transactions contributed 60% to the overall M&A activity with deal value aggregating ₹ 8.1 lakh crore



### Note:

- Deal value of FY 2022-23 includes merger of HDFC Ltd and HDFC Bank Ltd of ₹ 5.2 lakh crore.

### Private Equity

In FY 2023-24, private equity deals worth ₹ 2.7 lakh crore were announced compared to ₹ 2.4 lakh crore in FY 2022-23 (Source: JM Financial Estimates)

The sectors that experienced the maximum interest from private equity investors include power and power ancillary, healthcare and infrastructure.

### Operational Performance of Investment Banking Business

During FY 2024, we concluded the following equity capital market transactions:

#### Book Running Lead Manager to the IPOs of:

- Nexus Select Trust – ₹ 3,200 Crore
- Tata Technologies – ₹ 3,043 Crore
- JSW Infrastructure – ₹ 2,800 Crore
- RR Kabel – ₹ 2,439 Crore\*
- Cello World – ₹ 1,900 Crore
- Juniper Hotels – ₹ 1,800 Crore
- Honasa Consumer – ₹ 1,701 Crore
- Entero Healthcare Solutions – ₹ 1,600 Crore
- SAMHI Hotels – ₹ 1,500 Crore\*
- Fedbank Financial Services – ₹ 1,422 Crore\*
- Doms Industries – ₹ 1,200 Crore
- TVS Supply Chain – ₹ 1,030 Crore\*
- Avalon Technologies – ₹ 1,025 Crore\*
- Happy Forgings – ₹ 1,009 Crore
- Jupiter Life Line Hospitals – ₹ 993 Crore\*
- Muthoot Microfin – ₹ 960 Crore
- Apeejay Surrendra Park Hotels – ₹ 920 Crore
- Ask Automotive – ₹ 834 Crore
- Gopal Snacks – ₹ 830 Crore\*
- Rashi Peripherals – ₹ 750 Crore\*
- Cyient DLM – ₹ 700 Crore\*
- Zaggle Prepaid Ocean Services – ₹ 661 Crore\*
- Innova Captab – ₹ 650 Crore\*
- Ideaforge Technology – ₹ 627 Crore\*
- GPT Healthcare – ₹ 525 Crore

\*Including Pre-IPO

#### Managers to the OFS in:

- Coal India – ₹ 4,179 Crore

#### Book runner to the Block Deals in:

- Samvardhana Motherson International by Sumitomo Wiring Systems Ltd. – ₹ 3,638 Crore
- Five-Star Business Finance by Matrix Partners, TPG & Norwest Venture Partners – ₹ 1,864 Crore
- Data Patterns (India) by Florintree Capital Partners – ₹ 1,102 Crore
- Sona BLW Precision Forgings by Promoter – ₹ 957 Crore
- Nippon Life India Asset Management by IndusInd Bank – ₹ 795 Crore
- Go Fashion (India) by Sequoia Capital – ₹ 624 Crore
- S.J.S Enterprises by Everstone Capital – ₹ 561 Crore
- Clean Science & Technology by Promoter – ₹ 556 Crore

#### Book Running Lead Managers to the QIP by:

- Bajaj Finance – ₹ 8,800 Crore
- Union Bank of India – ₹ 5,000 Crore and ₹ 3,000 Crore
- Indian Bank – ₹ 4,000 Crore
- Aditya Birla Capital – ₹ 1,750 Crore
- Sheela Foam – ₹ 1,200 Crore
- Chalet Hotel – ₹ 1,000 Crore
- D B Realty – ₹ 920 Crore
- P G Electroplast – ₹ 500 Crore
- Orchid Pharma – ₹ 400 Crore
- Satin Creditcare Network – ₹ 250 Crore
- Arman Financial Services – ₹ 230 Crore
- Astra Microwave Products – ₹ 225 Crore

#### Manager to the Buyback of:

- TCS – ₹ 17,000 Crore
- Wipro – ₹ 12,000 Crore
- L&T – 10,000 Crore
- Bajaj Auto – ₹ 4,000 Crore
- Piramal Enterprises – ₹ 1,750 Crore

### Mergers & Acquisitions (M&A) and Private Equity (PE) Syndication

We are proud to maintain our growth momentum in the Indian M&A industry, having successfully announced and/ or completed 15 M&A and PE transactions with an aggregate deal value of ~₹ 5,62,000 crore during FY24.

Marquee M&A and PE transactions where JM Financial was an advisor during FY24 include:

- Exclusive Financial Advisor to certain promoters of Sanghi Industries on the sale of their majority stake to Ambuja Cements;
- Exclusive Financial Advisor to Kesoram Industries Limited for demerger of its cement business to UltraTech;
- Exclusive Financial Advisor to the Navi Group for sale of its microfinance subsidiary Chaitanya India Fin Credit to Svatantra Microfin;
- Financial Advisor to IDFC First Bank on amalgamation of IDFC Ltd with IDFC First Bank;
- Exclusive Financial Advisor to Gokaldas Exports Limited on its acquisition of apparel business of Matrix Clothing;
- Exclusive Financial Advisor to Gokaldas Exports Limited on their acquisition of Atraco Group;
- Exclusive Financial advisor to Bajaj Finserv Health Limited on its acquisition of Vidal Healthcare Limited;
- Financial Advisor to TVS Credit Services on fundraise from Premji Invest;
- Exclusive Financial Advisor to Pocket Aces & its Shareholders on its acquisition by Saregama India Ltd;
- Exclusive Financial Advisor to Burman Group and Manager to the Open Offer to the Public shareholders of Religare Enterprises;
- Financial Advisor to Canpac Trends and its selling shareholders on fundraise from Investcorp;
- Financial Advisor to HDFC Limited on its merger with HDFC Bank Limited;
- Financial Advisor to Course5 Intelligence Services on fundraise from 360 ONE Asset, Nuvama and Carnelian Asset;
- Fairness Opinion to the Board of AU Small Finance Bank on the share exchange ratio for the proposed amalgamation of Fincare Small Finance Bank into and with AU Small Finance Bank;

## Management Discussion and Analysis Report (Contd.)

- Fairness Opinion to the Board of ICICI Bank on share exchange ratio of proposed delisting of ICICI Securities via share swap of ICICI Bank's shares

Source: Mergermaket and JM Financial Internal Database

### Institutional Equities

Our Institutional Equities business offers a suite of products to domestic and foreign institutional investors translating into execution in cash and derivatives segment. We seek to deliver to our clients stock ideas, customised servicing, market insights, and eventually efficient execution supported by after trade settlement. Our swift and seamless delivery is backed by our professional and experienced talent across sales, trading, research, operations, compliance and technology functions.

In FY24, Indian equities were supported by resilient flows which was witnessed in heightened primary and secondary market activity. However, yields in the business remain under pressure due to increasing volumes and competitive intensity. Albeit, our performance continued to remain strong primarily achieved by our talent pool across teams, client servicing, customised and differentiated offerings to our clients. This also reaffirmed our position to be one of the leading stock brokers / investment banks in the country.

India's structural story remains intact backed by various narratives such as its reaffirmation of its political stability, China +1 theme, make in India, Production Linked Incentive (PLI) schemes, adoption of technology (UPI is applauded by the world), thrust on infrastructure, etc. The first degree impact of this would be witnessed in Indian equity markets which at this juncture are also backed by strong Systematic Investment Plan (SIP) flows hitting record highs every month; total SIP contribution for FY24 was ₹ 1,99,219 crore vs ₹ 1,55,972 crore in FY23 and ₹ 1,24,566 crore in FY22. SIP flows are anticipated to be stable to growing given India's relatively lower savings rate in equity as an asset class. India has been climbing the ladder on global stock market with its market capitalization at USD 4.33 tn positioning itself after US, China and Japan.

### Leverage Products

Our portfolio under this segment can be broadly classified into the following: (i) Capital markets lending; (ii) Bespoke finance; (iii) Wholesale mortgage (overflow) lending; (iv) Financial institutional financing; and (v) Retail Mortgage (including purchase pool of assets and lending in retail mortgage lending).

### Capital Markets lending

Our Capital Markets Lending group offers loans against shares, and other securities to meet the fund requirements of

various categories of clients inter-alia Retail, HNI, HUFs, and Corporate entities. Loans under this segment are typically in the nature of short-term advances.

The capital markets loan book as at March 31, 2024 stood at ₹ 348 crore as compared to ₹ 1,062 crore as at March 31, 2023.

### Bespoke Finance

The Bespoke Finance Group ("BFG") aims to meet the myriad financing requirements of corporates/promoters by providing tailor-made solutions for their capital needs. BFG provides comprehensive structured financing solutions to operating businesses for refinancing existing debt/consolidation of capital structure, working capital, growth / capex funding, acquisition financing, bridge to M&A / IPO financing etc. We also offer niche financing solutions to promoters against listed / unlisted securities or mortgage of real estate assets to meet their strategic requirements such as private equity/shareholder buyout/family settlement, stake accretions / funds for capital structure correction with event based takeout structures (IPO / strategic takeout) and vanilla debt refinancing structures. We differentiate our lending business basis our ability to provide large balance sheet commitment, strong syndication and placement capability, superior client management and efficient turnaround time.

The Bespoke Finance book as at March 31, 2024 stood at ₹ 2,936 crore as compared to ₹ 2,636 crore as at March 31, 2023. During FY24, the Bespoke Finance Group focused on profitable short / medium term transactions. BFG has continuously evolved over past few years to adapt to market changes. During past few years, BFG has been able to establish itself as one of the few players which could deliver large sized complex transactions with negligible credit costs. We ramped up our syndication business this year with more originate to sell credit deals enabling balance sheet churn and higher profitability, whilst also creating a strong market recall for our transactions. Average annual deal volume originated has been approximately ₹ 3,500 crore for the last 2 years. Loan book AUM has largely remained constant due to focus on fee-based churn transactions. The focus of BFG has been on originating shorter to medium tenor, higher yielding situational financing structures.

Given our overall low leverage and strong balance sheet position, we have a strong competitive advantage in underwriting complex transactions, thereby providing well-structured and speedy one stop financing solution to our clients. Our broader strategy continues to remain opportunistic in our approach and achieve a reasonable mix of short and medium tenor deals with attractive average yield at a portfolio level.

### Financial Institutional Financing ("FIF")

Our Financial Institution Financing business provides customized credit facilities to Financial Institutions (FIs). FIF specialises in underwriting loans to FIs towards their onward lending programme to NBFIs that would typically be rated between BBB and AA. The strategy is to onboard clients that have a strong management team, high-quality investors as a part of their capital structure and scalable business model along with efficient processes and risk management framework.

In FY 2023-24, we evaluated over 40 companies across emerging financial sectors including Microfinance, MSME Finance, Consumer Finance, Vehicle Finance, Affordable Housing Finance among others and onboarded select clients basis comprehensive due diligence process. The FIF loan book for March 31, 2024 stood at ₹ 1,477 crore as compared to ₹ 1,592 crore as at March 31, 2023.

FIF will continue to support client partners on their capital needs across their lifecycle and actively cover 140+ clients in the NBFC space to assess them and monitor them closely for onboarding.

### Real Estate Consultancy Services (Dwello.in)

Dwello is a tech-based real estate consulting division operating within the primary residential real estate space. Our team, of experienced professionals and trained consultants, leverages cutting-edge technology and analytics and assists customers in making right decisions during their home buying journey.

Dwello has presence in top 4 Indian cities for residential real estate by volume viz., Mumbai, Pune, Bengaluru and NCR. Our portal displayed detailed information on 16,332 projects, with 10,057 projects from Mumbai, 4,916 projects from Pune, 983 projects from Bengaluru, 11 projects from Delhi and 273 projects from Gurugram.

In the last financial year, our teams facilitated sales of 1,510 units spanning 1.05 million sq.ft. of carpet area. These units were spread across 650 projects belonging to 400 developers across 4 cities. We made this possible by facilitating site visits of 17,470 unique customers on almost 3,000 projects.

### Investment Grade, Debt Trading and syndication (Debt Capital Markets)

The Investment Grade Group ("IGG") in its fourth full year of operations consolidated its position in the league tables working extensively with issuers in both the private and public sector space. The desk continued to actively trade in government securities as well as corporate bonds.

### Private Equity Fund Management

**JM Financial India Fund II ("Fund II")** is a 2019 vintage (i.e., Final Close) private equity fund established as a trust under the Indian Trust Act, 1882 and registered with the Securities and Exchange Board of India (the "SEBI") under the SEBI (Alternative Investment Funds) Regulations 2012, as a Category II AIF.

Fund II is an India-focused, sector-agnostic private equity fund, with the primary objective to achieve superior risk-adjusted returns by investing growth capital in dynamic and fast-growing, small to mid-market Indian companies. We believe that the small to mid-market opportunity is relatively less crowded, allowing attractive investment opportunities in early-to-growth stage companies that are in their early phase of expansion.

Key sectors of interest include financial services, consumer, manufacturing, technology and others (logistics, agri-allied sectors, etc.). Fund II has completed ten investments and is fully deployed. In addition, Fund II has completed partial divestments from two of its portfolio companies, resulting in distributions to investors of approx. 65% of paid-in capital, at attractive rates of return.

**JM Financial India Growth Fund III ("Fund III")** is a 2023 vintage (i.e., Final Close) private equity fund established as a trust under the Indian Trust Act, 1882 and registered with the Securities and Exchange Board of India (the "SEBI") under the SEBI (Alternative Investment Funds) Regulations 2012, as a Category II AIF. As of March 31, 2024, Fund III has completed five investments - API Holdings Limited, Aarman Solutions Private Limited, BigHaat Agro Private Limited, SilverEdge Technologies Private Limited, and Energy Beverages Private Limited, and continues to evaluate a strong pipeline of investment opportunities in its target segment. Similar to Fund II, Fund III is an India-focused, sector-agnostic private equity fund, with the primary objective to achieve superior risk-adjusted returns by investing growth capital in dynamic and fast-growing, small to mid-market Indian companies.

In addition to the two operating Funds, JM Financial also managed the JM Financial India Fund ("Fund I"), a 2006 vintage (i.e. Final Close) India focused private equity fund. Fund I raised ₹ 952 crore and has successfully exited from all of its portfolio companies (including one partial exit) and distributed / appropriated an aggregate of 203% in rupee terms (before income tax related retentions and reserves), of the capital contributions.

Our Private Equity fund business may face challenges in terms of our ability to raise funds and being able to exit portfolio companies at desired valuations. Further, our portfolio

## Management Discussion and Analysis Report (Contd.)

investments are subject to business specific and macro-economic threats.

### Private Wealth Management

Private Wealth serves over 900 key clients in India across Ultra High Net worth Individuals (UHNIs), Family Offices, Corporates and Institutions. Total team strength has crossed 115 employees in FY24 with presence in seven metros and two offshore locations (Dubai and Singapore). During the year, team has grown by over 25% across functions and locations to offer enhanced coverage in upcoming cities of affluence. We intend to keep growing with focus on wider coverage of Tier 2 and Tier 3 cities.

Private Wealth AUM\* (excluding custody assets) stood at ₹ 68,105 crore as at March 31, 2024 as against ₹ 56,515 crore as at March 31, 2023, demonstrating a healthy growth of 21% YoY.

Private Wealth has a robust open architecture platform offering products across different asset classes including equities, fixed income, commodities, currency, real estate and other alternatives. Our unique positioning, as part of the Integrated Investment Bank, enhances our ability to offer industry leading products and solutions.

Our Private Wealth platform offers the entire gamut of wealth products including Mutual Funds, Portfolio Management Services, Alternative Investment Funds through in-house and third-party asset managers. We also offer in-house equity broking and lending solutions. The products proposition is ably complemented by transactional offerings, both in public and private markets.

In keeping with the digital age, we have equipped our clients with the freedom to access their wealth and portfolio information at their convenience. Our clients now get a service experience where technology gets combined with a personalized human interface.

\*Assets under Management (AUM) comprises distribution assets and advisory assets, as applicable

### Portfolio Management Services (PMS)

Our AUM grew by 61% YoY from ₹ 1,094 Crore as of FY23 to ₹ 1,759 Crore as of FY24. In the Non-Discretionary Portfolio Management Services (“NDPMS”), the AUM grew by 53% YoY to ₹ 982 Crore as of FY24 from ₹ 641 Crore as of FY23. In the Discretionary Portfolio Management Services (“DPMS”), the AUM grew by 72% YoY to ₹ 777 Crore as of FY24 from ₹ 453 Crore as of FY23. With CAGR of 16.2% since inception, flagship scheme FOCUS continues to report a 0.9% Alpha. The flexi-cap Opportunistic scheme also turned around in

performance with a strong 1-year and 3-year alpha of 7.1% and 2.5% respectively.

The smaller DPMS portfolio India Resurgent Portfolio (“IRP”) Series III has a decent 3-year relative outperformance of 4.3% CAGR. NDPMS has generated an absolute performance of 41.3% in the last year for all paying accounts. Apex scheme has delivered alpha of 0.4% and 2.3% over 1 Year and since inception respectively. Over 80% of total Discretionary AUM has reported positive alpha since inception.

### International Operations

We have established subsidiaries/step down subsidiaries in Mauritius, Singapore and USA to cater to and service overseas clients/investors and to carry out permitted business activities in these jurisdictions. We also have a representative office in Dubai.

### Regulatory Actions:

During the year ended March 31, 2024, the Securities and Exchange Board of India (the “SEBI”) based on the examination, has issued an interim ex-parte order on March 7, 2024 barring the Company from taking any new mandate for acting as a lead manager for any public issue of debt securities. For the existing mandates, the Company may continue to act as a lead manager for public issue of debt securities for a period of 60 days from the date of the interim ex-parte order. SEBI shall undertake an investigation into the issues covered under the said Order and complete the same within a period of six months from the date of the said Order. The Company is fully cooperating with SEBI in this investigation.

Based on a limited review of the books of JM Financial Products Limited (“JMFPL”), a subsidiary of the Company, the Reserve Bank of India (the “RBI”) has directed JMFPL to cease and desist, with immediate effect, from doing any form of financing against shares and debentures, including sanction and disbursement of loans against initial public offering of shares as well as against subscription to debentures. JMFPL, however, has been permitted to continue to service its existing loan accounts through usual collection and recovery process. These business restrictions, will be reviewed upon the completion of a special audit instituted by the RBI and after rectification of the deficiencies to the satisfaction of RBI. JMFPL is complying with the direction given by the RBI and is working with the auditors appointed by the RBI for the special audit.

In view of the uncertainties, the impact of these developments, if any, shall be assessed and given effect based on the outcome of the aforesaid matter in respective future periods.

### Our IB segment is subject to threats which include

- macro-economic factors such as abnormal monsoon, geopolitical tensions, global economic threats impacting the business, economic situation, liquidity situation in the market, cost effective availability of funding and capital market environment; and
- business specific threats such as increased intensity of competition from players across the industry creating downward pressure on yields, fees, commissions and brokerages, regulatory challenges, technology innovations, amongst others.

### Financial Performance of Integrated Investment Bank Segment

Particulars	₹ in Crore)	
	FY 2023-24	FY 2022-23
Gross Income	1,977.98	1,299.11
Profit before tax	911.27	486.47
Profit after tax before non-controlling interest	706.75	371.65
Profit after tax after non-controlling interest	705.53	370.69
Segment Capital Employed	3,092.32	2,729.66

### Mortgage Lending

The mortgage lending business is divided into two parts (i) Wholesale Mortgage Lending (ii) Retail Mortgage Lending.

#### Wholesale Mortgage Lending

The Wholesale Mortgage Lending business is focused on offering a solution-based approach to the clients in the real estate sector by catering to their various financing requirements and by keeping in mind the typical nature of the industry. We consider our clients as partners and aspire to have significant mind share of our clients when it comes to financing requirements/solutions.

- **Project Loans:** Our wholesale mortgage financing business is primarily focused on providing project specific funding for ongoing residential and commercial projects which have received key regulatory approvals.
- **Projects at Early Stage Loan:** This is offered for projects that are expected to be launched in the near-term. These projects are typically in the approval stage and may be raising funds for development and/or for seeking relevant approvals. These loans are typically advanced in part as a portion of a refinancing of existing loans and in part, as project related funding. Repayment of the loan is

expected from project cash flows that will accrue during the loan tenure.

- **Loan against Property:** These loans are advanced against fully constructed residential and/ or commercial units that have been granted an occupation certificate. Repayment of the loan is expected from sale of the units.
- **Loan against Securities:** Clients may be granted these loan against a pledge of listed/unlisted securities of their companies to bridge the gap in the event the inventory of the developer is not being sold as expected, thereby offering cash flow to the developer until completion of the project. These loans are advanced to select borrower-groups with strong credit history in few cities. These loans are mainly provided for funding the clients' group activities and repayment of existing loans (secured and unsecured).

The momentum in real estate sector activities, especially in the residential segment in the markets we operate in, observed in the latter part of FY23 continued into FY24. This has been in line with our expectations as we estimated demand for residential real estate to increase due to various factors including need for larger homes post Covid-19, low interest rates, general perception of bottoming out of residential real estate prices and measures taken by the central and state governments. This has also resulted in increased volumes observed in land transactions either via outright acquisitions or development agreements. Another phenomenon playing out in the market is that of consolidation. We continue to look for opportunities to undertake financing of projects based on balanced risk-return considerations. Our primary focus is on funding residential projects that are in Tier I cities like Mumbai, Thane, Pune, NCR, Bengaluru, Chennai and Hyderabad.

As at March 31, 2024, the total loan book for wholesale mortgage lending stood at ₹ 4,917 crore as compared to ₹ 8,445 crore as at March 31, 2023.

#### Retail Mortgage Lending

Our housing finance business commenced operations in 2017 in order to expand group's presence in retail mortgage space with a focus on affordable housing finance. JM Financial Home Loans Limited (the “JMFHLL”), the Group's housing finance entity, offers the whole gamut of housing finance products including various kinds of home loans and loan against residential property. We chose to serve the growing needs of housing finance customers in the low and middle-income segments of sub-urban and rural India, going contrary to the industry's preference to serve the customers in the metro cities and urban regions of the country. The majority of our customers have limited access to formal banking credit facilities. We work to bridge this gap by providing affordable and reliable credit

## Management Discussion and Analysis Report (Contd.)

to the doors to several Indians who are willing to have house of their own and have limited access to formal banking credit facilities. We are customer centric and are primarily focused on servicing our customers.

Though the policy rates were increased by 250 bps during the previous year, there was a transition to the transmission to our cost of borrowing which had a bearing during the current year. To counter this increase, there was a corresponding increase in rates to our customers. Accordingly, we passed on 115 bps to our customers, in totality in both the years.

In terms of operating performance as at March 31, 2024, our total retail mortgage loan book stood at ₹ 3,239 crore as compared to ₹ 1,918 crore as at March 31, 2023. The Gross Non-Performing Assets (GNPA) was at 0.8% as of March 31, 2024. The GNPA is below industry average GNPA despite focusing on the affordable housing segment, which reflects that the conservative credit underwriting approach as well as a robust risk framework. We expanded our branch network from 93 to 112 during financial year 2023-24.

The various product offering has evolved over a period of time based on our experiences across geographies and our close association with our customers:

### Home Loans

We offer home loans for ready to move in homes, home construction, home improvement, home extension, plot plus construction, balance transfer and top up loans to customers across 112 branches in India with an average loan value of ₹ 11 Lakh. We offer home loan to customers in the affordable segment on a proactive basis.

### MSME

We offer Loans Against Property (LAP) to SMEs, MSMEs, self-employed individuals and professionals against mortgage of their residential and commercial properties. This product helps clients address funding requirements for both personal and business needs. Clients leverage the economic worth of their property without giving away ownership.

### Our mortgage lending segment is subject to threats which include:

- Macro-economic factors such as geopolitical tensions, global economic threats impacting the business, economic situation, liquidity situation in the market, cost effective availability of funding;
- Business specific threats such as increased intensity of competition from players across the industry creating downward pressure on yields, fees, commissions

and brokerages, regulatory challenges, technology innovations, amongst others; and

- Regulatory changes and adverse sector changes including slowdown in the real estate sector and housing.

### Financial performance of Mortgage Lending Segment

Particulars	₹ in Crore)	
	FY 2023-24	FY 2022-23
Gross Income	1,530.58	1,318.49
Profit before tax	88.11	467.72
Profit after tax before non-controlling interest	58.44	341.73
Profit after tax after non-controlling interest	30.93	161.49
Segment Capital Employed	4,610.76	4,348.66

### Alternative and Distressed Credit Business

Our Distressed Credit team is engaged in the acquisition and resolution of distressed assets and has built a strong expertise driven track record of around 15 years in this business. We have a team of professionals from diverse backgrounds who are experienced in banking, corporate debt restructuring and bankruptcy. The team is also involved in financial and legal due diligence for acquisitions and resolution. We also closely work with diverse sector-specific professionals and firms for revival of the acquired units.

During the year, we continued to diversify our portfolio to acquire retail assets, reducing concentration risk and enhancing resilience against sector-specific challenges. We acquired dues of ₹ 4,255 crore in FY24. The recoveries stood strong at ₹ 2,855 crore as against ₹ 1,067 crore as at March 31, 2023), an increase of 167%. Security Receipts worth ₹ 1,303 crore were redeemed during the year. The AUM grew by 7% to ₹ 14,500 crore as at March 31, 2024 from ₹ 13,558 crore as at March 31, 2023. This AUM is well diversified into multiple sectors. The outstanding contribution of JMFARC stood at ₹ 3,789 crore as at March 31, 2024 as against ₹ 3,862 crore as at March 31, 2023.

From inception till March 31, 2024, we have acquired total outstanding dues of ₹ 77,763 crore at a gross consideration of ₹ 23,925 crore. We have had 80 exits (trusts) spread across sectors which is a testimony to our strong expertise gained over the years in resolving distressed assets.

During FY24, JM Financial Asset Reconstruction Company Limited (the "JMFARC") has recognised loss of ₹ 985 crore on account of fair valuation of investments and loans in the

distressed credit business. This was primarily related to one large account aggregating ₹ 847 crore (excluding tax) due to a change in resolution strategy/plan and events subsequent to the balance sheet date. In view of the above, the Group shall be infusing upto ₹ 600 crore equity into JMFARC.

Our business priorities looking ahead:

- full cash acquisitions of both retail portfolios and corporate accounts, on a co-investment model, along with financial investors and strategic partners;
- Complete the process of resolution of accounts which are at an advanced stage.

### Real Estate Fund

The Property Fund continues to focus on exploring exit opportunities for its outstanding portfolio investments. During the year, the offshore scheme of the Property Fund has been operationally wounded up.

### Our alternative and distressed credit segment is subject to threats which include:

- macro-economic factors such as abnormal monsoon, geopolitical tensions, global economic threats impacting the business, economic situation, liquidity situation in the market, cost effective availability of funding;
- business specific threats such as increased intensity of competition from players across the industry creating downward pressure on yields, fees, amongst others; and
- regulatory changes, delays and adverse sector changes affecting the acquisition and resolution of assets.

### Financial performance of Alternative and Distressed Credit Business

Particulars	₹ in Crore)	
	FY 2023-24	FY 2022-23
Gross Income	326.17	137.13
(Loss) before tax	(905.40)	(172.02)
(Loss) after tax before non-controlling interest	(923.09)	(130.20)
(Loss) after tax after non-controlling interest	(527.07)	(73.39)
Adjusted Profit after tax after non-controlling interest**	46.98	34.01
Segment Capital Employed*	720.22	1,812.43

\* Includes non-controlling interest of Security receipts holders under distressed credit business

\*\* Adjusted for additional provision considered in Security Receipts ("SRs") on a few accounts and loans in our distressed credit business in FY24 (post tax and non-controlling interest) of ₹ 574.05 crore (FY23: ₹ 107.40 Crore).

### Asset management, Wealth management and Securities business (Platform AWS)

#### Equity Brokerage Group

The Equity Brokerage Group offers research based equity advisory and trading services to high net-worth individuals, corporates, and retail clients. The Equity Brokerage Group has its presence in 215 cities in India through a network of 55 branches and 801 franchisees across 814 locations. The combination of branches and franchisees has helped us in achieving a de-risked business model and a widespread presence.

We shall continue to focus on strengthening our branch and franchisee network. We have expanded our reach and visibility through expanding our presence in eastern India and other Tier 2 and 3 cities.

We have made hires to strengthen our product and investment counselors' team for in-house and third-party investment products through our broking channel.

SEBI MTF is a lending facility that enables investors to invest in equities based on cash/stock margin. During the year, there was a focus on building SEBI MTF book and the book grew more than two times to ₹ 1,410 crore as of March 31, 2024 as compared to ₹ 636 Crore as of March 31, 2023.

The year on year comparative details of average daily turnover in the Cash and Derivative segments of BSE and NSE are given below:

Average Daily Volume	₹ in Crore)		
	FY 2023-24	FY 2022-23	% Increase
Cash Market	94,975	62,547	52%
Derivative	3,57,47,273	1,54,87,543	131%
<b>Total</b>	<b>3,58,42,248</b>	<b>1,55,50,090</b>	<b>130%</b>

(Source: SEBI, NSE, BSE)

During FY 2023-24, our average daily volume grew by 58% to ₹ 42,468 crore as compared to ₹ 26,831 crore in FY 2022-23.

#### Digital Business Group

In April 2023, we launched the trading app in India. We introduced new subscription options, which broadened our services. This expansion helped us achieve a daily trading volume of around ₹ 7,200 crore and 55% rate of new account activation. This move strengthened our position in the market and also underscored our commitment to continuously innovating and improving our services.

## Management Discussion and Analysis Report (Contd.)

- BlinkX App**

This year, a lot of effort has been put into making our app easy and hassle-free to use. We have implemented multiple checkpoints to ensure it works perfectly whenever our customers interact with it. We have also set up a couple of special centers to monitor app security and 24/7 availability. A conscious decision was made to switch to in-house technology solutions, to reduce dependency on external services. This makes everything more stable and ready to grow with our customers' needs. We significantly enhanced our customer service also by introducing our new CX Support CRM system for more efficient and accurate support, improving response times and customer satisfaction. With continuous improvements, our app is more reliable than ever, throughout maintaining an app rating of over 4.5 on the Google Play Store.

- BlinkX Website and organic growth** - We have enhanced the BlinkX website to make it more customer friendly and visually appealing and thereby improving its performance to accommodate more visitors efficiently. New features have been added, including sections for IPOs, detailed company and market indices pages, and practical tools like calculators aimed at attracting more users by catering to their diverse interests. By handling website development internally, we've streamlined updates, bolstered security with automated integrations and deployments, and protected data with advanced encryption. These improvements have significantly boosted our visibility on search engines, leading to a substantial increase in visitor traffic and new user registrations.

- Acquisition Strategy and App Optimization** - Our strategy focused on growing our business efficiently and economically. We used advertising campaigns to attract more users at a lower cost, significantly improving our marketing effectiveness. We also targeted users at key decision-making stages, enhancing our conversion rates. We incorporated advanced analytics and targeting technologies into our app, which helped us maintain high-quality user accounts.

- Digital Marketing** - We started building knowledge-content on digital channels and our own website in the form of articles, videos, short-videos and info-graphic nuggets. Dissemination of this content will help us in wider reach and give a superior experience to the users.

- Brand & Communications** - We launched our first major campaign, "Made for the Market," which highlighted the investing skills of Indians and gained extensive visibility on social media and in major publications, boosting our

brand's profile. Our leadership was frequently spotlighted in media outlets enhancing our reputation as industry leaders. We were recognized for our innovative efforts with several prestigious awards, including Best Use of Data Ethics and Governance, Best Cloud Initiative, and Best Customer Experience Strategy of the Year. Our executives also participated in panels hosted by industry leaders further establishing our thought leadership.

As a part of our brand-building strategy through campus programs, we hosted our first online campus "Brand Brainathon", attracting over 850 participants from 250 teams across India's premier business schools. These activities are poised to increase to leverage campus engagement and talent scouting. In a testament to our workplace environment, BlinkX was honored with the "Great Place to Work" certification, reflecting our commitment to fostering a supportive and dynamic corporate culture.

At BlinkX, we're setting the pace for the future by harnessing advanced AI technologies and expanding our product ecosystem to meet the evolving needs of our diverse customer base. Our commitment to continuous innovation and enhanced customer engagement strategies positions us at the forefront of delivering exceptional service in an ever-changing digital landscape.

### Elite Wealth Management

Elite Wealth Management focuses on clients with net worth in the range of ₹ 50 Lakhs to ₹ 10 crore seeking diverse investment objectives such as creating regular income, wealth creation and wealth preservation. It is currently present in 8 cities across India and caters to mass affluent individuals with a team of 65 as of March 31, 2024.

We endeavour to offer holistic and solution-oriented investment options for our clients such as Retirement Planning, Goal-based Investment Products, Asset Allocation based on investment objectives, etc.

Assets under management (AUM)\* grew by 55% YoY to ₹ 1,901 crore as at March 31, 2024 as against ₹ 1,228 crore as at March 31, 2023.

### Retail Wealth Management

Retail Wealth Management has a network of 13,500+ active Independent Financial Distributors ("IFDs") who distribute various financial products such as Mutual Funds, SIPs, Fixed Deposits, IPOs and Bonds to retail and high-net-worth customers nationwide. A snapshot of the performance is as follows:

- We have procured more than 1.23 crore applications for IPOs across FY24.
- Mobilized over ₹ 2,080 crore in various Equity and Debt Mutual Fund schemes and more than ₹ 6,300 Crore in various corporate Fixed Deposits and Bonds.
- AUM\* grew by 21% YoY to ₹ 28,795 crore as of March 31, 2024 from ₹ 23,828 crore as of March 31, 2023.
- 1,700+ New partners from different cities joined us as partners.
- We have reached 1.7 Million clients (excluding IPO Investors) spread across 10,396 pin codes through our IFD network. Our presence in India accounts for 55% of PAN India pin codes.
- Strengthened its digital presence with substantial growth in online accounts for paperless transactions in mutual funds, fixed deposits, and public issues. ~95% of the transactions across all products are done digitally.
- To help investors in remote areas we initiated Digi-link (for existing MF Investors) and Client Investment link (for New Investors).

\*Assets under Management (AUM) comprises distribution assets and advisory assets, as applicable

### Bondskart

- JM Financial's Online Bond Platform, offering a portfolio of corporate bonds ranging from AAA to A credit rating continued to strengthen its reach during the year. The platform provides convenient buying and selling of securities to investors.

### Asset Management

JM Financial Mutual Fund's closing Assets under Management ("AUM") has more than doubled this financial year. We started FY24 at an AUM of ₹ 2,962 crore as of March 31, 2023 and ended the year with ₹ 6,189 crore as of March 31, 2024. The Average AUM has increased from ₹ 3,079 crore for FY 2022-23 to ₹ 4,352 crore for FY 2023-24 demonstrating an increase of around 41% YoY. The Equity AUM of JM Financial Mutual Fund grew almost four times to ₹ 3,857 crore as of March 31, 2024.

Furthermore, we witnessed a folio count increase from 1.45 lakhs as on March 31, 2023 to 2.63 lakhs as on March 31, 2024, having YoY growth of 82%.

Another retail aspect which has seen growth is Systematic Investment Plans ("SIPs"); with a folio count surge of 4.5x to

65,000+ (Nos) in FY24 as compared to FY23 and SIP value has gone up by 8x in the financial year.

We empanelled more than 3,400 new Distributors in FY24. Our initiatives around digital and Institutional distribution tie ups i.e. Bank and National Distributors ("NDs") have started gaining traction and now with a presence over 50+ Digital Partners and few NDs & Banks onboarding us, we expect to see this segment growing in future.

Growth of various business vectors can be attributed to the consistent performance of all existing schemes and increasing partner engagement. We continue to firmly believe in existing scheme ramp up and has not launched a slew of NFOs.

The social media presence of the AMC is witnessing steady engagement and seems to be aiding in building brand traction. The drive for quality content across all formats fosters not only increased views but also results in partner engagement.

We are now operational in central India, with the opening of a branch located in the city of Indore, Madhya Pradesh. As on March 31, 2024 we now operate out of 15 locations pan India. This strategic move aims to provide convenient and local access for our Mutual Fund Distributors ("MFDs") and partners, enabling them to effectively offer JM Financial Mutual Fund's products to their clients with local branch support.

Over the past year, we have increased our presence across various media platforms to raise awareness of our brand.

On the Alternative Asset Management platform, we conceptualized and launched the JM Financial Credit Opportunities Fund - I in June, 2023 with initial commitment primarily from large family offices and ultra high net worth individuals. In terms of deal closures, we have closed five deals on the platform (across logistics, conglomerates, consumer/aviation, and auto ancillary sectors) and deployed over ₹ 950 crore across the Fund and ancillary investments by/ syndication to investors. We expect to substantially scale the numbers across both the fund management and co-participations over the next several years.

Launched in 2020, the JM Financial Yield Enhancer (Distressed Opportunities) Fund - I currently has made two full and one partial exit.

The platform is evaluating further credit strategies to widen its horizons and provide investors with a comprehensive suite of products to meet investment requirements.

## Management Discussion and Analysis Report (Contd.)

### Our Platform AWS business is subject to threats which include:

- macro-economic factors such as abnormal monsoon, geopolitical tensions, global economic threats impacting the business, economic situation, liquidity situation in the market; and
- business specific threats such as increased competition affecting market share and fees, higher commissions to distributors, regulatory changes, threats from exchange traded funds, and passive funds and redemption pressures.

### Financial performance of Platform AWS Business

Particulars	₹ in Crore)	
	FY 2023-24	FY 2022-23
Gross Income	978.51	560.88
Profit before tax (adjusted for investments in digital and asset management business)	217.93	86.58
Profit before tax	117.00	22.89
Profit after tax before non-controlling interest	78.36	12.73
Profit after tax after non-controlling interest	90.16	25.42
Segment Capital Employed	949.11	685.48

### ANALYSIS OF FINANCIAL PERFORMANCE

#### Consolidated Financial Performance

During the current year, the Company reported its highest ever annual consolidated gross operating income. The consolidated gross income of the Company stood at ₹ 4,832.16 crore as against ₹ 3,343.07 crore in the previous year, registering an increase of 45%. Profit before depreciation and amortisation expense, finance cost and tax expense during the year stood at ₹ 2,814.78 crore as against ₹ 2,172.99 crore in the previous year. Pre-Provision Operating Profit ("PPoP") during the year stood at ₹ 930.60 crore as against ₹ 1,048.17 crore in the previous year, thereby registering a decline of 11%. The Profit before and after tax stood at ₹ 353.37 crore and ₹ 409.84 crore respectively as against the ₹ 952.61 crore and ₹ 597.29 crore in the previous year. The profit in the current year declined by 31% to ₹ 409.84 crore from ₹ 597.29 crore in the previous year primarily due to significant decline in the performance of Alternative and distressed credit segment and Mortgage lending segment during the year.

During the current year, adjusted PPoP\* grew by 48% to ₹ 1,915.60 crore in FY24 from ₹ 1,294.43 crore in the previous year. Adjusted profit before tax\* stood at ₹ 1,338.37 crore in FY24 as against ₹ 1,198.87 crore in FY23, thereby registering

an increase of 12% YoY. Adjusted profit after tax\* stood at ₹ 983.89 crore in FY24 as against ₹ 704.69 crore in FY23, registering an increase of 40% YoY.

\*During FY24, the company has considered the impact of ₹ 985 crore (Previous year: ₹ 246.26 crore) on account of additional provision (including exceptional loss of ₹ 846.86 crore) considered in Security Receipts ("SRs") on a few accounts and loans in our distressed credit business. Adjusted net profit after tax and after non-controlling interest is prior to adjusting the loss of ₹ 574.05 crore (Previous year: ₹ 107.40 crore).

The following table describes consolidated income during the year:

Particulars	₹ in Crore)	
	March 31, 2024	March 31, 2023
	For the Year ended	
Interest Income	2,555.59	2,091.87
Fees and Commission Income	1,097.78	657.48
Brokerage Income	491.86	314.03
Net gain on fair value changes	559.55	183.42
Net gain on derecognition of financial instruments carried at amortised cost	1.77	0.10
Other Operating Income	54.17	24.60
Other Income	71.44	71.57
<b>TOTAL</b>	<b>4,832.16</b>	<b>3,343.07</b>

#### Interest Income

Interest Income from lending activities continued to be a major contributor to the gross revenue at ₹ 2,555.59 crore as against ₹ 2,091.87 crore during the previous year, constituting around 52.88% of the total revenue. Increase in interest income is primarily on account of increase in average loan book and average yields during the year.

#### Fees and Commission Income

Fees and commission earned during the year were ₹ 1,097.78 crore as against ₹ 657.48 crore during the previous year, constituting 22.72% of the total revenue. The increase is primarily on account of increase in fee income on account of increase in deal closures in investment banking and advisory and distribution services under Platform AWS segment during the year. Fee income has also increased on account of increase in management fees under Alternative and distressed credit segment.

#### Brokerage Income

Brokerage income earned during the year was ₹ 491.86 crore as against ₹ 314.03 crore during the previous year, constituting around 10.18% of the total revenue. The increase in brokerage

income is on account of increase in average daily turnover in Cash segment and block deals during the year.

#### Net gain on fair value changes

Net gain on fair value changes stood at ₹ 559.55 crore as against ₹ 183.42 crore during the previous year, constituting around 11.58% of the total revenue. This primarily includes realised gains on de-recognition as well as mark-to-market changes on account of fair value of investments in equity shares, bonds, mutual funds, security receipts and financial assets under distressed credit business during the year. The increase is primarily on account of increase in fair value gains on investment in equity instruments during the year.

#### Net gain on de-recognition of financial instruments carried at amortised cost

Net gain on de-recognition of financial assets carried at amortised cost were ₹ 1.77 crore as against ₹ 0.10 crore during the previous year. This is primarily due to profit on de-recognition of a loan or a borrowing, which were carried at amortised cost during the year.

Other operating income and other income comprising revenue from treasury operations and other activities were ₹ 125.61 crore as against ₹ 96.17 crore during the previous year, constituting around 2.60% of the total revenue.

The following table describes consolidated expenditure during the year:

Particulars	₹ in Crore)	
	March 31, 2024	March 31, 2023
	For the Year ended	
Finance costs	1,561.52	1,178.51
Fees and commission expense	294.24	214.60
Impairment on Financial Instruments	577.23	95.56
Employee Benefits Expense	795.44	622.34
Depreciation and amortisation expense	53.03	41.87
Other expenses	350.47	237.58
<b>TOTAL</b>	<b>3,631.93</b>	<b>2,390.46</b>

#### Finance Cost

The increase in finance cost from ₹ 1,178.51 crore in the previous year to ₹ 1,561.52 crore in the current year is on account of increase in average borrowings and borrowing rate during the year.

#### Fees and commission expense

It comprises of sub-brokerage, fees and commission relating to secondary market and distribution business. The increase in fees and commission expense from ₹ 214.60 crore in the

previous year to ₹ 294.24 crore in the current year is primarily on account of corresponding increase in brokerage and fee income in the current year.

#### Impairment on Financial Instruments

Impairment on Financial Instruments stood at ₹ 577.23 crore as against ₹ 95.56 crore during the previous year. This is on account of provisioning based on expected credit loss model on the loans, investments, trade receivables and other financial assets carried at amortised cost. The increase is primarily on account of increase in write-offs of loans and higher provisioning because of increase in Stage 3 assets as compared to previous year.

#### Employee Benefits Expense

The increase in employee cost by about 28% is mainly on account of increase in the head count, fixed compensation and performance-based variable compensation of the employees in the current year as compared to previous year.

#### Depreciation and Amortisation Expenses

The increase in depreciation and amortisation expenses by about 27% is on account of higher capital expenditure.

#### Other Expenses

It comprises administrative and establishment costs. These expenses increased by about 48% is primarily attributable to increase in legal and professional fees, resolution expenses, information technology expenses, provision on non-financial assets and travelling and conveyance expenses.

The break-up on a consolidated basis under key segments is as under:

Particulars	FY 2023-24		FY 2022-23 (Restated)*	
	Amount	% to total	Amount	% to total
<b>Segment Revenue</b>				
Investment Bank (IB)	1,977.98	40.93%	1,299.11	38.86%
Mortgage Lending	1,530.58	31.67%	1,318.49	39.44%
Alternative & Distressed Credit	326.17	6.75%	137.13	4.10%
Asset Management, Wealth Management & Securities Business (Platform AWS)	978.51	20.25%	560.88	16.78%
Others	204.10	4.23%	180.30	5.39%
<b>Total Segmental revenue</b>	<b>5,017.34</b>	<b>103.83%</b>	<b>3,495.91</b>	<b>104.57%</b>
Less:- Inter segmental revenue	(185.18)	(3.83%)	(152.84)	(4.57%)
<b>Total revenue</b>	<b>4,832.16</b>	<b>100.00%</b>	<b>3,343.07</b>	<b>100.00%</b>



## Management Discussion and Analysis Report (Contd.)

Particulars	FY 2023-24		FY 2022-23 (Restated)*	
	Amount	% to total	Amount	% to total
<b>Segment Results (Profit Before Tax)</b>				
Investment Bank (IB)	911.27	257.88%	486.47	51.07%
Mortgage Lending	88.11	24.93%	467.72	49.10%
Alternative & Distressed Credit**	79.60	22.53%	74.24	7.79%
Asset Management, Wealth Management & Securities Business (Platform AWS)	117.00	33.11%	22.89	2.40%
Others	142.39	40.29%	147.55	15.49%
<b>Adjusted Profit before tax**</b>	<b>1,338.37</b>	<b>378.74%</b>	<b>1,198.87</b>	<b>125.85%</b>
Additional provision on Security Receipts**	(985.00)	(278.74%)	(246.26)	(25.85%)
<b>Total Results (Profit before tax)</b>	<b>353.37</b>	<b>100.00%</b>	<b>952.61</b>	<b>100.00%</b>
<b>Segment profit after tax (after non-controlling interest)</b>				
Investment Bank (IB)	705.53	172.15%	370.69	62.06%
Mortgage Lending	30.93	7.55%	161.49	27.04%
Alternative & Distressed Credit**	46.98	11.47%	34.01	5.69%
Asset Management, Wealth Management & Securities Business (Platform AWS)	90.16	22.00%	25.42	4.26%
Others	110.29	26.90%	113.08	18.93%
<b>Adjusted Segment profit after tax (after non-controlling interest)**</b>	<b>983.89</b>	<b>240.07%</b>	<b>704.69</b>	<b>117.98%</b>
Additional provision on Security Receipts*	(574.05)	(140.07%)	(107.40)	(17.98%)
<b>Total Segment profit after tax (after non-controlling interest)</b>	<b>409.84</b>	<b>100.00%</b>	<b>597.29</b>	<b>100.00%</b>

\*\* before considering the impact of ₹ 985 crore (FY23: ₹ 246.26 crore) on account of additional provision (including exceptional loss of ₹ 846.86 crore) considered in Security Receipts ("SRs") on a few accounts and loans in FY24. Net Profit after tax and after non-controlling interest is prior to adjusting a loss of ₹ 574.05 crore (FY23: ₹ 107.40 crore).

Segment Capital Employed	March 31, 2024		March 31, 2023 (Restated)*	
	Amount	% to total	Amount	% to total
Investment Bank (IB)	3,092.32	28.10%	2,729.66	24.33%
Mortgage Lending	4,610.76	41.90%	4,348.66	38.77%
Alternative & Distressed Credit	720.22	6.55%	1,812.43	16.16%

Segment Capital Employed	March 31, 2024		March 31, 2023 (Restated)*	
	Amount	% to total	Amount	% to total
Asset Management, Wealth Management & Securities Business (Platform AWS)	949.11	8.63%	685.48	6.11%
Others	1,631.18	14.82%	1,641.18	14.63%
<b>Total Capital Employed</b>	<b>11,003.59</b>	<b>100.00%</b>	<b>11,217.41</b>	<b>100.00%</b>

\*Pursuant to the NCLT order approving the Scheme of Arrangement on April 20, 2023 with the appointed date being April 1, 2023, the Private Wealth and PMS divisions have been demerged from JM Financial Services Limited (the "JMFSL") and have become part of the Company and are classified under the Investment Bank segment from the Platform AWS segment. Consequent to the above, the consolidated segment-wise details for the year ended March 31, 2023 have been restated from the published details to give the impact of the Scheme.

### Investment Bank (IB):

The Investment bank business registered revenue of ₹ 1,977.98 crore as against ₹ 1,299.11 crore in the previous year. During the year, the percentage of segment results to segment capital employed was 29.47% as against 17.82% in the previous year. This segment contributed 172.15% to our consolidated profit after tax.

### Mortgage Lending:

This segment registered revenue of ₹ 1,530.58 crore as against ₹ 1,318.49 crore in the previous year. Percentage of segment results to segment capital employed in this segment was 1.91% as against 10.76% in the previous year. This segment contributed 7.55% to our consolidated profit after tax.

### Alternative & Distressed Credit:

This segment registered revenue of ₹ 326.17 crore as against ₹ 137.13 crore in the previous year. Percentage of segment results to segment capital employed in this segment was (125.71%) as against (9.49%) in the previous year. The contribution of this segment was (128.60%) to our consolidated profit after tax.

During FY24, this segment has accounted for an additional provision (including exceptional loss) in Security Receipts ("SRs") on a few accounts and loans to the tune of ₹ 985 crore (FY23: ₹ 246.26 crore). Net Profit of the segment after tax and after non-controlling interest has been lower by ₹ 574.05 crore (FY23: ₹ 107.40 crore).

### Asset Management, Wealth Management & Securities Business (Platform AWS):

This segment registered revenue of ₹ 978.51 crore as against ₹ 560.88 crore in the previous year. During the year, the percentage of segment results to segment capital employed in the segment was 12.33% as against 3.34% in the previous year. This segment contributed 22% to our consolidated profit after tax.

### Standalone Financial Performance

On a standalone basis, gross income was higher at ₹ 820.41 crore for the year ended March 31, 2024 as against ₹ 555.46 crore in the previous year, registering an increase of 48%. The profit before tax was higher at ₹ 410.20 crore as against ₹ 296.67 crore in the previous year, registering an increase of 38%, and the profit after tax was higher at ₹ 309.60 crore as against ₹ 256.45 crore in the previous year, registering an increase of 21%. The profit in the current year increased primarily on account of increase in fee income from ₹ 259.97 crore in the previous year to ₹ 508.24 crore in the current year due to rise in deal closures in investment banking. The increase was partially off-set by decline in dividend income during the year and impairment provision on investment in JMFARC amounting to ₹ 88.38 crore.

Note: Pursuant to the NCLT order approving the Scheme of Arrangement on April 20, 2023 with the appointed date being April 1, 2023, the Private Wealth and PMS divisions have been demerged from JM Financial Services Limited (the "JMFSL") and have become part of the Company. Consequent to the above, the standalone financial statements for the year ended March 31, 2023 have been restated from the published financial statements to give the impact of the Scheme.

### Key Financial Ratios:

Ratios	Consolidated		Standalone	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23 (Restated)*
Interest Coverage Ratio	1.42	1.72	74.68	44.84
Current Ratio	2.13	2.00	11.83	18.37
Debt Equity Ratio	1.48	1.45	-	-
Net Debt Equity Ratio	1.04	1.25	(0.28)	(0.19)
Cost to Net Total Income Ratio	40.28%	46.25%	33.02%	39.59%
Net Profit Margin	0.64%	21.21%	37.74%	46.17%
Return on Equity (ROE)	4.89%	7.56%	7.74%	6.65%
Return on Assets (ROA)	0.10%	2.69%	7.16%	6.20%

Ratios where there has been significant change (i.e. change of 25% or more as compared to the immediately previous financial year) from FY 2022-23 to FY 2023-24:

### Net profit margin:

On a consolidated basis, the Net profit margin for the year ended March 31, 2024 was 0.64% as against 21.21% for the year ended March 31, 2023. The decline is primarily on account of decline in profitability during the year due to significant decline in the performance of Alternative and distressed credit segment and Mortgage lending segment during the year. The profit after tax pre non-controlling interests stood at ₹ 30.75 crore as against ₹ 708.99 crore in the previous year.

### ROE and ROA:

On a consolidated basis, the ROE and ROA for the year ended March 31, 2024 were 4.89% and 0.10% as against 7.56% and 2.69% for the year ended March 31, 2023. The decline is primarily on account of decline in profitability during the year due to significant decline in the performance of Alternative and distressed credit segment and Mortgage lending segment during the year. The profit after tax pre and post non-controlling interests stood at ₹ 30.75 crore and ₹ 409.84 crore respectively as against ₹ 708.99 crore and ₹ 597.29 crore respectively in the previous year.

### Net Debt Equity Ratio:

On a standalone basis, the net debt equity ratio as at March 31, 2024 stood at (0.28) as against (0.19) as at March 31, 2023. The decrease is on account of increase in cash and cash equivalents during the year. (Refer Note 39(a) of the Notes to the Standalone Financial Statements)

### Interest Coverage Ratio:

On a standalone basis, the interest coverage ratio for the year ended March 31, 2024 was 74.68 as against 44.84 for the year ended March 31, 2023. The increase is on account of increase in profitability during the year. The standalone profit after tax stood at ₹ 309.60 crore as against ₹ 256.45 crore in the previous year.

### Current Ratio:

On a standalone basis, the Current Ratio as at March 31, 2024 was 11.83 as against 18.37 as at March 31, 2023. The decrease in ratio is primarily on account of increase in current liabilities outstanding as at March 31, 2024.

\*Pursuant to the NCLT order approving the Scheme of Arrangement on April 20, 2023 with the appointed date being April 1, 2023, the Private Wealth and PMS divisions have been demerged from JM Financial Services Limited (the "JMFSL") and have become part of the Company. Consequent to the above, the standalone financial statements for the year ended March 31, 2023 have been restated from the published financial statements to give the impact of the Scheme.

## Management Discussion and Analysis Report (Contd.)

### RESOURCE MOBILISATION

Reserve Bank of India (the “RBI”) had increased the repo rate last in February 2023, since then they have maintained the rates throughout the financial year ending March 31, 2024. On the contrary, there were expectations that RBI and central banks around the world would look at cutting the rates, however the inflation remained high for major part of the year, denying any possibility of the rate cut. Inflation started lowering in the latter part of the year but did not fall to a level where rate cut was warranted. Further the domestic economy continued its growth trajectory which was supported by economies in other part of the world showing signs of either growth or not moving towards recession. Nonetheless the pressure on economies due to geo-political conflicts kept looming the markets and elongating the economic revival and uncertainty.

Systemic liquidity in the domestic banking system remained positive in the first half of the year, which turned negative in the latter part which as usual intensified during last quarter of the year. Nonetheless RBI throughout the year played an active part in maintaining a fine balance with regards to the required liquidity. Domestic banks witnessed increased demand for credit but was not adequately supported by growth in deposits thus multiple banks i.e. private and public approached the market by issuing Certificate of deposits (“CD”) thereby capturing the Banking, Financial Services and Insurance (“BFSI”) pie in investors book. This led to pressure on fund raising for NBFC and allied business for whom funds is a primary raw material for growth. NBFC’s continued to raise from traditional as well as new sources and supported their respective growth aspirations and in turn trying to fulfil the demand of the end consumers. As a vigilant regulator, RBI has been extremely observant, cautious and proactively taken concerning issues in their hands such as exponential growth in unsecured loans or be applying higher weights for loans to NBFCs or applying any other necessary controls throughout the year.

Below table portrays the rate hike movements during the FY23-24:

Period / Instruments	March 2023	March 2024	Change in BPS
Repo Rate	6.50%	6.50%	No change
Weighted Average Call Rate (WACR)	6.52%	6.50%	- 2 bps
Certificate of Deposits – CD (3 Months) (AAA)	7.00%	7.77%	77 bps
Commercial Paper – CP (3 Months) (AAA)	7.35%	8.50%	115 bps
Government Security (1 Year)	7.15%	7.06%	-9 bps#
Bonds – AAA (1 Year)	7.75%	8.00%	25 bps
SBI - 1 year MCLR	8.50%	8.65%	15 bps

Source: [www.rbi.org.in](http://www.rbi.org.in), [www.sebi.gov.in](http://www.sebi.gov.in), [www.fbil.com](http://www.fbil.com), JM Financial Analysis and others

#impact due to announcement of Indian Government Securities to be included in JP Morgan Bond Index followed by other bond indexes

The Group continued its focus on ALM and maintaining appropriate liquidity on its balance sheet. The Consolidated debt outstanding at the financial year ended March 31, 2024 stood at ₹ 16,145 crore versus ₹ 15,875 crore a year earlier (an increase of approximately ₹ 270 crore). During the year, the Group continued the efforts of diversifying the sources and maturities for the borrowing profile at the consolidated level. The long-term borrowing stood at ₹ 13,837 crore versus ₹ 13,092 crore a year earlier. The Group’s long term: short term ratio stood at 86:14. The Group’s short-term borrowing as at March 31, 2024 stood at ₹ 2,308 crore compared to ₹ 2,783 crore as at the previous year end. As at March 31, 2024, the liquidity in the Group stood at ₹ 4,769 crore. During the financial year ended March 31, 2024, the Group raised ₹ 3,585 crore as long term borrowings from banks, corporates and mutual funds. Respective companies in the Group have focused on maintaining righteous ALM, elongating maturities, optimising interest cost and maintaining necessary liquidity buffers.

The Group continues to explore variety of new avenues of financing to further diversify its borrowing profile.

#### CREDIT RATING

- The credit rating agencies have continued with their long term rating and outlook on all companies within the group as per the table below.

- The credit rating agencies have continued with their highest short-term rating of A1+ on all companies within the Group.

Company	ICRA	CRISIL	India Ratings
JM Financial Limited	AA / Stable	AA / Stable	-
JM Financial Products Limited	AA / Stable	AA / Stable	-
JM Financial Credit Solutions Limited	AA / Stable	-	AA / Stable
JM Financial Home Loans Limited	AA / Stable	AA / Stable	-
JM Financial Services Limited	AA / Stable	-	-
JM Financial Institutional Securities Limited	AA / Stable	-	-
JM Financial Properties and Holdings Limited	AA / Stable	-	-
JM Financial Asset Reconstruction Company Limited	AA- / Stable	AA- / Stable	-

### RISK MANAGEMENT

Risk is an integral part of the business and almost every business decision requires the management to balance risk and reward. The ability to manage risks across geographies, products, asset classes, customer segments and functional departments is of paramount importance for the hindrance free growth of every organisation.

Due to increasing globalisation, integration of world markets, newer and more complex products and transactions and an increasingly stringent regulatory framework, the financial services industry is subject to continuously evolving legislative and regulatory environment.

Presence of JM Financial Group in several businesses, asset classes and geographies, exposes it to various risks. The risk also emanates from various businesses of operating entities within the Group.

At JM Financial, risk management forms an integral part of the business operations and monitoring activities. The risk is managed through risk management framework approved by the Board of Directors, encompassing independent identification, measurement and management of risk across various businesses of the Group. The Company has formulated comprehensive risk management policies and processes to identify, evaluate, manage and mitigate the risks that are encountered during conduct of business activities in an effective manner. We have established a system of risk management

and internal controls consisting of an organizational risk management framework, policies, risk management system tools and procedures that we consider to be appropriate for our business operations.

The Group is exposed to a variety of risks including liquidity risk, interest rate risk, market risk, credit risk, operational risk, regulatory and compliance risk, reputational risk, business continuity risk, legal risk, competition risk, cyber risk, Environment, Social and Governance (“ESG”) risks, sustainability risk, succession planning risk, crisis management risk, money laundering risk, data protection risk.

Risk exposure is monitored and controlled through a variety of separate but complementary financial, credit, operational, compliance and legal reporting systems. A team of experienced and competent professionals, at business level as well as group level, identify and monitor these risks on an on-going basis and evolve processes/systems to monitor and control the same to keep the risks to minimum levels. On-going monitoring by our officials helps in identifying the risks at an early stage. There is a continuous focus on the maker-checker processes. Detailed regulatory as well as regular inspections also help test our processes and compliances.

The Risk Management Committee of the Board was formulated in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors at its meeting held on February 12, 2024 had amended the nomenclature of the Risk Management Committee to Risk Management and Environmental Social and Governance Committee (the “Committee”) and had assigned the additional role and responsibilities pertaining to ESG matters. Further, the Committee has adopted the Risk Management Policy which ensures that risks is overseen and monitored at all the levels. The Committee oversees the risk management policy including functions relating to cyber security, identify and assess the risks, decide the measures to mitigate the risks. The Board reviews the effectiveness of risk management systems in place and ensures that the risks are effectively managed. The Audit Committee has additional oversight in the area of financial risks and controls.

A risk event update report is periodically placed before the Committee which includes, inter alia, the risk identification, risk classification, assessment of impact, risk mitigation/remedial action, risk status amongst others. The Committee reviews these reports along with the course of action taken or to be taken to manage and mitigate the risks. Additionally, independent Internal Audit firms have been appointed to review and report on the business processes and policies for all operating companies in the Group. The report of internal

## Management Discussion and Analysis Report (Contd.)

auditors on set processes is reviewed and discussed by the Audit Committee of the Company and respective operating companies. Apart from the above, the Committee also overview the Business Continuity Plan of the Company.

Various risks associated with the businesses of JM Financial Group are discussed in detail below:

Key Risk	Description/Impact of Risk	Risk Mitigation
Credit Risk	<p>The risk associated with the failure of the borrower to meet financial obligations to the lender in accordance with the agreed terms is known as Credit Risk. If any of our borrowers fail to discharge their obligations to us, it would result in financial loss.</p> <p>We are in the business of lending against mortgages and providing securities backed loans. Any material unexpected credit losses or failure of the borrowers to repay debt on time, may have an adverse and negative effect on our business.</p>	<p>A comprehensive review exercise is conducted for credit approvals, ensuring proper documentation, carrying out extensive credit appraisal, conducting periodic reviews etc., is done as a part of credit risk mitigation. Exposure limits are sanctioned to counterparties based on their credit worthiness.</p> <p>Credit risk monitoring mechanism ensures that exposure to clients is diversified and remains within stipulated limits. Careful selection of quality and quantum of collateral is key for a client limit. Effective credit risk management has enabled us to steer through the current environmental stress conditions without any major impact.</p> <p>Various norms for customer identification and evaluation procedure for prospective credit proposals have been stipulated as a part of risk mitigation. Regular portfolio risk analysis is done on various financial and policy parameters, for making required changes in the credit policy as a proactive approach to risk management.</p>
Market Risk	<p>Market risk is the risk arising from the adverse movements in market price of various securities, which may impact value of portfolio of investment in securities. The risk may pertain to interest bearing securities (interest rate risk), equities (equity price risk) and foreign exchange rate risk (currency risk).</p> <p>As a part of its operations, the Group makes investments in securities and other financial instruments from time to time.</p> <p>We are exposed to potential changes in the value of financial instruments held by us caused by above factors. Any decline in the price of investments in quoted securities may affect our financial performance and position.</p>	<p>In order to monitor market risk, a comprehensive set of reports and limits has been put in place that track positions and various risk parameters. The risk framework ensures that the risks are monitored and necessary timely action is taken for every single instance of breach, in case they occur. Our portfolios and collaterals/ securities are continuously monitored and also the usage of derivative instruments which minimises the</p>
Liquidity Risk	<p>Liquidity risk is the risk arising due to unavailability of adequate funds at appropriate prices or tenure. It also refers to the risk that arises from the difficulty of selling an asset without a high impact cost.</p> <p>Our liquidity is mainly dependent upon our timely access to, and costs associated with raising funds. Any lack of liquidity in the market could adversely affect our ability to access funds at competitive rates. Our liquidity shall be affected due to severe liquidity crunch in the market or due to market disruptions where we cannot access public funds. Our clients may, due to certain circumstances not honour their commitments which would indirectly lead to our inability to meet the obligations.</p>	<p>We maintain sufficient liquidity cushion to meet our borrowing obligation and borrower side funding requirement. We have a strong financial position and all our businesses are adequately capitalized, have good credit rating and appropriate credit lines available to address liquidity risks. We also maintain a part of our capital in liquid assets to manage any sudden liquidity needs. Additionally, the asset liability mismatch and collateral margins are regularly assessed. Liquidity requirements are closely monitored and necessary care is taken to maintain sufficient liquidity cushion for maturing liabilities and for any unforeseen requirements. We also ensure diversification in source of borrowing to reduce dependence on a single source. We also pro-actively modify our liabilities profile in sync with the changing assets profile to ensure that we do not carry any material asset liability mismatch.</p>
Operational Risk	<p>Operational risks can result from a variety of factors, including failure to obtain proper internal authorizations, improperly documented transactions, failure of operational and information security procedures, computer systems, software or equipment, fraud, inadequate training and employee errors.</p> <p>Our businesses are dependent on people and processes. Shortcomings or failure in internal processes or systems may have material adverse impact on the financial position as well as affect its operation.</p>	<p>Well defined policies, operational processes and systems have been devised for our operations. Regular audits are done by internal auditors to monitor the adherence of policies and processes. We also get our systems audited periodically by competent external audit firms.</p> <p>A maker/checker mechanism has been put in place to ensure compliance with laid down systems and procedures in all areas of functioning.</p>



Key Risk	Description/Impact of Risk	Risk Mitigation
		<p>Also, the key management team consists of professionals with high level of commitment and the team is well versed in the key issues relevant to the holding company structure. They have a good understanding of all the group's businesses helping the group companies to grow in a compliant manner.</p>
Reputation Risk	<p>Reputation Risk is the current or prospective risk to business, earnings and capital arising from adverse perception of the organisation on the part of customers, counterparties, shareholders, investors or regulators.</p> <p>Reputation risk is a very high risk and can cause long term and sometime irreparable loss of business/ revenue.</p>	<p>We conduct our business with diligence keeping in mind the stakeholders and their needs.</p> <p>Adequate training is provided to employees to conduct their activities with utmost care and diligence keeping in mind the reputation and status enjoyed by the Company.</p>
Regulatory and Compliance Risk	<p>Most of our businesses as well as the Company itself operate in strongly regulated business segments.</p> <p>The risk arising out of a change in laws and regulation governing our business. It could also arise on account of inadequate addressal of regulatory requirements or differences in interpretation of regulations vis-à-vis the regulators. This risk is heightened in setting up global offices as familiarisation with global regulations and practices can take time as well as lead to risk of inadequate understanding.</p> <p>In recent times, these risks have spread to tax laws and unexpected demands being raised by various tax authorities.</p> <p>New laws or regulations or changes in the enforcement of existing laws and regulations may adversely affect the business/ revenue/profits.</p> <p>Non-compliance with regulations may invite strictures, penalties and even punitive action from the Regulators.</p>	<p>We have a team of experienced professionals which takes care of compliance with applicable laws, rules, regulations and guidelines affecting our businesses.</p> <p>We also take external advice and appoint well qualified professionals in respective functions in various offices. All the new guidelines, circulars, notifications are complied with. Formulation of the policies as well as its implementation is taken due care of.</p> <p>Internal audit is carried out by external professional firms to monitor compliance with best practices, approved policies and applicable regulations.</p> <p>Our business team is strongly supported by our Corporate Functions team to quickly calibrate our actions in event of change in regulatory environment.</p>
Competition Risk	<p>The industry in which the Company operates is growing at a rapid pace and is exposed to tremendous competition at the national as well as international level. Strong growth prospects combined with liberalization of financial services sector have prompted the entry of newer foreign and domestic financial services companies.</p> <p>We operate in a highly competitive market and face significant competition from other players in the financial services industry and from companies seeking to attract our customers' financial assets. Entry of new players has increased the competition faced by us. It may also lead to attrition of our key personnel.</p>	<p>Diversified and innovative product and services are offered to keep the customers and other stakeholders intact as well as continuous research and development helps in mitigating the competition risk.</p> <p>Fair and transparent practices help the entity gain competitive advantage over other entities.</p> <p>Our human resource policies and a healthy positive work environment help us attract and retain best talent on a continuous basis.</p>
Business Continuity Risk	<p>In the event of disruption in the conduct of business due to incidents like fire, natural calamity, breakdown of infrastructure, acts of terrorism etc., we are exposed to the risk of loss of data, clients and/or business that can adversely affect our financial results.</p>	<p>We have in place Business Continuity Plan ("BCP") to mitigate the impact of any such exigencies. We continuously test check the processes laid out under the BCP and review the same. The records with respect to confidential data are preserved and are secured.</p>
Cyber Risk	<p>Cyber risks include risks which could emanate from the failure or compromise of cyber resources / information technology. Cyber threats include phishing attacks, malware attacks, ransomware attacks etc., and can result in to loss of data, control over information systems and could result into adverse impact on the operations.</p>	<p>We have adopted measures to mitigate the cyber risks including through appropriate firewalls, providing regular advisories, providing training to users, review of the information technology assets.</p>

## Management Discussion and Analysis Report (Contd.)

### INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

We have adequate internal control systems to commensurate with the nature of business and size of operations for ensuring:

- orderly and efficient conduct of business;
- adherence to the Group's policies and procedures;
- safeguarding of all our assets against loss from unauthorised use or disposal;
- prevention and detection of frauds and errors;
- accuracy and completeness of accounting records;
- timely preparation of reliable financial information; and
- compliance with applicable laws and regulations.

Policies, guidelines and procedures are in place to ensure that all transactions are authorised, recorded and reported correctly as well as provide for adequate checks and balances.

Adherence to these processes is ensured through frequent internal audits. The internal control system is supplemented by an extensive program of internal audit and reviews by the team of senior management. We have appointed independent internal audit firms for the Company and all our operating subsidiary companies to assess and improve the effectiveness of risk management, control, operations and processes. To ensure independence, the internal audit function has a reporting line to the Audit Committee of the Board.

#### Internal audit

Internal Auditors follow Standards on Internal Audit along with guidelines issued by the regulators from time to time. Internal

Audit function operates under the supervision of the Audit Committee of the Board. It provides an independent view to the Board of Directors and Senior Management on the quality and efficacy of the internal controls, risk management systems, governance systems and processes in place on a periodic basis. The Group also appoints external professionals who provide an independent view and assurance by assessing the adequacy and effectiveness of internal controls, compliance to internal and external guidelines, and risk management practices across the group companies.

Internal audits are conducted periodically to ensure that the assigned responsibilities are carried out effectively.

The team of senior management regularly reviews the findings and recommendations of the internal auditors so as to continuously monitor and improve internal controls to match the organisation's pace of growth and increasing complexity of operations as well as to meet the changes in statutory and accounting requirements.

The Audit Committee of the Board of the respective companies reviews the performance of the audit and the adequacy of internal control systems and compliance with regulatory guidelines. Significant deviations are brought to the notice of the Audit Committee of the respective companies and corrective measures are recommended for implementation. The Audit Committee provides necessary oversight and directions to the internal audit function and periodically reviews the findings and ensures corrective measures are taken. They also recommend improving the efficacy of the existing internal audit and internal control systems. This system enables us to achieve efficiency and effectiveness of operations, reliability and completeness of financial and management information and compliance with applicable laws and regulations.

### CORPORATE SOCIAL RESPONSIBILITY (CSR) AND PHILANTHROPY

For the JM Financial Group, FY 2023-24 marked a watershed moment in its journey of 50 years since inception. We attained and consolidated scale in healthcare, education, sports, agriculture & water conservation, and women empowerment. Along with this outreach, we continued to catalyze grassroots impact through strategic interventions under Integrated Rural Transformation Programme in Jamui, Bihar and Palghar, Maharashtra; and through extensive, region-agnostic interventions like JM Financial Shiksha Samarthan. This was achievable through JM Financial Foundation – the CSR (Corporate Social Responsibility) arm of the JM Financial Group of Companies, set up in 2001.

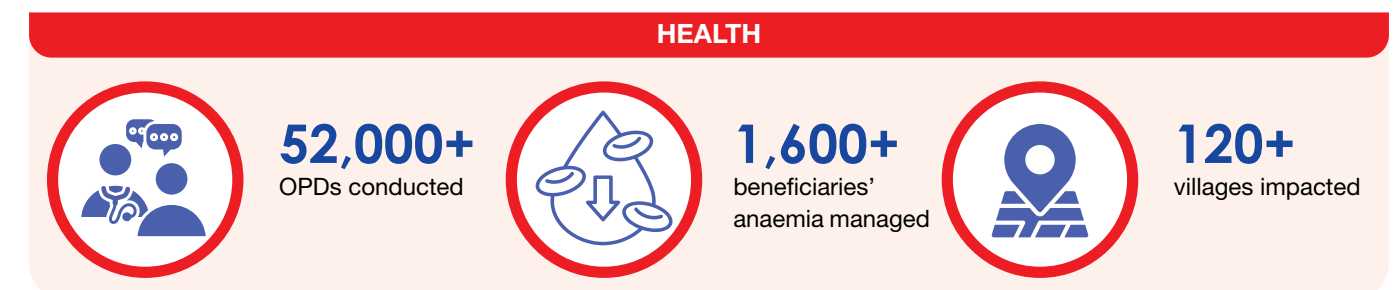
The management of our CSR interventions is undertaken by JM Financial Foundation (JMFF), per the CSR Policy adopted

by JM Financial Limited and all other relevant entities within the JM Financial Group.

In compliance with the relevant provisions of the Companies Act, 2013 and subsequent amendments, the CSR Committees of the JM Financial Group entities have recommended a contribution of a total sum of ₹ 24.17 Crore in the Financial Year 2023-24. Of this, JM Financial Limited has approved and contributed ₹ 3.69 Crore.

This allocation has been fully utilized towards the projects - Shri Vardhman Nidan Seva, Bihar and Centre for Financial Research (CFR), Indian Institute of Management, Udaipur (IIMU).

The subsequent sections delineate CSR inputs and advancements in the interventions pursued, addressing each focus area undertaken by the Company, as well as those supported by other Group entities, under their respective Annual Action Plans.



#### Shri Vardhman Nidan Seva

Shri Vardhman Nidan Seva, implemented by two Mobile Health Units (MHUs), facilitates healthcare for rural and tribal communities residing in 30 remote villages and 55 hamlets of Khaira, and Sikandra blocks in Jamui district, Bihar. Each village receives essential preventive and curative healthcare services, mitigating hindrances posed by socio-economic deprivation, lack of timely healthcare access, and inadequacies in the available healthcare infrastructure. These services are made possible by a team of two doctors, two nurses, two health workers, two drivers, one MIS assistant, and three healthcare

professionals, all supported at the grassroots by 28 village-based Community Mobilisers.

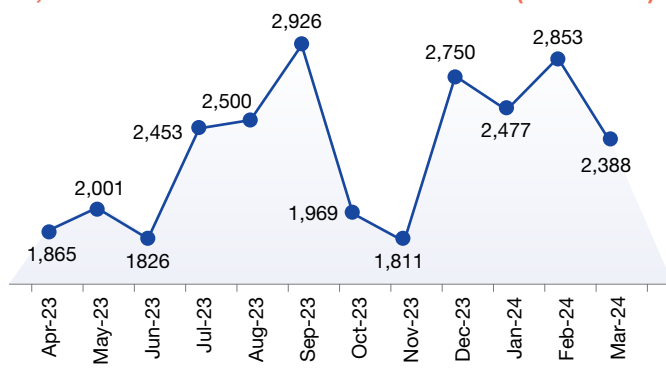
Following a premeditated weekly schedule and equipped with primary diagnostic tests, the MHUs provide daily consultations and curative treatment for OPD patients, while also conducting monthly health education sessions. During the year, the two MHUs have together consulted 27,819 OPDs (*cumulative*), addressing primary health concerns largely related to musculoskeletal, respiratory, skin and lymphatic, gastrointestinal, cardiovascular and obstetric and gynecological ailments, among others.

## Management Discussion and Analysis Report (Contd.)



OPDs at Chandrashaili village, Khaira - Jamui, Bihar

### 27,819 OPDs with Shri Vardhman Nidan Seva (FY 2023-24)



To foster improved health-seeking behaviours, JMFF conducts health education sessions at the village level, in the last week of each month. These sessions typically host 20-30 participants from each village, educating them with theoretical and IEC (Information Education Communication)-based instruction on various health topics such as anaemia, tuberculosis, menstrual health, hypertension, Ante-Natal Care (ANC), and newborn care.

Over the past two years, Shri Vardhman Nidan Seva has placed significant focus on addressing health issues that frequently escape attention due to insufficient awareness, lack of specialized care, and societal stigma. These issues, especially for girls and women, often remain untreated because they are not reported or diagnosed. Symptoms of unfamiliar illnesses are met with societal judgment making the challenge more daunting. Through the interventions outlined below, the project aims to enhance awareness, offer specialized care, and indirectly challenge the stigma associated with these health issues:

1) Maternal and child healthcare: The project supported 626 expecting mothers with – pregnancy testing, monthly ANC check-ups, counselling on risk-symptoms in pregnancy, if any; and group awareness sessions. Pregnant women registered under this initiative are also provided monthly nutrition support through *Poshan* kits comprising a balanced mix of locally-sourced 3kg *sattu* (roasted gram-flour) or roasted groundnut (alternate months), 1kg moong (green gram) and 1kg soybean. Along with this, we also provide them with monthly Iron Folic Acid (IFA) and calcium tablets.

### Saving lives with timely support



Post triplets' birth - Oct 2023

Post 10<sup>th</sup> month of intervention - Mar 2024

**Patient name: Smt. Phuliya Devi\* / 29 years / Female / Mahengro village, Khaira – Jamui**

At the time of enrolling into our project for routine ANC, Phuliya was a mother to three children, aged – 9, 6 and 2. She was pregnant for the fourth time, and had no ultrasound report that we could refer to. Since her first visit to our MHU

\*Name changed to protect identity.

in June 2023, the project supported her with monthly *Poshan* kits and ANC check-ups. In the last week of September 2023, Phuliya birthed triplets who were completely undernourished and underweight, as per medical standards. Her condition was miserable; her babies were luckily alive.

The project intervention stayed committed to her care post-delivery. We extended the support provided by way of *Poshan* kits, for a total of 13 months. She was also provided with protein powder for adequate lactation, that could help her feed all three children. Our doctor visited her at her home to check the triplets' vitals.

Now the three children are out of critical condition and have reached the desirable weight as per medical standards. Cackling laughter from the two boys – Shivam and Mintu, and girl – Anisa fill Phuliya Devi's homes and our hearts in equal measure.

2) Anaemia and malnutrition: Over the years, working with mothers and pregnant women has lent an important insight into their health, with the appalling haemoglobin levels that stand at an average of 6 / 7 mg/dl. To tackle anaemia early on and arrest the possibility of generations of children undergoing health issues, Shri Vardhman Nidan Seva undertook screening of 573 adolescent girls in our intervention villages, engaging with them through learning and play, providing them with IFA supplements and tracking changes in their haemoglobin levels. A total of 1,010 beneficiaries (anaemic adolescent girls and women) have been supported with different measures such as monthly vitals check-ups, awareness on menstrual health-hygiene-nutrition, *Poshan* kits and nutrition garden seeds to ensure availability and consumption of nutrient-rich vegetables.

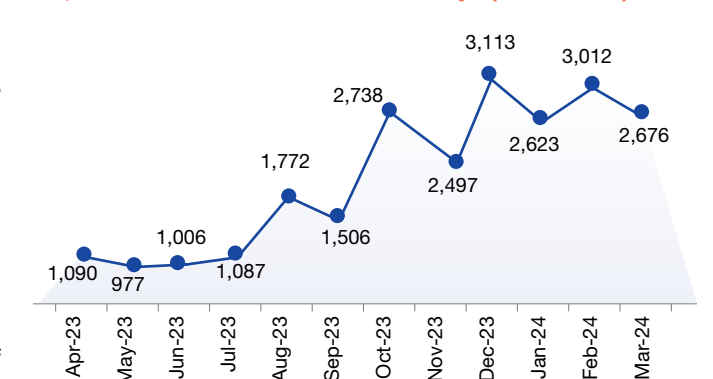
3) Non-communicable diseases (Hypertension, Diabetes): Beginning in April 2023, the project undertook door-to-door screening to identify hypertension patients from among 2,333 individuals in the high-risk age group of individuals over 40 years of age across our intervention villages. Of these, 335 were found to be suffering from hypertension and 72 with diabetes. All patients diagnosed are currently undergoing monthly follow-ups with our doctors, counselling and medication. Communities that the patients belong to reside in villages that are

predominantly remote and lack awareness on the long-term impact of such ailments. The Foundation's timely intervention has reduced the risk for patients to a large extent for over a year now, with door-to-door screening undertaken by our village level community mobilizers, with the help of digital BP machines, followed by regular medication from our project MHUs.

### Maitri Karuna Netralaya

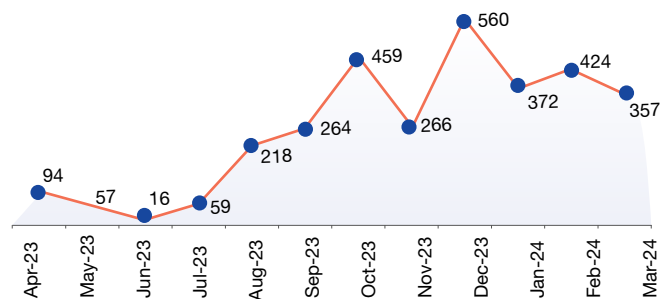
In FY 2022-23, JM Financial Foundation established and operationalized a first-of-its-kind, dedicated eye-hospital, namely – Maitri Karuna Netralaya (MKN), at Gidhour block of Jamui district, Bihar. Spanning 9,000+ sq. ft., the Netralaya opened its doors to Out-Patient Department (OPD) patients on January 23, 2023. Having performed 3,252 successful surgeries up till March 2024 (3,146 in FY 2023-24), just a year into its opening, the Netralaya, popularly known as "*aankh-wala hospital*" has become an oasis of hope for those who walk into its doors, with lost hope in a world of darkness. MKN is run by a team of 37 clinical and non-clinical personnel, providing OPD and surgery services from Monday to Saturday – 8:00 am to 5:00 pm.

### 24,097 OPDs at Maitri Karuna Netralaya (FY 2023-24)



## Management Discussion and Analysis Report (Contd.)

### 3,146 Surgeries at Maitri Karuna Netralaya (FY 2023-24)



Patients have been consulted and treated for a range of eye ailments, including cataracts, refraction, retina, pterygium and so on. The Netralaya's experience in the past few months has exposed JMFF to complex eye issues such as mature, hyper-mature, brown, posterior polar, and Morgagnian cataracts, among others. The services provided at MKN draw patients from across hundreds of kilometres, who we find queuing up outside the gates as early as 4:00 am.



Patients' consultation at Maitri Karuna Netralaya - Jamui, Bihar

### A symphony of hope and help



Ram Sahai  
Before surgery



Ram Sahai  
After surgery

#### Patient name: Sh. Ram Sahai\* / 72 years / Male / Jamui

Ram Sahai, a 72-year-old farmer from a village in Jamui district, faced numerous challenges due to financial struggles and a childhood accident that had impaired both his hands. Despite physical disabilities, Ram and his wife raised their five children lovingly. However, last year, Ram lost his eyesight, adding to his hardships.

With the vision loss, simplest tasks in his life, like walking outside the house, going to the toilet, became insurmountable hurdles for Ram. He informed his sons about his condition, but his pleas fell on deaf ears. His elder son ignored him and avoided taking him to the hospital, saying, "Abhi hamari chhutti nahi hai" ("I cannot ask for a holiday (at work) now.")

However, a ray of hope shone strongly when a relative informed Ram Sahai about Maitri Karuna Netralaya. He visited the Netralaya, got diagnosed with cataract and underwent successful surgery which restored his vision to 6/18. With renewed sight, Ram regained confidence and got a new lease of life, which made him want to be a part of this world again. "Jab se operation hua hai, tabse ek baar bhi nahi gire hain" ("Ever since the operation, I haven't fallen even once."). He now feels more confident and eager to do things he couldn't do before. He mentioned during his previous visit to the hospital, "Ab hum bahar jaenge, aur logon se bhi milenge" ("Now I will go out and meet people too.").

Ram Sahai's story is one among thousands of hope returning in the form of regained vision. This story reflects the transformative power of medical intervention, symbolized by the light he found in the darkness of his challenges, in the form of Maitri Karuna Netralaya.

\*Name changed to protect identity.

Maitri Karuna Netralaya's impact cannot be captured in numbers alone. Behind each of the numbers reported above are eyes that have begun to see light in contrast to an all-consuming darkness and hearts that have once again found hope. The Netralaya, and by extension, JM Financial Foundation, receive countless blessings with each surgery performed. Regaining their vision is an obvious reason for patients to express gratitude. However, to receive love, friendship (*Maitri*) and compassion (*Karuna*) from every team member's approach to patient care, is part of a larger, more memorable cause for them to hold the hospital in high regard.

## Management Discussion and Analysis Report (Contd.)

### EDUCATION



**8,000+**  
children's  
learning supported



**2,400+**  
children and youth  
made digitally literate



**170+**  
districts  
impacted

#### Project Bachpan

One of the first JMFF CSR initiatives to be undertaken in Jamui – Bihar, Project Bachpan currently runs 18 preschool learning centres in Khaira and Sikandra blocks. These centres reach out to communities and children who would've otherwise been deprived of the required Early Childhood Care and Education (ECCE). The project set up and ran five centres from FY 2017-18. The 13 new centres have been identified, set up and operationalized phase-wise between April 2022 and June 2023. Collectively, these centres reach out to 406 children in 18 villages governed by nine Gram Panchayats, with a total household strength of over 2,900. The Bachpan centres operate day-to-day with 18 teachers and 18 *Sahayikas* (teacher-assistants) deployed locally.

The centres have been built on community-owned spaces (i.e. *Gram Panchayat Bhavan*) or land parcels owned by village folk. Each of the centres is built on an area of about 700 sq. ft., comprising a classroom, kitchen, washroom, utility area and a fenced play area. The centres' design as well as their approach to learning, nutrition and community-awareness are all aligned to a child centric focus, at the core of the project.



Activity-based learning and wholesome nutrition at Bachpan Centres - Jamui, Bihar

Learning at the centres takes place through a theme-based annual curriculum developed by the Foundation, brought alive with stories, poems, songs, activity charts and Teaching Learning Material - bought as well as created in the classrooms. The concepts and skills taught under each theme are modelled to achieve progression under five development domains\*, and imparted in a combination of the local dialects and the children's mother tongue. During the four hours of the centres' daily operations, students are also provided with nutritious, hearty meals cooked voluntarily by their mothers, basis a pre-meditated roster and menu.

\* Physical, Cognitive, Emotional, Language and Social domains of development.



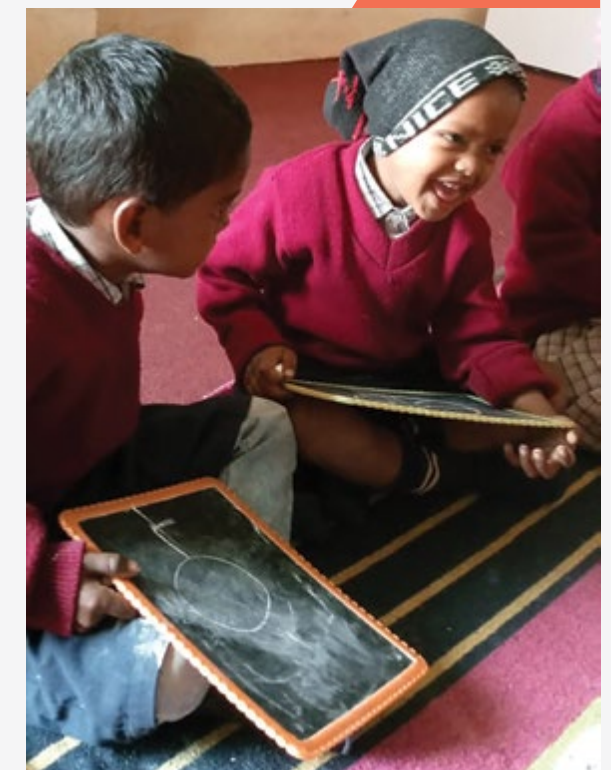
The JMFF team engages in regular training and handholding for teachers at the centres, as well as through separately organized teachers' capacity-building sessions. Up till March 2024, the team has conducted 16 training sessions, covering teaching methods, curriculum support, puppet-making, creativity and poetry-writing.

#### Pintu Hansda – Ektarwa village, Khaira block

Pintu Hansda was not very eager to come to the centre in the beginning. His father used to bring him, but he would prefer to play outside and not sit with the rest of the students. He would, at times, run back to his home, following which, his mother would have to bring him back. This was the case for the first couple of months, but Champa Ma'am, our centre teacher, remained patient.

Today, Pintu arrives at the centre before opening time and greets his teacher with a loud "Good morning". If he sees her carrying something, he tries to help her. He stands in the front of the line and conducts prayer recitals for the class. When he was enrolled, Pintu was not able to recite the names of his parents. Now, he can recite his mother's and father's names, count up to 20 (in Hindi), and identify different colours, animals and vegetables.

Pintu is most interested in playing with his friends and reciting poetry. His favourite poems are *Machli jal ki raani hai* and *Aao chalo ab ghar ko jayein*. He loves eating *khichadi* with leafy vegetables served at the centre.



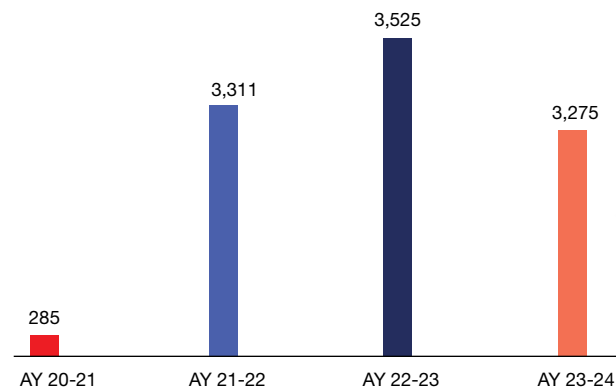
Happy and engaged Pintu at Bachpan Centre, Ektarwa village - Jamui, Bihar

#### JM Financial Shiksha Samarthan

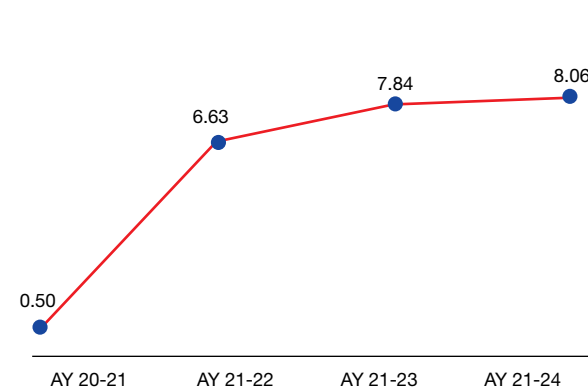
Initiated as a Covid response project, JM Financial Shiksha Samarthan stayed committed to support the education of children who've lost either/both parents to the pandemic. From its inception till date, the project has supported the education of 7,879 school students. During the year, the project has remitted support towards 3,275 students' private school fees, amounting to ₹ 8.06 Crore, to the schools' bank accounts in two half-yearly tranches. These students are studying in 1,970 private schools across 18 states and two union territories. Through its outreach extension efforts, the project has supported 3,037 students' ancillary education expenses, totalling to ₹ 3.13 Crore. The support for the said ancillary education expenses has been extended as part of our collaboration with The Women & Child Development Departments – Government of Maharashtra and Union Territory of Daman & Diu and Dadra & Nagar Haveli and with The Social Justice and Empowerment Department – Government of Gujarat.

## Management Discussion and Analysis Report (Contd.)

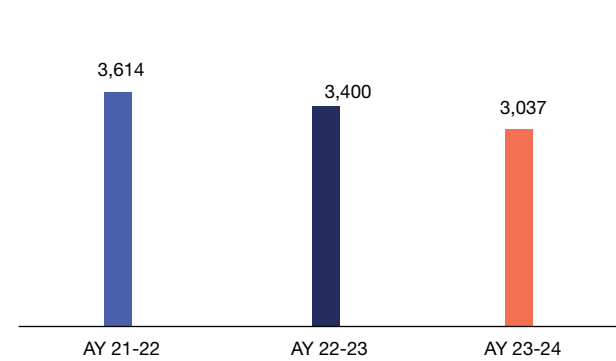
Private school students supported - YoY



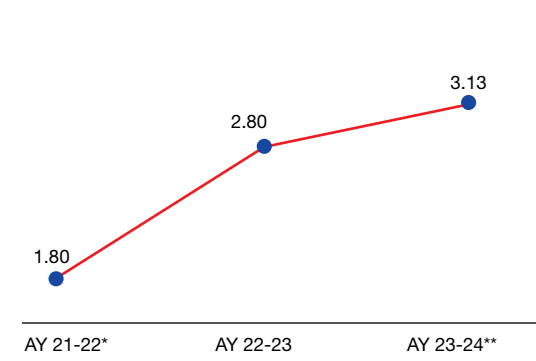
Fee remitted (in Crore) - YoY



Govt. school students supported - YoY



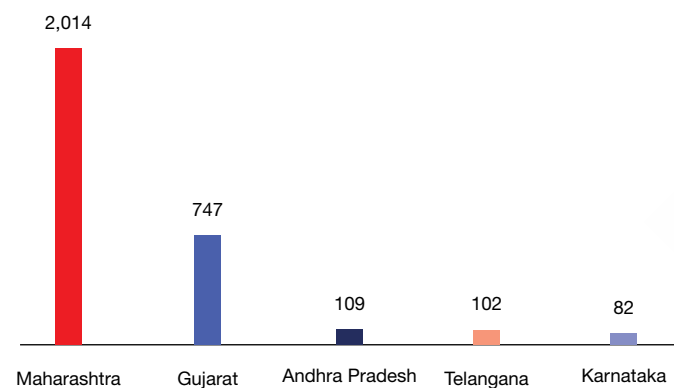
Amount remitted (in Crore) - YoY



AY = Academic Year

\*AY 2021-22 - Support initiated from August 2021  
 \*\*AY 2023-24 - Includes amount remitted for Q1 of Academic Year 2024-25 (Apr 2024 - June 2024)

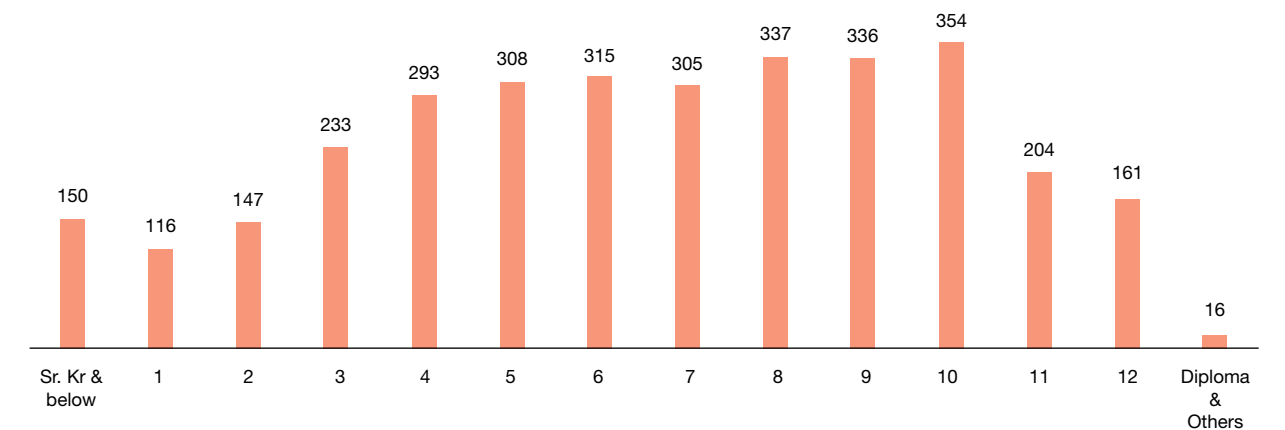
3,275 private school students - Top 5 states (FY 2023-24)



3,275 private school students - Gender distribution

Total Number of Students	3,275
Girls	1,485
Boys	1,790

3,275 Private school students - Grade-wise distribution (Academic Year 2023-24)



JMFF has conducted thorough background checks on each student's family and has verified their academic and identification documents. Potential support cases have been presented to an internal assessment panel, with whose approval, fee disbursements have been made. Following this, schools and students' parents have been notified. The project management team, consisting of five members, has maintained regular and personal contact with the surviving parents and children, using phone calls, e-mails text messages, virtual and physical meetings. These actions have been taken to ensure that the students can continue their education, regardless of any physical or financial obstacles they encounter.

Going beyond financial aid for education, JMFF organized workshops to train 65 mothers of our supported children from Mumbai and Pune, in making festive handicrafts. Three exhibitions were held where 13 of these mothers sold their creations, making a total sale of over ₹ 2 Lakhs.

On January 14, 2024, the second annual *Haldi-Kumkum* ceremony was held for 64 participating Covid-widowed mothers and their children. Like last year, the objective was

to celebrate traditional festivals inclusively, giving the mothers a reason to cherish once-celebrated occasions, while subtly addressing societal biases towards widowed women and bringing about cultural reform.



Haldi-Kumkum celebrations at Pune - January 2024



## Management Discussion and Analysis Report (Contd.)

### JMFF Digital Sakshatra

JM Financial Foundation has been focusing on bridging the digital divide in rural areas by providing digital literacy programs for children, adults, and community workers in Jamui and Palghar. The project has trained and certified 1,394 students since December 2021 in Jamui, and 1,040 students in Palghar since March 2022. The Digital Saksharta centre in Palghar center is operational with 50 computers and a soft-skills classroom, while in Jamui, a hub center with 15 computers and a soft-skills classroom is utilized to impart daily training. Additionally, two spoke centers are functional in Nauwadih and Jansidih villages of Jamui district, with three computers each.

The project offers eight courses to students in age-groups ranging 9 years to post-graduation and beyond. Each of the courses has varying levels of depth and complexity in topics dealing with the hardware, software and applications of a computer. Aside from core computer knowledge, students undergo English and soft-skills training, covering English grammar, life skills, values, workplace ethics and job-readiness skills. The training material for all the aforementioned courses is provided to the students in the form of bilingual course books developed by our project implementation partner - NIIT Foundation.

With a longstanding desire to open the world of computers to children living predominantly in tribal regions of Khaira block of Jamui, JMFF initiated a new and first-in-the-area digital centre for school-going children in Deepakarhar village in Khaira block. The centre provides digital literacy and English language training to school-going children, with four batches of 51 students in grades 5 to 8.

Pilot classes for grades 1 to 4 were also initiated during the year, to improve their language skills. The centre has garnered attention from district and block offices for its unique venture in the area.



Newly inaugurated centre at Deepakarhar - Jamui, Bihar

During the year, students of the two regions were also taken on industrial exposure visits to factory and retail set-ups in the pharmaceutical, beverages and departmental shopping sectors. Such exposures help convert students into well-groomed individuals, with lesser shyness and enhanced confidence in making and holding conversations.

In a geography where digital literacy was a luxury, the project has empowered children and youth with digital skills for their future.

### Centre for Financial Research – IIM Udaipur

The JM Financial Centre for Financial Research at the Indian Institute of Management, Udaipur (IIM-U) was inaugurated on November 29, 2023. The Centre was inaugurated by Mr. Nimesh Kampani - Chairman, JM Financial Limited, Mr. Vishal Kampani - Non-Executive Vice Chairman, JM Financial Limited, and Prof. Ashok Banerjee - Director, Indian Institute of Management, Udaipur, in the presence of the senior leadership of the JM Financial Group, as well as students of IIM-U.

JMFF has contributed towards the said Centre for its infrastructure set-up and ensuing research. The Centre is expected to facilitate cutting-edge academic research in topics related to traditional finance as well as socially relevant research themes. Since its opening, 14 research assignments have been initiated under five themes, namely – FinTech, Climate Finance, Governance, Financial Markets and Accounting Quality.



Inauguration of the JM Financial Centre for Financial Research at IIM Udaipur - November 2023

### Pune International Centre

JM Financial Foundation supported Pune International Centre (PIC), a think-tank established in 2011, for the construction of a new state-of-the-art campus spread over 1.5 lakhs sq. ft at Pashan, Pune. PIC aims to foster inclusive economic, social, educational, and cultural pursuits, contributing to national development. The campus is being built on 2.8 hectares of land sanctioned by the Government of Maharashtra for the Centre's notable contribution towards nation-building over the past 12 years.



Upcoming infrastructure at Pune International Centre

This new campus, supported by us, has been designed to comprise an admin and research building, auditorium, office building, MEP and convention hall.

### JMF Scholars – Ashoka University

JM Financial Foundation has supported 55 students since FY 2020-21 for their undergraduate studies at the premier institute – Ashoka University at Sonapat, Haryana. These young ones belong to backgrounds where affording an excellent education with a fluid pedagogical design would've remained a dream, lest for the ladder offered by way of our scholarship support. Hailing from different states, these 25 girls and 30 boys are being able to pursue unique subject combinations such as English with Performing Arts, Economics with Computer Science and Philosophy, History and Political Science, Computer Science with Physics and Psychology with Biology.

The scholars supported by way of this project are currently in the last year of their undergraduate studies. With the completion of this academic year by June 2024, JM Financial Foundation's support will be formally concluded.

### SPORTS



**400+**  
children and youth trained



**50+**  
accolades won



**25+**  
villages impacted

### JM Financial Sports Project

Conceived and initiated in FY 2020-21, the JM Financial Sports Project has since, trained 400+ children and youth in athletics and football across four blocks of Jamui district, Bihar. The initiative involved the creation of four sports grounds aimed at training, nurturing, and promoting young girls and boys from rural and tribal areas in football and athletics. The project recognizes the potential in these children, their lack of opportunity, and the importance of sports in holistic development. Against this background, we aim to create future-fit sportspersons by addressing the lack of infrastructure, equipment, and certified coaches for training talented youth in rural areas.

## Management Discussion and Analysis Report (Contd.)

Our trainee children and youth are 6 to 17 years old, and belong to homes where sports has never been seen as a viable career option or even a subject to learn. For the purpose of their training, they have been divided into three categories - grassroots, sub-junior and junior. Trainees participate daily in rigorous football and athletics training sessions, in morning and evening batches, while also participating in various sports tournaments and championships, and enhancing their competitive capacities.

In FY 2023-24, our trainees participated in 14 football tournaments. In the same period, our trained athletes participated in one zonal, four state-level and 52 district-level athletic championships, and won 57 medals (23 gold, 19 silver, 15 bronze).



Warm-up sessions with our sports trainees at Lachhwar sportsground - Jamui, Bihar

### AGRICULTURE & WATER CONSERVATION



**42,000 kg+**  
agri-inputs provided



**1,100+**  
sapling inputs provided



**10,000+**  
water bodies created

#### Model Village Development Project

Farmers in Jamui, like the rest of our country, rely heavily on rain for agriculture. However, the district has been experiencing below-average rainfall in recent years. This deficit, combined with climate change effects, and low levels of agricultural knowledge, exposes farmers in the Khaira and Sikandra blocks of Jamui to a high sustenance-related risk. Depleting groundwater levels, commercial inputs dominating the market, and traditional practices without scientific backing further complicate the situation for small and marginal farmers in the area. Premised on this grassroots situation, JMFF has been working in Jamui district of Bihar through the Model Village Development Project, intending to forge comprehensive development in the villages of Sikandra and Khaira blocks of Jamui, Bihar.

In FY 2023-24, the project emphasized on introducing coarse cereals and low-water intensity crops. The methodology deployed, mirrored that of previous years, including training farmers, providing them quality agricultural inputs, supporting and strengthening them with small and large-scale mechanization, coupled with ongoing guidance to achieve high-quality yields.



- Farmers' Training

Our ongoing group-based farmers' handholding culminated through 21 organized sessions in Khaira and 31 in Sikandra, attended by a total (cumulative) of 1,848 farmers (883 female, 965 male). These sessions imparted agri-know how on cultivation of nutrition gardens, *Kharif* season crops, *Rabi* season crops, and formation & operation of farm equipment committees (described below). Additionally, to enable farmers to experience practical applications of the guidance received, and believe in the possibility of successful integration of taught practices, JMFF organized five exposure visits between October 2023 and February 2024, and invited agri-experts to train them, as highlighted below:

Sr. No.	Date	Place visited	Visit Description	Attendees
1	Oct 12, 2023	Krishi Vigyan Kendra, Sheikhpura district	Knowledge session on climate resilient agriculture techniques viz. selecting climate-resilient crop varieties, adjusting planting schedules, rainwater harvesting, utilizing moisture-retaining mulches, biological pest-control methods, and so on	48
2	Jan 03 - 04, 2024	Kisan Mela and Krishi Yantrikaran Mela, Jamui district	Visit to other non-profits and government department stalls displaying schemes and initiatives aimed at increasing agricultural development in the region.	10
3	Jan 12, 2024	Krishi Mela, Jamui district	Agri-exhibition showcasing agricultural innovations, promoting sustainable farming practices, and fostering collaborations for agricultural development.	9
4	Jan 30, 2024	Urvatanr - Chakai, Jamui district	Learning from a model farmer and his practices around large-scale cultivation of vegetables, fruits using government-provided seeds and solar panel.	64
5	Feb 01, 2024	Centre of Excellence, Chandī, Nalanda district	Training camp aimed to educate farmers from all districts of Bihar on various aspects of horticulture, particularly dry gardening, including cultivation of jackfruit, oranges, lemons, and pomegranates.	9
				<b>140 attendees</b>

Sr. No.	Date	Resource person	Training Subject	Attendees
1	Oct 12, 2023	Dr. SK Singh - Head; Smt. Ruby Kumari - Subject Matter Specialist, Home Science - Krishi Vigyan Kendra, Jamui district	Soil and water conservation, paddy management, zero tillage farming, vegetable crop management	48
2	Jan 03 - 04, 2024	Shri Nitish Kumar - Assistant Manager, Netafim India	Water management and efficient irrigation methods	10
				<b>58 attendees</b>

- Seeds and sapling inputs

Along with training and continuous handholding, providing the right seeds and saplings to farmers is of paramount importance to the project objective. Over the past three years of implementation, the project has promoted the cultivation of staples with high-quality, scientifically-researched seeds.

This year too, we have provided the below-mentioned seeds and saplings to farmers in Khaira and Sikandra blocks:

Crop	Farmers			Input Type	Inputs Provided	Area under cultivation (in acres)	Production (till end Mar 2024)
	Khaira	Sikandra	Total				
<b>Kharif Season (Summer crop)</b>							
Paddy	242	179	421		4,856	122	1,400 quintals
Maize	289	79	368	Seeds (in kg)	350	64	725 quintals
Millets ( <i>Madua</i> )	183	15	198		82	1	2.40 quintals
Roselle ( <i>Kudrum</i> )	142	3	145		62	16	11.45 quintals
Pigeon Pea ( <i>Arhar</i> )	210	67	277		250	23	57 quintals

## Management Discussion and Analysis Report (Contd.)

Crop	Farmers			Input Type	Inputs Provided	Area under cultivation (in acres)	Production (till end Mar 2024)
	Khaira	Sikandra	Total				
<b>Rabi Season (Winter crop)</b>							
Mustard	217	203	420		500	277	42 quintals
Gram ( <i>Chana</i> )	314	215	529	Seeds	2,000	45	115 quintals
Wheat	168	232	400	(in kg)	4,000	91	658 quintals
Chili	10	18	28		26,025	1	8.50 quintals
<b>Horticulture</b>							
Lemon	24	3	27	Saplings	912	3	Plants currently in gestational stage.
Mango					228		

This year, our efforts persisted in promoting Nutrition Gardens as cost-effective, dependable, and easily accessible vegetable sources for 848 farmers in Khaira block and 1,037 farmers in Sikandra block. These gardens, established within the farmers' homes, span 200 to 700 square feet and are intricately designed to maximize water efficiency while facilitating the cultivation of a variety of vegetables.

By providing education and distributing 1,885 nutrition garden kits, we have empowered farmers to grow their own wholesome and nourishing produce.

nine villages of Sikandra, as per the identified need, and provide 10 types of equipment on rent.

The project team facilitated the formation and formalization of 15 agri-equipment committees, known as *Adarsh Krishak Hitt Samuhas*, comprising 217 members in total. Each committee has elected positions and has been established to oversee the equipment rental process of the for farmers in need. Furthermore, the project has also facilitated access to larger, capital-intensive farm equipment available for rent at the project office.



Farmers with their chilli saplings in Khaira - Jamui, Bihar



Agri-equipment distribution to farmers' committee in Khaira - Jamui, Bihar

### Water Conservation and Allied Interventions

The state of Bihar is facing a severe water crisis, with 14 of 23 reservoirs reaching the Dead Storage Level and groundwater levels dropping in 13 out of 38 districts, including Jamui<sup>1</sup>. Despite being ranked third in the 'High Achievers' category for village-level water connections, the availability of water in Jamui is scarce, with only two hours of water supply twice a day<sup>2</sup>. The increasing population is further depleting the already limited underground and surface water sources.

- Farm equipment committees

The project introduced the concept of agri-equipment banks in 15 villages across Khaira and Sikandra blocks to assist small and marginal farmers in accessing agricultural equipment without the burden of individual ownership. These banks are established in six villages of Khaira and

The Kuil river in Jamui is dry. Wells, once a reliable water source, are now empty and in poor condition. JMFF embarked on water conservation efforts in Jamui district by reconstructing and restoring dilapidated community wells in Khaira, Sikandra and Chakai blocks in FY 2022-23. Initially, 12 wells were restored, followed by ongoing monthly monitoring by JMFF to track water levels. The year 2023-24 began with a target to identify, renovate, strengthen and reinstate 50 wells across Khaira and Chakai blocks.

A total of 130 wells were identified, of which civil work for repair and renovation was undertaken for 50 wells in a phase-wise manner. The civil work, constituting about 80 per cent of the intervention on each well, has been completed on 42 of these wells. Each of these wells dates back to the early 1970s-1980s and had been written off by the resident communities, owing to the dearth of water they held within.



(Left to right) Wells before and after intervention in Khaira block - Jamui, Bihar

Now covered by protective lids and cleaned of silt and other debris, each of these wells holds the potential to conserve rainwater and recharge groundwater up to 5 acres around it.

The project has also facilitated the construction of bath sheds and cattle drinking water tanks (measuring 8' \* 3' \* 2') on 14 of these wells, given the visible need of the resident cattle population.

The monsoons in the coming year, if received adequately, will testify for or against the success of the intervention. JMFF is hopeful that these revitalized wells will once again become community assets. Even more hopeful are our village folk, who wait for this traditional gold to shine once again.

### Integrated Livestock Development Centres (ILDC)

Despite Bihar's rich history in animal husbandry and a large bovine population reflecting its agricultural strength, the lack of adequate veterinary services has negatively impacted the health and nutrition of the cattle. Over time, this has also affected the financial stability of their caretakers.

Before project commencement, JMFF had surveyed nine villages in Sikandra block, Jamui district. Findings from this

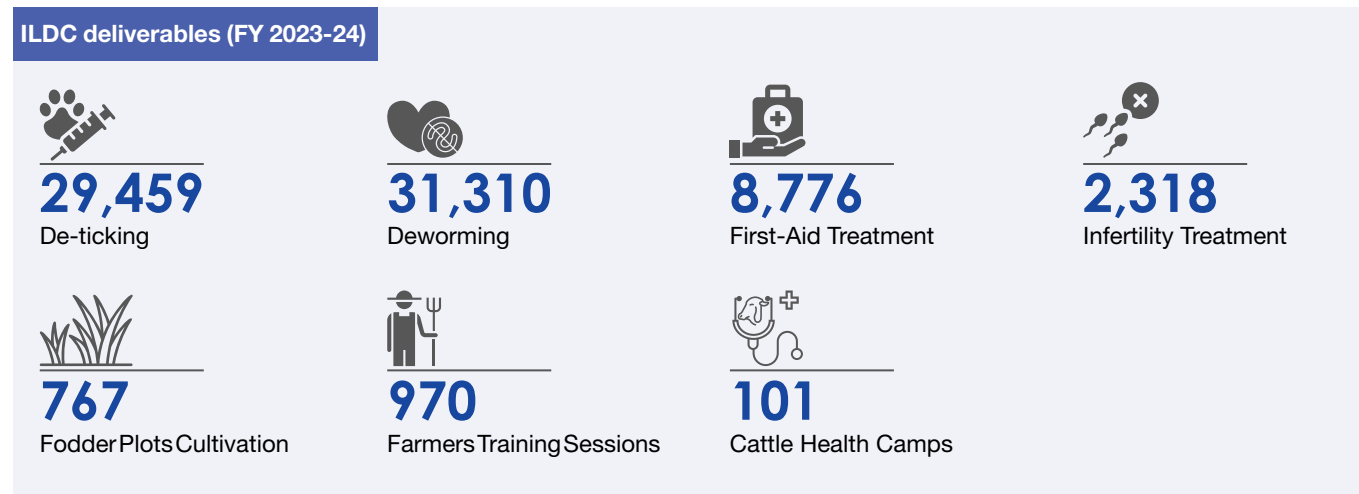
survey highlighted issues including limited veterinary access, transportation challenges for large livestock, low awareness of preventive healthcare and breed improvement, and the need for advanced cattle-rearing techniques to boost milk production and farmer livelihoods. In response, the ILDC project was initiated in January 2018. Each ILDC established within this initiative functions as a veterinary center, staffed by locally identified and trained para-veterinarians known as *Gopals*. Spread across 22 Gram Panchayats, a total of 22 ILDCs cater to cattle owners in over 210 villages spanning Chakai, Jhajha, Sikandra, and Khaira blocks of Jamui, Bihar.

The ILDC project has remained steadfast in its commitment to deliver high-quality cattle healthcare and management services to farmers residing in the villages of the aforementioned blocks. To this effect, it ensured providing round-the-clock preventive and curative healthcare services. Concurrently, efforts were made to boost cattle milk production and improve farmers' livelihoods with green fodder seeds and with comprehensive scientific education. This educational initiative aimed to raise awareness among farmers about preventive measures and advanced scientific practices in cattle rearing.

<sup>1</sup><https://www.downtoearth.org.in>

<sup>2</sup><https://www.newsclick.in>

## Management Discussion and Analysis Report (Contd.)



**Farmer Mukesh Mahto's healthy calf born as a result of ILDC services in Sikandra - Jamui, Bihar**

This year, apart from supporting farmers with *Makkhan* grass seeds for green fodder, the project provided them with 400kg Sudan green fodder seeds. This is a warm-season crop that the farmers will be able to sow in the upcoming *Kharif* season and reap fodder for silage, even if the region receives less rainfall. Belonging to the Sorghum family, the Sudan grass uses water more efficiently during gestation and provides 4 to 5 cuttings in one season of a 21-30 days cutting cycle.

### Integrated Village Development Project

The Integrated Village Development Project completed its sixth year of implementation in the Mokhada block of Palghar, Maharashtra. Before our intervention, farmers in the specified project area practised traditional agriculture, focusing on mono-cropping, with only rice, *nagli* (finger millets), and *varai* (barnyard millets) grown annually for sustenance. They relied heavily on rainfall, seldom cultivated vegetables, pulses, fruits, or oilseeds, and engaged in shifting agriculture. Although cashew cultivation existed in the region, it was minimal for market linkages. The terrain, predominantly hilly, received substantial rainfall but lacked visible water conservation methods beyond open wells. Consequently, water runoff was common, depriving farmers of its benefits. Against the backdrop of these lacunae, similar to our strategy in the Model Village Development Project in Bihar, JMFF has been implementing the Integrated Village Development Project across seven villages in the Mokhada block. Initiated in the Financial Year 2018-19, the project is a collaborative effort with district authorities and is being sustained as a long-term initiative.

### Farmers' Training

Our ongoing, group-based farmers' handholding culminated through 40 organized sessions, attended by a total (cumulative) of 634 farmers up-till March 2024. Some of these sessions have been jointly undertaken with Krishi Vigyan Kendra, Dahanu, and awareness has been imparted on topics including, but not limited to – pest and disease management in horticultural crops, blue rice plantation, system of finger millets intensification and paddy transplantation. To enable farmers to experience practical applications of the guidance received and believe in the possibility of successful integration of our taught practices, JMFF organized three exposure visits in November, December 2023 and March 2024.

Sr. No.	Date	Place visited	Visit Description	Attendees
1	Nov 24, 2023	Krishithon Agri Expo, 2023 - Nashik	<ul style="list-style-type: none"> <li>16th edition of India's largest international agriculture trade fair</li> <li>An opportunity to see the latest innovations in agricultural products and technologies, and attend educational seminars on agri-topics.</li> </ul>	42
2	Dec 15, 2023	Kisan Agri Expo, 2023 - Pune	<ul style="list-style-type: none"> <li>32nd edition of the Kisan Agri Show series, organized with an objective of creating a single platform for the Indian agri community</li> <li>An opportunity to meet and interact with 500+ exhibitors displaying their agri-products and services</li> </ul>	14
3	Mar 22, 2024	Progressive farmers' plots	<ul style="list-style-type: none"> <li>Three progressive, project - farmers' sites were selected for the exposure visits. Each offered a unique insight into different agri-practices, such as - cultivation of fruit-bearing trees, practical applications of water from Continuous Contour Trenches (CCTs) and <i>jalkund</i> (farm ponds).</li> </ul>	35

Since 2018, in addition to training farmers, the project has revitalized 51 Self Help Groups (SHGs), and empowered them consistently through regular capacity-building. Over the years, these SHGs have evolved from simple savings groups to engaging in income-generating endeavours. This year, we've conducted 194 meetings/sessions to strengthen 18 SHGs.



**Demonstrative training on System of Finger Millet Intensification - Palghar, Maharashtra**

## Management Discussion and Analysis Report (Contd.)

- Seeds and sapling inputs

In addition to guidance and support, providing scientifically-researched, high-quality seeds and saplings in the *Kharif* and *Rabi* seasons remains crucial to the project objective. Given below is an overview of the inputs provided during the year:

Crop	Farmers	Inputs (seeds in kg)	Area under cultivation (in acres)	Production (till end-Mar 2024)
<b>Kharif season (summer crop)</b>				
Blue rice	50	250	13	198 quintals
Paddy (SRI*)	260	2,600	260	4,500 quintals
<b>Rabi season (winter crop)</b>				
Chickpea	200	1,600	50	Awaited

\* SRI : System of Rice Intensification

We have been promoting vegetable cultivation by giving kitchen garden kits to farmers, aiming to boost income and improve nutrition. Cultivating in small areas allows better pest and disease control, ensuring safer produce without pesticide residues. This year, 150 farmers received 300 kits, resulting in over 6,000 kg of vegetables, enhancing household nutrition and providing income through sales.

- Water conservation

JMFF aims to preserve the high annual rainfall in the region (above 2,400 mm) by implementing affordable and eco-friendly rainwater harvesting systems. Farmers build these structures with our guidance and technical support. The project promotes two types of structures, outlined below.

### Continuous Contour Trenches (CCTs)

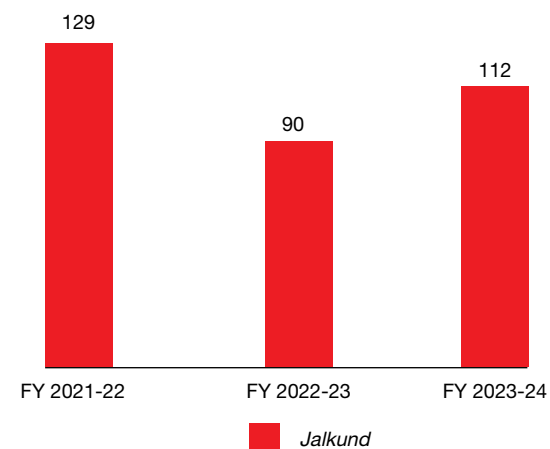
We have pioneered and promoted the digging of simple trenches, with no casting material, each measuring 18' \* 2.5' \* 2' along hill-slopes. The objective is to raise groundwater tables and increase soil moisture.

Financial Year	CCTs dug	Area covered (in acres)	Crop plantation along CCTs	
			Cashew	Mango
2019-20	1,073	17	494	584
2020-21	1,732	25	975	550
2021-22	3,221	55	1,910	976
2022-23	2,241	41	1,018	678
2023-24	2,632	48	810	912

### Jalkund

In contrast to CCTs, a *jalkund* is typically dug on low-lying flatlands. Translating to water ponds, these water conservation structures were introduced in FY 2021-22. Each *jalkund* measures 10m \* 10m \* 1.5m and possesses an average rainwater holding capacity of up to 1,00,000 litres. Up till March 31, 2024, the project has facilitated the related education, digging and lining of 331 *jalkund*.

Irrigation cover with Jalkund



### Water-wheels

We have supported 350 most-deserving women from across the seven villages of our project geography with one water-wheel each. Designed in the form of 45-litre drums, these water-wheels are simple solutions that help our rural women and children daily, in drawing and dragging pails of water in odd-shaped utensils multiple times a day. Meant to be leakproof and durable, these water-wheel carriers are in use to fetch three times as much water in half the time.



Distribution of Waterwheels at village Dhamani - Palghar, Maharashtra

- Increasing community access to public entitlements

The project-established helpdesks at the Gram Panchayat level in Ase and Beriste, continued to support communities with linkages to government schemes. The team's process of educating families, assisting them with paperwork, and coordinating with government departments, has led to the linkage of public schemes amounting to nearly ₹ 8 Cr. This year, the project team processed 13,005 applications, approving 10,751, linking ₹ 1.13 Cr. worth of schemes to 1,513 beneficiaries.

### WOMEN EMPOWERMENT

#### Shri Vardhman Mahila Griha Udyog

Shri Vardhman Mahila Griha Udyog (SVMGU) was initiated as a field-action project by JM Financial Foundation in December 2017 in Sikandra block of Jamui district – Bihar. It is run as a small-scale *khakhra* production unit that has completed seven years of micro-enterprise operations.

JMFF provided financial support for all expenses incurred towards setting up and running the Udyog from inception till July 2019. From the month of August in the same year, the unit has been independently taking care of all its expenses. Even in the two years of the pandemic, when small businesses languished, the Udyog stayed strong. Running on an SHG (Self Help Group) model, given the background that the women belong to, this is no small feat.



Daily *khakhra* rolling and roasting at the Udyog

In FY 2023-24, the Udyog has remained operational for 197 days, with 21 members roasting 9,992 kg *khakhra* in plain, *masala*, *ghee*, *jeera* and *Mangroli* varieties. A total sale of 9,831 kg *khakhra* has earned a revenue of INR 24.51 Lakhs.

The Udyog has a maximum monthly production capacity of 900 kg at full strength. Each member has earned an average ₹ 4,500/- every month. While the Udyog works autonomously, the JMFF team provides handholding from time to time in the form of counselling women, supporting them in maintaining their records and planning.

### HIGHLIGHTS ACCOLADES | EMPLOYEE VOLUNTEERING

#### ACCOLADES

The JM Financial group received humbling recognition for its work in the space of Corporate Social Responsibility (CSR) in the form of two, very prestigious awards:

- Mahatma Award 2023**

JM Financial Foundation was honored with the prestigious Mahatma Award 2023 for its noteworthy commitment to Corporate Social Responsibility (CSR) excellence, coupled with an additional accolade, the Mahatma Award for Best Social Impact Team in spearheading initiatives for Social Responsibility, Social Good, and Impact in 2023.

The entire Foundation team was bestowed with this esteemed recognition during the ceremony held on September 30, 2023, at New Delhi. The Mahatma Award, established and endowed by the esteemed Social Entrepreneur and Philanthropist, Mr. Amit Sachdeva, renowned as 'The CSR Man of India,' stands as a beacon of distinction. This annual accolade is generously supported by the Aditya Birla Group and orchestrated by the Liveweek Group.

- Golden Peacock Award for Corporate Social Responsibility**

JM Financial Limited received the coveted Golden Peacock Award for Corporate Social Responsibility under the Financial Services sector in the national category. A total of 418 applications were submitted by various organizations, of which 168 were shortlisted after a 3-tier scrutiny and assessment process. Of these, 34 companies

## Management Discussion and Analysis Report (Contd.)

(including JM Financial Limited) were considered deserving of the award. The Golden Peacock Awards, instituted by the Institute of Directors (IOD), India in 1991, are now regarded as a benchmark of Corporate Excellence worldwide.



**Golden Peacock Award for Corporate Social Responsibility - November 2023, Mumbai**



**Mahatma Award 2023 - September 2023, New Delhi**

### EMPLOYEE VOLUNTEERING

As a commemoration of 50 years of JM Financial Group's journey, JM Financial Foundation launched CompassionCrew@50 in September 2023. The programme has been conceptualized as an annual employee volunteering campaign, providing employees from across the group, an opportunity to immerse themselves in community service at the grassroots, through our CSR projects. The programme was rolled out by:



Inviting applications



Screening and responding to applications



Orientation to shortlisted employees



50 hours of volunteering time on JMFF CSR project sites

The Foundation received applications from 50+ volunteers who contributed over 1,100 hours of their working time to our field-action projects at Jamui, Bihar and Palghar, Maharashtra.



**Our employee volunteer orienting community beneficiaries on JMFF water conservation initiatives in Chakai block - Jamui, Bihar**

Having worked in core business operations within the organization, each volunteer returned from their fieldwork, imbued with a sense of humility with the JM Financial Group's magnanimous contributions to areas they hadn't even heard of. Spending a few days with the community and the field team not only warmed their hearts but brought home the realization of just how blessed the rest of us are to be living our lives. They opined that more volunteers should participate every year to understand how much the Group extends itself beyond its core business services.



### PHILANTHROPY BY JM FINANCIAL FOUNDATION

Since its establishment, the JM Financial Foundation has consistently embraced and acted upon its commitment to philanthropy. The Foundation has actively backed numerous commendable endeavours spearheaded by various charitable organizations spanning education, healthcare, sports development, assistance for the differently-abled, animal welfare, and the advancement of Indian art and culture. Below are some of the initiatives supported during the year:

#### Aiding healthcare services

Our healthcare initiatives have significantly contributed to providing medical care for underprivileged children with critical cardiac illnesses. We have also offered medical and nutritional support to vulnerable children from socio-economically deprived families. Our efforts include support to the organization of medical camps, cataract surgeries for those in dire need in rural southern Gujarat, specialized eye-care and vision screenings, and quality healthcare in Karnataka.

In Mumbai - Maharashtra, we have equipped a deserving multi-speciality charitable hospital with essential Operation Theatre equipment and have facilitated paediatric cataract surgeries. JMFF has provided support towards the making and supply of artificial limbs, calipers, and other advanced devices, to help disabled individuals with their mobility and quality of life. We have also provided nutritional support to infants in pre-adoption foster care, ensuring their well-being during a critical phase of their development.

#### Enabling education for children with and without special needs

The Foundation has played a pivotal role in the advancement of students from disadvantaged backgrounds by aiding balwadi students with essential attire and footwear. We have also supported the operations of educational institutions, impacting deprived children and youth from the slums of Mumbai - Maharashtra, as well as rural Karnataka. The Foundation has also contributed towards a musical performed by children of municipal schools, showcasing India's Constitutional values in multiple cities.



**One of our beneficiaries - Bronze winner at the Special Olympics World Summer Games - 2023**

#### Training of sports athletes

We continued our support to athletes' training for the Olympics with nutrition inputs and sports management. During the year, our support has enabled the trained athletes to win gold for the country in various sports, such as shooting, javelin and badminton, and paralympic sportspersons to compete on recognised platforms.

#### Promotion of music and cultural traditions

Preserving our national cultural legacy is crucial, as it upholds our identity as a community. JMFF takes pride in backing an institution committed to preserving, enriching, and upholding the diverse traditions of Hindustani and Carnatic arts and music, along with the broader domain of Arts & Culture, including Indian Classical genres.

#### Other initiatives - Policy research, Animal welfare, Women empowerment

JMFF supports comprehensive research on a multitude of topics that are crucial for policy development, particularly those that pertain to India's contemporary challenges.

In addition to supporting the protection and conservation of wildlife, we also extend ourselves to the safekeeping and nurturance of cows no longer considered to be economically beneficial.

In the state of Gujarat, the Foundation helps champion women empowerment in lesser-developed regions, through education and skills training, essential for inclusion in the economy.

## Management Discussion and Analysis Report (Contd.)



### HUMAN RESOURCES

We at JM Financial, are driven by the success of our employees. Our employees have increased to 4,000 as of March 31, 2024 as compared to 3,260 as of March 31, 2023 and 2,405 employees as of March 31, 2022. It represents a net addition of 740 employees over the course of FY24 and a net addition of 1,595 employees over the last two financial years. We have expanded across our businesses and more specifically in our non-institutional businesses such as asset management, wealth and distribution, digital businesses and retail mortgage. We are putting in dedicated efforts to attract and recruit the best talent across our businesses. Our Human Resources department plays a crucial role in ensuring that we attract, develop and retain the talent needed to achieve our strategic goals.

Our team will always work tirelessly to support our employees in the face of unprecedented challenges. We ensure to support our business objectives in order to attract and retain top talent, ensure compliance with employment laws and regulations, and promote a workplace culture that fosters collaboration, innovation and excellence.

#### Engagement Surveys – Great Place to Work

JM Financial Group has been accredited as Great Place to Work-Certified<sup>®</sup> by the Great Place to Work Institute for all seven participating entries/ businesses for the period Feb 2024 – Feb 2025.

#### Talent Management

We believe that investing in our employees is critical to our long-term success and we will continue to prioritize talent management in years to come focusing on creating a highly engaged and motivated employee base.

We aim at improving the recruitment process, enhancing the onboarding experience, investing in training and development as well as creating career development plans or succession plan.

#### Workforce Diversity

Our efforts to create a diverse and inclusive workforce are guided by a solid foundation to provide equal employment opportunities to all individuals.

#### Hiring

For the whole Group, a centralized campus team has been created to manage campus hiring. The team plays a key role in

forging a solid connection with Institutes, B Schools, CAs, Law schools and Schools specializing in Social Studies.

The campus team constantly engages with the Institutes for live projects, internships, and final placements.

#### Rewards and Recognition

Rewards and Recognition plays a vital role in any work environment wherein the employees are recognized and rewarded for their contributions towards achieving organizational goals. The timely and fair recognition motivates employees and at JM Financial, we provide these boosters at intervals and at each business level.

We use tools such as iCheer to share appreciations wherein the employees can appreciate each other.

#### Employee Engagement

We engage with our employees through various initiatives at Group as well as business level. As our tradition, we celebrate all the festivals in great zest. International Yoga Day was marked with a group-wide initiative, offering online sessions nationwide. Father's Day featured a heartfelt contest where employees shared photos and stories about their fathers. Friendship Day encouraged employees to twin with colleagues, fostering camaraderie and fun. Independence Day celebrations included traditional clothing and potluck. For Republic day, a captivating Photography Contest encouraged participants to encapsulate the essence of freedom, patriotism, and Indian culture through their lenses.

Diwali this time was special being the 50<sup>th</sup> year and its light spread across the organization. A celebratory lunch was planned for our support staff across offices. For Christmas, we turned the office into a Christmas wonderland with joyful Christmas carols. A Secret Santa gift exchange for the support staff was organized, creating a thrilled and festive atmosphere for employees.

We celebrated our 50<sup>th</sup> year anniversary with great enthusiasm and excitement. To mark this momentous occasion a month-long series of activities such as sports day, karaoke evening and Zumba sessions were organized across our offices, providing our employees with opportunities to come together and celebrate. A Talent Gala capped it all off, showcasing employees' hidden talents through skits, dances, and singing.

Sporting events like cricket and football championships, as well as recreational activities like bowling, fostered teamwork and friendly competition. Special events like the Fem Health Carnival on Women's Day prioritized employee well-being and empowerment, creating a vibrant and inclusive workplace culture.



#### Employee Wellbeing Initiatives

At JM Financial, our commitment is to empower our employees to achieve optimal physical, mental, and emotional well-being. To realize this goal, we've introduced initiatives like Doctor on Call and comprehensive Leave and Paid Time Off policies.

#### Performance Management

We follow a comprehensive performance evaluation process for annual reviews, which was digitalized and a structured performance evaluation calendar was launched.

This practice helps us identify the capabilities of employees and leverage the same. It also helps us to suggest and plan development in the identified areas through training. For this, a Training Need Analysis is captured.

Trainings were provided to new joiners, in order to help them get equipped with the appraisal process and the system.

#### Compensation and Benefits

Our compensation framework is structured to align with the interests of our employees with the long-term interests of the group and its other stakeholders.

JM Financial also offers various benefits designed to meet the needs of our employees. These benefits are an integral part of our Company and provide employees and their families' valuable support, during employment with JM Financial.

#### Succession Planning

At JM Financial, we promote an atmosphere of inclusion, by encouraging the next level of employees to take higher responsibilities.

Managers along with Human Resources formulate a customized grooming and orientation of high potentials, by carefully planning their work experiences. Their skills and capabilities are developed through further training and mentoring.

#### Learning and Development

Employee training and development is a cornerstone of our HR strategy and long-term goals. Recognizing the shift away

from a fully virtual work environment, we've adopted a blended learning approach that combines in-person and virtual training sessions. Monthly training calendars and Knowledge Community sessions ensure that employees stay informed about upcoming opportunities and industry trends, fostering a culture of continuous learning.

Our departmental programs, like "Stepping Stones" for the Investment Banking team and "Insurance Gurukul" for Retail Wealth, provide specialized knowledge tailored to specific roles. Workshops cover a wide range of topics, including negotiation skills, effective report writing, and advanced Excel techniques, addressing various skill development needs across the organization.

Leadership programs such as "Going Beyond" and "Synergies & More" are designed to empower leaders with the tools and strategies needed to excel in their roles and foster a collaborative work environment.

Through these comprehensive initiatives, we prioritize the growth and development of our employees, equipping them with the skills and knowledge needed to succeed in their careers.



### SAFE HARBOUR

This report describing our activities, projections and expectations for the future, may contain certain 'forward looking statements' within the meaning of applicable laws and regulations. The actual results of business may differ materially from those expressed or implied due to various risk factors and uncertainties. These risk factors and uncertainties include the effect of domestic as well as global economic and political events, volatility in interest rates and in the securities market, new regulations and government policies that may impact our businesses as well as ability to implement our strategies. We are under no obligation to publicly amend, modify or revise any forward-looking statements on the basis of any subsequent developments, information or events and assume no liability for any action taken by anyone on the basis of any information contained herein.

# Report on Corporate Governance

## I. Philosophy of JM Financial on Corporate Governance

JM Financial's philosophy of Corporate Governance is built on a foundation of ethical business practices, transparency and trust in dealing with all its stakeholders. The core values of JM Financial are:

<b>Client Focus</b>	<b>Integrity</b>	<b>Innovation</b>	<b>Partnership</b>
<p>We always put the interest of our clients before our own. We understand our client needs, seek new opportunities for them, address them and deliver unique solutions as per their expectations. The success of our clients is the biggest reward for us.</p>	<p>Integrity is fundamental to our business. We adhere to moral and ethical principles in everything we do as professionals, colleagues and corporate citizens. Our reputation based on our high standards of integrity is invaluable.</p>	<p>We understand our clients' needs and develop solutions for the most complex or the simplest, the biggest or the smallest financial transactions, whether for individuals or institutions. Creativity and innovation are key factors to everything we do. We encourage new ideas which help us address unique opportunities.</p>	<p>Our relationships with all our stakeholders reflect our spirit of partnership. Clients see us as trusted advisors, shareholders see us as partners and employees see us as family. We respect, trust and support all our stakeholders.</p>
<b>Teamwork</b>	<b>Implementation</b>	<b>Performance</b>	
<p>We believe extensive teamwork is what makes it possible for us to work together towards a common goal. We value and respect each individual's commitment to group effort.</p>	<p>Our expertise, experience and our continuous focus on the quality of execution ensures effective implementation of our strategies.</p>	<p>We believe in development of our people and continuously hone our skills, setting higher targets of performance for ourselves. We strive to attract, develop and retain the best talent. We recognize and reward talent based on merit.</p>	

The Company's vision is "to be the most trusted partner for every stakeholder in the financial world". The Corporate Governance Philosophy of the Company is drawn from its core vision and values of being the most trusted partner for every stakeholder in the financial world, thereby creating and enhancing long term stakeholders' value on a continuous and sustainable basis.

The Company complies with the requirements of Corporate Governance as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEBI Listing Regulations"), and the applicable provisions of the Companies Act, 2013 (the "Act").

Accordingly, the Corporate Governance Report as prescribed under SEBI Listing Regulations is being presented as below.

## II. Board of Directors

The Board of Directors of the Company (the "Board") plays a pivotal role in ensuring good governance and functioning of the Company. The Board is an apex body, which *inter alia*, oversees the Company's overall functioning, provides a strategic direction and oversight, guidance, leadership and have a fiduciary responsibility to ensure that the Company's actions and objectives are aligned in creating long term value for its stakeholders. An active, well-informed, diversified and independent board is necessary to ensure the highest standards of corporate governance.

The Board comprises of highly skilled professionals with wide range of expertise, having diverse background and possesses requisite qualifications and experience which enables it to adhere to high corporate governance practices and protect the interest of the stakeholders.

### A. Composition of the Board

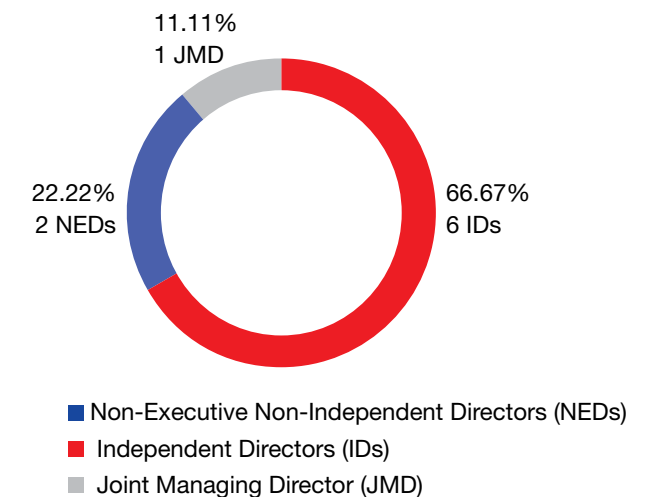
The Company recognises and embraces the importance of diverse culture of the Board. The Company believes that the Board enhances the quality of the decisions made by it, which is necessary for achieving desired objectives and sustainable results.

Basis the Board Diversity Policy adopted by the Company, the Board is a blend of professionals having diverse skills, experience, knowledge, capabilities, expertise, attributes and educational qualifications, amongst others. All our Board members are highly experienced professional with good repute and eminence. It has a diverse mix of executive, non-executive and independent directors representing an optimal mix of professionalism, knowledge and experience required for the financial services industry.

As on March 31, 2024, the Board consists of nine (9) directors, of which six (6) are independent directors including two (2) women independent directors, two (2) non-executive and non-independent directors and one (1) executive director. The composition of the Board is in conformity with the requirements of the Act and SEBI Listing Regulations with majority of the Board members comprising independent directors.

The Chairman of the Board, Mr. Nimesh Kampani, is a non-executive and non-independent director who is also a promoter of the Company. Accordingly, the Board fulfils the requirement of having at least 50% of independent directors on the Board of the Company.

The composition of the Board is depicted in the chart below. The brief profile of all the directors on Board is available on the Company's website at <https://jmfi.com/investor-relation/board-directors.html>.



### Confirmation on Independence of Directors

The Company has received declarations from all its independent directors confirming that they meet the criteria of independence as prescribed under the Act and SEBI Listing Regulations. Based on the declarations received from all independent directors and in the opinion of the Board, the Board has confirmed that they meet the criteria of independence as prescribed under the Act and the SEBI Listing Regulations and are independent of the management.

### Changes in the directorships during the financial year 2023-24

Sr. No.	Name of the Director	Nature of Change	Date of Change
1.	Mr. Atul Mehra	Resigned as a Joint Managing Director	Effective from close of business hours on March 28, 2024.
2.	Mr. Adi Patel	Re-designated (change in title from "Joint Managing Director" to "Managing Director")	With effect from April 1, 2024.

None of the directors of the Company are related to each other except Mr. Nimesh Kampani, Non-Executive



## Report on Corporate Governance (Contd.)

Chairman who is the father of Mr. Vishal Kampani, Non-Executive Vice Chairman of the Company.

### B. Directorships/memberships in other companies

None of the directors of the Company are director in more than twenty (20) companies and within which not more than ten (10) public companies. In accordance with SEBI Listing Regulations, none of the directors of the Company acts as an independent director in more than seven (7) listed companies during the financial year 2023-24. The Managing Director of the Company do not act as an independent director in any other equity listed company. Also, none of the directors are serving as a member of more than ten (10) committees or acting

as the chairman of more than five (5) committees (audit committee and stakeholders' relationship committee) in accordance with the requirements of SEBI Listing Regulations. Necessary disclosures regarding the committee positions, if any, held by the directors in other listed companies have been made.

The information relating to the number and category of other directorships and committee chairmanships/memberships by the Company's directors in other public companies including the names of the listed entities as on March 31, 2024 is given below for information of the members.

Sr. No.	Name of the Directors	Category in the Company	Number of directorships in other public companies (excluding the Company)*	Number of committee positions held in other public companies** (excluding the Company)		Number of equity shares held in JM Financial Limited as on March 31, 2024
				Chairmanships	Memberships	
1.	Mr. Nimesh Kampani	Non-Executive Chairman	1	-	-	12,57,50,000#
2.	Mr. Vishal Kampani	Non-Executive Vice Chairman	7	-	3	1,30,00,000
3.	Ms. Jagi Mangat Panda	Independent Director	4	1	3	Nil
4.	Mr. P S Jayakumar	Independent Director	9	2	8	Nil
5.	Mr. Navroz Udawadia	Independent Director	-	-	-	Nil
6.	Ms. Roshini Bakshi	Independent Director	3	-	2	Nil
7.	Mr. Pradip Kanakia	Independent Director	5	1	3	Nil
8.	Mr. Sumit Bose	Independent Director	6	3	5	Nil
10.	Mr. Adi Patel	Joint Managing Director	3	-	1	16,04,979
9.	Mr. Atul Mehra^	Joint Managing Director	-	-	-	6,64,681

# including 12,50,000 shares held in Nimesh Kampani HUF

\* other directorships do not include private limited companies, foreign companies and Section 8 companies registered under the Act.

\*\* the information pertaining to the chairmanships/memberships of committees of the Board held by the directors includes only Audit committee and Stakeholders' Relationship committee of public limited companies. Committee membership(s) include chairmanship(s).

^ Ceased to be a Joint Managing Director with effect from close of business hours on March 28, 2024.

Details of directorships held by Directors in other equity listed companies along with their category, as on March 31, 2024, as follows.

Name of the Directors	Name of other Listed Company	Category of Directorship
Mr. Nimesh Kampani	-	-
Mr. Vishal Kampani	-	-
Ms. Jagi Mangat Panda	Ortel Communications Limited (under Corporate Insolvency Resolution Process)	Managing Director
Mr. P S Jayakumar	HT Media Limited Adani Ports and Special Economic Zone Limited CG Power and Industrial Solutions Limited	Independent Director
Mr. Navroz Udawadia	-	-
Ms. Roshini Bakshi	Persistent Systems Limited Restaurant Brands Asia Limited	Independent Director Non-Executive Director
Mr. Pradip Kanakia	Healthcare Global Enterprises Limited Camlin Fine Sciences Limited Britannia Industries Limited* (Appointed as an Additional Independent Director with effect from March 26, 2024)	Independent Director
Mr. Sumit Bose	J. B. Chemicals & Pharmaceuticals Limited HDFC Life Insurance Company Limited	Independent Director
Mr. Adi Patel	-	-
Mr. Atul Mehra*	-	-

\*Ceased to be a Joint Managing Director with effect from March 28, 2024.

### C. Core skills/Expertise/Competencies of the Board

The Board members have rich and varied experience in critical areas like governance, finance, entrepreneurship, economics, commercial, general management, technology, sustainability, marketing, etc., that allows them to make effective contribution to the Board and its Committees.

The Nomination and Remuneration Committee of the Board also assesses and recommends the core skill sets

required by the directors to enable the Board to perform its functions effectively. The Board has identified the core skills/expertise/competencies of the directors required for effective functioning of the Company's business.

Pursuant to Schedule V(C) of the SEBI Listing Regulations, the core skills/expertise/competencies possessed by the directors are as stated below.

Sr. No.	Name of the Directors	Skills/expertise/competencies						
		Leadership qualities	Industry Knowledge and experience	Financial Expertise	Corporate Governance	Understanding of relevant laws/ rules/regulation and policy	Risk Management	Global experience / International Exposure
1.	Mr. Nimesh Kampani	✓	✓	✓	✓	✓	✓	✓
2.	Mr. Vishal Kampani	✓	✓	✓	✓	✓	✓	✓
3.	Ms. Jagi Mangat Panda	✓	✓	-	✓	✓	✓	✓
4.	Mr. P S Jayakumar	✓	✓	✓	✓	✓	✓	✓
5.	Mr. Navroz Udawadia	✓	✓	-	✓	-	✓	✓
6.	Ms. Roshini Bakshi	✓	✓	✓	✓	✓	-	✓
7.	Mr. Pradip Kanakia	✓	-	✓	✓	✓	✓	✓
8.	Mr. Sumit Bose	✓	✓	✓	✓	✓	✓	-
9.	Mr. Atul Mehra*	✓	✓	✓	✓	✓	✓	✓
10.	Mr. Adi Patel	✓	✓	✓	✓	✓	✓	✓

\*Ceased to be a Joint Managing Director with effect from March 28, 2024.

## Report on Corporate Governance (Contd.)

### D. Board meetings and Board procedure

During the financial year 2023-24, the Board met seven (7) times. The interval between the two (2) consecutive meetings was well within the maximum gap of one hundred and twenty (120) days. The Board meetings are usually held at the registered office of the Company in Mumbai. As permitted under Section 173(2) of the Act read with Rule 3 of the Companies (Meetings of Board and its Powers) Rules, 2014, the facility to participate in the meetings through video conferencing is also made available to the Board members.

Details of attendance of the directors at Board meetings and at annual general meeting (“AGM”), held during the financial year 2023-24 is stated below. The required quorum was present at all the meetings, as shown below.

Name of the Directors	Number of Board meetings held							% of Attendance of the directors	Attendance at last AGM held on August 3, 2023 (Yes/No/Not Applicable)
	1 May 9, 2023	2 August 3, 2023	3 September 25, 2023	4 November 3, 2023	5 December 14, 2023	6 February 12, 2024	7 March 18, 2024		
Mr. Nimesh Kampani								100	Yes
Mr. Vishal Kampani								100	Yes
Ms. Jagi Mangat Panda								100	Yes
Mr. P S Jayakumar		L						85.71	Yes
Mr. Navroz Udhwadia				L		L	L	57.14	No
Ms. Roshini Bakshi	L						L	71.43	Yes
Mr. Pradip Kanakia								100	Yes
Mr. Sumit Bose							L	85.71	Yes
Mr. Adi Patel				L				85.71	Yes
Mr. Atul Mehra*						L	L	71.43	Yes
Overall attendance at the meeting (in %)	90	90	100	80	100	80	60		

- Present in Person    - Attended through Video Conferencing    L – Leave of absence

\*Ceased to be a Joint Managing Director with effect from March 28, 2024.

The Board and committee meetings are pre-scheduled and tentative dates of the said meetings are informed well in advance to facilitate the directors to plan their calendar. The Board meets at least once in a quarter to review financial results and operations of the Company. In addition, the Board also meets at least twice in a year to consider, discuss and decide the business strategy including policy matters and gaining the understanding of various businesses carried on by the subsidiaries of the Company.

The agenda, setting out the business to be transacted at the meeting, action taken report comprising of actions emanating from the earlier board/committee meetings and status updates thereof, with well-structured and comprehensive notes on agenda, is circulated to the Board members well in advance, to enable them to go through the same and take informed decisions. Agenda papers are circulated at least seven (7) days prior to the

date of meeting. Additional agenda items are taken up with the permission of the Chair and with the requisite consent of the majority of directors present at the meeting. However, in case of special and urgent business, the approval of the Board and the committee members are obtained by passing the circular resolutions as permitted under the applicable Act, which are noted and confirmed in the subsequent Board and committee meetings.

With a view to ensure high standards of confidentiality of the Board papers and to leverage technology and reducing paper consumption, the Board and committee meetings agenda and pre-read materials are circulated in electronic mode through a secured software which complies with high standards of security and integrity. The Directors can securely view the agenda and pre-read papers through their hand held devices, laptops, i-pads and browsers.

The Board has unrestricted access to all related information including to the members of the management of the

Company. The Company Secretary ensures that the Board and the committees of the Board are provided with the relevant information, details and documents required for decision making well in advance. All material information including the relevant information as stipulated in Part A of Schedule II of the SEBI Listing Regulations is circulated to the Board as a part of the agenda. The information, in the nature of Unpublished Price Sensitive Information, is circulated to the Board/committee members at a shorter notice on secured platform, with the unanimous consent of the Board obtained at its first meeting held during each financial year.

In order to facilitate effective discussions, the agenda is bifurcated into items requiring consideration and approval and items which are to be noted by the Board.

Detailed presentations and notes are laid before each meeting, by the management and senior executives of the Company to apprise the Board on the overall performance on quarterly basis. The senior executives/management of the Company and its subsidiaries are also invited to attend the meetings to make presentations on business plans, business performance, operations, financial performance, risk management, update on regulatory changes applicable to the Company and its subsidiaries and to provide update on other significant issues and matters to the Board on a periodical basis. Additionally, the Board members interact with the CEOs/business heads of respective subsidiary companies for clarification/information, as and when required. These processes provide opportunity to the Board/committee members to interact with the members of the management across the Group.

The Board, *inter alia*, reviews strategy and business plans, annual operating and capital expenditure budgets, investment and exposure limits, orders passed by regulators, risk management, cyber security, initiatives on environmental, social and governance aspects, the compliance confirmations in respect of laws and regulations applicable to the Company. This also includes the summary of compliance confirmations pertaining to subsidiary companies, performance of operating divisions, review of legal issues, if any, minutes of the previous meetings of the Board and committees and that of the subsidiaries, significant transactions and arrangements entered into by the subsidiaries, approval of quarterly/half-yearly/annual financial results, risk management, major accounting provisions and write-offs, material default in financial obligations, if any, etc.

The Board is provided with all the information in a timely manner in order to discharge its duties and to take well informed decisions. The Company Secretary attends all the meetings of the Board and its committees and is, *inter alia*, responsible for recording the minutes of such meetings. The draft minutes of the meetings of the Board

and its committees are circulated to the Board/committee members for their review/comments, if any, within fifteen (15) days from conclusion of the meeting in accordance with the Secretarial Standard on meetings of the Board of Directors (the “SS-1”), issued by the Institute of Company Secretaries of India. Suggestions/comments/changes, if any, received from the Board/committee members are suitably incorporated in the draft minutes, in consultation with the Chairman of the Board/committees. Thereafter, the minutes are entered in the minutes book within the prescribed time limit.

### Succession Planning

Succession planning is an essential component for the survival and growth of any business as it ensures continuity of business process. It also provides a way to identify key roles, people with the right skills/talent and filling up the vacancy, as and when required.

The Company’s succession planning framework deliberates on various factors including current tenure of Directors, anticipated vacancies in key Board and Senior Management positions, assessment of skills including skill-gaps, diversity, etc., to ensure orderly succession planning.

The Nomination and Remuneration Committee regularly reviews the succession planning policy of the Company and recommend changes, if any, to the Board for its approval. Pursuant to Regulation 17(4) of the SEBI Listing Regulations, the Board satisfies itself that plans are in place for orderly succession for appointment to the Board and senior management.

### E. Separate meeting of independent directors

In accordance with provisions of the Act and SEBI Listing Regulations, a separate meeting of the independent directors of the Company was held on March 28, 2024, without the presence of the management and non-independent directors of the Company.

The independent directors, *inter alia*, discussed and reviewed the matters prescribed under Schedule IV to the Act and Regulation 25 of SEBI Listing Regulations, among others and expressed their satisfaction on the quality, quantity and timeliness of flow of information between the Company’s management and the Board. The independent directors, at its meeting held on March 28, 2024, *inter alia* discussed about the performance of the Company, strategy, suggested briefing by the chairman/ chairperson of the committees to the Board, governance, compliance, internal audit function and the performance of the executive members of the Board.

The independent directors also discussed and noted the progress on the recommendations made in the previous financial year and suggested/discussed the

## Report on Corporate Governance (Contd.)

recommendations for the current financial year. The actionables arising from the said meeting were noted. The meeting was attended by all the independent directors except Mr. Navroz Udhwadia due to some personal exigency.

### Directors and Officers Liability Insurance Policy

As required under SEBI Listing Regulations, the Company has Directors and Officers Liability Insurance (D&O Policy) which is renewed every year. It covers directors including independent directors of the Company and of its subsidiaries.

### F. Familiarisation Programme for independent directors

Independent Directors play a pivotal role in upholding the corporate governance norms and ensuring fairness in decision-making. Based on their expertise in various fields, they also bring independent judgment on matters relating to strategy, risk management, controls and business performance and operations of the Company.

In compliance with the requirements of the SEBI Listing Regulations, the Company has a familiarisation programme for its independent directors to familiarise them with their roles, rights, duties, responsibilities etc., in relation to the nature of the financial services sector and the business model of the Company and its subsidiaries. Details of such familiarisation programme imparted to independent directors during the financial year 2023-24, is uploaded on the website of the Company at [https://jmfl.com/investor-relations/Familiarisation\\_Programme\\_for\\_Independent\\_Directors.pdf](https://jmfl.com/investor-relations/Familiarisation_Programme_for_Independent_Directors.pdf).

As a part of the initial familiarisation programme, a formal letter of appointment is being issued by the Company to the independent directors outlining the role, functions, duties and responsibilities of the independent directors being appointed. The letter of appointment as issued to the independent directors is available on the website of the Company at <https://jmfl.com/investor-relation/board-directors.html>. The information deck given to the directors, as part of induction programme, consists of the Company's profile, key milestones, overview of business segments, nature of business activities, depth of management, awards and recognitions received, organisational group structure, its code and policies, investor presentations, latest annual report, extract of the applicable provisions of the Act and SEBI Listing Regulations pertaining to the code, duties and responsibilities of the independent directors.

As a part of the continuous familiarisation programme, the Joint Managing Director, the Chief Financial Officer, the Company Secretary and the respective business heads of the Company make comprehensive presentations to the independent directors about the business strategy,

financial performance, operations and functions of the Company and that of its subsidiaries. An update on the regulatory changes and its impact on the Group, among others is also provided to seek their valuable guidance and directions. The Company Secretary on a monthly basis circulates regulatory updates to the directors highlighting the regulatory impacts of each amendment, on the Company. Also, brief updates on Environmental Social and Governance related matters are included in the said regulatory updates. Through this, it is ensured that independent directors are updated about the prevailing scenario, which enables them to discharge their role as director of the Company and take informed decisions in the best interests of the Company and its stakeholders.

### G. Code of Conduct

The Company has adopted the Code of Conduct for its directors and senior management personnel (the "Code of Conduct/Code") in accordance with applicable provisions of the Act and SEBI Listing Regulations and the same is available on the website of the Company at [https://jmfl.com/investor-relations/Code\\_of\\_Conduct\\_for\\_Directors\\_and\\_Senior\\_Management\\_Personnel.pdf](https://jmfl.com/investor-relations/Code_of_Conduct_for_Directors_and_Senior_Management_Personnel.pdf).

The Company, through its Code of Conduct, provides guiding principles of conduct to promote ethical business practice, fair dealing, managing situations of conflict of interest and compliance with the provisions of the laws on insider trading, anti-bribery, anti-corruption, anti-money laundering and other applicable laws and regulations.

It is the responsibility of all the board members and senior management personnel to familiarise themselves with the Code and comply with its provisions. All the board members and senior management personnel have affirmed compliance with the Code of Conduct.

Based on the affirmations received for the financial year 2023-24, there were no transactions of material, financial and commercial nature, which had potential conflict with the interest of the Company.

A declaration signed by the Managing Director to this effect for the financial year 2023-24 is reproduced below.

### DECLARATION

I confirm that the Company has obtained the confirmation from all its directors and senior management personnel that they have complied with the provisions of the Code of Conduct for the financial year 2023-24.

Place: Mumbai  
Date: May 24, 2024

**Adi Patel**  
Managing Director  
DIN: 02307863



## III. Committees of the Board

As on March 31, 2024, the Board has six (6) Committees, details of which are given below. These committees monitor the activities as per the scope defined in their respective terms of reference, which are reviewed annually by the Board.



### Audit Committee

**Mr. Pradip Kanakia (Chairman)**  
Mr. P S Jayakumar  
Ms. Roshini Bakshi  
Mr. Sumit Bose



### Nomination and Remuneration Committee

**Mr. P S Jayakumar (Chairman)**  
Mr. Nimesh Kampani  
Ms. Roshini Bakshi  
Ms. Jagi Mangat Panda



### Corporate Social Responsibility Committee

**Mr. Nimesh Kampani (Chairman)**  
Mr. Pradip Kanakia  
Ms. Jagi Mangat Panda



### Stakeholders' Relationship Committee

**Ms. Jagi Mangat Panda (Chairperson)**  
Mr. Nimesh Kampani  
Mr. Adi Patel



### Risk Management and Environmental Social and Governance Committee

**Mr. P S Jayakumar (Chairman)**  
Mr. Vishal Kampani  
Mr. Navroz Udhwadia  
Mr. Adi Patel



### Allotment Committee

**Mr. Nimesh Kampani (Chairman)**  
Ms. Jagi Mangat Panda  
Mr. Adi Patel

The composition of the Committees is available on the website of the Company at <https://jmfl.com/investor-relation/board-directors.html>.

## Report on Corporate Governance (Contd.)

### A. Audit Committee

The Audit committee consists of four (4) members, all of whom are non-executive independent directors thereby meeting the requirements of Section 177 of the Act read with rules thereto and Regulation 18 of the SEBI Listing Regulations. All the members of the Audit committee are financially literate and possesses relevant knowledge of the financial services industry.

Mr. Pradip Kanakia, an independent director and a qualified chartered accountant is the Chairman of the Audit committee. He attended the last AGM held on August 3, 2023 as required under Regulation 18(1)(d) of the SEBI Listing Regulations.

The Company Secretary acts as the Secretary to the Audit committee. The meetings of the Audit committee are also attended by the Chief Financial Officer. The representatives of the internal auditors and the statutory auditors are also invited to attend these meetings to

take the members through the internal audit reports and financial results and their observations, if any.

The Audit committee had reviewed the information stipulated under Part C of Schedule II of SEBI Listing Regulations during its meetings.

The matters considered by the Audit Committee during the year *inter alia* included review of financial results, internal audit reports, grant of omnibus approval for related party transactions, review of quarterly statement of related party transactions, compliance under SEBI (Prohibition of Insider Trading) Regulations, 2015, functioning of whistle blower mechanism, noting of disclosure of encumbered shares under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, statement of investments/disinvestments, utilisation of funds raised through Qualified Institutional Placement, noting of borrowings, if any, recommendation of appointment of auditors and their remuneration, recommendation of appointment of chief financial officer and review of policies, etc.

During the financial year 2023-24, four (4) meetings of the Audit committee were held and the attendance of the members thereat was as under.

Name of the Members	Position	Category	Number of Audit committee meetings held				% of Attendance of members
			1 May 9, 2023	2 August 3, 2023	3 November 3, 2023	4 February 12, 2024	
Mr. Pradip Kanakia	Chairman	Non-executive, Independent					100
Mr. P S Jayakumar	Member	Non-executive, Independent		L			75
Ms. Roshini Bakshi	Member	Non-executive, Independent	L				75
Mr. Sumit Bose	Member	Non-executive, Independent					100
Overall attendance at the meeting (in %)			75	75	100	100	

- Present in Person

- Attended through Video Conferencing

L - Leave of absence

The required quorum was present at all the Audit committee meetings and the gap between two (2) consecutive meetings did not exceed a period of one hundred and twenty (120) days.

The broad terms of reference of the Audit committee, *inter alia*, includes the following.

a) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;

b) Recommendation for appointment, remuneration and terms of appointment of statutory auditors of the Company;

c) Review and monitor the auditor's independence and performance, and effectiveness of audit process;

d) Approval for all payments to the statutory auditors for any other services rendered by them;

e) Review with the management, the annual financial statements and auditor's report thereon before

submission to the Board for its approval, with particular reference to:

- i. Matters required to be included in the directors' responsibility statement forming part of the board's report in terms of clause (c) of sub-section 3 of Section 134 of the Act;
  - ii. Changes, if any, in accounting policies and practices and reasons for the same;
  - iii. Major accounting entries involving estimates based on the exercise of judgment by management;
  - iv. Significant adjustments, if any, made in the financial statements arising out of audit findings;
  - v. Compliance with listing and other legal requirements relating to financial statements;
  - vi. Disclosure of all related party transactions;
  - vii. Modified opinion(s), if any, in the draft audit report.
- f) Review with the management, the quarterly financial statements before submission to the board for its approval;
  - g) Review with the management the statement of uses/application of funds raised through an issue, the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the agency monitoring the utilisation of proceeds of a public or right issue and making appropriate recommendations to the board to take steps in this matter;
  - h) Approval or any subsequent modification of transactions of the company with its related parties;
  - i) Scrutiny of inter-corporate loans and investments;
  - j) Valuation of undertakings or assets of the company, wherever it is necessary;
  - k) Evaluation of internal financial controls and risk management systems;
  - l) Review with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  - m) Review the adequacy of internal audit function, if any, including the structure of the internal audit

department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

- n) Discussion with internal auditors of any significant findings and follow up thereon;
- o) Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- p) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- q) Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- r) Review the functioning of the Whistle Blower mechanism;
- s) Approve appointment of the chief financial officer;
- t) Review of utilisation of loans and/or advances from/investment by the holding company in the subsidiary exceeding ₹ 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments;
- u) Review of compliances with SEBI (Prevention of Insider Trading) Amended Regulations, 2018 and to verify that the systems for internal control are adequate and are operating effectively, at least once in a financial year;
- v) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation, etc., on the Company and its shareholders; and
- w) Such other functions as may be entrusted to it by the board of directors from time to time.

The Chairman of the Audit committee apprises the Board about significant discussions and decisions taken at the committee meetings including those relating to the financial results, internal audit reports, statutory auditor's reports and the limited review reports provided by them.

## Report on Corporate Governance (Contd.)

### B. Nomination and Remuneration Committee

The Nomination and Remuneration committee (the “NRC”) consists of four (4) members, three (3) of whom are independent directors thereby meeting the requirements of Section 178 of the Act read with rules thereto and Regulation 19 of SEBI Listing Regulations.

Mr. P S Jayakumar, an independent director is the Chairman of the committee. He attended the last AGM held on August 3, 2023 as required under Regulation 19(3) of SEBI Listing Regulations.

During the financial year 2023-24, four (4) meetings of the NRC were held and the attendance of the members thereat was as under.

Name of the Members	Position	Category	Number of NRC meetings held				% of Attendance of the members
			1	2	3	4	
			April 25, 2023	August 2, 2023	November 3, 2023	December 14, 2023	
Mr. P S Jayakumar	Chairman	Non-executive, independent		L			75
Mr. Nimesh Kampani	Member	Non-executive, non-independent					100
Ms. Roshini Bakshi	Member	Non-executive, independent	L				75
Ms. Jagi Mangat Panda	Member	Non-executive, independent					100
Overall attendance at the meeting (in %)			75	75	100	100	

- Present in Person      - Attended through Video Conferencing      L – Leave of absence

The required quorum was present at all the NRC meetings.

The broad terms of reference of the NRC, *inter alia*, includes the following.

- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- For every appointment of an independent director, the committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the committee may:
  - use the services of an external agencies, if required;
  - consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - consider the time commitments of the candidates.
- Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- Devising a policy on diversity of board of directors;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- recommend to the board, all remuneration, in whatever form, payable to senior management; and
- Such other functions as may be entrusted to it by the Board of Directors from time to time.

The matters considered by the NRC during the year, *inter alia*, included determination of remuneration of key managerial personnel and senior managerial personnel, evaluating the profile of suitable candidates for the position of key managerial personnel and senior management personnel and recommending the same to the Board, review of policies which included succession planning, grant of stock options to the eligible employees, performance evaluation of the board and committees, and recommendation of commission to the directors, etc.

### Criteria for Performance Evaluation of Directors and their Remuneration

One of the key functions of the Board is to monitor and review the Board’s evaluation framework. The NRC lays down the evaluation criteria for the performance of the Board, the committees thereof, individual directors and the Chairman of the Board.

Pursuant to the provisions of Regulation 17(10) of the SEBI Listing Regulations and the Act, and in order to improve the effectiveness of the Board and its committees, as well as that of each individual director, a formal evaluation process is undertaken by the NRC/Board on an annual basis. During the financial year 2023-24, an annual performance evaluation was carried out by the NRC and the same was thereafter recommended to the Board. All the directors have duly completed and submitted the evaluation questionnaires providing feedback on the functioning of the Board as a whole, the Committees, self-assessment, 360-degree evaluation of individual directors and Chairman of the Board.

The evaluation process focused on the criteria for performance evaluation such as board effective leadership and strategic guidance to the management, quality of discussion and contribution at the meetings, business acumen, strategic thinking, time commitment, relationship with the stakeholders, corporate governance practices, nudging for long term focus areas such as succession planning, business continuity planning, contribution of the committee members in discharging

their functions including time devoted and preparedness for the meetings, etc.

The Company has adopted a Policy on Performance Evaluation and Remuneration of the Directors (the “Policy”) for evaluating the performance of the board as a whole, the chairman, the executive/non-executive directors and the independent directors. This Policy is also available on the website of the Company at [https://jmfl.com/investor-relations/Policy\\_on\\_Performance\\_Evaluation\\_and\\_Remuneration\\_of\\_the\\_Directors.pdf](https://jmfl.com/investor-relations/Policy_on_Performance_Evaluation_and_Remuneration_of_the_Directors.pdf).

### C. Corporate Social Responsibility Committee

The Corporate Social Responsibility (the “CSR”) committee consists of three (3) members, two (2) of whom are independent directors. The composition is in line with the requirements of Section 135 of the Act and the applicable rules made thereunder.

Mr. Nimesh Kampani, the non-executive Chairman of the Company is the Chairman of the CSR committee.

The CSR committee has been constituted to identify, execute and monitor the CSR projects and assist the Board in fulfilling its corporate social responsibility objectives and achieving the desired results.

The matter considered by CSR committee during the year *inter alia* included formulation of annual action plan, allocation of CSR spends on projects/activities in compliance with the Act and in line with CSR policy, update on CSR projects/activities and review/ amendment in the policy.

During the financial year 2023-24, two (2) meetings of the CSR committee were held and the attendance of the members thereat was as under.

Name of the Members	Position	Category	Number of CSR committee meetings held		% of Attendance of the members
			1	2	
			July 14, 2023	March 22, 2024	
Mr. Nimesh Kampani	Chairman	Non-executive, non-independent			100
Mr. Pradip Kanakia	Member	Non-executive, independent			100
Ms. Jagi Mangat Panda	Member	Non-executive, independent			100
Overall attendance at the meeting (in %)			100	100	

- Present in Person      - Attended through Video Conferencing

The broad terms of reference of the CSR committee, *inter alia*, includes the following.

- Formulate and recommend to the board, the CSR policy which shall indicate the activities to be undertaken by the Company as specified in schedule VII to the Act;
- Make recommendation on the amount of expenditure to be incurred on CSR activities;
- Institute a transparent monitoring mechanism for implementation of the CSR activities to be undertaken by the Company;

## Report on Corporate Governance (Contd.)

- d) Such other tasks as may be entrusted to it by the Board of Directors, from time to time.

The update on the CSR activities undertaken by the Company through its philanthropic arm and implementing agency viz., JM Financial Foundation, is provided in the CSR section of the Management Discussion and Analysis Report forming part of the Directors' Report.

### D. Stakeholders' Relationship Committee

The Stakeholders' Relationship committee (the "SRC") consists of three (3) members, one (1) of whom is independent director, thereby meeting the requirements of Section 178 of the Act and Regulation 20 read with Part D of Schedule II to SEBI Listing Regulations.

Ms. Jagi Mangat Panda, an independent director, is the Chairperson of the SRC. She attended the last AGM held on August 3, 2023 as required under Regulation 20(3) of SEBI Listing Regulations.

During the financial year 2023-24, four (4) meetings of the SRC were held and the attendance of the members thereat was as under.

Name of the Members	Position	Category	Number of SRC meetings held				% of Attendance of the members
			1	2	3	4	
			May 9, 2023	August 3, 2023	November 3, 2023	February 12, 2024	
Ms. Jagi Mangat Panda	Chairperson	Non-executive, independent					100
Mr. Nimesh Kampani	Member	Non-executive, non-independent					100
Mr. Navroz Udwardia*	Member	Non-executive, independent	L	L	L	L	0
Mr. Adi Patel**	Member	Executive, non-independent	NA	NA	NA	NA	NA
Mr. Atul Mehra*	Member	Executive, non-independent				L	75
Overall attendance at the meeting (in %)			75	75	75	50	

- Present in Person - Attended through Video Conferencing L - Leave of absence NA - Not Applicable

\* Ceased as members of the committee with effect from close of business hours on February 12, 2024.

\*\* Appointed as a member of the committee with effect from February 12, 2024.

The required quorum was present at all the SRC meetings.

The broad terms of reference of the SRC, *inter alia*, includes the following:

- a) Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;

The Board, at its meeting held on February 12, 2024, reconstituted the SRC with immediate effect by inducting Mr. Adi Patel as member consequent upon resignation of Mr. Atul Mehra. Mr. Mehra and Mr. Navroz Udwardia ceased to be members of SRC with effect from February 12, 2024.

The Company Secretary also acts as the Compliance Officer and the Secretary to the SRC.

The matters considered by the SRC during the year, *inter alia*, included review of shareholder's grievances, summary of shareholding, noting of transmission and name deletion of shares, noting of transfer of shares and dividend to Investor Education and Protection Fund ("IEPF")/IEPF Authority and summary of KYC status of physical shareholders, etc.

- b) Review of measures taken for effective exercise of voting rights by shareholders;
- c) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- d) Review of the various measures and initiatives taken by the Company for reducing the quantum of

unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;

- e) Such other tasks as may be entrusted to it by the Board of Directors, from time to time.

### Nature and number of complaints

During the financial year 2023-24, the Company/its Registrar and Transfer Agents (the "RTA") received eighteen (18) complaints from the shareholders as follows.

Nature of Complaints	Opening as on April 1, 2023	Received	Resolved	Pending as on March 31, 2024
Non-receipt of dividend	0	15	15	0
Loss of share and issue of duplicate shares	0	1	1	0
Shareholding details	0	1	1	0
Non-receipt of TDS certificate	0	1	1	0

The complaints received as above were duly resolved in a timely manner. No complaints were pending to be resolved at the end of any quarter during the year. The SRC reviews the investors complaints and report its status to the Board.

The communications received by the Company from its shareholders/investors, which were in the nature of queries and not complaints, have been duly responded to.

Requests for transmission of shares, held in physical mode, are approved by the concerned authorised person(s) as per the authority delegated by the Board to them for speedy disposal of such cases.

### Compliance Officer

Ms. Dimple Mehta (Membership No. F12560) Company Secretary & Compliance Officer (up to June 28, 2024).

Mr. Hemant Pandya (Membership No. F8310) Company Secretary & Compliance Officer (w.e.f. July 1, 2024).

### E. Risk Management and Environmental Social and Governance Committee

The Board, at its meeting held on February 12, 2024, approved the change in the nomenclature of the Risk Management Committee to Risk Management and Environmental Social and Governance Committee (the

"RM and ESG committee") and thereby amending the terms of reference of the RM and ESG committee to include matters relating to ESG. The RM and ESG committee consists of four (4) members, two (2) of whom are independent directors, thereby meeting the requirements of Regulation 21 of SEBI Listing Regulations.

Mr. P S Jayakumar, an independent director is the Chairman of the RM and ESG committee.

The Board, at its meeting held on February 12, 2024, reconstituted the RM and ESG committee with immediate effect pursuant to the resignation of Mr. Atul Mehra. Mr. Mehra ceased as member of RM and ESG committee with effect from the close of business hours on February 12, 2024.

The matters considered by the RM and ESG committee during the year, *inter alia*, included review of risk management policy, risk management framework and its operations, business continuity plan, cyber security, risk event update along with risk matrix and deliberated on the risk mitigation plans for key risks, risk management minutes of material subsidiaries, review of ESG policy, update on business responsibility and sustainability report covering various ESG aspects related to the Company, sustainability journey, ESG pillars, focus areas, ESG strategy, targets and roadmap, etc.

## Report on Corporate Governance (Contd.)

During the financial year 2023-24, three (3) meetings of the RM and ESG committee were held and the attendance of the members thereat was as under.

Name of the Members	Position	Category	Number of RM and ESG committee meetings held			% of Attendance of the members
			1	2	3	
			April 10, 2023	October 6, 2023	March 21, 2024	
Mr. P S Jayakumar	Chairman	Non-executive, independent				100
Mr. Vishal Kampani	Member	Non-executive, non-independent		L	L	33.33
Mr. Navroz Udwadia	Member	Non-executive, independent	L	L	L	0
Mr. Adi Patel	Member	Executive, non-independent				100
Mr. Atul Mehra*	Member	Executive, non-independent			NA	100
Overall attendance at the meeting (in %)			80	60	50	

- Present in Person - Attended through Video Conferencing L - Leave of absence NA - Not Applicable

\* Ceased to be a member with effect from close of business hours on February 12, 2024.

The gap between two meetings did not exceed a period of one hundred and eighty (180) days in accordance with the applicable provisions of the SEBI Listing Regulations.

The broad terms of reference of the RM and ESG committee, *inter alia*, includes the following.

- a) Formulation of detailed risk management policy which shall include:
  - i. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the committee.
  - ii. Measures for risk mitigation including systems and processes for internal control of identified risks.
  - iii. Business Continuity plan.
- b) Ensuring that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- c) Monitoring and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- d) Periodically reviewing the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

- e) Keeping the Board informed about the nature and content of its discussions, recommendations and actions to be taken;
- f) Appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;
- g) Review the ESG policy of the Company on periodic basis;
- h) Review the ESG strategies and initiatives of the Company and ensuring the same are integrated into business operations, to the extent possible;
- i) Oversee the execution of the ESG strategies and the Company's progress on its vision, long-term ESG commitments and targets;
- j) Consider and approve the Business Responsibility and Sustainability Report of the Company and recommend the same to the Board;
- k) Delegating any of its responsibilities to senior officials of the Company, as may be deemed appropriate;
- l) Such other functions as may be entrusted to it by the Board of Directors, from time to time.

### F. Allotment Committee

The Allotment committee consists of three (3) members, one (1) of whom is an independent director.

Mr. Nimesh Kampani, the non-executive Chairman of the Company is the Chairman of the Allotment committee.

The Board, at its meeting held on February 12, 2024, reconstituted the Allotment committee with immediate effect pursuant to the resignation of Mr. Atul Mehra. Mr. Mehra ceased as a member of the Allotment committee with effect from close of business hours on February 12, 2024.

The matters considered by the Allotment committee during the year, *inter alia*, included allotment of equity shares pursuant to exercise of employees' stock options by eligible employees.

During the financial year 2023-24, six (6) meetings of the Allotment committee were held and the attendance of the members thereat was as under.

Name of the Members	Position	Category	Number of Allotment committee meetings held						% of Attendance of the members
			1	2	3	4	5	6	
			June 15, 2023	August 11, 2023	October 3, 2023	December 14, 2023	February 12, 2024	March 18, 2024	
Mr. Nimesh Kampani	Chairman	Non-executive, non-independent							100
Ms. Jagi Mangat Panda	Member	Non-executive, independent							100
Mr. Atul Mehra*	Member	Executive, non-independent			L		L	NA	60
Mr. Adi Patel	Member	Executive, non-independent	L						83.33
Overall attendance at the meeting (in %)			75	100	75	100	75	100	

- Present in Person - Attended through Video Conferencing L - Leave of absence NA - Not Applicable

\* Ceased to be member with effect from close of business hours on February 12, 2024.

The broad terms of reference of the Allotment committee, *inter alia*, includes the following.

- a) Authority to approve the allotment of shares/securities arising out of exercise of stock options such as allotment of shares and other securities arising out of bonus/rights/other issues;
- b) Requests for issue of duplicate share certificates; and
- c) Issuance of new share certificates upon rematerialisation, etc., as and when required.

### Disclosure in relation to recommendations made by the committees of the Board

During the financial year under review, there were no such recommendations made by any committees of the Board that were mandatorily required and not accepted by the Board.



## IV. Disclosure in relation to Remuneration of Directors

### A. Remuneration of Executive Directors

The compensation structure of Executive Directors consists of two parts – fixed and variable, determined on the basis of

- Market benchmarking;
- Individual performance; and
- Performance of the Company.

The compensation strategy of the Company is meritocracy based and the remuneration policy is designed to encourage high performance culture while aligning itself to the highly competitive business environment.

The above compensation structure is also reviewed annually by the NRC and approved by the Board and is within the limits as approved by members of the Company.

## Report on Corporate Governance (Contd.)

### Details of remuneration to the Executive Directors of the Company

Mr. Atul Mehra tendered the resignation from his position as a Joint Managing Director to explore career opportunities outside the Company. Mr. Mehra ceased as a Joint Managing Director of the Company with effect from close of business hours on March 28, 2024. Consequent to the above, the Board has approved the change in the title of Mr. Adi Patel (DIN: 02307863) from Joint Managing Director to Managing Director with effect from April 1, 2024 and amended the employment agreement to cover the responsibilities earlier assigned to Mr. Mehra.

In accordance with the terms of the employment agreement entered into by the Company with Mr. Atul Mehra and Mr. Adi Patel, an aggregate amount of the remuneration as mentioned below has been paid/payable by the Company to them for the financial year 2023-24.

(Amount in ₹)		
Particulars	Mr. Atul Mehra <sup>#</sup>	Mr. Adi Patel
Salary*	1,87,26,515	1,87,99,992
Performance Linked Incentives	-	-
Bonus	-	4,60,00,000
Stock Options (whether issued at a discount as well as the period over which accrued and over which exercisable)	2,79,94,681	46,42,326
Benefits	-	-
Perquisites	5,59,320	5,34,398
Notice period	Not Applicable	Three (3) months prior notice in writing.
Service Contract	Not Applicable	Three (3) years with effect from October 1, 2021, unless the employment is terminated by either party.
Severance fees	Not Applicable	No severance fee will be paid as per the terms of the employment agreement.

<sup>#</sup> Ceased to be a Joint Managing Director with effect from close of business hours on March 28, 2024.

\* The amount as stated above does not include the Company's contribution to provident fund, which is paid as per the rules of the Company.

No sitting fees were paid to the above Executive Directors during the financial year 2023-24 for attending the meetings of the Board/committees.

### B. Criteria for payment of remuneration to Non-executive/Independent Directors

The non-executive/independent directors play crucial role in the independent functioning of the Board and they bring in an external perspective to decision-making and provide leadership and strategic guidance while maintaining objective judgment. The non-executive/independent directors are entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and/or committees thereof, as decided by the Board from time to time subject to the limits specified under the Act. The Board, based on the recommendation of NRC, determines the profit related commission within the limits specified under the applicable provisions of the Act and as approved by the members at the AGM held on August 2, 2016. The Company has not granted stock options to the Non-Executive and Independent Directors of the Company.

The Company follows transparent process for determining the remuneration of non-executive/independent directors. The remuneration in the form of commission is determined on the basis of the evaluation process, role assumed, considering criteria such as attendance at the board/committee meetings, the position held as the Chairman and a member of the committees and their overall contribution as board/committee members. Besides this, the Board also takes into consideration the external competitive environment, track record, individual contribution of such directors and performance of the Company as well as the industry standards in determining the remuneration of the non-executive/independent directors.

Keeping the above in mind, the Board has decided to pay an aggregate amount of ₹ 1.53 Crore as and by way of commission to the non-executive/independent directors of the Company for the financial year 2023-24. None of the non-executive directors has received remuneration exceeding 50% of the total remuneration to the non-executive directors.

The details of sitting fees/commission paid/payable to the non-executive/independent directors are given below.

Name of the Directors	Sitting fees paid for the financial year 2023-24		Commission	
	Board meetings	Committee meetings	Paid for financial year 2022-23	Payable for financial year 2023-24
Mr. Nimesh Kampani*	-	-	-	-
Mr. Vishal Kampani	7,00,000	30,000	10,00,000	20,00,000
Ms. Jagi Mangat Panda	7,00,000	2,50,000	20,00,000	24,00,000
Mr. P S Jayakumar	6,00,000	3,30,000	23,00,000	25,00,000
Mr. Navroz Udawadia	4,00,000	-	15,00,000	15,00,000
Ms. Roshini Bakshi	5,00,000	2,40,000	20,00,000	22,00,000
Mr. Pradip Kanakia	7,00,000	2,60,000	23,00,000	25,00,000
Mr. Sumit Bose	6,00,000	2,00,000	20,00,000	22,00,000

\* Mr. Nimesh Kampani has voluntarily waived his right to receive any sitting fees for attending the meetings of the board/committees of the Company and profit related commission for the financial year 2023-24.

### Sitting fees for attending the Board and Committee meetings are as follows.

- Board - ₹ 1,00,000 per meeting
- Audit Committee - ₹ 50,000 per meeting
- NRC - ₹ 30,000 per meeting
- CSR Committee - ₹ 30,000 per meeting
- SRC - ₹ 10,000 per meeting
- RM and ESG Committee - ₹ 30,000 per meeting
- Allotment Committee - ₹ 5,000 per meeting

- There were no pecuniary relationship/transactions by the Company with any non-executive directors and independent directors apart from receiving the remuneration by way of commission, sitting fees and reimbursement of expenses, if any, incurred for attending the board/committee meetings of the Company.

As per the practice followed by the Company, the commission for the financial year 2023-24 will be paid to non-executive/independent directors after the audited financial statements are adopted by the members at the 39<sup>th</sup> AGM of the Company.

### Notes:

- Additionally, the independent directors who were present have also been paid sitting fees of ₹ 1,00,000 each for attending the independent directors' meeting held on March 28, 2024.

### Senior management

The Senior management as identified pursuant to Regulation 16(1)(d) of the SEBI Listing Regulations, as on March 31, 2024 are as follows.

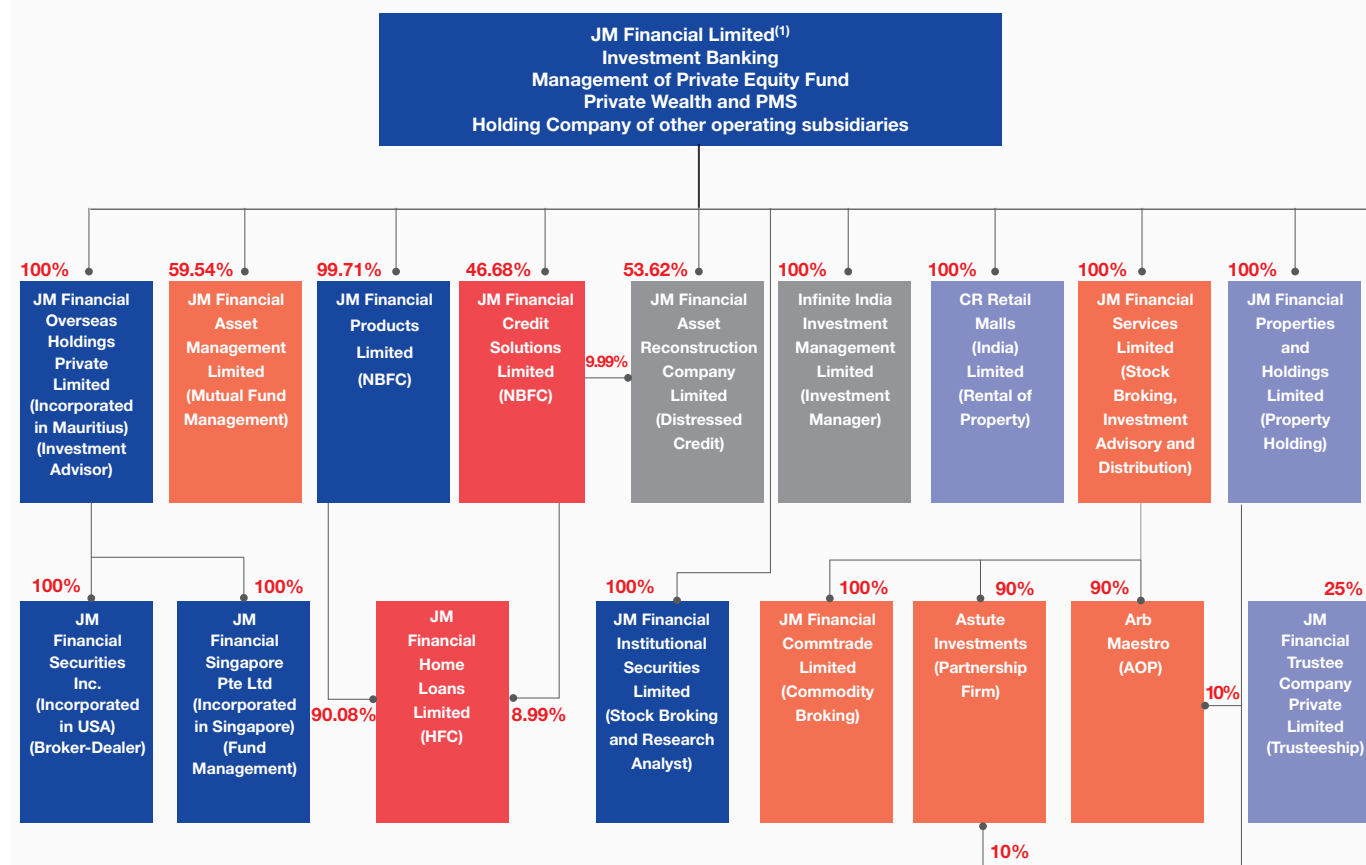
Name of the Senior Management Personnel	Designation	Changes, if any during the financial year (Yes/No)	Nature of change and effective date
Ms. Sonia Dasgupta	Managing Director & CEO - Investment Banking Division	No	-
Mr. Chirag Negandhi	Managing Director - Investment Bank	Yes	Appointed with effect from December 18, 2023
Mr. Darius Pandole	Managing Director & CEO - Private Equity & Equity AIFs	No	-
Mr. Arjun Mehra	Managing Director - Investment Banking Division	No	-
Mr. Anuj Kapoor	Managing Director & Chief Executive Officer - Private Wealth and Alternative Asset Management	No	-
Ms. Cheryl Netto	Managing Director & Deputy Chief Executive Officer - Investment Banking Division	No	-
Mr. Devan Kampani	Managing Director & Deputy Chief Executive Officer - Investment Banking Division	No	-
Mr. Anil Salvi	Managing Director & Group Head - Human Resources	No	-



## Report on Corporate Governance (Contd.)

Name of the Senior Management Personnel	Designation	Changes, if any during the financial year (Yes/No)	Nature of change and effective date
Mr. Shashibhushan Patil	Executive Director - Head Information Technology	No	-
Mr. Manish Sheth	Chief Financial Officer	Yes	Stepped down with effect from September 30, 2023
Mr. Nishit Shah	Chief Financial Officer	Yes	Appointed with effect from October 1, 2023
Ms. Dimple Mehta	Company Secretary and Compliance Officer	Yes	Appointed with effect from April 1, 2023

### Subsidiaries, Associate and Others (Partnership firm/Association of Persons [AOP])



- Investment Bank
- Mortgage Lending
- Alternative and Distressed Credit
- Platform AWS
- Others

1. Largely Investment Bank and balance others

### Material Subsidiaries

In terms of Regulation 16(1)(c) of the SEBI Listing Regulations, the material subsidiaries of the Company along with the details of such subsidiaries, as required under Schedule V(C) of SEBI Listing Regulations, are given below.

Name of Material Subsidiaries	Date of Incorporation	Place of Incorporation	Name of Statutory Auditors	Date of Appointment
JM Financial Credit Solutions Limited*	May 15, 1980	Mumbai, Maharashtra, India	B S R & Co. LLP, Chartered Accountants	July 25, 2022
JM Financial Products Limited*	July 10, 1984	Mumbai, Maharashtra, India	Mukund M. Chitale & Co., Chartered Accountants	July 22, 2022
JM Financial Services Limited	June 19, 1998	Mumbai, Maharashtra, India	B S R & Co. LLP, Chartered Accountants	July 21, 2022

\* "high value debt listed entities" under the provisions of Regulation 15(1A) of the SEBI Listing Regulations.

In terms of the Regulation 24(1) of SEBI Listing Regulations, none of the subsidiaries of the Company falls under the term material unlisted subsidiary or exceeds the threshold mentioned thereunder.

The subsidiaries of the Company functions independently, with an adequately empowered board of directors and sufficient resources.

For enhanced effective governance, the Company monitors performance of its subsidiary companies, *inter alia*, by following:

- the minutes of the board meetings of the subsidiaries are placed at the board meetings of the Company.

- the management of subsidiaries periodically brings to the attention of the Board, a statement of all significant transactions and arrangements entered into by the subsidiaries.
- the Audit committee of the Company also reviews the financial statements, in particular, the investments made by the subsidiaries.

The Board has adopted the policy for determining material subsidiaries pursuant to Regulation 16 of SEBI Listing Regulations, which is available on the website of the Company at [https://jmfi.com/investor-relations/Policy\\_on\\_Material\\_Subsidiaries.pdf](https://jmfi.com/investor-relations/Policy_on_Material_Subsidiaries.pdf).



### V. General Body Meetings

#### i. The details of the AGM held during the last three (3) years and the special resolutions passed thereat are as under.

Date of AGM	Venue	Time	Whether Special Resolution passed	Summary of Special Resolution
July 28, 2021	Held through Video conferencing/ other audio visual means in accordance with the Circulars issued by MCA and SEBI.	4.00 p.m.	Yes	<ul style="list-style-type: none"> <li>Continuation of directorship of Mr. Nimesh Kampani (DIN: 00009071) notwithstanding he attaining the age of seventy five (75) years on September 30, 2021.</li> <li>Issue of redeemable non-convertible debentures for an amount aggregating up to ₹ 1,000 Crore.</li> </ul>
August 2, 2022	Held through Video conferencing/ other audio visual means in accordance with the Circulars issued by MCA and SEBI.	4.00 p.m.	Yes	<ul style="list-style-type: none"> <li>Appointment of Mr. Sumit Bose (DIN: 03340616) as an independent director of the Company for a term of five consecutive years with effect from May 24, 2022 to May 23, 2027.</li> <li>Approval for issuance of redeemable non-convertible debentures aggregating up to ₹ 1,000 Crore.</li> </ul>
August 3, 2023	Held through Video conferencing/ other audio visual means in accordance with the Circulars issued by MCA and SEBI.	4:00 p.m.	Yes	<ul style="list-style-type: none"> <li>Approval for issuance of redeemable non-convertible debentures aggregating up to ₹ 1,000 Crore.</li> </ul>

## Report on Corporate Governance (Contd.)

### ii. Special Resolutions passed through Postal Ballot

During the financial year 2023-24, no special resolutions were passed through postal ballot. Resolutions, if any, to be passed through postal ballot during the current financial year will be taken up as and when necessary. Prescribed procedure for postal ballot, as per the provisions of the Act read with rules made thereunder, shall be complied with, whenever necessary.



## VI. Disclosures

### A. Disclosure on Material Related Party Transactions

All material related party transactions entered into with related parties during the financial year 2023-24, as defined under the Act and read with SEBI Listing Regulations, were in the ordinary course of business and at an arm's length pricing basis; and within the permissible limits as approved by the members at the 38<sup>th</sup> AGM of the Company. During the year, the Company has not entered into any materially significant related party transactions that may have potential conflict with the interests of the Company.

The policy on dealing with related party transactions, pursuant to Regulation 23 of the SEBI Listing Regulations, which is duly approved by the Board is available on the website of the Company at [https://jmfl.com/investor-relations/Policy\\_on\\_Dealing\\_with\\_Related\\_Party\\_Transactions.pdf](https://jmfl.com/investor-relations/Policy_on_Dealing_with_Related_Party_Transactions.pdf).

### B. Penalty or Strictures

During the financial year under review, SEBI had issued an Interim Ex Parte Order (the "Order") on March 7, 2024 barring the Company from taking any new mandate for acting as a lead manager for any public issue of debt securities. SEBI had further stated that the Company can continue to act as a lead manager for public issue of debt securities with respect to the existing mandates for a period of 60 days from the date of the said Order.

Except as stated above, no penalties or strictures have been imposed on the Company by stock exchanges or SEBI or any other statutory authority in any matter related to capital markets during the last three (3) years, as on March 31, 2024.

### C. Code of Conduct for Prevention of Insider Trading

The Company has adopted the code of conduct for prevention of insider trading (the "Code") to regulate the trading in securities by the designated persons of the

Company pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 ("SEBI PIT Regulations"), as amended from time to time. The Code requires preclearance of all trades in the shares of the Company. It also prohibits trading in the shares of the Company by the designated persons while in possession of unpublished price sensitive information and during the closure of trading window. The Company has appointed the Company Secretary as the Compliance Officer pursuant to SEBI PIT Regulations, for monitoring the Code applicable to the Company as a listed entity. The Company has an in-house secured software which monitors and tracks the pre-clearance requirement which has to be obtained by the designated persons before dealing in the shares of the Company in accordance with the provisions of the Code and SEBI PIT Regulations.

Insider Trading awareness sessions are conducted regularly for the benefit of the designated persons. Apart from this, trading window closure period is also being communicated to all the designated persons in advance by publishing the flyers/banners on the intranet portal to create awareness.

The Company has in place a Structured Digital Database (the "SDD") wherein details of persons with whom UPSI is shared on need-to-know basis and for legitimate business purposes is maintained with time stamping and audit trails to ensure non-tampering of the database. The SDD is maintained internally by the Company and is not outsourced in accordance with the provisions of the SEBI PIT Regulations.

The Audit committee has reviewed the compliance in terms Regulation 9A(4) of the SEBI PIT Regulations and confirmed that the systems for internal control are adequate and are operating effectively.

The Code is available on the Company's website at [https://jmfl.com/investor-relations/Code\\_for\\_Prevention\\_of\\_Insider\\_Trading.pdf](https://jmfl.com/investor-relations/Code_for_Prevention_of_Insider_Trading.pdf).

### D. Vigil Mechanism/Whistle Blower Policy

Pursuant to the provisions of Regulation 22 of SEBI Listing Regulations and Section 177 of the Act, the Company has established vigil mechanism/whistle blower policy for the directors, employees of the Company or any other person who avails the mechanism, to report their genuine concerns about any unethical behaviour, financial irregularities including fraud or suspected fraud, improper/illegal practices or wrongful conduct without the fear of any victimisation. The Company has provided a dedicated e-mail address for reporting such

concerns. Alternatively, employees can also send written communication to the Chairman of the Audit committee. The Company affirms that no personnel have been denied access to the Chairman of the Audit committee. The Chairman of the Audit committee has confirmed that there were no such cases of whistle blower complaint reported to him, during the financial year 2023-24.

The policy provides that no adverse action shall be taken or recommended against a director or an employee in retaliation to his/her disclosure in good faith of any unethical behaviour and improper practices or alleged wrongful conduct. This mechanism protects such directors and employees from any unfair or prejudicial treatment by anyone within the Company. Further, as part of creating awareness amongst the employees, the Company has launched mandatory e-learning course on the said mechanism and obtains annual affirmation from all its employees that they have understood and are aware about this policy.

The whistle blower policy is also available on the website of the Company at [https://jmfl.com/investor-relations/Whistle\\_Blower\\_Policy.pdf](https://jmfl.com/investor-relations/Whistle_Blower_Policy.pdf).

### E. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

The Company does not deal with any commodity and hence not exposed to any commodity price risk and the disclosure under clause 9(n) of Part C of Schedule V in terms of the format prescribed vide SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018, is not applicable.

As on March 31, 2024, the Company has foreign exchange receivable which is equivalent to ₹ 0.42 Crore and foreign exchange payable of ₹ 0.45 Crore as on the said date.

### F. Certification about Directors

MMJB & Associates LLP, Company Secretaries, has certified that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of companies by SEBI of Corporate Affairs or any such statutory authorities. A copy of the said certificate is appended to this Report.

### G. Total fees paid to Statutory Auditors

Details relating to the fees paid to the statutory auditors of the Company and its subsidiaries, during the financial year 2023-24, is stated in note 35.1 of the notes to consolidated financial statements, which forms part of this Annual Report.

### H. Certificate from the Managing Director (MD) and Chief Financial Officer (CFO)

As required under the SEBI Listing Regulations, the MD and the CFO of the Company have certified the accuracy of financial statements for the financial year 2023-24 and adequacy of internal control systems for financial reporting for the said year, which is appended to this Report.

### I. Details of Utilisation of Funds raised through Qualified Institutional Placement

The Company has not raised funds by issue of equity shares either on preferential basis or through qualified institutional placement during the financial year 2023-24.

The Company had raised ₹ 770 Crore through an equity issuance under Qualified Institutional Placement (the "QIP") route in June 2020. The Company discloses to the Audit Committee, the uses/applications of proceeds/funds from QIP as part of quarterly review of financial results and details are also filed with the Stock Exchanges on a quarterly basis, as applicable, pursuant to Regulation 32 of SEBI Listing Regulations. During the financial year under review, the proceeds from the QIP amounting to ₹ 159.99 Crore have been utilised by the Company by way of investment in the rights issue of equity shares of JM Financial Services Limited, which is as per the terms of issue. The remaining proceeds from QIP, pending utilisation, have been temporarily deployed in income generating assets. There were no deviation in the utilisation of funds raised through QIP.

### J. Disclosures related to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company is committed to provide a work environment that ensures every person is treated with dignity, respect and afforded equal treatment. The Company has a policy on 'Prevention of Sexual Harassment' in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH"). This is aimed at providing everyone who visits the Company's workplace, experience an environment that not only promotes diversity and equality but also mutual trust, equal opportunity and respect for human rights.

The Company has constituted the Internal Complaints committee in compliance with the requirements under POSH. There were no complaints received or pending in this regard, during the financial year under review.

## Report on Corporate Governance (Contd.)

### K. Auditors' Certificate on Corporate Governance

Pursuant to SEBI Listing Regulations, the Company has obtained Auditor's Certificate on compliance with the provisions relating to the Corporate Governance, which is appended to this Report.

### L. Annual Secretarial Compliance Report

Pursuant to Regulation 24A of SEBI Listing Regulations, the Annual Secretarial Compliance Report for the financial year ended March 31, 2024 to be issued by MMJB & Associates LLP, Company Secretaries, confirming compliance with all the applicable SEBI Regulations and Circulars/Guidelines issued thereunder, will be submitted to the Stock Exchanges within the prescribed timelines.



## VII. Means of Communication

The Company recognises the importance of two-way communication with shareholders and giving a balanced reporting of results and progress. Full and timely disclosure of information regarding the Company's financial position and performance is an important part of the Company's corporate governance ethos. The Company regularly interacts with its shareholders through multiple channels of communication.

### A. Quarterly Results

The quarterly/annual financial results are regularly submitted to the Stock Exchanges in accordance with SEBI Listing Regulations and are also published in English newspaper (Business Standard) and a Marathi newspaper (Sakal). The quarterly/annual results, press releases, earnings calls on the financial results with its audio/video link and the transcript and the presentation made to the institutional investors/analysts are also uploaded on the website of the Company at [www.jmfl.com](http://www.jmfl.com). The Company also sends the quarterly results via emails to those shareholders whose email address have been registered with their Depository Participants or with its RTA.

### B. Dividend Intimation

The Company sends intimation to all its shareholders about the dividend credited to their bank accounts or pay orders issued to them, in cases where bank details are not available in its record or the dividend credit has been rejected by their respective banks. Shareholders are requested to check whether the dividend amount is credited to their bank accounts or not and revert to the Company or its RTA, if the same has not been credited.

### C. Website

The website of the Company viz., [www.jmfl.com](http://www.jmfl.com) provides information about the businesses carried on by the Company, its subsidiaries and associate. The primary source of information to the shareholders, customers, analysts and other stakeholders of the Company and to the public at large are available on the website of the Company at [www.jmfl.com](http://www.jmfl.com). Financial results, annual reports, shareholding pattern, official news releases, quarterly corporate governance report, details of unclaimed dividend, various policies adopted by the board and other general information about the Company and such other disclosures as required under the Regulation 46 of SEBI Listing Regulations, are uploaded and made available on the Company's website.

### D. Annual Report

Annual Report containing, *inter alia*, the standalone and consolidated financial statements, directors' report, auditor's report and other important information are circulated to the shareholders of the Company prior to the AGM. The annual report of the Company is also available on its website at [www.jmfl.com](http://www.jmfl.com) and also on the websites of BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and National Securities Depository Limited at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Further, the financials of the subsidiaries of the Company are also simultaneously made available on the website of the Company at [www.jmfl.com](http://www.jmfl.com).

### E. Reminder to Shareholders

In order to protect the interest of shareholders, the Company sends individual reminder each year to those shareholders whose dividend amount have remained unclaimed from the date they become due for payment, before transferring the monies thereof to the Investor Education and Protection Fund ("IEPF"). The information on unclaimed dividend is also available on the website of the Company.

A separate reminder, in accordance with the Act and IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 is also sent to those shareholders who have not claimed/encashed their dividends for more than seven (7) consecutive years and whose shares are liable to be transferred to IEPF Authority. The Company also publishes newspaper advertisements before transferring the said shares to IEPF. Once the unclaimed dividend/shares are transferred to the IEPF, shareholders will not be able to claim the same from the Company.

### F. NSE Electronic Application Processing System (NEAPS) and BSE Listing Portal for Electronic Filing

The financial results, shareholding pattern and quarterly reports on corporate governance and all other filings required to be submitted to the stock exchanges are electronically uploaded on NEAPS portal i.e., <https://neaps.nseindia.com/NEWLISTINGCORP/> and the BSE Listing portal i.e., <https://listing.bseindia.com/>.

### G. Price Sensitive Information

All price sensitive information and such other matters which in the opinion of the Company are of importance to the shareholders/investors are promptly intimated to the Stock Exchanges in terms of the Company's Policy for Determination of Materiality of Events/Information and the SEBI Listing Regulations.

### H. Designated email id for grievances

The Company has designated email id for its shareholders at [shareholdergrievance@jmfl.com](mailto:shareholdergrievance@jmfl.com) for the purpose of registering their complaints, if any, and the same is also displayed on the Company's website.

### I. Investor Calls/Conference

The Company arranges investors' calls/conferences for discussing financial results of the Company/Group from time to time.

### J. Institutional Investors/Analysts Presentations and Media Released

Presentations and media releases on financial position of the Company as well as its material subsidiaries and important events/material developments of the Company are submitted to the stock exchanges and are also hosted on the Company's website for information of investors at [www.jmfl.com](http://www.jmfl.com).



## VIII. Accounting Standards followed by the Company

In the preparation of the financial statements, the Company has followed Ind AS referred to in Section 133 of the Act. The material accounting policies which are consistently applied are set out in the Notes to the Financial Statements.



## IX. Compliance with mandatory/non-mandatory requirements

The Company has complied with the corporate governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of SEBI Listing Regulations.

The Company has complied with all mandatory requirements of corporate governance as specified in SEBI Listing Regulations.

The Company has also complied with the following discretionary requirements as specified in Part E of Schedule II to the SEBI Listing Regulations.

- financial statements of the Company have unmodified audit opinion;
- internal auditor of the Company directly reports to the Audit committee.
- Separation of post of Chairman and Managing Director, the Chairman is the Non-Executive Director and he is not related to the Managing Director.
- On a quarterly basis, the financial performance of the Company including summary is sent to shareholders on their registered email address.



## X. Loans and Advances

During the financial year under review, the Company has provided loans to its subsidiaries particulars of which are given in the note 37 of the notes to standalone financial statements, which forms part of this Annual Report. Other than loans and advances provided to subsidiaries with common directors, no loans and advances were given to any firms/companies in which any of the Directors are interested.



## XI. Disclosure of certain types of agreements binding listed entities as required to be disclosed under clause 5A of para A of Part A of Schedule III read with regulation 30A of SEBI Listing Regulations

The Company has not been informed of any agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially impacting the management or controlling of the Company or imposing any restriction or creating any liability upon the Company.

# Certificate

## TO THE BOARD OF DIRECTORS OF JM FINANCIAL LIMITED

Certified that for the financial year 2023-24;

- A. We have reviewed financial statements and the cash flow statement for the financial year 2023-24 and that to the best of our knowledge and belief:
- these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and there have been no deficiencies in the design or operation of such internal controls of which we are aware.
- D. We have indicated to the auditors and the Audit Committee that there were:
- no significant changes in internal control over financial reporting during the year;
  - no significant changes in accounting policies during the year;
  - There have been no instances of significant fraud of which we have become aware and the involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Mumbai  
Date: May 24, 2024

**Adi Patel**  
Managing Director  
DIN: 02307863

**Nishit Shah**  
Chief Financial Officer

# Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members  
**JM Financial Limited,**  
7<sup>th</sup> Floor, Cnergy, Appasaheb Marathe Marg,  
Prabhadevi,  
Mumbai - 400 025

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of JM Financial Limited having CIN- L67120MH1986PLC038784 and having registered office at 7<sup>th</sup> Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400025 (hereinafter referred to as '**the Company**'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information based on (i) documents available on the website of Ministry of Corporate Affairs and BSE Limited and National Stock Exchange of India Limited (ii) Verification of Directors Identification Number (DIN) status at the website of Ministry of Corporate Affairs ([www.mca.gov.in](http://www.mca.gov.in)), and (iii) disclosures provided by the Directors to the Company, we hereby certify that none of the Directors on the Board of the Company (as enlisted in Table A) have been debarred or disqualified from being appointed or continuing as directors of the companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other statutory authority as on March 31, 2024.

Table A

Sr. No.	Name of the Directors	Director Identification Number	Date of appointment in Company
1.	Mr. Nimesh Nagindas Kampani	00009071	12/06/1987
2.	Mr. Vishal Nimesh Kampani	00009079	03/02/2016
3.	Ms. Jagi Mangat Panda	00304690	31/03/2015
4.	Mr. Palamadai Sundararajan Jayakumar	01173236	30/07/2020
5.	Mr. Navroz Darius Udawadia	08355220	09/12/2021
6.	Ms. Roshini Hemant Bakshi	01832163	09/12/2021
7.	Mr. Pradip Manilal Kanakia	00770347	07/02/2022
8.	Mr. Sumit Bose	03340616	24/05/2022
9.	Mr. Adi Rusi Patel	02307863	01/10/2021

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on the basis of our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **MMJB & Associates LLP**  
Company Secretaries

**Saurabh Agarwal**  
Partner  
FCS No. 9290  
CP No. 20907  
PR: 2826/2022  
UDIN: F009290F000442316

Place: Mumbai  
Date: May 24, 2024

# Corporate Governance Compliance Certificate

To,  
The Members,  
**JM Financial Limited**  
7<sup>th</sup> Floor, Cnergy, Appasaheb Marathe Marg,  
Prabhadevi, Mumbai – 400025

We have examined the compliance of conditions of Corporate Governance by JM Financial Limited (the “**Company**”) for the year ended on March 31, 2024, as stipulated in Regulations 17 to 27 and clause (b) to (i) and (t) of sub regulation (2) of Regulation 46 and Para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”).

In our opinion and to the best of our information and according to the explanations given to us, and representations made by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clause (b) to (i) and (t) of sub regulation (2) of Regulation 46 and Para C, D and E of Schedule V of SEBI Listing Regulations.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Makarand M. Joshi & Co.**  
Company Secretaries

**Kumudini Bhalerao**  
Partner  
FCS: 6667  
CP: 6690  
PR: 640/2019  
UDIN: F006667F000444951

Date: May 24, 2024  
Place: Mumbai

# General Shareholders’ Information

<b>1. Corporate Identification Number (“CIN”)</b>	L67120MH1986PLC038784
<b>2. Registered Office</b>	7 <sup>th</sup> Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025
<b>3. Annual General Meeting ( the “AGM”)</b>	
Day & Date	Tuesday, August 6, 2024
Time	4.00 p.m.
Venue	Through Video Conferencing (“ <b>VC</b> ”)/Other Audio Visual Means (“ <b>OAVM</b> ”) facility being provided by the Company pursuant to Ministry of Corporate Affairs and Securities and Exchange Board of India circulars, issued in this regard.
Deemed venue of the meeting	Registered Office of the Company
<b>4. Dividend per share and payment date</b>	Subject to approval by the shareholders at the 39 <sup>th</sup> AGM, the Board has recommended a dividend of ₹ 2/- per equity share of face value of ₹ 1/- each for financial year 2023-24, to be paid out on or after Wednesday, August 7, 2024. The payment of dividend will be subject to deduction of tax at source, as applicable, in compliance with the statutory requirements.
<b>5. Book Closure Date</b>	The register of members will remain closed from Monday, June 10, 2024 to Friday, June 14, 2024, (both the days inclusive) for determining the members who would be eligible to receive the dividend.
<b>6. Website</b>	<a href="http://www.jmfl.com">www.jmfl.com</a>
<b>7. Financial Calendar</b>	
Financial Year (FY)	April 1 to March 31
Tentative calendar for consideration of unaudited/audited financial results	
- First quarter ending June 30, 2024 (Unaudited)	On or before August 14, 2024
- Second quarter and half year ending September 30, 2024 (Unaudited)	On or before November 14, 2024
- Third quarter and nine months ending December 31, 2024 (Unaudited)	On or before February 14, 2025
- Last quarter and financial year ending March 31, 2025 (Audited)	On or before May 30, 2025
<b>8. Listing Details</b>	
<i>Name of the stock exchanges &amp; Security Code/Symbol</i>	<i>Addresses, Contact details and website(s)</i>
BSE Limited (“ <b>BSE</b> ”) Security Code: <b>523405</b>	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 Tel : +91 22 2272 1233/4 Fax: +91 22 22721919 <a href="http://www.bseindia.com">www.bseindia.com</a>
National Stock Exchange of India Limited (“ <b>NSE</b> ”) – Symbol: <b>JMFINANCIL</b>	Exchange Plaza, C-1, Block – G, Bandra Kurla Complex, Bandra East, Mumbai 400 051 Tel : +91 22 2659 8100/14 Fax: +91 22 26598120 <a href="http://www.nseindia.com">www.nseindia.com</a>
The Company hereby confirms that annual listing fees for financial year 2024-25 have been paid to both the aforesaid stock exchanges.	
<b>9. International Securities Identification Number (ISIN) for Depositories</b>	INE780C01023

## 10. Market price data

High, low and trading volume of the Company’s equity shares during each month of the financial year 2023-24 at BSE and NSE are given below.

## General Shareholders' Information (Contd.)

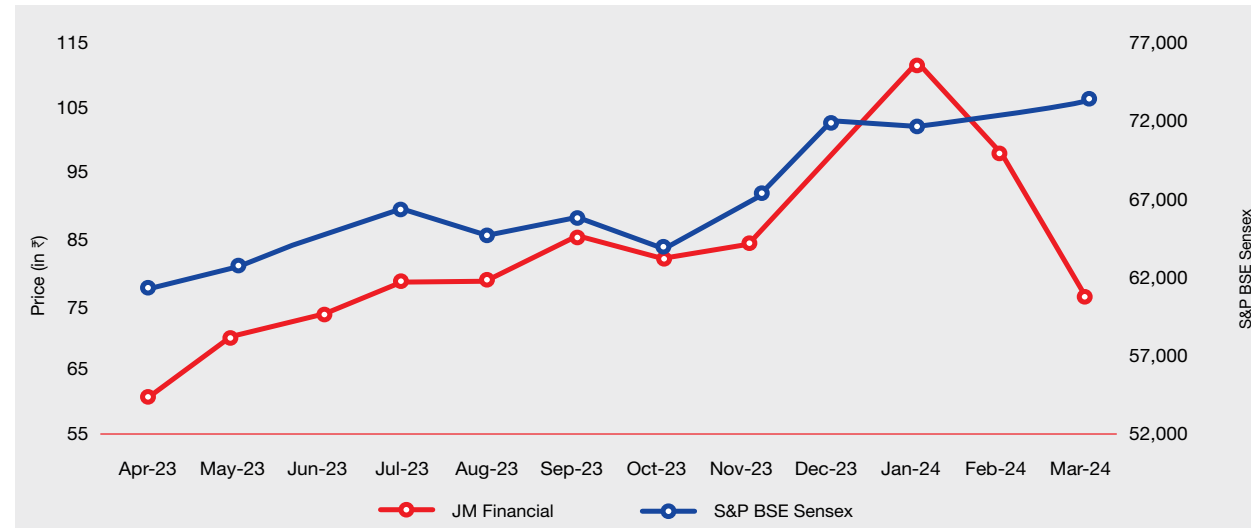
Month	BSE			NSE		
	High (₹)	Low (₹)	Volume (Number of shares traded)	High (₹)	Low (₹)	Volume (Number of shares traded)
April 2023	65.67	59.10	10,75,924	65.65	59.80	1,65,21,821
May 2023	72.69	60.02	46,29,642	72.75	60.00	9,65,59,381
June 2023	76.00	69.68	44,96,637	76.10	69.65	4,31,32,587
July 2023	78.70	71.53	57,32,174	78.80	71.50	4,08,94,549
August 2023	85.70	72.35	89,50,935	85.80	72.30	15,65,77,977
September 2023	95.77	78.14	2,41,66,095	95.90	78.15	14,35,85,188
October 2023	93.60	77.45	62,54,837	93.60	77.35	9,63,41,335
November 2023	91.40	80.30	54,01,150	91.40	80.15	8,52,52,816
December 2023	105.00	83.19	1,25,06,763	104.90	83.00	21,55,74,460
January 2024	114.95	97.26	1,14,32,937	114.85	97.00	21,77,32,795
February 2024	114.15	94.55	59,73,408	114.30	94.50	8,60,27,840
March 2024	100.82	70.95	1,86,10,112	100.80	71.00	22,64,67,181

Source: [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com)

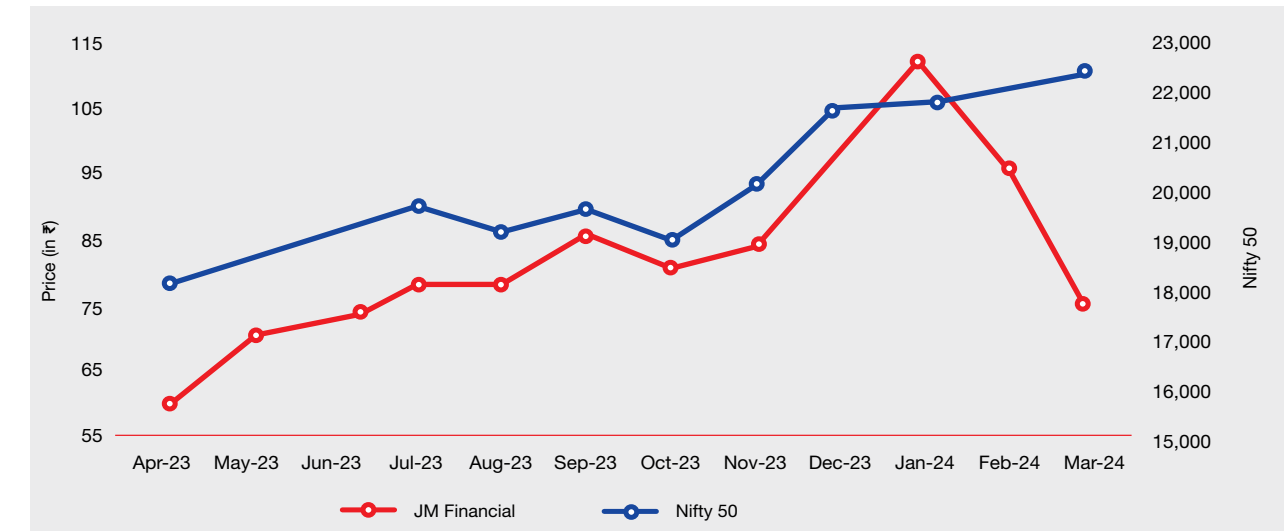
### 11. Stock Performance vs. S&P BSE Sensex and Nifty 50

The performance of the Company's equity shares on BSE and NSE in comparison to broad based indices like S&P BSE Sensex and Nifty 50 are given below.

#### i) Monthly closing price of the Company's equity shares on BSE as compared to S&P BSE Sensex - FY 2023-24



#### (ii) Monthly closing price of the Company's equity shares on NSE as compared to Nifty 50 - FY 2023-24



### 12. Registrar and Transfer Agent

Pursuant to Regulation 7 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("SEBI Listing Regulations"), KFin Technologies Limited (the "KFinTech") continues to act as the Company's Registrar and Share Transfer Agents (the "RTA"). KFinTech is a SEBI registered Category I – Registrar to an Issue and Share Transfer Agents. For any queries relating to the equity shares of the Company, the shareholders/ investors may contact the RTA at following address.

KFin Technologies Limited,  
Unit: JM Financial Limited  
Selenium Building, Tower-B,  
Plot No 31 & 32, Financial District,  
Nanakramguda, Serilingampally,  
Hyderabad, Rangareddy,  
Telangana India - 500 032  
Email ID: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)  
Toll Free No.: 1800 309 4001  
WhatsApp Mobile No.: + (91) 910 009 4099  
KPRISM: <https://kprism.kfintech.com>  
Corporate Website: <https://www.kfintech.com>;  
<https://ris.kfintech.com>  
Investor Support Center:  
<https://ris.kfintech.com/clientservices/isc>

Shareholders may use KFinTech mobile application – KPRISM and website- <https://kprism.kfintech.com> for availing online service. Through the said mobile application, shareholders can download annual reports, standard

forms and keep track of upcoming general meetings and dividend payments. The said mobile application is also available for download from Android Play Store.

### 13. Share transfer system

In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form.

Pursuant to SEBI Circular dated January 25, 2022, the listed companies shall issue the securities in dematerialized form only, for processing any service requests from shareholders viz., issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition.

After processing the service request, a letter of confirmation is issued to the shareholders and shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerializing those shares. If the shareholders fail to submit the dematerialisation request within 120 days, then the Company shall credit those shares in the Suspense Escrow Demat account held by the Company. Shareholders can claim these shares transferred to Suspense Escrow Demat account on submission of necessary documentation.

## General Shareholders' Information (Contd.)

SEBI effective April 1, 2019, barred physical transfer of shares of listed companies and mandated transfers only through demat. However, investors are not barred from holding shares in physical mode. We request shareholders whose shares are in physical mode to dematerialise their shares. This reduces the risk of loss of shares, fraudulent transactions and to receive better investor servicing. It is the Company's constant endeavour to encourage the shareholders to dematerialise their shares held in physical form.

Shareholders who wish to understand the procedure for dematerialisation of shares may contact the Company or its RTA or refer the FAQs as published by National Securities Depository Limited (the "NSDL") on its website at <https://nsdl.co.in/faqs/faq.php>

The Board has delegated the authority for approving transmission request to the Company Secretary of the Company. A summary of transactions so approved by

the Company Secretary is placed at the Stakeholders' Relationship Committee and at the Board Meeting held quarterly.

During the year under review, the Company obtained certificate from a Practising Company Secretary pursuant to Regulation 40(9) of the SEBI Listing Regulations, confirming that there were no requests for physical transfer, sub-division, consolidation, renewal or exchange of share certificates for the financial year ended March 31, 2024 and the same was submitted to the stock exchanges within the stipulated time.

### Shareholder engagement

The officials of the Company and RTA on continuous basis engages with the shareholders, to explain them the procedure and documents required for processing their service requests. The Company has always regarded shareholder engagement as one of the key anchors towards achieving a better corporate governance.

## 14. Mandatory furnishing of PAN, KYC details and Nomination

- (a) Pursuant to the mandate issued by SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, shareholders are mandatorily required to furnish their following details in the forms as prescribed by SEBI in the said circular and as mentioned in the below table. The forms can also be downloaded from the Company's website by accessing the link viz. <https://jmfl.com/shareholder-corner/Mandatory-KYC-requirement>.

Sr. No	Particulars	Form Nos.
1.	(i) Permanent Account Number (PAN) (ii) Postal address with PIN code (iii) Mobile Number (iv) e-mail ID (Optional. However, the members are encouraged to update the same to avail online services).	ISR-1
2.	Bank account details (bank name and branch, bank account number, IFS code) [To enable the Company to credit dividend directly into the bank accounts through Electronic Clearing Services (the "ECS")/National Automated Clearing House (the "NACH")]	
3.	Specimen Signature	ISR-2
4.	Nomination Form	SH-13
5.	Declaration to Opt-out of nomination	ISR-3
6.	Cancellation or variation of nomination	SH-14

- (b) Mode of submission of above form(s) and documents:-

- i. For shares held in physical form, an email can be sent from the registered email address of the shareholders, either to the Company on the email id viz., [ecomunication@jmfl.com](mailto:ecomunication@jmfl.com) or to the RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) in the form(s) as prescribed in the aforesaid circular or by sending a physical copy of the form (s) to RTA at its registered office address at KFin Technologies Limited at Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.
- ii. For shares held in electronic form, to their Depository Participants (the "DPs")
- (c) It shall be mandatory for all holders of physical securities to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers. Accordingly, dividend payment due to such shareholders shall be made electronically only upon complying with the requirements as stated above. The Company has sent communication to those shareholders whose KYC details as above have not been updated,

with a request to comply with the provisions of the said SEBI circular.

### Online Dispute Resolution (ODR)

Securities and Exchange Board of India vide its circular no. SEBI/HO/OIAE\_IAD-3/P/CIR/2023/195 dated July 31, 2023 has introduced common online dispute resolution portal ("ODR Portal") which harnesses online conciliation and arbitration for resolution of disputes arising in the Indian Securities Market.

Investor/Members shall first take up his/her/their grievance with the listed company by lodging complaint

directly with the listed company. If the grievance is not redressed satisfactorily, the investor/member may, in accordance with the SCORES guidelines, escalate the same through the SCORES portal in accordance with the process laid out therein. After exhausting these options for resolution of the grievance, if the investor/member is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR portal.

The Company's ODR portal can be accessed at <https://smartodr.in/login> wherein the members can lodge their grievances for resolution.

## 15. Distribution of shareholding

Distribution of shareholding as on March 31, 2024 is given below.

Shares range from - to	Number of shareholders	% to total number of holders	Number of equity shares	% to total paid-up equity share capital
1 - 5,000	158225	98.14	4,91,02,069	5.14
5,001 - 10,000	1504	0.93	1,16,42,649	1.22
10,001 - 20,000	689	0.43	1,00,43,787	1.05
20,001 - 30,000	227	0.14	57,63,568	0.60
30,001 - 40,000	96	0.06	34,21,611	0.36
40,001 - 50,000	71	0.04	33,08,095	0.35
50,001 - 1,00,000	164	0.10	1,23,68,955	1.29
1,00,001 and above	251	0.16	85,99,42,017	89.99
<b>Total</b>	<b>161227</b>	<b>100.00</b>	<b>95,55,92,751</b>	<b>100.00</b>

The Company did not have any outstanding warrants or other convertible instruments as on March 31, 2024 which could have any impact on its share capital. The stock options granted to the eligible employees may however result in addition of the paid-up equity share capital on allotment of shares consequent upon the exercise of stock options by them.

## 16. Categories of shareholders as on March 31, 2024

Category	Number of equity shares	% to total paid-up equity share capital
<b>Shareholding of Promoter &amp; Promoter Group</b>		
Promoter	35,41,09,100	37.06
Promoter Group and Persons acting in concert including relatives	18,52,24,158	19.38
<b>Total (A)</b>	<b>53,93,33,258</b>	<b>56.44</b>
<b>Public Shareholding</b>		
Individuals	13,48,56,773	14.11
Directors and Relatives	16,04,979	0.17
Bodies Corporate	1,73,22,327	1.81
Mutual Funds	7,97,84,174	8.35
Alternative Investment Fund	10,77,677	0.11
NBFC	15,128	0.01
Trusts	13,585	0.00
Investor Education and Protection Fund (IEPF)	15,32,429	0.16
<b>Foreign Shareholding</b>		
Non-resident Indians	1,79,73,070	1.88
Foreign Portfolio Investors	16,20,79,308	16.96
Foreign Nationals	43	0.00
<b>Total (B)</b>	<b>41,62,59,493</b>	<b>43.56</b>
<b>Total (A) + (B)</b>	<b>95,55,92,751</b>	<b>100.00</b>

## General Shareholders' Information (Contd.)

### 17. List of top ten public shareholders as on March 31, 2024

Sr. No.	Name of the shareholders	Number of equity shares	% to total paid-up equity share capital
1.	ICICI Prudential (through its various mutual fund schemes)	5,08,87,825	5.33
2.	Baron Emerging Markets Fund	3,81,45,306	3.99
3.	TIMF Holdings	2,21,09,125	2.31
4.	Quant Mutual Fund (through its various mutual fund schemes)	1,67,14,161	1.75
5.	Elevation Capital VI FII Holdings Limited	1,51,21,775	1.58
6.	Vikram Shankar Pandit	1,16,46,939	1.22
7.	BNP Paribas Financial Markets – ODI	87,08,098	0.91
8.	Think India Opportunities Master Fund LP	74,10,877	0.78
9.	BOFA Securities Europe SA – ODI	70,75,029	0.74
10.	Nippon Life India Trustee Limited (through its various mutual fund schemes)	68,46,690	0.72

### 18. Dematerialisation of shares and liquidity thereof

Out of 95,55,92,751 equity shares outstanding as on March 31, 2024, as many as 95,40,43,909 equity shares representing 99.84% are held in dematerialised form for trading under both the depositories viz. National Securities Depository Limited (“NSDL”) & Central Depository Services (India) Limited (“CDSL”). These shares can be transferred through the Depository Participants (“DPs”) in electronic mode with no involvement of the Company. The summary of demat transactions are placed before and noted by the Board on a periodical basis. The remaining 15,48,842 equity shares (344 shareholders) representing 0.16% are held in physical form.

Number of shares held in dematerialised and physical form

Particulars	Number of shareholders	Number of equity shares	% to total paid up equity share capital
Held in dematerialised mode in NSDL	41,532	89,28,67,746	93.44
Held in dematerialised mode in CDSL	1,19,351	6,11,76,163	6.40
Held in physical form	344	15,48,842	0.16
<b>Total</b>	<b>1,61,227</b>	<b>955592751</b>	<b>100.00</b>

The Company's equity shares are frequently traded on BSE and NSE.

The requests received for dematerialisation of shares are confirmed by the RTA within the stipulated time period. Rejections, if any, are promptly returned to the Depositories under advice to the concerned shareholders.

### Reconciliation of share capital audit

As required by the SEBI Listing Regulations, quarterly audit of the Company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with NSDL and CDSL and held in physical form, with the issued and listed capital. The Auditor's Certificate in regard to the same is submitted on quarterly basis to BSE and NSE and is also placed before the Board of Directors of the Company at its next meeting.

### 19. Dividend history for past five years

The following table provides details of dividend declared by the Company in past five years.

Financial Year	Date of declaration	Date of payment	Number of Shares	Dividend per share (₹)	Total amount of dividend (₹ in Crore)
2018-19 (Interim Dividend)	January 23, 2019	February 6, 2019	83,99,31,463	0.50	42.00
2018-19 (Final Dividend)	July 19, 2019	July 22, 2019	83,99,31,463	0.50	84.00
2019-20 (Dividend)	July 30, 2020	August 3, 2020	84,12,24,647	0.20	16.82
2020-21 (Dividend)	July 28, 2021	July 29, 2021	95,27,22,711	0.50	47.64
2021-22 (Interim Dividend)	February 7, 2022	March 5, 2022	95,40,44,762	0.50	47.70
2021-22 (Final Dividend)	August 2, 2022	August 5, 2022	95,43,79,485	1.15	109.75
2022-23 (Interim Dividend)	November 14, 2022	December 12, 2022	95,47,78,017	0.90	85.93
2022-23 (Final Dividend)	August 3, 2023	August 4, 2023	95,48,03,803	0.90	171.86

### 20. Tax deducted at source (TDS) on dividend

The dividend, if declared and paid, will be taxable in hands of the shareholders. As per the applicable Income-tax Act, 1961, tax will be deducted from the dividend paid to the shareholders at the applicable rates. For details, shareholders are requested to refer to the Notice of the AGM.

### 21. Unclaimed dividend and voluntary measures to reduce quantum of unclaimed dividend

To ensure maximum disbursement of unclaimed dividend, reminder emails/physical letters are sent to the shareholder on regular intervals. Personal verification of the shareholder is being done either by visiting to the shareholder at the address registered with the Company or contacting them over the telephone wherever available. The shareholders are requested to submit necessary documents for claiming their unclaimed dividend amount.

In terms of the relevant IEPF Rules, the Company has uploaded the information in respect of the unclaimed dividends (both for interim and final dividend) for each of the previous seven (7) financial years, within the stipulated time as prescribed under the Act post the 38<sup>th</sup> AGM of the Company held on August 3, 2023, on the website of the IEPF at [www.iepf.gov.in](http://www.iepf.gov.in) and under “Investor Relations” section on the website of the Company at <https://jmfl.com/shareholder-corner/unclaimed-unpaid-dividend>.

The following table provide the details for which the dividend are remaining to be claimed and corresponding due dates for transfer to IEPF as on March 31, 2024.

Sr. No.	Financial year	Type of dividend	Dividend per share (in ₹)	Date of Declaration	Due date for transfer of unclaimed dividend to IEPF	Amount unclaimed (in ₹) (As on March 31, 2024)
1.	2016-17	Final	0.85	July 24, 2017	August 27, 2024	21,41,333.60
2.	2017-18	Interim	0.70	January 19, 2018	February 22, 2025	10,31,645.30
3.	2017-18	Final	1.10	July 18, 2018	August 23, 2025	15,31,692.80
4.	2018-19	Interim	0.50	January 23, 2019	February 28, 2026	12,18,378.00
5.	2018-19	Final	0.50	July 19, 2019	August 23, 2026	12,26,260.50
6.	2019-20	Final	0.20	July 30, 2020	September 3, 2027	4,86,640.00
7.	2020-21	Final	0.50	July 28, 2021	September 1, 2028	6,25,666.00
8.	2021-22	Interim	0.50	February 7, 2022	March 14, 2029	6,37,223.50
9.	2021-22	Final	1.15	August 2, 2022	September 6, 2029	12,86,211.85
10.	2022-23	Interim	0.90	November 14, 2022	December 19, 2029	9,98,497.40
11.	2022-23	Final	0.90	August 3, 2023	September 7, 2030	9,19,309.10

### 22. Transfer of dividend/shares to IEPF/IEPF Authority

In terms of Section 124(6) of the Act read with Investor Education and Protection Fund Authority (Accounting, Auditing, Transfer and Refund) Rules, 2016, the Company has transferred the shares to the demat account of IEPF Authority in respect of which the dividend has not been claimed for a consecutive period of seven years or more.

The shares in respect of which the dividend has not been claimed for seven (7) consecutive years from the financial year 2016-17, (barring the equity shares that have already been transferred by the Company to IEPF Authority) shall be transferred by the Company to the IEPF Authority in August 2024.

With regard to above and in accordance with the IEPF Rules, the Company has communicated via email/physical letters to all the concerned shareholders individually

whose shares were liable to be transferred to IEPF. The Company had also given newspaper advertisements, before such transfer in favour of IEPF. The Company had also uploaded the details of such shareholders and shares transferred to IEPF on the website of the Company at <https://jmfl.com/shareholder-corner/unclaimed-unpaid-dividend>.

In terms of the Section 125 of the Act, the amount of dividend that remained unclaimed for a period of seven years is required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. The unclaimed dividend (final) in respect of the financial year 2016-17 is due for transfer to the IEPF in August, 2024. Shareholders, who have not yet claimed their final dividend for the financial year 2016-17 and/or for any subsequent financial years, are requested to claim the same from the Company. Further, the



## General Shareholders' Information (Contd.)

Company sends reminder emails/physical letters to the relevant shareholders, before transfer of dividend to IEPF.

Shareholders may note that both the unclaimed dividend and corresponding shares transferred to the IEPF Authority including all benefits accruing on such shares, if any, can be claimed back by them from IEPF Authority after following the procedure (i.e., an application in E-form No. IEPF-5) prescribed in the Rules.

The details of transfer of unclaimed dividend amount to IEPF by the Company pertaining to dividend for the financial years 2015-16 and 2016-17 are given below.

Date of transfer	Financial year to which it relates	Amount (in ₹)
September 27, 2023	Financial year 2015-16 (Final Dividend)	23,00,417.00
March 21, 2024	Financial year 2016-17 (Interim Dividend)	16,42,583.00

The details of shares transferred to IEPF Authority by the Company in pursuance of the above requirement are given below.

Date of transfer	Financial year to which it relates	Number of shares transferred
September 28, 2023	Financial year 2015-16	28,884
March 20, 2024	Financial year 2016-17	12,116

### 23. Nodal Officer

In accordance with the IEPF Rules, the Board of Directors of the Company have appointed the Company Secretary & Compliance Officer as the Nodal officer of the Company.

Details of the Nodal Officer for the purpose of co-ordination with the IEPF Authority is available on the website of the Company at <https://jmfl.com/shareholder-corner/contact-details>.

### 24. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion and likely impact on equity capital

The Company did not have any outstanding GDRs/ADRs/warrants/convertible instruments as on March 31, 2024.

### 25. Commodity price risk or foreign exchange risk and hedging activities

The Company does not deal with any commodity and hence not expose to any commodity price risk and commodity hedging activities as on March 31, 2024.

### 26. Plant Location

Not applicable since the Company is engaged in financial services business and does not have any plant.

### 27. Address of Correspondence

#### The Company

Company Secretary & Compliance Officer  
JM Financial Limited  
7<sup>th</sup> Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025  
Tel: +91 22 6630 3030  
Email ids:

- For Corporate Governance, IEPF and other secretarial matters: [dimple.m@jmfl.com](mailto:dimple.m@jmfl.com)/[hemant.pandya@jmfl.com](mailto:hemant.pandya@jmfl.com)
- For general communication: [ecommunication@jmfl.com](mailto:ecommunication@jmfl.com)
- For grievances: [shareholdergrievance@jmfl.com](mailto:shareholdergrievance@jmfl.com)

### 28. Credit rating

During the year, the following rating agencies, rated our bank facilities and other debt programs as under:-

Rating	Instruments	Agency
CRISIL A1+	Commercial Papers	CRISIL Limited
ICRA A1+	Commercial Papers	ICRA Limited
CRISIL AA/ Stable	Line of Credit	CRISIL Limited
ICRA AA/ Stable	Line of Credit	ICRA Limited
ICRA AA/ Stable	Non-Convertible Debentures	ICRA Limited

The Company does not have any fixed deposit programme or schemes or proposal involving mobilisation of funds in India or abroad.

# Business Responsibility & Sustainability Report

## SECTION A: GENERAL DISCLOSURES



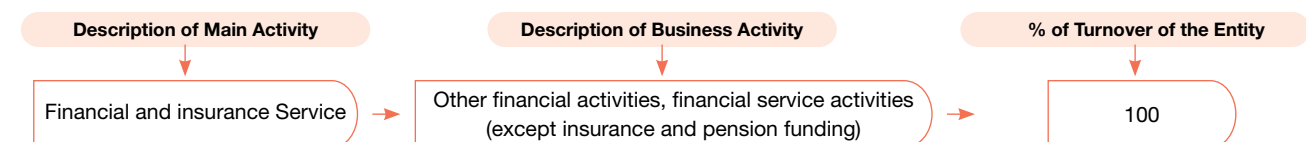
### I. Details of the Listed Entity

Sr. No.	Particulars	Details
1.	Corporate Identity Number (CIN) of the Listed Entity	L67120MH1986PLC038784
2.	Name of the Listed Entity	JM Financial Limited (the "Company"/ "JMFL")
3.	Year of incorporation	1986
4.	Registered office address	7 <sup>th</sup> Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025
5.	Corporate address	7 <sup>th</sup> Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025
6.	E-mail	<a href="mailto:mcajmfl@jmfl.com">mcajmfl@jmfl.com</a>
7.	Telephone	+91 22 6630 3030
8.	Website	<a href="http://www.jmfl.com">www.jmfl.com</a>
9.	Financial year for which reporting is being done	Financial Year 2023-24 (April 1, 2023 to March 31, 2024)
10.	Name of the Stock Exchange(s) where shares are listed	BSE Limited (the "BSE") and National Stock Exchange of India Limited (the "NSE")
11.	Paid-up Capital	₹ 95.56 Crore
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Adi Patel Joint Managing Director (re-designated as the Managing Director of the Company, with effect from April 1, 2024). +91 22 6630 3195 <a href="mailto:adi.patel@jmfl.com">adi.patel@jmfl.com</a>
13.	Reporting Boundary	Disclosures made in this report are made on a standalone basis and relates only to the Company.
14.	Name of Assurance provider	Not applicable
15.	Type of Assurance obtained	Not applicable



### II. Product/Services

#### 16. Details of business activities (accounting for 90% of the turnover)



## Business Responsibility & Sustainability Report (Contd.)

### 17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover)

Sr. No.	Product/Service	NIC Code*	% of Total Turnover contributed
1	<b>Investment Banking:</b> The Company's investment banking business offers wide range of services which includes Mergers & Acquisitions and Restructuring, Capital Markets Services, Private Equity Syndication, etc., amongst others. <b>Portfolio Management Services (PMS)#:</b> The PMS offerings of the Company includes Discretionary PMS and Non-Discretionary PMS which assist the clients in achieving their investment objectives through a rational and disciplined approach while constantly assessing risk factors. <b>Private Wealth Management (PW)#:</b> The Company offers the entire gamut of wealth products including Mutual Funds, Portfolio Management Services, Alternative Investment Funds through in-house and third-party asset managers. It also offer in-house equity broking and lending solutions. The products proposition is ably complemented by transactional offerings, both in public and private markets.	66190	59.51
2	<b>Management of other investment funds:</b> The Company is the investment manager to the Private Equity (the "Fund") and other funds. The Fund invests in growth capital, backing entrepreneurs and management teams who have the vision to build scalable and sustainable businesses.	66309	9.59
3	<b>Activities of holding companies</b>	64200	30.90

# During the year ended March 31, 2024, the Company has received the National Company Law Tribunal (the "NCLT") order approving the Scheme of Arrangement. Pursuant to the said order, PW and PMS divisions have been demerged from JM Financial Services Limited, a wholly owned subsidiary and have become part of the Company.

\*As per National Industrial Classification – Ministry of Statistics and Programme Implementation

### III. Operations

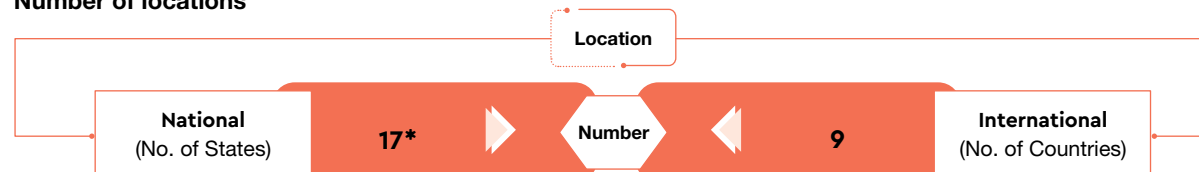
#### 18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants*	Number of Offices	Total
National	Not applicable	11	11
International	Not applicable	0	

\* JMFL provides financial services and does not undertake any manufacturing activity.

#### 19. Markets served by the entity

##### a. Number of locations



##### b. What is the contribution of exports as a percentage of the total turnover of the entity?

The contribution of exports as a percentage of the total turnover of the Company for the financial year 2023-24 is 0.12%.

##### c. A brief on types of customers

The Company offers a range of financial services which includes Investment Banking, Private Equity, Portfolio Management Services and Private Wealth Management. Below are the clients/customer categories associated with each of the Company's businesses.

\*includes two union territories as well.

- Investment Banking:** Investment banking division is amongst the oldest businesses within the JM Financial group. It caters to Institutional, Corporate, Government and Ultra High Networth clients and includes investment banking, institutional equities and research, private equity funds, fixed income, syndication and finance.
- Private Equity:** The funds managed are India-focused, sector-agnostic private equity funds, with the primary objective to achieve superior risk adjusted returns by investing growth capital in dynamic and fast-growing, small to mid-market Indian companies. Key sectors of interest include financial services, consumer, manufacturing, technology and others (logistics, agri-allied sectors, etc.).
- Portfolio Management Services:** Under the PMS business, the Company assists the clients in achieving their investment objectives through a rational and disciplined approach while constantly assessing risk factors. The PMS business caters to HNIs, Ultra HNIs, Family Offices and Institutions.
- Private Wealth Management:** The PW business, exclusively focuses on the high net-worth individuals, family offices, corporates and institutions for Wealth Management and Advisory services.



### IV. Employees

#### 20. Details as at the end of Financial Year: March 31, 2024

##### Employees and workers (including differently abled)\*

Sr. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
1	Permanent Employees (A)	290	188	65%	102	35%
2	Other than Permanent Employees (B)	10	5	50%	5	50%
3	<b>Total Employees (A+B)</b>	<b>300</b>	<b>193</b>	<b>64%</b>	<b>107</b>	<b>36%</b>

\*The Company does not have any workers and differently abled employees. Hence, the information pertaining to them are not disclosed anywhere in this Report.

#### 21. Participation/Inclusion/Representation of women

Sr. No.	Category	Total (A)	Number and percentage of females	
			No. (B)	% (B/A)
1	Board of Directors	9	2	22.22%
2	Key Management Personnel*	3	1	33.33%

\*Key Management Personnel (the "KMP") includes the Joint Managing Director, Chief Financial Officer and Company Secretary as defined under Section 2(51) of the Companies Act, 2013 (the "Act").

#### 22. Turnover rate for permanent employees and workers (Disclosed trends for the past 3 years)

Category	FY 2023-24 (Turnover rate in current FY)			FY 2022-23 (Turnover rate in previous FY)			FY 2021-22 (Turnover rate in the FY prior to previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	17%	25%	19%	15%	13%	15%	21%	8%	17%

## Business Responsibility & Sustainability Report (Contd.)



### V. Holding, Subsidiary and Associate Companies (including joint ventures)

#### 23. (a) Names of holding/subsidiary/associate companies/joint venture

Sr. No.	Name of the holding/subsidiary/ associate companies/joint venture (A)	Indicate whether it is a holding/ subsidiary/ associate/joint venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the business responsibility initiatives of the listed entity? (Yes/No)
1	JM Financial Institutional Securities Limited	Subsidiary	100	No
2	JM Financial Services Limited	Subsidiary	100	No
3	JM Financial Capital Limited*	Subsidiary	100	No
4	JM Financial Commtrade Limited	Subsidiary	100	No
5	JM Financial Overseas Holdings Private Limited	Subsidiary	100	No
6	JM Financial Singapore Pte. Ltd.	Subsidiary	100	No
7	JM Financial Securities, Inc.	Subsidiary	100	No
8	Infinite India Investment Management Limited	Subsidiary	100	No
9	JM Financial Properties and Holdings Limited	Subsidiary	100	No
10	CR Retail Malls (India) Limited	Subsidiary	100	No
11	JM Financial Products Limited	Subsidiary	99.71	No
12	JM Financial Credit Solutions Limited	Subsidiary	46.68	No
13	JM Financial Home Loans Limited	Subsidiary	94.02	No
14	JM Financial Asset Reconstruction Company Limited	Subsidiary	58.28	No
15	JM Financial Asset Management Limited	Subsidiary	59.54	No
16	JM Financial Trustee Company Private Limited	Associate	25	No

\*Ceased to be a subsidiary of the Company pursuant to the Scheme of Arrangement approved by NCLT on April 20, 2023.



### VI. CSR Details

#### 24.

(i) Whether CSR is applicable as per section 135 of Companies Act, 2013

Yes

(ii) Turnover

₹ 820.41 Crore

(iii) Net worth

₹ 4,109.53 Crore



### VII. Transparency and Disclosure Compliances

#### 25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) <i>(If Yes, then provide web-link for grievance redressal policy)</i>	FY 2023-24			FY 2022-23		
		Number of complaints		Remarks	Number of complaints		Remarks
		filed during the year	pending resolution at close of the year		filed during the year	pending resolution at close of the year	
<b>Communities<sup>1</sup></b>	Yes	Nil	-	-	Nil	-	-
<b>Investors<sup>2</sup> (other than shareholders)</b>	Yes	Nil	-	-	Nil	-	-
<b>Shareholders<sup>3</sup></b>	Yes	18	Nil	Complaints were suitably resolved in a timely manner	15	Nil	-
<b>Employees<sup>4</sup></b>	Yes	Nil	-	-	Nil	-	-
<b>Customers<sup>5</sup></b>	Yes	224	3	Out of total complaints, 221 complaints pertained to Investment Banking business and remaining 3 pertained to Private Wealth business.  The complaints pending for resolution at close of the year, were from the Investment Banking business, all of which were resolved by April 2024.	150	Nil	-
<b>Value Chain<sup>6</sup> Partners (Vendors)</b>	Yes	Nil	-	-	Nil	-	-

<sup>1</sup>JM Financial Foundation, the implementing agency of the Company follows a project and community based Grievance Redressal Mechanism (GRM), organically accessible at the grassroots.

<sup>2</sup>Investors (domestic and foreign) in relation to two of the businesses of the Company i.e., Private Equity (PE) and Portfolio Management Services (PMS) includes High Net worth Individuals (HNIs), Ultra HNIs, Family Offices and Institutions. The investors can file or send their complaints/grievances directly to the Company at the email id viz.,

(i) PE - [pe.investorrelations@jmfi.com](mailto:pe.investorrelations@jmfi.com) or can submit their grievances on the PE website viz., [www.jmfpe.com](http://www.jmfpe.com) under the Contact Us section.

(ii) PMS - [igpms@jmfi.com](mailto:igpms@jmfi.com) or [aanchal.sharma@jmfi.com](mailto:aanchal.sharma@jmfi.com) or [akshay.vora@jmfi.com](mailto:akshay.vora@jmfi.com).

(iii) Under both the businesses, the investors also have the option to approach SEBI for redressal of complaints by registering their grievances on SEBI SCORES platform viz., <https://scores.sebi.gov.in/>.

<sup>3</sup>Shareholders can register their complaints/grievances at <https://jmfi.com/shareholder-corner/Investor-grievance-form> or email the same to [shareholdergrievance@jmfi.com](mailto:shareholdergrievance@jmfi.com).

<sup>4</sup>As per the Company's Code of Conduct framed for employees and placed on the Company's Intranet Portal.

<sup>5</sup>With respect to the Investment Banking business, the investors of the clients/customers can file or send their complaints/grievances to the Company at the email id viz., - [grievance.ibd@jmfi.com](mailto:grievance.ibd@jmfi.com). The investors of the clients can also approach SEBI for redressal of complaints by registering their grievances on SEBI SCORES platform viz., <https://scores.sebi.gov.in/>.

Weblink for grievances escalation matrix for Private Wealth business of the Company is available on its website at <https://www.jmfinancialservices.in/customer-corner/updates/grievances-escalation-matrix>.

<sup>6</sup>The procedure as detailed in the whistle blower policy of the Company is available on its website at <https://jmfi.com/investor-relations/Whistle-Blower-Policy.pdf>.

## Business Responsibility & Sustainability Report (Contd.)

### 26. Overview of the entity's material responsible business conduct issues

During the year, the Company had rolled out a materiality assessment survey to its various stakeholders to identify the material topics concerning Environmental, Social and Governance (the “ESG”) issues and to rate their importance on scale of high to low. Taking into account the response of the survey and various other parameters such as existing business scenarios, regulatory environment, external factors, peer review as well as global standards and frameworks, a list of material topics as given below was finalised.

Sr. No.	Material issues identified	Indicate whether risk or opportunity	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Risk Management	Risk	Considering the nature of services catered by the Company under its various businesses, the Company is exposed to many risks such as reputation risk, regulatory risk, competition risk, business continuity risk, climate risk, etc. Accordingly, to ensure the long-term financial stability of the Company, it is crucial to effectively implement risk management practices.  This includes addressing the aforesaid risks including the climate-related risks for both clients and the wider community. By understanding their needs, exploring new opportunities, and delivering tailored solutions, we can meet their expectations.	The Risk Management and Environmental Social and Governance Committee (the “RM and ESG Committee”) of the Company is responsible to implement and monitor the ESG policy and procedures. The RM and ESG Committee has also developed a thorough risk management framework to identify, evaluate, assess, manage and mitigate potential risks. The Board consistently assesses the efficiency of the risk management framework.	Negative
2.	Human Capital Management	Opportunity	An efficient human capital can enhance the organisation and lay the groundwork for developing leadership.	The Company has implemented a range of trainings for its employees to ensure the well-being and rights of employees are prioritized. These programs include health & safety training as well as courses aimed at enhancing employees' skill and knowledge. The Company will further enhance this to provide a more comprehensive understanding of ESG aspects, aiming to increase awareness among employees.  The Company utilizes various strategies to efficiently oversee its human resources, including initiatives focused on workforce diversity, hiring (Campus team), rewards and recognition (iCheer), employee engagement, employee wellbeing, and learning and development (LEAP Plus, Stepping stones), Performance Management and more.	Positive

Sr. No.	Material issues identified	Indicate whether risk or opportunity	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
3.	Corporate Governance & Compliance	Risk	Most businesses, as well as the Company itself, operate within regulated business segments.  New laws or regulations or changes in the enforcement of existing laws and regulations may adversely affect the business/revenue/profits. Non-compliance with regulations may invite strictures, penalties and even punitive action from the Regulators.	The Corporate Functions team supports the business teams of the Company to quickly calibrate our actions in event of change in regulatory environment.  External professional firms conduct internal audits to ensure adherence to industry standards, approved policies and relevant regulations.	Negative
4.	Business Ethics and Moral Practices	Opportunity	The Company gains the trust of its stakeholders by upholding morals and operating in an ethical manner. Failure to operate in an ethical and transparent manner can lead to loss of confidence among key stakeholders.	One of the Company's core values is integrity. The Company has imbibed moral practices in its business operations over the years and has established itself as a highly ethical and trustworthy entity.	Positive
5.	Data Privacy & Information Security	Risk	Emphasizing data privacy and information security can give a competitive edge in today's business world. Businesses that place importance on these matters have a higher chance of appealing to customers, partners and investors who appreciate a comprehensive strategy for safeguarding confidential data.	The Company has integrated cyber security risks into the Risk Management Policy, which is overseen and monitored by the RM and ESG Committee. A comprehensive 'Cyber Security & Information Security Policies and Procedures' document is developed, which is based on ISO 27001:2013. It is designed to ensure that it adheres to the Information Security Policies of the Company.  In addition, the Company has implemented measures to address cyber security risks, including the use of firewalls, regular advisories, user training and IT asset reviews and provide utmost protection of Business Information in all its forms and locations.	Negative

## Business Responsibility & Sustainability Report (Contd.)

Sr. No.	Material issues identified	Indicate whether risk or opportunity	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
6.	Human Rights	Risk	Failure to respect human rights can lead to operational, legal and reputational risks.	<p>The Company upholds human rights in all of its operations and conducts its business with a strong commitment to ethics and responsibility. The Company constantly endeavors in creating a work environment that fosters fairness, respect and dignity for all individuals. It is also committed to have the workforce that is free from any form of exploitation or harassment.</p> <p>The Company has implemented various policies and conducts regular trainings on a comprehensive range of policies. These policies include the Code of Conduct, Equal Opportunities Policy, Policy against Sexual Harassment, Whistle Blower Policy, Disciplinary Policy and more. These measures help to ensure that human rights are upheld both within and outside the organisation. It helps in prioritizing and upholding human rights at every stage of the Company's value chain.</p>	Negative
7.	Client Satisfaction	Risk	Considering the Company's provision of financial products and services to a wide range of clients in various locations, any negative client experience could lead to damage to its reputation and loss of clients.	<p>The Company prioritizes the interests of its clients above its own. The primary goal of the Company is to serve the clients and the community by understanding their needs, identifying new opportunities and providing customized solutions that meet their expectations.</p> <p>In order to achieve the aforesaid, the Company has a well established procedures, under each of its businesses, to address grievances that may be raised by stakeholders so as to maintain consistent communication with them.</p>	Negative
8.	Responsible Investment	Opportunity	Commitment to integrate key ESG factors into operations, business strategies and value chain process, thereby mitigating major impacts and related risks.	<p>The Company's goal is to be a responsible organisation, dedicated in creating long-term value and ensuring sustainability for all stakeholders. We strive to be a trusted financial institution that prioritizes environmental and social responsibility. As a step towards the same, under the Private Equity of the Company, the concerned team is currently in the process of incorporating ESG considerations into its investment processes during the investment phase and throughout the investment lifecycle in accordance with the Fund's ESG policy.</p>	Positive

Sr. No.	Material issues identified	Indicate whether risk or opportunity	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
9.	Diversity & Equal Opportunity	Opportunity	Promoting diversity & equal opportunity amongst employees can provide numerous benefits including increased innovation and creativity, enhanced reputation, better risk management, and compliance with regulations.	<p>The Company is committed to fostering a diverse and inclusive workforce, ensuring that everyone has equal employment opportunities.</p> <p>The Employee Handbook, accessible to all employees on the Company's intranet portal, includes a section on the Equal Opportunity Policy.</p> <p>This policy emphasizes the importance of fostering a work environment that treats all individuals with fairness, respect and dignity. It strictly prohibits any form of discrimination, including harassment.</p>	Positive
10.	Digitalization	Opportunity	Utilizing digital financial solutions and products can greatly enhance the customer experience, broaden operational reach, and boost overall productivity for the Company.	<p>The Company acknowledges the significant potential in providing ground-breaking financial solutions to the vast Indian population.</p> <p>To ensure that the organisation uses the least amount of paper for transactions and communications, the Company has constantly made investments in technology and established a strong digital environment.</p>	Positive

## Business Responsibility & Sustainability Report (Contd.)

### SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

The National Guidelines for Responsible Business Conduct (NGRBCs) as prescribed by the Ministry of Corporate Affairs advocates the following nine principles referred to as P1 to P9.



Disclosure Questions	P1 Ethics, Transparency and accountability	P2 Product life cycle sustainability	P3 Employees' Well-being	P4 Stakeholders' Engagement	P5 Human Rights	P6 Environmental Responsibility	P7 Policy Advocacy	P8 Inclusive Growth	P9 Customer Value
<b>Policy and Management Processes</b>									
1. a Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	NA	Yes	Yes	Yes	Yes	No <sup>1</sup>	Yes	Yes
b Has the policy been approved by the Board? (Yes/No)	Yes	NA	Yes	Yes	Yes	Yes	No <sup>1</sup>	Yes	Yes
c Web Link of the Policies, if available	Refer Table A below (as applicable)								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes								

<sup>1</sup> The Company is a member of various industry associations, through which it provides various suggestions with respect to healthy development of the financial market.

Disclosure Questions	P1 Ethics, Transparency and accountability	P2 Product life cycle sustainability	P3 Employees' Well-being	P4 Stakeholders' Engagement	P5 Human Rights	P6 Environmental Responsibility	P7 Policy Advocacy	P8 Inclusive Growth	P9 Customer Value
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes. The Company's Code of Conduct for Vendors, ESG Policy and Whistle Blower Policy are extended to its value chain partners.								
4. Name of the national and international codes/certifications/labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	The policies adopted by the Company are in conformity with the statutes/guidelines/policies/ rules/ regulations issued by the regulatory authorities from time to time, as applicable on the Company.								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	The Company has adopted several short term, medium term and long term sustainability initiatives which, inter alia, includes <b>Short Term:</b> Baselineing of renewable energy at Cnergy office (head office), Integrating ESG into the investment process by establishing ESG framework, aligning investments with the Fund's ESG policy and increasing ESG-aligned transactions; Tracking the number of Investment Banking mandates that are ESG aligned; Preparation of industry level scoring framework for PMS business, etc; <b>Medium Term:</b> Ensuring adherence with applicable data privacy and data security norms; Ensuring that current status of nil data breaches (high and mid-level) is maintained, Reduction in carbon emissions, water use and waste; <b>Long Term:</b> Evaluate and monitor consumption of Electricity through renewable source across all offices; ESG awareness for Employees/Investors/Clients; Human rights assessments for vendors/supply chain, etc.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met	<b>Responsible Business Transformation</b> <b>ESG related Policies and Governance</b> <ul style="list-style-type: none"> <li>Adopted an ESG Strategy, which has been pivotal in realizing our vision for a sustainable financial institution;</li> <li>Implemented a comprehensive three-tier ESG governance structure, with RM and ESG Committee at the apex;</li> <li>Identified ESG material topics through materiality assessment, which lead to identify opportunities and mitigate risks.</li> </ul> <b>Responsible Investment</b> <ul style="list-style-type: none"> <li>Under the Private Equity, the Company in the capacity of an investment manger is integrating the ESG considerations into the investment processes, both at the time of investment and throughout the investment lifecycle, in accordance with the Fund's ESG policy;</li> <li>Investment Banking business led 13 mandates having environment and social-positive products and services.</li> </ul> <b>Digitization</b> <ul style="list-style-type: none"> <li>Various business-related processes and mechanisms are being digitized to ensure minimal use of paper.</li> </ul> <b>Data Privacy and Information Security</b> <ul style="list-style-type: none"> <li>Cyber Security &amp; Information Security Policies and Procedures are constructed as per ISO 27001:2013;</li> <li>Zero complaints on data privacy and data security norms;</li> <li>Zero high and mid-level data breaches.</li> </ul>								

## Business Responsibility & Sustainability Report (Contd.)

Disclosure Questions	P1 Ethics, Transparency and accountability	P2 Product life cycle sustainability	P3 Employees' Well-being	P4 Stakeholders' Engagement	P5 Human Rights	P6 Environmental Responsibility	P7 Policy Advocacy	P8 Inclusive Growth	P9 Customer Value
	<p><b>Operational Eco Efficiency</b></p> <p><b>Environmental impacts</b></p> <ul style="list-style-type: none"> <li>Identified renewable energy consumption at Cnergy office: 96.09 GJ (Giga Joules);</li> <li>Identified baseline of scope 1 and scope 2 GHG emissions: 446.91 tCO<sub>2</sub>e;</li> <li>Used aerator-based taps in the Cnergy Office restrooms to reduce water usage;</li> <li>Transitioned to use LED lights and projectors across all of our offices;</li> <li>Ceased use of plastic bottles and adopted glass bottles in alignment with sustainability practices.</li> </ul> <p><b>Supply Chain</b></p> <ul style="list-style-type: none"> <li>Integrated human rights requirements into business agreements and contracts;</li> <li>Obtained affirmations from most of the vendors representing the majority of transaction value with the Company, on the Company's Code of Conduct for Vendors, which amongst others, expects the vendors to adhere with all applicable rules, laws, regulations, codes and ethical standards, both in letter and spirit, including but not limited to those pertaining to human rights and ESG related principles and practices.</li> </ul> <p><b>Stakeholder Empowerment</b></p> <p><b>Human Capital Development</b></p> <ul style="list-style-type: none"> <li>36% women representation in workforce;</li> <li>100% return to work rate;</li> <li>73% employees attended capacity building workshop catering to focus on Sustainability, BRSR, and ESG;</li> <li>62% employees attended training on health and safety;</li> <li>67% employees attended training on human rights;</li> <li>Incorporated an ESG specific section in our internal newsletters, to further augment; awareness and infusion of BRSR principles into our day-to-day operations.</li> </ul> <p><b>Community development</b></p> <ul style="list-style-type: none"> <li>27,819 OPDs consulted and provided preventive and curative healthcare in 30 villages and 55 hamlets.</li> <li>Centre for Financial Research set up and operationalized at IIM - Udaipur to facilitate cutting-edge academic research in topics related to traditional finance as well as socially-relevant research themes.</li> </ul>								

**Table A :- Principle-wise Policies**

Principles	Applicable policies	Web links of policies available on the Company's website
<b>P1</b>	<ul style="list-style-type: none"> <li>The Company's Code of Conduct (includes various parameters like conflict of interest, anti-bribery, anti-corruption, fair practices, insider trading etc., to be adhered to by all employees of the Company)*;</li> <li>The Code of Conduct for Directors and Senior Management Personnel;</li> <li>Policy on Selection and Appointment of Board of Directors;</li> <li>Whistle Blower Policy;</li> <li>Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information;</li> <li>Policy on determining of materiality of events/information;</li> <li>Code for prevention of Insider Trading;</li> <li>Policy on dealing with related party transactions;</li> <li>Other human resource policies (guide the ethics and behaviour of the Company and its employees)*.</li> </ul>	<a href="https://jmfi.com/investor-relation/overview.html">https://jmfi.com/investor-relation/overview.html</a>
<b>P2</b>	<ul style="list-style-type: none"> <li>Code of Conduct for Vendors*</li> </ul>	
<b>P3</b>	<ul style="list-style-type: none"> <li>Employee Code of Conduct*;</li> <li>Code of Conduct for Vendors*;</li> <li>Protection of Women against Sexual Harassment at Workplace [POSH] Policy*.</li> </ul>	
<b>P4</b>	<ul style="list-style-type: none"> <li>Code of Conduct for Vendors*</li> <li>Corporate Social Responsibility Policy;</li> <li>ESG Policy.</li> </ul>	<a href="https://jmfi.com/investor-relation/overview.html">https://jmfi.com/investor-relation/overview.html</a>
<b>P5</b>	<ul style="list-style-type: none"> <li>Whistleblower Policy;</li> <li>Code of Conduct for Vendors*;</li> <li>Employee Code of Conduct*</li> </ul>	
<b>P6</b>	<ul style="list-style-type: none"> <li>Code of Conduct for Vendors*;</li> <li>ESG Policy.</li> </ul>	
<b>P8</b>	<ul style="list-style-type: none"> <li>Corporate Social Responsibility Policy</li> </ul>	
<b>P9</b>	<ul style="list-style-type: none"> <li>Code of Conduct for Vendors*;</li> <li>Cyber Security &amp; Information Security Policy*</li> </ul>	

\*The Policies/Codes of the Company are internal documents and are not accessible to the public. These Policies/Codes have been uploaded on intranet portal of the Company, which is accessible by the employees of the Company.

### Governance, Leadership and Oversight

#### 7. Statement by Director responsible for the business responsibility report, highlighting ESG related challenges, targets, and achievements

As a responsible financial institution, we steadfastly uphold the idea that Environmental, Social, and Governance (“ESG”) factors hold significant influence on our sustainability and success in the long run. As we look back on the financial year 2023-24, it brings us great satisfaction to report noteworthy advancements in the integration of ESG considerations in our strategy, policies and practices.

During the financial year, the Company undertook a dynamic discourse with various stakeholders to delineate the key ESG materials topics. These have been recognized as corporate governance, risk management, human capital development, data privacy and information security, human rights, operational eco-efficiency, as some of the topics. Adding to this, we instituted a Code of Conduct for Vendors which succinctly outlines our Company's expectations relating to fair business conduct, respect for human rights and environmental stewardship from our supply chain partners. This furthers our pledge to embed ESG principles across all our operational and business dimensions.

The Company has established a three-pillar ESG strategy focused on Stakeholders Empowerment, Operational Eco Efficiency, and Responsible Business Transformation. We have acknowledged that, to ensure enduring success, the Company must address the non-financial expectations of all pertinent stakeholders alongside delivering satisfactory

## Business Responsibility & Sustainability Report (Contd.)

financial outcomes. In light of this, we have the RM and ESG Committee to advance corporate governance by implementing more stringent controls and procedures to foster an organized and responsible transition towards a sustainable business model.

We recognise that our investment decisions have a significant impact on society and the environment, and we are committed to integrating ESG considerations into our investment processes. Towards the same, the Company has instituted a Responsible Investment Policy for all the Fund(s) managed by it in the capacity of an investment manager. The said policy outlines the Company's commitment to integrate ESG factors into the investment decisions and ensures alignment with risk mitigation and sustainable practices across the investment life cycle. The Responsible Investment Policy has been aligned with the United Nations Principles for Responsible Investment (UNPRI). This ensures that the Company enhances its ability to identify and capitalize on emerging opportunities with ESG objectives. Through ESG screening and monitoring, the Company looks to deliver returns while contributing positively to environmental and societal challenges.

Moreover, we aim to generate a positive social impact through our social responsibility interventions and responsible business practices. Our CSR initiatives center around rural healthcare, community development and education. We also prioritise the well-being and safety of our employees and promote diversity and inclusion across all levels of our organisation.

As a leading player in India's financial services industry, we have been at the forefront in supporting environment and social positive companies. Our Investment Banking business has been involved in several IPOs, Private Equity and Merger & Acquisition transactions with such companies. In the last financial year, we have signed mandates with several companies across the sectors that have strong products for the last mile and cover rural, marginalised and economically poor sections of the society. In addition, we have led mandates for 13 companies that have environment-positive products and services including renewables, electrification of transport and other industrial enterprises that are moving towards building an environmentally positive business.

Our Private Equity business has invested in portfolio companies like (i) API Holdings and Aarman Solutions, a catalyst for accessible healthcare and inclusive wellbeing (ii) BigHaat Agro Private Limited, an Agri tech company dedicated to enhance the efficiency of agri inputs and output supply chain (iii) Energy Beverages Private Limited (CLEAR Premium Water) which has created a niche for itself through initiating sustainable practices such as launching a range of packaged water with biodegradable bottles and having energy efficient manufacturing processes, etc. Moving forward, our commitment remains steadfast in engaging with companies exhibiting outstanding ESG practices within their respective sectors.

The Portfolio Management Services business prefer to invest in companies with strong corporate Governance and off lately, the business has invested in companies which are into renewable energy & agricultural solutions for farmers, which add value to renewable energy and helps to improve rural economy and higher yield to farmers.

### 8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies).

RM and ESG Committee is responsible for implementation of the Business Responsibility policy.

### 9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.

Yes. The RM and ESG Committee is responsible to supervise the formation and execution of the ESG framework within the Company. Furthermore, our functional heads lead the charge towards a robust ESG transformation.

### 10. Details of Review of NGRBCs by the company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board / Any other Committee					Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)			
	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	The indicated policies have received approval from the Company's Board, its committees, or the Senior Management. Policies are subject to an annual review, which considers a range of factors including statutory obligations and the frequency specified in the policy document.								
Compliance with statutory requirements of relevance to the principles and rectification of any non-compliances	The Company ensures compliance with all relevant statutory requirements.								

### 11.

	P1	P2	P3	P4	P5	P6	P7	P8	P9
Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	No. The Company's policies undergo periodic reviews by the respective departments and amendments are made as necessary. The policies, refined by management-recommended alterations, are then presented to the Board for approval, as applicable. Accordingly, internal audits, evaluations, and assessments of all policies and processes are conducted.								

### 12. If answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)	-	Not Applicable	-	-	-	-	Yes	-	-
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	-	-	-	-	-	-	-	-	-
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	-	-	-	-	-	-	-	-	-
It is planned to be done in the next financial year (Yes/No)	-	-	-	-	-	-	-	-	-
Any other reason (please specify)	-	-	-	-	-	-	-	-	-






## Business Responsibility & Sustainability Report (Contd.)

### SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

**PRINCIPLE 1: Businesses should conduct and govern themselves with integrity and in a manner that is Ethical, Transparent and Accountable.**

#### ESSENTIAL INDICATORS

1. Percentage coverage by training and awareness programs on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
 Board of Directors	7	The Board of Directors & KMPs were kept abreast of matters relating to business initiatives/strategies, corporate governance, risk management framework, strategic presentations, performance & growth plans, cybersecurity, their roles, rights and responsibilities and regulatory changes, amongst various other presentations made to them from time to time.	100%
 Key Management Personnel		These presentations also cover macro-economic factors and the economic environment around matters affecting the Company, global and domestic industry scenarios, and a brief about the statutes and legislations to enable them to take well informed decisions.	
 Employees other than BODs & KMPs	10	The Company periodically updates and familiarises the employees on various topics, using a blend of physical and online virtual classroom trainings. "i-Learn," the Company's e-learning platform, serves as a comprehensive hub for all employee training programs. The platform hosts a wide array of resources, including training modules covering topics such as the Whistle Blower Policy, Employee Trading Policy, Prevention of Money Laundering and Know Your Customer regulations, Information and Cyber Security Awareness, Functional Training, Skill Enhancement, Health and Safety protocols, and Prevention of Sexual Harassment at the Workplace (POSH), BSR Capacity Building Session. Multiple advanced workshops have been conducted for skill enhancement on topics such as ESG, Advanced Excel, Microsoft PowerPoint, Stepping Stones, Time Management, Enhancing Business Resilience, etc.	100%

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format.

No fines/penalties/punishments have been levied in the financial year.

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Not applicable.

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes, the Company's Code of Conduct for Directors and Senior Management Personnel includes sections addressing anti-corruption and anti-bribery. The said Code is accessible on the Company's website at [https://jmfl.com/investor-relations/Code\\_of\\_Conduct\\_for\\_Directors\\_and\\_Senior\\_Management\\_Personnel.pdf](https://jmfl.com/investor-relations/Code_of_Conduct_for_Directors_and_Senior_Management_Personnel.pdf).

The Policy showcases the Company's commitment in maintaining the highest ethical standards in its business practices and organizational culture. The Policy reflects the commitment of the Company in maintaining highest ethical standards while undertaking an open and fair business practices, culture and implementing effective systems to detect, counter and prevent bribery and other corrupt business practices, within the Company.

Additionally, there is a separate Code of Conduct for employees, which is available on the Company's intranet. This code includes specific clauses pertaining to ethical behavior in the workplace, adherence to anti-bribery laws, and compliance with anti-money laundering regulations.

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption, in the current financial year or the previous financial year:

No such instances have occurred or reported.

6. Details of complaints with regard to conflict of interest of directors and KMPs in the current financial year or the previous financial year:

No complaints with regards to conflict of interest have been received.

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Not applicable.

8. Number of days of accounts payables ((Accounts payable \*365) / Cost of goods/services procured) in the following format:

Category	FY 2023-24	FY 2022-23
Number of days of accounts payables	68	43

## Business Responsibility & Sustainability Report (Contd.)

### 9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
<b>Concentration of Purchases</b>	a. Purchases from trading houses as % of total purchases		
	b. Number of trading houses where purchases are made from		
	c. Purchases from top 10 trading houses as % of total purchases from trading houses		
<b>Concentration of Sales</b>	a. Sales to dealers / distributors as % of total sales	Not Applicable#	
	b. Number of dealers / distributors to whom sales are made		
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors		
<b>Share of RPTs in</b>	a. Purchases (Purchases with related parties / Total Purchases)		
	b. Sales (Sales to related parties / Total Sales)		
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	100%	100%
	d. Investments (Investments in related parties / Total Investments made)	60.81%	69.46%

# Not applicable, as the Company is not engaged in manufacturing activities. Hence, the sourcing is limited to materials required to run the operations of the Company.

### LEADERSHIP INDICATORS

#### 1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

Total number of training and awareness programmes held	Topics/principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programmes
--	--	--

The Company has implemented a Code of Conduct for Vendors. This Code requires the vendors to adhere to relevant rules, laws, regulations, codes, and ethical standards focusing on ESG (Environmental, Social, and Governance) principles and practices. The Company collects affirmations from vendors confirming their compliance with the said Code of the Company. As of March 31, 2024, the Company received affirmations from most of its vendors representing the majority of transaction value with the Company.

#### 2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.

Yes.

The Company has zero tolerance towards unethical business practices and ensures adherence to relevant principles including in relation to conflict of interest.

The Company's Code of Conduct for Directors and Senior Management Personnel incorporates measures to avoid conflicts of interest. It requires Directors and Senior Management Personnel to disclose any significant financial, commercial, or material transactions in which they have a personal interest that could create a potential conflict with the Company. Additionally, the Company has established a Related Party Transactions policy that outlines principles governing transactions among various parties. This policy includes detailed definitions, processes for classifying transactions, and specifies the necessary disclosures required for related party transactions.

Annually, both the Board members and Senior Management Personnel certifies adherence to the above Code of Conduct. Additionally, under the applicable provisions of the Act, at the beginning of the financial year, all the directors of the Company discloses details of their affiliations/interests, which are presented during Board meetings. These disclosures assist the Company and the Board in assessing the presence or potential occurrence of conflicts of interest. In case, if any Director has a potential conflict, then that particular Director does not participate in discussions on those agenda items in which he/she is interested.

The Code of Conduct is available on the Company's website at: [https://jmfl.com/investor-relations/Code\\_of\\_Practices\\_and\\_Procedures\\_for\\_Fair\\_Disclosure\\_of\\_Upsi.pdf](https://jmfl.com/investor-relations/Code_of_Practices_and_Procedures_for_Fair_Disclosure_of_Upsi.pdf).

The Policy for dealings with Related Party Transactions is also available on the Company's website: [https://jmfl.com/investor-relations/Policy\\_on\\_Dealing\\_with\\_Related\\_Party\\_Transactions.pdf](https://jmfl.com/investor-relations/Policy_on_Dealing_with_Related_Party_Transactions.pdf).

### PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe

#### ESSENTIAL INDICATORS

#### 1. Percentage of R&D and Capital Expenditure (CAPEX) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

Type	FY 2023-24	FY 2022-23	Details of improvement in social and environmental aspects
<b>Research &amp; Development (R&amp;D)</b>			Being in the financial services sector and given the nature of the Company's business, CAPEX investments are largely in information technology. Accordingly, investments were made by way of addition to capital assets in the form of IT infrastructure like, hardware and software.
<b>Capital Expenditure (CAPEX)</b>			

#### 2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

No.

The consumption of resources is limited to running the operations and therefore the Company follows sustainable sourcing practices wherever feasible such as the Company's ESG policy which embodies its commitment in integrating sustainable procurement practices into its operations. Additionally, the Company's Code of Conduct for Vendors mandates that the vendors implement and maintain environmentally responsible business practices. Vendors are required to adopt sustainable procurement practices to ensure compliance with laws and regulations related to responsible sourcing.

#### b. If yes, what percentage of inputs were sourced sustainably?

Refer response mentioned in above point.

#### 3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

Considering the Company's presence in the financial services sector, it does not engage in manufacturing any products, hence this indicator is not applicable to its operations. The Company, however, engages in various activities as outlined below, to ensure sustainable management of waste to the extent generated from its operations.

Product	Process to safely reclaim the product
<b>a. Plastics (including packaging)</b>	<ul style="list-style-type: none"> <li>The Company has taken steps such as replacing plastic bottles in the office with reusable glass bottles to reduce plastic consumption;</li> <li>The Company has also replaced plastic garbage bags with bio-degradable bags.</li> </ul>
<b>b. E-Waste</b>	The e-waste generated in our operations, if any, is recycled in a controlled, environmentally friendly manner through certified e-waste handlers.
<b>c. Hazardous Waste</b>	The Company is not involved in producing or disposing any hazardous waste of any kind. Hence, this is not applicable to the Company.
<b>d. Other Waste</b>	<p>Paper: The Company recycles shredded paper. Additionally, employees are encouraged to-</p> <ul style="list-style-type: none"> <li>i. Use their own ceramic mugs, eliminating the need for paper cups.</li> <li>ii. Opt for installed hand-dryers in washrooms rather than using tissue papers.</li> <li>iii. Reading documents electronically and only printing when absolutely required.</li> </ul>

#### 4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Given that the Company is in the financial services sector, this indicator is not applicable.

## Business Responsibility & Sustainability Report (Contd.)

### LEADERSHIP INDICATORS

1. Has the entity conducted Life Cycle Perspective/Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format.

Given that the Company is in the financial services sector, this indicator is not applicable.

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products/services, as identified in the Life Cycle Perspective/Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Not applicable.

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Nil

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format.

Not applicable. Given that the Company is in the financial services sector, there are no products and packaging to be reclaimed at the end of life.

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Not applicable.

### PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains

#### ESSENTIAL INDICATORS

1. a. Details of measures for the well-being of employees:

Category	Total (A)	% of employees covered by									
		Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
<b>Permanent Employees</b>											
Male	188	188	100%	188	100%	NA	NA	188	100%		
Female	102	102	100%	102	100%	102	100%	NA	NA		Refer Note V
<b>Total</b>	<b>290</b>	<b>290</b>	<b>100%</b>	<b>290</b>	<b>100%</b>	<b>102</b>	<b>100%</b>	<b>188</b>	<b>100%</b>		
<b>Other than Permanent Employees</b>											
Male	5	5	100%	5	100%	NA	NA	5	100%		
Female	5	5	100%	5	100%	5	100%	NA	NA		Refer Note V
<b>Total</b>	<b>10</b>	<b>10</b>	<b>100%</b>	<b>10</b>	<b>100%</b>	<b>5</b>	<b>100%</b>	<b>5</b>	<b>100%</b>		

#### Note:

The Company believes in making efforts towards employees' wellbeing and has taken following initiatives for its employees:

- Work-Life Balance:** Employees are encouraged to lead a healthy and balanced work life. The Company has taken several initiatives outlined below (in question 12).
- Leaves:** The Company's leave cycle is from April 1 to March 31. In case an employee has not availed annual leave during a particular year, the leaves can be carried forward up to December 31 of the succeeding financial year. The leave categories are as follows:
  - Earned Leave: Annual leaves.
  - Sick Leave: Seven (7) working days and is need based.
  - Marriage Leave: Five (5) working days, within 3 months of the date of marriage.
  - Maternity Leave: Paid Maternity Leave of six (6) calendar months.
  - Paternity Leave: Five (5) working days.
  - Compassionate Leave: In case of death of any immediate family member, three (3) working days of paid compassionate leave is extended to all employees, within fifteen (15) days of that event.
  - Medical Care Leave: Sick Leaves exceeding seven (7) days in a year, are approved under exceptional circumstances (such as hospitalization of employees) and considered as medical care leave.
- Medical Insurance Coverage:** The Company insures its employees under a health insurance policy. These benefits are integral and provide employees and their families valuable protection, during their employment.
- Annual Health Check-ups:** Depending on their age group, employees are eligible for an Annual Health Check-up at periodic intervals.
- Day Care Facilities:** As and when required, the Company arranges the day care facilities for its employees by tying up with third-party day care centres.

- b. Details of measures for the well-being of workers:

Not applicable.

- c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:

Category	FY 2023-24	FY 2022-23
Cost incurred on well-being measures as a % of total revenue of the Company	0.13%	0.14%

## Business Responsibility & Sustainability Report (Contd.)

Note : Aforementioned well-being costs, includes costs incurred for health insurance, accident insurance, term life insurance cost and expenses incurred towards conducting sessions such as On Call Doctor, workshop on Yoga Day etc.

### 2. Details of retirement benefits

Sr. No.	Benefits	FY 2023-24		FY 2022-23	
		No. of employees covered as a % of total employees	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	Deducted and deposited with the authority (Y/N/N.A.)
1.	PF	100%	Yes	100%	Yes
2.	Gratuity	100%		100%	
3.	ESI	NA	NA	NA	NA
4.	Others	NA	NA	NA	NA

#### Note:

Provident Fund: The policy provides for the benefits under the Employees Provident Fund & Miscellaneous Provisions Act, 1952. It provides social security benefit to the eligible employees.

Gratuity: The organisation is covered under the Payment of Gratuity Act, 1972, to reward the employees, who have to their credit, a long and continuous service term with the organisation.

### 3. Accessibility of workplaces

**Are the premises/offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.**

Yes, while the Company currently does not have any differently abled employees, however it has taken proactive steps to equip the workplace, to the extent possible, with necessary accessibility provisions for differently abled people such as having ramps, lifts, and washroom with accessibility features. The Company is also committed to provide provisions to make the workplace safe and friendly for differently abled persons as and when the need arises.

### 4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, the Employee Handbook which is accessible to all employees on the Company's intranet portal, includes a section on Equal Opportunity Policy. This policy emphasizes the importance of fostering a work environment that treats all individuals with fairness, respect, and dignity. It further encourages equal employment opportunities without any discrimination including harassment of any kind.

### 5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent Employees	
	Return to work rate	Retention Rate
Male	100%	100%
Female	100%	100%
Total	100%	100%

### 6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.

Category	Yes/No	Details of the mechanism in brief
Permanent Employees	Yes	The Company's Employee Handbook includes a section on Grievance Handling Policy which provides the formal procedure which the employees need to follow to address their grievances.  The procedure encourages employees to address grievances by disclosing their issues to their manager, if further assistance is required employees, may approach the HR department for redressal. The issue can further be raised with business heads or the head of HR as the final measure.  Complaints regarding POSH are addressed through an Internal Committee (IC) and a structured redressal process. If misconduct is established following a thorough investigation by the IC, the individual responsible will face appropriate disciplinary measures. In addition to any legal recourse sought by the complainant, such action shall be taken.  Additionally, the Whistle-Blower Policy has been formulated for employees and directors, amongst others, to report the genuine concerns about improper/illegal practices or wrongful conduct, financial irregularities including fraud or suspected fraud or any unethical behavior, etc.
Other than Permanent Employees	Yes	Other than permanent employees are encouraged to contact their respective contractors for resolution.

### 7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:

The Company's employees are not a part of any employee associations or unions. However, as mentioned above, mechanisms are in place for employees to represent their issues, if any, and the same are resolved amicably.

### 8. Details of training given to employees and workers:

Category	FY 2023-24				FY 2022-23					
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	No. (C/A)		No. (E)	%(E/D)	No. (F)	% (F/D)
<b>Employees</b>										
Male	188	108	57%	146	78%	102	61	60%	63	62%
Female	102	72	71%	70	69%	51	21	41%	38	75%
<b>Total</b>	<b>290</b>	<b>180</b>	<b>62%</b>	<b>216</b>	<b>74%</b>	<b>153</b>	<b>82</b>	<b>54%</b>	<b>101</b>	<b>66%</b>

The Company has adopted various policies, procedures, manuals and conducted online training programmes, throughout the year for the protection and welfare of employees. Employee training programmes and initiatives are integral part of the Human Resource vision and long-term strategic objectives of the Company. The Company encourages its employees to attend the training programmes as per the group monthly training calendar circulated to them.

### 9. Details of performance and career development reviews of employees\* and worker:

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
<b>Employees</b>						
Male	188	178	95%	102	96	94%
Female	102	97	95%	51	47	92%
<b>Total</b>	<b>290</b>	<b>275</b>	<b>95%</b>	<b>153</b>	<b>143</b>	<b>93%</b>

\* All our employees are entitled to undergo performance and career development reviews. However, employees who joins the Company between the period December to March are not eligible for the purpose of performance and career development reviews.

## Business Responsibility & Sustainability Report (Contd.)

### 10. Health and safety management system:

- a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, the coverage of such system?** The Company's operational activities pose no occupational health and safety risks. However, the Company places significant emphasis on both the physical and mental health of its workforce. Consequently, a comprehensive health and safety management system has been instituted, complemented by regular workshops and discussions involving well-being experts and medical practitioners.
- Within the employee handbook, detailed information is provided on emergency and evacuation procedures, ensuring a streamlined approach to emergency management. This allows the Company to effectively prepare for, mitigate, respond to, and recover from emergencies. The handbook facilitates communication throughout the organisation or specific sections as needed. Moreover, there are posters throughout the office informing employees of occupational hazards.
- Additionally, an Emergency Management core team is established to grant employees access to the command centre in the event of an emergency.
- The Company also conducts fire drills periodically in accordance with the fire safety regulations.
- b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?** As the Company operates within the Financial Services sector, this indicator may not be directly pertinent. However, the Administrative and Human Resources teams diligently collaborate to identify potential risks and uphold the holistic health and well-being of employees.
- c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Yes/No)** Given that the Company is in the Financial Services sector, this indicator is not directly applicable. Since, the Company does not employ any workers, it is not exposed to any work-related risks or hazards.
- d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)** Yes, a designated doctor is made available for consultation on specific days of the week. Employees receive timely notification of available slots through email communications.

### 11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2023-24	FY 2022-2023
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	No such instances reported during the aforesaid period	
Total recordable work-related injuries			
No. of fatalities			
High consequence work-related injury or ill-health (excluding fatalities)			

### 12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

#### Safety Measures

To maintain fire safety in offices, regular mock drills are conducted in accordance with safety fire regulations. Employees are informed about assembly points using floorplans displayed at strategic locations throughout the premises. Exit signs are also prominently placed. Fire safety equipment such as fire alarm systems, smoke detectors, and fire extinguishers are installed and undergo regular checks to prevent accidents from wear and tear. Fire balls are strategically positioned for immediate access in case of emergencies. Quarterly maintenance of fire extinguishers is conducted, and proper documentation is ensured.

#### Health Measures

Continuous efforts are made to uphold indoor air quality, and sanitizers are conveniently accessible throughout the workspace to encourage hygiene. The Company has empanelled a doctor to provide immediate medical assistance to employees and maintains easily accessible emergency contact details for prompt response in case of emergencies.

#### Training and Awareness:

The overall wellbeing of the employees, both physical and mental wellbeing, is taken care by the Company as it considers employee wellbeing as integral to the Company's success and growth. To encourage employees to initiate and maintain a healthy and active lifestyle, unique programmes were provided by the Company to help employees remain physically and

mentally active. The virtual yoga sessions were very much appreciated by the employees. Additionally, flyers for celebrating World Yoga Day were mailed to encourage employees.

Employees receive training on safety protocols, including fire safety, emergency procedures etc. Awareness programs on health and wellness topics are also conducted.

### 13. Number of Complaints on the following made by employees and workers:

Topic	FY 2023-24			FY 2022-2023		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions			Nil. However, the Company encourages the employees to highlight any issues noticed towards working conditions and health & safety concerns at all its locations.			
Health & Safety						

### 14. Assessments for the year:

Topic	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)*
Health & safety practices	100%
Working Conditions	

\*The Company continuously monitors and assess its health & safety practices and working conditions. Any concerns arising from such assessment are acted upon immediately. Further, no assessment has been done by statutory authorities or third parties.

### 15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

No corrective actions pertaining to this indicator was necessitated by the Company during the financial year.

### LEADERSHIP INDICATORS

#### 1. Does the entity extend any life insurance or any compensatory package in the event of death of Employees.

Yes, the Company extends insurance coverage to all employees in the event of an untimely death during their service tenure. The coverage is up to three times their annual base salary, capped at the Free Cover Limit stipulated by the insurer in the event of unforeseen death (while at work or otherwise). To secure comprehensive coverage, employees may be required to undergo a medical examination as mandated by the insurer.

#### 2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

The Company has adopted a Code of Conduct for Vendors that outlines expectations for its vendors regarding ethical and responsible business practices. This includes compliance with statutory requirements, governance standards, sustainable sourcing, environmental stewardship, and socially sustainable practices. Vendors are also required to annually affirm their adherence to these Code provisions to the Company. The Company has also made it a contractual obligation for its value chain partners to fully deliver on their statutory requirements. There is a clause in the contractor agreement to confirm that the contractor follows all applicable laws in India as applicable to it, including but not limited to, registrations under the Bombay Shops and Establishments Act, 1948, the Employees' Provident Funds and Miscellaneous Act, 1952, the Employees' State Insurance Act, 1948, the Contract Labour Act, 1970, the Minimum Wages Act, 1948, the Payment of Gratuity Act, 1972 and the Workmen's Compensation Act, 1923.

## Business Responsibility & Sustainability Report (Contd.)

3. Provide the number of employees / workers having suffered high consequence work related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

Nil.

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No).

The Company is committed to recruiting highly qualified individuals based on merit and consistently enhances the skills of its workforce to adapt to the evolving business environment. Given this approach, there is currently no anticipation for the implementation of transition assistance programs.

5. Details on assessment of value chain partners:

Topic	% of value chain partners (by value of business done with such partners) that were assessed
Health & safety practices	The Company has implemented a Code of Conduct for Vendors. This Code requires vendors to adhere to relevant rules, laws, regulations, codes and ethical standards both in letter and spirit, including but not limited to those pertaining to human rights and ESG related principles and practices. The Company collects affirmations from vendors confirming their adherence with the said Code. As of March 31, 2024, the Company received affirmations from most of its vendors representing the majority of transaction value with the Company.
Working Conditions	

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

Nil.

## PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

### ESSENTIAL INDICATORS

1. Describe the processes for identifying key stakeholder groups of the entity.

The Company recognizes the importance of identifying stakeholders, as they play a crucial role in achieving the Company's goals. The initial phase of the Company's stakeholder relations involves mapping and prioritizing stakeholders based on their influence over the Company or their exposure to its decisions. Once identified and prioritized, engagement channels are established and circulated within internal teams to engage stakeholders, understand their needs and concerns, and develop strategies to manage and mitigate potential risks or negative impacts. By comprehending stakeholder needs and concerns, the Company proactively addresses expectations and fosters enduring relationships.

The identified internal stakeholders consist of employees, senior executives, and the Board of Directors. On the other hand, the external stakeholders encompass customers, investors/shareholders, regulatory/industry bodies, value chain partners, industry analysts, equity analysts, other suppliers, partners and collaborators, and society at large.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Clients/ Customers	No	<ul style="list-style-type: none"> <li>Relationship meetings and reviews</li> <li>Executive meetings briefings</li> <li>Client visits</li> <li>Mailers</li> <li>Conference calls</li> </ul>	Frequent as well as need based	<ul style="list-style-type: none"> <li>To understand clients needs and ensure high levels of satisfaction</li> <li>Identifying opportunities to improve Company's services</li> <li>Deciding on investments and capabilities required to fulfil demand</li> <li>To build strong client relationship</li> <li>Understanding client's data privacy and security requirements</li> </ul>
Suppliers	No	<ul style="list-style-type: none"> <li>Meetings</li> <li>Calls</li> <li>Annual Affirmations on the Code of Conduct for Vendors</li> </ul>	Frequent as well as need based	<ul style="list-style-type: none"> <li>Stronger partnerships</li> <li>Credit worthiness</li> <li>Ethical Behavior</li> <li>Fair Business Practices</li> <li>Governance</li> </ul>
Shareholders	No	<ul style="list-style-type: none"> <li>SMS, Email, newspaper advertisement</li> <li>Results announcements (quarterly/annually)</li> <li>Investor Relations website</li> <li>Annual report &amp; Annual General Meetings (AGM)</li> <li>Media releases, and investor meetings/ conferences, earnings calls,</li> <li>Shareholders' satisfaction survey, etc.</li> </ul>	Frequent as well as need based	<ul style="list-style-type: none"> <li>AGM facilitates direct interaction with the Board of Directors</li> <li>Earnings calls leads direct interaction with the management of the Company to discuss on business strategy and performance</li> <li>Understanding shareholders expectations from the feedback received through Shareholders' satisfaction survey</li> <li>Long-term viability and sustainable growth</li> </ul>

## Business Responsibility & Sustainability Report (Contd.)

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Local Communities	Yes	<ul style="list-style-type: none"> <li>• Focused Group Discussions</li> <li>• One on one Interviews</li> <li>• Stakeholder meetings</li> <li>• NGOs/other associations meetings</li> <li>• Field Visit</li> <li>• Information Sharing</li> <li>• Capacity Building sessions</li> <li>• Local community meetings viz., village gatherings (gaon sabhas)</li> <li>• Government Engagement</li> <li>• Employee Volunteering Activities</li> </ul>	Frequent as well as need based	Identifying, evaluating, consulting, executing, and monitoring CSR projects.
Employees	No	<ul style="list-style-type: none"> <li>• Surveys</li> <li>• Emailers &amp; Newsletters</li> <li>• Project or operations reviews</li> <li>• Rewards &amp; Recognitions</li> <li>• Training Programmes</li> <li>• Offsites</li> <li>• Exit Interviews</li> <li>• Intranet portal</li> <li>• Corporate Website</li> </ul>	Frequent as well as need based	<ul style="list-style-type: none"> <li>• Feedback and Grievance Redressal</li> <li>• Employee engagement (motivation happiness / passion / wellbeing)</li> <li>• Engagement for performance improvement and team productivity improvement</li> <li>• Creating an inclusive environment</li> <li>• Career support Programmes</li> <li>• Employee Assistance Programmes</li> <li>• Wellness sessions and training Programmes</li> <li>• Alignment to the organization's vision &amp; mission</li> <li>• Team building activities</li> </ul>
Industry Associations	No	<ul style="list-style-type: none"> <li>• Conferences/ Convergence</li> <li>• Focused Group Discussions</li> <li>• Meetings</li> </ul>	Need based	<ul style="list-style-type: none"> <li>• Shaping the regulatory landscape</li> <li>• ESG Trends</li> <li>• Knowledge transfer to promote sustainability</li> </ul>
Regulators	No	<ul style="list-style-type: none"> <li>• Emails/letters</li> <li>• Informal guidance</li> <li>• Webinars/Seminars</li> </ul>	Need based	<ul style="list-style-type: none"> <li>• Understanding and adherence to local governance</li> <li>• Discussion with regard to various amendments, notifications and suggestions issued by the regulatory authorities time to time</li> </ul>

### LEADERSHIP INDICATORS

**1. Provide the processes for consultation between stakeholders and the Board on economic, environmental and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

Stakeholder engagement is an ongoing process incorporated into the Company business activities, involving constant interactions between various stakeholders through different communication channels.

The various functional heads within the Company, proactively engages with their corresponding stakeholders and the feedback of the significant development made, if any, from such interactions are provided to the Board by the management.

Additionally, the Company has Stakeholders' Relationship Committee of the Board which is broadly responsible to review the standards adopted by the Company in respect of various services being rendered through the Registrar & Transfer Agent and resolve the grievances of the shareholders of the Company. The Chairman of the Audit Committee independently interacts with the auditors and provides the feedback to the Board.

**2. Whether stakeholder consultation is used to support the identification and management of environmental and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

Continuous engagement with stakeholders helps in aligning expectations, thereby enabling the Company to better serve its stakeholders.

Stakeholder consultations play a crucial role in determining the essential topics for the Company. As part of the materiality assessment exercise, the Company engages with key stakeholders through a survey and discussions to identify significant ESG topics. The insights gathered through stakeholder engagement are analyzed to formulate a materiality matrix, upon which the sustainability strategy is based.

**3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/marginalized stakeholder groups.**

The concerns of vulnerable and marginalized stakeholder groups are addressed through the CSR projects of the Company. Key steps taken by the Company, to ensure a grievance redressal mechanism for these groups, are outlined in Principle 8 below.

## Business Responsibility & Sustainability Report (Contd.)

### PRINCIPLE 5: Businesses should respect and promote human rights

#### ESSENTIAL INDICATORS

#### 1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
<b>Employees</b>						
Permanent	290	195	67%	153	150	98%
Other than permanent	10	7	70%	7	7	100%
<b>Total</b>	<b>300</b>	<b>202</b>	<b>67%</b>	<b>160</b>	<b>157</b>	<b>98%</b>

#### Note:

- The trainings on human rights and other policies are a part of the Code of Conduct and other various awareness programmes. The Company has deployed an e-learning module on the Company's iLearn platform for imparting various virtual trainings.
- The Company also is committed to take appropriate measures to provide its employees with a work environment that is free of threats, intimidation, and violence.
- The Company has created awareness amongst all employees on the human rights by including the same in the Code of Conduct/employee handbook which are uploaded on the intranet portal of the Company. Employees are expected to read and understand the said code/handbook and uphold these standards mentioned thereunder in their day-to-day activities and comply with the same.  
Furthermore, all employees are provided with induction and compliance training upon joining, and an annual confirmation is requested to ensure that they have read, understood, and are adhering to the aforementioned requirements.

#### 2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2023-24					FY 2022-23				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
<b>Employees</b>										
Permanent	290	0	0%	290	100%	153	0	0%	153	100%
Male	188	0	0%	188	100%	102	0	0%	102	100%
Female	102	0	0%	102	100%	51	0	0%	51	100%
Other than Permanent	10	0	0%	10	100%	7	0	0%	7	100%
Male	5	0	0%	5	100%	4	0	0%	4	100%
Female	5	0	0%	5	100%	3	0	0	3	100%

#### 3. Details of remuneration/salary\*/wages, in the following format:

##### a. Median remuneration / wages:

Category	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category (in ₹)	Number	Median remuneration/salary/ wages of respective category (in ₹)
Board of Directors (BoD)#	6	31,00,000	2	32,45,000
KMP#	2	4,88,38,358	1	Since there is only one female KMP in this category, median is not applicable
Employees other than BoD and KMP	186	29,80,000	101	15,79,186

\*Details of only permanent employees are provided.

#Director who is also a KMP has been included under the KMP category

#### b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

Category	FY 2023-24	FY 2022-23
Gross wages paid to females as % of total wages	23.77%	19.83%

#### 4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, the responsibility for managing any human rights issues that surface within the Company or attributed to its operations fall under the purview of the Human Resources department. This also includes addressing any grievances put forth by its employees.

The Company also has a robust whistle blower mechanism, wherein the whistle blower can send the complaint in form of Protected disclosure directly to the Chairman of the audit committee of the Company.

Additionally, for sexual harassment related complaints, 4 (four) Internal Committees (IC) have been constituted region wise to consider and redress complaints of harassment. The composition of IC comprises majority of women employees and an external member.

#### 5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

##### Internal Mechanism for employees

The Company is committed to ensure a secure and supportive work environment for all its employees. The Company has implemented a formal grievance mechanism for employees to report any concerns they may have, confidentially and anonymously, without fear of any retaliation. This mechanism is accessible to all affected employees in a fair and transparent manner.

Should such a situation arise, employees may report their concerns either in writing or orally. They can communicate their concerns to their reporting manager, compliance or firm management, or the human resources department.

##### Whistle Blower Mechanism

The whistle blower can send the protected disclosure in a sealed envelope to the Chairman of the audit committee or can write directly to him on his email id viz., [pkanakia3@gmail.com](mailto:pkanakia3@gmail.com).

The Chairman of the audit committee is mandated to relay all cases to the audit committee. Upon receiving a protected disclosure, the committee has the discretion to either personally investigate the matter or to assign the investigation to a senior official, a committee of managerial personnel, or an external party (collectively referred to as 'Investigators'). This is applicable unless the protected disclosure is judged to be frivolous or ties to a grievance that is part of the exclusions listed in the policy. The audit committee also has the authority to outline an elaborate protocol for an investigation, which must be adhered to by the appointed senior executive or managerial committee during the investigation of the protected disclosure.

The Company shall endeavor to resolve the complaint within 45 days. The time frame may be exceeded depending on the nature and seriousness of the complaint. If an investigation leads the audit committee to conclude that an improper or unethical act has been committed, the audit committee shall take such disciplinary or corrective action as it deems fit.

##### Under POSH

A specific email id [icc@jmfl.com](mailto:icc@jmfl.com) is created for the purpose of receiving written complaints. The Group Head of Human Resources and the Presiding Officer have access to this email id.

For complaints made to the IC, there is Informal Redressal Process that consists of directly speaking with the respondent and involving the Human Resources facilitator to arrive at a mediated resolution. In cases where an informal redressal process and the possible actions are not satisfactory, a formal redressal process shall be followed. Some steps include proceeding with an inquiry within 7 working days of receiving the complaint. Additionally, the complainant and the respondent shall be informed of the outcome of the investigation. The inquiry shall be completed within 90 days and corrective actions recommended by IC to Firm Management and Firm Management will act upon the recommendations within 60 days of



## Business Responsibility & Sustainability Report (Contd.)

receipt of recommendations from the IC. Where any misconduct is determined after due enquiry by the IC, appropriate disciplinary action shall be taken against the person found guilty. Such action shall be in addition to any legal recourse sought by the complainant.

### 6. Number of Complaints on the following made by employees and workers:

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment						
Discrimination at workplace						
Child Labour						
Forced Labour / Involuntary Labour						
Wages						
Other human rights related issues						

No such instances reported during the aforementioned periods.

### 7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

Category	FY 2023-24	FY 2022-23
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)		Nil
Complaints on POSH as a % of female employees / workers		NA
Complaints on POSH upheld		NA

### 8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Company is dedicated in providing robust support to safeguard and advance the human rights of its employees, fostering fair and ethical business and employment practices.

The Company has laid down a comprehensive whistleblower procedure, which includes systems to protect the complainant from any negative repercussions. The whistle blower can send the protected disclosure in a sealed envelope to the chairman of the audit committee or can write directly to his email id viz., [panakia3@gmail.com](mailto:panakia3@gmail.com).

The Internal Complaints (IC) committee, when addressing complaints of sexual harassment, ensures that neither the complainant nor the witness faces victimization or discrimination from the respondent. Similar protective measures are also implemented to prevent any form of victimization against whistleblowers by the audit committee or the investigator, as applicable.

Moreover, the Company conducts regular awareness sessions for employees on issues related to discrimination and harassment, along with detailing the available redressal mechanisms.

### 9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes. The Company has integrated ESG-related aspects including human rights, into its business agreements and have implemented Code of Conduct for Vendors, as well.

### 10. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labor	
Forced/involuntary labor	100%
Sexual harassment	
Discrimination at workplace	All the compliances pertaining to these issues are being monitored from time to time.
Wages	There have been no instances reported during the year.
Others – please specify	

### 11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above.

No significant risks/ concerns were observed.

### LEADERSHIP INDICATORS

#### 1. Details of a business process being modified / introduced as a result of addressing human rights grievances/ complaints.

No substantial human rights grievances or complaints have emerged, necessitating the modification or introduction of business processes.

#### 2. Details of the scope and coverage of any Human rights due diligence conducted.

Not applicable.

#### 3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes, the office is accessible to individuals with disabilities. The Company is committed to enhance its infrastructure to ensure accessibility for all. The Company's offices are equipped with ramps and lifts. In addition, the washroom is equipped with handrail and other features to accommodate visitors with disabilities.

#### 4. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Child labour	
Forced/involuntary labour	The Company has implemented a Code of Conduct for Vendors. This Code requires vendors to adhere to relevant rules, laws, regulations, codes and ethical standards both in letter and spirit,
Sexual harassment	including but not limited to those pertaining to human rights and ESG related principles and practices. The Company collects affirmations from vendors confirming their adherence
Discrimination at workplace	with the said Code. As of March 31, 2024, the Company received affirmations from most of its
Wages	vendors representing the majority of transaction value with the Company.
Others	

#### 5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

No corrective actions were taken as value chain partners were not assessed.

## Business Responsibility & Sustainability Report (Contd.)

### PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

#### ESSENTIAL INDICATORS

#### 1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format<sup>2</sup>:

Parameter	FY 2023-24	FY 2022-23
<b>From renewable sources</b>		
Total Electricity Consumption (A) (GJ)	96.09	-
Total Fuel Consumption (B) (GJ)	-	-
Energy Consumption through other sources (C) (GJ)	-	-
<b>Total Energy Consumption from renewable sources (A+B+C) (GJ)</b>	<b>96.09</b>	<b>-</b>
<b>From non-renewable sources</b>		
Total Electricity Consumption (D) (GJ)	2,218.52	520.04
Total Fuel Consumption (E) (GJ)	76.05	96.92
Energy Consumption through other sources (F) (GJ)	-	-
<b>Total Energy Consumption from non-renewable sources (D+E+F) (GJ)</b>	<b>2,294.57</b>	<b>616.96</b>
<b>Total Energy Consumption (A+B+C+D+E+F) (GJ)</b>	<b>2,390.66</b>	<b>616.96</b>
<b>Energy Intensity per rupee of turnover</b> (Total energy consumed / Revenue from Operations) (GJ/ ₹ in Crore)	<b>3.33</b>	<b>1.53</b>
<b>Energy Intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total energy consumed / Revenue from operations adjusted for PPP) (GJ/₹ in Crore Adjusted for PPP)	<b>76.20</b>	<b>35.04</b>
<b>Energy Intensity in terms of physical output</b>	-	-
<b>Energy Intensity (optional) – the relevant metric may be selected by the entity</b>	-	-

Note: The PPP rate is considered as 22.882 as per the Organisation for Economic Co-operation and Development (OECD) 2022 update.

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

No.

#### 2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Not applicable, as the Company does not fall under the energy-intensive industry as specified in the Performance, Achieve and Trade (PAT) Scheme of the Government of India.

#### 3. Provide details of the following disclosures related to water, in the following format<sup>2</sup>:

Parameter	FY 2023-24	FY 2022-23
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	-	-
(ii) Groundwater	-	-
(iii) Third party water	2,732.40	585.00
(iv) Seawater / desalinated water	-	-
(v) Others (Rainwater storage)	-	-
<b>Total volume of Water Withdrawal (in kilolitres) (i + ii + iii + iv + v)</b>	<b>2,732.40</b>	<b>585.00</b>
<b>Total volume of Water Consumption (in kilolitres)</b>	<b>2,732.40</b>	<b>585.00</b>
<b>Water Intensity per rupee of turnover (Total water consumption/ Revenue from operations) (kL/₹ in Crore)</b>	<b>3.81</b>	<b>1.45</b>
<b>Water Intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP) (kL/₹ in Crore Adjusted for PPP)</b>	<b>87.09</b>	<b>33.22</b>
<b>Water Intensity in terms of physical output</b>	-	-
<b>Water Intensity (optional) – the relevant metric may be selected by the entity</b>	-	-

Note: Water consumption calculations are conducted based on 45 Liters per head per day for office use, as specified by the National Building Code of India (NBC) 2016.

The PPP rate is considered as 22.882 as per the Organisation for Economic Co-operation and Development (OECD) 2022 update.

**Note: Indicate if any independent assessment / evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

No.

#### 4. Provide the following details related to water discharged:

Currently, the Company does not measure water discharge.

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

No.

#### 5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Zero Liquid discharge is not applicable. Water usage is limited solely to human consumption. There are different methods employed to promote water conservation, such as implementing water-saving aerators in office restrooms. RO water machines were replaced with UV Machines in order to save water. In Mumbai, the sewage from the Energy office is treated onsite by the building authorities in a common sewage treatment plant. After treatment, it is then discharged into the main lines.

#### 6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Given that the Company is in the financial services sector, this indicator is not applicable.

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

Not applicable.

#### 7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format<sup>2</sup>:

Parameter	Unit	FY 2023-24	FY 2022-23
<b>Total Scope 1 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	tCO <sub>2</sub> e	5.67	7.27
<b>Total Scope 2 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	tCO <sub>2</sub> e	441.24	117.67
<b>Total Scope 1 and Scope 2 Emissions</b>	tCO <sub>2</sub> e	<b>446.91</b>	<b>124.94</b>
<b>Total Scope 1 and Scope 2 Emissions Intensity per rupee of turnover</b> (Total Scope 1 and Scope 2 GHG Emissions / Revenue from operations)	tCO <sub>2</sub> e / ₹ Crore	<b>0.62</b>	<b>0.31</b>
<b>Total Scope 1 and Scope 2 Emissions Intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total Scope 1 and Scope 2 GHG Emissions / Revenue from operations adjusted for PPP)	tCO <sub>2</sub> e/ ₹ in Crore Adjusted for PPP	<b>14.24</b>	<b>7.10</b>
<b>Total Scope 1 and Scope 2 Emissions Intensity in terms of physical output</b>	-	-	-
<b>Total Scope 1 and Scope 2 Emissions Intensity (optional) – the relevant metric may be selected by the entity</b>	-	-	-

Note: The PPP rate is considered as 22.882 as per the Organisation for Economic Co-operation and Development (OECD) 2022 update.

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

No.

## Business Responsibility & Sustainability Report (Contd.)

### 8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

To address electricity consumption, the Company has installed motion sensors in office cabins and other areas to avoid unnecessary energy consumption when these spaces are unoccupied. Furthermore, traditional lighting has been swapped out for more energy-efficient LED lights and smart UPS have been implemented, which also contributes to a reduction in energy consumption. The use of video conferencing technologies by the Company has allowed it to cut down on employees' air travel, thereby contributing to a reduction in related emissions.

The Company plans to conduct energy audits at all corporate offices in a phased approach to evaluate the potential, installing energy-efficient equipment, appliances and smart sensors for managing lights and other devices. Based on this baseline, the Company will establish goals for reducing total greenhouse gas emissions (Scope 1 and 2) in the subsequent years. At present, the Company utilizes renewable energy for the common space (lobby, balcony, lift, and parking,) at Energy office, Mumbai. As part of digitalization, the Company continuously pursues automation. The Company is currently in the process of migrating a few entities to the cloud using shared infrastructure services like Google/AWS, which will contribute to reducing greenhouse gas emissions.

### 9. Provide details related to waste management by the entity, in the following format<sup>2</sup>:

Parameter	FY 2023-24	FY 2022-23
<b>Total Waste generated (in metric tonnes)</b>		
Plastic waste (A)	-	-
E-waste (B)	-	-
Bio-medical waste (C)	Given the nature of business, the Company does not produce or dispose any kind of biomedical, construction debris radioactive waste or hazardous waste.	
Construction and demolition waste (D)		
Battery waste (E)		
Radioactive waste (F)		
Other Hazardous waste. Please specify, if any. (G)		
Other Non-hazardous waste generated* (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	3.15	3.08
<b>Total (A+B + C + D + E + F + G+ H)</b>	<b>3.15</b>	<b>3.08</b>
<b>Waste Intensity per rupee of turnover</b> (Total waste generated / Revenue from operations) (MT/₹ in Crore)	<b>0.004</b>	<b>0.008</b>
<b>Waste Intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total waste generated / Revenue from operations adjusted for PPP) (MT/₹ in Crore Adjusted for PPP)	<b>0.10</b>	<b>0.17</b>
<b>Waste Intensity in terms of physical output</b>	-	-
<b>Waste Intensity (optional)</b> – the relevant metric may be selected by the entity	-	-
<b>For each category of waste generated, total waste recovered by nature of recovery method (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Recycled	-	-
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>		
<b>Category of waste: Other Non-hazardous waste (H)</b>		
(i) Incineration	-	-
(ii) Landfilling	-	-
(iii) Other disposal operations*	3.15	3.08
<b>Total</b>	<b>3.15</b>	<b>3.08</b>

Note: \*Non-hazardous waste consists of paper waste that is shredded by the Company. The PPP rate is considered as 22.882 as per the Organisation for Economic Co-operation and Development (OECD) 2022 update.

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

No.

### 10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your product and processes and the practices adopted to manage such wastes.

Given that the Company operates in the financial services sector, it does not generate any hazardous waste, making this indicator not applicable. However, the Company's waste management programmes are based on the 3R principles - Reduce, Recycle, Reuse. The waste is segregated based on its origin and method of disposal. The Company's waste management practices are detailed below:

- E-waste and emissions reduction:** The Company identified scrap material based on factors like being outdated/ obsolete or non-repairable hazardous waste. The scrap is then handed over to a selected vendor, and the Company received E-Green certificates for the scrapped material.
 

Additionally, the Company replaced conventional lights with LED lights, which minimizes the harmful effects of mercury and reduces health and environmental concerns. Projectors were also replaced with LEDs, contributing significantly to power consumption reduction, and reducing waste.
- Reducing paper and printing consumption:** The Company recycles shredded paper. Cartridge reclaiming is conducted through a vendor. New LEED approved products may be used to reduce the consumption of tissue papers. Additionally, employees are encouraged to-
  - Use their own ceramic mugs, eliminating the need for paper cups
  - Refrain from using tissue papers in washrooms and opt for installed hand-dryers
  - Reading documents electronically and printing only when absolutely required
- Curbing generation of plastic waste:** Keeping in line with the Central & State Government (India) Directives in 2018, the Company has eliminated 'single-use plastics' in all its offices in India. The Company has also stopped using plastic bottles and shifted to glass bottles, which is also implemented in all meeting rooms.
- Conscientious use of water:** The Company advocates for mindful water usage and urges its employees to be aware and responsible in their consumption.

### 11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

The Company does not have any offices in ecologically sensitive areas, hence this indicator is not applicable.

### 12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Not applicable.

### 13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Yes, the Company has complied with applicable environmental law/regulations/guidelines applicable in India. No fine/ penalty/action was initiated against the entity under any of the applicable environmental laws/regulation/guidelines.

<sup>2</sup>During the financial year 2023-24, pursuant to the Scheme of the Arrangement, the Private Wealth and Portfolio Management Services divisions were demerged from JM Financial Services Limited, a wholly owned subsidiary of the Company and became part of the Company, resulting into increase in the number of the Company's offices. Hence, the increase in factors pertaining to energy consumption, water withdrawal, greenhouse gas emissions, etc.

## Business Responsibility & Sustainability Report (Contd.)

### LEADERSHIP INDICATORS

**1. Water withdrawal, consumption, and discharge in areas of water stress (in kilolitres):**

Not applicable

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

NA

**2. Please provide details of total Scope 3 emissions & its intensity, in the following format:**

-

**Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.**

NA

**3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

No operations in ecologically sensitive areas and therefore no impacts to report or remediation required.

**4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

Sr. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along with summary)	Outcome of the initiative
1	Renewable Energy Usage	Utilization of renewable energy for the common space (lobby, balcony, lift and parking,) at Cnergy office, Mumbai	Renewable energy utilization - 96.09 GJ

**5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

Yes, the Company has implemented a comprehensive Business Continuity Plan (the "BCP"). The primary objective of the BCP is to protect the organisation and its stakeholders by successful management of crisis through effective planning and response. The Company has developed ways to assess potential risks to ensure readiness in the face of any future challenges. The key aspects of the BCP comprises of Email, File Servers, Networking Infrastructure, Trading Infrastructure, Loan Management, Accounting Systems, and Client Communication and Interaction. The Company has also established remote work infrastructure to ensure continuity of operations for its employees.

The RM and ESG Committee periodically review and modify the BCP. Additionally, to ensure the physical safety of employees and to be prepared for and respond to emergencies, the employee handbook has information on emergency and evacuation procedures for smooth emergency management.

**6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?**

Not applicable.

**7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impact.**

There was no assessment of value chain partner done during the reporting period.

**PRINCIPLE 7: Businesses when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent**

### ESSENTIAL INDICATORS

**1. a. Number of affiliations with trade and industry chambers/ associations.**

The Company has affiliations with eight (8) trade and industry chambers/associations.

**b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

Sr. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1.	Federation of Indian Chambers of Commerce and Industry (FICCI)	National
2.	Association of Investment Bankers of India (AIBI)	National
3.	The Associated Chambers of Commerce and Industry of India (ASSOCHAM)	National
4.	The Council of EU Chambers of Commerce in India	National
5.	Indian Venture and Alternate Capital Association (IVCA)	National
6.	Confederation of Indian Industry (CII)	National
7.	Bombay Chamber of Commerce and Industry (BCCI)	State
8.	IMC Chamber of Commerce and Industry	National

**2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.**

Name of Authority	Brief of the case	Corrective action taken
Not applicable as no issues or adverse orders, related to anti-competitive conduct by the entity, were received from the regulatory authorities.		

### LEADERSHIP INDICATORS

**1. Details of public policy positions advocated by the entity.**

Sr. No.	Public policy advocated	Method resort for such advocacy	Whether the information is available in public domain? (Yes/No)	Frequency of review by board (Annually/ Half yearly/ Quarterly/ Other-please specify)	Web Link, if available
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The Company does not engage in direct public advocacy. However, it leverages its expertise to provide recommendations on standards and regulatory developments within the financial services sector through its affiliations with trade bodies or associations.

The Company actively engages in discussions with government entities, regulators and industry associations to contribute to the development and progress of the financial services industry. The Company achieves this by being a member of several industry associations. The Company's senior management participate in committees established by regulators and industry bodies.

## Business Responsibility & Sustainability Report (Contd.)

### PRINCIPLE 8: Businesses should promote inclusive growth and equitable development.

#### ESSENTIAL INDICATORS

#### 1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA notification no.	Date of notification	Whether conducted by independent external agency (Yes / No)	Resulted communicated in public domain	Relevant Web Link
Not Applicable. The Company was not required to undertake any Social Impact Assessment under the applicable laws. <sup>3</sup>					

#### 2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity:

Sr. No.	Name of project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by RAR	Amount Paid to PAFs in the FY (in INR)
Not applicable. No such projects where Rehabilitation and Resettlement is being undertaken.						

#### 3. Describe the mechanisms to receive and redress grievances of the community.

The Company's Grievance Redressal Mechanism (GRM) for communities incorporates an accessible approach. JM Financial Foundation, the Company's CSR implementing agency executes and oversees projects in partnership with sub-partners in Sikandra block, Jamui district of Bihar and Mokhada block, Palghar district of Maharashtra. The Foundation's grassroots team resides at the block and district respectively. Further, the contact numbers of the team members are available to the beneficiaries, especially to key representatives and/or village influencers as appropriate. Additionally, scheduled/ periodic village gatherings (*gaon sabhas*) are conducted basis a pre-determined agenda, whereby an open redressal takes place with deliberation and possibly providing resolution with relation to implemented projects. These meetings are recorded in writing, with specific grievances as appropriate. These channels provide opportunities to the team members to receive and redress grievances of different stakeholders including beneficiaries.

#### 4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2023-24	FY 2022-23
Directly sourced from MSMEs/ Small producers	54%	35%
Directly from within India	100%	100%

#### 5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

Location	FY 2023-24	FY 2022-23
Rural	Nil	
Semi-urban	Nil	
Urban	Nil	
Metropolitan	100%	100%

Note: The above categorization is made by mapping the Company's offices and branches to the total population of corresponding districts as per the 2011 Census Data (<https://censusindia.gov.in/census.website/data/census-tables>).

#### LEADERSHIP INDICATORS

#### 1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Not applicable.

#### 2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

Sr. No.	State	Aspirational District	Amount Spent in (₹)
1	Bihar	Jamui	1.44 Crore*

\*Amount spent inclusive of ₹ 0.75 Crore from Annual Action Plan of FY 2022-23 and ₹ 0.69 Crore from Annual Action Plan of FY 2023-24.

#### 3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)

No. Given the nature of business, procurement of resources is limited to running the operations.

#### (b) From which marginalized /vulnerable groups do you procure?

Not Applicable.

#### (c) What percentage of total procurement (by value) does it constitute?

Not Applicable.

#### 4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge.

Not Applicable.

#### 5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Not Applicable.

<sup>3</sup> As per the BRSR, this section relates to Social Impact Assessment in compliance with laws such as the Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013.

## Business Responsibility & Sustainability Report (Contd.)

### 6. Details of beneficiaries of CSR Projects.

CSR Project	No. of persons benefited from CSR Projects	% of beneficiaries from vulnerable and marginalized group
<p><b>Shri Vardhman Nidan Seva</b></p> <p>The project was initiated in December 2020, to provide primary - curative and preventive healthcare services to families in over 30 villages and 55 hamlets in Sikandra and Khaira blocks of Jamui district, Bihar. The villages covered under the project are primarily inhabited by tribal and scheduled caste populations, who face the hardest time in accessing quality healthcare owing to unavailability of transportation, poor-quality and expensive service by local quacks, and related challenges in terms of livelihoods, agriculture, water, and sanitation.</p> <p>The project was initiated with its first Mobile Health Unit (MHU) in December 2020, to provide healthcare services to 15 villages across Khaira and Sikandra blocks of Jamui district, Bihar. The project was further scaled up after a year with another Mobile Health Unit reaching out to next set of 15 villages. Each MHU is equipped with a doctor, nurse, pharmacist, driver and a community health worker and supported on ground with 28 village-based Community Mobilizers.</p> <p>The clinical curative services provided have helped in early diagnosis and prevented patients from reaching chronic stages of their health concerns, especially in the case of children, women and geriatric population, who are more dependent on their family members for their well-being and care. In addition to curative services, preventive healthcare awareness is disseminated periodically through sessions held in each village/hamlet by the MHU team, with the help of IEC (Information Education Communication) tools created by JM Financial Foundation (JMFF). Certain special interventions are carried also out through the project mainly in Maternal and Child Health, Anemia, Malnutrition and Hypertension.</p>	27,819 OPDs	100%
<p><b>Centre for Financial Research – IIM Udaipur</b></p> <p>The JM Financial Centre for Financial Research at the Indian Institute of Management, Udaipur (IIM-U), was inaugurated on November 29, 2023. The Centre was inaugurated by</p> <p>Mr Nimesh Kampani - Group Chairman, JM Financial Group; Mr Vishal Kampani - Non-Executive Vice Chairman,</p> <p>JM Financial, and Prof. Ashok Banerjee - Director, Indian Institute of Management Udaipur, in the presence of senior leadership of JM Financial and professors as well as students of IIM-U. JMFF has contributed towards the said Centre for its infrastructure set-up and to facilitate cutting-edge academic research in the broad areas of finance and related disciplines. It aims to encourage research in topics related to traditional finance as well as socially relevant research themes.</p> <p>Since its opening, 14 research assignments have been initiated under five themes, namely – FinTech, Climate Finance, Governance, Financial Markets and Accounting Quality.</p>	649	-

### PRINCIPLE 9: Businesses should engage with and provide value to their consumers in responsible manner

#### ESSENTIAL INDICATORS

##### 1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

The Company has robust mechanisms to track and respond to customer complaints and feedback in the delivery of our services. The mechanism is as follows:

**Investment Banking Division:** With regards to all equity capital market transactions, the Company's investment banking division has appointed a dedicated officer, Ms. Prachee Dhuri, who regularly monitors and responds to investor complaints. The Company has also created a dedicated email id viz., [grievance.ibd@jmfl.com](mailto:grievance.ibd@jmfl.com) wherein the investors can file/send their complaints/grievances. The complaints are generally received either through SEBI SCORES portal or directly from investors through letters or electronic mails. For complaints received via SCORES, Action Taken Report (ATR) is filed along with the relevant back-ups related to the resolution of complaints, if any.

The designated officer is briefed by the execution team within the division on key aspects of the offer document and offer structure to enable the designated officer to respond to general queries. Complaints that are technical in nature (e.g., relating to disclosure in the offer document) or require specific inputs are discussed with the relevant member from the execution team and are responded to by the designated officer with guidance from the execution team.

Post offer complaints are generally forwarded to the concerned Registrar to the Issue to take-up with the intermediary responsible for resolution. Some complaints, as relevant, may also be forwarded to the Issuer Company/relevant intermediary (e.g., Sponsor Bank, NPCI etc.). Continuous follow-ups are done to ensure that all investor complaints are expeditiously responded to.

The investment banking division maintains an electronic register of complaints received by it in respect of issues managed by it. The details of complaints and its related documents are maintained transaction-wise. The electronic register of complaints is regularly reviewed by the officer in charge of the respective assignment and Compliance

**Private Equity:** Investment Manager is required to redress all investor complaints in timely manner. The channels for receiving complaints are outlined below:

- Investors can send their complaint to the Investment Managers at the email id viz., [pe.investorrelations@jmfl.com](mailto:pe.investorrelations@jmfl.com) or can submit their grievances on the PE website viz., [www.jmfpe.com](http://www.jmfpe.com)
- Investors can also approach SEBI for redressal of their complaints, through the SEBI SCORES platform
- If an investor is not satisfied with the resolution, they can start the process of Arbitration as per the fund document

**Portfolio Management Services:** The investors with respect to the PMS business of the Company, can send their queries, feedback, complaints to the Company as follows:

- To Ms. Aanchal Sharma on the email id viz., [igpms@jmfl.com](mailto:igpms@jmfl.com) or [aanchal.sharma@jmfl.com](mailto:aanchal.sharma@jmfl.com);
- To Mr. Akshay Vora on the email id viz., [akshay.vora@jmfl.com](mailto:akshay.vora@jmfl.com);
- Investors can also approach SEBI for redressal of their complaints, through the SEBI SCORES platform viz., <https://scores.sebi.gov.in/>;
- If an investor is not satisfied with the outcome of the redressal through SCORES such dispute/difference may be submitted to dispute resolution mechanism as per the framework notified by SEBI vide its applicable circular (the "SEBI ODR Circular") for Online Resolution of Disputes in the Indian Securities Market at <https://smartodr.in/login>.

**Private Wealth Management:** The web link for grievances escalation matrix for PW business of the Company is available on the website at- <https://www.jmfinancialservices.in/customer-corner/updates/grievances-escalation-matrix>.

## Business Responsibility & Sustainability Report (Contd.)

### 2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information.

	As a % to total turnover
Environment and Social parameters relevant to product	
Safe and responsible usage	Not applicable
Recycling and/or safe disposal	

### 3. Number of consumer complaints in respect of the following.

	FY 2023-24			FY 2022-23		
	Received during the year	Pending resolution at the end of year	Remarks	Received during the year	Pending resolution at the end of year	Remarks
Data Privacy	Nil	Nil	-	Nil	-	-
Advertising	Nil	Nil	-	Nil	-	-
Cybersecurity	Nil	Nil	-	Nil	-	-
Delivery of essential services	Nil	Nil	-	Nil	-	-
Restrictive Trade Practices	Nil	Nil	-	Nil	-	-
Unfair Trade Practices	Nil	Nil	-	Nil	-	-
Others	224	3	-	150	-	-

### 4. Details of instances of product recalls on account of safety issues.

	Number	Reasons for recall
Voluntary recalls		
Forced recalls		Not applicable

### 5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

Yes, the Company has Board approved Cyber Security & Information Security policy, which is available on the Company's intranet portal, accessible to all employees. The Cyber Security & Information Security Policies and Procedures are constructed as per ISO 27001:2013 guidelines. Given the rapid technological and digital advancement, cyber risks are inevitable. The Company has a strong risk management framework wherein cyber risk, and its mitigation are monitored by the RM and ESG Committee of the Company. Vulnerability Assessment and Penetration Testing Reports (VAPTs) are conducted to identify cybersecurity and data privacy issues across systems and software.

The Company maintains a robust cyber security architecture and has in place a cyber resilience framework to protect the integrity of data and guard against breaches of privacy. Key areas covered under the aforesaid policy includes security check at various processes such as governance, environmental, project management etc. Furthermore, the Company also trains employees on cyber security and awareness.

### 6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

No corrective actions taken as there were no issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

### 7. Provide the following information relating to data breaches:

- Number of instances of data breaches**  
Nil.
- Percentage of data breaches involving personally identifiable information of customers**  
Nil.
- Impact, if any, of the data breaches**  
Nil.

### LEADERSHIP INDICATORS

- Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**  
The information on the services of the Company can be found on the Company's website at <https://jmfl.com/who-we-are/about-us>
- Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**  
Not applicable as the Company does not cater any services which warrants any safety or usage issues.
- Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**  
Kindly refer to details on Business Continuity Plan which has been outlined in detailed under the Leadership indicators of Principle 6.
- Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable)? If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**  
Not applicable.

## Independent Auditor's Report

### To the Members of JM Financial Limited

#### Report on the Audit of the Standalone Financial Statements

##### Opinion

We have audited the standalone financial statements of JM Financial Limited (the "Company") which comprise the standalone balance sheet as at March 31, 2024, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its profit and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

##### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued

by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

##### Emphasis of Matter

We draw attention to Note 49 to the standalone financial statements regarding Securities and Exchange Board of India's (the "SEBI") interim order barring the Company from taking new lead manager mandates for public issue of debt securities. As per the order, SEBI is to complete within six months, an investigation into the issues covered in the said Order. In view of the uncertainty pending completion of investigation, the impact of these developments, if any, shall be assessed by management and given effect based on the outcome of the aforesaid matter in future.

Our opinion is not modified in respect of this matter.

##### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### Revenue from operations

See Note 2.6(b) and Note 22 to standalone financial statements

##### The key audit matter

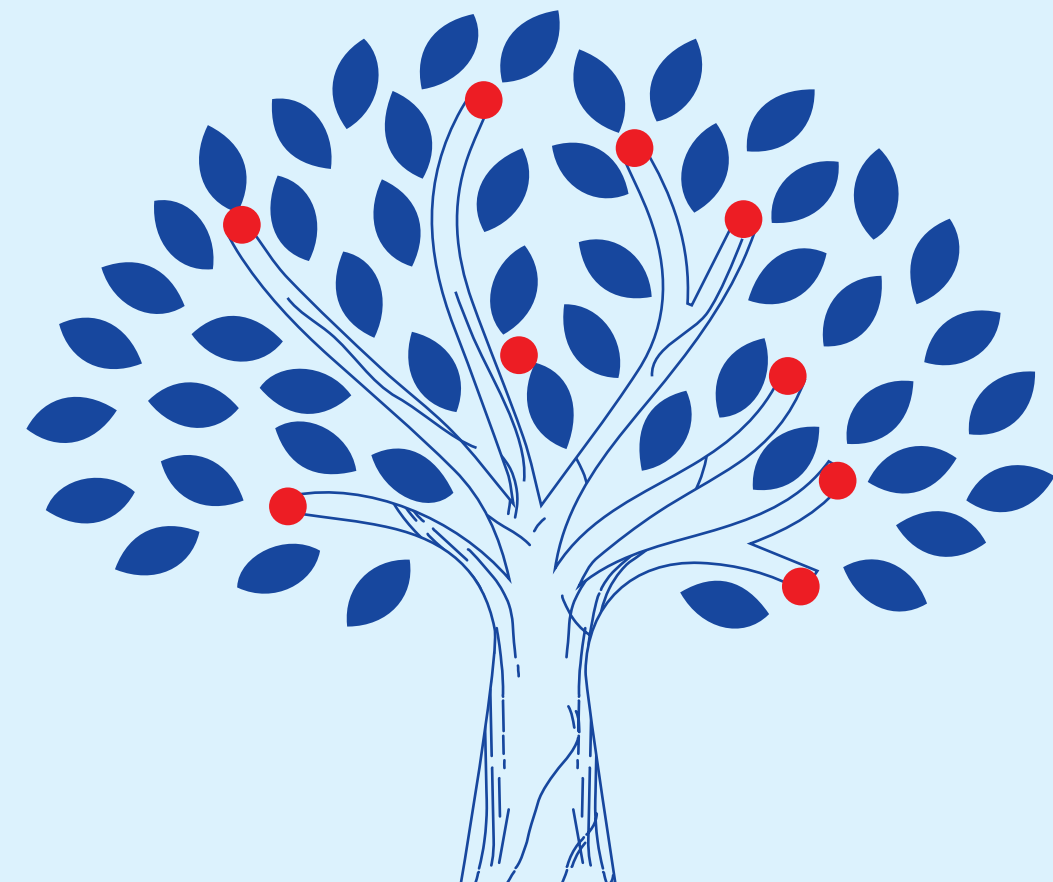
Revenue from operations mainly comprises of revenue from investment banking services which includes lead manager's fees, underwriting commission, fees for mergers, acquisitions and advisory assignments; and arranger's fees for mobilizing debt funds.

Application of Ind AS 115 "Revenue from Contracts with Customers" (Ind AS 115) is complex and involves application of judgement in relation to identification of distinct performance obligations, determination of transaction price and appropriateness of the basis used to measure revenue over a period.

##### How the matter was addressed in our audit

Our key audit procedures included:

- Obtained an understanding of the revenue related business processes, and assessed the appropriateness of the revenue recognition policies adopted by the Company.
- Tested the design and implementation and operating effectiveness of internal controls relating to the process of revenue recognition.
- For selected samples, evaluated fulfilment of the performance obligations as per the terms of engagement with customers by checking the underlying documents.



# FINANCIAL STATEMENTS



## Independent Auditor's Report (Contd.)

Revenue is recognized when the services for the transaction are determined to be completed or when specific performance obligations are determined to be fulfilled as per the terms of the engagement. The variety and number of obligations within the contracts can make it complex to determine completion of the performance condition associated with the revenue.

Due to the significance of the item to the financial statements and complexity, we have identified Revenue from operations from investment banking services as a Key Audit Matter in respect of standalone financial statements.

Performed audit procedures to test completeness of revenue recorded.

- Evaluated the appropriateness and adequacy of the disclosures made in the standalone financial statements for the revenue recorded during the year.

### Information Technology (IT) systems used in financial reporting process

The key audit matter	How the matter was addressed in our audit
<p>The Company's key financial accounting and reporting processes are highly dependent on information systems including automated controls in systems, such that there exists a risk that gaps in the IT control environment could result in the financial accounting and reporting records being materially misstated.</p> <p>Therefore, the assessment of the general IT controls and the application controls specific to the accounting and preparation of financial information is considered to be a key audit matter.</p>	<p>We have performed the following procedures during the period covered under audit:</p> <ul style="list-style-type: none"> <li>We evaluated and tested relevant IT general controls and IT application automated controls of the in-scope IT systems identified as relevant for our audit of the financial statements and financial reporting process of the Company.</li> <li>Performed control testing on user access management, program change management, program development, if required and IT operations and system application controls over key financial accounting and reporting systems.</li> <li>Tested key automated controls operating over the information technology systems in relation to financial accounting and reporting systems.</li> <li>Tested the design and operating effectiveness of key controls over user access management which includes granting access/right, new user creation, removal of user rights and super user access rights management over the in-scope systems.</li> <li>For selected key general IT controls over financial and reporting systems, we independently performed procedures to determine that these controls remained unchanged during the year or were changed following the standard change management process.</li> <li>Other areas that were tested include password policies, controls over changes to applications, its associated operating systems and databases and controls to ensure that developers don't have access to change applications, the operating system or databases in the production environment.</li> <li>Performed alternate procedures by testing compensating controls for areas where IT controls were not relied upon.</li> </ul>

### Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Management's and Board of Directors' Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the

Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the

## Independent Auditor's Report (Contd.)

Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2 A. As required by Section 143(3) of the Act, we report that:

- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

- The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.

- In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

- On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.

- The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(A)(b) above on reporting under Section 143(3)(b) and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

- With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- The Company has disclosed the impact of pending litigations as at March 31, 2024 on its financial position in its standalone financial statements - Refer Note 30.1 to the standalone financial statements.

- The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

- There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

- The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 47(f)(A) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 47(f)(B) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

- As stated in Note 46 to the standalone financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend

declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

- Based on our examination which included test checks, except for the instances mentioned below, the Company has used accounting softwares for maintaining its books of account which, along with access management tool, as applicable, have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares : (a) The feature of recording audit trail (edit log) facility was not enabled for accounting softwares used for secondary market transactions and fee and commission income products system. (b) The feature of recording audit trail (edit log) facility was not enabled at the database level to log any direct data changes for an accounting software used for portfolio management services income. Further, where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting softwares, we did not come across any instance of the audit trail feature being tampered with.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

**For B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

**Kapil Goenka**

Partner

Place: Mumbai

Membership No.: 118189

Date: May 24, 2024

ICAI UDIN:24118189BKDBDE1451

# Annexure A

to the Independent Auditor's Report on the Standalone Financial Statements of JM Financial Limited for the year ended March 31, 2024

**(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified every year. In accordance with this programme, all property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The Company is a service company, primarily rendering services in the nature of advisory in equity and debt capital market, management of capital market transactions, mergers and acquisitions advisory, private wealth management

and portfolio management services, private equity syndication, corporate finance advisory business, holding company activities and administration and management of private equity funds. Accordingly, it does not hold any physical inventories. Accordingly, clause 3(ii)(a) of the Order is not applicable.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has made investments in companies and other parties. The Company has not made any investments in firms, or limited liability partnership during the year. The Company has granted unsecured loans to companies and other parties during the year, in respect of which the requisite information is as below. The Company has not granted unsecured loans to firms or limited liability partnership during the year. The Company has not provided any secured loans, advances in nature of loans, secured or unsecured, guarantee or security, to companies, firms, limited liability partnership or any other parties during the year.
- (a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided loans to companies and other parties as below:

Particulars	Guarantees	Security	Loans (₹ in crore)	Advances in nature of loans
Aggregate amount during the year				
- Subsidiaries*	Nil	Nil	9,115.60	Nil
- Joint ventures*	Nil	Nil	Nil	Nil
- Associates*	Nil	Nil	Nil	Nil
- Others	Nil	Nil	Nil	Nil
Balance outstanding as at balance sheet date				
- Subsidiaries*	Nil	Nil	459.15	Nil
- Joint ventures*	Nil	Nil	Nil	Nil
- Associates*	Nil	Nil	Nil	Nil
- Others*	Nil	Nil	Nil	Nil

\*As per the Companies Act, 2013

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made during the year and the

terms and conditions of the grant of loans are, prima facie, not prejudicial to the interest of the Company. Further, the Company has not provided any advances in the nature of loans, guarantee or security, to companies, firms, limited liability partnership or any other parties during the year.

- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advances in the nature of loans to any party during the year.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, in respect of investments made and loans, guarantees and security given by the Company, in our opinion the provisions of Section 185 and 186 of the Companies Act, 2013 ("the Act") have been complied with.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the services provided by it. Accordingly, clause 3(vi) of the Order is not applicable.

(vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Income-Tax and Cess have been regularly deposited by the Company with the appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Income-Tax and Cess were in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax and Income-Tax which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount (₹)	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
The Income Tax Act, 1961	Income Tax	20.49 crore	A.Y. 2012-13 to A.Y. 2020-21	Commissioner of Income Tax (Appeal)	
Finance Act, 1994	Service Tax	8.66 crore	A.Y. 2015-16 to A.Y. 2020-21	CESTAT	

## Annexure A (Contd.)

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under the Act.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our

attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

**For B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

**Kapil Goenka**

Partner

Place: Mumbai

Membership No.: 118189

Date: May 24, 2024

ICAI UDIN:24118189BKDBDE1451

## Annexure B

to the Independent Auditor's Report on the standalone financial statements of JM Financial Limited for the year ended March 31, 2024

### Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

#### Opinion

We have audited the internal financial controls with reference to financial statements of JM Financial Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at March 31, 2024, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

#### Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed

under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

#### Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may

occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No.:101248W/W-100022

**Kapil Goenka**

Partner

Membership No.: 118189  
ICAI UDIN:24118189BKDBDE1451

Place: Mumbai  
Date: May 24, 2024

# Standalone Balance Sheet

as at March 31, 2024

Particulars	Note No.	₹ in Crore)	
		As at March 31, 2024	As at March 31, 2023
<b>ASSETS</b>			
<b>Financial Assets</b>			
Cash and cash equivalents	4	41.07	54.85
Bank balances other than cash and cash equivalents	5	4.11	5.96
Trade receivables	6	77.63	33.47
Loans	7	457.37	737.06
Investments	8	3,657.46	3,098.49
Other financial assets	9	10.04	14.26
<b>Total Financial Assets</b>		<b>4,247.68</b>	<b>3,944.09</b>
<b>Non-Financial Assets</b>			
Current tax assets (Net)	10	146.25	159.60
Property, plant and equipment	11	45.50	53.44
Other intangible assets	11	2.52	2.89
Other non-financial assets	12	10.38	4.06
<b>Total Non-Financial Assets</b>		<b>204.65</b>	<b>219.99</b>
<b>Total Assets</b>		<b>4,452.33</b>	<b>4,164.08</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Liabilities</b>			
<b>Financial Liabilities</b>			
Trade Payables	13		
i. Total outstanding dues of micro enterprises and small enterprises		0.36	0.03
ii. Total outstanding dues of creditors other than micro enterprises and small enterprises		21.25	7.63
Lease liabilities	14	54.06	60.75
Other financial liabilities	15	79.73	52.53
<b>Total Financial Liabilities</b>		<b>155.40</b>	<b>120.94</b>
<b>Non-Financial Liabilities</b>			
Provisions	16	12.45	14.05
Deferred tax liabilities (net)	17	143.99	130.76
Other non-financial liabilities	18	30.96	10.89
<b>Total Non-Financial Liabilities</b>		<b>187.40</b>	<b>155.70</b>
<b>Equity</b>			
Equity share capital	19	95.56	95.48
Other equity	20	4,013.97	3,791.96
<b>Total Equity</b>		<b>4,109.53</b>	<b>3,887.44</b>
<b>Total Liabilities and Equity</b>		<b>4,452.33</b>	<b>4,164.08</b>
The accompanying notes form an integral part of the financial statements	1 to 51		

In terms of our report of even date attached  
For and on behalf of  
**B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No. 101248W/W-100022

For and on behalf of the Board of Directors

**Kapil Goenka**  
Partner  
Membership No.118189

**Nimesh Kampani**  
Chairman  
DIN – 00009071

**Vishal Kampani**  
Vice Chairman  
DIN – 00009079

**Adi Patel**  
Managing Director  
DIN – 02307863

Place : Mumbai  
Date : May 24, 2024

**Nishit Shah**  
Chief Financial Officer

**Dimple Mehta**  
Company Secretary

# Standalone Statement of Profit and Loss

for the year ended March 31, 2024

Particulars	Note No.	₹ in Crore)	
		For the year ended March 31, 2024	For the year ended March 31, 2023
<b>INCOME:</b>			
<b>Revenue from operations</b>			
Interest income	21	89.57	66.57
Fees and commission income	22	508.24	259.97
Net gain on fair value changes	23	120.12	76.40
<b>Total revenue from operations</b>		<b>717.93</b>	<b>402.94</b>
Other income	24	102.48	152.52
<b>Total Income</b>		<b>820.41</b>	<b>555.46</b>
<b>EXPENSES:</b>			
Finance costs	25	5.50	6.13
Fees, sub brokerage and other direct expenses		75.97	55.20
Impairment on financial instruments	26	(3.65)	1.82
Impairment on investment in subsidiary	50	88.38	-
Employee benefits expense	27	183.85	147.03
Depreciation, amortization and impairment	11	10.89	10.44
Other expenses	28	49.27	38.17
<b>Total expenses</b>		<b>410.21</b>	<b>258.79</b>
<b>Profit before tax</b>		<b>410.20</b>	<b>296.67</b>
<b>Tax expense</b>	29		
Current tax		88.00	40.15
Deferred tax		13.63	1.29
Tax adjustment of earlier years (net)		(1.03)	(1.22)
<b>Total tax expense</b>		<b>100.60</b>	<b>40.22</b>
<b>Profit for the year</b>		<b>309.60</b>	<b>256.45</b>
<b>Other Comprehensive Income (OCI)</b>			
(i) Items that will be reclassified to profit or loss		-	-
(ii) Items that will not be reclassified to profit or loss			
- Remeasurement of defined benefit obligations		(1.61)	(0.18)
- Income tax on above		0.40	0.05
<b>Total Other Comprehensive Income (net of tax)</b>		<b>(1.21)</b>	<b>(0.13)</b>
<b>Total Comprehensive Income</b>		<b>308.39</b>	<b>256.32</b>
<b>Earnings per equity share (EPS)</b>	33		
(face value of ₹1/- each)			
Basic EPS (in ₹)		3.24	2.69
Diluted EPS (in ₹)		3.24	2.68
The accompanying notes form an integral part of the financial statements	1 to 51		

In terms of our report of even date attached  
For and on behalf of  
**B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No. 101248W/W-100022

For and on behalf of the Board of Directors

**Kapil Goenka**  
Partner  
Membership No.118189

**Nimesh Kampani**  
Chairman  
DIN – 00009071

**Vishal Kampani**  
Vice Chairman  
DIN – 00009079

**Adi Patel**  
Managing Director  
DIN – 02307863

Place : Mumbai  
Date : May 24, 2024

**Nishit Shah**  
Chief Financial Officer

**Dimple Mehta**  
Company Secretary

# Standalone Statement of Cash Flow

for the year ended March 31, 2024

Particulars	₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before tax	410.20	296.67
<b>Adjustment for :</b>		
Depreciation, amortization and impairment	10.89	10.44
Impairment on financial instruments	(1.05)	(3.18)
Assets written off	(2.60)	5.00
Impairment on investment in subsidiary	88.38	-
Amortisation of shared based payments to employees (ESOP)	0.79	0.77
Finance cost on lease liabilities	5.43	6.04
Gain on modification of lease	-	(0.24)
Net gain arising on financial asset measured at FVTPL	(120.12)	(75.48)
Net gain on sale of property, plant and equipment	(0.05)	#
Interest income	(92.45)	(66.19)
Interest income on investments	(0.13)	(1.87)
Dividend income	(93.26)	(143.58)
<b>Operating profit before working capital changes / interest received</b>	<b>206.03</b>	<b>28.38</b>
<b>Adjustment for :</b>		
Decrease /(Increase) in Loans and Advances	280.81	(300.30)
(Increase) in Trade Receivables	(41.64)	(1.88)
Decrease /(Increase) in Other Financial Assets	2.76	(0.57)
(Increase) in Other Non-Financial Assets	(6.33)	(0.08)
Increase / (Decrease) in Trade Payables	13.95	(1.66)
(Decrease) in Provisions	(3.21)	(0.25)
Increase /(Decrease) in Other Financial Liabilities	27.20	(19.06)
Increase /(Decrease) in Other Non-Financial Liabilities	20.07	(9.23)
Interest received	92.45	66.19
<b>Cash generated/(used in) from operations</b>	<b>592.09</b>	<b>(238.46)</b>
Direct taxes paid (net)	(73.61)	(42.32)
<b>Net cash generated /(used in) from operating activities</b>	<b>518.48</b>	<b>(280.78)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of investments in subsidiaries and associates	(159.99)	(125.04)
Purchase of investments in other than subsidiaries and associates	(10,208.94)	(7,787.48)
Proceeds from sale of investments other than subsidiaries and associate	9,841.72	8,168.23
Purchase of Property, Plant and Equipment (PPE)	(1.37)	(2.90)
Interest received on investment	0.13	1.87
Movement in bank balances other than cash and cash equivalents	1.85	(0.07)
Dividend received from subsidiaries	87.18	140.22
Dividend received from others	6.08	3.36
<b>Net cash (Used in) /generated from investing activities</b>	<b>(433.34)</b>	<b>398.19</b>

Particulars	₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of equity shares	0.30	0.07
Repayment of lease liabilities (including interest)	(13.29)	(12.75)
Dividend paid	(85.93)	(195.68)
<b>Net cash (used in) financing activities</b>	<b>(98.92)</b>	<b>(208.36)</b>
<b>Net (Decrease) in cash and cash equivalents</b>	<b>(13.78)</b>	<b>(90.95)</b>
Cash & cash equivalents at the beginning of the year	54.85	145.80
<b>Cash &amp; cash equivalents at the end of the year (Refer Note 4)</b>	<b>41.07</b>	<b>54.85</b>

#Denotes amount below ₹ 50,000/-

The accompanying notes form an integral part of the financial statements - 1 to 51

In terms of our report of even date attached  
For and on behalf of  
**B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No. 101248W/W-100022

For and on behalf of the Board of Directors

**Kapil Goenka**  
Partner  
Membership No.118189

**Nimesh Kampani**  
Chairman  
DIN – 00009071

**Vishal Kampani**  
Vice Chairman  
DIN – 00009079

**Adi Patel**  
Managing Director  
DIN – 02307863

Place : Mumbai  
Date : May 24, 2024

**Nishit Shah**  
Chief Financial Officer

**Dimple Mehta**  
Company Secretary

## Statement of Changes in Equity

for the year ended March 31, 2024

### A. Equity share capital

(₹ in Crore)

Particulars	Balance as at March 31, 2022	Changes in equity share capital during the year	Balance as at March 31, 2023	Changes in equity share capital during the year	Balance as at March 31, 2024
Equity Share Capital	95.41	0.07	95.48	0.08	95.56

### B. Other Equity

(₹ in Crore)

Particulars	Share application money pending allotment	Reserves and Surplus							Total
		Statutory reserve	Capital reserve	Securities premium reserve	General reserve	Capital redemption reserve	Stock option outstanding	Retained earnings	
<b>Balance as at March 31, 2022</b>	-	59.44	4.16	2,029.26	201.83	12.89	16.71	1,404.13	3,728.42
Addition/Reduction during the year									
Profit for the year	-	-	-	-	-	-	-	256.45	256.45
Other comprehensive income	-	-	-	-	-	-	-	(0.13)	(0.13)
<b>Total comprehensive income for the year</b>	-	-	-	-	-	-	-	256.32	256.32
Employee Stock Options (Net)	-	-	-	6.22	-	-	(3.32)	-	2.90
Dividends	-	-	-	-	-	-	-	(195.68)	(195.68)
<b>Balance as at March 31, 2023</b>	-	59.44	4.16	2,035.48	201.83	12.89	13.39	1,464.77	3,791.96
Addition/Reduction during the year									
Profit for the year	-	-	-	-	-	-	-	309.60	309.60
Other comprehensive income	-	-	-	-	-	-	-	(1.21)	(1.21)
<b>Total comprehensive income for the year</b>	-	-	-	-	-	-	-	308.39	308.39
Employee Stock Options (Net)	-	-	-	6.79	-	-	(7.24)	-	(0.45)
Dividends	-	-	-	-	-	-	-	(85.93)	(85.93)
<b>Balance as at March 31, 2024</b>	-	59.44	4.16	2,042.27	201.83	12.89	6.15	1,687.23	4,013.97

# Denotes amount below ₹ 50,000/-

The accompanying notes form an integral part of the financial statements 1 to 51

In terms of our report of even date attached  
For and on behalf of  
**B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No. 101248W/W-100022

**Kapil Goenka**  
Partner  
Membership No.118189

Place : Mumbai  
Date : May 24, 2024

For and on behalf of the Board of Directors

**Nimesh Kampani**  
Chairman  
DIN – 00009071

**Nishit Shah**  
Chief Financial Officer

**Vishal Kampani**  
Vice Chairman  
DIN – 00009079

**Dimple Mehta**  
Company Secretary

**Adi Patel**  
Managing Director  
DIN – 02307863

## Material Accounting Policies

and Notes to the Standalone Financial Statements

### 1 Corporate Information

JM Financial Limited ("the Company") was incorporated as a Private Limited Company under the name of J.M. Share and Stock Brokers Private Limited on January 30, 1986 under the Companies Act, 1956. Subsequently, the Company became a deemed Public Limited Company (as per the then prevailing laws) upon its promoter, J. M. Financial & Investment Consultancy Services Private Limited becoming a deemed Public Limited Company on June 15, 1988, by virtue of the Companies (Amendment) Act, 1988 read with the Companies Act, 1956. On September 15, 2004, the name of the Company was changed to JM Financial Limited, Public Limited Company as per Companies Act, 1956, as amended.

The Company is engaged in the holding company activities, advisors in equity and debt capital markets, management of capital markets transactions, mergers & acquisitions, advisory, private equity syndication, corporate finance advisory business, administration & management of private equity funds, private wealth management business and PMS.

The Company is incorporated and domiciled in India. The address of the Registered Office is 7<sup>th</sup> Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025. The Company's equity shares are listed on the BSE Limited and National Stock Exchange of India Limited in India.

### 2. Material Accounting Policies

#### 2.1 Basis of preparation and presentation of financial statements

##### Statement of Compliance

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (Ind AS) and the relevant provisions of the Companies Act, 2013 (the "Act") (to the extent notified) and the guidelines issued by the Securities Exchange Board of India ("SEBI") to the extent applicable. The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Accounting policies are consistently applied except where a newly-issued Ind AS initially adopted or a revision to an existing Ind AS requires a change in the accounting policy.

### Basis of Measurement

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

### Historical Cost Convention

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 116 and measurements that have some similarities to fair value but are not fair value, such as value in use in Ind AS 36.

### Measurement of fair values

Fair value measurements under Ind AS are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at measurement date
- Level 2 inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the valuation of assets or liabilities

### Presentation of financial statements

The Balance Sheet, the Statement of Profit and Loss and the Statement of Changes in Equity are prepared and presented in the format prescribed in the Division III



## Material Accounting Policies

and Notes to the Standalone Financial Statements (Contd.)

of Schedule III to the Companies Act, 2013 (the “Act”). The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 “Statement of Cash Flows”. The Balance Sheet, Statement of Profit and Loss, Statement of Cash Flow and Statement of Changes in Equity are together referred as the financial statement of the Company.

Amounts in the financial statements are presented in Indian Rupees (₹) in crore rounded off to two decimal places as permitted by Schedule III to the Act. Per share data are presented in Indian Rupee (₹) to two decimal places.

### Functional and presentation currency

These financial statements are presented in Indian Rupees (INR) which is also the Company’s functional currency. All amounts have been rounded to the nearest crores, unless otherwise indicated.

### 2.2 Business Combination

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition date fair values of the assets transferred by the Company, liabilities incurred by the Company to the former owners of the acquiree and the equity interests issued by the Company in exchange of control of the acquiree. Acquisition related costs are generally recognised in Standalone Statement of Profit and Loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that

- Deferred tax assets or liabilities related to employee benefits arrangements are recognised and measured in accordance with Ind AS 12 Income taxes and Ind AS 19 Employee benefits respectively.
- Liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Company entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payment at the acquisition date; and
- Assets (or disposal group) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree (if any) over the net of the acquisition date amounts of the identifiable assets acquired and the liabilities assumed.

In case of a bargain purchase, before recognising a gain in respect thereof, the Company determines whether there exists clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. Thereafter, the Company reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and recognises any additional assets or liabilities that are identified in that reassessment. The Company then reviews the procedures used to measure the amounts that Ind AS requires for the purposes of calculating the bargain purchase. If the gain remains after this reassessment and review, the Company recognises it in other comprehensive income and accumulates the same in equity as capital reserve. This gain is attributed to the acquirer. If there does not exist clear evidence of the underlying reasons for classifying the business combination as a bargain purchase, the Company recognises the gain, after reassessing and reviewing (as described above), directly in equity as capital reserve.

When the consideration transferred by the Company in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill or capital reserve, as the case maybe. Measurement period adjustments are adjustments that arise from additional information obtained during the ‘measurement period’ (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is re-measured at fair value at subsequent

reporting dates with the corresponding gain or loss being recognised in Statement of Profit and Loss.

When a business combination is achieved in stages, the Company’s previously held equity interest in the acquiree is re-measured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in Statement of Profit and Loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to Statement of Profit and Loss where such treatment would be appropriate if that interest were disposed of.

### Common control transactions

Business combinations involving entities that are controlled by the Company are accounted for using the pooling of interests method as follows:

- 1) The assets and liabilities of the combining entities are reflected at their carrying amounts.
- 2) No adjustments are made to reflect fair values, or recognise any new assets or liabilities. Adjustments are only made to harmonise accounting policies.
- 3) The balance of the retained earnings appearing in the financial statements of the transferor is aggregated with the corresponding balance appearing in the financial statements of the transferee or is adjusted against general reserve.
- 4) The identity of the reserves are preserved and the reserves of the transferor become the reserves of the transferee.
- 5) The difference, if any, between the amounts recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve and is presented separately from other capital reserves.

The financial information in the financial statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of combination. However, where the business combination had occurred after that date, the prior period information is restated only from that date.

### 2.3 Investments in Subsidiaries and Associates

#### Subsidiaries:

Subsidiaries are all entities over which the company has control. The Company controls an entity when the company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity.

#### Associates:

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

Investments in Subsidiaries and Associates are accounted at cost net off impairment loss, if any.

### 2.4 Property, plant and equipment and Intangible assets

#### A Property, plant and equipment

##### a. Recognition and measurement

Property, plant and equipment (PPE) is recognised when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. PPE is stated at original cost net of tax / duty credits availed, if any, less accumulated depreciation and cumulative impairment, if any. PPE not ready for the intended use on the date of the Balance Sheet is disclosed as “capital work-in-progress”.

PPE held for use are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses

##### b. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably.

##### c. Depreciation

Depreciation / amortisation is recognised on a straight-line basis over the estimated useful lives of respective assets as under:

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Assets	Useful Life
<b>Property, Plant &amp; Equipment</b>	
Office premises	60 years
Leasehold improvements	10 years or lease period whichever is lower
Computers	3 years
Servers and Networks	6 years
Office Equipment	5 years
Furniture and Fixtures	10 years
Motor Vehicles	5 years

Assets costing less than ₹ 5,000/- are fully depreciated in the year of purchase.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

### d. Derecognition

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in Statement of Profit or Loss.

## B Intangible assets

### a. Recognition and measurement

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortisation and cumulative impairment. Administrative and other general overhead expenses that are specifically attributable to acquisition of intangible assets are allocated and capitalised as a part of the cost of the intangible assets.

### b. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably.

### c. Amortisation

Intangible assets are amortised on straight line basis over the estimated useful life of 5 years. The method of amortisation and useful life are reviewed at the end of each accounting year with the effect of any changes in the estimate being accounted for on a prospective basis.

Amortisation on impaired assets is provided by adjusting the amortisation charge in the remaining periods so as to allocate the asset's revised carrying amount over its remaining useful life.

### d. Derecognition

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the statement of Profit and Loss when the asset is derecognised.

## C Impairment losses on non-financial assets

As at the end of each year, the Company reviews the carrying amount of its non-financial assets that is PPE and intangible assets to determine whether there is any indication that these assets have suffered an impairment loss.

An asset is considered as impaired when on the balance sheet date there are indications of impairment in the carrying amount of the assets, or where applicable the cash generating unit to which the asset belongs, exceeds its recoverable amount (i.e. the higher of the assets' net selling price and value in use). The carrying amount is reduced to the level of recoverable amount and the reduction is recognised as an impairment loss in the Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

## 2.5 Financial Instruments

### Recognition of Financial Instruments

Financial instruments comprise of financial assets and financial liabilities. Financial assets and liabilities are recognized when the company becomes the party to the contractual provisions of the instruments. Financial assets primarily comprise of loans and advances, premises and other deposits, trade receivables and cash and cash equivalents. Financial liabilities primarily comprise of borrowings, trade payables and other financial liabilities.

### Initial Measurement of Financial Instruments

Recognised financial assets and financial liabilities are initially measured at fair value except for trade receivables which are initially measured at transaction price. Transaction costs and revenues that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at FVTPL) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs and revenues directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

If the transaction price differs from fair value at initial recognition, the Company will account for such difference as follows:

- if fair value is evidenced by a quoted price in an active market for an identical asset or liability or based on a valuation technique that uses only data from observable markets, then the difference is recognised in profit or loss on initial recognition (i.e. day 1 profit or loss);
- in all other cases, the fair value will be adjusted to bring it in line with the transaction price (i.e. day 1 profit or loss will be deferred by including it in the initial carrying amount of the asset or liability).

After initial recognition, the deferred gain or loss will be released to the Statement of profit and loss on a rational basis, only to the extent that it arises from a change in a factor (including time) that market participants would take into account when pricing the asset or liability.

### Classification of Financial Assets

- Debt instruments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the

principal amount outstanding (SPPI), are subsequently measured at amortised cost;

- all other debt instruments (e.g. debt instruments managed on a fair value basis, or held for sale) and equity investments are subsequently measured at FVTPL.

However, the Company may make the following irrevocable election / designation at initial recognition of a financial asset on an asset-by-asset basis:

- the Company may irrevocably elect to present subsequent changes in fair value of an equity investment that is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies, in OCI; and
- the Company may irrevocably designate a debt instrument that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch (referred to as the fair value option).

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument or a financial guarantee

### Subsequent Measurement of Financial Assets:

All recognised financial assets that are within the scope of Ind AS 109 are required to be subsequently measured at amortised cost or fair value on the basis of the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

### Financial assets at amortised cost or at FVTOCI

The Company assesses the classification and measurement of a financial asset based on the contractual cash flow characteristics of the individual asset basis and the Company's business model for managing the asset.

For an asset to be classified and measured at amortised cost or at FVTOCI, its contractual terms should give rise to cash flows that are meeting SPPI test.

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For the purpose of SPPI test, principal is the fair value of the financial asset at initial recognition. That principal amount may change over the life of the financial asset (e.g. if there are repayments of principal). Interest consists of consideration for the time value of money, for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs, as well as a profit margin. The SPPI assessment is made in the currency in which the financial asset is denominated.

Contractual cash flows that are SPPI are consistent with a basic lending arrangement. Contractual terms that introduce exposure to risks or volatility in the contractual cash flows that are unrelated to a basic lending arrangement, such as exposure to changes in equity prices or commodity prices, do not give rise to contractual cash flows that are SPPI. An originated or an acquired financial asset can be a basic lending arrangement irrespective of whether it is a loan in its legal form.

An assessment of business models for managing financial assets is fundamental to the classification of a financial asset. The Company determines the business models at a level that reflects how financial assets are managed at individual basis and collectively to achieve a particular business objective.

When a debt instrument measured at FVTOCI is derecognised, the cumulative gain/loss previously recognised in OCI is reclassified from equity to profit or loss. In contrast, for an equity investment designated as measured at FVTOCI, the cumulative gain/loss previously recognised in OCI is not subsequently reclassified to profit or loss but transferred within equity.

Debt instruments that are subsequently measured at amortised cost or at FVTOCI are subject to impairment.

### Equity Investments at FVTOCI

The Company subsequently measures all equity investments at fair value through profit or loss, unless the Company's management has elected to classify irrevocably some of its equity investments as equity instruments at FVTOCI, when such instruments meet the definition of Equity under Ind AS 32 'Financial Instruments: Presentation' and are not held for trading. Such classification is determined on an instrument-by-instrument basis.

Gains and losses on equity instruments measured through FVTPL are recognised in the Statement of Profit & Loss.

Gains and losses on equity instruments measured through FVTOCI are never recycled to profit or loss. Dividends are recognised in profit or loss as dividend income when the right of the payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the instrument, in which case, such gains are recorded in OCI. Equity instruments at FVTOCI are not subject to an impairment assessment.

### Financial assets at fair value through profit or loss (FVTPL)

Investments in equity instruments are classified as at FVTPL, unless the Company irrevocably elects or initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading.

Debt instruments that do not meet the amortised cost criteria or FVTOCI criteria are measured at FVTPL. In addition, debt instruments that meet the amortised cost criteria or the FVTOCI criteria but are designated as at FVTPL are measured at FVTPL.

A financial asset that meets the amortised cost criteria or debt instruments that meet the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset. Dividend on financial assets at FVTPL is recognised when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

### Reclassifications

If the business model under which the Company holds financial assets changes, the financial assets affected are reclassified. The classification and measurement requirements related to the new category apply prospectively from the first day of the first reporting period following the change in business model that result in reclassifying the Company's financial assets.

During the current financial year and previous accounting period there was no change in the business model under which the Company holds financial assets and therefore no reclassifications were made. Changes in contractual cash flows are considered under the accounting policy on Modification and derecognition of financial assets described below.

### Impairment of Financial Assets

The Company assesses at each reporting date whether there is any objective evidence that the financial assets is deemed to be impaired.

Company applies 'simplified approach' which requires expected lifetime losses to be recognized from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss. At each reporting date these historical default rates are reviewed.

### Overview of the Expected Credit Loss principles:

The Company records allowance for expected credit losses for all loans, other debt financial assets not held at FVTPL, together with loan commitments issued, financial guarantee contracts and other assets in this section all referred to as 'financial instruments'. Equity instruments are not subject to impairment loss under Ind AS 109.

Expected credit losses (ECL) are a probability-weighted estimate of the present value of credit losses. Credit loss is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive (i.e. all cash shortfalls). The Company estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

The Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the lifetime expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

A loss allowance for full lifetime ECL is required for a financial instrument if the credit risk on that financial instrument has increased significantly since initial recognition. For all other financial instruments, ECLs are measured at an amount equal to the 12-month ECL.

### The Company measures ECL on an individual basis.

Impairment losses and releases are accounted for and disclosed separately from modification losses or gains that are accounted for as an adjustment of the financial asset's gross carrying value.

The Company has established a policy to perform an assessment, at the end of each reporting period, of whether a financial instrument's credit risk has increased significantly since initial recognition, by given the uncertainty over the change in the risk of default occurring over the remaining life of the financial instrument.

Based on the above process, the Company categorises its loans into Stage 1, Stage 2 and Stage 3, as described below:

Stage 1: Defined as performing assets with upto 30 days past due (DPD). Stage 1 loans will also include facilities where the credit risk has improved and the loan has been reclassified from Stage 2 to Stage 1.

Stage 2: Defined as under-performing assets having 31 to 90 DPD. Stage 2 loans will also include facilities, where the credit risk has improved and the loan has been reclassified from Stage 3 to Stage 2. Accounts with overdue more than 30 DPD will be assessed for significant increase in credit risks.

Stage 3: Defined as assets with overdue more than 90 DPD. The Company will record an allowance for the life time expected credit losses. These accounts will be assessed for credit impairment.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

### Derecognition of Financial Assets

A financial assets is derecognised only when:

- The Company has transferred the right to receive cash flows from the financial assets or
- Retains the contractual rights to receive the cash flows of the financial assets, but assumes a contractual obligations to pay the cash flows to one or more recipients.

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Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

### Write-off

Loans and trade receivables are written off when the Company has no reasonable expectations of recovering the financial asset (either in its entirety or a portion of it). This is the case when the Company determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. A write-off constitutes a derecognition event. The Company may apply enforcement activities to financial assets written off. Recoveries resulting from the Company's enforcement activities previously written off are credited to the statement of profit and loss.

### Financial liabilities and equity instruments

#### Classification as debt or equity

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

#### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a group entity are recognized at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss

is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

### Financial liabilities

A financial liability is a contractual obligation to deliver cash or another financial asset or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavorable to the Company or a contract that will or may be settled in the its's own equity instruments and is a non-derivative contract for which the Company is or may be obliged to deliver a variable number of its own equity instruments, or a derivative contract over own equity that will or may be settled other than by the exchange of a fixed amount of cash (or another financial asset) for a fixed number of the it's own equity instruments.

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL. However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, financial guarantee contracts issued by the Company, and commitments issued by the Company to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies set out below.

### Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is either contingent consideration recognized by the Company as an acquirer in a business combination to which Ind AS 103 applies or is held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortized cost.

### Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortized cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalized as part of costs of an assets is included in the 'Finance Costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

### De-recognition of financial liabilities

The Company de-recognizes financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognized in statement of profit or loss.

### Offsetting

Financial assets and financial liabilities are offset and the net amount is presented in the balance sheet when, and only when, there is a legally enforceable right to set off the amounts and the Company intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

## 2.6 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured and there exists reasonable certainty of its recovery.

### a. Interest Income

Interest income on financial instruments at amortised cost is recognised on a time proportion basis taking into account the amount outstanding and the effective interest rate (EIR) applicable. Interest on financial instruments measured as at fair value is included within the fair value movement during the period.

The EIR is the rate that exactly discounts estimated future cash flows of the financial instrument through the expected life of the financial instrument or, where appropriate, a shorter period, to the net carrying amount of the financial instrument. The future cash flows are estimated taking into account all the contractual terms of the instrument.

The calculation of the EIR includes all fees paid or received between parties to the contract that are incremental and directly attributable to the specific lending arrangement, transaction costs, and all other premiums or discounts. For financial assets at Fair Value through Profit and Loss ('FVTPL'), transaction costs are recognised in statement of profit or loss at initial recognition.

The interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets (i.e. at the amortised cost of the financial asset before adjusting for any expected credit loss allowance). For financial assets originated or purchased credit-impaired (POCI) the EIR reflects the ECLs in determining the future cash flows expected to be received from the financial asset.

### b. Fees and Commission Income

Ind AS 115, Revenue from contracts with customers, outlines a single comprehensive model of accounting for revenue arising from contracts with customers. The Company recognises revenue from contracts with customers based on a five-step model as set out in Ind AS 115:

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a goods or services to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer,

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Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the Company satisfies a performance obligation.

Revenue from Investment Banking business, which mainly includes the lead manager's fees, selling commission, underwriting commission, fees for mergers, acquisitions & advisory assignments and arrangers' fees for mobilising funds is recognised based on the milestone achieved as set forth under the terms of agreement.

### c. Dividend Income

Dividend income from investments is recognised when the Company's right to receive dividend has been established.

### d. Other income

Other Income represents income earned from the activities incidental to the business and is recognised when the right to receive the income is established as per the terms of the contract.

## 2.7 Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Assets acquired under finance lease are capitalised at the inception of lease at the fair value of the assets or present value of minimum lease payments whichever is lower. These assets are fully depreciated on a straight line basis over the lease term or its useful life whichever is shorter.

Assets held under finance leases are initially recognised as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are

capitalised in accordance with the Company's general policy on borrowing costs.

The Company evaluates each contract or arrangement, whether it qualifies as lease as defined under Ind AS 116.

The Company as a lessee

The Company assesses, whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract involves—

- the use of an identified asset,
- the right to obtain substantially all the economic benefits from use of the identified asset, and
- the right to direct the use of the identified asset.

The Company at the inception of the lease contract recognises a Right-to-Use asset at cost and a corresponding lease liability, for all lease arrangements in which it is a lessee, except for leases with term of less than twelve months (short term) and low-value assets.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. Right-to-use assets and lease liabilities includes these options when it is reasonably certain that they will be exercised

The cost of the right-of-use assets comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease plus any initial direct costs, less any lease incentives received. Subsequently, the right-of-use assets is measured at cost less any accumulated depreciation and accumulated impairment losses and adjusted for certain re-measurements of the lease liability, if any. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use assets.

Right to use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

For lease liabilities at inception, the Company measures the lease liability at the present value of the lease payments

that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate is readily determined, if that rate is not readily determined, the lease payments are discounted using the incremental borrowing rate.

The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payment made. The carrying amount of lease liability is remeasured to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. A change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised. The Company has applied judgement to determine the lease term for some lease contracts in which it is a lessee that include renewal options. The assessment of whether the Company is reasonably certain to exercise such options impacts the lease term, which significantly affects the amount of lease liabilities and right of use assets recognised. The discounted rate is generally based on incremental borrowing rate specific to the lease being evaluated.

The Company recognizes the amount of the re-measurement of lease liability as an adjustment to the right-to-use assets. Where the carrying amount of the right-to-use assets is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognizes any remaining amount of the re-measurement in the Statement of profit and loss.

For short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the lease term.

Lease liability has been presented in Note 14 "Lease Liabilities" and ROU asset that do not meet the definition of Investment Property has been presented in Note 11 "Property, Plant and Equipment" and lease payments have been classified as financing cash flows.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognised immediately in Statement of Profit and Loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Company's policy on borrowing costs.

### The Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Contracts in which all the risks and rewards of the lease are substantially transferred to the lessee are classified as a finance lease. All other leases are classified as operating leases.

Leases, for which the Company is an intermediate lessor, it accounts for the head-lease and sub-lease as two separate contracts. The sub-lease is classified as a finance lease or an operating lease by reference to the right-to-use asset arising from the head-lease.

For operating leases, rental income is recognized on a straight-line basis over the term of the relevant lease.

## 2.8 Foreign currency transactions

In preparing the financial statements of the Company, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in the Statement Profit and Loss in the period in which they arise.

## 2.9 Borrowing costs

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets as defined in Ind AS 23 are capitalized as a part of costs of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use.

Borrowing costs include interest expense calculated using the EIR on respective financial instruments measured at amortised cost, finance charges in respect of assets acquired on finance lease and exchange differences arising from foreign currency borrowings, to the extent they are regarded as an adjustment to interest costs.

The effective interest rate (EIR) is the rate that exactly discounts estimated future cash flows through the expected life of the financial instrument to the gross

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carrying amount of the financial liability. Calculation of the EIR includes all fees paid that are incremental and directly attributable to the issue of a financial liability.

### 2.10 Employee benefits

#### Defined contribution obligation

Retirement benefits in the form of provident fund are a defined contribution scheme and the contributions are charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due.

#### Defined benefit obligation

The liabilities under the Payment of Gratuity Act, 1972 are determined on the basis of actuarial valuation made at the end of each financial year using the projected unit credit method.

The Company recognizes current service cost, past service cost, if any and interest cost in the Statement of Profit and Loss. Remeasurement gains and losses arising from experience adjustment and changes in actuarial assumptions are recognized in the period in which they occur in the OCI.

#### Short-term benefits

Short-term employee benefits are expensed as the related service is provided at the undiscounted amount of the benefits expected to be paid in exchange for that service. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

#### Other long-term employee benefits

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

### 2.11 Share-based payment arrangements

Equity-settled share-based payments to employees of the Company are measured at the fair value of the equity instruments at the grant date as per Black and Scholes model. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 31.

The fair value determined at the grant date of the equity-settled share-based payments to employees is recognised as deferred employee compensation and is expensed in the Statement of Profit and Loss over the vesting period with a corresponding increase in stock option outstanding in other equity.

At the end of each year, the Company revisits its estimate of the number of equity instruments expected to vest and recognizes any impact in profit or loss, such that the cumulative expense reflects the revised estimate, with a corresponding adjustment in other equity.

### 2.12 Taxation

#### Income tax

Income tax expense represents the sum of the tax currently payable and deferred tax. Current and deferred tax are recognised in the Statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

The Company has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets.

#### Current Tax

The Current tax is based on the taxable profit for the year of the Company. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The current tax is calculated using applicable tax rates that have been enacted or substantively enacted by the end of the reporting period.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

#### Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Company's financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all

taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. Temporary differences in relation to a right-of-use asset and a lease liability for a specific lease are regarded as a net package (the lease) for the purpose of recognising deferred tax.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Company is able to control the reversal of temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the assets to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

### 2.13 Goods and Services Input Tax Credit

Goods and Services tax input credit is accounted for in the books in the period in which the supply of goods or service received is accounted and when there is no uncertainty in availing/utilising the credits.

### 2.14 Provisions, contingent liabilities and contingent assets

#### Provisions

Provisions are recognised only when:

- Company has a present obligation (legal or constructive) as a result of a past event; and
- it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- a reliable estimate can be made of the amount of the obligation

These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognises any impairment loss on the assets associated with that contract.

#### Contingent liability

Contingent liability is a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

#### Contingent Assets:

Contingent assets are asset is not recognised in the financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognized. Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

## Material Accounting Policies

and Notes to the Standalone Financial Statements (Contd.)

### 2.15 Commitments

Commitments are future liabilities for contractual expenditure, classified and disclosed as follows:

- i. estimated amount of contracts remaining to be executed on capital account and not provided for;
- ii. uncalled liability on shares and other investments partly paid;
- iii. other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.
- iv. Other commitments related to sales/procurements made in the normal course of business are not disclosed to avoid excessive details.
- v. Commitments under Loan agreement to disburse Loans, if any

### 2.16 Statement of Cash Flows

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method adjusting the net profit for the effects of:

- i. changes during the period in inventories and operating receivables and payables transactions of a non-cash nature;
- ii. non-cash items such as depreciation, provisions, deferred taxes, unrealised foreign currency gains and losses, and undistributed profits of associates and joint ventures; and
- iii. all other items for which the cash effects are investing or financing cash flows.

Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as on the date of Balance Sheet.

### 2.17 Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short term deposits.

### 2.18 Earnings Per Share

#### Basic Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss (before Other Comprehensive Income) for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year.

#### Diluted Earnings Per Share

For the purpose of calculating diluted earnings per share, the net profit or loss (before Other Comprehensive Income) for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

### 2.19 Dividend on Ordinary Shares

The Company recognises a liability to make cash to equity holders of the Company when the dividend is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, an interim dividend is authorised when it is approved by the Board of Directors and final dividend is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

### 2.20 Recent Pronouncements:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

## 3 Significant accounting judgements and key sources of estimation uncertainties

The preparation of financial statements in conformity with Ind AS requires the company's management to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities recognised in the financial statements that are not readily apparent from other sources. The judgements, estimates and associated assumptions are based on historical experience and other factors including estimation of effects of uncertain future events that are considered to be relevant. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates (accounted on a prospective basis) and recognized in the period in which the estimates is revised if the revision affects only that period, or in the period of the revision and future periods of the revision affects both current and future periods.

The followings are the critical judgements and estimations that have been made by the management in the process of applying the company's accounting policies and that have the most significant effect on the amounts recognized in the financial statements and / or key source of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustments to the carrying amounts of assets and liabilities within the next financial year.

#### Fair value measurement and valuation processes

Some of the Company's assets are measured at fair value for financial reporting purposes. The Management determines the appropriate valuation techniques and inputs for fair value measurements. In estimating the fair value of an asset, the company used market observable data to the extent it is available information about the valuation techniques and inputs used in determining the fair value of various assets are disclosed in note 39.

#### Revenue

Revenue from investment banking services (mainly includes lead manager's fee, selling commission, underwriting commission, fees for mergers, acquisitions and advisory assignments and arranger's fees for

mobilising debt funds) is recognised when the services for the transaction are determined to be completed or when specific obligation are determined to be fulfilled as set forth under the terms of the engagement. The variety and number of the obligations within the contracts can make it complex and requires management judgements to determine completion of the performance condition associated with the revenue.

#### Taxation

Tax expense is calculated using applicable tax rate and laws that have been enacted or substantially enacted. In arriving at taxable profits and all tax bases of assets and liabilities the company determines the taxability based on tax enactments, relevant judicial pronouncements and tax expert opinions, and makes appropriate provisions which includes an estimation of the likely outcome of any open tax assessments / litigations. Any difference is recognized on closure of assessment or in the period in which they are agreed.

Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences become deductible. The Company considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realisable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period are reduced.

## Notes

to the Standalone Financial Statements

### 4 CASH AND CASH EQUIVALENTS

	(₹ in Crore)	
	As at March 31, 2024	As at March 31, 2023
Cash in hand	-	-
Balances with banks:		
In current accounts	19.07	54.85
In deposit accounts (refer notes 4.1)	22.00	-
<b>Total</b>	<b>41.07</b>	<b>54.85</b>

4.1 Balances with banks in deposit accounts earns interest at fixed rate based on short term bank deposit rates for a period upto 3 months

### 5 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

	(₹ in Crore)	
	As at March 31, 2024	As at March 31, 2023
Balances with banks:		
Under lien against which facilities are not availed (refer notes 5.1 and 5.2)	1.10	1.10
In earmarked accounts (refer notes 5.1 and 5.2)	3.01	4.86
<b>Total</b>	<b>4.11</b>	<b>5.96</b>

5.1 Balances with banks in deposit accounts earns interest at fixed rate based on daily bank deposit rates for a period ranging from one day to 365 days.

5.2 Balances with banks in earmarked account pertains to unclaimed dividend ₹ 1.21 crore (Previous year ₹1.56 crore), bank fixed deposits ₹1.10 crore (Previous year ₹ 3.30 crore) and in unspent CSR A/c ₹ 1.80 crore (Previous year Nil).

### 6 TRADE RECEIVABLES

	(₹ in Crore)	
	As at March 31, 2024	As at March 31, 2023
<b>Unsecured:</b>		
Considered good	77.71	33.47
Less : Impairment loss allowance (Refer note 39)	(0.08)	-
<b>Total</b>	<b>77.63</b>	<b>33.47</b>

6.1 No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person, nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

6.2 Trade receivables are generally on credit terms of 30 to 90 days and generally no interest is charged on overdue balances.

Particulars	Unbilled receivable	Outstanding for following periods from due date of payment					As at March 31, 2024 Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 Years	More than 3 years	
(i) Undisputed Trade Receivables- considered good	5.29	72.42	-	-	-	-	77.71
(ii) Undisputed Trade Receivables- significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables- credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables- considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables- significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables- credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>5.29</b>	<b>72.42</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>77.71</b>

Particulars	Outstanding for following periods from due date of payment					As at March 31, 2023 Total
	Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables- considered good	33.47	-	-	-	-	33.47
(ii) Undisputed Trade Receivables- significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables- credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables- considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables- significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables- credit impaired	-	-	-	-	-	-
<b>Total</b>	<b>33.47</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>33.47</b>

6.3 No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person, nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

6.4 There is unbilled revenue receivable of ₹ 5.29 crore for the year ended March 31, 2024 (Previous year Nil)

### 7 LOANS

	(₹ in Crore)	
	As at March 31, 2024	As at March 31, 2023
<b>At amortised cost</b>		
<b>-To Related parties / Promoters / Directors / KMPs</b>		
Term Loans	-	-
Demand Loans	-	-
Inter Corporate Deposits (refer note 7.1 and 37)	459.15	740.00
Accrued Interest	-	-
<b>-To Others</b>		
Term Loans	-	-
Demand Loans	-	-
Inter Corporate Deposits	-	-
Staff Loan	0.06	0.02
	<b>459.21</b>	<b>740.02</b>
Less: Impairment loss allowance (Refer note 39)	(1.84)	(2.96)
<b>Total</b>	<b>457.37</b>	<b>737.06</b>

7.1 The loans are given in India and to other than public sectors.

7.2 Details of loans repayable on demand:

Type of borrower	As at March 31, 2024		As at March 31, 2023	
	Loan Outstanding	% of total loans	Loan Outstanding	% of total loans
Promoters	-	-	-	-
Directors	-	-	-	-
KMPs	-	-	-	-
Related Parties	-	-	-	-

7.3 There are no loans due by directors or other officers of the Company or any of them either severally or jointly with any other persons or amounts due by firms or private companies respectively in which any director is a partner or a director or a member.



## Notes

to the Standalone Financial Statements (Contd.)

### 8 INVESTMENTS

(₹ in Crore)

	As at March 31, 2024			
	Quantity (Nos.)	At cost	FVTPL	Total
<b>I TRADE INVESTMENTS</b>				
<b>Unquoted</b>				
<b>a) Investment in equity shares of ₹ 10/- each (fully paid up unless stated)</b>				
<b>In subsidiaries:</b>				
JM Financial Services Limited	6,63,25,000	267.49		267.49
JM Financial Properties and Holdings Limited	30,00,000	3.00		3.00
Infinite India Investment Management Limited	16,00,000	2.38		2.38
JM Financial Products Limited	54,29,44,350	560.36		560.36
JM Financial Credit Solutions Limited	13,19,431	529.40		529.40
JM Financial Asset Management Limited	3,17,52,500	134.07		134.07
JM Financial Asset Reconstruction Company Limited	21,35,65,599	407.68		407.68
Less: Provision for diminution in the value of investments (refer note 50b)		(88.38)		(88.38)
CR Retail Malls (India) Limited	2,00,00,000	43.74		43.74
JM Financial Overseas Holdings Private Limited, Mauritius of US\$ 1 each	1,95,75,000	142.15		142.15
JM Financial Institutional Securities Limited	63,00,000	27.75		27.75
<b>In associate company:</b>				
JM Financial Trustee Company Private Limited	25,000	0.03		0.03
<b>b) Investment in preference shares of ₹ 10/- each (fully paid up)</b>				
<b>In subsidiaries:</b>				
JM Financial Properties and Holdings Limited (10% Optionally Convertible Preference Shares)	9,50,50,000	95.05		95.05
JM Financial Institutional Securities Limited (0.01% Optionally Convertible Preference Shares)	70,00,000	7.00		7.00
JM Financial Services Limited (6% Compulsorily Convertible Preference Shares)	75,00,000	50.25		50.25
JM Financial Services Limited (0.01% Compulsorily Convertible Preference Shares)	20,00,000	42.00		42.00
		<b>2,223.97</b>		<b>2,223.97</b>
<b>II OTHER INVESTMENTS</b>				
<b>a) Investment in equity shares (fully paid up)</b>				
<b>Quoted</b>				
Satchmo Holdings Ltd (formerly knowns as NEL Holdings South Limited) of ₹10/- each	12,30,442		0.36	0.36
			<b>0.36</b>	<b>0.36</b>
<b>Unquoted</b>				
National Stock Exchange of India Ltd of ₹ 1/- each	7,60,500		144.34	144.34
Bran Engineering Private Limited of ₹ 10/- each	1,80,000		#	#
Teracom Limited of ₹ 10/- each	2,60,000		#	#
			<b>144.34</b>	<b>144.34</b>
<b>b) Investments in preference shares</b>				
<b>Unquoted</b>				
VCK Forex Services Private Limited of ₹ 100/- each (6% Redeemable Non-Cumulative Preference Shares)	5,00,000		#	#
<b>c) Investment in venture capital fund/alternative investment fund units</b>				
<b>Unquoted:</b>				
Paragon Partners Growth Fund I of face value of ₹ 100/-each	1,66,333		2.69	2.69
JM Financial India Fund - Scheme A - Class D units of ₹ 100/- each	44,131		0.34	0.34
JM Financial India Fund - Scheme A - Class C units of ₹ 1/- each	3,07,434		0.03	0.03
JM Financial India Fund - Scheme B - Class C units of ₹ 1/- each	2,64,806		0.03	0.03
JM Financial India Fund (Settlor's contribution)	NA		#	#
JM Financial India Fund III (Settlor's contribution)	NA		#	#

(₹ in Crore)

	As at March 31, 2024			
	Quantity (Nos.)	At cost	FVTPL	Total
JM Financial Property Fund I - Class C units of ₹ 10,000/- each (Partly paid up of ₹ 2,183.90)	75,000		4.66	4.66
JM Financial Property Fund I - Class B units of ₹ 10,000/- each (Partly paid up of ₹ 9,833.96)	50		0.05	0.05
JM Financial Property Fund II - Class B units of ₹ 10,000/- each	46		0.04	0.04
JM Financial Property Fund (Settlor's contribution)	NA		#	#
JM Financial India Fund II - Class D units of ₹ 1,00,000/- each	6,867		120.36	120.36
JM Financial India Growth Fund III - Class D units of ₹1,00,000/- each	3,550		49.44	49.44
			<b>177.64</b>	<b>177.64</b>
<b>d) Investments in Mutual Funds</b>				
<b>Unquoted:</b>				
JM Large Cap Fund - Dividend Option##	16,072		0.01	0.01
JM Liquid Fund - Direct Growth Plan	10,47,78,631		691.63	691.63
HDFC Liquid Fund - Direct Growth Plan	97,621		46.31	46.31
HDFC Overnight Fund - Direct Growth Plan	91,014		32.34	32.34
ICICI Prudential Liquid Fund - Direct Growth Plan	9,86,855		35.27	35.27
Kotak Mahindra Liquid Fund - Direct Growth Plan	1,04,761		51.11	51.11
Aditya Birla Sun Life Liquid Fund - Direct Growth Plan	6,49,030		25.29	25.29
Axis Liquid Fund - Direct Growth Plan	2,10,488		56.49	56.49
Nippon India Liquid Fund - Direct Growth Plan	2,92,246		172.70	172.70
			<b>1,111.15</b>	<b>1,111.15</b>
<b>TOTAL</b>		<b>2,223.97</b>	<b>1,433.49</b>	<b>3,657.46</b>
(i) Investments outside India		142.15	-	142.15
(ii) Investments in India		2,081.82	1,433.49	3,515.31
<b>TOTAL</b>		<b>2,223.97</b>	<b>1,433.49</b>	<b>3,657.46</b>

(₹ in Crore)

	As at March 31, 2023			
	Quantity (Nos.)	At cost	FVTPL	Total
<b>I TRADE INVESTMENTS</b>				
<b>Unquoted</b>				
<b>a) Investment in equity shares of ₹ 10/- each (fully paid up unless stated)</b>				
<b>In subsidiaries:</b>				
JM Financial Services Limited	5,00,00,000	107.50		107.50
JM Financial Properties and Holdings Limited	30,00,000	3.00		3.00
Infinite India Investment Management Limited	16,00,000	2.38		2.38
JM Financial Products Limited	54,29,44,350	560.36		560.36
JM Financial Credit Solutions Limited	13,19,431	529.40		529.40
JM Financial Asset Management Limited	3,17,52,500	134.07		134.07
JM Financial Asset Reconstruction Company Limited	21,35,65,599	407.68		407.68
CR Retail Malls (India) Limited	2,00,00,000	43.74		43.74
JM Financial Overseas Holdings Private Limited, Mauritius of US\$ 1 each	1,95,75,000	142.15		142.15
JM Financial Institutional Securities Limited	63,00,000	27.75		27.75
<b>In associate company:</b>				
JM Financial Trustee Company Private Limited	25,000	0.03		0.03
<b>b) Investment in preference shares of ₹ 10/- each (fully paid up)</b>				
<b>In subsidiaries:</b>				
JM Financial Properties and Holdings Limited (10% Optionally Convertible Preference Shares)	9,50,50,000	95.05		95.05
JM Financial Institutional Securities Limited (0.01% Optionally Convertible Preference Shares)	70,00,000	7.00		7.00
JM Financial Services Limited (6% Compulsorily Convertible Preference Shares)	75,00,000	50.25		50.25
JM Financial Services Limited (9% Redeemable Cumulative Preference Shares)	20,00,000	42.00		42.00
		<b>2,152.36</b>		<b>2,152.36</b>

## Notes

to the Standalone Financial Statements (Contd.)

(₹ in Crore)

	As at March 31, 2023			Total
	Quantity (Nos.)	At cost	FVTPL	
<b>II OTHER INVESTMENTS</b>				
<b>a) Investment in equity shares (fully paid up)</b>				
<b>Quoted</b>				
Satchmo Holdings Ltd (formerly knowns as NEL Holdings South Limited) of ₹10/- each	12,30,442		0.20	0.20
			<b>0.20</b>	<b>0.20</b>
<b>Unquoted</b>				
National Stock Exchange of India Ltd of ₹ 1/- each	7,60,500		127.38	127.38
Bran Engineering Private Limited of ₹ 10/- each	1,80,000		#	#
Teracom Limited of ₹ 10/- each	2,60,000		#	#
			<b>127.38</b>	<b>127.38</b>
<b>b) Investments in preference shares</b>				
<b>Unquoted</b>				
VCK Forex Services Private Limited of ₹ 100/- each (6% Redeemable Non-Cumulative Preference Shares)	5,00,000		#	#
<b>c) Investment in venture capital fund/alternative investment fund units</b>				
<b>Unquoted:</b>				
Paragon Partners Growth Fund I of face value of ₹ 100/-each	3,84,750		6.40	6.40
JM Financial India Fund - Scheme A - Class D units of ₹ 100/- each	44,131		0.35	0.35
JM Financial India Fund III - Scheme C - Class D units of ₹ 100/- each	36		0.13	0.13
JM Financial India Fund - Scheme A - Class C units of ₹ 1/- each	3,07,434		0.03	0.03
JM Financial India Fund - Scheme B - Class C units of ₹ 1/- each	2,64,806		0.03	0.03
JM Financial India Fund III - Scheme C - Class C units of ₹ 1/- each	41,590		#	#
JM Financial India Fund III - Scheme D - Class C units of ₹ 1/- each	33,107		#	#
JM Financial India Fund (Settlor's contribution) of ₹ 1/- each	NA		#	#
JM Financial India Fund III (Settlor's contribution) of ₹ 1/- each	NA		#	#
JM Financial Property Fund I- Class C units of ₹ 10,000/- each (Partly paid up of ₹ 2,183.90)	75,000		4.86	4.86
JM Financial Property Fund I - Class B units of ₹ 10,000/- each (Partly paid up of ₹ 9,833.96)	50		0.05	0.05
JM Financial Property Fund II - Class B units of ₹ 10,000/- each	46		0.05	0.05
JM Financial Property Fund (Settlor's contribution) of ₹ 10,000/- each	NA		#	#
JM Financial India Fund II - Class D units of ₹ 1,00,000/- each	8,086		109.96	109.96
JM Financial India Growth Fund III - Class D units of ₹1,00,000/- each (Partly paid up ₹ 33,000)	5,000		16.50	16.50
			<b>138.36</b>	<b>138.36</b>
<b>d) Investments in Mutual Funds</b>				
<b>Unquoted:</b>				
JM Large Cap Fund - Dividend Option##	16,072		0.01	0.01
JM Overnight Fund - Direct Growth Plan	55,67,488		634.23	634.23
UTI Liquid Cash Plan - Direct Growth Plan	18,769		6.93	6.93
HDFC Liquid Fund - Direct Growth Plan	5,475		2.42	2.42
ICICI Prudential Liquid Fund - Direct Growth Plan	1,52,883		5.09	5.09
Kotak Mahindra Liquid Fund - Direct Growth Plan	7,327		3.33	3.33
Aditya Birla Sun Life Liquid Fund - Direct Growth Plan	1,59,754		5.80	5.80
Axis Liquid Fund - Direct Growth Plan	79,424		19.87	19.87
Nippon India Liquid Fund - Direct Growth Plan	529		0.01	0.01
Franklin Templeton India Liquid Fund - Direct Growth Plan	3,544		1.20	1.20
Mirae Asset Cash Management Fund - Direct Growth Plan	5,486		1.30	1.30
			<b>680.19</b>	<b>680.19</b>
<b>TOTAL</b>		<b>2,152.36</b>	<b>946.13</b>	<b>3,098.49</b>
(i) Investments outside India		142.15	-	142.15
(ii) Investments in India		2,010.21	946.13	2,956.34
<b>TOTAL</b>		<b>2,152.36</b>	<b>946.13</b>	<b>3,098.49</b>

# Denotes amount below ₹ 50,000/-

## Represents initial contribution as a 'Sponsor' towards setting up of JM Financial Mutual Fund.

## 9 OTHER FINANCIAL ASSETS

(₹ in Crore)

	As at March 31, 2024	As at March 31, 2023
Security deposits	8.24	7.60
Receivable in respect of stock option plan	0.33	2.24
Interest accrued	0.04	0.05
Other receivables (refer note 9.1)	1.43	4.37
<b>Total</b>	<b>10.04</b>	<b>14.26</b>

9.1 Include advance, expenses recoverable, etc.

## 10 CURRENT TAX ASSETS (NET)

(₹ in Crore)

	As at March 31, 2024	As at March 31, 2023
Advance Tax (Net of provisions)	146.25	159.60
<b>Total</b>	<b>146.25</b>	<b>159.60</b>

## 11 PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

(₹ in Crore)

Particulars	Gross Carrying Amount			Accumulated Depreciation / Amortisation				Net Carrying Amount	
	As at March 31, 2023	Additions	Deductions	As at March 31, 2024	As at March 31, 2023	Additions	Deductions	As at March 31, 2024	As at March 31, 2024
<b>A) PROPERTY, PLANT AND EQUIPMENT</b>									
<b>Owned assets:</b>									
Office Premises	2.51	-	-	2.51	0.15	0.05	-	0.20	2.31
Furniture and fixtures	0.03	-	-	0.03	0.01	#	-	0.01	0.02
Office equipment	0.20	0.02	-	0.22	0.16	0.03	-	0.19	0.03
Computers	3.90	0.90	-	4.80	3.06	0.51	-	3.57	1.23
Leasehold Improvements	0.55	-	-	0.55	0.24	0.06	-	0.30	0.25
Motor vehicles	2.48	-	-	2.48	2.48	-	-	2.48	-
<b>Leased assets:</b>									
Office premises (Right to use asset) - (refer note 35)	81.85	0.40	-	82.25	33.05	8.77	-	41.82	40.43
Motor vehicles (refer note 11.1)	2.50	1.48	1.30	2.68	1.43	0.65	0.63	1.45	1.23
<b>TOTAL (A)</b>	<b>94.02</b>	<b>2.80</b>	<b>1.30</b>	<b>95.52</b>	<b>40.58</b>	<b>10.07</b>	<b>0.63</b>	<b>50.02</b>	<b>45.50</b>
<b>B) INTANGIBLE ASSETS (refer note 11.2)</b>									
Software	5.36	0.45	-	5.81	2.47	0.82	-	3.29	2.52
<b>TOTAL (B)</b>	<b>5.36</b>	<b>0.45</b>	<b>-</b>	<b>5.81</b>	<b>2.47</b>	<b>0.82</b>	<b>-</b>	<b>3.29</b>	<b>2.52</b>
<b>TOTAL (A+B)</b>	<b>99.38</b>	<b>3.25</b>	<b>1.30</b>	<b>101.33</b>	<b>43.05</b>	<b>10.89</b>	<b>0.63</b>	<b>53.31</b>	<b>48.02</b>

11.1 vendor has a lien over the assets taken on lease.

11.2 The intangibles assets are other than internally generated.

# Denotes amount below ₹ 50,000/-

## Notes

to the Standalone Financial Statements (Contd.)

(₹ in Crore)

Particulars	Gross Carrying Amount			Accumulated Depreciation / Amortisation				Net Carrying Amount
	As at March 31, 2022	Additions	Deductions	As at March 31, 2023	As at March 31, 2022	Additions	Deductions	As at March 31, 2023
<b>A) PROPERTY, PLANT AND EQUIPMENT</b>								
<b>Owned assets:</b>								
Office Premises	2.51	-	-	2.51	0.10	0.05	-	2.36
Furniture and fixtures	0.03	-	-	0.03	0.01	#	-	0.02
Office equipment	0.19	0.01	-	0.20	0.13	0.03	-	0.16
Computers	3.41	0.49	-	3.90	2.60	0.46	-	3.06
Leasehold Improvements	0.55	-	-	0.55	0.18	0.06	-	0.24
Motor vehicles	2.48	-	-	2.48	2.40	0.08	-	2.48
<b>Leased assets:</b>								
Office premises (Right to use asset) - (refer note 35)	81.04	2.14	1.33	81.85	24.79	8.88	0.62	33.05
Motor vehicles (refer note 11.1)	1.80	0.85	0.15	2.50	1.10	0.48	0.15	1.43
<b>TOTAL (A)</b>	<b>92.01</b>	<b>3.49</b>	<b>1.48</b>	<b>94.02</b>	<b>31.31</b>	<b>10.04</b>	<b>0.77</b>	<b>40.58</b>
<b>B) INTANGIBLE ASSETS (refer note 11.2)</b>								
Software	2.96	2.40	-	5.36	2.07	0.40	-	2.47
<b>TOTAL (B)</b>	<b>2.96</b>	<b>2.40</b>	<b>-</b>	<b>5.36</b>	<b>2.07</b>	<b>0.40</b>	<b>-</b>	<b>2.47</b>
<b>TOTAL (A+B)</b>	<b>94.97</b>	<b>5.89</b>	<b>1.48</b>	<b>99.38</b>	<b>33.38</b>	<b>10.44</b>	<b>0.77</b>	<b>43.05</b>

11.1 vendor has a lien over the assets taken on lease.

11.2 The intangible assets are other than internally generated.

# Denotes amount below ₹ 50,000/-

## 12 OTHER NON FINANCIAL ASSETS

(₹ in Crore)

	As at March 31, 2024	As at March 31, 2023
Capital advances	0.26	-
Balances with Government authorities	8.46	3.38
Prepaid expenses	1.66	0.68
<b>Total</b>	<b>10.38</b>	<b>4.06</b>

## 13 TRADE PAYABLES

(₹ in Crore)

	As at March 31, 2024	As at March 31, 2023
Total outstanding dues of micro and small enterprises (refer note 13.1)	0.36	0.03
Total outstanding dues of creditors other than micro and small enterprises (refer note 37)	21.25	7.63
<b>Total</b>	<b>21.61</b>	<b>7.66</b>

13.1 Dues to Micro and Small Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 are as under

(₹ in Crore)

	As at March 31, 2024	As at March 31, 2023
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	0.36	0.03
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-
<b>Total</b>	<b>0.36</b>	<b>0.03</b>

13.2 Trade payable ageing schedule:

(₹ in Crore)

Particulars	Unbilled dues	Trade Payables which are not due	Outstanding for following periods from due date of payment				As at March 31, 2024 Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	0.36	-	-	-	0.36
(ii) Others	4.96	-	16.14	-	0.02	0.13	21.25
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-	-
<b>Total</b>	<b>4.96</b>	<b>-</b>	<b>16.50</b>	<b>-</b>	<b>0.02</b>	<b>0.13</b>	<b>21.61</b>

(₹ in Crore)

Particulars	Unbilled dues	Trade Payables which are not due	Outstanding for following periods from due date of payment				As at March 31, 2023 Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	0.03	-	-	-	0.03
(ii) Others	0.62	-	7.00	-	-	0.01	7.63
(iii) Disputed dues – MSME	-	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-	-
<b>Total</b>	<b>0.62</b>	<b>-</b>	<b>7.03</b>	<b>-</b>	<b>-</b>	<b>0.01</b>	<b>7.66</b>

#Denotes amount below ₹ 50,000/-

## 14 LEASE LIABILITIES

(₹ in Crore)

	As at March 31, 2024	As at March 31, 2023
<b>At Amortised cost</b>		
Lease liability for office premises (refer note 35)	52.71	59.59
Lease liability for motor vehicles (refer note 14.1 and 35)	1.35	1.16
<b>Total</b>	<b>54.06</b>	<b>60.75</b>

14.1 Secured by way of hypothecation of vehicles.

## Notes

to the Standalone Financial Statements (Contd.)

### 15 OTHER FINANCIAL LIABILITIES

	(₹ in Crore)	
	As at March 31, 2024	As at March 31, 2023
Employee benefits payable	74.33	45.89
Provision for Corporate Social Responsibility (CSR) Expenditure	1.80	2.55
Directors' commission payable	1.53	1.51
Unclaimed dividend	1.21	1.56
Security Deposits	0.86	1.02
<b>Total</b>	<b>79.73</b>	<b>52.53</b>

### 16 PROVISIONS

	(₹ in Crore)	
	As at March 31, 2024	As at March 31, 2023
For Employee benefits:		
- Gratuity (refer note 36)	10.39	8.36
- Compensated absence	2.06	3.95
For Clawback obligation	-	1.74
<b>Total</b>	<b>12.45</b>	<b>14.05</b>

### 17 DEFERRED TAX LIABILITIES (NET)

	(₹ in Crore)	
	As at March 31, 2024	As at March 31, 2023
Investments	115.43	115.43
Net fair value gain on financial assets measured at FVTPL	37.00	23.80
Fiscal allowance on Property, Plant & Equipments	(0.37)	(0.77)
Fiscal allowance on expenditure, etc.	(3.86)	(3.66)
Impairment loss allowance on financial assets measured at cost	(0.48)	(0.74)
Disallowances under section 43B of the Income Tax Act, 1961	(3.12)	(2.14)
Share issue expenses (Section 35D of the Income Tax Act, 1961)	(0.56)	(1.09)
Amalgamation expenses (Section 35DD of the Income Tax Act, 1961)	(0.05)	(0.07)
<b>Total</b>	<b>143.99</b>	<b>130.76</b>

17.1 The following table shows deferred tax recorded in the balance sheet and changes recorded in the Income tax expense:

#### For the year ended March 31, 2024

	(₹ in Crore)			
	Opening balance	Recognised in Statement of Profit and Loss	Recognised in other comprehensive income	Closing balance
<b>Deferred tax (asset) / liability</b>				
Investments	115.43	-	-	115.43
Net fair value gain on financial assets measured at FVTPL	23.80	13.20	-	37.00
Fiscal allowance on Property, Plant & Equipments	(0.77)	0.40	-	(0.37)
Fiscal allowance on expenditure, etc.	(3.66)	(0.20)	-	(3.86)
Impairment loss allowance on financial assets measured at cost	(0.74)	0.26	-	(0.48)
Disallowances under section 43B of the Income Tax Act, 1961	(2.14)	(0.58)	(0.40)	(3.12)
Share issue expenses (Section 35D of the Income Tax Act, 1961)	(1.09)	0.53	-	(0.56)
Amalgamation expenses (Section 35DD of the Income Tax Act, 1961)	(0.07)	0.02	-	(0.05)
<b>Total</b>	<b>130.76</b>	<b>13.63</b>	<b>(0.40)</b>	<b>143.99</b>

#### For the year ended March 31, 2023

	(₹ in Crore)			
	Opening balance	Recognised in Statement of Profit and Loss	Recognised in other comprehensive income	Closing balance
<b>Deferred tax (asset) / liability</b>				
Investments	115.43	-	-	115.43
Net fair value gain on financial assets measured at FVTPL	21.99	1.81	-	23.80
Fiscal allowance on Property, Plant & Equipments	(0.83)	0.06	-	(0.77)
Fiscal allowance on expenditure, etc.	(3.17)	(0.49)	-	(3.66)
Impairment loss allowance on financial assets measured at cost	(0.29)	(0.45)	-	(0.74)
Disallowances under section 43B of the Income Tax Act, 1961	(1.99)	(0.10)	(0.05)	(2.14)
Share issue expenses (Section 35D of the Income Tax Act, 1961)	(1.62)	0.53	-	(1.09)
Amalgamation expenses (Section 35DD of the Income Tax Act, 1961)	-	(0.07)	-	(0.07)
<b>Total</b>	<b>129.52</b>	<b>1.29</b>	<b>(0.05)</b>	<b>130.76</b>

### 18 OTHER NON FINANCIAL LIABILITIES

	(₹ in Crore)	
	As at March 31, 2024	As at March 31, 2023
Statutory dues	28.70	9.61
Others	2.26	1.28
<b>Total</b>	<b>30.96</b>	<b>10.89</b>

### 19 EQUITY SHARE CAPITAL

	(₹ in Crore)	
	As at March 31, 2024	As at March 31, 2023
<b>Authorised:</b>		
152,02,00,000 (Previous year 152,02,00,000) equity shares of ₹ 1/- each	152.02	152.02
4,38,00,000 (Previous year 4,38,00,000) preference shares of ₹ 10/- each	43.80	43.80
	<b>195.82</b>	<b>195.82</b>
<b>Issued, Subscribed and Paid up Capital:</b>		
95,55,92,751 (Previous year 95,48,03,803) equity shares of ₹ 1/- each fully paid-up.	95.56	95.48
<b>Total</b>	<b>95.56</b>	<b>95.48</b>

#### 19.1 Reconciliation of the number of equity shares outstanding:

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number	Amount (₹ in Crore)	Number	Amount (₹ in Crore)
Shares outstanding at the beginning of the year	95,48,03,803	95.48	95,40,55,533	95.41
Shares allotted upon exercise of stock options	7,88,948	0.08	7,48,270	0.07
<b>Shares outstanding at the end of the year</b>	<b>95,55,92,751</b>	<b>95.56</b>	<b>95,48,03,803</b>	<b>95.48</b>

#### 19.2 Terms and rights attached to equity shares:

The Company has only one class of equity shares. The shareholders are entitled to one vote per share, dividend, as and when declared by the Board of directors and shareholders and residual assets, if any, after payment of all liabilities, in the event of liquidation of the Company.

## Notes

to the Standalone Financial Statements (Contd.)

### 19.3 Details of shareholders holding more than 5 percent shares:

Name of Shareholders	As at March 31, 2024		As at March 31, 2023	
	No. of Shares held	% of total holding	No. of Shares held	% of total holding
J. M. Financial & Investment Consultancy Services Private Limited	22,96,09,100	24.03%	22,81,09,100	23.89%
Nimesh Kampani*	12,57,50,000	13.16%	12,57,50,000	13.17%
J. M. Assets Management Private Limited	10,68,92,908	11.19%	10,68,92,908	11.20%
ICICI Prudential (various schemes)	5,08,87,825	5.33%	4,85,04,183	5.08%

\* includes 12,50,000 equity shares held by Nimesh Kampani HUF.

### 19.4 Details of promoter and promoters group:

Shares held by promoter and promoters group at the end of the year

Sr No	Name of the Promoter & promoters group	No of shares as at March 31, 2024	Percentage of total shares as at March 31, 2024	No of shares as at March 31, 2023	Percentage of total shares as at March 31, 2023	Percentage of change during the year
1	J.M. Financial & Investment Consultancy Services Private Limited	22,96,09,100	24.03%	22,81,09,100	23.89%	0.14%
2	Nimesh Kampani*	12,57,50,000	13.16%	12,57,50,000	13.17%	(0.01%)
3	Aruna Kampani	3,00,51,250	3.14%	3,15,51,250	3.30%	(0.16%)
4	Vishal Kampani	1,30,00,000	1.36%	1,30,00,000	1.36%	-
5	Amishi Akash Gambhir	80,00,000	0.84%	80,00,000	0.84%	-
6	Shiv Vishal Kampani	12,00,000	0.13%	12,00,000	0.13%	-
7	J. M. Assets Management Private Limited	10,68,92,908	11.19%	10,68,92,908	11.20%	(0.01%)
8	JSB Securities Limited	65,05,000	0.68%	65,05,000	0.68%	-
9	SNK Investments Private Limited #	-	-	1,21,60,000	1.27%	(1.27%)
10	Persepolis Investment Company Private Limited #	1,66,95,000	1.75%	23,50,000	0.25%	1.50%
11	Kampani Consultants Limited #	-	-	21,85,000	0.23%	(0.23%)
12	JM Financial Trustee Company Private Limited	16,30,000	0.17%	16,30,000	0.17%	-

\*includes 12,50,000 equity shares held by Nimesh Kampani HUF.

# Pursuant to the order issued by Hon'ble National Company Law Tribunal dated May 18, 2023, the shareholdings of SNK Investments Private Limited and Kampani Consultants Limited have been transferred/merged with Persepolis Investment Company Private Limited.

19.5 Details of the Shares reserved for issue under Employee Stock Options Plan (ESOP) of the Company are disclosed in Note 31.

## 20 OTHER EQUITY

	₹ in Crore)	
	As at March 31, 2024	As at March 31, 2023
Share application money pending allotment	-	-
Capital reserve	4.16	4.16
Securities premium reserve	2,042.27	2,035.48
General reserve	201.83	201.83
Statutory reserve	59.44	59.44
Capital redemption reserve	12.89	12.89
Stock option outstanding	8.11	13.79
Deferred employee compensation	(1.96)	(0.40)
<b>Stock option outstanding</b>	<b>6.15</b>	<b>13.39</b>
Retained earnings	1,687.23	1,464.77
<b>Total</b>	<b>4,013.97</b>	<b>3,791.96</b>

### Movement in Other Equity

	₹ in Crore)	
	As at March 31, 2024	As at March 31, 2023
<b>Share application money pending allotment</b>	-	-
<b>Capital reserve</b>	<b>4.16</b>	<b>4.16</b>
<b>Securities premium reserve</b>		
Opening balance	2,035.48	2,029.26
Add: On shares allotted upon exercise of stock options by the Employees	6.79	6.22
<b>Closing balance</b>	<b>2,042.27</b>	<b>2,035.48</b>
<b>General reserve</b>	<b>201.83</b>	<b>201.83</b>
<b>Statutory reserve</b> (under section 45-IC of The Reserve Bank of India Act, 1934)	<b>59.44</b>	<b>59.44</b>
<b>Capital redemption reserve</b>	<b>12.89</b>	<b>12.89</b>
<b>Stock option outstanding</b>		
Opening balance	13.79	17.53
Add: Additions on account of fresh grants during the year	1.50	3.32
Less: Transferred to securities premium upon exercise of stock options	(6.57)	(6.22)
Less: Reduction on account of options lapsed during the year	(0.61)	(0.84)
	8.11	13.79
Less: Deferred employee compensation	(1.96)	(0.40)
<b>Closing balance</b>	<b>6.15</b>	<b>13.39</b>
<b>Retained earnings:</b>		
<b>Opening balance</b>	<b>1,464.77</b>	<b>1,404.13</b>
Add: Profit for the year	309.60	256.45
Add/(less): Other Comprehensive Income	(1.21)	(0.13)
Less: Dividends paid		
Final dividend	(85.93)	(109.75)
Interim dividend	-	(85.93)
<b>Closing balance</b>	<b>1,687.23</b>	<b>1,464.77</b>
<b>Total</b>	<b>4,013.97</b>	<b>3,791.96</b>

20.1 Share application money pending allotment represents equity shares to be issued pursuant to Employee Stock Option Scheme.

20.2 Capital reserve and capital redemption reserves represents reserves created pursuant to the business combination up to year end.

20.3 Securities premium reserve represents premium received on equity shares issued, which can be utilised only in accordance with the provisions of the Companies Act, 2013 for specified purposes.

20.4 General reserve is created from time to time by transferring profits from retained earnings and can be utilised for purposes such as dividend payout, bonus issue, etc.

20.5 Statutory reserve is the reserve created by transferring the sum not less than 20% of its net profit after tax in terms of Section 45-IC of The Reserve Bank of India Act, 1934.

20.6 Stock option outstanding relates to the stock options granted by the Company to employees under an Employee Stock options Plan (refer note 31).

20.7 Retained earnings represents profits that the company earned till date, less any transfers to General Reserve, Statutory Reserves, Dividends and other distributions paid to the shareholders.

## Notes

to the Standalone Financial Statements (Contd.)

### 21 INTEREST INCOME

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>At Amortised Cost</b>		
Interest on Loans	89.13	64.45
Interest on investments	0.44	2.12
<b>Total</b>	<b>89.57</b>	<b>66.57</b>

### 22 FEES AND COMMISSION INCOME

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Management and other fees	508.24	259.97
<b>Total</b>	<b>508.24</b>	<b>259.97</b>

### 23 NET GAIN ON FAIR VALUE CHANGES

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Net gain on financial instruments designated at FVTPL (Refer note 23.1)	120.12	76.40
<b>Total</b>	<b>120.12</b>	<b>76.40</b>

#### 23.1 Net gain/(loss) on fair value changes:

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
-Realised	53.05	50.61
-Unrealised	67.07	25.79
<b>Total</b>	<b>120.12</b>	<b>76.40</b>

### 24 OTHER INCOME

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Dividend from investments in subsidiaries	87.18	140.22
Dividend from other investments	6.08	3.36
Interest income –others (refer note 24.1)	3.01	1.49
Finance income on rent deposit	0.60	0.54
Group Support Service Fees	4.98	4.48
Lease rent	0.44	0.38
Miscellaneous income	0.19	2.05
<b>Total</b>	<b>102.48</b>	<b>152.52</b>

24.1 Interest income is earned on financial assets carried at amortised cost.

### 25 FINANCE COSTS

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>On financial liabilities (at Amortised Cost):</b>		
- Lease liabilities (refer note 35)	5.43	6.04
- Others	0.07	0.09
<b>Total</b>	<b>5.50</b>	<b>6.13</b>

### 26 IMPAIRMENT ON FINANCIAL INSTRUMENTS

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>On Financial instruments (at Amortised Cost):</b>		
- Loans	(1.12)	(3.18)
- Loans written off	-	5.00
- Trade receivable	(2.53)	-
<b>Total</b>	<b>(3.65)</b>	<b>1.82</b>

### 27 EMPLOYEE BENEFITS EXPENSE

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, bonus and allowances (refer note 31)	171.52	140.92
Contribution to provident and other funds	5.13	3.44
Gratuity (refer note 36)	1.41	0.80
Staff welfare expenses	5.79	1.87
<b>Total</b>	<b>183.85</b>	<b>147.03</b>

### 28 OTHER EXPENSES

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Corporate Social Responsibility (refer note 42)	3.69	3.54
Legal and professional fees	5.87	3.12
Support service fees	16.23	7.64
Rates and taxes	2.05	2.70
Travelling and conveyance expenses	2.17	2.26
Directors' commission	1.53	1.51
Subscription and membership	1.47	1.46
Donation	1.10	1.10
Insurance expenses	1.39	1.93
Motor car expenses	1.24	0.80
Directors' sitting fees	0.60	0.73
Repairs and maintenance	0.73	1.03
Advertisement and other related expenses	1.60	1.02
Auditors' remuneration (refer note 34)	0.59	0.59
Electricity expenses	0.75	0.67
Printing and stationery expenses	0.27	0.50

## Notes

to the Standalone Financial Statements (Contd.)

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Information technology expenses	1.23	3.25
Communication expenses	0.25	0.34
Fund Expenses	3.58	-
Miscellaneous expenses	2.93	3.98
<b>Total</b>	<b>49.27</b>	<b>38.17</b>

### 29 TAX EXPENSE

	(₹ in Crore)	
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Current tax	88.00	40.15
Deferred tax	13.63	1.29
Tax adjustment of earlier years (net)	(1.03)	(1.22)
<b>Total income tax expenses recognised in Statement of Profit and Loss</b>	<b>100.60</b>	<b>40.22</b>
Income Tax expense recognised in OCI	(0.40)	(0.05)

#### Reconciliation of total tax charge

	(₹ in Crore)	
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Income tax expense for the year reconciled to the accounting profit:</b>		
Profit before tax	410.20	296.67
Income tax rate	25.168%	25.168%
Income tax expense	103.23	74.67
<b>Tax Effect of:</b>		
Effect of income that is exempt from tax	(21.63)	(36.14)
Items that are allowable or disallowable in determining taxable profits (net)	1.27	1.10
Loss/ (Income) taxable at differential rate (net)	(5.05)	(2.46)
Deferred Tax not created	22.25	-
Adjustment in respect of earlier years (net)	(1.03)	(1.22)
Tax effect on unrecognized deferred tax assets	-	4.18
Others	1.56	0.09
<b>Total</b>	<b>(2.63)</b>	<b>(34.45)</b>
<b>Income tax expense recognised in Statement of Profit and Loss</b>	<b>100.60</b>	<b>40.22</b>

### 30 CONTINGENT LIABILITIES AND COMMITMENTS:

#### 30.1 Contingent liabilities\* :

	(₹ in Crore)	
Particulars	As at March 31, 2024	As at March 31, 2023
<b>(i) Income Tax Matters under dispute:</b>		
Primarily relates to demands received from income tax authorities for various assessment years, on account of disallowances of expenses u/s 14A of the Income Tax Act, 1961, etc.	41.92	38.67
<b>(ii) Service Tax Matters under dispute:</b>		
Relates to demand received from central excise and service tax authorities in respect of Service Tax on FII Brokerage received in provision of Stock Broking Services, etc.	9.00	9.00

\*In respect of above disputed demand, the Company is hopeful of succeeding in appeals and as such does not expect any significant liability to materialize.

#### 30.2 Commitments:

	(₹ in Crore)	
Particulars	As at March 31, 2024	As at March 31, 2023
a) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	0.16	-
b) Estimated amount of commitment towards investment and other obligations	207.23	44.51

### 31 EMPLOYEE STOCK OPTION SCHEME (ESOS)

The Employee Stock Option Scheme ("the Scheme") provides for grant of stock options to the eligible employees and/or directors ("the Employees") of the Company and/or its subsidiaries. The Stock Options are granted at an exercise price, which is either equal to the fair market price or at a premium, or at a discount to market price as may be determined by the Nomination and Remuneration Committee of the Board of the Company.

During the financial year 2023-24, the Nomination and Remuneration Committee has granted 2,19,999 options (previous year - 11,90,779 options) to the Employees, that will vest in a graded manner and which can be exercised within a specified period. Details of options granted are as follows:

Series	No. of options granted	Exercise price per option (₹)
Series 17	99,999	1.00
Series 18	1,20,000	1.00

The details of options are as under:

	For the year ended March 31, 2024	For the year ended March 31, 2023
Outstanding at the beginning of the year	23,41,609	20,23,075
Add: Granted during the year	2,19,999	11,90,779
Less: Exercised and shares allotted during the year	7,88,948	7,48,270
Less: Forfeited/cancelled during the year	-	-
Less: Lapsed during the year	1,92,633	1,23,975
Outstanding at end of year	15,80,027	23,41,609
Exercisable at end of year	5,16,594	7,83,731

The Company follows fair value based method of accounting for determining compensation cost for its stock-based compensation scheme. The fair value of each stock options granted during the current year and previous year is mentioned in the table below. The fair value has been calculated by applying Black and Scholes model as valued by an independent valuer.

Details of options granted during the year based on the graded vesting and their fair value are as under:

#### For Series 17:

Tranches	% of Options to be vested	No. of options granted	Vesting date	Fair value per option (₹)
Tranche-1	33.33%	33,333	April 25, 2024	55.32
Tranche-2	33.33%	33,333	April 25, 2025	53.74
Tranche-3	33.33%	33,333	April 25, 2026	52.21
		<b>99,999</b>		

The following table summarizes the assumptions used in calculating the grant date fair value:

Tranches	Life of the Option (in years)	Risk-free interest rate	Volatility	Dividend Yield
Tranche-1	2.75	7.06%	0.3541	2.96%
Tranche-2	3.75	7.10%	0.4287	2.96%
Tranche-3	4.75	7.12%	0.4269	2.96%

## Notes

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### For Series 18:

Tranches	% of Options to be vested	No. of options granted	Vesting date	Fair value per option (₹)
Tranche-1	10%	12,000	November 3, 2024	83.07
Tranche-2	20%	24,000	November 3, 2025	81.44
Tranche-3	30%	36,000	November 3, 2026	79.85
Tranche-4	40%	48,000	November 3, 2027	78.67
		<b>1,20,000</b>		

The following table summarizes the assumptions used in calculating the grant date fair value:

Tranches	Life of the Option (in years)	Risk-free interest rate	Volatility	Dividend Yield
Tranche-1	2.75	7.42%	0.3579	2.03%
Tranche-2	3.75	7.43%	0.4182	2.03%
Tranche-3	4.75	7.42%	0.4152	2.03%
Tranche-4	5.50	7.47%	0.4183	2.03%

### Details of options granted under various series are as under:

	Series 10	Series 11	Series 12	Series 13	Series 14	Series 15	Series 16	Series 17	Series 18
Grant date	20/04/2017	12/04/2018	18/04/2019	17/04/2020	05/05/2022	05/05/2022	14/11/2022	25/04/2023	03/11/2023
Options granted	23,19,636	18,48,018	6,62,130	18,56,913	38,166	51,849	11,00,764	99,999	1,20,000
Options exercised till March 31, 2024	19,44,944	13,77,792	4,39,711	11,77,670	12,722	Nil	15,300	N.A.	N.A.
Options forfeited/cancelled till March 31, 2024	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Options lapsed till March 31, 2024	3,43,266	3,48,380	1,45,311	5,01,588	Nil	Nil	2,10,764	Nil	Nil
Outstanding at the end of the year	31,426	1,21,846	77,108	1,77,655	25,444	51,849	8,74,700	99,999	1,20,000
Exercisable at the end of the year	31,426	1,21,846	77,108	1,77,655	Nil	17,283	91,276	N.A.	N.A.
Vesting of options	1/3rd Options each on completion of first, second and third year from the date of grant of options	1/3rd Options each on completion of first, second and third year from the date of grant of options	1/3rd Options each on completion of first, second and third year from the date of grant of options	1/3rd Options each on completion of first, second and third year from the date of grant of options	1/3rd Options each on completion of first, second and third year from the date of grant of options	1/3rd Options each on completion of first, second and third year from the date of grant of options	10%, 20%, 30% and 40% respectively on completion of first, second, third and fourth year from the date of grant of options	1/3rd Options each on completion of first, second and third year from the date of grant of options	10%, 20%, 30% and 40% respectively on completion of first, second, third and fourth year from the date of grant of options
Exercise period	Within 7 years from the date of grant	Within 7 years from the date of grant	Within 7 years from the date of grant	Within 7 years from the date of grant	Within 7 years from the date of grant	Within 7 years from the date of grant	Within 7 years from the date of grant	Within 7 years from the date of grant	Within 7 years from the date of grant
Exercise price (refer note[i] below)	₹ 1.00	₹ 1.00	₹ 1.00	₹ 1.00	₹ 78.60	₹ 1.00	₹ 83.00	₹ 1.00	₹ 1.00

	Series 10	Series 11	Series 12	Series 13	Series 14	Series 15	Series 16	Series 17	Series 18
Pricing formula	As was determined by the Nomination and Remuneration Committee at its meeting held on April 20, 2017	As was determined by the Nomination and Remuneration Committee at its meeting held on April 12, 2018	As was determined by the Nomination and Remuneration Committee at its meeting held on April 18, 2019	As was determined by the Nomination and Remuneration Committee at its meeting held on April 17, 2020	As was determined by the Nomination and Remuneration Committee at its meeting held on May 5, 2022	As was determined by the Nomination and Remuneration Committee at its meeting held on May 5, 2022	As was determined by the Nomination and Remuneration Committee at its meeting held on November 14, 2022	As was determined by the Nomination and Remuneration Committee at its meeting held on April 25, 2023	As was determined by the Nomination and Remuneration Committee at its meeting held on November 3, 2023

- Notes: [i] Additionally during the year, an aggregate amount of ₹ 0.45 crore (Previous year ₹ 0.35 crore) being the difference between the exercise price and fair value of options has been reimbursed by the subsidiary companies with which the Employees are/were employed/associated.
- [ii] As no options were outstanding in respect of Series 1 to Series 9 as on March 31, 2024, the details of options granted has not been included above.
- [iii] Esop cost recognised in Statement of Profit and Loss ₹ 0.80 Crore (Previous year ₹ 0.77 Crore)

### 32 PURSUANT TO SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014, THE DETAILS OF RECEIPT FROM SUBSIDIARIES ARE AS UNDER:

Particulars	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
JM Financial Institutional Securities Limited	0.01	0.17
JM Financial Services Limited*	0.02	(0.13)
JM Financial Products Limited	0.01	0.11
JM Financial Credit Solutions Limited	#	0.02
JM Financial Asset Management Limited	0.41	0.18
JM Financial Capital Limited	-	#
<b>Total</b>	<b>0.45</b>	<b>0.35</b>

# amount below ₹ 50,000

\* on account of options lapsed

### 33 EARNINGS PER EQUITY SHARE (EPS)

Earnings per share is calculated by dividing the profit attributable to the equity shareholders by weighted average number of equity shares outstanding during the year, as under:

Particulars		(₹ in Crore)	
		For the year ended March 31, 2024	For the year ended March 31, 2023
Profit for the year (₹ in Crore)	A	309.60	256.45
Weighted average number of equity shares outstanding during the year for calculating basic earnings per share (Nos.)	B	95,51,73,696	95,46,15,232
Basic earnings per share (in ₹)	A/B	3.24	2.69
Weighted average number of equity shares outstanding during the year for calculating basic earnings per share (Nos.)	B	95,51,73,696	95,46,15,232
Add: Weighted average number of potential equity shares on account of employee stock options	C	3,82,312	5,72,573
Weighted average number of equity shares outstanding during the year for calculating diluted earnings per share (Nos.)	D=B+C	95,55,56,008	95,51,87,805
Diluted earnings per share (in ₹)	A/D	3.24	2.68
Nominal value per share (₹)		1.00	1.00



## Notes

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### 34 PAYMENT TO AUDITORS (EXCLUDING GOODS AND SERVICE TAX)

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Audit fees	0.47	0.35
Certification and other matters	0.07	0.20
Reimbursement of Expenses	0.05	0.04
<b>Total</b>	<b>0.59</b>	<b>0.59</b>

### 35 LEASE TRANSACTIONS

Following are the changes in the carrying value of the leased assets for the year ended March 31, 2024:

Category of leased assets	Gross Block			Accumulated depreciation			Net Block		
	As at April 01, 2023	Addition	Deletion	As at March 31, 2024	As at April 01, 2023	Addition		Deletion	As at March 31, 2024
Office premises	81.85	0.40	-	82.25	33.05	8.77	-	41.82	40.43
Motor vehicles	2.50	1.48	1.30	2.68	1.43	0.65	0.63	1.45	1.23
<b>Total</b>	<b>84.35</b>	<b>1.88</b>	<b>1.30</b>	<b>84.93</b>	<b>34.48</b>	<b>9.42</b>	<b>0.63</b>	<b>43.27</b>	<b>41.66</b>

Following are the changes in the carrying value of the leased assets for the year ended March 31, 2023:

Category of leased assets	Gross Block			Accumulated depreciation			Net Block		
	As at April 01, 2022	Addition	Deletion	As at March 31, 2023	As at April 01, 2022	Addition		Deletion	As at March 31, 2023
Office premises	81.04	2.14	1.33	81.85	24.79	8.88	0.62	33.05	48.80
Motor vehicles	1.80	0.85	0.15	2.50	1.10	0.48	0.15	1.43	1.07
<b>Total</b>	<b>82.84</b>	<b>2.99</b>	<b>1.48</b>	<b>84.35</b>	<b>25.89</b>	<b>9.36</b>	<b>0.77</b>	<b>34.48</b>	<b>49.87</b>

The aggregate depreciation expenses on right to use assets is included under depreciation and amortization expenses in the Statement of Profit and Loss.

The following is the movement in lease liabilities during the year ended March 31, 2024 and March 31, 2023:

Particulars	(₹ in Crore)	
	As at March 31, 2024	As at March 31, 2023
<b>Lease liability for office premises</b>		
Opening balance	59.59	65.29
Additions during the year	0.38	0.55
Finance cost accrued during the year	4.81	5.64
Payment of lease liabilities	(12.07)	(11.89)
<b>Closing balance</b>	<b>52.71</b>	<b>59.59</b>

Particulars	(₹ in Crore)	
	As at March 31, 2024	As at March 31, 2023
<b>Lease liability for motor vehicles</b>		
Opening balance	1.16	0.76
Additions during the year	1.48	0.85
Deletion during the year	(0.71)	-
Finance cost accrued during the year	0.62	0.40
Payment of lease liabilities	(1.20)	(0.85)
<b>Closing balance</b>	<b>1.35</b>	<b>1.16</b>

Table showing contractual maturities of lease liabilities as at March 31, 2024 and March 31, 2023 on an undiscounted basis:

Particulars	(₹ in Crore)	
	As at March 31, 2024	As at March 31, 2023
	<b>Office premises</b>	
Less than One year	12.60	11.95
One to Five years	40.58	52.88
More than Five years	0.21	-
<b>Total</b>	<b>53.39</b>	<b>64.83</b>

Particulars	(₹ in Crore)	
	As at March 31, 2024	As at March 31, 2023
	<b>Motor vehicles</b>	
	<b>Minimum lease Payments</b>	
Not later than one year	0.92	0.80
Later than one year and not later than five years	1.55	1.26
<b>Total</b>	<b>2.47</b>	<b>2.06</b>

The Company does not face significant liquidity risk with regards to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

### 36 EMPLOYEE BENEFITS

#### Defined contribution plans

The Company operates defined contribution plan (Provident fund) for all qualifying employees of the Company. The employees of the Company are members of a retirement contribution plan operated by the government. The Company is required to contribute a specified percentage of payroll cost to the retirement contribution scheme to fund the benefits. The only obligation of the Company with respect to the plan is to make the specified contributions.

The Company's contribution to Provident Fund & other funds aggregating ₹ 5.13 crore (Previous year ₹ 3.44 crore) has been recognised in the Statement of Profit and Loss under the head Employee Benefits Expense.

#### Defined benefit obligation

The Company's liabilities under the Payment of Gratuity Act, 1972 are determined on the basis of actuarial valuation made at the end of each financial year using the projected unit credit method.

The plan is of a final salary defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. The actuarial risks associated are:

#### Interest Rate Risk:

The risk of government security yields falling due to which the corresponding discount rate used for valuing liabilities falls. Such a fall in discount rate will result in a larger value placed on the future benefit cash flows whilst computing the liability and thereby requiring higher accounting provisioning.

#### Longevity Risks:

Longevity risks arises when the quantum of benefits payable under the plan is based on how long the employee lives post cessation of service with the company. The gratuity plan provides the benefit in a lump sum form and since the benefit is not payable as an annuity for the rest of the lives of the employees, there is no longevity risks.

#### Salary Risks:

The gratuity benefits under the plan are related to the employee's last drawn salary. Consequently, any unusual rise in future salary of the employee raises the quantum of benefit payable by the company, which results in a higher liability for the company and is therefore a plan risk for the company.

## Notes

to the Standalone Financial Statements (Contd.)

### a) The principal assumptions used for the purposes of the actuarial valuations were as follows.

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Discount rate	7.15%	7.45%
Expected rate of salary increase	7% per annum	7% per annum
Mortality Rate	Indian Assured Lives Mortality (2012-14) Ult table	Indian Assured Lives Mortality (2012-14) Ult table

### b) Amount recognised in the Statement of Profit and Loss in respect of these defined benefit obligation

(₹ in Crore)

Particulars	As at	As at
	March 31, 2024	March 31, 2023
Current service cost	0.85	0.43
Net interest cost	0.56	0.37
<b>Total amount recognised in the Statement of Profit and Loss.</b>	<b>1.41</b>	<b>0.80</b>
Remeasurements on the net defined benefit liability :		
- Actuarial (gain)/loss from change in demographic assumptions	0.85	-
- Actuarial (gain)/loss from change in financial assumptions	0.16	(0.11)
- Actuarial (gain)/loss from change in experience adjustments	0.60	0.29
<b>Total amount recognised in other comprehensive income</b>	<b>1.61</b>	<b>0.18</b>

# amount below ₹ 50,000

The current service cost and the net interest expense for the year are included in the 'Employee benefit expense' line item in the Statement of Profit and Loss.

### c) Movement in the present value of the defined benefit obligation are as follows:

(₹ in Crore)

Particulars	As at	As at
	March 31, 2024	March 31, 2023 (Restated)
Opening defined benefit obligation	8.36	5.44
Current service cost	0.85	0.43
Interest cost	0.56	0.37
<b>Remeasurements (gains)/losses:</b>		
Actuarial (gain)/loss from change in demographic assumptions	0.85	-
Actuarial (gain)/loss from change in financial assumptions	0.16	(0.11)
Actuarial (gain)/loss from change in experience adjustments	0.60	0.29
Benefits paid	(1.20)	(0.64)
Liabilities assumed/(settled)	0.21	2.58
<b>Closing defined benefit obligation</b>	<b>10.39</b>	<b>8.36</b>

### d) Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonable possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis are as follows:

(₹ in Crore)

Particulars	As at	As at
	March 31, 2024	March 31, 2023 (Restated)
Defined benefit obligation (base)	10.39	8.36

Particulars	As at March 31, 2024		As at March 31, 2023 (Restated)	
	Discount rate	Salary Escalation rate	Discount rate	Salary Escalation rate
Defined benefit obligation on increase in 50 bps	10.13	10.51	8.06	8.50
Impact of increase in 50 bps on DBO	-2.44%	1.21%	-3.54%	1.68%
Defined benefit obligation on decrease in 50 bps	10.65	10.26	8.87	8.22
Impact of decrease in 50 bps on DBO	2.57%	-1.20%	3.80%	-1.67%

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

There is no change in the method of valuation for the prior periods in preparing the sensitivity analysis. For change in assumptions refer to note (a) above.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation asset recognised in the balance sheet.

### e) Projected benefits payable:

(₹ in Crore)

Particulars	For the year ended	For the year ended
	March 31, 2024	March 31, 2023
Expected benefits for year 1	2.36	1.35
Expected benefits for year 2	1.61	0.27
Expected benefits for year 3	1.40	0.65
Expected benefits for year 4	1.21	0.70
Expected benefits for year 5	1.36	0.65
Expected benefits for year 6	0.97	0.72
Expected benefits for year 7	0.58	0.18
Expected benefits for year 8	0.88	0.19
Expected benefits for year 9	0.56	0.48
Expected benefits for year 10 and above	5.22	6.84

The weighted average duration of the defined benefit obligation is 5.02 years (previous year 7.33 years)

### f) The new Code on Social Security, 2020 has been enacted, which could impact the contributions by the Company towards Provident Fund and Gratuity. The effective date from which the changes are applicable is yet to be notified and the rules are yet to be framed. The Company will complete its evaluation and will give appropriate impact in the financial statements in the period in which the Code becomes effective and the related rules are published.

## 37 DISCLOSURE IN RESPECT OF RELATED PARTIES PURSUANT TO IND AS 24 ON 'RELATED PARTY DISCLOSURES':

### List of related parties

#### l) Parties where control exists:

#### Subsidiaries

- JM Financial Institutional Securities Limited (IED)
- JM Financial Services Limited (Financial Services)
- JM Financial Properties and Holdings Limited (Properties)
- Infinite India Investment Management Limited (Infinite)
- JM Financial Commtrade Limited (Commtrade)

## Notes

to the Standalone Financial Statements (Contd.)

CR Retail Malls (India) Limited (CRRM)  
 JM Financial Capital Limited (Capital)\*  
 JM Financial Products Limited (Products)  
 JM Financial Credit Solutions Limited (Credit Solutions)  
 JM Financial Home Loans Limited (Home Loans)  
 JM Financial Asset Management Limited (AMC)  
 JM Financial Asset Reconstruction Company Limited and its subsidiaries (ARC)  
 JM Financial Overseas Holdings Private Limited (Overseas)  
 JM Financial Singapore Pte Ltd (Singapore)  
 JM Financial Securities, Inc. (USA)  
 Astute Investments (Astute) [Partnership Firm]  
 ARB Maestro (ARB) [Association of Persons (AOP)] (w.e.f. May 30, 2022)

### II) Parties with whom the transactions were carried out during the current / previous year

#### a) Associate

JM Financial Trustee Company Private Limited (Trustee)

#### b) Key management personnel

Mr. Nimesh Kampani (NNK) - Non-executive Chairman  
 Mr. Vishal Kampani (VNK) – Non-executive Vice Chairman  
 Mr. Adi Patel (ARP) – Joint Managing Director (Managing Director w.e.f. April 1, 2024)  
 Mr. Atul Mehra (ASM) – Joint Managing Director (upto March 28, 2024)

#### Independent Directors:

Mr. E A Kshirsagar (EAK) (up to July 2, 2022)  
 Mr. Paul Zuckerman (PSZ) (up to July 2, 2022)  
 Dr. Vijay Kelkar (VLK) (up to July 2, 2022)  
 Mr. Keki Dadiseth (KBD) (up to July 2, 2022)  
 Ms. Jagi Mangat Panda (JMP)  
 Ms. Roshini Bakshi (RHB)  
 Mr. P S Jayakumar (PSJ)  
 Mr. Navroz Udawadia (NDU)  
 Mr. Pradip Kanakia (PMK)  
 Mr. Sumit S Bose (SSB)

#### c) Close Members of the Family (Relatives) of Key management personnel

Mr. Nimesh Kampani (NNK)  
 Ms. Aruna N Kampani (ARNK)  
 Ms. Amishi Gambhir (AG)  
 Ms. Madhu Kampani (MVK)  
 Ms. Avantika Kampani (AVK)  
 Mr. Shiv Kampani (SVK)

Ms. Suvidha Atul Mehra (SAM) (upto March 28, 2024)  
 Ms. Sammiksha Atul Mehra (SMM) (upto March 28, 2024)  
 Ms. Sasha Atul Mehra (SSM) (upto March 28, 2024)  
 Mrs. Santosh Mehra (SM) (upto March 28, 2024)  
 Ms. Zenobia Adi Patel (ZAP)  
 Mr. Kaizad Adi Patel (KAP)  
 Ms. Winifer Adi Patel (WAP)  
 Mrs. Lalitha Rajan (LR)

#### d) Individual exercising control or significant influence in reporting entity i.e. the company and close members of the family (relatives) of any such person

Mr. Nimesh Kampani (NNK)

#### Close Members of the Family (Relatives):

Ms. Aruna N Kampani (ARNK)  
 Mr. Vishal Kampani (VNK)  
 Ms. Amishi Gambhir (AG)  
 Mr. Harith Kampani (HK)  
 Mr. Anil Kampani (AK)

#### e) Entities where close members of the family (relatives) of key management personnel are able to exercise significant influence

J.M. Financial & Investment Consultancy Services Private Limited (JMFICS)  
 J. M. Assets Management Private Limited (J.M.Assets)  
 JM Financial Trustee Company Private Limited (Trustee)  
 JSB Securities Limited (JSB)  
 Kampani Consultants Limited (KCL)\*\*  
 Persepolis Investment Company Private Limited (PICPL)\*\*  
 SNK Investments Private Limited (SNK)\*\*  
 Kampani Properties and Holdings Limited (KPHL)  
 Capital Market Publishers India Private Limited (CMPL)  
 DayOne Learning Solutions (OPC) Private Limited (DayOne)

\*Pursuant to the NCLT order approving the Scheme of Arrangement (the “Scheme”) on April 20, 2023 with the appointed date being April 1, 2023, JM Financial Capital Limited has been merged with JM Financial Services Limited.

\*\*Pursuant to the NCLT order dated May 18, 2023, SNK Investments Private Limited and Kampani Consultants Limited have been merged with Persepolis Investment Company Private Limited.

Related Party Disclosures:

	Subsidiaries*		Associate		Key Management Personnel		Individual exercising control or significant influence in reporting entity and close members of the family of any such person / Close Members of the Family (Relatives) of Key management personnel		Entities where close member of the family of key management personnel are able to exercise significant influence		Total (₹ in Crore)	
	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
<b>Investments made in</b>												
Financial Services	159.99	42.00	-	-	-	-	-	-	-	-	159.99	42.00
Overseas	-	81.88	-	-	-	-	-	-	-	-	-	81.88
<b>Employee related liabilities</b>												
<b>transfers to</b>												
Credit Solutions	-	0.02	-	-	-	-	-	-	-	-	-	0.02
Products	0.02	-	-	-	-	-	-	-	-	-	0.02	-
Infinite	0.01	-	-	-	-	-	-	-	-	-	0.01	-
Home Loans	0.13	-	-	-	-	-	-	-	-	-	0.13	-
<b>Employee related liabilities</b>												
<b>transfers from</b>												
IED	0.08	0.02	-	-	-	-	-	-	-	-	0.08	0.02
Credit Solutions	0.08	-	-	-	-	-	-	-	-	-	0.08	-
Financial Services	0.10	0.04	-	-	-	-	-	-	-	-	0.10	0.04
AMC	-	0.01	-	-	-	-	-	-	-	-	-	0.01
Products	0.10	-	-	-	-	-	-	-	-	-	0.10	-
Home Loans	0.01	-	-	-	-	-	-	-	-	-	0.01	-
<b>ICDs placed</b>												
ARC	541.00	647.00	-	-	-	-	-	-	-	-	541.00	647.00
Products	3,955.00	2,462.00	-	-	-	-	-	-	-	-	3,955.00	2,462.00
Properties	981.50	679.75	-	-	-	-	-	-	-	-	981.50	679.75
Financial Services	1,881.00	1,180.00	-	-	-	-	-	-	-	-	1,881.00	1,180.00
IED	470.50	120.00	-	-	-	-	-	-	-	-	470.50	120.00
Home Loans	85.00	20.00	-	-	-	-	-	-	-	-	85.00	20.00
Capital	-	550.00	-	-	-	-	-	-	-	-	-	550.00
AMC	15.00	-	-	-	-	-	-	-	-	-	15.00	-
<b>ICDs repaid by</b>												
ARC	806.00	821.70	-	-	-	-	-	-	-	-	806.00	821.70
Properties	860.35	679.75	-	-	-	-	-	-	-	-	860.35	679.75
Products	4,105.00	2,312.00	-	-	-	-	-	-	-	-	4,105.00	2,312.00
Financial Services	1,881.00	1,180.00	-	-	-	-	-	-	-	-	1,881.00	1,180.00
IED	470.50	120.00	-	-	-	-	-	-	-	-	470.50	120.00
Home Loans	85.00	20.00	-	-	-	-	-	-	-	-	85.00	20.00
Capital	-	550.00	-	-	-	-	-	-	-	-	-	550.00
<b>Loan given</b>												
ARB	1,186.60	425.00	-	-	-	-	-	-	-	-	1,186.60	425.00
<b>Loan repaid</b>												
ARB	1,188.60	100.00	-	-	-	-	-	-	-	-	1,188.60	100.00



	Subsidiaries*		Associate		Key Management Personnel		Individual exercising control or significant influence in reporting entity and close members of the family of any such person / Close Members of the Family (Relatives) of Key management personnel		Entities where close member of the family of key management personnel are able to exercise significant influence		Total (₹ in Crore)	
	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
<b>Dividend received from</b>												
Products	70.58	81.44	-	-	-	-	-	-	-	-	70.58	81.44
Infinite	-	8.00	-	-	-	-	-	-	-	-	-	8.00
Financial Services	16.20	50.45	-	-	-	-	-	-	-	-	16.20	50.45
Credit Solutions	0.40	0.33	-	-	-	-	-	-	-	-	0.40	0.33
IED	#	#	-	-	-	-	-	-	-	-	#	#
<b>Fees Sharing, Sub brokerage Paid to</b>												
Financial Services	41.50	22.28	-	-	-	-	-	-	-	-	41.50	22.28
IED	29.70	6.26	-	-	-	-	-	-	-	-	29.70	6.26
<b>Placement fees paid to</b>												
Financial Services	1.70	3.16	-	-	-	-	-	-	-	-	1.70	3.16
<b>Dividend paid to</b>												
JMFICS	-	-	-	-	-	-	-	-	-	-	-	-
J.M.Assets	-	-	-	-	-	-	-	-	-	-	-	-
JSB	-	-	-	-	-	-	-	-	-	-	-	-
KCL	-	-	-	-	-	-	-	-	-	-	-	-
SNK	-	-	-	-	-	-	-	-	-	-	-	-
NNK	-	-	-	-	-	-	-	-	-	-	-	-
ARNK	-	-	-	-	-	-	-	-	-	-	-	-
VNK	-	-	-	-	1.17	2.61	-	-	-	-	1.17	2.61
AG	-	-	-	-	-	-	-	-	-	-	-	-
SVK	-	-	-	-	-	-	-	-	-	-	-	-
PICPL	-	-	-	-	-	-	-	-	-	-	-	-
Trustee	-	-	-	-	-	-	-	-	-	-	-	-
HK	-	-	0.15	0.33	-	-	-	-	-	-	0.15	0.33
AK	-	-	-	-	-	-	-	-	-	-	-	-
APP	-	-	-	-	-	-	-	-	-	-	-	-
ASM	-	-	-	-	0.14	0.29	-	-	-	-	0.14	0.29
SM	-	-	-	-	0.05	0.12	-	-	-	-	0.05	0.12
LR	-	-	-	-	-	-	-	-	-	-	-	-
<b>Group support fees received from</b>												
Credit Solutions	1.98	1.98	-	-	-	-	-	-	-	-	1.98	1.98
ARC	3.00	2.50	-	-	-	-	-	-	-	-	3.00	2.50
<b>Management fees Income</b>												
Financial Services	50.22	-	-	-	-	-	-	-	-	-	50.22	-
<b>Rating support fees received from</b>												
Credit Solutions	4.47	3.23	-	-	-	-	-	-	-	-	4.47	3.23
ARC	7.28	4.89	-	-	-	-	-	-	-	-	7.28	4.89

Notes

to the Standalone Financial Statements (Contd.)

	Subsidiaries*		Associate		Key Management Personnel		Individual exercising control or significant influence in reporting entity and close members of the family of any such person / Close Members of the Family (Relatives) of Key management personnel		Entities where close member of the family of key management personnel are able to exercise significant influence		Total (₹ in Crore)	
	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
<b>Rent received from</b>												
Financial Services	0.28	0.27	-	-	-	-	-	-	-	-	0.28	0.27
<b>Interest received from</b>												
ARC	38.37	39.04	-	-	-	-	-	-	-	-	38.37	39.04
ARB	36.18	16.14	-	-	-	-	-	-	-	-	36.18	16.14
Properties	1.50	1.71	-	-	-	-	-	-	-	-	1.50	1.71
Products	5.64	6.81	-	-	-	-	-	-	-	-	5.64	6.81
IED	0.16	0.05	-	-	-	-	-	-	-	-	0.16	0.05
Home Loans	0.22	#	-	-	-	-	-	-	-	-	0.22	#
AMC	0.02	-	-	-	-	-	-	-	-	-	0.02	-
Financial Services	7.16	2.36	-	-	-	-	-	-	-	-	7.16	2.36
Capital	-	0.20	-	-	-	-	-	-	-	-	-	0.20
<b>Support Service Charges Paid to</b>												
JMFICS	-	-	-	-	-	-	-	-	2.50	2.50	2.50	2.50
Financial Services	5.00	-	-	-	-	-	-	-	-	-	5.00	-
<b>Rent paid to</b>												
Properties	10.83	10.42	-	-	-	-	-	-	-	-	10.83	10.42
Financial Services	2.39	-	-	-	-	-	-	-	0.95	0.95	2.39	-
JMFICS	-	-	-	-	-	-	-	-	-	-	0.95	0.95
<b>Subscription for online data paid to</b>												
CMPL	-	-	-	-	-	-	-	-	0.03	0.03	0.03	0.03
<b>Demat Charges Paid to</b>												
Financial Services	#	-	-	-	-	-	-	-	-	-	#	-
<b>Remuneration paid to (refer note iii)</b>												
ARP	-	-	-	-	-	-	7.12	5.34	-	-	7.12	5.34
ASM	-	-	-	-	-	-	4.84	4.55	-	-	4.84	4.55
<b>Professional fees paid to</b>												
KBD	-	-	-	-	-	-	-	0.01	-	-	-	0.01
<b>Directors Sitting fees</b>												
VNK	-	-	-	-	-	-	0.07	0.08	-	-	0.07	0.08
EAK	-	-	-	-	-	-	-	0.03	-	-	-	0.03
PSZ	-	-	-	-	-	-	-	0.03	-	-	-	0.03
VLK	-	-	-	-	-	-	-	0.03	-	-	-	0.03
KBD	-	-	-	-	-	-	-	0.03	-	-	-	0.03
JMP	-	-	-	-	-	-	0.11	0.09	-	-	0.11	0.09
PSJ	-	-	-	-	-	-	0.10	0.10	-	-	0.10	0.10
PMK	-	-	-	-	-	-	0.11	0.11	-	-	0.11	0.11
NDU	-	-	-	-	-	-	0.04	0.05	-	-	0.04	0.05

	Subsidiaries*		Associate		Key Management Personnel		Individual exercising control or significant influence in reporting entity and close members of the family of any such person / Close Members of the Family (Relatives) of Key management personnel		Entities where close member of the family of key management personnel are able to exercise significant influence		Total (₹ in Crore)	
	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
SSB	-	-	-	-	-	-	-	-	-	-	-	-
RHB	-	-	-	-	-	-	0.09	0.08	-	-	0.09	0.08
<b>Directors Commission</b>												
VNK	-	-	-	-	-	-	0.20	0.10	-	-	0.20	0.10
EAK	-	-	-	-	-	-	-	0.05	-	-	-	0.05
PSZ	-	-	-	-	-	-	-	0.05	-	-	-	0.05
VLK	-	-	-	-	-	-	-	0.05	-	-	-	0.05
KBD	-	-	-	-	-	-	-	0.05	-	-	-	0.05
JMP	-	-	-	-	-	-	0.24	0.20	-	-	0.24	0.20
PSJ	-	-	-	-	-	-	0.25	0.23	-	-	0.25	0.23
PMK	-	-	-	-	-	-	0.25	0.23	-	-	0.25	0.23
NDU	-	-	-	-	-	-	0.15	0.15	-	-	0.15	0.15
SSB	-	-	-	-	-	-	0.22	0.20	-	-	0.22	0.20
RHB	-	-	-	-	-	-	0.22	0.20	-	-	0.22	0.20
<b>Expenses reimbursed to</b>												
Properties	1.63	1.59	-	-	-	-	-	-	-	-	1.63	1.59
Financial Services	12.47	-	-	-	-	-	-	-	-	-	12.47	-
JMFICS	-	-	-	-	-	-	-	-	0.09	0.09	0.09	0.09
IED	1.57	0.49	-	-	-	-	-	-	-	-	1.57	0.49
ARC	0.26	0.25	-	-	-	-	-	-	-	-	0.26	0.25
<b>Expenses recovered from</b>												
IED	0.17	0.20	-	-	-	-	-	-	-	-	0.17	0.20
Infinite	#	#	-	-	-	-	-	-	-	-	#	#
Credit Solutions	0.04	0.03	-	-	-	-	-	-	-	-	0.04	0.03
Home Loans	#	#	-	-	-	-	-	-	-	-	#	#
ARC	0.03	0.02	-	-	-	-	-	-	-	-	0.03	0.02
Properties	0.01	0.01	-	-	-	-	-	-	-	-	0.01	0.01
Products	0.03	0.03	-	-	-	-	-	-	-	-	0.03	0.03
CHRM	#	#	-	-	-	-	-	-	-	-	#	#
JMFICS	-	-	-	-	-	-	-	-	#	#	-	-
<b>Recovery of Employee Stock option expenses</b>												
IED	0.01	0.17	-	-	-	-	-	-	-	-	0.01	0.17
Financial Services	0.02	(0.13)	-	-	-	-	-	-	-	-	0.02	(0.13)
Products	#	0.11	-	-	-	-	-	-	-	-	#	0.11
Credit Solutions	#	0.02	-	-	-	-	-	-	-	-	#	0.02
AMC	0.41	0.18	-	-	-	-	-	-	-	-	0.41	0.18
Capital	-	#	-	-	-	-	-	-	-	-	-	#

	Subsidiaries*		Associate		Key Management Personnel		Individual exercising control or significant influence in reporting entity and close members of the family of any such person / Close Members of the Family (Relatives) of Key management personnel		Entities where close member of the family of key management personnel are able to exercise significant influence		Total (₹ in Crore)	
	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
<b>Property deposits refund received</b>	-	-	-	-	-	-	-	-	0.48	-	0.48	-
JMFICS	-	-	-	-	-	-	-	-	-	-	-	-
<b>Property deposits Paid</b>	-	1.57	-	-	-	-	-	-	-	-	-	1.57
Properties	-	-	-	-	-	-	-	-	-	-	-	-
JMFICS	-	-	-	-	-	-	-	-	0.48	-	0.48	-
<b>Outstanding Balances:</b>												
Investments	2,223.94	2,152.33	0.03	0.03	-	-	-	-	-	-	2,223.97	2,152.36
<b>Security deposits received from</b>												
Financial Services	1.00	1.00	-	-	-	-	-	-	-	-	1.00	1.00
<b>Security deposits paid to</b>												
Properties	8.78	8.78	-	-	-	-	-	-	-	-	8.78	8.78
JMFICS	-	-	-	-	-	-	-	-	0.54	0.54	0.54	0.54
<b>ICDs receivable</b>												
Products	-	150.00	-	-	-	-	-	-	-	-	-	150.00
ARC	-	265.00	-	-	-	-	-	-	-	-	-	265.00
Properties	121.15	-	-	-	-	-	-	-	-	-	121.15	-
AMC	15.00	-	-	-	-	-	-	-	-	-	15.00	-
<b>Loan receivable</b>												
ARB	323.00	325.00	-	-	-	-	-	-	-	-	323.00	325.00
<b>Receivable from</b>												
Credit Solutions	-	1.22	-	-	-	-	-	-	-	-	-	1.22
ARC	1.88	1.88	-	-	-	-	-	-	-	-	1.88	1.88
Products	0.02	-	-	-	-	-	-	-	-	-	0.02	-
<b>Amount payable to</b>												
IED	9.62	1.48	-	-	-	-	-	-	-	-	9.62	1.48
Financial Services	4.54	5.13	-	-	-	-	-	-	-	-	4.54	5.13
Infinite	0.01	-	-	-	-	-	-	-	-	-	0.01	-
VNK	-	-	-	-	-	-	-	-	-	-	0.20	0.10
ARP	-	-	-	-	-	-	-	-	-	-	4.60	1.90
ASM	-	-	-	-	-	-	-	-	-	-	2.50	2.50
EAK	-	-	-	-	-	-	-	-	-	-	0.05	0.05
PSZ	-	-	-	-	-	-	-	-	-	-	0.05	0.05
VLK	-	-	-	-	-	-	-	-	-	-	0.05	0.05
KBD	-	-	-	-	-	-	-	-	-	-	0.05	0.05
JMP	-	-	-	-	-	-	-	-	-	-	0.24	0.20
PSJ	-	-	-	-	-	-	-	-	-	-	0.25	0.23
PMK	-	-	-	-	-	-	-	-	-	-	0.25	0.23
RHB	-	-	-	-	-	-	-	-	-	-	0.23	0.20
NDU	-	-	-	-	-	-	-	-	-	-	0.15	0.15
SSB	-	-	-	-	-	-	-	-	-	-	0.22	0.20

Remuneration details of Key Management Personnel:

	2023-24	2022-23
Short term employee benefits	8.26	7.62
Post employee benefits	0.44	0.22
Share based payments	3.26	2.05
Other benefits (Refer note v)	2.13	2.24
<b>Total</b>	<b>14.09</b>	<b>12.13</b>

# amount below ₹ 50,000

Notes:-

- (i) \* Subsidiaries include a partnership firm namely Astute Investments and Association of Persons namely ARB Maestro.
- (ii) There are no provisions for doubtful debts or amount written off or written back during the year/period in respect of debts due from/ due to related parties.
- (iii) The remuneration excludes provision for gratuity and compensated absences as the incremental liability has been accounted for the group as a whole.
- (iv) The transactions disclosed above are exclusive of GST and Service tax, as applicable.
- (v) Other benefits include commission and sitting fees paid to non-executive directors and independent directors.
- (vi) Refer note. 8.1

38 MATURITY ANALYSIS OF ASSETS AND LIABILITIES

	As at March 31, 2024			As at March 31, 2023		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
<b>ASSETS</b>						
<b>1 Financial Assets</b>						
A Cash and cash equivalents	41.07	-	41.07	54.85	-	54.85
B Bank balances other than cash and cash equivalents	4.11	-	4.11	5.96	-	5.96
C Trade Receivables	77.63	-	77.63	33.47	-	33.47
D Loans	457.34	0.03	457.37	737.06	-	737.06
E Investments	1,111.15	2,546.31	3,657.46	680.19	2,418.30	3,098.49
F Other Financial assets	2.15	7.89	10.04	5.80	8.46	14.26
	<b>1,693.45</b>	<b>2,554.23</b>	<b>4,247.68</b>	<b>1,517.33</b>	<b>2,426.76</b>	<b>3,944.09</b>
<b>2 Non-financial Assets</b>						
A Current tax Assets (Net)	-	146.25	146.25	-	159.60	159.60
B Property, Plant and Equipment	-	45.50	45.50	-	53.44	53.44
C Other Intangible assets	-	2.52	2.52	-	2.89	2.89
D Other non-financial assets	10.12	0.26	10.38	4.03	0.03	4.06
	<b>10.12</b>	<b>194.53</b>	<b>204.65</b>	<b>4.03</b>	<b>215.96</b>	<b>219.99</b>
<b>Total Assets</b>	<b>1,703.57</b>	<b>2,748.76</b>	<b>4,452.33</b>	<b>1,521.36</b>	<b>2,642.72</b>	<b>4,164.08</b>

	As at March 31, 2024			As at March 31, 2023		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
<b>LIABILITIES</b>						
<b>1 Financial Liabilities</b>						
A Trade Payables						
(i) total outstanding dues of micro enterprises and small enterprises	0.36	-	0.36	0.03	-	0.03
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	21.25	-	21.25	7.63	-	7.63

## Notes

to the Standalone Financial Statements (Contd.)

(₹ in Crore)

	As at March 31, 2024			As at March 31, 2023		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
B Lease liabilities	8.27	45.79	54.06	7.69	53.06	60.75
C Other financial liabilities	78.87	0.86	79.73	52.51	0.02	52.53
	<b>108.75</b>	<b>46.65</b>	<b>155.40</b>	<b>67.86</b>	<b>53.08</b>	<b>120.94</b>
<b>2 Non-Financial Liabilities</b>						
A Provisions	4.43	8.02	12.45	4.06	9.99	14.05
B Deferred tax liabilities (net)	-	143.99	143.99	-	130.76	130.76
C Other non-financial liabilities	30.81	0.15	30.96	10.89	-	10.89
	<b>35.24</b>	<b>152.16</b>	<b>187.40</b>	<b>14.95</b>	<b>140.75</b>	<b>155.70</b>
<b>Total Liabilities</b>	<b>143.99</b>	<b>198.81</b>	<b>342.80</b>	<b>82.81</b>	<b>193.83</b>	<b>276.64</b>

# denotes amount below ₹ 50,000/-

### 39 FINANCIAL INSTRUMENTS

#### a) Capital Management

For the purpose of the Company's capital management, capital includes issued capital and other equity reserves attributable to the equity shareholders of the Company. The primary objective of the company, when managing capital, is to safeguard its ability to continue as a going concern and to maintain an optimal capital structure, so as to maximize shareholders' value. As at March 31, 2024, the Company has only one class of equity shares and has low debt. Consequent to such capital structure, there are no externally imposed capital requirements. In order to maintain or achieve an optimal capital structure, the Company allocates its capital for distribution as dividend or reinvestments into business based on its long term financial plans.

The Company monitors capital structure on the basis of total debt to equity and maturity profile of overall debt portfolio of the Company.

(₹ in Crore)

	As at March 31, 2024	As at March 31, 2023
<b>Gross debt</b>	-	-
Less: Cash and cash equivalents	41.07	54.85
Less: Investments in mutual funds	1,111.15	680.19
<b>Adjusted net debt</b>	<b>(1,152.22)</b>	<b>(735.04)</b>
<b>Total equity</b>	<b>4,109.53</b>	<b>3,887.44</b>
<b>Adjusted net debt to equity ratio</b>	<b>-0.28</b>	<b>-0.19</b>

#### b) Categories of financial instruments

(₹ in Crore)

As at March 31, 2024	FVTPL	FVTOCI	Amortised Cost	Total
<b>Financial assets</b>				
Cash and cash equivalents	-	-	41.07	41.07
Bank balances other than cash and cash equivalents	-	-	4.11	4.11
Trade receivables	-	-	77.63	77.63
Loans	-	-	457.37	457.37
Investments in subsidiaries and associates	-	-	2,223.97	2,223.97
Investments other than those in subsidiaries and associates	1,433.49	-	-	1,433.49
Other Financial assets	-	-	10.04	10.04
<b>Total</b>	<b>1,433.49</b>	<b>-</b>	<b>2,814.19</b>	<b>4,247.68</b>

(₹ in Crore)

As at March 31, 2024	FVTPL	FVTOCI	Amortised Cost	Total
<b>Financial liabilities</b>				
Trade payables	-	-	21.61	21.61
Lease liabilities	-	-	54.06	54.06
Other Financial Liabilities	-	-	79.73	79.73
<b>Total</b>	<b>-</b>	<b>-</b>	<b>155.40</b>	<b>155.40</b>

(₹ in Crore)

As at March 31, 2023	FVTPL	FVTOCI	Amortised Cost	Total
<b>Financial assets</b>				
Cash and cash equivalents	-	-	54.85	54.85
Bank balances other than cash and cash equivalents	-	-	5.96	5.96
Trade receivables	-	-	33.47	33.47
Loans	-	-	737.06	737.06
Investments in subsidiaries and associates	-	-	2,152.36	2,152.36
Investments other than those in subsidiaries and associates	946.13	-	-	946.13
Other Financial assets	-	-	14.26	14.26
<b>Total</b>	<b>946.13</b>	<b>-</b>	<b>2,997.96</b>	<b>3,944.09</b>
<b>Financial liabilities</b>				
Trade payables	-	-	7.66	7.66
Lease liabilities	-	-	60.75	60.75
Other Financial Liabilities	-	-	52.53	52.53
<b>Total</b>	<b>-</b>	<b>-</b>	<b>120.94</b>	<b>120.94</b>

#### c) Fair value measurement:

This note provides information about how the Company determines fair value of various financial assets and financial liabilities.

#### (i) Financial instruments measured at Fair Value:

(₹ in Crore)

As at March 31, 2024	Fair Value	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
<b>Measured at FVTPL</b>					
Investments in Mutual Fund	1,111.15	1,111.15	-	-	1,111.15
Investments in VCF	177.64	-	177.64	-	177.64
Investments in Equity Instruments	144.70	0.36	-	144.34	144.70
<b>Total</b>	<b>1,433.49</b>	<b>1,111.51</b>	<b>177.64</b>	<b>144.34</b>	<b>1,433.49</b>

(₹ in Crore)

As at March 31, 2023	Fair Value	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>					
<b>Measured at FVTPL</b>					
Investments in Mutual Fund	680.19	680.19	-	-	680.19
Investments in VCF	138.36	-	138.36	-	138.36
Investments in Equity Instruments	127.58	0.20	-	127.38	127.58
<b>Total</b>	<b>946.13</b>	<b>680.39</b>	<b>138.36</b>	<b>127.38</b>	<b>946.13</b>

#### Notes:

Level 1: Fair Value measurements are based on quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The fair value of equity are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

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Level 2: These includes instruments which does not have an active market hence the fair value is determined using observable market data such as latest declared NAV/ recent market deals.

Level 3: Fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

### Fair value measurements using significant unobservable inputs (level 3)

The following table presents the changes in level 3 items for the year ended March 31, 2024.

		(₹ in Crore)
		<b>Equity Shares</b>
<b>As at March 31, 2022</b>		<b>126.16</b>
Net (Loss)/Gain on fair value changes		13.46
Realisations		(12.24)
<b>As at March 31, 2023</b>		<b>127.38</b>
Net (Loss)/Gain on fair value changes		16.96
Realisations		-
<b>As at March 31, 2024</b>		<b>144.34</b>

### Sensitivity for instruments:

(₹ in Crore)					
Nature of the instrument	Fair Value As at March 31, 2024	Significant unobservable inputs	Increase / Decrease in the unobservable input	Sensitivity Impact for the year ended March 31, 2024	
				FV Increase	FV Decrease
Investment in Equity Shares	144.34	Impact estimated by the management considering current market conditions	5%	4.81	(4.81)

(₹ in Crore)					
Nature of the instrument	Fair Value As at March 31, 2023	Significant unobservable inputs	Increase / Decrease in the unobservable input	Sensitivity Impact for the year ended March 31, 2023	
				FV Increase	FV Decrease
Investment in Equity Shares	127.38	Impact estimated by the management considering current market conditions	5%	4.25	(4.25)

### Valuation Technique

Type of Financial Instrument	Valuation Technique
Equity Instruments	Quoted price as on the reporting date / latest available trade price / valuation report (Discounted cash flow, Market approach – comparable companies' approach)
Mutual Funds / Venture Capital Fund / AIF Units	NAV as on the reporting date / latest available NAV

### Impact on observable and unobservable inputs:

Impact of illiquidity, volatility and Covid-19 pandemic have been considered on the observable and unobservable inputs used for the purpose of valuation.

Further, necessary adjustments have been made to the timing of cash flows and values of collaterals to be realized for the purpose of determination of the fair values of financial assets carried at FVTPL.

### (ii) Financial instruments measured at amortised cost:

The carrying amount of financial assets and liabilities measured at amortised cost are reasonable approximation of their fair values. Since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

### d) Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk (including currency risk and interest rate risk)

### Risk management framework

Risk management forms an integral part of the business. As a financial institution, the Company is exposed to several risks including market risk, credit risk and liquidity risk. The Company has established a risk management and audit framework to identify, assess, monitor and manage these risks. This framework is driven by the Board through the Audit Committee, Risk Management Committee and the Asset Liability Management Committee. Risk Management Committee inter alia is responsible for identifying, reviewing, monitoring and taking measures for risk profile and for risk measurement system of the Company.

### i) Credit risk

Credit Risk refers to risk that a counter party will default on its contractual obligations resulting in financial loss to the Company. Credit risk arises primarily from financial assets such as trade receivables, investments, other balances with banks, loans and other receivables.

The Company has adopted a Policy of dealing with counter parties that have sufficiently high credit rating. The Company's exposure and credit ratings of its counter parties are continuously monitored.

Credit risk arising from trade receivables are reviewed periodically and based on past experience and history. Management is confident of recovering all the dues. Credit risk arises from Investments and other balances with banks is limited and there is no collateral held against these because the counter parties are bank and recognised financial institutions with high credit ratings assigned by the credit rating agencies.

The Company's current credit risk grading framework comprises the following categories:

Category	Description	Basis for recognising expected credit loss
Stage 1	Performing assets	12 Months ECL
Stage 2	Under performing assets (Assets for which there is significant increase in credit risk)	Lifetime ECL
Stage 3	Assets overdue more than 90 days past due (Credit impaired)	Lifetime ECL

The key elements in calculation of ECL are as follows:

PD - The Probability of Default is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio. The PD has been determined based on comparative external ratings.

EAD - The Exposure at Default is an estimate of the exposure at a reporting date. It shall include outstanding loan amount, accrued interest and expected drawdowns on non-discretionary loan commitments.

LGD - The Loss Given Default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD. The LGD is determined based on valuation of collaterals and other relevant factors.



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The table below shows the credit quality and the exposure to credit risk of loans based on the year-end stage classification. The amounts presented are gross of impairment allowances.

	As at March 31, 2024	As at March 31, 2023
Stage 1	459.15	740.00
Stage 2	-	-
Stage 3	-	-
<b>Total</b>	<b>459.15</b>	<b>740.00</b>

An analysis of changes in the gross carrying amount and the corresponding ECL allowances in relation to loans:

	As at March 31, 2024			
	Stage 1	Stage 2	Stage 3	Total
<b>Gross carrying amount opening balance</b>	<b>740.00</b>	-	-	<b>740.00</b>
New assets originated or purchased	9,115.60	-	-	9,115.60
Assets derecognised or repaid (excluding write off)	(9,396.45)	-	-	(9,396.45)
Transfer to Stage 1	-	-	-	-
Transfer to Stage 2	-	-	-	-
Transfer to Stage 3	-	-	-	-
Amounts written off	-	-	-	-
<b>Gross carrying amount closing balance</b>	<b>459.15</b>	-	-	<b>459.15</b>

	As at March 31, 2023			
	Stage 1	Stage 2	Stage 3	Total
<b>Gross carrying amount opening balance</b>	<b>439.70</b>	-	<b>5.00</b>	<b>444.70</b>
New assets originated or purchased	6,083.75	-	-	6,083.75
Assets derecognised or repaid (excluding write off)	(5,783.45)	-	-	(5,783.45)
Transfer to Stage 1	-	-	-	-
Transfer to Stage 2	-	-	-	-
Transfer to Stage 3	-	-	-	-
Amounts written off	-	-	(5.00)	(5.00)
<b>Gross carrying amount closing balance</b>	<b>740.00</b>	-	-	<b>740.00</b>

	As at March 31, 2024			
	Stage 1	Stage 2	Stage 3	Total
<b>ECL allowance - Opening Balance</b>	<b>2.96</b>	-	-	<b>2.96</b>
ECL remeasurement due to changes in EAD	12.86	-	-	12.86
Assets derecognised or repaid (excluding write off)	(13.98)	-	-	(13.98)
Transfer to Stage 1	-	-	-	-
Transfer to Stage 2	-	-	-	-
Transfer to Stage 3	-	-	-	-
Amounts written off	-	-	-	-
<b>ECL allowance closing balance</b>	<b>1.84</b>	-	-	<b>1.84</b>

	As at March 31, 2023			
	Stage 1	Stage 2	Stage 3	Total
<b>ECL allowance - Opening Balance</b>	<b>1.14</b>	-	<b>5.00</b>	<b>6.14</b>
ECL remeasurement due to changes in EAD	7.68	-	-	7.68
Assets derecognised or repaid (excluding write off)	(5.86)	-	-	(5.86)
Transfer to Stage 1	-	-	-	-
Transfer to Stage 2	-	-	-	-
Transfer to Stage 3	-	-	-	-
Amounts written off	-	-	(5.00)	(5.00)
<b>ECL allowance closing balance</b>	<b>2.96</b>	-	-	<b>2.96</b>

An analysis of ageing of the gross carrying amount and the changes in the ECL allowances in relation to trade receivables:

Particulars	As at March 31, 2024	As at March 31, 2023
	Past due 0-180 days	77.63
More than 180 days	-	-
<b>Total</b>	<b>77.63</b>	<b>33.47</b>

Movement of Provision for Impairment:

Particulars	As at March 31, 2024	As at March 31, 2023
	<b>Opening balance</b>	-
Provisions made	0.08	-
Provisions written back	-	-
<b>Closing Balance</b>	<b>0.08</b>	-

### ii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. Liquidity may be affected due to severe liquidity crunch in the market or due to market disruptions where the Company is unable to access public funds. The Company's exposure to liquidity risk arises primarily from mismatch of maturities of financial assets and liabilities.

However the Company believes that it has a strong financial position and business is adequately capitalized, have good credit rating and appropriate credit lines available to address liquidity risks.

The Company attempts to minimize this risk through a mix of strategies such as short-term funding. The Company also monitors liquidity risk through adequate bank sanction limits at the beginning of each fiscal. Monitoring liquidity risk involves categorizing all assets and liabilities into different maturity profiles and evaluating them for any mismatches in any particular maturities, particularly in the short-term.

### Exposure to liquidity risk

The table below summaries the maturity profile remaining contractual maturity period at the balance sheet date for its financial liabilities and financial assets.

## Notes

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(₹ in Crore)

March 31, 2024	Carrying amount	0-1 year	1-3 years	3-5 years	More than 5 years
<b>Financial liabilities</b>					
Trade Payables	21.61	21.61	-	-	-
Lease Liabilities	54.06	8.27	20.43	25.13	0.23
Other financial liabilities	79.73	78.87	0.86	-	-
<b>Total</b>	<b>155.40</b>	<b>108.75</b>	<b>21.29</b>	<b>25.13</b>	<b>0.23</b>
<b>Financial Assets</b>					
Cash and Cash Equivalents	41.07	41.07	-	-	-
Bank balances other than cash and cash equivalents	4.11	4.11	-	-	-
Trade Receivables	77.63	77.63	-	-	-
Loans	457.37	457.34	0.03	-	-
Financial Assets at Amortised Cost	10.04	2.15	0.10	5.88	1.91
Investments (other than investment in subsidiaries and associates)	1,433.49	1,111.15	-	-	322.34
<b>Total</b>	<b>2,023.71</b>	<b>1,693.45</b>	<b>0.13</b>	<b>5.88</b>	<b>324.25</b>

(₹ in Crore)

March 31, 2023	Carrying amount	0-1 year	1-3 years	3-5 years	More than 5 years
<b>Financial liabilities</b>					
Trade Payables	7.66	7.66	-	-	-
Lease Liabilities	60.75	7.69	17.53	22.32	13.21
Other financial liabilities	52.53	52.51	0.02	-	-
<b>Total</b>	<b>120.94</b>	<b>67.86</b>	<b>17.55</b>	<b>22.32</b>	<b>13.21</b>
<b>Financial Assets</b>					
Cash and Cash Equivalents	54.85	54.85	-	-	-
Bank balances other than cash and cash equivalents	5.96	5.96	-	-	-
Trade Receivables	33.47	33.47	-	-	-
Loans	737.06	737.06	-	-	-
Financial Assets at Amortised Cost	14.26	5.80	1.28	-	7.18
Investments (other than investment in subsidiaries and associates)	946.13	680.19	-	-	265.94
<b>Total</b>	<b>1,791.73</b>	<b>1,517.33</b>	<b>1.28</b>	<b>-</b>	<b>273.12</b>

The table below summaries details of Company's remaining contractual maturities of financial liabilities based on undiscounted cash flows:

March 31, 2024	Carrying amount	Total (undiscounted cash flows)	0-1 year	1-3 years	3-5 years	More than 5 years
<b>Financial liabilities</b>						
Trade Payables	21.61	21.61	21.61	-	-	-
Lease Liabilities	54.06	55.86	13.51	27.96	14.18	0.21
Other financial liabilities	79.73	79.89	78.87	1.02	-	-
<b>Total</b>	<b>155.40</b>	<b>157.36</b>	<b>113.99</b>	<b>28.98</b>	<b>14.18</b>	<b>0.21</b>

March 31, 2023	Carrying amount	Total (undiscounted cash flows)	0-1 year	1-3 years	3-5 years	More than 5 years
<b>Financial liabilities</b>						
Trade Payables	7.66	7.66	7.66	-	-	-
Lease Liabilities	60.75	66.89	12.75	26.81	27.33	-
Other financial liabilities	52.53	52.53	46.05	0.03	-	-
<b>Total</b>	<b>120.94</b>	<b>127.08</b>	<b>66.46</b>	<b>26.84</b>	<b>27.33</b>	<b>-</b>

### iii) Market risk

The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and equity price risk as explained below:

#### a) Foreign currency risk:

The Company undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise. The Company is exposed to currency risk significantly on account of its trade payables and trade receivables denominated in foreign currency. The functional currency of the Company is Indian Rupee. The Company wherever required hedges its foreign currency risk by using Derivative Instruments (Forward Contracts).

The carrying amounts of the Company's foreign currency denominated monetary assets and liabilities at the end of the reporting period are as follow:

Foreign currency exposures not hedged by a derivative instrument or otherwise are given below:

Particulars	Currency Type	As at March 31, 2024		As at March 31, 2023	
		Amount in Foreign Currency	₹ in Crore	Amount in Foreign Currency	₹ in Crore
Trade Payable	USD	54,436	0.45	-	-
Trade Receivable	USD	50,000	0.42	3,95,436	3.25

#### Foreign currency sensitivity analysis:

The Company is mainly exposed to USD. The following table analyses the Company's Sensitivity to a 5% increase and a 5% decrease in the exchange rates of these currencies against Indian Rupees.

(₹ in Crore)

Effect in INR	% Change	Profit or Loss	
		March 31, 2024	March 31, 2023
USD (Trade Payable)	5% Increase	(0.02)	-
	5% Decrease	0.02	-
USD (Trade Receivable)	5% Increase	0.02	0.16
	5% Decrease	(0.02)	(0.16)

# denotes amount below ₹ 50,000/-

#### b) Equity Price Risk:

Equity price risk is related to the change in market reference price of the instruments in quoted and unquoted securities. The fair value of some of the Company's investments exposes to company to equity price risks. In general, these securities are not held for trading purposes.

#### Equity Price Sensitivity analysis:

The fair value of equity instruments other than investment in subsidiaries and associates as at March 31, 2024, and March 31, 2023 was ₹ 0.36 Crore and ₹ 0.20 Crore respectively. A 5% change in price of equity instruments held as at March 31, 2024 and March 31, 2023 would result in

(₹ in Crore)

% Change	Profit or Loss	
	March 31, 2024	March 31, 2023
5% Increase	0.02	0.01
5% Decrease	(0.02)	(0.01)

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### 40 EARNINGS IN FOREIGN CURRENCY

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Income from investment banking services	1.03	12.05
<b>Total</b>	<b>1.03</b>	<b>12.05</b>

### 41 EXPENDITURE IN FOREIGN CURRENCY

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Directors commission and fees	0.04	0.20
Travelling expenses	0.06	0.09
Legal and professional fees	0.54	0.08
Others	0.72	0.42
<b>Total</b>	<b>1.36</b>	<b>0.79</b>

### 42 DETAILS OF EXPENSES TOWARDS CORPORATE SOCIAL RESPONSIBILITY AS PER SECTION 135 OF THE COMPANIES ACT, 2013 READ WITH SCHEDULE VII THERETO.

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
a) Gross amount required to be spent by the Company during the year.	3.69	3.54
b) Amount spent during the year:	3.69	0.99
Amount provided for on-going projects	-	2.55
<b>Total</b>	<b>3.69</b>	<b>3.54</b>
c) Short fall at the end of the year	-	-
d) Total Previous years shortfall	-	-
e) Reason for shortfall	-	-
f) Amount contributed to a trust controlled by the Group	-	-
g) Nature of CSR Activities	-	-
(i) Construction/acquisition of any asset	-	-
(ii) On purposes other than (i) above	3.69	3.54

#### Details of unspent obligations

In case of section 135(5) of the Companies Act, 2013 (ongoing project)

Opening balance as on April 1, 2023		Amount required to be spent during the year	Amount spent during the year		Closing balance as on March 31, 2024	
With Company	In separate CSR Unspent account		From Company's bank account	From separate CSR unspent account	With Company	In separate CSR Unspent account
2.55	-	3.69	3.69	0.75	-	1.80

Opening balance as on April 1, 2022		Amount required to be spent during the year	Amount spent during the year		Closing balance as on March 31, 2023	
With Company	In separate CSR Unspent account		From Company's bank account	From separate CSR unspent account	With Company	In separate CSR Unspent account
-	-	3.54	0.99	-	2.55	-

### 43 DIVIDEND PAYABLE TO NON-RESIDENT SHAREHOLDERS:

The Company has not remitted any amount in foreign currencies on account of dividends during the year and does not have information as to the extent to which remittances, if any, in foreign currencies on account of dividends have been made by/ on behalf of non-resident shareholders. The particulars of dividends payable to non-resident shareholders (including Foreign Institutional Investors) are as under:

	2023-24 (Final Dividend)	2022-23 (Interim Dividend)	2022-23 (Final Dividend)
a) Number of non-resident shareholders	1,393	1,288	1,423
b) Number of equity shares held by them	20,33,87,760	21,58,60,860	21,64,12,643
c) (i) Amount of dividend paid (Gross) (₹ in Crore)	18.30	19.43	24.89
(ii) Tax deducted at source (₹ in Crore)	3.87	4.09	5.32
(iii) year to which dividend relates	2022-23	2022-23	2021-22

### 44 Disclosure required in terms of Regulation 34(3) and 53(f) Of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Loans and advances in the nature of loans given to subsidiaries and associates:

		(₹ in Crore)	
Name of the company	Relationship	Maximum Balance	Closing Balance
JM Financial Asset Reconstruction Company Limited	Subsidiary	507.00 (548.20)	- (265.00)
JM Financial Services Limited	Subsidiary	400.00 (550.00)	- (-)
JM Financial Capital Limited	Subsidiary	-	-
JM Financial Properties and Holdings Limited	Subsidiary	442.00 (241.00)	121.15 (-)
JM Financial Products Limited	Subsidiary	650.00 (400.00)	- (150.00)
JM Financial Home Loans Limited	Subsidiary	75.00 (20.00)	- (-)
JM Financial Institutional Securities Limited	Subsidiary	410.00 (100.00)	- (-)
JM Financial Asset Management Limited	Subsidiary	15.00 (-)	15.00 (-)
ARB Maestro	Association of Persons (AOP)	500.00 (325.00)	323.00 (325.00)

All the above loans and advances have been given for business purposes.

Figures in brackets are for the previous year.

### 45 SEGMENT REPORTING:

The Company also prepares the consolidated financial statements. In accordance with Ind AS 108 on Operating Segments, the Company has disclosed the segment information in the consolidated financial statements.

### 46 The Board of Directors of the Company has recommended a dividend of ₹ 2.00 per equity share of the face value of ₹1/- each for the year ended March 31, 2024 (Previous Year: ₹ 0.90 per equity share). The said dividend will be paid, if approved by the shareholders at the Thirty Ninth Annual General Meeting.

## Notes

to the Standalone Financial Statements (Contd.)

### 47 ADDITIONAL DISCLOSURES:

#### a) Wilful Defaulter

The Company has not been declared wilful defaulter by any bank or financial institutions or government or any government authority.

#### b) Relationship with struck off Companies

The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

#### c) Details of benami property held

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

#### d) Compliance with number of layers of companies

The Company has complied with the requirements of the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

#### e) Compliance with approved scheme(s) of arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year other than one mentioned in note 48.

#### f) Utilisation of Borrowed funds and Share premium

(A) During the year, the Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries); or
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(B) During the year, the Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries); or
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

#### g) Undisclosed Income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

#### h) Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

#### i) Valuation of PP&E, intangible asset and investment property

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets during the current or previous year.

### j) Registration of charges or satisfaction with Registrar of Companies

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period

#### Disclosure of ratios:

Ratios	As at March 31, 2024	As at March 31, 2023
Capital to risk-weighted assets ratio (CRAR)	Not applicable	Not applicable
Tier I CRAR	Not applicable	Not applicable
Tier II CRAR	Not applicable	Not applicable
Liquidity Coverage Ratio	Not applicable	Not applicable

48 During the year ended March 31, 2024, the Company received the NCLT order approving the Scheme of Arrangement (the "Scheme") on April 20, 2023 with the appointed date being April 1, 2023 which was filed with National Company Law Tribunal (the "NCLT") during the financial year 2022-23. The Scheme involved demerger of the undertaking comprising Private Wealth and Portfolio Management Services (the "PMS") and the investment in JM Financial Institutional Securities Limited (which houses the institutional equities business) from its wholly owned subsidiary, JM Financial Services Limited (the "JMFSL") to the Company. The Scheme also comprised merger of JM Financial Capital Limited (the "JMFCL"), which is a wholly owned subsidiary of JMFSL, into JMFSL. Upon the Scheme becoming effective from May 18, 2023 (on filing of required forms with the Registrar of Companies, Mumbai) -

- JMFCL has ceased to be a step-down subsidiary of the Company consequent upon its merger with JMFSL;
- JM Financial Institutional Securities Limited has become a direct wholly owned subsidiary of the Company; and
- The Private Wealth and PMS divisions have been demerged from JMFSL and have become part of the Company.

Consequent to the above, the standalone financial statements for the year ended March 31, 2023 have been restated from the financial statements to give the impact of the Scheme. The impact of the Scheme on the standalone profit and loss and balance sheet are as follows:

#### Standalone statement of profit and loss

Particulars	Year ended March 31, 2023	
	Reported	Restated
(₹ in Crore)		
<b>Income:</b>		
<b>Revenue from operations</b>		
Interest income	66.57	66.57
Fees and commission income	193.99	259.97
Net gain on fair value changes	75.48	76.40
<b>Total revenue from operations</b>	<b>336.04</b>	<b>402.94</b>
Other income	152.52	152.52
<b>Total Income</b>	<b>488.56</b>	<b>555.46</b>
<b>Expenses:</b>		
Finance costs	6.13	6.13
Fees, sub brokerage and other direct expenses	30.19	55.20
Impairment on financial instruments	1.82	1.82
Employee benefits expense	102.90	147.03
Depreciation and amortisation expense	10.03	10.44
Other expenses	24.20	38.17
<b>Total Expenses</b>	<b>175.27</b>	<b>258.79</b>
<b>Profit before tax</b>	<b>313.29</b>	<b>296.67</b>
<b>Tax expense</b>		
Current tax	40.15	40.15
Deferred tax	1.29	1.29

## Notes

to the Standalone Financial Statements (Contd.)

Particulars	Year ended March 31, 2023	
	Reported	Restated
Tax adjustment of earlier years (net)	(1.22)	(1.22)
<b>Total tax expense</b>	<b>40.22</b>	<b>40.22</b>
<b>Profit after tax</b>	<b>273.07</b>	<b>256.45</b>
<b>Other Comprehensive Income (OCI)</b>		
(i) Items that will not be reclassified to profit or loss		
- Remeasurement of defined benefit obligations	(0.18)	(0.18)
- Income tax on above	0.05	0.05
<b>Total Other Comprehensive Income (net of tax)</b>	<b>(0.13)</b>	<b>(0.13)</b>
<b>Total Comprehensive Income</b>	<b>272.94</b>	<b>256.32</b>

### Standalone balance sheet

Particulars	Year ended March 31, 2023	
	Reported	Restated
<b>Assets</b>		
<b>Financial Assets</b>		
Cash and cash equivalents	7.55	54.85
Bank balances other than cash and cash equivalents	5.96	5.96
Trade receivables	30.28	33.47
Loans	737.04	737.06
Investments	3,070.74	3,098.49
Other financial assets	14.28	14.26
<b>Total Financial Assets</b>	<b>3,865.85</b>	<b>3,944.09</b>
<b>Non-Financial Assets</b>		
Current tax assets (Net)	159.60	159.60
Property, plant and equipment	53.10	53.44
Other intangible assets	0.35	2.89
Other non-financial assets	4.06	4.06
<b>Total Non-Financial Assets</b>	<b>217.11</b>	<b>219.99</b>
<b>Total</b>	<b>4,082.96</b>	<b>4,164.08</b>
<b>Liabilities and Equity</b>		
<b>Liabilities</b>		
<b>Financial Liabilities</b>		
Trade Payables		
i. Total outstanding dues of micro enterprises and small enterprises	0.03	0.03
ii. Total outstanding dues of creditors other than micro enterprises and small enterprises	7.49	7.63
Lease liabilities	60.71	60.75
Other financial liabilities	46.07	52.53
<b>Total Financial Liabilities</b>	<b>114.30</b>	<b>120.94</b>
<b>Non-Financial Liabilities</b>		
Provisions	10.27	14.05
Deferred tax liabilities (net)	130.76	130.76
Other non-financial liabilities	10.89	10.89
<b>Total Non-Financial Liabilities</b>	<b>151.92</b>	<b>155.70</b>
<b>Equity</b>		
Equity share capital	95.48	95.48
Other equity	3,721.26	3,791.96
<b>Total Equity</b>	<b>3,816.74</b>	<b>3,887.44</b>
<b>Total</b>	<b>4,082.96</b>	<b>4,164.08</b>

### Standalone statement of cash flow

Particulars	Year ended March 31, 2023	
	Reported	Restated
Net Cash flows from operating activities	(264.72)	(280.78)
Net Cash flows from investing activities	400.49	398.19
Net Cash flows from financing activities	(208.32)	(208.36)
<b>Net (decrease) in cash and cash equivalents</b>	<b>(72.55)</b>	<b>(90.95)</b>
Cash & cash equivalents at the beginning of the year	80.10	145.80
<b>Cash &amp; cash equivalents at the end of the year</b>	<b>7.55</b>	<b>54.85</b>

**49** During the year ended March 31, 2024, the Securities and Exchange Board of India (the "SEBI") based on the examination, has issued an interim ex-parte order on March 7, 2024 barring the Company from taking any new mandate for acting as a lead manager for any public issue of debt securities. For the existing mandates, the Company may continue to act as a lead manager for public issue of debt securities for a period of 60 days from the date of the interim ex-parte order. SEBI shall undertake an investigation into the issues covered under the said Order and complete the same within a period of six months from the date of the said Order. The Company is fully cooperating with SEBI in this investigation.

In view of the uncertainties, the impact of this development, if any, shall be assessed and given effect based on the outcome of the aforesaid matters in respective future periods.

- 50** a) During the year ended March 31, 2024, JM Financial Asset Reconstruction Company Limited (the "JMFARC"), a subsidiary of the Company, has recognized fair value loss and impairment provision aggregating ₹ 846.86 crore on investments in multiple trusts and loans related to one large account/exposure due to change in resolution strategy/plan and events subsequent to the balance sheet date.
- b) Pursuant to the above, there is decrease in the JMFARC's net worth and regulatory capital as on March 31, 2024. In view of the exceptional item referred to in 50(a), the board of directors of JMFARC has approved, inter-alia, rights issue of upto ₹ 1,000 crore to be made to the existing shareholders. Accordingly, the board of the Company has approved the subscription of rights issue in JMFARC. The Company's share in the overall rights issue stands at upto ~₹ 536 crore. JMFARC is confident about meeting its obligations, debt covenants and regulatory capital considering the above equity infusion and realization from its existing assets. Considering the above, there would be no impact on going concern principle in the foreseeable future and JMFARC would continue to operate its business in the normal course. Pursuant to the said decrease in JMFARC's net worth, the Company has taken impairment provision on its investments in JMFARC amounting to ₹ 88.38 crore in the standalone statement of profit and loss.

**51** The Financial Statements are approved by the Board of Directors at its meeting held on May 24, 2024.

In terms of our report of even date attached  
For and on behalf of  
**B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No. 101248W/W-100022

For and on behalf of the Board of Directors

**Kapil Goenka**  
Partner  
Membership No.118189

**Nimesh Kampani**  
Chairman  
DIN – 00009071

**Vishal Kampani**  
Vice Chairman  
DIN – 00009079

**Adi Patel**  
Managing Director  
DIN – 02307863

Place : Mumbai  
Date : May 24, 2024

**Nishit Shah**  
Chief Financial Officer

**Dimple Mehta**  
Company Secretary

## Form AOC - 1

Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014  
Statement containing salient features of the financial statement of subsidiaries/associate companies as on March 31, 2024

### Part "A": Subsidiaries

(₹ / US\$ / SGD in Crore)

Name of the Subsidiary	Currency	Share Capital	Other Equity <sup>a</sup>	Total assets including investments	Total liabilities <sup>b</sup>	Investments <sup>c</sup>	Turnover	Profit / (Loss) before Tax	Provision for tax	Profit / (Loss) after Tax	Proposed Dividend	% of shareholding
JM Financial Products Limited	₹	544.50	1,999.68	6,952.93	4,408.75	624.60	1,169.23	543.00	116.16	426.84	157.91	99.71%
JM Financial Services Limited [Refer Note (d)]	₹	66.32	719.66	5,164.09	4,378.11	165.12	919.87	130.31	28.07	102.24	-	100.00%
JM Financial Comtrade Limited	₹	5.00	20.09	25.50	0.41	21.72	2.23	1.08	0.04	1.04	-	100.00%
JM Financial Institutional Securities Limited	₹	6.30	169.43	268.92	93.19	42.82	202.30	58.46	15.55	42.91	#	100.00%
Infinite India Investment Management Limited	₹	1.60	47.96	55.06	5.50	1.85	36.31	28.90	7.28	21.62	20.00	100.00%
CR Retail Malls (India) Limited	₹	20.00	39.49	160.14	100.65	69.48	26.32	13.45	3.38	10.07	2.00	100.00%
JM Financial Credit Solutions Limited	₹	2.83	4,209.91	10,334.18	6,121.44	1,579.58	1,304.82	66.90	19.74	47.16	8.49	46.68%
JM Financial Home Loans Limited	₹	432.35	190.84	2,158.63	1,535.44	-	257.11	49.73	9.92	39.81	0.43	94.02%
JM Financial Asset Reconstruction Company Limited [Refer Note (e)]	₹	398.33	370.49	3,792.53	3,023.71	1,250.57	343.91	(934.60)	10.41	(945.01)	-	58.28%
JM Financial Asset Management Limited	₹	53.33	90.74	176.45	32.38	130.41	29.15	(29.12)	0.08	(29.20)	-	59.54%
JM Financial Properties and Holdings Limited	₹	3.00	217.06	618.21	398.15	47.55	66.47	12.11	3.06	9.05	-	100.00%
JM Financial Overseas Holdings Private Limited	US\$	1.96	1.10	3.98	0.92	2.45	0.14	#	#	#	-	100.00%
JM Financial Singapore Pte. Ltd.	SGD	0.88	(0.72)	0.18	0.02	-	0.16	0.06	#	0.06	-	100.00%
JM Financial Securities, INC	US\$	#	0.13	0.16	0.03	-	0.12	0.02	0.01	0.01	-	100.00%

\* Exchange rate as on March 31, 2024 (or last working day prior to March 31, 2024): 1 US\$ = ₹ 83.37 and 1 SGD = ₹ 61.86

# Amount less than ₹ / US\$ / SGD 50,000

#### Notes

- Other Equity includes Non-controlling interest, wherever applicable.
- Total liabilities exclude share capital and other equity.
- Investments exclude investment in subsidiaries under consolidation.
- Pursuant to the NCLT order approving the Scheme of Arrangement (the "Scheme") on April 20, 2023 with the appointed date being April 1, 2023, JM Financial Capital Limited has ceased to be a step-down subsidiary of the Company consequent upon its merger with JM Financial Services Limited.
- The numbers presented are as per consolidated financial statements of JM Financial Asset Reconstruction Company Limited ("JMFARC").

### Part "B": Associate

(₹ in Crore)

Particulars	JM Financial Trustee Company Private Limited
Latest audited Balance Sheet Date	March 31, 2024
<b>Shares of Associate held by the Company at the year end</b>	
Nos.	25,000
Amount Invested in Associate	0.03
Extent of Holding%	25.00%
Description of ownership to determine significant influence	Ownership of 20% or more of the voting power
Reason why the associate is not consolidated	Ownership of not more than 50% of the voting Power and no control over the Board
Net worth attributable to shareholding as per latest audited Balance Sheet	15.49
Profit for the year	12.92
(i) Considered in Consolidation	3.23
(ii) Not Considered in Consolidation	9.69

#### Note:

- Significant influence has been determined as per Indian Accounting Standard 28 "Investments in Associates and Joint Ventures" specified under Section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

For and on behalf of the Board of Directors

**Nimesh Kampani**  
Chairman  
DIN – 00009071

**Vishal Kampani**  
Vice Chairman  
DIN – 00009079

**Adi Patel**  
Managing Director  
DIN – 02307863

**Nishit Shah**  
Chief Financial Officer

**Dimple Mehta**  
Company Secretary

# Independent Auditor's Report

## To the Members of JM Financial Limited

### Report on the Audit of the Consolidated Financial Statements

#### Opinion

We have audited the consolidated financial statements of JM Financial Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") and its associate, which comprise the consolidated balance sheet as at March 31, 2024 and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements of such subsidiaries and associate as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associate as at March 31, 2024 of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and its associate in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of reports of the other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

## Emphasis of Matters

### a. Description of Emphasis of Matter of Holding Company - JM Financial Limited ("JMFL")

We draw attention to Note 54(a) to the consolidated financial statements regarding Securities and Exchange Board of India's (the "SEBI") interim order barring the Company from taking new lead manager mandates for public issue of debt securities. As per the order, SEBI is to complete within six months, an investigation into the issues covered in the said Order. In view of the uncertainty pending completion of investigation, the impact of these developments, if any, shall be assessed by management and given effect based on the outcome of the aforesaid matter in future.

Our opinion is not modified in respect of this matter.

### b. Description of Emphasis of Matter of Subsidiary Company - JM Financial Products Limited ("JMFPL") as provided by the auditor of JMFPL

We draw attention to Note 54(b) to the consolidated financial statements describing the order of Reserve Bank of India ("RBI") on JMFPL directing restrictions on loan against IPO and subscription to debentures pursuant to the issues referred to in the said order. As per the order, these restrictions would be reviewed on completion of the audit initiated by "RBI" as mentioned in Note 54(b) to the consolidated financial statements for the year ended March 31, 2024. In view of the uncertainty pending completion of the audit and review of these restrictions by RBI, the impact of these developments, if any, shall be assessed by management and given effect based on the outcome of the aforesaid matter in future.

Our opinion is not modified in respect of this matter.

### c. Description of Material Uncertainty Related to Going Concern - JM Financial Asset Reconstruction Company Limited ("JMFARC") as provided by the auditor of JMFARC

With reference to Note 53(b) to the consolidated financial statements which indicates that JMFARC group has incurred significant losses for the current financial year, an exceptional impairment loss provision made on March 31, 2024, in multiple trusts and loans related to one large investment in security receipts/financial assets due to the change in the resolution strategy and events subsequent to the balance sheet date, which led to a reduction in the fair values of these assets, resulting in the Group's net worth decreasing from ₹ 1,535.77 crore as on March 31, 2023, to ₹ 595.48 crore as on March 31, 2024. The

reduction in net worth has resulted in a decrease in regulatory capital and regulatory ratios that indicate that material uncertainty related to going concern may exist.

However, the Parent Company of JMFARC group is raising funds through an equity infusion of ₹ 525 crore or such higher amounts from its Holding Company/ Existing shareholders/holding company's group entities/new investors, approved in its Board Meeting on May 16, 2024, subject to regulatory and other approvals. The regulatory capital and regulatory ratios will improve post the equity infusion which is explained in the note and the Company is confident it can meet obligations with equity infusion and asset realization. The Consolidated Financial Statements of JMFARC are prepared on a going-concern basis, as detailed in the note.

Our opinion is not modified in respect of this matter.

### d. Description of Emphasis of Matter of Subsidiary Company - JM Financial Asset Reconstruction Company Limited ("JMFARC") as provided by the auditor of JMFARC

### A. Description of Key Audit Matter of Holding Company - JM Financial Limited ("JMFL")

#### Revenue from Operations

The key audit matter	How the matter was addressed in our audit
Revenue from operations mainly comprises of revenue from investment banking services which includes lead manager's fees, underwriting commission, fees for mergers, acquisitions and advisory assignments; and arranger's fees for mobilizing debt funds.	Our key audit procedures included: <ul style="list-style-type: none"> <li>Obtained an understanding of the revenue related business processes, and assessed the appropriateness of the revenue recognition policies adopted by the Company.</li> <li>Tested the design and implementation and operating effectiveness of internal controls relating to the process of revenue recognition.</li> <li>For selected samples, evaluated fulfilment of the performance obligations as per the terms of engagement with customers by checking the underlying documents.</li> <li>Performed procedures to test completeness of revenue recorded during the year.</li> <li>Evaluated the appropriateness and adequacy of the disclosures made in the standalone financial statements for the revenue recorded during the year.</li> </ul>
Application of Ind AS 115 "Revenue from Contracts with Customers" (Ind AS 115) is complex and involves application of judgement in relation to identification of distinct performance obligations, determination of transaction price and appropriateness of the basis used to measure revenue over a period.	
Revenue is recognized when the services for the transaction are determined to be completed or when specific performance obligations are determined to be fulfilled as per the terms of the engagement. The variety and number of obligations within the contracts can make it complex to determine completion of the performance condition associated with the revenue.	
Due to the significance of the item to the financial statements and complexities involved, we have identified Revenue from operations from investment banking services as a Key Audit Matter in respect of the Company's financial statements.	

We draw your attention to Note 53(a) to the consolidated financial statements, which describes the exceptional item considered by management of JMFARC group for significant impairment provisions of ₹ 846.86 crore on fair valuation of investments in multiple trusts and loans related to one large account/exposure in the current financial year due to a change in resolution strategy/plan and events subsequent to the balance sheet date resulting in the reduction of fair values of the specific assets.

Our opinion is not modified in respect of this matter.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment and based on the consideration of reports of other auditors on separate financial statements of components audited by them, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

## Independent Auditor's Report (Contd.)

### Information Technology (IT) systems used in financial reporting process

The key audit matter	How the matter was addressed in our audit
<p>The Company's key financial accounting and reporting processes are highly dependent on information systems including automated controls in systems, such that there exists a risk that gaps in the IT control environment could result in the financial accounting and reporting records being materially misstated.</p> <p>Therefore, the assessment of the general IT controls and the application controls specific to the accounting and preparation of financial information is considered to be a key audit matter.</p>	<p>We have performed the following procedures during the period covered under audit:</p> <ul style="list-style-type: none"> <li>We evaluated and tested relevant IT general controls and IT application automated controls of the in-scope IT systems identified as relevant for our audit of the financial statements and financial reporting process of the Company.</li> <li>Performed control testing on user access management, program change management, program development, if required and IT operations and system application controls over key financial accounting and reporting systems.</li> <li>Tested key automated controls operating over the information technology systems in relation to financial accounting and reporting systems.</li> <li>Tested the design and operating effectiveness of key controls over user access management which includes granting access/right, new user creation, removal of user rights and super user access rights management over the in-scope systems.</li> <li>For selected key general IT controls over financial and reporting systems, we independently performed procedures to determine that these controls remained unchanged during the year or were changed following the standard change management process.</li> <li>Other areas that were tested include password policies, controls over changes to applications, its associated operating systems and databases and controls to ensure that developers don't have access to change applications, the operating system or databases in the production environment.</li> <li>Performed alternate procedures by testing compensating controls for areas where IT controls were not relied upon.</li> </ul>

### B. Description of Key Audit Matters of Subsidiary Company - JM Financial Credit Solutions Limited ("JMFCSL") as provided by the auditor of JMFCSL

#### Impairment loss allowance for Expected Credit Loss ("ECL") on loans

The key audit matter	How the matter was addressed in our audit
<p>Under Ind AS 109, Financial Instruments, allowance for loan losses are determined using expected credit loss ("ECL") estimation model.</p> <p>The estimation of impairment loss allowance on loans involves significant judgement and estimates.</p> <p>The key areas where we identified greater levels of management judgement and therefore increased levels of audit focus in the Company's estimation of ECL are:</p> <ul style="list-style-type: none"> <li>Staging - Ind AS 109 requires the Company to classify loans and advances into various stages based on assessment of significant increase in credit risk and default risk considering the quantitative and qualitative information. Significant management judgment is involved in determining the significant increase in credit risk and related staging.</li> </ul>	<p>During the course of their audit, the auditor of JMFCSL performed the following procedures:</p> <p>In view of the significance of the matter, we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence for testing impairment loss allowance on loans:</p> <ul style="list-style-type: none"> <li>Read and assessed the Company's accounting policies for impairment of financial assets considering the requirements of Ind AS 109.</li> <li>Performed process walkthroughs to identify the key systems, applications and controls used in the impairment loss allowance process. We tested the relevant manual, general IT and application controls over key systems used in the impairment loss allowance process.</li> </ul>

The key audit matter	How the matter was addressed in our audit
<ul style="list-style-type: none"> <li>Model estimations - Inherently judgmental models are used to estimate ECL which involves determining Probabilities of Default ("PD"), Loss Given Default ("LGD") and Exposures at Default ("EAD"). The LGD including value of collateral for under construction properties held by the Company / borrower specific cash flows for measurement of provision are the key drivers of estimation complexity in the ECL and as a result are considered the most significant judgmental aspect of the Company's modelling approach.</li> <li>Economic scenarios - Ind AS 109 requires the Company to measure ECL on an unbiased forward-looking basis reflecting a range of future economic conditions. Significant management consideration is applied in determining the economic scenarios used and the probability weights applied to them, including changes to methodology.</li> <li>Qualitative adjustments/ management overlays - Adjustments to the model-driven ECL results as overlays are recorded by management to address risks not captured by models for specific exposures. These adjustments are inherently uncertain and significant management judgement is involved in estimating these amounts.</li> </ul> <p>Other considerations for estimation of impairment loss allowance include:</p> <ul style="list-style-type: none"> <li>Data inputs - The application of ECL model requires several data inputs. This increases the risk of completeness and accuracy of the data which has been used to create assumptions in the model.</li> <li>Disclosures: The disclosures regarding the Company's application of Ind AS 109 are key to explaining the key judgements and significant inputs to the impairment loss allowance.</li> <li>Given the size of loan portfolio relative to the balance sheet and the impact of impairment loss allowance on the financial statements, we have considered this as a key audit matter.</li> </ul>	<ul style="list-style-type: none"> <li>Tested the design and implementation and operating effectiveness of controls in respect of the Company's impairment loss allowance process such as the timely recognition of impairment loss and staging criteria, if applicable, completeness and accuracy of reports and management's review process over the computation of impairment loss allowance and the related disclosures on Credit Risk under Financial Risk management.</li> <li>Assessed management's rationale for determination of criteria for significant increase in credit risk.</li> <li>Evaluated whether the methodology applied by the Company is compliant with the requirements of the relevant accounting standards and tested that the computations are performed in accordance with the approved methodology, including checking mathematical accuracy.</li> <li>Sample testing over key inputs, data and assumptions impacting computation of impairment loss allowance to assess the completeness, accuracy and relevance of data, economic forecasts, and model assumptions applied.</li> <li>Test of details on management overlays in order to assess the reasonableness of the adjustments by challenging key assumptions, and inspecting the computation methodology.</li> <li>Assessed whether the disclosures on key judgements, assumptions and quantitative data with respect to impairment loss allowance in the financial statements are appropriate and sufficient.</li> <li>We involved financial risk management specialists to evaluate appropriateness of the Company's Ind AS 109 impairment model, methodologies and reasonableness of assumptions used, including macro-economic factors.</li> </ul>

### Information Technology (IT) systems and controls

The key audit matter	How the matter was addressed in our audit
<p>The Company's key financial accounting and reporting processes are dependent on information systems including automated controls in systems, such that there exists a risk that gaps in the IT control environment could result in the financial accounting and reporting records being materially misstated.</p> <p>Therefore, the assessment of the general IT controls and the application controls specific to the accounting and preparation of financial information is considered to be a key audit matter.</p>	<p>During the course of their audit, the auditor of JMFCSL performed the following procedures:</p> <p>We have performed the following procedures during the period covered under audit:</p> <ul style="list-style-type: none"> <li>We evaluated and tested relevant IT general controls and IT application automated controls of the in-scope IT systems identified as relevant for our audit of the financial statements and financial reporting process of the Company.</li> <li>Performed control testing on user access management, program change management, program development, if required and IT operations and system application controls over key financial accounting and reporting systems.</li> <li>Tested the design and operating effectiveness of key controls over user access management which includes granting access/right, new user creation, removal of user rights and super user rights management over the in-scope system.</li> </ul>



## Independent Auditor's Report (Contd.)

The key audit matter	How the matter was addressed in our audit
	<ul style="list-style-type: none"> <li>For selected key general IT controls over financial and reporting systems, we independently performed procedures to determine that these controls remained unchanged during the year or were changed following the standard change management process.</li> <li>Other areas that were tested include password policies, controls over changes to applications, its associated operating systems and databases and controls to ensure that developers don't have access to change applications, the operating system or databases in the production environment.</li> <li>Tested key automated controls operating over the information technology systems in relation to financial accounting and reporting systems.</li> <li>Performed alternate procedures by testing compensating controls for areas where IT controls were not relied upon.</li> </ul>

### C. Description of Key Audit Matters of Subsidiary Company- JM Financial Services Limited ("JMFSL") as provided by the auditor of JMFSL

#### Key Information Technology (IT) systems used in financial reporting process

The key audit matter	How the matter was addressed in our audit
<p>The Company's key financial accounting and reporting processes are dependent on the automated controls in information systems, such that there exists a risk that gaps in the IT control environment could result in the financial accounting and reporting records being materially misstated. Therefore, the assessment of the general IT controls and the application controls specific to the accounting and preparation of financial information is considered to be a key audit matter.</p>	<p>During the course of their audit, the auditor of JMFSL performed the following procedures:</p> <p>We have involved IT Specialists in performing following audit procedures to assess the IT systems and controls:</p> <ul style="list-style-type: none"> <li>Performed control testing on user access management, change management and system application controls over key financial accounting and reporting systems.</li> <li>Tested key automated controls operating over the information technology systems in relation to financial accounting and reporting systems, including system access and system change management.</li> <li>Tested the design and operating effectiveness of key controls over user access management which includes granting access/right, new user creation, removal of user rights and super user access rights management over the in-scope systems.</li> <li>For selected key general IT controls over financial and reporting systems, we independently performed procedures to determine that these controls remained unchanged during the year or were changed following the standard change management process.</li> <li>Other areas that were tested include password policies, controls over changes to applications, its associated operating systems and databases and controls to ensure that developers don't have access to change applications, the operating system or databases in the production environment. Performing alternate procedures by testing compensatory controls for areas where IT controls were not relied upon.</li> </ul>

### D. Description of Key Audit Matters of Subsidiary Company- JM Financial Home Loans Limited ("JMFHLL") as provided by the auditor of JMFHLL

#### Impairment of loans measured at amortized cost

The key audit matter	How the matter was addressed in our audit
<p>During the course of their audit, the auditor of JMFHLL identified the key audit matter as below:</p> <p>As at the year end, the Company has financial assets in form of loans granted to customers aggregating to ₹ 2,072.68 crore net of provision for expected credit losses (ECL) of ₹ 34.36 crore. The management estimates impairment provision using collective model-based approach for the loan exposure other than those subject to specific provision. We have reported this as a key audit matter because measurement of loan impairment involves application of significant judgement by the management. The most significant judgements are:</p> <ul style="list-style-type: none"> <li>Timely identification of the impaired loans in accordance with Ind AS 109.</li> <li>Key assumptions in respect of determination of probability of defaults and loss given defaults including consideration of collateral values.</li> <li>Inputs and judgements used in determination of management overlay at various asset stages.</li> <li>The disclosures made in financial statements for ECL especially in relation to judgements and estimates by the management in determination of the ECL.</li> </ul>	<p>During the course of their audit, the auditor of JMFHLL performed the following procedures:</p> <ul style="list-style-type: none"> <li>Test the design and effectiveness of internal controls implemented by the management for following: <ul style="list-style-type: none"> <li>Identification of credit deterioration and consequently impaired loans</li> <li>Validation of the critical components viz. Exposure at Default ("EAD"), Probability of Default ("PD") and Loss given default ("LGD") used for the impairment provision</li> <li>Management's judgement applied for the key assumptions used for the purpose of determination of impairment provision</li> <li>Completeness and accuracy of the data inputs used</li> </ul> </li> <li>Test the completeness and accuracy of data from underlying systems used in the model including the bucketing of loans into delinquency bands. Assess and test the key underlying assumptions and significant judgements used by management.</li> <li>For loans identified by management as potentially impaired, examine on a sample basis, the calculation of the impairment, assess the underlying assumptions and corroborate these to supporting evidence.</li> <li>Examine a sample of loans which had not been identified by management as potentially impaired (Stage 1 and 2 assets) and form our own judgement as to whether that was appropriate through examining information such as the counterparty's payment history.</li> <li>We assessed the adequacy and appropriateness of disclosures in compliance with the Ind AS 107 in relation to ECL especially in relation to judgements used in estimation of ECL provision.</li> <li>We performed an overall assessment of the ECL provision levels at each stage to determine if they were reasonable considering the Company's portfolio, risk profile, credit risk management practices and the macroeconomic environment.</li> </ul>

## Independent Auditor's Report (Contd.)

### E. Description of Key Audit Matter of Subsidiary Company- JM Financial Asset Reconstruction Company Limited ('JMFARC') as provided by the auditor of JMFARC

#### Fair Valuation of investments in security receipts

The key audit matter	How the matter was addressed in our audit
<p>The valuation of the investments in security receipts in Trusts formed under distressed credit business is based on a recovery range provided by the External Rating Agency and other unobservable inputs (i.e. projection of future cash flows and expenses etc.). These assets are classified as level 3 in the valuation hierarchy and the same are not actively traded.</p> <p>Initially, the independent committee finalizes the resolution strategy for each trust, which may involve actions such as settling dues, selling assets through legal action or other means like NCLT, restructuring, and bringing in investors or strategic partners. The fair value of the investment can only be estimated based on the chosen resolution strategy, expected cash flows, recovery ranges provided by the external rating agency, collateral values, discount rates, proposed investor offer and other relevant assumptions. Further, the Company has applied judgements in estimating the cash flows.</p> <p>The Company has made investments in security receipts in Trusts formed under distressed credit business aggregating to ₹ 2,462.51 crore as at March 31, 2024 carried at fair value.</p> <p>In view of the complexities and significant judgements involved we have considered the valuation of these investments as a key audit matter.</p>	<p>During the course of their audit, the auditor of JMFARC performed the following procedures:</p> <ul style="list-style-type: none"> <li>We have tested the design and effectiveness of internal controls implemented by the management in respect of valuation of the investments including those relating to assessment of recovery plan by Asset Acquisition Committee for determination of appropriate recovery rate based on the range provided by the External Rating Agency, independent verification of the valuation inputs viz. estimated cash flows, collateral values and discount rates etc.</li> </ul> <p>We have selected the sample and performed the following audit procedures:</p> <ul style="list-style-type: none"> <li>Analysed reasonableness of the determination of the appropriate recovery rate and estimated cash flows and the other relevant judgments and estimates, if any; and we assessed the information used to determine the key assumptions;</li> <li>Compared the historical estimates of the cash flows with the actual recoveries and obtained explanations for the variations, if any;</li> <li>Compared the management's assumption of discount rate with the supporting internal/ external evidence;</li> <li>We assessed the reasonableness of the judgements in estimating the cash flows in response to corroborate the assumptions based on the information used by the Company, adopted/change in resolution strategy; and verified the accounting treatment applied.</li> <li>Read and assessed the disclosure made in JMFARC financial statements for assessing the compliance with respect to the disclosure requirements.</li> </ul>

### F. Description of Key Audit Matter of Subsidiary Company- JM Financial Products Limited ('JMFPL') as provided by the auditor of JMFPL

#### Expected Credit Loss (ECL) on Loans and Advances

The key audit matter	How the matter was addressed in our audit
<p>Ind AS 109: Financial Instruments ("Ind AS 109") requires the Company to provide for impairment of its Loans and Advances ("Financial Instruments") using the Expected Credit Losses ("ECL") approach.</p> <p>ECL involves an estimation of probability-weighted loss on Financial Instruments over their life, considering reasonable and supportable information about past events, current conditions, and forecasts of future economic conditions which could impact the credit quality of the Company's loans and advances.</p>	<p>During the course of their audit, the auditor of JMFPL performed the following procedures:</p> <p>Our audit approach was a combination of test of internal controls and substantive procedures which included the following:</p> <ol style="list-style-type: none"> <li>Evaluating the Company's policy, as approved by the Board of Directors, for impairment of carrying value of loans and advances and assessing appropriateness of the Company's impairment methodologies as required under Ind AS 109.</li> <li>Obtained an understanding of the ECL model adopted by the Company including the key inputs and assumptions including management overlays.</li> </ol>

The key audit matter	How the matter was addressed in our audit
<p>As at March 31, 2024, the carrying value of loan assets measured at amortized cost, aggregated ₹ 4,224.31 crore (net of allowance of ECL ₹ 64.15 crore) constituting 60.76% of the Company's total assets.</p> <p>In the process, a significant degree of judgement has been applied by the management for:</p> <ol style="list-style-type: none"> <li>Data inputs – The application of ECL model requires several data inputs. This increases the risk of completeness and accuracy of the data that has been used to apply assumptions in the model.</li> <li>Model estimations – Inherently judgmental models are used to estimate ECL which involves determining Probabilities of Default ("PD"), Loss Given Default ("LGD"), and Exposures at Default ("EAD") considering impact of infrequent past events on future probability of default and forward-looking macro – economic factors. The PD and the LGD are the key drivers of estimation complexity in the ECL and as a result are considered the most significant judgmental aspect of the Company's modelling approach.</li> <li>Defining qualitative/ quantitative thresholds for 'significant increase in credit risk' ("SICR") and 'default' particularly for corporate portfolio, wherein Company's credit risk function also segregates loans with specific risk characteristics based on trigger events identified using sufficient and credible information available from internal sources supplemented by external data. Impairment allowance for these exposures is reviewed and accounted on a case-by-case basis.</li> <li>Qualitative and quantitative factors used in staging the loan and estimation of behavioural life for the loan assets measured at amortized cost.</li> <li>Adjustments to model driven ECL results to address emerging trends.</li> </ol>	<ol style="list-style-type: none"> <li>Testing the design and effectiveness of internal controls over the following: <ul style="list-style-type: none"> <li>Key controls over the completeness and accuracy of the key inputs, data and assumptions into the Ind AS 109 impairment models.</li> <li>Key controls over the application of the staging criteria consistent with the definitions applied in accordance with the policy approved by the Board of Directors including the appropriateness of the qualitative factors.</li> <li>Management's controls over authorisation and calculation of post model adjustments and management overlays to the output of the ECL model.</li> </ul> </li> <li>Also, for a sample of ECL allowance on loan assets tested: <ol style="list-style-type: none"> <li>Sample testing over key inputs, data and assumptions impacting ECL calculations to assess the completeness, accuracy and relevance of data, reasonableness of economic forecasts, weights, model assumptions applied, and make inquiries with management.</li> <li>We tested the operating effectiveness of the controls for staging of loans and advances based on their past-due status.</li> <li>We evaluated reasonableness of LGD estimates by comparing actual recoveries post the loan asset becoming credit impaired with estimates of LGD.</li> <li>Tested a sample of performing (stage 1) loans to assess whether any SICR or loss indicators were present requiring them to be classified under stage 2 or 3.</li> <li>We tested the mathematical accuracy and computation of the allowances by using the same input data used by the Company.</li> <li>We also evaluated the adequacy of the adjustment after stressing the inputs used in determining the output as per the ECL Model and ensured that the adjustment was in conformity with the amount approved by the Audit Committee.</li> </ol> </li> <li>Testing management's controls on compliance with disclosures to confirm the compliance with the provisions of relevant provisions of Ind AS 109 and the RBI.</li> <li>Evaluating the appropriateness of the Company's Ind AS 109 impairment methodologies and reasonableness of assumptions used.</li> <li>We also made management enquiries with respect to the overlay quantum.</li> <li>For models which were changed or updated during the year, evaluating whether the changes were appropriate by assessing the updated model methodology.</li> <li>Discussed with the management, the approach, interpretation, systems and controls implemented in relation to probability of default and stage-wise bifurcation of product-wise portfolios for timely ascertainment of stress and early warning signals.</li> <li>Read and assessed the disclosures included in JMFPL financial statements in respect of expected credit losses with the requirements of Ind AS 107 Financial Instruments: Disclosure ("Ind AS 107") and Ind AS 109.</li> </ol>

## Independent Auditor's Report (Contd.)

### Information other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the financial statements and auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the audit reports of other auditors, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Management's and Board of Directors'/Designated Partners' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its associate in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies and Designated Partners of the Partnership Firm / Association of Persons (AOP) included in the Group and the respective Management and Board of Directors of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company / partnership firm / AOP and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement,

whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies and Designated Partners of the Partnership Firm / AOP included in the Group and the respective Management and Board of Directors of its associate are responsible for assessing the ability of each company / partnership firm / AOP to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors/ Designated Partners either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies and Designated Partners of the Partnership Firm / AOP included in the Group and the respective Management and Board of Directors of its associate are responsible for overseeing the financial reporting process of each company / partnership firm / AOP.

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associate to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statements of such entities or business activities within the Group and its associate to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Matters

- We did not audit the financial statements of 13 subsidiaries, whose financial statements reflect total assets (before consolidation adjustments) of ₹ 15,095.63 crore as at March 31, 2024, total revenues (before consolidation adjustments) of ₹ 1,984.70 crore and total net loss after tax (before consolidation adjustments) of ₹ 438.10 crore and net cash inflow (before consolidation adjustments) amounting to ₹ 493.49 crore for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the the Group's share of net profit (and other comprehensive income) of ₹ 3.23 crore for the year ended March 31, 2024, in respect of its associate, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associate, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associate is based solely on the reports of the other auditors.

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b. Certain of these subsidiaries are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the reports of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries and associate as were audited by other auditors, as noted in the "Other Matters" paragraph, we report, to the extent applicable, that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors except for the matters stated in the paragraph 2(B)(f) below on reporting

under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

- c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
  - e. On the basis of the written representations received from the directors taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and associate company incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
  - f. The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(A)(b) above on reporting under Section 143(3)(b) and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
  - g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies and associate company incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries and associate, as noted in the "Other Matters" paragraph:

- a. The consolidated financial statements disclose the impact of pending litigations as at March 31, 2024 on the consolidated financial position of the Group and its associate. Refer Note 37 to the consolidated financial statements.
- b. The Group and its associate did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended March 31, 2024.
- c. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies and associate company incorporated in India during the year ended March 31, 2024.
- d.
  - (i) The management of the Holding Company and its subsidiary companies and associate company in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary companies and associate company respectively that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiary companies and associate company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of Holding Company or any of such subsidiary companies and associate company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (ii) The management of the Holding Company and its subsidiary companies and associate company incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary companies and associate company respectively that, to the best of their knowledge and belief, no funds have been received by the Holding Company or any of such subsidiary companies and associate company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding

Company or any of such subsidiary companies and associate company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiary companies and associate company incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditors notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- e. As stated in Note 51 to the consolidated financial statements, the respective Board of Directors of the Holding Company has proposed final dividend for the year which is subject to the approval of the respective members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.
- f. Based on our examination, which included test checks, and that performed by the respective auditors of the subsidiary companies and an associate company which are companies incorporated in India whose financial statements have been audited under the Act, except for the instances mentioned below, the Holding Company and its subsidiary companies and an associate company have used accounting softwares for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares:
  - i. The audit trail feature was not enabled in respect of the accounting softwares used for secondary market transactions and fee and commission income products system for the Holding Company and a subsidiary company and also in respect of an accounting software used for maintaining general ledger for such subsidiary company.
  - ii. The audit trail feature was not enabled at the database level to log any direct data changes in respect of an accounting software used for portfolio management

## Independent Auditor's Report (Contd.)

services income for the Holding Company and a subsidiary company and also in respect of an accounting software used for depository participant income system for such subsidiary company.

- iii. The audit trail feature did not operate for an accounting software for a part of the year in respect of a subsidiary company.

Further, where audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting softwares, we did not come across any instance of the audit trail feature being tampered with.

### C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies and associate company which were not audited by us, the

remuneration paid during the current year by the Holding Company and its subsidiary companies and associate company to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary companies and associate company is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

**For B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No.:101248W/W-100022

**Kapil Goenka**  
Partner  
Place: Mumbai Membership No.: 118189  
Date: May 24, 2024 ICAI UDIN:24118189BKDBG7961

## Annexure A

to the Independent Auditor's Report on the Consolidated Financial Statements of JM Financial Limited for the year ended March 31, 2024

**(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)**

- (xxi) In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have unfavourable remarks, qualification or adverse remarks given by the respective auditors in their reports under the Companies (Auditor's Report) Order, 2020 (CARO):

Sr No.	Name of the entities	CIN	Holding Company/ Subsidiary/ JV/ Associate	Clause number of the CARO report which is unfavourable or qualified or adverse
1	JM Financial Limited	L67120MH1986PLC038784	Holding Company	vii (b)
2	JM Financial Credit Solutions Limited	U74140MH1980PLC022644	Subsidiary	iii (c), iii (d), vii (a), vii (b)
3	JM Financial Products Limited	U74140MH1984PLC033397	Subsidiary	iii (c), iii (d), iii (f), vii (b)
4	Infinite India Investment Management Limited	U74140MH2006PLC163489	Subsidiary	vii (b)
5	JM Financial Asset Management Limited	U65991MH1994PLC078879	Subsidiary	vii (b), xvii
6	JM Financial Asset Reconstruction Company Limited	U67190MH2007PLC174287	Subsidiary	iii (c), iii (d), vii (b)
7	JM Financial Home Loans Limited	U65999MH2016PLC288534	Subsidiary	iii (c), iii (d), vii (b)
8	JM Financial Services Limited	U67120MH1998PLC115415	Subsidiary	iii (c), vii (b)

**For B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No.:101248W/W-100022

**Kapil Goenka**  
Partner  
Membership No.: 118189  
ICAI UDIN:24118189BKDBG7961

Place: Mumbai  
Date: May 24, 2024

## Annexure B

to the Independent Auditor's Report on the consolidated financial statements of JM Financial Limited for the year ended March 31, 2024.

### Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

#### Opinion

In conjunction with our audit of the consolidated financial statements of JM Financial Limited (hereinafter referred to as "the Holding Company") as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to financial statements of the Holding Company and such companies incorporated in India under the Act which are its subsidiary companies and its associate company, as of that date.

In our opinion and based on the consideration of reports of the other auditors on internal financial controls with reference to financial statements of subsidiary companies and associate company, as were audited by the other auditors, the Holding Company and such companies incorporated in India which are its subsidiary companies and its associate company, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at March 31, 2024, based on the internal financial controls with reference to financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

#### Management's and Board of Directors' Responsibilities for Internal Financial Controls

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the respective company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary companies and associate company in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements.

#### Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and

that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to 8 subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of this matter.

**For B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

**Kapil Goenka**

Partner

Place: Mumbai

Membership No.: 118189

Date: May 24, 2024

ICAI UDIN:24118189BKDBDG7961

# Consolidated Balance Sheet

as at March 31, 2024

	Note No.	As at March 31, 2024	As at March 31, 2023
(₹ in Crore)			
<b>ASSETS</b>			
<b>Financial Assets</b>			
Cash and cash equivalents	4	2,231.58	524.02
Bank balances other than cash and cash equivalents	5	3,211.95	1,867.64
Trade receivables	6	568.55	1,215.31
Loans	7	15,062.91	16,928.73
Investments	8	4,724.23	3,584.49
Other financial assets	9	2,351.09	3,790.74
<b>Total Financial Assets</b>		<b>28,150.31</b>	<b>27,910.93</b>
<b>Non-Financial Assets</b>			
Inventories	10	142.87	102.10
Current tax assets	11	406.68	367.11
Deferred tax assets	21	274.04	245.22
Property, plant and equipment	12	494.55	439.92
Capital work-in-progress	12	4.43	7.01
Other Intangible assets	12	24.55	12.49
Goodwill on consolidation		52.44	52.44
Other non-financial assets	13	213.73	233.22
<b>Total Non-Financial Assets</b>		<b>1,613.29</b>	<b>1,459.51</b>
<b>Total Assets</b>		<b>29,763.60</b>	<b>29,370.44</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Liabilities</b>			
<b>Financial Liabilities</b>			
Trade Payables	14		
i. total outstanding dues of micro enterprises and small enterprises		3.33	1.15
ii. total outstanding dues of creditors other than micro enterprises and small enterprises		1,312.27	1,322.09
Debt securities	15	10,958.86	10,010.15
Borrowings (other than debt securities)	16	5,185.94	5,864.48
Lease liabilities	17	82.93	64.83
Other financial liabilities	18	833.44	542.45
<b>Total Financial Liabilities</b>		<b>18,376.77</b>	<b>17,805.15</b>
<b>Non-Financial Liabilities</b>			
Current tax liabilities	19	1.42	3.01
Provisions	20	50.10	53.54
Deferred tax liabilities	21	171.43	157.85
Other non-financial liabilities	22	107.85	81.04
<b>Total Non-Financial Liabilities</b>		<b>330.80</b>	<b>295.44</b>
<b>Equity</b>			
Equity share capital	23	95.56	95.48
Other equity	24	8,394.94	8,040.78
<b>Equity attributable to owners of the Company</b>		<b>8,490.50</b>	<b>8,136.26</b>
Non-controlling interests		2,494.19	2,888.41
Non-controlling interests of security receipts holders under Distressed Credit Business		71.34	245.18
<b>Total Equity</b>		<b>11,056.03</b>	<b>11,269.85</b>
<b>Total Liabilities and Equity</b>		<b>29,763.60</b>	<b>29,370.44</b>
The accompanying notes form an integral part of the financial statements	1 to 56		

In terms of our report of even date attached

For and on behalf of  
**B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No. 101248W/W-100022

**Kapil Goenka**  
Partner  
Membership No. 118189

Place : Mumbai  
Date : May 24, 2024

For and on behalf of the Board of Directors

**Nimesh Kampani**  
Chairman  
DIN – 00009071

**Nishit Shah**  
Chief Financial Officer

**Vishal Kampani**  
Vice Chairman  
DIN – 00009079

**Dimple Mehta**  
Company Secretary

**Adi Patel**  
Managing Director  
DIN – 02307863

# Consolidated Statement of Profit and Loss

for the year ended March 31, 2024

	Note No.	For the year ended March 31, 2024	For the year ended March 31, 2023
(₹ in Crore)			
<b>INCOME</b>			
<b>Revenue from operations</b>			
Interest income	25	2,555.59	2,091.87
Fees and commission income	26	1,097.78	657.48
Brokerage income	27	491.86	314.03
Net gain on fair value changes	28	559.55	183.42
Net gain on derecognition of financial instruments carried at amortised cost	29	1.77	0.10
Other Operating income	30	54.17	24.60
<b>Total revenue from operations</b>		<b>4,760.72</b>	<b>3,271.50</b>
Other income	31	71.44	71.57
<b>Total Income</b>		<b>4,832.16</b>	<b>3,343.07</b>
<b>EXPENSES</b>			
Finance costs	32	1,561.52	1,178.51
Fees and commission expense		294.24	214.60
Impairment on financial instruments	33	577.23	95.56
Employee benefits expense	34	795.44	622.34
Depreciation, amortisation and impairment	12	53.03	41.87
Other expenses	35	350.47	237.58
<b>Total expenses</b>		<b>3,631.93</b>	<b>2,390.46</b>
<b>Profit before exceptional item and tax</b>		<b>1,200.23</b>	<b>952.61</b>
Exceptional item	53(a)	(846.86)	-
<b>Profit before tax</b>		<b>353.37</b>	<b>952.61</b>
<b>Tax expense:</b>			
Current tax	36	339.02	243.54
Deferred tax		(12.77)	0.61
Tax adjustment of earlier years (net)		(0.40)	(0.30)
<b>Total tax expense</b>		<b>325.85</b>	<b>243.85</b>
<b>Profit for the year</b>		<b>27.52</b>	<b>708.76</b>
Add : Share in profit of associate		3.23	0.23
<b>Profit after tax and share in profit of associate</b>		<b>30.75</b>	<b>708.99</b>
<b>Other Comprehensive Income (OCI)</b>			
(i) Items that will be reclassified to profit or loss			
- Exchange differences on translation of foreign operations		3.00	10.99
(ii) Items that will not be reclassified to profit or loss			
- Remeasurement of defined benefit obligations		(3.43)	(0.55)
- Share in Other Comprehensive Income of Associate		#	#
- Income tax on above		0.86	0.14
<b>Total Other Comprehensive Income (Net of tax)</b>		<b>0.43</b>	<b>10.58</b>
<b>Total Comprehensive Income for the year</b>		<b>31.18</b>	<b>719.57</b>
<b>Net Profit Attributable to:</b>			
Owners of the Company		409.84	597.29
Non-controlling interests		(379.09)	111.70
<b>Other Comprehensive Income Attributable to:</b>			
Owners of the Company		0.74	10.62
Non-controlling interests		(0.31)	(0.04)
<b>Total Comprehensive Income Attributable to:</b>			
Owners of the Company		410.58	607.91
Non-Controlling interest		(379.40)	111.66
<b>Earnings per equity share (EPS)</b>	38		
(face value of ₹ 1/- each)			
Basic EPS (in ₹)		4.29	6.26
Diluted EPS (in ₹)		4.29	6.25
The accompanying notes form an integral part of the consolidated financial statements	1 to 56		

Denotes amount below ₹ 50,000/-

In terms of our report of even date attached

For and on behalf of  
**B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No. 101248W/W-100022

**Kapil Goenka**  
Partner  
Membership No. 118189

Place : Mumbai  
Date : May 24, 2024

For and on behalf of the Board of Directors

**Nimesh Kampani**  
Chairman  
DIN – 00009071

**Nishit Shah**  
Chief Financial Officer

**Vishal Kampani**  
Vice Chairman  
DIN – 00009079

**Dimple Mehta**  
Company Secretary

**Adi Patel**  
Managing Director  
DIN – 02307863

# Consolidated Statement of Cash Flow

for the year ended March 31, 2024

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before exceptional item* and tax	1,200.23	952.61
<b>Adjustment for:</b>		
Depreciation, amortisation and impairment	53.03	41.87
Amortisation of deferred employee compensation (ESOP)	9.90	6.12
Impairment on financial instruments	577.23	95.56
Other assets written-off	-	0.06
Gain on sale of property, plant and equipment (PPE)	(0.72)	(0.42)
Net gain on fair value changes	(559.55)	(183.42)
Dividend income	(13.01)	(4.79)
Interest income	(2,555.59)	(2,091.87)
Interest income - others	(26.72)	(20.61)
Finance costs	1,561.52	1,178.51
<b>Operating profit / (loss) before working capital changes</b>	<b>246.32</b>	<b>(26.38)</b>
<b>Adjustment for:</b>		
Decrease/(Increase) in trade receivables	644.64	(735.50)
Decrease/(Increase) in loans (net)	1,159.65	(1,863.19)
Decrease/(Increase) in other financial assets	688.94	(478.64)
(Increase) in Inventories	(40.77)	(102.10)
(Increase) in other non-financial assets	(1.98)	(168.56)
(Decrease)/Increase in trade payables	(7.64)	477.29
Increase in other financial liabilities	286.89	95.98
(Decrease)/Increase in provisions	(6.87)	4.54
Increase/(Decrease) in other non-financial liabilities	27.37	(112.79)
Interest income received	2,567.45	2,021.62
Interest expense paid	(1,549.17)	(1,145.24)
<b>Cash generated from / (used in) operations</b>	<b>4,014.83</b>	<b>(2,032.97)</b>
Direct taxes paid (net)	(379.78)	(274.23)
<b>Net cash generated from / (used in) operating activities</b>	<b>3,635.05</b>	<b>(2,307.20)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of investments	(1,176.47)	(991.89)
Proceeds from sale of investments	457.34	1,062.27
Purchase of PPE	(53.73)	(124.53)
Proceeds from sale of PPE	0.76	0.46
Effect of change in controlling interest of subsidiary trusts	(13.26)	7.39
(Increase) in other bank balances	(1,344.31)	(570.71)
Interest income – others received	26.72	20.61
Dividend received	13.01	4.79
<b>Net cash (used in) investing activities</b>	<b>(2,089.94)</b>	<b>(591.61)</b>

\* Refer Note 53(a)

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of shares on exercise of options	0.30	0.07
Proceeds from issue of securities / security receipts (SRs) to non-controlling interest (NCI) shareholders	91.51	0.23
(Repayment) on redemption of SRs / distribution to Non-controlling SR holders	(76.31)	(7.35)
(Repayment of) debt component of Compulsorily Convertible Debentures to NCI shareholders	(0.05)	(1.85)
Proceeds from Debt Securities	17,890.96	9,453.57
(Repayment of) Debt Securities	(16,979.56)	(9,098.63)
Proceeds from other borrowings	2,589.73	3,091.41
(Repayment of) other borrowings	(3,235.11)	(1,057.39)
(Repayment of) lease liabilities (including interest)	(32.08)	(23.79)
Dividend paid on equity shares	(86.94)	(196.38)
<b>Net cash generated from financing activities</b>	<b>162.45</b>	<b>2,159.89</b>
<b>Net increase / (decrease) in cash and cash equivalents</b>	<b>1,707.56</b>	<b>(738.92)</b>
Cash and cash equivalents at the beginning of the year	524.02	1,262.94
<b>Cash and cash equivalents at the end of the year (Refer note 4)</b>	<b>2,231.58</b>	<b>524.02</b>
The accompanying notes form an integral part of the consolidated financial statements 1 to 56		

## Additional Disclosure pursuant to Ind AS 7 (Borrowings Movement during the Year):

	(₹ in Crore)	
	As at March 31, 2024	As at March 31, 2023
<b>Opening balance</b>	<b>15,874.63</b>	<b>13,457.76</b>
Cash flows (net)	266.02	2,388.96
Others**	4.15	27.91
<b>Closing balance</b>	<b>16,144.80</b>	<b>15,874.63</b>

\*\*includes Effective interest rate (EIR) adjustment, interest accrued, etc.

In terms of our report of even date attached  
For and on behalf of  
**B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No. 101248W/W-100022

**Kapil Goenka**  
Partner  
Membership No. 118189

For and on behalf of the Board of Directors

**Nimesh Kampani**  
Chairman  
DIN – 00009071

**Vishal Kampani**  
Vice Chairman  
DIN – 00009079

**Adi Patel**  
Managing Director  
DIN – 02307863

Place : Mumbai  
Date : May 24, 2024

**Nishit Shah**  
Chief Financial Officer

**Dimple Mehta**  
Company Secretary



# Consolidated Statement of Changes in Equity

for the year ended March 31, 2024

## A. Equity share capital

Particulars	Balance as at		Changes in equity share capital during the year		Balance as at	
	March 31, 2022	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2023	March 31, 2024
Equity Share Capital	95.41	95.48	0.07	0.08	95.48	95.56

## B. Other Equity

Particulars	Reserves and Surplus										Other Comprehensive Income	Other equity attributable to the owners of the Company	Non-Controlling Interest (NCI)*	Total						
	Share application money pending allotment		Statutory Reserve	Capital Reserve	Reserve on acquisition/dilution in subsidiary companies	Securities Premium Reserve	Capital Redemption Reserve	Stock Option Outstanding	Capital Reserve on Consolidation	General Reserve					Impairment Reserve	Debt Redemption Reserve	Initial Corpus	Retained earnings	Foreign Currency Transition Reserve	Share of OCI of Associate
	March 31, 2022	March 31, 2023																		
Balance as at March 31, 2022	-	-	943.26	21.85	141.92	2,028.61	27.77	17.71	174.64	205.25	108.10	-	-	3,897.87	20.83	-	7,590.80	2,989.43	10,580.23	
Profit for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	597.29	-	-	587.29	111.70	708.99	
OCI	-	-	-	-	-	6.22	-	(1.10)	-	-	-	-	-	(0.37)	10.99	-	10.62	(0.04)	10.58	
<b>Total</b>	-	-	136.15	21.85	141.92	2,034.83	27.77	16.61	174.64	205.25	127.19	-	-	596.92	10.99	-	607.91	111.66	719.57	
<b>Comprehensive Income for the year</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	(161.09)	-	-	5.12	1.00	6.12	
Employee Stock Options (Net)	-	-	-	-	-	6.22	-	(1.10)	-	-	-	-	-	-	-	-	-	-	-	
Transfer to Other Reserves	-	-	-	-	0.10	-	-	-	-	-	19.09	-	-	-	-	-	0.10	(1.25)	(1.15)	
On acquisition of equity shares of subsidiary company from NCI shareholders	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	0.23	
On account of infusion in subsidiary company/trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(7.35)	
On redemption of SRs to Non-controlling SR holders	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(7.35)	
On conversion of CCD into Equity shares in subsidiary company	-	-	-	-	32.53	-	-	-	-	-	-	-	-	-	-	-	32.53	(32.53)	-	
On acquisition of controlling stake by the subsidiary company in its subsidiary trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	124.86	
On repayment of debt component of Compulsorily convertible debentures (CCD) to NCI shareholders in subsidiary companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(1.85)	
Dividend	-	-	1,079.41	8.84	21.85	174.55	27.77	16.61	174.64	205.25	127.19	-	-	(195.69)	31.82	-	(195.69)	(0.61)	(196.29)	
<b>Balance as at March 31, 2023</b>	-	-	1,079.41	8.84	21.85	2,034.83	27.77	16.61	174.64	205.25	127.19	-	-	4,136.02	31.82	-	8,040.78	3,133.59	11,174.37	



Particulars	Reserves and Surplus										Other Comprehensive Income	Other equity attributable to the owners of the Company	Non-Controlling Interest (NCI)*	Total						
	Share application money pending allotment		Statutory Reserve	Capital Reserve	Reserve on acquisition/dilution in subsidiary companies	Securities Premium Reserve	Capital Redemption Reserve	Stock Option Outstanding	Capital Reserve on Consolidation	General Reserve					Impairment Reserve	Debt Redemption Reserve	Initial Corpus	Retained earnings	Foreign Currency Transition Reserve	Share of OCI of Associate
	March 31, 2023	March 31, 2024																		
Balance as at March 31, 2023	-	-	1,079.41	8.84	21.85	174.55	27.77	16.61	174.64	205.25	127.19	-	-	4,136.02	31.82	-	8,040.78	3,133.59	11,174.37	
Profit for the year	-	-	-	-	-	-	-	-	-	-	-	-	-	409.84	-	-	409.84	(379.09)	30.75	
OCI	-	-	-	-	-	6.79	-	2.19	-	-	-	-	-	(2.26)	3.00	-	0.74	(0.31)	0.43	
<b>Total</b>	-	-	95.44	8.84	21.85	174.55	27.77	18.80	174.64	205.25	116.54	-	-	407.58	3.00	-	410.58	(379.40)	31.18	
<b>Comprehensive Income for the year</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	0.04	-	-	9.02	1.10	10.12	
Employee Stock Options (Net)	-	-	-	-	-	6.79	-	2.19	-	-	-	-	-	(224.98)	-	-	-	-	-	
Transfer to Other Reserves	-	-	-	-	0.10	-	-	-	-	-	5.04	-	-	-	-	-	0.10	91.41	91.51	
On account of infusion in subsidiary company/trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(74.70)	
On redemption of SRs / distribution to Non-controlling SR holders	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(20.39)	
On conversion of CCD into Equity shares in subsidiary company	-	-	-	-	20.39	-	-	-	-	-	-	-	-	-	-	-	20.39	-	-	
On loss of controlling stake by the subsidiary company in its subsidiary trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(185.37)	
On repayment of debt component of CCD to NCI shareholders in subsidiary companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(0.05)	
Dividend	-	-	1,174.85	16.80	21.85	195.04	27.77	18.80	174.64	205.25	243.73	5.04	-	(85.93)	34.82	-	(85.93)	(0.66)	(86.59)	
<b>Balance as at March 31, 2024</b>	-	-	1,174.85	16.80	21.85	2,041.62	27.77	18.80	174.64	205.25	243.73	5.04	-	4,234.73	34.82	-	8,394.94	2,565.53	10,960.47	

The accompanying notes form an integral part of the consolidated financial statements

# Denotes amount below ₹ 50,000/-

\*Including noncontrolling interests of security receipts holders under distressed credit business

In terms of our report of even date attached For and on behalf of

**B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No. 101248/W-100022

**Kapil Goenka**  
Partner  
Membership No. 118189  
Place : Mumbai  
Date : May 24, 2024

**Nimesh Kampani**  
Chairman  
DIN - 00009071  
**Nishit Shah**  
Chief Financial Officer

**Vishal Kampani**  
Vice Chairman  
DIN - 00009079  
**Dimple Mehta**  
Company Secretary

**Adi Patel**  
Managing Director  
DIN - 02307863

For and on behalf of the Board of Directors

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# Material Accounting Policies

and Notes to the Consolidated Financial Statements

## 1. Corporate Information

JM Financial Limited (“Company”) along with its subsidiaries (collectively referred to as “Group”) and an associate is an integrated and diversified financial services group. The Group’s primary businesses include (a) Investment Bank (IB) which caters to Institutional, Corporate, Government and Ultra High Networth clients and includes investment banking, institutional equities and research, private equity funds, fixed income, syndication, private wealth management, PMS and finance; (b) Mortgage Lending includes both wholesale mortgage lending and retail mortgage lending (home loans, education institutions lending and LAP); (c) Alternative and Distressed Credit includes the asset reconstruction business and alternative credit funds; and (d) Asset management, Wealth management and Securities business (Platform AWS) provides an integrated investment platform to individual clients and includes elite and retail wealth management business, broking and mutual fund business.

The Company is incorporated and domiciled in India. The address of the Registered Office is 7<sup>th</sup> Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025. The Company’s equity shares are listed on the BSE Limited and National Stock Exchange of India Limited in India.

## 2. Material accounting policies

### 2.1 Basis of preparation and presentation of financial statements

#### Statement of Compliance:

The consolidated financial statements of the Group have been prepared in accordance with the Indian Accounting Standards (Ind AS) and the relevant provisions of the Companies Act, 2013 (the “Act”) (to the extent notified), and the guidelines issued by the Reserve Bank of India (“RBI”), the National Housing Bank (“NHB”) and the Securities Exchange Board of India (“SEBI”) to the extent applicable. The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

#### Basis of Measurement

##### Historical Cost Convention

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values

at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value but are not fair value such as value in use in Ind AS 36.

#### Measurement of Fair values

Fair value measurements under Ind AS are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at measurement date;
- Level 2 inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the valuation of assets or liabilities

#### Presentation of financial statements

The Balance Sheet, the Statement of Profit and Loss and the Statement of Changes in Equity are prepared and presented in the format prescribed in the Division III of Schedule III to the Act. The Cash flow statement has been prepared and presented as per the requirements of Ind AS 7 “Statement of Cash Flows”.

Amounts in the financial statements are presented in Indian Rupees (₹) in crore rounded off to two decimal places as permitted by Schedule III to the Act. Per share data are presented in Indian Rupees (₹) to two

decimal places. Indian Rupees (₹) is also the functional currency of the Group.

### 2.2 Principles of consolidation

The consolidated financial statements incorporate the financial statements of the Group and entities (including structured entities) controlled by the Group. Control is achieved when the Group:

- has power over the investee
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally.

The Group considers all relevant facts and circumstances in assessing whether or not the Group’s voting rights in an investee are sufficient to give it power, including:

- the size of the Group’s holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders’ meetings.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Company, i.e., year ended on March 31<sup>st</sup>. When the end of the reporting period of the Company is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the Company to enable the Company to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

### 2.2.1 Subsidiaries

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the Consolidated Statement of Profit and Loss from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Group and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Group and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group’s accounting policies.

All intra-Group assets and liabilities, equity, income and expenses (including unrealised income and expenses) and cash flows relating to transactions between members of the Group are eliminated in full on consolidation. Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group’s interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

### 2.2.2 Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in loss of control as transactions with equity owners of the Group. A change in the ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity.

When the Group loses control of a subsidiary, a gain or loss is recognised in the Consolidated Statement of Profit and Loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation

## Material Accounting Policies

and Notes to the Consolidated Financial Statements (Contd.)

to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified /permitted by applicable Ind AS). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 109, or, when applicable, the cost on initial recognition of an investment in an associate or joint venture.

### 2.3 Investments in Associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. Investments in associates are accounted for using the equity method of accounting, after initially being recognized at cost.

Under the equity method of accounting, the investments are initially recognized at cost and adjusted thereafter to recognize the Group's share of post-acquisition profits or losses of the investee in profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates are recognized as a reduction in the carrying amount of the investment.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

### 2.4 Business Combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange of control of the acquiree. Acquisition related costs are generally recognised in Consolidated Statement of Profit and Loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that

- Deferred tax assets or liabilities related to employee benefits arrangements are recognised and measured in accordance with Ind AS 12 Income taxes and Ind AS 19 Employee benefits respectively;
- Liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with Ind AS 102 Share-based Payment at the acquisition date; and
- Assets (or disposal groups) that are classified as held for sale in accordance with Ind AS 105 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree (if any) over the net of the acquisition date amounts of the identifiable assets acquired and the liabilities assumed.

In case of a bargain purchase, before recognising a gain in respect thereof, the Group determines whether there exists clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. Thereafter, the Group reassesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and recognises any additional assets or liabilities that are identified in that reassessment. The Group then reviews the procedures used to measure the amounts that Ind AS requires for the purposes of calculating the bargain purchase. If the gain remains after this reassessment and review, the Group recognises it in other comprehensive income and accumulates the same in equity as capital reserve. This gain is attributed to the acquirer. If there does not exist clear evidence of the underlying reasons for classifying the business combination as a bargain purchase, the Group recognises the gain, after reassessing and reviewing (as described above), directly in equity as capital reserve.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in another Ind AS.

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill or capital reserve, as the case maybe. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not re-measured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is re-measured at fair value at subsequent reporting dates with the corresponding gain or loss being recognised in Statement of Profit and Loss.

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is re-measured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in Statement of Profit and Loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to Statement of Profit and Loss where such treatment would be appropriate if that interest were disposed of.

#### Common control transactions

Business combinations involving entities that are controlled by the Group are accounted for using the pooling of interests method as follows:

- 1) The assets and liabilities of the combining entities are reflected at their carrying amounts.
- 2) No adjustments are made to reflect fair values, or recognise any new assets or liabilities. Adjustments are only made to harmonise accounting policies.
- 3) The balance of the retained earnings appearing in the financial statements of the transferor is aggregated

with the corresponding balance appearing in the financial statements of the transferee or is adjusted against general reserve.

- 4) The identity of the reserves are preserved and the reserves of the transferor become the reserves of the transferee.
- 5) The difference, if any, between the amounts recorded as share capital issued plus any additional consideration in the form of cash or other assets and the amount of share capital of the transferor is transferred to capital reserve and is presented separately from other capital reserves.
- 6) The financial information in the financial statements in respect of prior periods is restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of combination. However, where the business combination had occurred after that date, the prior period information is restated only from that date.

### 2.5 Goodwill

Goodwill arising on an acquisition of a business is carried at cost established at the date of acquisition of the business less accumulated impairment loss, if any.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash generating units (CGU) that is expected to benefit from the synergies of the combination.

A CGU to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired, if the recoverable amount of the CGU is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the units pro-rata based on the carrying amount of each asset in the unit, any impairment loss or goodwill is not reversed in subsequent period.

On disposal of relevant CGU, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

### 2.6 Investment Property

Investment properties are properties held to earn rentals and/or capital appreciation and are measured and reported at cost, less accumulated depreciation and accumulated impairment losses.

## Material Accounting Policies

and Notes to the Consolidated Financial Statements (Contd.)

An Investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from the disposal. Any gain or loss arising on de-recognition of property is recognised in the Statement of Profit and Loss in the same period.

Investment property under construction / Capital work in progress includes assets not ready for the intended use and is carried at cost, comprising direct cost and related incidental expenses.

### 2.7 Property, plant and equipment and Intangible assets

#### Recognition and Measurement

Property, plant and equipment (PPE) is recognised when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. PPE is stated at original cost net of tax/duty credits availed, if any, less accumulated depreciation and cumulative impairment, if any. Cost includes professional fees related to the acquisition of PPE. PPE not ready for the intended use on the date of the Balance Sheet is disclosed as “capital work-in-progress”.

PPE held for use are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses.

#### Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably.

#### Depreciation

Depreciation is recognised on a straight-line basis over the estimated useful lives of respective assets as under:

Assets	Useful life
<b>Property, Plant &amp; Equipment</b>	
Premises	60 years
Leasehold building	60 years or lease period whichever is lower
Leasehold improvements	10 years or lease period whichever is lower
Computers	3 years
Servers and Networks	6 years
Office equipment	5 years
Furniture and fixtures	10 years
Motor Vehicles	5 years

Assets costing less than ₹ 5,000/- are fully depreciated in the year of purchase.

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis for those assets whose useful lives are not as per the Companies Act.

#### Derecognition

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss.

#### Intangible assets

#### Recognition and Measurement

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortisation and cumulative impairment. Administrative and other general overhead expenses that are specifically attributable to acquisition of intangible assets are allocated and capitalised as a part of the cost of the intangible assets.

Intangible assets not ready for the intended use on the date of Balance Sheet are disclosed as “Intangible assets under development”.

#### Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably.

#### Amortisation

Amortisation is recognised on a straight-line basis over the estimated useful lives as under:

Assets	Useful life
<b>Intangible Assets</b>	
Computer Software	5 years

The estimated useful lives and amortisation method are reviewed at the end of each reporting period.

#### Derecognition

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the statement of Profit and Loss when the asset is derecognised.

#### Impairment losses on non-financial assets

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss.

An asset is considered as impaired when, on the balance sheet date, there are indications of impairment in the carrying amount of the assets, or where applicable the cash generating unit to which the asset belongs, exceeds its recoverable amount (i.e. the higher of the assets’ net selling price and value in use). The carrying amount is reduced to the level of recoverable amount and the reduction is recognised as an impairment loss in the Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss.

### 2.8 Inventories

Inventories are valued at lower of cost and net realisable value. The cost of inventories is based on the specific identification method. Net Realisable value is based upon the estimates of the management. The effect of changes, if any, to the estimates is recognised in the Financial Statements for the period in which such changes are determined.

### 2.9 Financial Instruments

#### Recognition of Financial Instruments

Financial instruments comprise of financial assets and financial liabilities. Financial assets and liabilities are

recognised when the Group becomes the party to the contractual provisions of the instruments. Financial assets primarily comprise of loans and advances, premises and other deposits, trade receivables and cash and cash equivalents. Financial liabilities primarily comprise of borrowings and trade payables.

#### Initial Measurement of Financial Instruments

Recognised financial assets and financial liabilities are initially measured at fair value, except for trade receivables which are initially measured at transaction price. Transaction costs and revenues that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at Fair Value through Profit or loss (FVTPL)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs and revenues directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in Statement of Profit and Loss.

If the transaction price differs from fair value at initial recognition, the Group will account for such difference as follows:

- if fair value is evidenced by a quoted price in an active market for an identical asset or liability or based on a valuation technique that uses only data from observable markets, then the difference is recognised in Statement of Profit and Loss on initial recognition (i.e. day 1 profit or loss);
- in all other cases, the fair value will be adjusted to bring it in line with the transaction price (i.e., day 1 profit or loss will be deferred by including it in the initial carrying amount of the asset or liability).

After initial recognition, the deferred gain or loss will be released to the Statement of profit and loss on a rational basis, only to the extent that it arises from a change in a factor (including time) that market participants would take into account when pricing the asset or liability.

#### Subsequent Measurement of Financial Assets

All recognised financial assets that are within the scope of Ind AS 109 are required to be subsequently measured at amortised cost or fair value on the basis of the entity’s business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

## Material Accounting Policies

and Notes to the Consolidated Financial Statements (Contd.)

### Classification of Financial Assets

- Debt instruments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal amount outstanding (SPPI), are subsequently measured at amortised cost;
- all other debt instruments (e.g., debt instruments managed on a fair value basis, or held for sale) and equity investments are subsequently measured at FVTPL.

However, the Group may make the following irrevocable election / designation at initial recognition of a financial asset on an asset-by-asset basis:

- the Group may irrevocably elect to present subsequent changes in fair value of an equity investment that is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies, in OCI; and
- the Group may irrevocably designate a debt instrument that meets the amortised cost or FVTOCI criteria as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch (referred to as the fair value option).

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument or a financial guarantee.

Securities held for trading instruments are classified as at FVTPL. The gains/losses on sale of securities held for trading are recognized in the Statement of Profit and Loss on the trade date. Gain or loss on sale of securities held for trading is determined after consideration of cost on FIFO basis.

### Financial assets at amortised cost or at FVTOCI

The Group assesses the classification and measurement of a financial asset based on the contractual cash flow characteristics of the individual asset basis and the Group's business model for managing the asset.

For an asset to be classified and measured at amortised cost or at FVTOCI, its contractual terms should give rise to cash flows that are meeting SPPI test.

For the purpose of SPPI test, principal is the fair value of the financial asset at initial recognition. That principal amount may change over the life of the financial asset (e.g. if there are repayments of principal). Interest consists of consideration for the time value of money, for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs, as well as a profit margin. The SPPI assessment is made in the currency in which the financial asset is denominated.

Contractual cash flows that are SPPI are consistent with a basic lending arrangement. Contractual terms that introduce exposure to risks or volatility in the contractual cash flows that are unrelated to a basic lending arrangement, such as exposure to changes in equity prices or commodity prices, do not give rise to contractual cash flows that are SPPI. An originated or an acquired financial asset can be a basic lending arrangement irrespective of whether it is a loan in its legal form.

An assessment of business models for managing financial assets is fundamental to the classification of a financial asset. The Group determines the business models at a level that reflects how financial assets are managed at individual basis and collectively to achieve a particular business objective.

When a debt instrument measured at FVTOCI is derecognised, the cumulative gain/loss previously recognised in OCI is reclassified from equity to Statement of Profit and Loss. In contrast, for an equity investment designated as measured at FVTOCI, the cumulative gain/loss previously recognised in OCI is not subsequently reclassified to Statement of Profit and Loss but transferred within equity.

Debt instruments that are subsequently measured at amortised cost or at FVTOCI are subject to impairment.

### Equity Investments at FVTOCI

The Group subsequently measures all equity investments at fair value through profit or loss, unless the Group management has elected to classify irrevocably some of its equity investments as equity instruments at FVTOCI, when such instruments meet the definition of Equity under Ind AS 32 "Financial Instruments: Presentation" and are not held for trading. Such classification is determined on an instrument-by-instrument basis.

Gains and losses on equity instruments measured through FVTOCI are never recycled to Statement of Profit and Loss. Dividends are recognised in Statement of Profit and Loss as dividend income when the right of the payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the instrument, in which case, such gains are recorded in OCI. Equity instruments at FVTOCI are not subject to an impairment assessment.

### Financial assets at fair value through profit or loss (FVTPL)

Investments in equity instruments are classified as at FVTPL, unless the Group irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading.

Debt instruments that do not meet the amortised cost criteria or FVTOCI criteria are measured at FVTPL. In addition, debt instruments that meet the amortised cost criteria or the FVTOCI criteria but are designated as at FVTPL are measured at FVTPL.

A financial asset that meets the amortised cost criteria or debt instruments that meet the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on remeasurement recognised in Statement of Profit and Loss. The net gain or loss recognised in Statement of Profit and Loss incorporates any dividend or interest earned on the financial asset. Dividend on financial assets at FVTPL is recognised when the Group's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

### Reclassifications

If the business model under which the Group holds financial assets changes, the financial assets affected are reclassified. The classification and measurement requirements related to the new category apply prospectively from the first day of the first reporting

period following the change in business model that result in reclassifying the Group's financial assets. During the current financial year and previous accounting period there was no change in the business model under which the Group holds financial assets and therefore no reclassifications were made. Changes in contractual cash flows are considered under the accounting policy on Modification and derecognition of financial assets described below.

### Impairment of financial assets

#### Overview of the Expected Credit Loss principles:

The Group records allowance for expected credit losses for all loans, other debt financial assets not held at FVTPL, together with loan commitments issued, financial guarantee contracts and other assets, in this section all referred to as 'financial instruments'. Equity instruments are not subject to impairment loss under Ind AS 109.

Expected credit losses (ECL) are a probability-weighted estimate of the present value of credit losses. Credit loss is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate (or credit-adjusted effective interest rate for purchased or originated credit-impaired financial assets). The Group estimates cash flows by considering all contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) through the expected life of that financial instrument.

The Group measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. 12-month expected credit losses are portion of the lifetime expected credit losses and represent the lifetime cash shortfalls that will result if default occurs within the 12 months after the reporting date and thus, are not cash shortfalls that are predicted over the next 12 months.

A loss allowance for full lifetime ECL is required for a financial instrument if the credit risk on that financial instrument has increased significantly since initial

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recognition. For all other financial instruments, ECLs are measured at an amount equal to the 12-month ECL.

The Group measures ECL on an individual basis, or on a collective basis for loans that share similar economic risk characteristics. The measurement of the loss allowance is based on the present value of the asset's expected cash flows using the asset's original EIR.

Impairment losses and releases are accounted for and disclosed separately from modification losses or gains that are accounted for as an adjustment of the financial asset's gross carrying value.

The definition of default is used in measuring the amount of ECL and in the determination of whether the loss allowance is based on 12-month or lifetime ECL. The Group considers the following as constituting an event of default:

- the borrower is past due more than 90 days + Accounts Identified as NPA as per regulatory guidelines + Objective Evidence for impairment (Qualitative Overlay); or
- the borrower is unlikely to pay its credit obligations.

When assessing if the borrower is unlikely to pay its credit obligation, the Group takes into account both qualitative and quantitative indicators. Quantitative indicators, such as overdue status and nonpayment on another obligation of the same counterparty are key inputs in this analysis.

The Group has established a policy to perform an assessment, at the end of each reporting period, of whether a financial instrument's credit risk has increased significantly since initial recognition, by considering the change in the risk of default occurring over the remaining life of the financial instrument.

Based on the above process, the Group categorises its loans into Stage 1, Stage 2 and Stage 3, as described below:

- **Stage 1:** Defined as performing assets with upto 30 days past due (DPD). Stage 1 loans will also include facilities where the credit risk has improved and the loan has been reclassified from Stage 2 to Stage 1.
- **Stage 2:** Defined as under-performing assets having 31 to 90 DPD. Stage 2 loans will also include facilities, where the credit risk has improved and the loan has been reclassified from Stage 3 to Stage 2. Accounts with overdue more than 30 DPD will be assessed for significant increase in credit risks.

- **Stage 3:** Defined as assets with overdue more than 90 DPD. The Company will record an allowance for the life time expected credit losses. These accounts will be assessed for credit impairment.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 115, the Group always measures the loss allowance at an amount equal to lifetime expected credit losses.

Further, for the purpose of measuring lifetime expected credit loss allowance for trade receivables, the Group has used a practical expedient as permitted under Ind AS 109. This expected credit loss allowance is computed based on a provision matrix which takes into account historical credit loss experience and adjusted for forward-looking information.

The impairment requirements for the recognition and measurement of a loss allowance are equally applied to debt instruments at FVTOCI except that the loss allowance is recognised in other comprehensive income and is not reduced from the carrying amount in the balance sheet.

The Financial assets for which the Group has no reasonable expectations of recovering either the entire outstanding amount, or a proportion thereof, the gross carrying amount of the financial asset is reduced. This is considered a (partial) derecognition of the financial asset.

### Derecognition of financial assets:

A financial asset is derecognised only when:

- The Group has transferred the rights to receive cash flows from the financial asset; or
- retains the contractual rights to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

### Write-off

Loans and debt securities are written off when the Group has no reasonable expectations of recovering the financial

asset (either in its entirety or a portion of it). This is the case when the Group determines that the borrower does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. A write-off constitutes a derecognition event. The Group may apply enforcement activities to financial assets written off. Recoveries resulting from the Group's enforcement activities previously written off are credited to the statement of profit and loss.

### Financial liabilities and equity instruments

#### Classification as debt or equity

Debt and equity instruments issued by a Group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

#### Equity Instrument

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Group's own equity instruments is recognised and deducted directly in equity. No gain/loss is recognised in Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

#### Financial liabilities

A financial liability is a contractual obligation to deliver cash or another financial asset or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the Group or a contract that will or may be settled in the Group's own equity instruments and is a non-derivative contract for which the Group is or may be obliged to deliver a variable number of its own equity instruments, or a derivative contract over own equity that will or may be settled other than by the exchange of a fixed amount of cash (or another financial asset) for a fixed number of the Group's own equity instruments.

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

However, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies, financial guarantee contracts issued by the Group, and

commitments issued by the Group to provide a loan at below-market interest rate are measured in accordance with the specific accounting policies set out below.

#### Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is either contingent consideration recognised by the Group as an acquirer in a business combination to which Ind AS 103 applies or is held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost.

#### Financial liabilities subsequently measured at amortised cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included in the 'Finance costs' line item.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

#### Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. An exchange with a lender of debt instruments with substantially different terms

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is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in Statement of Profit and Loss.

### Offsetting

Financial assets and financial liabilities are offset and the net amount is presented in the balance sheet when, and only when, there is a legally enforceable right to set off the amounts and the Group intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

### 2.10 Revenue recognition

Ind AS 115, Revenue from contracts with customers, outlines a single comprehensive model of accounting for revenue arising from contracts with customers. The Group recognises revenue from contracts with customers based on a five-step model as set out in Ind AS 115:

**Step 1: Identify contract(s) with a customer:** A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

**Step 2: Identify performance obligations in the contract:** A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

**Step 3: Determine the transaction price:** The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer.

**Step 4: Allocate the transaction price to the performance obligations in the contract:** For a contract that has more than one performance obligation, the Group allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.

**Step 5:** Recognise revenue when (or as) the Group satisfies a performance obligation.

Revenue from Investment Banking business, which mainly includes the lead manager's fees, selling commission, underwriting commission, fees for mergers, acquisitions & advisory assignments and arrangers' fees for mobilising funds is recognised based on the milestone achieved as set forth under the terms of engagement.

Management fee is recognised at specific rates agreed for the relevant schemes applied on the daily net assets of each scheme under the asset management segment.

Brokerage income for executing clients' transactions in the secondary market in 'Cash' and 'Futures and Options' segments are recognised upon rendering of the services on a trade date basis.

Fees earned from primary market operations, i.e., procuring subscription from investors for public offerings of companies are recorded on determination of the amount due, once the allotment of securities is completed and as and when performance obligation is satisfied. Fees earned for mobilising bonds, fixed deposits for companies and funds for mutual funds from investors is recorded on monthly, quarterly or annual basis as set forth in terms of the engagement.

Income from structured products including processing fees, income from depository participant business and income from portfolio management services are recognised when the services are determined to be completed. Income from advisory fees is recognised as and when related performance obligations are satisfied.

Dividend income from investments is recognised when the right to receive the dividend is established.

Interest income on financial instruments at amortised cost is recognised on a time proportion basis taking into account the amount outstanding and the effective interest rate (EIR) applicable. The EIR is the rate that exactly discounts estimated future cash flows of the financial instrument through the expected life of the financial instrument or, where appropriate, a shorter period, to the net carrying amount. The future cash flows are estimated taking into account all the contractual terms of the instrument. The calculation of the EIR includes all fees paid or received between parties to the contract that are incremental and directly attributable to the specific lending arrangement, transaction costs, and all other premiums or discounts.

Management fees and incentive income under Distressed Credit business is recognised as per terms of the relevant trust deed/ offer documents.

Other Income represents income earned from the activities incidental to the business and is recognized when the right to receive the income is established as per the terms of the contract.

### 2.11 Leases

The Group evaluates each contract or arrangement, whether it qualifies as lease as defined under Ind AS 116.

#### As a lessee

The Group assesses, whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract involves—

- the use of an identified asset,
- the right to obtain substantially all the economic benefits from use of the identified asset, and
- the right to direct the use of the identified asset.

The Group at the inception of the lease contract recognizes a Right to Use asset at cost and a corresponding lease liability, for all lease arrangements in which it is a lessee, except for leases with term of less than twelve months (short term) and low-value assets.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. Right to Use assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The cost of the right to use assets comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease plus any initial direct costs, less any lease incentives received. Subsequently, the right to use assets is measured at cost less any accumulated depreciation and accumulated impairment losses and adjusted for certain re-measurements of the lease liability, if any. The right to use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right to use assets.

Right to use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell

and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

For lease liabilities at inception, the Group measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate is readily determined and if that rate is not readily determined, the lease payments are discounted using the incremental borrowing rate.

The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payment made. The carrying amount of lease liability is remeasured to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. A change in the estimate of the amount expected to be payable under a residual value guarantee, or as appropriate, changes in the assessment of whether a purchase or extension option is reasonably certain to be exercised or a termination option is reasonably certain not to be exercised. The Group has applied judgement to determine the lease term for some lease contracts in which it is a lessee that include renewal options. The assessment of whether the Group is reasonably certain to exercise such options impacts the lease term, which significantly affects the amount of lease liabilities and right of use assets recognised.

The Group recognizes the amount of the re-measurement of lease liability as an adjustment to the right to use assets. Where the carrying amount of the right to use assets is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognizes any remaining amount of the re-measurement in the Statement of profit and loss.

For short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the lease term.

Assets held under finance leases are initially recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining

## Material Accounting Policies

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balance of the liability. Finance expenses are recognised immediately in Statement of Profit and Loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs.

Lease liability has been presented in Note 17 "Lease liabilities" and Right to Use asset that do not meet the definition of Investment Property has been presented in Note 12 "Property, Plant and Equipment" and lease payments have been classified as financing cash flows.

### As a lessor

Leases for which the Group is a lessor is classified as a finance or operating lease. Contracts in which all the risks and rewards of the lease are substantially transferred to the lessee are classified as a finance lease. All other leases are classified as operating leases.

Leases, for which the Group is an intermediate lessor, it accounts for the head-lease and sub-lease as two separate contracts. The sub-lease is classified as a finance lease or an operating lease by reference to the right to use asset arising from the head-lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

### 2.12 Foreign currency transactions

In preparing the financial statements of each individual group entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in Statement of Profit and Loss in the period in which they arise.

For the purposes of presenting these consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into Indian Rupees using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that

period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity.

### 2.13 Borrowing costs

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets as defined in Ind AS 23 are capitalized as a part of costs of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for its intended use.

Borrowing costs include interest expense calculated using the EIR on respective financial instruments measured at amortised cost, finance charges in respect of assets acquired on finance lease and exchange differences arising from foreign currency borrowings, to the extent they are regarded as an adjustment to interest costs.

The effective interest rate (EIR) is the rate that exactly discounts estimated future cash flows through the expected life of the financial instrument to the gross carrying amount of the financial liability. Calculation of the EIR includes all fees paid that are incremental and directly attributable to the issue of a financial liability.

### 2.14 Employee benefits

#### Defined contribution obligation

Retirement benefits in the form of provident fund are a defined contribution scheme and the contributions are charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due.

#### Defined benefit obligation

The liabilities under the Payment of Gratuity Act, 1972 are determined on the basis of actuarial valuation made at the end of each financial year using the projected unit credit method.

The Group recognises current service cost, past service cost, if any and interest cost in the statement of Profit and Loss. Remeasurement gains and losses arising from experience adjustment and changes in actuarial assumptions are recognized in the period in which they occur in the OCI.

#### Short-term benefits

Short-term employee benefits are expensed as the related service is provided at the undiscounted amount of the benefits expected to be paid in exchange for that service. A liability is recognised for the amount expected

to be paid where there is a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

#### Other long-term employee benefits

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made in respect of services provided by employees up to the reporting date.

### 2.15 Share-based payment arrangements

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled share-based payments to employees is recognized as deferred employee compensation and is expensed in Statement of Profit and Loss over the vesting period with a corresponding increase in stock option outstanding in other equity.

At the end of each year, the Group revisits its estimate of the number of equity instruments expected to vest and recognises any impact in profit or loss, such that the cumulative expense reflects the revised estimate, with a corresponding adjustment in other equity.

### 2.16 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax. Current and deferred tax are recognised in Statement of Profit and Loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

#### Current tax

The Current tax is based on the taxable profit for the year of the Group. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or

deductible. The current tax is calculated using applicable tax rates that have been enacted or substantively enacted by the end of the reporting period.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

#### Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences and unused tax losses to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

### 2.17 Goods and Services Input Tax Credit

Goods and Services tax input credit is accounted for in the books in the period in which the supply of goods or service received is accounted and when there is no uncertainty in availing/utilising the credits.



## Material Accounting Policies

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### 2.18 Segment Reporting

The Board of Directors of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108, "Operating Segments". Operating segments are reported in a manner consistent with the internal reporting provided to the CODM. The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Group. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Income / costs which relate to the Group as a whole and are not allocable to segments on a reasonable basis have been included under Unallocated Income / Costs.

### 2.19 Provisions, contingent liabilities and contingent assets

Provisions are recognised only when:

- an entity has a present obligation (legal or constructive) as a result of a past event;
- it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- a reliable estimate can be made of the amount of the obligation.

These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Further, long term provisions are determined by discounting the expected future cash flows specific to the liability. The unwinding of the discount is recognised as finance cost. A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognises any impairment loss on the assets associated with that contract.

Contingent liability is a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability.

The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognised in the financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognized.

### 2.20 Commitments

Commitments are future liabilities for contractual expenditure, classified and disclosed as follows:

- estimated amount of contracts remaining to be executed on capital account and not provided for;
- uncalled liability on shares and other investments partly paid; and
- other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.

### 2.21 Statement of Cash Flows

Statement of Cash Flow is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method adjusting the net profit for the effects of:

- changes during the period in inventories, operating receivables and payables transactions of a non-cash nature;
- non-cash items such as depreciation, provisions, deferred taxes, unrealised foreign currency gains and losses, and undistributed profits of associates and joint ventures; and
- all other items for which the cash effects are investing or financing cash flows.

Cash and cash equivalents (including bank balances) shown in the Cash flow statement exclude items which are not available for general use as on the date of Balance Sheet, if any.

### 2.22 Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the consolidated cash flow statement, cash and cash equivalents consist of cash at banks and on hand, Cheques on hand and short term deposits.

### 2.23 Earnings Per Equity Share

#### Basic Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss (before Other Comprehensive Income) for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year.

#### Diluted Earnings Per Share

For the purpose of calculating diluted earnings per share, the net profit or loss (before Other Comprehensive Income) for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

### 2.24 Dividend on Ordinary Shares

The Group recognises a liability to make cash to equity holders of the Group when the dividend is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, an interim dividend is authorised when it is approved by the Board of Directors and final dividend is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

### 2.25 Recent Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Group.

## 3 Significant accounting judgements and key sources of estimation uncertainties

The preparation of financial statements in conformity with Ind AS requires the management to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities recognised in the financial statements that are not readily apparent from other sources. The judgements, estimates and associated assumptions are based on historical experience and other factors including estimation of effects of uncertain

future events that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the critical judgements and estimations that have been made by the Management in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

### Consolidation of Entities where Group holds less than majority of voting rights

An entity is consolidated as a subsidiary if the Company has control over the said entity based on the management evaluation of investments and related agreements/ deeds and determine that the Group has control over the said entity in terms of Ind AS 110 on Consolidated Financial Statements. Control shall include the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders' agreements or voting agreements or in any other manner.

### Fair Valuation

Some of the Group's assets and liabilities are measured at fair value for financial reporting purposes. In estimating the fair value of an asset and liability, the Group uses market observable data to the extent it is available. Where Level 1 inputs are not available, the Group has applied appropriate valuation techniques and inputs to the valuation model and has engaged third party external rating agencies to perform the valuations.

Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed in Note 48.

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### Expected Credit Loss

When determining whether the risk of default on a financial instrument has increased significantly since initial recognition, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and credit assessment and including forward-looking information.

The inputs used and process followed by the Group in determining the increase in credit risk have been detailed in Note 50.

### Taxation

Tax expense is calculated using applicable tax rate and laws that have been enacted or substantially enacted. In arriving at taxable profits and all tax bases of assets and liabilities the company determines the taxability based

on tax enactments, relevant judicial pronouncements and tax expert opinions, and makes appropriate provisions which includes an estimation of the likely outcome of any open tax assessments / litigations. Any difference is recognized on closure of assessment or in the period in which they are agreed.

Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences become deductible. The Group considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realisable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period are reduced.

## Notes

to the Consolidated Financial Statements

### 4 CASH AND CASH EQUIVALENTS

	As at March 31, 2024	As at March 31, 2023
Cash	0.31	0.16
Cheque on hand	-	0.15
Balances with banks:		
- In current accounts	1,646.86	480.34
- In deposit accounts (refer notes 4.1)	584.41	43.37
<b>Total</b>	<b>2,231.58</b>	<b>524.02</b>

#### Note:

4.1 Balances with banks in deposit accounts earns interest at fixed rate based on short term bank deposit rates for a period upto 3 months

### 5 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

	As at March 31, 2024	As at March 31, 2023
<b>In deposit accounts</b>		
Under lien against which facilities are availed (refer note 5.1)	3,019.95	1,637.81
Under lien against which facilities are not availed (refer note 5.1)	179.57	210.96
<b>Other bank balances</b> (refer notes 5.2 and 5.3)	<b>12.43</b>	<b>18.87</b>
<b>Total</b>	<b>3,211.95</b>	<b>1,867.64</b>
<b>Notes:</b>		
5.1 Balances with banks in deposit accounts to the extent held as margin money or security against the borrowings, guarantees and other commitments.	3,199.52	1,848.77
5.2 Includes earmarked bank balances against unclaimed dividend	1.21	1.56
5.3 Includes other earmarked bank balances	2.54	6.61

### 6 TRADE RECEIVABLES

	As at March 31, 2024	As at March 31, 2023
Secured, considered good	268.43	795.11
Unsecured, considered good	351.27	466.81
Less: Impairment loss allowance	(51.15)	(46.61)
	<b>568.55</b>	<b>1,215.31</b>
Unsecured, significant increase in credit risk	1.64	1.50
Less: Impairment loss allowance	(1.64)	(1.50)
	-	-
<b>Total</b>	<b>568.55</b>	<b>1,215.31</b>

#### 6.1 Trade receivable ageing schedule:

As on March 31, 2024	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 Years	More than 3 years	
(i) Undisputed Trade Receivables - considered good	393.05	17.84	45.42	48.97	114.42	619.70
(ii) Undisputed Trade Receivables - significant increase in credit risk	-	0.88	0.08	0.12	0.56	1.64
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables - significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-
<b>Total*</b>	<b>393.05</b>	<b>18.72</b>	<b>45.50</b>	<b>49.09</b>	<b>114.98</b>	<b>621.34</b>

## Notes

to the Consolidated Financial Statements (Contd.)

(₹ in Crore)

As on March 31, 2023	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 Years	More than 3 years	
(i) Undisputed Trade Receivables - considered good	1,005.68	33.00	67.76	65.83	89.65	1,261.92
(ii) Undisputed Trade Receivables - significant increase in credit risk	-	1.19	0.16	0.06	0.09	1.50
(iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-
(v) Disputed Trade Receivables - significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-
<b>Total*</b>	<b>1,005.68</b>	<b>34.19</b>	<b>67.92</b>	<b>65.89</b>	<b>89.74</b>	<b>1,263.42</b>

\*excludes impairment loss allowance

6.2 Unbilled receivable as on March 31, 2024 is ₹ 26.24 crore (Previous year: ₹ 23.03 crore).

## 7 LOANS

(₹ in Crore)

	As at March 31, 2024	As at March 31, 2023
<b>(At amortised cost)</b>		
<b>- To Related parties / Promoters / Directors / KMPs</b>		
Term Loans	-	-
Demand Loans	-	-
Inter Corporate Deposits	-	-
Accrued Interest	-	-
<b>- To Others</b>		
Term Loans	13,894.20	15,671.88
Demand Loans	1,701.80	1,560.68
Inter Corporate Deposits	26.54	20.75
Accrued Interest	241.49	305.89
	<b>15,864.03</b>	<b>17,559.20</b>
Less: Impairment loss allowance	(801.12)	(630.47)
<b>Total</b>	<b>15,062.91</b>	<b>16,928.73</b>
<b>Break up of loans into secured and unsecured</b>		
Secured by tangible assets (including real estate mortgages, shares, bonds, mutual funds, etc.)	14,862.75	16,593.47
Unsecured	1,001.28	965.73
	<b>15,864.03</b>	<b>17,559.20</b>
Less: Impairment loss allowance	(801.12)	(630.47)
<b>Total</b>	<b>15,062.91</b>	<b>16,928.73</b>

### Note:

7.1 The loans are given in India to parties other than public sectors.

## 8 INVESTMENTS

(₹ in Crore)

	As at March 31, 2024	As at March 31, 2023
<b>(At amortised cost)</b>		
<b>Investment in Associate</b>		
JM Financial Trustee Company Private Limited	0.03	0.03
Add : Share in post-acquisition profit	15.46	12.23
	<b>15.49</b>	<b>12.26</b>
Debt Instruments	-	29.75
Less: Impairment loss allowance	-	(0.12)
	-	29.63
	<b>15.49</b>	<b>41.89</b>

(₹ in Crore)

	As at March 31, 2024	As at March 31, 2023
<b>(At FVTPL)</b>		
Equity Instruments	554.28	360.52
Preference Shares	97.88	89.30
Debt Instruments	81.88	178.17
Fixed Coupon Notes	74.25	31.70
Treasury Bills	177.89	146.04
Security Receipts	1,202.53	1,203.26
Convertible Warrants	-	6.74
Venture Capital Fund (VCF) Units	181.07	141.03
Alternative Investment Funds (AIF) Units	39.46	29.37
Real Estate Investment Trust (REIT) Units	119.65	30.57
Mutual Fund Units	2,179.84	1,325.89
Equity Oriented Mutual Fund Units	0.01	0.01
	<b>4,708.74</b>	<b>3,542.60</b>
<b>Total</b>	<b>4,724.23</b>	<b>3,584.49</b>
<b>Break-up of Investments:</b>		
Investments in India	4,520.06	3,481.58
Investments outside India	204.17	103.03
	<b>4,724.23</b>	<b>3,584.61</b>
Less: Impairment loss allowance	-	(0.12)
<b>Total</b>	<b>4,724.23</b>	<b>3,584.49</b>

## 9 OTHER FINANCIAL ASSETS

(₹ in Crore)

	As at March 31, 2024	As at March 31, 2023
<b>(At FVTPL)</b>		
Financial Assets of Distressed Credit business	1,236.92	2,714.88
Securities held for trading	620.98	605.27
Assets held for Arbitrage activities	252.76	270.17
	<b>2,110.66</b>	<b>3,590.32</b>
<b>(At Amortised Cost)</b>		
Advances recoverable in cash	91.04	135.03
Accrued Interest on fixed deposits	70.97	18.43
Security deposits	21.22	16.62
Deposits to stock exchanges and others	57.20	30.34
	<b>240.43</b>	<b>200.42</b>
<b>Total</b>	<b>2,351.09</b>	<b>3,790.74</b>

## 10 INVENTORIES

(₹ in Crore)

	As at March 31, 2024	As at March 31, 2023
Premises	142.87	102.10
<b>Total</b>	<b>142.87</b>	<b>102.10</b>

## 11 CURRENT TAX ASSETS

(₹ in Crore)

	As at March 31, 2024	As at March 31, 2023
Advance tax	406.68	367.11
<b>Total</b>	<b>406.68</b>	<b>367.11</b>

## Notes

to the Consolidated Financial Statements (Contd.)

### 12 PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS

(₹ in Crore)

	Gross carrying amount				Accumulated Depreciation / Amortisation					Net carrying amount	
	As at April 01, 2023	Additions for the year	Deductions for the year	Currency Fluctuation	As at March 31, 2024	As at April 01, 2023	Additions for the year	Deductions for the year	Currency Fluctuation	As at March 31, 2024	As at March 31, 2024
<b>A) PROPERTY, PLANT AND EQUIPMENT</b>											
<b>Owned assets:</b>											
Land	0.44	24.54	-	-	24.98	-	-	-	-	-	24.98
Leasehold Building	54.90	-	-	-	54.90	6.24	1.04	-	-	7.28	47.62
Premises	327.68	2.85	-	-	330.53	29.06	5.79	-	-	34.85	295.68
Leasehold improvements	20.08	9.09	0.94	-	28.23	14.08	2.23	0.94	-	15.37	12.86
Computers	41.02	15.01	2.22	#	53.81	27.15	7.74	2.21	#	32.68	21.13
Office equipment	9.24	4.14	0.53	-	12.85	6.44	1.21	0.53	-	7.12	5.73
Furniture and fixtures	32.11	2.78	0.17	-	34.72	23.85	3.62	0.14	-	27.33	7.39
Motor Vehicles	4.35	1.45	-	-	5.80	4.03	0.07	-	-	4.10	1.70
<b>Leased assets :</b>											
Premises (Right to use asset)	102.00	38.11	5.38	#	134.73	43.64	23.80	4.34	#	63.10	71.63
Motor Vehicles (Refer note 12.1)	4.87	5.71	2.09	-	8.49	2.28	1.67	1.29	-	2.66	5.83
<b>TOTAL - A</b>	<b>596.69</b>	<b>103.68</b>	<b>11.33</b>	<b>#</b>	<b>689.04</b>	<b>156.77</b>	<b>47.17</b>	<b>9.45</b>	<b>#</b>	<b>194.49</b>	<b>494.55</b>
<b>B) INTANGIBLE ASSETS</b> (Refer note 12.2)											
Software	36.27	17.92	1.49	-	52.70	23.78	5.86	1.49	-	28.15	24.55
<b>TOTAL - B</b>	<b>36.27</b>	<b>17.92</b>	<b>1.49</b>	<b>-</b>	<b>52.70</b>	<b>23.78</b>	<b>5.86</b>	<b>1.49</b>	<b>-</b>	<b>28.15</b>	<b>24.55</b>
<b>C) CAPITAL WORK-IN-PROGRESS</b>											4.43
<b>TOTAL (A + B + C)</b>	<b>632.96</b>	<b>121.60</b>	<b>12.82</b>	<b>#</b>	<b>741.74</b>	<b>180.55</b>	<b>53.03</b>	<b>10.94</b>	<b>#</b>	<b>222.64</b>	<b>523.53</b>

(₹ in Crore)

	Gross carrying amount				Accumulated Depreciation / Amortisation					Net carrying amount	
	As at April 01, 2022	Additions for the year	Deductions for the year	Currency Fluctuation	As at March 31, 2023	As at April 01, 2022	Additions for the year	Deductions for the year	Currency Fluctuation	As at March 31, 2023	As at March 31, 2023
<b>A) PROPERTY, PLANT AND EQUIPMENT</b>											
<b>Owned assets:</b>											
Land	0.44	-	-	-	0.44	-	-	-	-	-	0.44
Leasehold Building	54.90	-	-	-	54.90	5.20	1.04	-	-	6.24	48.66
Premises	263.60	64.08	-	-	327.68	23.32	5.74	-	-	29.06	298.62
Leasehold improvements	16.27	3.88	0.07	-	20.08	12.23	1.92	0.07	-	14.08	6.00
Computers	31.02	10.38	0.40	0.02	41.02	21.96	5.54	0.37	0.02	27.15	13.87
Office equipment	7.56	2.05	0.37	-	9.24	5.95	0.86	0.37	-	6.44	2.80
Furniture and fixtures	30.76	1.66	0.32	0.01	32.11	19.61	4.54	0.31	0.01	23.85	8.26
Motor Vehicles	4.26	0.09	-	-	4.35	3.86	0.17	-	-	4.03	0.32
<b>Leased assets :</b>											
Premises (Right to use asset)	68.13	43.31	9.58	0.14	102.00	33.69	17.17	7.36	0.14	43.64	58.36
Motor Vehicles (Refer note 12.1)	4.08	1.96	1.17	-	4.87	2.28	1.11	1.11	-	2.28	2.59
<b>TOTAL - A</b>	<b>481.02</b>	<b>127.41</b>	<b>11.91</b>	<b>0.17</b>	<b>596.69</b>	<b>128.10</b>	<b>38.09</b>	<b>9.59</b>	<b>0.17</b>	<b>156.77</b>	<b>439.92</b>
<b>B) INTANGIBLE ASSETS</b> (Refer note 12.2)											
Software	28.35	7.92	-	-	36.27	20.00	3.78	-	-	23.78	12.49
<b>TOTAL - B</b>	<b>28.35</b>	<b>7.92</b>	<b>-</b>	<b>-</b>	<b>36.27</b>	<b>20.00</b>	<b>3.78</b>	<b>-</b>	<b>-</b>	<b>23.78</b>	<b>12.49</b>
<b>C. CAPITAL WORK-IN PROGRESS</b>											7.01
<b>TOTAL (A + B + C)</b>	<b>509.37</b>	<b>135.33</b>	<b>11.91</b>	<b>0.17</b>	<b>632.96</b>	<b>148.10</b>	<b>41.87</b>	<b>9.59</b>	<b>0.17</b>	<b>180.55</b>	<b>459.42</b>

# Denotes amount below ₹ 50,000/-

Notes:

12.1 Vendor has lien over the assets taken on lease.

12.2 The Intangible assets are other than internally generated.

### 13. OTHER NON FINANCIAL ASSETS

(₹ in Crore)

	As at March 31, 2024	As at March 31, 2023
Capital advances (Refer note 13.1)	160.27	196.48
Balances with government authorities	31.21	18.67
Prepaid expenses	20.93	16.80
Advances receivable in kind	1.32	1.27
<b>Total</b>	<b>213.73</b>	<b>233.22</b>

13.1 During the previous year, one of the subsidiary companies had entered into a settlement agreement for its loan exposures against the rights to receive properties valued at ₹ 162 crore. Project has got the required necessary approvals and development work is under progress as on March 31, 2024. However, during the current year, provision @ 10% on the same has been created, which comes to ₹ 16.36 crore.

### 14. TRADE PAYABLES

(₹ in Crore)

	As at March 31, 2024	As at March 31, 2023
Total outstanding dues of micro and small enterprises (Refer note 14.1)	3.33	1.15
Total outstanding dues of creditors other than micro and small enterprises	1,373.12	1,382.94
Less: Receivable from National Spot Exchange Limited (NSEL) on account of clients [Refer note 14.2]	(60.85)	(60.85)
<b>Total</b>	<b>1,312.27</b>	<b>1,322.09</b>
<b>Total</b>	<b>1,315.60</b>	<b>1,323.24</b>

Notes:

#### 14.1 Total outstanding dues of micro and small enterprises:

The amounts due to Micro and Small Enterprises (MSME) as defined in the Micro, Small and Medium Enterprises Development Act, 2006, has been determined to the extent such parties have been identified on the basis of information available with the Group. Disclosures pertaining to Micro and Small Enterprises are as under:

(₹ in Crore)

	As at March 31, 2024	As at March 31, 2023
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	3.33	1.15
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-
<b>Total</b>	<b>3.33</b>	<b>1.15</b>

14.2 This amount is payable to the clients only if and to the extent the same is received from NSEL.

## Notes

to the Consolidated Financial Statements (Contd.)

### 14.3 Trade payable ageing schedule:

(₹ in Crore)

As on March 31, 2024	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	3.33	-	-	-	3.33
(ii) Others	1,310.26	0.21	0.53	1.27	1,312.27
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-
<b>Total</b>	<b>1,313.59</b>	<b>0.21</b>	<b>0.53</b>	<b>1.27</b>	<b>1,315.60</b>

(₹ in Crore)

As on March 31, 2023	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	1.15	-	-	-	1.15
(ii) Others	1,319.75	1.30	0.12	0.92	1,322.09
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-
<b>Total</b>	<b>1,320.90</b>	<b>1.30</b>	<b>0.12</b>	<b>0.92</b>	<b>1,323.24</b>

14.4 Unbilled dues as on March 31, 2024 is ₹ 39.18 Crore (Previous year: ₹ 11.68 Crore)

## 15 DEBT SECURITIES

(₹ in Crore)

	As at March 31, 2024	As at March 31, 2023
<b>(At amortised cost)</b>		
<b>Secured</b>		
Non-convertible debentures (Refer Notes 15.1, 15.3 and 15.5)	8,980.71	7,887.95
	<b>8,980.71</b>	<b>7,887.95</b>
<b>Unsecured</b>		
Commercial papers (Refer Note 15.4)	1,668.50	1,820.00
Less: Unamortised discount on commercial papers	(64.04)	(47.13)
	<b>1,604.46</b>	<b>1,772.87</b>
Interest Accrued	373.69	349.33
<b>Total</b>	<b>10,958.86</b>	<b>10,010.15</b>
Debt securities in India	10,958.86	10,010.15
Debt securities outside India	-	-
<b>Total</b>	<b>10,958.86</b>	<b>10,010.15</b>

### 15.1 Maturity profile and rate of interest/ discounted rate of interest of Non-Convertible Debentures (NCD):

(₹ in Crore)

	As at March 31, 2024	As at March 31, 2023
<b>Secured:</b>		
<b>Public issue - Face value of ₹ 1,000 each</b>		
8.30% NCD redeemable in year 2030-31	6.78	6.78
10.00% NCD redeemable in year 2029-30	2.37	2.37
9.57% NCD redeemable in year 2029-30	4.96	4.96
9.75% Tranche I -Option V redeemable in year 2028-29	214.62	214.81
9.34% Tranche I -Option VI redeemable in year 2028-29	11.78	11.88
10.25% Tranche II -Option V redeemable in year 2028-29	24.94	25.03
9.81% Tranche II -Option VI redeemable in year 2028-29	16.06	16.14
0.00% NCD redeemable in year 2026-27 *	8.18	8.23
7.91% NCD redeemable in year 2026-27	61.49	61.72
8.20% NCD redeemable in year 2026-27	253.78	255.45
9.32% NCD redeemable in year 2025-26	54.24	54.22
9.48% NCD redeemable in year 2024-25	12.56	12.60
9.90% NCD redeemable in year 2024-25	10.33	10.23
0.00% NCD redeemable in year 2024-25 *	3.93	4.02
9.70% NCD redeemable in year 2023-24	-	12.50
9.29% NCD redeemable in year 2023-24	-	11.36
0.00% NCD redeemable in year 2023-24 *	-	4.54
9.50% Tranche I -Option III redeemable in year 2023-24	-	364.95
9.11% Tranche I -Option IV redeemable in year 2023-24	-	16.88
10.10% Tranche II -Option III redeemable in year 2023-24	-	48.66
9.67% Tranche II -Option IV redeemable in year 2023-24	-	42.49
	<b>686.02</b>	<b>1,189.82</b>
<b>Private Placement - Face value of ₹ 10,00,000 each</b>		
8.65% NCD redeemable in year 2032-33	373.00	373.00
8.60% NCD redeemable in year 2032-33	30.00	30.00
8.50% NCD redeemable in year 2031-32	565.00	565.00
8.99% NCD redeemable in year 2031-32	75.00	75.00
8.30% NCD redeemable in year 2031-32	100.00	100.00
8.99% NCD redeemable in year 2030-31	75.00	75.00
9.10% NCD redeemable in year 2030-31	145.00	145.00
9.20% NCD redeemable in year 2030-31	105.00	105.00
8.81% NCD redeemable in year 2030-31	155.00	155.00
8.75% NCD redeemable in year 2030-31	95.00	95.00
8.65% NCD redeemable in year 2030-31	50.00	50.00
8.65% NCD redeemable in year 2029-30	50.00	50.00
8.99% NCD redeemable in year 2029-30	75.00	75.00
9.75% NCD redeemable in year 2029-30	100.00	100.00
8.65% NCD redeemable in year 2028-29	50.00	50.00
9.75% NCD redeemable in year 2028-29	100.00	100.00
9.50% NCD redeemable in year 2028-29	25.00	25.00
8.99% NCD redeemable in year 2028-29	75.00	75.00
8.65% NCD redeemable in year 2027-28	50.00	50.00
9.75% NCD redeemable in year 2027-28	100.00	100.00
7.90% NCD redeemable in year 2027-28	5.00	5.00
9.60% NCD redeemable in year 2026-27	37.50	50.00
8% NCD redeemable in the year 2026-27	5.00	5.00
9.75% NCD redeemable in year 2026-27	100.00	100.00
8% NCD redeemable in year 2025-26	10.00	10.00

## Notes

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	(₹ in Crore)	
	As at March 31, 2024	As at March 31, 2023
9.60% NCD redeemable in year 2025-26	125.00	125.00
8.50% NCD redeemable in year 2025-26	825.00	825.00
8.00% NCD redeemable in year 2024-25	100.00	100.00
8.25% Tranche XXXV redeemable in year 2024-25**	70.00	70.00
8.35% NCD redeemable in year 2024-25	21.00	300.00
10.85% NCD redeemable in year 2024-25	597.00	597.00
10.10% NCD redeemable in the year 2024-25	6.30	6.30
8.50% NCD redeemable in year 2024-25**	99.80	100.00
9.00% NCD redeemable in year 2024-25**	180.00	180.00
9.60% NCD redeemable in year 2024-25	125.00	125.00
9.25% NCD redeemable in year 2024-25**	125.00	125.00
8% Tranche XXXII redeemable in year 2023-24**	-	75.00
8.5% Tranche XXXIII redeemable in year 2023-24**	-	48.40
8% Tranche XXXIV redeemable in year 2023-24**	-	55.00
7.75% NCD redeemable in year 2023-24	-	125.00
9.10% NCD redeemable in year 2023-24	-	58.33
9.20% NCD redeemable in year 2023-24	-	50.00
9.40% NCD redeemable in year 2023-24	-	200.00
9.10% NCD redeemable in year 2023-24	-	33.35
8.25% NCD redeemable in year 2023-24	-	40.00
	<b>4,824.60</b>	<b>5,801.38</b>
<b>Private Placement - Face value of ₹ 1,00,000 each</b>		
8.60% NCD redeemable in year 2027-28	65.00	-
9.00% NCD redeemable in year 2027-28	50.00	-
9% NCD redeemable in year 2026-27	30.00	-
8.75% NCD redeemable in year 2026-27	10.00	-
8.86% NCD redeemable in year 2026-27	100.00	-
8.81% NCD redeemable in year 2026-27	25.00	-
8.91% NCD redeemable in year 2026-27	50.00	-
9.38% NCD redeemable in year 2026-27	125.00	125.00
9.30% NCD redeemable in year 2026-27	750.00	-
9.00% NCD redeemable in year 2026-27	150.00	-
9.10% NCD redeemable in year 2026-27	150.00	-
8.90% NCD redeemable in year 2026-27	50.00	-
8.92% NCD redeemable in year 2026-27	300.00	-
9.00% NCD redeemable in year 2026-27	100.00	-
10.20% NCD redeemable in year 2026-27	50.00	-
10.20% NCD redeemable in year 2025-26	50.00	-
8.90% NCD redeemable in year 2025-26	50.00	-
8.80% NCD redeemable in year 2025-26	350.00	-
8.50% NCD redeemable in year 2025-26	102.70	102.70
9.0974% NCD redeemable in year 2025-26	49.00	-
9.0732% NCD redeemable in year 2025-26	150.00	-
10.20% NCD redeemable in year 2025-26	350.00	350.00
8.75% NCD redeemable in year 2025-26	31.00	-
10.20% NCD redeemable in year 2024-25	400.00	400.00
	<b>3,537.70</b>	<b>977.70</b>
<b>Total</b>	<b>9,048.32</b>	<b>7,968.90</b>

\* Redeemable at premium      \*\* Market linked debentures (MLD)

**15.2** Maturity profile above is disclosed at face value which excludes premium and impact of effective interest rate adjustment.

**15.3** Secured Non-convertible debentures are secured by way of first pari passu charge on freehold land, hypothecation on certain identified loan fund balances and receivables and pledge of certain security receipts of the relevant subsidiary companies.

**15.4** Commercial papers raised during the year have interest ranging from 7.55% to 9.40% p.a (during FY 2022-23 – 5.05% to 8.95% p.a) and are repayable within a period upto 365 days from the date of disbursement.

**15.5** Relevant subsidiary companies have utilized money obtained by way of Non-convertible debentures during the year for the purpose for which they were obtained.

## 16 BORROWINGS (OTHER THAN DEBT SECURITIES)

	(₹ in Crore)	
	As at March 31, 2024	As at March 31, 2023
<b>(At amortised cost)</b>		
<b>Secured</b>		
<b>Term loans</b>		
(i) from banks (Refer notes 16.1, 16.5 and 16.7)	3,372.94	3,245.24
(ii) from others (Refer notes 16.1, 16.5 and 16.8)	987.71	1,489.27
Cash credit / WCDL facilities (Refer note 16.2)	160.42	95.15
Overdraft accounts (Refer note 16.3)	21.18	61.26
<b>Total</b>	<b>4,542.25</b>	<b>4,890.92</b>
<b>Unsecured</b>		
Borrowings under Securities lending and borrowings (SLB)	264.43	273.34
Inter corporate deposits	342.70	622.86
<b>Total</b>	<b>607.13</b>	<b>896.20</b>
Interest Accrued	36.56	77.36
<b>Total</b>	<b>5,185.94</b>	<b>5,864.48</b>
Borrowings outside India	-	-
<b>Total</b>	<b>5,185.94</b>	<b>5,864.48</b>

**16.1** Term Loans from banks and others are secured by way of:

- floating first pari passu charge by way of hypothecation on certain identified loan fund balances,
- exclusive charge by way of hypothecation on certain identified loan fund balances,
- pledge of certain identified security receipts,
- first pari passu charge by way of hypothecation on the current assets
- first ranking exclusive charge on mortgage of property, movable fixed and current assets, and
- mortgage of property and hypothecation of rent receivable, of the relevant subsidiary companies.

**16.2** Secured by way of hypothecation on certain identified loan fund balances and pledge of certain identified security receipts of the relevant subsidiary companies.

**16.3** Secured by way of fixed deposits with banks and first pari passu charge over the receivables of the relevant subsidiary companies.

**16.4** Term loan includes impact of Effective interest rate (EIR) adjustment.

**16.5** The relevant subsidiary companies have utilized money obtained by way of term loans during the year for the purpose for which they were obtained.

**16.6** The quarterly returns filed by the relevant subsidiary companies with banks / financial institutions from which borrowing is obtained on the basis of security of current assets are in agreement with the books of account of the relevant subsidiary companies.

## Notes

to the Consolidated Financial Statements (Contd.)

### 16.7 Maturity profile and rate of interest of term loans from banks:

(₹ in Crore)

Residual Maturities	As at March 31, 2024		
	3 years & above (April 2027 onwards)	1-3 years (April 2025 to March 2027)	Up to one year (April 2024 to March 2025)
8.01% to 9.00%	33.32	91.69	48.19
9.01% to 10.00%	379.50	1,454.40	792.31
10.01% to 11.00%	75.63	186.60	145.40
11.01% to 12.00%	-	83.93	98.33
<b>Total</b>	<b>488.45</b>	<b>1,816.62</b>	<b>1,084.23</b>

(₹ in Crore)

Residual Maturities	As at March 31, 2023		
	3 years & above (April 2026 onwards)	1-3 years (April 2024 to March 2026)	Up to one year (April 2023 to March 2024)
8.01% to 9.00%	405.95	541.35	245.49
9.01% to 10.00%	319.77	817.90	433.91
10.01% to 11.00%	12.50	276.94	181.29
11.01% to 12.00%	-	15.00	15.00
<b>Total</b>	<b>738.22</b>	<b>1,651.19</b>	<b>875.69</b>

### 16.8 Maturity profile and rate of interest of term loans from others:

(₹ in Crore)

Residual Maturities	As at March 31, 2024		
	3 years & above (April 2027 onwards)	1-3 years (April 2025 to March 2027)	Up to one year (April 2024 to March 2025)
2.00 % to 3.00%	13.87	22.24	11.12
4.00 % to 6.00%	82.09	56.38	28.19
8.00 % to 9.00%	94.52	78.03	30.01
9.01 % to 10.00%	8.28	231.63	118.12
10.01% to 11.00%	88.24	90.03	21.45
11.01% to 12.00%	-	-	14.06
<b>Total</b>	<b>287.00</b>	<b>478.31</b>	<b>222.95</b>

(₹ in Crore)

Residual Maturities	As at March 31, 2023		
	3 years & above (April 2026 onwards)	1-3 years (April 2024 to March 2026)	Up to one year (April 2023 to March 2024)
2.00 % to 3.00%	28.90	22.24	11.12
4.00 % to 6.00%	51.17	26.73	11.50
7.00 % to 8.00%	44.91	25.87	14.77
8.00 % to 9.00%	31.50	62.83	28.67
9.01 % to 10.00%	200.76	420.12	181.87
10.01% to 11.00%	158.72	24.07	148.22
<b>Total</b>	<b>515.96</b>	<b>581.86</b>	<b>396.15</b>

16.9 Maturity profiles above are disclosed at face value which excludes impact of EIR adjustment.

### 17 LEASE LIABILITIES

(₹ in Crore)

	As at March 31, 2024	As at March 31, 2023
Lease liability for Premises (Refer note 39)	76.56	61.84
Lease liability for Motor Vehicles (Refer note 17.1 and 39)	6.37	2.99
<b>Total</b>	<b>82.93</b>	<b>64.83</b>

17.1 Secured by way of hypothecation of vehicles.

### 18 OTHER FINANCIAL LIABILITIES

(₹ in Crore)

	As at March 31, 2024	As at March 31, 2023
Employee benefit payable	273.48	192.26
Margin from clients / franchisees	446.57	276.29
Provision for Corporate Social Responsibility (CSR) Expenditure	23.09	30.59
Undistributed collections in trusts under Distressed Credit Business	6.74	11.46
Amount collected on behalf of trusts under Distressed Credit Business	54.00	4.89
Property deposit	3.27	3.26
Unclaimed dividend	1.21	1.56
Other liabilities	25.08	22.14
<b>Total</b>	<b>833.44</b>	<b>542.45</b>

### 19 CURRENT TAX LIABILITIES

(₹ in Crore)

	As at March 31, 2024	As at March 31, 2023
Provision for tax	1.42	3.01
<b>Total</b>	<b>1.42</b>	<b>3.01</b>

### 20 PROVISIONS

(₹ in Crore)

	As at March 31, 2024	As at March 31, 2023
<b>For employee benefits</b>		
Gratuity (Refer Note 40)	41.58	33.87
Compensated absences	8.52	17.57
<b>Others</b>		
Clawback obligation	-	2.10
<b>Total</b>	<b>50.10</b>	<b>53.54</b>

### 21 DEFERRED TAX (ASSETS) / LIABILITIES (NET)

(₹ in Crore)

	As at March 31, 2024	As at March 31, 2023
Deferred tax (assets)	(274.04)	(245.22)
Deferred tax liabilities	171.43	157.85
<b>Total</b>	<b>(102.61)</b>	<b>(87.37)</b>

## Notes

to the Consolidated Financial Statements (Contd.)

	(₹ in Crore)	
Deferred tax (asset) / liability	As at March 31, 2024	As at March 31, 2023
Fiscal allowance on property, plant and equipment (PPE)	12.40	12.75
Disallowances under section 43B of the Income Tax Act, 1961	(19.64)	(15.67)
Net fair value gain / (loss) measured at FVTPL	(31.69)	(41.30)
Measurement of Financial Instruments at amortised cost	(11.25)	(21.10)
Impairment loss allowance on financial assets	(174.44)	(128.45)
Investments	115.43	115.43
Share Issue Expenses (Section 35D of the Income Tax Act, 1961)	10.99	1.60
Amalgamation Expenses (Section 35DD of the Income Tax Act, 1961)	(0.24)	(0.07)
Carry forward business losses	(4.17)	(10.56)
<b>Total</b>	<b>(102.61)</b>	<b>(87.37)</b>

### 21.1 Table showing deferred tax recorded in the balance sheet and changes recorded in the tax expense:

For the year ended March 31, 2024

	(₹ in Crore)				
Deferred tax (asset) / liability	Opening Balance	Recognised in Statement of Profit and Loss	Recognised in Other Comprehensive Income	Recognised in Other Equity	Closing Balance
Fiscal allowance on PPE	12.75	(0.35)	-	-	12.40
Disallowances under section 43B of the Income Tax Act, 1961	(15.67)	(3.11)	(0.86)	-	(19.64)
Net fair value gain / (loss) measured at FVTPL	(41.30)	11.22	-	(1.61)	(31.69)
Measurement of Financial Instruments at amortised cost	(21.10)	9.85	-	-	(11.25)
Impairment loss allowance on financial assets	(128.45)	(45.99)	-	-	(174.44)
Investments	115.43	-	-	-	115.43
Share Issue Expenses (Section 35D of the Income Tax Act, 1961)	1.60	9.39	-	-	10.99
Amalgamation Expenses (Section 35DD of the Income Tax Act, 1961)	(0.07)	(0.17)	-	-	(0.24)
Carry forward business losses	(10.56)	6.39	-	-	(4.17)
<b>Total</b>	<b>(87.37)</b>	<b>(12.77)</b>	<b>(0.86)</b>	<b>(1.61)</b>	<b>(102.61)</b>

For the year ended March 31, 2023

	(₹ in Crore)				
Deferred tax (asset) / liability	Opening Balance	Recognised in Statement of Profit and Loss	Recognised in Other Comprehensive Income	Recognised in Other Equity	Closing Balance
Fiscal allowance on PPE	12.59	0.16	-	-	12.75
Disallowances under section 43B of the Income Tax Act, 1961	(13.00)	(2.53)	(0.14)	-	(15.67)
Net fair value gain / (loss) measured at FVTPL	(8.55)	(32.75)	-	-	(41.30)
Measurement of Financial Instruments at amortised cost	(12.39)	(8.71)	-	-	(21.10)
Impairment loss allowance on financial assets	(179.49)	51.04	-	-	(128.45)
Investments	115.43	-	-	-	115.43
Share Issue Expenses (Section 35D of the Income Tax Act, 1961)	1.36	0.24	-	-	1.60

	(₹ in Crore)				
Deferred tax (asset) / liability	Opening Balance	Recognised in Statement of Profit and Loss	Recognised in Other Comprehensive Income	Recognised in Other Equity	Closing Balance
Amalgamation Expenses (Section 35DD of the Income Tax Act, 1961)	-	(0.07)	-	-	(0.07)
Carry forward business losses	(3.79)	(6.77)	-	-	(10.56)
<b>Total</b>	<b>(87.84)</b>	<b>0.61</b>	<b>(0.14)</b>	<b>-</b>	<b>(87.37)</b>

## 22. OTHER NON-FINANCIAL LIABILITIES

	(₹ in Crore)	
	As at March 31, 2024	As at March 31, 2023
Statutory dues	100.17	72.45
Income received in advance	3.59	5.14
Others	4.09	3.45
<b>Total</b>	<b>107.85</b>	<b>81.04</b>

## 23 EQUITY SHARE CAPITAL

	(₹ in Crore)	
	As at March 31, 2024	As at March 31, 2023
<b>Authorised</b>		
1,52,02,00,000 (as at March 31, 2023 - 1,52,02,00,000) equity shares of ₹ 1/- each	152.02	152.02
4,38,00,000 (as at March 31, 2023 - 4,38,00,000) preference shares of ₹ 10/- each	43.80	43.80
<b>Total</b>	<b>195.82</b>	<b>195.82</b>
<b>Issued, Subscribed and Paid-up</b>		
95,55,92,751 (as at March 31, 2023 - 95,48,03,803) equity shares of ₹ 1/- each fully paid-up	95.56	95.48
<b>Total</b>	<b>95.56</b>	<b>95.48</b>

### 23.1 Reconciliation of the number of equity shares outstanding:

	As at March 31, 2024		As at March 31, 2023	
	Number	Amount (₹ in Crore)	Number	Amount (₹ in Crore)
Shares outstanding at the beginning of the year	95,48,03,803	95.48	95,40,55,533	95.41
Shares allotted upon exercise of stock options	7,88,948	0.08	7,48,270	0.07
<b>Shares outstanding at the end of the year</b>	<b>95,55,92,751</b>	<b>95.56</b>	<b>95,48,03,803</b>	<b>95.48</b>

### 23.2 Terms and rights attached to equity shares:

The Company has only one class of equity shares. The shareholders are entitled to one vote per share, dividend, as and when declared by the Board of directors and shareholders and residual assets, if any, after payment of all liabilities, in the event of liquidation of the Company.

### 23.3 Details of shareholder holding more than 5 percent ( % ) share

	As at March 31, 2024		As at March 31, 2023	
	No. of Shares held	% of total holding	No. of Shares held	% of total holding
J. M. Financial & Investment Consultancy Services Private Limited	22,96,09,100	24.03%	22,81,09,100	23.89%
Nimesh Kampani*	12,57,50,000	13.16%	12,57,50,000	13.17%
J. M. Assets Management Private Limited	10,68,92,908	11.19%	10,68,92,908	11.20%
ICICI Prudential (various schemes)	5,08,87,825	5.33%	4,85,04,183	5.08%

\* includes 12,50,000 equity shares held by Nimesh Kampani HUF.



## Notes

to the Consolidated Financial Statements (Contd.)

### 23.4 Details of promoter and promoter group:

Shares held by promoter and promoter group at the end of the year:

Sr No	Name of the Promoter and promoter group	No of shares as at March 31, 2024	Percentage of total shares as at March 31, 2024	No of shares as at March 31, 2023	Percentage of total shares as at March 31, 2023	Percentage of change during the year
1	J. M. Financial & Investment Consultancy Services Private Limited	22,96,09,100	24.03%	22,81,09,100	23.89%	0.14%
2	Nimesh Kampani*	12,57,50,000	13.16%	12,57,50,000	13.17%	(0.01%)
3	Aruna Kampani	3,00,51,250	3.14%	3,15,51,250	3.30%	(0.16%)
4	Vishal Kampani	1,30,00,000	1.36%	1,30,00,000	1.36%	-
5	Amishi Gambhir	80,00,000	0.84%	80,00,000	0.84%	-
6	Shiv Kampani	12,00,000	0.13%	12,00,000	0.13%	-
7	J. M. Assets Management Private Limited	10,68,92,908	11.19%	10,68,92,908	11.20%	(0.01%)
8	JSB Securities Limited	65,05,000	0.68%	65,05,000	0.68%	-
9	SNK Investments Private Limited#	-	-	1,21,60,000	1.27%	(1.27%)
10	Persepolis Investment Company Private Limited#	1,66,95,000	1.75%	23,50,000	0.25%	1.50%
11	Kampani Consultants Limited#	-	-	21,85,000	0.23%	(0.23%)
12	JM Financial Trustee Company Private Limited	16,30,000	0.17%	16,30,000	0.17%	-

\* includes 12,50,000 equity shares held by Nimesh Kampani HUF.

# Pursuant to the order issued by Hon'ble National Company Law Tribunal (NCLT) dated May 18, 2023, the shareholdings of SNK Investments Private Limited and Kampani Consultants Limited have been transferred/merged with Persepolis Investment Company Private Limited.

23.5 Details of the Shares reserved for issue under Employee Stock Options Plan (ESOP) of the Company are disclosed in Note 44 (A).

## 24 OTHER EQUITY

	As at March 31, 2024	As at March 31, 2023
Share Application Money Pending Allotment	-	-
Statutory Reserve - I (under section 45-IC of the RBI Act, 1934)	1,174.85	1,079.41
Statutory Reserve - II (under section 29C of the NHB Act, 1987)	16.80	8.84
Capital Reserve	21.85	21.85
Reserve on acquisition / dilution in subsidiary companies	195.04	174.55
Securities Premium Reserve	2,041.62	2,034.83
Capital Redemption Reserve	27.77	27.77
Stock Option Outstanding	32.41	38.66
Less: Deferred Employee Compensation Expense	(13.61)	(22.05)
<b>Stock Option Outstanding</b>	<b>18.80</b>	<b>16.61</b>
Capital Reserve on Consolidation	174.64	174.64
General Reserve	205.25	205.25
Impairment Reserve	243.73	127.19
Debt Redemption Reserve	5.04	-
Initial Corpus	#	#
Retained Earnings	4,234.73	4,138.02
Foreign Currency Translation Reserve	34.82	31.82
Share in OCI of associate	#	#
<b>Total</b>	<b>8,394.94</b>	<b>8,040.78</b>

# Denotes amount below ₹ 50,000/-

### Movement in Other Equity

	As at March 31, 2024	As at March 31, 2023
<b>Share Application Money Pending Allotment</b>	-	-
<b>Statutory Reserve - I</b> (under section 45-IC of the RBI Act, 1934)		
Opening balance	1,079.41	943.26
Add: Transferred from retained earnings	95.44	136.15
<b>Closing balance</b>	<b>1,174.85</b>	<b>1,079.41</b>
<b>Statutory Reserve - II</b> (under section 29C of the NHB Act, 1987)		
Opening balance	8.84	2.99
Add: Transferred from retained earnings	7.96	5.85
<b>Closing balance</b>	<b>16.80</b>	<b>8.84</b>
<b>Capital Reserve</b>	<b>21.85</b>	<b>21.85</b>
<b>Reserve on acquisition / dilution in subsidiary companies</b>		
Opening balance	174.55	141.92
Add: On acquisition of equity shares of subsidiary company from Non-controlling interest shareholders	-	0.10
Add: On account of infusion in subsidiary company / trusts	0.10	-
Add: On conversion of Compulsorily Convertible Debentures (CCD) into Equity shares of subsidiary company	20.39	32.53
<b>Closing balance</b>	<b>195.04</b>	<b>174.55</b>
<b>Securities Premium Reserve</b>		
Opening balance	2,034.83	2,028.61
Add: On shares allotted upon exercise of stock options by the employees	6.79	6.22
<b>Closing balance</b>	<b>2,041.62</b>	<b>2,034.83</b>
<b>Capital Redemption Reserve</b>	<b>27.77</b>	<b>27.77</b>
<b>Stock Option Outstanding</b>		
Opening balance	38.66	20.11
Add: Additions on account of fresh grants during the year	1.96	25.95
Less: Transferred to securities premium upon exercise of stock options	(6.57)	(6.22)
Less: Reduction on account of options lapsed during the year	(1.60)	(1.18)
Less: Transferred to retained earnings	(0.04)	-
	32.41	38.66
Less : Deferred employee compensation	(13.61)	(22.05)
<b>Closing balance</b>	<b>18.80</b>	<b>16.61</b>
<b>Capital Reserve on Consolidation</b>	<b>174.64</b>	<b>174.64</b>
<b>General Reserve</b>	<b>205.25</b>	<b>205.25</b>
<b>Impairment Reserve</b>		
Opening balance	127.19	108.10
Add: Transferred from retained earnings (Refer note 24.1)	116.54	19.09
<b>Closing balance</b>	<b>243.73</b>	<b>127.19</b>
<b>Debt Redemption Reserve</b>		
Opening balance	-	-
Add: Transferred from retained earnings	5.04	-
<b>Closing balance</b>	<b>5.04</b>	<b>-</b>
<b>Initial Corpus</b>		
Opening balance	#	#
Add: On account of change in controlling interest of Subsidiary company in its subsidiary trusts	-	#
<b>Closing balance</b>	<b>#</b>	<b>#</b>
<b>Retained Earnings</b>		
Opening balance	4,138.02	3,897.87
Add: Profit for the year	409.84	597.29
Add: Other Comprehensive Income	(2.26)	(0.37)
Add: Transferred from Stock Options Outstanding	0.04	-
<b>Amount available for appropriations</b>	<b>4,545.64</b>	<b>4,494.79</b>

## Notes

to the Consolidated Financial Statements (Contd.)

	(₹ in Crore)	
	As at March 31, 2024	As at March 31, 2023
<b>Less: Appropriations</b>		
Final dividend	85.93	109.75
Interim Dividend	-	85.93
Transferred to Statutory Reserve – I	95.44	136.15
Transferred to Statutory Reserve - II	7.96	5.85
Transferred to Debenture Redemption Reserve	5.04	-
Transferred to Impairment Reserve	116.54	19.09
<b>Closing balance</b>	<b>4,234.73</b>	<b>4,138.02</b>
<b>Foreign Currency Translation Reserve</b>		
<b>Opening balance</b>	<b>31.82</b>	<b>20.83</b>
Add: During the year	3.00	10.99
<b>Closing balance</b>	<b>34.82</b>	<b>31.82</b>
<b>Share of OCI of Associate</b>		
<b>Opening balance</b>	#	#
Add: During the year	#	#
<b>Closing balance</b>	#	#
<b>Total</b>	<b>8,394.94</b>	<b>8,040.78</b>

# Denotes amount below ₹ 50,000/-

### Share application money pending allotment:

Share application money pending allotment represents equity shares to be issued pursuant to Employee Stock Option Scheme.

### Statutory reserve - I:

Statutory Reserve is the reserve created by transferring a sum not less than twenty percent of its net profit every year in terms of Section 45-IC of the Reserve Bank of India Act, 1934.

### Statutory reserve - II:

As per Section 29C of The National Housing Bank Act, 1987 (the "NHB Act"), at least twenty percent of its net profits every year is required to transfer to a reserve before any dividend is declared. For this purpose any Special Reserve created under Section 36(1)(viii) of the Income-tax Act, 1961, is considered to be an eligible transfer.

### Capital reserve & Capital redemption reserve:

Capital reserve and capital redemption reserve represents reserves created pursuant to the business combination and buy-back of shares in subsidiary companies up to the year end.

### Reserve on acquisition / dilution in subsidiary companies:

Reserve on acquisition / dilution in subsidiary companies represents reserves created pursuant to the acquisition, infusion or dilution of stake in subsidiary companies not resulting in change of control in those subsidiary companies.

### Securities premium reserve:

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013 (the "Act").

### Stock option outstanding:

Stock option outstanding relates to the stock options granted by the Company to employees under an Employee Stock options Plan (Refer Note 44).

### Capital reserve on consolidation:

Capital reserve on consolidation represents reserves created pursuant to the acquisition of stake in subsidiaries resulting in gain of control in those subsidiaries.

### General reserve:

General reserve is created from time to time by transferring profits from retained earnings and can be utilized for purposes such as dividend payout, bonus issue, etc.

### Impairment reserve:

Where impairment allowance under IND AS 109 is lower than the provisioning required under prudential norms on Income Recognition, Asset Classification and Provisioning (IRACP) (including standard asset provisioning), NBFCs shall appropriate the difference from their net profit or loss after tax to a separate 'Impairment Reserve'. The balance in the

'Impairment Reserve' shall not be reckoned for regulatory capital. Further, no withdrawals shall be permitted from this reserve without prior permission from the Department of Supervision, RBI.

### Debenture redemption reserve:

The Companies Act, 2013 requires companies that issue debentures to create a debenture redemption reserve from annual profits until such debentures are redeemed. It is required to transfer a specified percentage (as provided in the Companies Act, 2013) of the outstanding redeemable debentures to debenture redemption reserve. However, as per the amendment in the Companies Act, 2013, debenture redemption reserve is not required for debentures issued by Non-Banking Finance Companies regulated by Reserve Bank of India for both public as well as privately placed debentures.

### Initial corpus:

Initial corpus is corpus contributed by Parent for setting up of a Trust under SARFAESI Act for acquisition of account under distressed credit business.

### Retained earnings:

Retained earnings are the profits that the Group has earned till date, less any transfers to general reserve, statutory reserve, debenture redemption reserve, capital redemption reserve, dividends or other distributions paid to shareholders.

### Foreign currency translation reserve:

Exchange differences relating to the translation of the results and net assets of the Group's foreign operations from their functional currencies to the Group's presentation currency (i.e. ₹) are recognized directly in the other comprehensive income and accumulated in foreign currency translation reserve.

### Note 24.1:

During the year, in one of the subsidiary companies namely, JM Financial Asset Reconstruction Company Limited (JMFARC),

transfer is made to Impairment Reserve in accordance with Income Recognition, Asset Classification and Provisioning (IRACP) provided under RBI/2019-20/170 DOR (NBFC). CC.PD.No.109/22.10.106/2019-20 dated March 13, 2020. Total provision as required under the extant RBI guidelines for Non - Performing Advances is ₹ 243.73 crore.

The Honourable Supreme Court vide orders dated October 30, 2017, November 20, 2017, April 09, 2018 and January 20, 2020, has directed that "No Coercive Action" can be taken against one of the borrower group of JMFARC, until further directions are being issued in this regard. As per recent judicial precedence, classification of an account as Non-Performing Account can also be considered as a "Coercive Action".

The loan accounts to the said borrower group have outstanding interest which has not been serviced for more than 180 days. Notwithstanding the days past due, these loan accounts are continued to be classified as Standard assets, considering the aforesaid orders issued by the Honourable Supreme Court. However, JMFARC has made the provision amounting to ₹ 227.18 crore for these loan accounts as required under the extant RBI guidelines for Non - Performing Advances out of which, ₹ 220.79 crore is made by transfer to the impairment reserve.

In February 2024, the Adjudicating Authority (Under the Prevention of Money Laundering Act, 2002) (The Act) issued an order attaching certain properties held by JMFARC as one of the collaterals against loans acquired in trust (as a trustee) and additional loan given to the borrower group as referred to above ('borrower group'). The above order was pursuant to the action initiated by the Enforcement Directorate against the borrower group under the above Act. JMFARC has appealed against the aforesaid order in appropriate forum. JMFARC views these legal proceedings as arising in the normal course of Asset Reconstruction business. Considering the total security against the loans acquired of the borrower group and the expected cashflows to the JMFARC as per the documented waterfall, the above proceedings do not have a material impact on the financial position of JMFARC.

## 25 INTEREST INCOME

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>(At Amortised Cost)</b>		
Interest on Loans	2,296.61	1,982.46
Interest – Others (Refer note 25.1)	234.61	99.42
<b>(At Fair value through Profit or Loss)</b>		
Interest on Financial assets	24.37	9.99
<b>Total</b>	<b>2,555.59</b>	<b>2,091.87</b>

**Note: 25.1** Interest income mainly comprises interest on fixed deposits placed as margins and interest on delayed payments.

## Notes

to the Consolidated Financial Statements (Contd.)

### 26 FEES AND COMMISSION INCOME

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Fees and Commission Income	1,097.78	657.48
<b>Total</b>	<b>1,097.78</b>	<b>657.48</b>

### 27 BROKERAGE INCOME

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Brokerage Income	491.86	314.03
<b>Total</b>	<b>491.86</b>	<b>314.03</b>

### 28 NET GAIN ON FAIR VALUE CHANGES

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Net gain on financial instruments measured at fair value through profit or loss	559.55	183.42
<b>Total</b>	<b>559.55</b>	<b>183.42</b>
- Realised	445.36	265.86
- Unrealised	114.19	(82.44)
<b>Total</b>	<b>559.55</b>	<b>183.42</b>

### 29 NET GAIN ON DERECOGNITION OF FINANCIAL INSTRUMENTS CARRIED AT AMORTISED COST

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit on sale of financial instruments carried at amortised (Realised)	1.77	0.10
<b>Total</b>	<b>1.77</b>	<b>0.10</b>

### 30 OTHER OPERATING INCOME

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Income from Arbitrage activities	39.56	18.26
Dividend Income	13.01	4.79
Rental Income	1.60	1.55
<b>Total</b>	<b>54.17</b>	<b>24.60</b>

### 31 OTHER INCOME

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest Income	26.72	20.61
Profit on sale of property, plant and equipment (PPE)	0.72	0.42
Compensation towards occupation of premises	19.45	23.43
Miscellaneous income	24.55	27.11
<b>Total</b>	<b>71.44</b>	<b>71.57</b>

### 32 FINANCE COSTS

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>(At Amortised Cost)</b>		
Debt Securities	1,012.75	748.29
Borrowings (Other than Debt Securities)	463.80	387.50
Finance cost on lease obligations	8.20	5.34
Other Interest expense (Refer note 32.1)	76.77	37.38
<b>Total</b>	<b>1,561.52</b>	<b>1,178.51</b>

**Note: 32.1** Other interest expense mainly comprises interest on margin and interest on bank guarantee, etc.

### 33 IMPAIRMENT ON FINANCIAL INSTRUMENTS

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>(At Amortised Cost)</b>		
On Loans	100.30	(296.83)
On Trade receivables	4.68	19.23
On Investments	(0.12)	0.12
On Other Financial assets	3.81	5.21
Write-off of loans, receivables and other financial assets (net)	468.56	367.83
<b>Total</b>	<b>577.23</b>	<b>95.56</b>

### 34 EMPLOYEE BENEFITS EXPENSE

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries, bonus, other allowances and benefits (Refer Note 44)	748.24	588.62
Contribution to provident and other funds	28.66	22.60
Gratuity (Refer Note 40)	7.90	6.62
Staff welfare expenses	10.64	4.50
<b>Total</b>	<b>795.44</b>	<b>622.34</b>

### 35 OTHER EXPENSES

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Legal and professional fees	73.48	33.37
Resolution expenses	17.64	5.46
Corporate Social Responsibility (CSR) expenditure (Refer note 46)	24.17	27.94
Advertisement and other related expenses	28.81	27.33
Information technology expenses	41.66	23.77
Manpower expenses	22.12	18.43
Provision on non-financial assets	20.36	-
Rates and taxes	16.46	14.13
Travelling, hotel and conveyance expenses	16.67	11.65
Repairs and maintenance	11.16	9.88
Membership and subscriptions	11.25	9.58
Insurance expenses	10.73	8.68
Electricity expenses	5.77	4.71
Donation	3.60	4.13
Communication expenses	4.03	3.35
Printing and stationery	3.55	2.87

## Notes

to the Consolidated Financial Statements (Contd.)

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Directors' commission	2.88	2.68
Support Service Fees	2.50	2.50
Auditors' remuneration (Refer note 35.1)	2.78	2.47
Fund expenses	3.65	2.06
Space and other related costs	3.97	1.64
Business conference and seminar expenses	2.01	0.48
Other assets written-off	-	0.06
Miscellaneous expenses	21.22	20.41
<b>Total</b>	<b>350.47</b>	<b>237.58</b>

### 35.1 Payment to Auditors (excluding Goods and services tax)\*

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Audit fees	1.88	1.61
Certification and other matters	0.78	0.76
Reimbursement of Expenses	0.12	0.10
<b>Total</b>	<b>2.78</b>	<b>2.47</b>

\*includes payments to other auditors of the relevant subsidiary companies aggregating ₹ 1.33 crore (Previous year ₹ 1.03 crore)

## 36 TAX EXPENSE

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Current tax	339.02	243.54
Deferred tax	(12.77)	0.61
Tax adjustment in respect of earlier years	(0.40)	(0.30)
<b>Total income tax expenses recognised in Statement of Profit and Loss</b>	<b>325.85</b>	<b>243.85</b>
<b>Income tax expense recognised in OCI</b>	<b>(0.86)</b>	<b>(0.14)</b>

### Reconciliation of Total Tax charge

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Income tax expense for the year reconciled to the accounting profit:</b>		
Profit before tax	353.37	952.61
Income tax rate	25.168%	25.168%
Income tax expense	88.94	239.75
<b>Tax Effect of:</b>		
Effect of income that is exempt from tax	(1.63)	(1.17)
Effect of items that are not deductible in determining taxable profits	3.78	2.26
Effect of income taxable at differential rate	(22.12)	(9.91)
Tax effect on unrecognised deferred tax assets	252.15	8.92
Adjustment in respect of earlier years (net)	(0.40)	(0.30)
Tax effect of intra-group eliminations	4.67	4.64
Tax effect on special reserve created u/s 36(1)(viii)	(1.04)	-
Deduction under section 80JJAA of the Income tax Act, 1961	(0.37)	(0.33)
Others	1.87	(0.01)
<b>Total</b>	<b>236.91</b>	<b>4.10</b>
<b>Income tax expense recognised in Statement of Profit and Loss</b>	<b>325.85</b>	<b>243.85</b>

## 37 CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

### Contingent Liability\*

Contingent liability in respect of income tax demands for various years disputed in appeal is ₹ 58.98 crore (FY 2022-23 - ₹ 56.11 crore).

Disputed demands in respect of GST and Service tax is ₹ 10.28 crore (FY 2022-23 - ₹ 9.14 crore).

Contingent liability arising out of an appeal before State commission is Nil (FY 2022-23 - ₹ 0.03 crore).

\*Future cash outflows in respect of above matters is determinable only on receipt of judgments/decisions pending at various authorities.

### Capital Commitments

The estimated amount of contracts remaining to be executed on capital account and not provided for is ₹ 1.43 crore (FY 2022-23 - ₹ 6.68 crore).

Uncalled liability on account of commitment to subscribe to investments is ₹ 101.06 crore (FY 2022-23 - ₹ 64.54 crore).

Commitment of purchase of security receipts is ₹ 16.39 crore (FY 2022-23 - ₹ 28.53 crore).

## 38 EARNINGS PER EQUITY SHARE

Earnings per share is calculated by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year, as under:

	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit attributable to equity shareholders (₹ in Crore)	409.84	597.29
Weighted average number of equity shares outstanding during the year for calculating basic earnings per share (Nos.)	95,51,73,696	95,46,15,232
<b>Basic earnings per share (₹)</b>	<b>4.29</b>	<b>6.26</b>
Dilutive potential equity shares (Nos.)	3,82,312	5,72,573
Weighted average number of equity shares outstanding during the year for calculating diluted earnings per share (Nos.)	95,55,56,008	95,51,87,805
<b>Diluted earnings per share (₹)</b>	<b>4.29</b>	<b>6.25</b>
Nominal value per share (₹)	1.00	1.00

## 39 LEASE TRANSACTIONS

Following are the changes in the carrying value of Leased assets for the year ended March 31, 2024:

Category of Leased Assets	Gross Block				Accumulated Depreciation					Net Block	
	As at April 01, 2023	Additions	Currency Fluctuation	Deletions	As at March 31, 2024	As at April 01, 2023	Depreciation	Currency Fluctuation	Deductions	As at March 31, 2024	As at March 31, 2024
Premises	102.00	38.11	#	5.38	134.73	43.64	23.80	#	4.34	63.10	71.63
Motor Vehicles	4.87	5.71	-	2.09	8.49	2.28	1.67	-	1.29	2.66	5.83
<b>Total</b>	<b>106.87</b>	<b>43.82</b>	<b>#</b>	<b>7.47</b>	<b>143.22</b>	<b>45.92</b>	<b>25.47</b>	<b>#</b>	<b>5.63</b>	<b>65.76</b>	<b>77.46</b>

# Denotes amount below ₹ 50,000/-

## Notes

to the Consolidated Financial Statements (Contd.)

Following are the changes in the carrying value of Leased assets for the year ended March 31, 2023:

Category Of Leased Assets	Gross Block				Accumulated Depreciation					Net Block	
	As at April 01, 2022	Additions	Currency Fluctuation	Deletions	As at March 31, 2023	As at April 01, 2022	Depreciation	Currency Fluctuation	Deductions	As at March 31, 2023	As at March 31, 2023
	Premises	68.13	43.31	0.14	9.58	102.00	33.69	17.17	0.14	7.36	43.64
Motor Vehicles	4.08	1.96	-	1.17	4.87	2.28	1.11	-	1.11	2.28	2.59
<b>Total</b>	<b>72.21</b>	<b>45.27</b>	<b>0.14</b>	<b>10.75</b>	<b>106.87</b>	<b>35.97</b>	<b>18.28</b>	<b>0.14</b>	<b>8.47</b>	<b>45.92</b>	<b>60.95</b>

(₹ in Crore)

The following is the movement in lease liabilities during the year ended March 31, 2024 and March 31, 2023:

### On Premises:

	As at March 31, 2024	As at March 31, 2023
<b>Opening balance</b>	<b>61.84</b>	<b>38.10</b>
Additions during the year	36.46	41.74
Deletions during the year	(1.30)	(2.22)
Finance cost accrued during the year	6.70	4.32
Currency fluctuation	#	0.06
Payment of lease liabilities	(27.14)	(20.16)
<b>Closing balance</b>	<b>76.56</b>	<b>61.84</b>

(₹ in Crore)

# Denotes amount below ₹ 50,000/-

### On Motor Vehicles:

	As at March 31, 2024	As at March 31, 2023
<b>Opening balance</b>	<b>2.99</b>	<b>2.18</b>
Additions during the year	5.71	1.96
Deletions during the year	(0.87)	(0.06)
Finance cost accrued during the year	1.50	1.02
Payment of lease liabilities	(2.98)	(2.11)
<b>Closing balance</b>	<b>6.37</b>	<b>2.99</b>

(₹ in Crore)

Table showing contractual maturities of lease liabilities as at March 31, 2024 and March 31, 2023 on an undiscounted basis:

### On Premises:

	As at March 31, 2024	As at March 31, 2023
Not later than one year	26.58	20.99
Later than one year and not later than five years	49.46	50.82
Later than five years	2.35	1.22
<b>Total</b>	<b>78.39</b>	<b>73.03</b>

(₹ in Crore)

### On Motor Vehicles:

	As at March 31, 2024	As at March 31, 2023
Not later than one year	3.39	1.75
Later than one year and not later than five years	6.79	2.83
<b>Total</b>	<b>10.18</b>	<b>4.58</b>

(₹ in Crore)

The Group does not face significant liquidity risk with regards to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

Rent expense on short term leases aggregating ₹ 3.97 crore (FY 2022-23: ₹ 1.64 crore); has been recognised in the Statement of Profit and Loss under the head 'Space and other related costs' in Other Expenses.

## 40 EMPLOYEE BENEFIT

### Defined contribution plans

The Group operates defined contribution plan (Provident fund) for all qualifying employees of the Group. The employees of the Group are members of a retirement contribution plan operated by the government. The Group is required to contribute a specified percentage of payroll cost to the retirement contribution scheme to fund the benefits. The only obligation of the Group with respect to the plan is to make the specified contributions.

The Group's contribution to Provident fund aggregating ₹ 28.66 crore (FY 2022-23: ₹ 22.60 crore) has been recognised in the Statement of Profit and Loss under the head Employee Benefits Expense.

### Defined benefit obligation

The liability under the Payment of Gratuity Act, 1972 are determined on the basis of actuarial valuation made at the end of each financial year using the projected unit credit method.

The actuarial risks associated are:

#### Interest Rate Risk:

The risk of government security yields falling due to which the corresponding discount rate used for valuing liabilities falls. Such a fall in discount rate will result in a larger value placed on the future benefit cash flows whilst computing the liability and thereby requiring higher accounting provisioning.

#### Longevity Risks:

Longevity risks arise when the quantum of benefits payable under the plan is based on how long the employee lives post cessation of service with the company. The gratuity plan provides the benefit in a lump sum form and since the benefit is not payable as an annuity for the rest of the lives of the employees, there is no longevity risk.

#### Salary Risks:

The gratuity benefits under the plan are related to the employee's last drawn salary. Consequently, any unusual rise in future salary of the employee raises the quantum of benefit payable by the company, which results in a higher liability for the company and is therefore a plan risk for the company.

## Notes

to the Consolidated Financial Statements (Contd.)

### a) The assumptions used for the purposes of the actuarial valuations were as follows:

	As at March 31, 2024	As at March 31, 2023
<b>Significant assumptions</b>		
Discount rate	7.15%	7.45%
Expected rate of salary escalation	7.00%	7.00%
<b>Other assumption</b>		
Mortality Table	Indian Assured Lives Mortality (2012-14) Ult table	Indian Assured Lives Mortality (2012-14) Ult table

### b) Amount recognised in Balance sheet in respect of these defined benefit obligation:

	As at March 31, 2024	As at March 31, 2023
Present value of defined benefit obligation	41.58	33.87
<b>Net liability</b>	<b>41.58</b>	<b>33.87</b>

(₹ in Crore)

### c) Amount recognised in statement of profit and loss in respect of these defined benefit obligation:

	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Components of defined benefits costs recognised in statement of profit and loss</b>		
Current service cost	5.54	4.47
Net interest expense	2.36	2.15
<b>Total amount recognised in statement of profit and loss</b>	<b>7.90</b>	<b>6.62</b>
<b>Components of defined benefits costs recognised in other comprehensive income (OCI)</b>		
Remeasurements on the net defined benefit liability:		
- Actuarial (gain)/loss from change in financial assumptions	0.59	(0.80)
- Actuarial (gain)/loss from change in demographic assumptions	1.50	-
- Actuarial (gain)/loss from change in experience adjustments	1.34	1.35
<b>Total amount recognised in OCI</b>	<b>3.43</b>	<b>0.55</b>
<b>Total</b>	<b>11.33</b>	<b>7.17</b>

(₹ in Crore)

### d) Movement in the present value of the defined benefit obligation are as follows:

	As at March 31, 2024	As at March 31, 2023
<b>Opening defined benefit obligation</b>	<b>33.87</b>	<b>31.38</b>
Current service cost	5.54	4.47
Net Interest cost	2.36	2.15
<b>Remeasurement (gains)/losses:</b>		
Actuarial (gain)/loss from change in financial assumptions	0.59	(0.80)
Actuarial (gain)/loss from change in demographic assumptions	1.50	-
Actuarial (gain)/loss from change in experience adjustments	1.34	1.35
Liabilities assumed / (settled)	0.05	0.12
Benefits paid	(3.67)	(4.80)
<b>Closing defined benefit obligation</b>	<b>41.58</b>	<b>33.87</b>

(₹ in Crore)

- e) Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonable possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis are as follows:

	As at March 31, 2024		As at March 31, 2023	
	Discount rate	Salary Escalation Rate	Discount rate	Salary Escalation Rate
DBO on increase in 50bps	40.61	42.25	32.36	34.96
Impact of increase in 50bps on DBO (%)	(2.34%)	1.60%	(4.46%)	3.22%
DBO on decrease in 50bps	42.60	40.93	35.50	32.82
Impact of decrease in 50bps on DBO (%)	2.46%	(1.57%)	4.80%	(3.10%)

(₹ in Crore)

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

There is no change in the method of valuation for the prior periods in preparing the sensitivity analysis. For change in assumptions refer to note (a) above.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation recognised in the balance sheet.

### f) Projected benefits payable:

	As at March 31, 2024	As at March 31, 2023
Expected benefits for year 1	9.30	3.72
Expected benefits for year 2	6.86	2.19
Expected benefits for year 3	5.81	2.64
Expected benefits for year 4	5.49	2.26
Expected benefits for year 5	5.33	2.88
Expected benefits for year 6	3.96	3.53
Expected benefits for year 7	3.19	2.81
Expected benefits for year 8	3.13	2.74
Expected benefits for year 9	2.43	3.20
Expected benefits for year 10 and above	17.44	54.29

(₹ in Crore)

- g) The new Code on Social Security, 2020 has been enacted, which could impact the contributions by the Group towards Provident Fund and Gratuity. The effective date from which the changes are applicable is yet to be notified and the rules are yet to be framed. The Group will complete its evaluation and will give appropriate impact in the financial statements in the period in which the Code becomes effective and the related rules are published.

## Notes

to the Consolidated Financial Statements (Contd.)

### 41 Disclosure in respect of related parties pursuant to Ind AS 24 on 'Related Party Disclosures'

#### 1) List of related parties

##### A Associate

JM Financial Trustee Company Private Limited (Trustee)

##### B Key management personnel

Mr. Nimesh Kampani (NNK) – Non-executive Chairman

Mr. Vishal Kampani (VNK) – Non-executive Vice Chairman

Mr. Adi Patel (ARP) – Joint Managing Director (Managing Director w.e.f. April 1, 2024)

Mr. Atul Mehra (ASM) – Joint Managing Director (upto March 28, 2024)

##### Independent Directors:

Mr. E A Kshirsagar (EAK) (upto July 2, 2022)

Mr. Paul Zuckerman (PSZ) (upto July 2, 2022)

Dr. Vijay Kelkar (VLK) (upto July 2, 2022)

Mr. Keki Dadiseth (KBD) (upto July 2, 2022)

Ms. Jagi Mangat Panda (JMP)

Mr. P S Jayakumar (PSJ)

Ms. Roshini Bakshi (RHB)

Mr. Navroz Udawadia (NDU)

Mr. Pradip Kanakia (PMK)

Mr. Sumit Bose (SB)

##### C Close Members of the Family (Relatives) of Key management personnel

Mr. Nimesh Kampani (NNK)

Ms. Aruna N Kampani (ARNK)

Ms. Amishi Gambhir (AG)

Ms. Madhu Kampani (MVK)

Ms. Avantika Kampani (AVK)

Mr. Shiv Kampani (SVK)

Ms. Suvidha Atul Mehra (SAM) (upto March 28, 2024)

Ms. Sammiksha Atul Mehra (SMM) (upto March 28, 2024)

Ms. Sasha Atul Mehra (SSM) (upto March 28, 2024)

Ms. Santosh Mehra (SM) (upto March 28, 2024)

Ms. Zenobia Adi Patel (ZAP)

Mr. Kaizad Adi Patel (KAP)

Ms. Winifer Adi Patel (WAP)

Ms. Lalitha Rajan (LR)

##### D Individual exercising control or significant influence in reporting entity i.e. the Company and close members of the family (relatives) of any such person

Mr. Nimesh Kampani (NNK)

##### Close Members of the Family (Relatives):

Ms. Aruna N Kampani (ARNK)

Mr. Vishal Kampani (VNK)

Ms. Amishi Gambhir (AG)

Mr. Harith Kampani (HK)

Mr. Anil Kampani (AK)

##### E Entities where person(s) mentioned in Clause 41 [1(D)] are able to exercise significant influence

J.M. Financial & Investment Consultancy Services Private Limited (JMFICS)

J.M. Assets Management Private Limited (J.M. Assets)

JM Financial Trustee Company Private Limited (Trustee)

JSB Securities Limited (JSB)

Kampani Consultants Limited (KCL)\*

Persepolis Investment Company Private Limited (PICPL)\*

SNK Investments Private Limited (SNK)\*

Capital Market Publishers India Private Limited (CMPL)

Kampani Properties and Holdings Limited (KPHL)

DayOne Learning Solutions (OPC) Private Limited (DayOne)

\* Pursuant to the NCLT order dated May 18, 2023, SNK Investments Private Limited and Kampani Consultants Limited have been merged with Persepolis Investment Company Private Limited.

**Notes**  
to the Consolidated Financial Statements (Contd.)  
**2) Details of transactions with related parties:**

	Associate		Key Management Personnel		Individual exercising control or significant influence in reporting entity and close members of the family of any such person / Close Members of the Family (Relatives) of Key management personnel		Entities where person(s) mentioned in Clause 41 [1(D)] are able to exercise significant influence		Total	
	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
	(₹ in Crore)									
<b>Professional fees paid to</b>										
KBD	-	-	-	0.01	-	-	-	-	-	0.01
<b>Fees and brokerage received from</b>										
Trustee	#	-	-	-	-	-	-	-	#	-
JMFICS	-	-	-	-	-	-	0.37	0.17	0.37	0.17
J.M. Assets	-	-	-	-	-	-	0.05	0.08	0.05	0.08
KCL	-	-	-	-	-	-	-	0.03	-	0.03
PICPL	-	-	-	-	-	-	0.01	#	0.01	#
VNK	-	-	-	#	-	-	-	-	#	#
ASM	-	-	-	#	-	-	-	-	#	#
ARNK	-	-	-	0.01	-	0.01	-	-	0.01	0.01
AG	-	-	-	-	-	#	-	-	#	#
SVK	-	-	-	-	-	0.01	-	-	#	0.01
SAM	-	-	-	-	-	#	-	-	#	#
SMM	-	-	-	-	-	#	-	-	#	#
VLK	-	-	-	-	-	-	-	-	-	0.04
KPHL	-	-	-	0.04	-	-	-	-	#	-
<b>Recovery of expenses from</b>										
JMFICS	-	-	-	-	-	-	-	#	#	#
<b>Reimbursement of expenses to</b>										
JMFICS	-	-	-	-	-	-	0.14	0.13	0.14	0.13
CMPL	-	-	-	-	-	-	0.04	0.04	0.04	0.04
<b>Remuneration to</b>										
VNK	-	-	-	18.20	-	-	-	-	13.65	18.20
ASM	-	-	-	4.55	-	-	-	-	4.84	4.55
ARP	-	-	-	5.34	-	-	-	-	7.12	5.34
<b>Director's Sitting Fees</b>										
VNK	-	-	-	0.09	-	-	-	-	0.12	0.09
EAK	-	-	-	0.04	-	-	-	-	-	0.04
PSZ	-	-	-	0.03	-	-	-	-	-	0.03
VLK	-	-	-	0.05	-	-	-	-	-	0.05
KBD	-	-	-	0.03	-	-	-	-	-	0.03



	Associate		Key Management Personnel		Individual exercising control or significant influence in reporting entity and close members of the family of any such person / Close Members of the Family (Relatives) of Key management personnel		Entities where person(s) mentioned in Clause 41 [1(D)] are able to exercise significant influence		Total	
	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
	(₹ in Crore)									
JMP	-	-	-	0.09	-	-	-	-	-	0.09
PSJ	-	-	-	0.10	-	-	-	-	-	0.10
RHB	-	-	-	0.14	-	-	-	-	-	0.14
NDU	-	-	-	0.05	-	-	-	-	-	0.05
PMK	-	-	-	0.11	-	-	-	-	-	0.11
SB	-	-	-	0.08	-	-	-	-	-	0.08
<b>Director's Commission</b>										
VNK	-	-	-	0.10	-	-	-	-	0.20	0.10
EAK	-	-	-	0.07	-	-	-	-	-	0.07
PSZ	-	-	-	0.05	-	-	-	-	-	0.05
VLK	-	-	-	0.05	-	-	-	-	-	0.05
KBD	-	-	-	0.05	-	-	-	-	-	0.05
JMP	-	-	-	0.20	-	-	-	-	0.24	0.20
PSJ	-	-	-	0.23	-	-	-	-	0.25	0.23
RHB	-	-	-	0.26	-	-	-	-	0.29	0.26
NDU	-	-	-	0.15	-	-	-	-	0.15	0.15
PMK	-	-	-	0.23	-	-	-	-	0.25	0.23
SB	-	-	-	0.20	-	-	-	-	0.22	0.20
<b>Dividend paid to</b>										
JMFICS	-	-	-	-	-	-	20.53	46.06	20.53	46.06
Trustee	0.15	0.33	-	-	-	-	-	-	0.15	0.33
J.M. Assets	-	-	-	-	-	-	9.62	21.33	9.62	21.33
JSB	-	-	-	-	-	-	0.59	1.33	0.59	1.33
PICPL	-	-	-	-	-	-	1.50	0.48	1.50	0.48
KCL	-	-	-	-	-	-	-	0.30	-	0.30
SNK	-	-	-	-	-	-	-	2.49	-	2.49
NNK	-	-	-	-	-	25.78	-	-	11.32	25.78
ARNK	-	-	-	-	-	6.58	-	-	2.84	6.58
VNK	-	-	-	2.61	-	-	-	-	1.17	2.61
ASM	-	-	-	0.12	-	-	-	-	0.05	0.12
ARP	-	-	-	0.29	-	-	-	-	0.14	0.29
AG	-	-	-	-	-	1.64	-	-	0.72	1.64
SVK	-	-	-	-	-	0.11	-	-	0.11	-



Notes to the Consolidated Financial Statements (Contd.)

	Associate		Key Management Personnel		Individual exercising control or significant influence in reporting entity and close members of the family of any such person / Close Members of the Family (Relatives) of Key management personnel		Entities where person(s) mentioned in Clause 41 [1(D)] are able to exercise significant influence		Total	
	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
	#	#	#	#	#	#	#	#	#	#
SM	-	-	-	-	-	-	-	-	-	-
LR	-	-	-	-	-	-	-	-	-	-
HK	-	-	-	-	-	-	-	-	-	-
AK	-	-	-	0.19	-	-	-	-	-	0.19
<b>Rent paid to</b>										
JMFICS	-	-	-	-	1.52	1.51	1.52	1.51	1.52	1.51
J.M. Assets	-	-	-	-	1.68	1.68	1.68	1.68	1.68	1.68
PICPL	-	-	-	-	0.05	-	0.05	-	0.05	-
KCL	-	-	-	-	-	0.05	-	0.05	-	0.05
MVK	-	-	-	0.11	0.11	-	-	0.11	-	0.11
<b>Subscription charges paid to</b>										
CMPL	-	-	-	-	-	0.03	0.03	0.03	0.03	0.03
<b>Support service fees paid to</b>										
JMFICS	-	-	-	-	-	2.50	2.50	2.50	2.50	2.50
<b>Demat charges received from</b>										
VNK	-	-	#	#	-	-	-	-	#	#
Others	-	-	#	#	-	-	-	-	#	#
<b>Security deposit paid to</b>										
JMFICS	-	-	-	-	0.70	-	0.70	-	0.70	-
<b>Security deposit refund received from</b>										
JMFICS	-	-	-	-	0.70	-	0.70	-	0.70	-
<b>Purchase of Securities held for trade</b>										
JMFICS	-	-	-	-	29.98	-	29.98	-	29.98	-
<b>Sale of Securities held for trade</b>										
NNK	-	-	-	-	-	4.01	-	-	-	4.01
ARNK	-	-	-	-	-	3.16	-	-	-	3.16
SAM	-	-	-	-	0.71	0.10	-	-	0.71	0.10
JMFICS	-	-	-	-	-	-	5.00	-	5.00	-
J.M. Assets	-	-	-	-	-	-	3.50	-	3.50	-
<b>Repayment of NCDs</b>										
JMFICS	-	-	-	-	-	-	-	5.00	-	5.00
J.M. Assets	-	-	-	-	-	-	-	5.00	-	5.00
VNK	-	-	-	2.00	-	-	-	-	-	2.00



	Associate		Key Management Personnel		Individual exercising control or significant influence in reporting entity and close members of the family of any such person / Close Members of the Family (Relatives) of Key management personnel		Entities where person(s) mentioned in Clause 41 [1(D)] are able to exercise significant influence		Total	
	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
	₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
NNK	-	-	-	-	-	1.00	-	-	-	1.00
ARNK	-	-	-	-	-	3.00	-	-	-	3.00
SVK	-	-	-	-	-	2.50	-	-	-	2.50
SMM	-	-	-	-	0.19	0.50	-	-	0.19	0.50
SSM	-	-	-	-	0.65	0.84	-	-	0.65	0.84
AK	-	-	-	-	0.17	-	-	-	0.17	-
<b>Interest on NCDs</b>										
VNK	-	-	0.40	0.43	-	-	-	-	0.40	0.43
NNK	-	-	-	-	0.81	0.92	-	-	0.81	0.92
ARNK	-	-	-	-	1.61	1.95	-	-	1.61	1.95
SVK	-	-	-	-	-	0.30	-	-	-	0.30
JMFICS	-	-	-	-	-	-	0.42	0.69	0.42	0.69
J.M. Assets	-	-	-	-	-	-	0.18	0.54	0.18	0.54
SAM	-	-	-	-	0.07	0.07	-	-	0.07	0.07
SMM	-	-	-	-	0.07	0.09	-	-	0.07	0.09
SSM	-	-	-	-	-	0.05	-	-	-	0.05
AK	-	-	-	-	0.02	0.02	-	-	0.02	0.02
<b>Balance outstanding at the year end</b>										
<b>Security deposit (paid)</b>										
JMFICS	-	-	-	-	-	-	0.80	0.80	0.80	0.80
J.M. Assets	-	-	-	-	-	-	0.84	0.84	0.84	0.84
<b>Investment in equity shares of</b>										
Trustee	0.03	0.03	-	-	-	-	-	-	0.03	0.03
<b>Closing balance of NCDs by</b>										
VNK	-	-	5.00	5.00	-	-	-	-	5.00	5.00
NNK	-	-	-	-	10.00	10.00	-	-	10.00	10.00
ARNK	-	-	-	-	20.00	20.00	-	-	20.00	20.00
JMFICS	-	-	-	-	-	-	6.68	1.68	6.68	1.68
J.M. Assets	-	-	-	-	-	-	3.50	-	3.50	-
SAM	-	-	-	-	-	-	-	-	-	-
SMM	-	-	-	-	-	-	-	-	-	-
AK	-	-	-	-	-	-	-	-	-	-

Notes to the Consolidated Financial Statements (Contd.)

	₹ in Crore)									
	Associate		Key Management Personnel		Individual exercising control or significant influence in reporting entity and close members of the family of any such person / Close Members of the Family (Relatives) of Key management personnel		Entities where person(s) mentioned in Clause 41 [1(D)] are able to exercise significant influence		Total	
	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
<b>Payables to</b>										
VNK	-	11.60	7.20	11.60	-	-	-	-	7.20	11.60
ASM	-	2.50	-	2.50	-	-	-	-	-	2.50
ARF	-	1.90	4.60	1.90	-	-	-	-	4.60	1.90
EAK	-	0.07	-	0.07	-	-	-	-	-	0.07
PSZ	-	0.05	-	0.05	-	-	-	-	-	0.05
VLK	-	0.05	-	0.05	-	-	-	-	-	0.05
KBD	-	0.05	-	0.05	-	-	-	-	-	0.05
JMP	-	0.20	0.24	0.20	-	-	-	-	0.24	0.20
PSJ	-	0.23	0.25	0.23	-	-	-	-	0.25	0.23
RHB	-	0.26	0.29	0.26	-	-	-	-	0.29	0.26
NDU	-	0.15	0.15	0.15	-	-	-	-	0.15	0.15
PMK	-	0.23	0.25	0.23	-	-	-	-	0.25	0.23
SB	-	0.20	0.22	0.20	-	-	-	-	0.22	0.20
ARNK	-	-	-	-	-	-	-	-	-	-
SVK	-	-	-	-	-	-	-	-	-	-
SAM	-	-	-	-	-	-	-	-	-	-
SMM	-	-	-	-	-	-	-	-	-	-
SSM	-	-	-	-	-	-	-	-	-	-
JSB	-	-	-	-	-	-	-	-	-	-
<b>Total</b>										

3) Remuneration details of Key Management Personnel:

	2023-24	2022-23
Short term employee benefits	21.32	25.29
Post employee benefits	1.03	0.74
Share based payments	3.26	2.06
Other benefits (Refer note 4)	2.29	2.40
<b>Total</b>	<b>27.90</b>	<b>30.49</b>

Notes:

- 1) There are no provisions for doubtful debts / advances or amounts written off or written back for debts due from / due to related parties.
- 2) The transactions disclosed above are exclusive of GST and service tax (as applicable).
- 3) The remuneration excludes provision for gratuity and compensated absences as the incremental liability has been accounted for the Group as a whole.
- 4) Other benefits include commission and sitting fees to non-executive directors and independent directors.

42. MATURITY ANALYSIS OF ASSETS AND LIABILITIES

	₹ in Crore)					
	As at March 31, 2024			As at March 31, 2023		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
<b>ASSETS</b>						
<b>1 Financial Assets</b>						
A Cash and cash equivalents	2,231.58	-	2,231.58	524.02	-	524.02
B Bank balance other than (A) above	3,150.58	61.37	3,211.95	1,743.69	123.95	1,867.64
C Trade receivables	423.76	144.79	568.55	1,015.76	199.55	1,215.31
D Loans	6,579.55	8,483.36	15,062.91	6,921.99	10,006.74	16,928.73
E Investments	3,472.59	1,251.64	4,724.23	2,480.43	1,104.06	3,584.49
F Other financial assets	1,543.29	807.80	2,351.09	2,210.55	1,580.19	3,790.74
<b>Total Financial Assets</b>	<b>17,401.35</b>	<b>10,748.96</b>	<b>28,150.31</b>	<b>14,896.44</b>	<b>13,014.49</b>	<b>27,910.93</b>
<b>2 Non-financial Assets</b>						
A Inventories	142.87	-	142.87	102.10	-	102.10
B Current tax assets	-	406.68	406.68	-	367.11	367.11
C Deferred tax assets	-	274.04	274.04	-	245.22	245.22
D Property, plant and equipment	-	494.55	494.55	-	439.92	439.92
E Capital work-in-progress	-	4.43	4.43	-	7.01	7.01
F Other Intangible assets	-	24.55	24.55	-	12.49	12.49
G Goodwill on consolidation	-	52.44	52.44	-	52.44	52.44
H Other non-financial assets	52.66	161.07	213.73	25.93	207.29	233.22
<b>Total Non-Financial Assets</b>	<b>195.53</b>	<b>1,417.76</b>	<b>1,613.29</b>	<b>128.03</b>	<b>1,331.48</b>	<b>1,459.51</b>
<b>Total Assets</b>	<b>17,596.88</b>	<b>12,166.72</b>	<b>29,763.60</b>	<b>15,024.47</b>	<b>14,345.97</b>	<b>29,370.44</b>

## Notes

to the Consolidated Financial Statements (Contd.)

(₹ in Crore)

	As at March 31, 2024			As at March 31, 2023		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
<b>LIABILITIES</b>						
<b>1 Financial Liabilities</b>						
A Trade Payables						
(i) total outstanding dues of micro enterprises and small enterprises	3.33	-	3.33	1.15	-	1.15
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	1,310.81	1.46	1,312.27	1,322.09	-	1,322.09
B Debt securities	3,871.70	7,087.16	10,958.86	3,266.19	6,743.96	10,010.15
C Borrowings (Other than debt securities)	2,113.29	3,072.65	5,185.94	2,287.75	3,576.73	5,864.48
D Lease Liabilities	21.26	61.67	82.93	17.64	47.19	64.83
E Other financial liabilities	807.91	25.53	833.44	524.31	18.14	542.45
<b>Total Financial Liabilities</b>	<b>8,128.30</b>	<b>10,248.47</b>	<b>18,376.77</b>	<b>7,419.13</b>	<b>10,386.02</b>	<b>17,805.15</b>
<b>2 Non-Financial Liabilities</b>						
A Current tax liabilities	1.42	-	1.42	3.01	-	3.01
B Provisions	17.82	32.28	50.10	21.29	32.25	53.54
C Deferred tax liabilities	-	171.43	171.43	-	157.85	157.85
D Other non-financial liabilities	107.81	0.04	107.85	77.14	3.90	81.04
<b>Total Non-Financial Liabilities</b>	<b>127.05</b>	<b>203.75</b>	<b>330.80</b>	<b>101.44</b>	<b>194.00</b>	<b>295.44</b>
<b>Total Liabilities</b>	<b>8,255.35</b>	<b>10,452.22</b>	<b>18,707.57</b>	<b>7,520.57</b>	<b>10,580.02</b>	<b>18,100.59</b>

### 43 A) ENTITIES INCLUDED IN CONSOLIDATION

Name of the Entity	Country of incorporation	Proportion of interest as on March 31, 2024 (%)	Proportion of interest as on March 31, 2023 (%)
<b>Subsidiaries in India (including step-down subsidiaries)</b>			
JM Financial Institutional Securities Limited	India	100.00	100.00
Infinite India Investment Management Limited	India	100.00	100.00
JM Financial Properties and Holdings Limited	India	100.00	100.00
JM Financial Services Limited [refer note (i)]	India	100.00	100.00
JM Financial Commtrade Limited	India	100.00	100.00
CR Retail Malls (India) Limited	India	100.00	100.00
JM Financial Capital Limited [refer note (i)]	India	-	100.00
JM Financial Products Limited	India	99.71	99.71
JM Financial Credit Solutions Limited	India	46.68	46.68
JM Financial Asset Management Limited	India	59.54	59.54
JM Financial Asset Reconstruction Company Limited	India	58.28	58.28
JM Financial Home Loans Limited [refer note (ii)]	India	94.02	94.04
<b>Partnership Firm in India</b>			
Astute Investments	India	100.00	100.00
<b>Association of Persons (AOP) in India</b>			
ARB Maestro	India	100.00	100.00
<b>Subsidiaries outside India (including step-down subsidiaries)</b>			
JM Financial Overseas Holdings Private Limited	Mauritius	100.00	100.00
JM Financial Singapore Pte. Ltd	Singapore	100.00	100.00
JM Financial Securities, Inc	USA	100.00	100.00
<b>Associate</b>			
JM Financial Trustee Company Private Limited	India	25.00	25.00

### Notes:

- Pursuant to the NCLT order approving the Scheme of Arrangement (the "Scheme") on April 20, 2023 with the appointed date being April 1, 2023, JM Financial Capital Limited has ceased to be a step-down subsidiary of the Company consequent upon its merger with JM Financial Services Limited.
- The indirect shareholding in JM Financial Home Loans Limited decreased from 94.04% to 94.02% consequent upon allotment of 72,485 equity shares to the eligible employees of JM Financial Home Loans Limited upon exercise of stock options and subscription to rights issue by them.

### B) Additional Information, as required under Schedule III to the Companies Act, 2013, of entities consolidated as Subsidiary/Associate.

Name of the Entity	Net Assets*, i.e., total assets minus total liabilities		Share in Profit or loss		Share in Other Comprehensive Income (OCI)		Share in Total Comprehensive Income	
	Amount (₹ in Crore)	As % of consolidated net assets	Amount (₹ in Crore)	As % of consolidated profit or loss	Amount (₹ in Crore)	As % of consolidated OCI	Amount (₹ in Crore)	As % of consolidated Total Comprehensive Income
<b>Parent</b>								
JM Financial Limited	1,901.53	17.28%	310.66	1010.29%	(1.20)	(282.56%)	309.46	992.51%
<b>Subsidiaries (including step-down subsidiaries) in India</b>								
JM Financial Institutional Securities Limited	184.05	1.67%	43.49	141.43%	(0.52)	(121.05%)	42.97	137.81%
Infinite India Investment Management Limited	49.78	0.45%	21.64	70.37%	#	(0.12%)	21.64	69.40%
JM Financial Properties and Holdings Limited	219.87	2.00%	7.32	23.80%	(0.02)	(5.08%)	7.30	23.41%
JM Financial Services Limited	772.84	7.02%	87.67	285.11%	(0.14)	(32.87%)	87.53	280.72%
JM Financial Commtrade Limited	25.09	0.23%	1.04	3.38%	-	-	1.04	3.34%
CR Retail Malls (India) Limited	59.58	0.54%	10.44	33.95%	#	(1.13%)	10.44	33.48%
JM Financial Products Limited	2,108.06	19.15%	432.17	1405.43%	(0.29)	(68.31%)	431.88	1385.12%
JM Financial Credit Solutions Limited	1,886.62	17.15%	7.18	23.35%	(0.12)	(28.78%)	7.06	22.64%
JM Financial Asset Reconstruction Company Limited**	350.66	3.19%	(548.71)	(1784.42%)	(0.14)	(30.39%)	(548.85)	(1760.26%)
JM Financial Asset Management Limited	87.03	0.80%	(17.32)	(56.33%)	(0.14)	(33.22%)	(17.46)	(56.00%)
JM Financial Home Loans Limited	542.61	4.93%	23.75	77.24%	0.31	72.36%	24.06	77.16%
<b>Partnership Firm in India</b>								
Astute Investments	1.54	0.01%	3.12	10.15%	-	-	3.12	10.01%
<b>AOP in India</b>								
ARB Maestro	4.32	0.04%	15.65	50.89%	-	-	15.65	50.19%
<b>Subsidiaries (including step-down subsidiaries) outside India</b>								
JM Financial Overseas Holdings Private Limited	207.74	1.90%	4.32	14.05%	3.82	897.23%	8.14	26.11%
JM Financial Singapore Pte. Ltd	9.88	0.09%	3.55	11.54%	(0.76)	(178.68%)	2.79	8.95%

## Notes

to the Consolidated Financial Statements (Contd.)

Name of the Entity	Net Assets*, i.e., total assets minus total liabilities		Share in Profit or loss		Share in Other Comprehensive Income (OCI)		Share in Total Comprehensive Income	
	Amount (₹ in Crore)	As % of consolidated net assets	Amount (₹ in Crore)	As % of consolidated profit or loss	Amount (₹ in Crore)	As % of consolidated OCI	Amount (₹ in Crore)	As % of consolidated Total Comprehensive Income
JM Financial Securities, Inc	11.37	0.10%	0.64	2.08%	(0.06)	(14.62%)	0.58	1.86%
<b>Associate</b>								
JM Financial Trustee Company Private Limited	15.49	0.14%	3.23	10.50%	#	0.05%	3.23	10.36%
	<b>8,438.06</b>	<b>76.69%</b>	<b>409.84</b>	<b>1332.81%</b>	<b>0.74</b>	<b>172.83%</b>	<b>410.58</b>	<b>1316.81%</b>
<b>Non-controlling Interests in all subsidiaries</b>	2,565.53	23.31%	(379.09)	(1232.81%)	(0.31)	(72.83%)	(379.40)	(1216.81%)
<b>Total</b>	<b>11,003.59</b>	<b>100.00%</b>	<b>30.75</b>	<b>100.00%</b>	<b>0.43</b>	<b>100.00%</b>	<b>31.18</b>	<b>100.00%</b>

\*Net Assets have been arrived at after adjustments of Goodwill on consolidation.

\*\*The numbers presented above are as per consolidated financial statements of JM Financial Asset Reconstruction Company Limited.

# Denotes amount below ₹ 50,000/-

### 44 EMPLOYEE STOCK OPTION SCHEME (ESOS)

#### (A) JM Financial Limited:

The Employee Stock Option Scheme ("the Scheme") provides for grant of stock options to the eligible employees and/or directors ("the Employees") of the Company and/or its subsidiaries. The Stock Options are granted at an exercise price, which is either equal to the fair market price or at a premium, or at a discount to market price as may be determined by the Nomination and Remuneration Committee of the Board of the Company.

During the financial year 2023-24, the Nomination and Remuneration Committee has granted 2,19,999 options (previous year - 11,90,779 options) to the Employees, that will vest in a graded manner and which can be exercised within a specified period. Details of options granted are as follows:

Series	No. of options granted	Exercise price per option (₹)
Series 17	99,999	1.00
Series 18	1,20,000	1.00

The details of options are as under:

	For the year ended March 31, 2024	For the year ended March 31, 2023
Outstanding at the beginning of the year	23,41,609	20,23,075
Add: Granted during the year	2,19,999	11,90,779
Less: Exercised and shares allotted during the year	(7,88,948)	(7,48,270)
Less: Lapsed during the year	(1,92,633)	(1,23,975)
Outstanding at the end of the year	<b>15,80,027</b>	<b>23,41,609</b>
Exercisable at the end of the year	<b>5,16,594</b>	<b>7,83,731</b>

The Group follows fair value based method of accounting for determining compensation cost for its stock-based compensation scheme. The fair value of each stock options granted during the current year is mentioned in the table below. The fair value has been calculated by applying Black and Scholes model as valued by an independent valuer.

Details of options granted during the year based on the graded vesting and their fair value are as under:

#### For Series 17:

Tranches	% of Options to be vested	No. of options granted	Vesting date	Fair value per option (₹)
Tranche-1	33.33%	33,333	April 25, 2024	55.32
Tranche-2	33.33%	33,333	April 25, 2025	53.74
Tranche-3	33.33%	33,333	April 25, 2026	52.21
		<b>99,999</b>		

The following table summarizes the assumptions used in calculating the grant date fair value:

Tranches	Life of the Option (in years)	Risk-free interest rate	Volatility	Dividend Yield
Tranche-1	2.75	7.06%	0.3541	2.96%
Tranche-2	3.75	7.10%	0.4287	2.96%
Tranche-3	4.75	7.12%	0.4269	2.96%

#### For Series 18:

Tranches	% of Options to be vested	No. of options granted	Vesting date	Fair value per option (₹)
Tranche-1	10.00%	12,000	November 3, 2024	83.07
Tranche-2	20.00%	24,000	November 3, 2025	81.44
Tranche-3	30.00%	36,000	November 3, 2026	79.85
Tranche-4	40.00%	48,000	November 3, 2027	78.67
		<b>1,20,000</b>		

The following table summarizes the assumptions used in calculating the grant date fair value:

Tranches	Life of the Option (in years)	Risk-free interest rate	Volatility	Dividend Yield
Tranche-1	2.75	7.42%	0.3579	2.03%
Tranche-2	3.75	7.43%	0.4182	2.03%
Tranche-3	4.75	7.42%	0.4152	2.03%
Tranche-4	5.50	7.47%	0.4183	2.03%

#### Details of options granted under various series are as under:

	Series 10	Series 11	Series 12	Series 13	Series 14	Series 15	Series 16	Series 17	Series 18
Grant date	20/04/2017	12/04/2018	18/04/2019	17/04/2020	05/05/2022	05/05/2022	14/11/2022	25/04/2023	03/11/2023
Options granted	23,19,636	18,48,018	6,62,130	18,56,913	38,166	51,849	11,00,764	99,999	1,20,000
Options exercised till March 31, 2024	19,44,944	13,77,792	4,39,711	11,77,670	12,722	Nil	15,300	N.A.	N.A.
Options forfeited/ cancelled till March 31, 2024	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Options lapsed till March 31, 2024	3,43,266	3,48,380	1,45,311	5,01,588	Nil	Nil	2,10,764	Nil	Nil
Outstanding at the end of the year	31,426	1,21,846	77,108	1,77,655	25,444	51,849	8,74,700	99,999	1,20,000
Exercisable at the end of the year	31,426	1,21,846	77,108	1,77,655	Nil	17,283	91,276	N.A.	N.A.

## Notes

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	Series 10	Series 11	Series 12	Series 13	Series 14	Series 15	Series 16	Series 17	Series 18
<b>Vesting of options</b>	1/3rd Options each on completion of first, second and third year from the date of grant of options	1/3rd Options each on completion of first, second and third year from the date of grant of options	1/3rd Options each on completion of first, second and third year from the date of grant of options	1/3rd Options each on completion of first, second and third year from the date of grant of options	1/3rd Options each on completion of first, second and third year from the date of grant of options	1/3rd Options each on completion of first, second and third year from the date of grant of options	10%, 20%, 30% and 40% respectively on completion of first, second, third and fourth year from the date of grant of options	1/3rd Options each on completion of first, second and third year from the date of grant of options	10%, 20%, 30% and 40% respectively on completion of first, second, third and fourth year from the date of grant of options
<b>Exercise period</b>	Within 7 years from the date of grant	Within 7 years from the date of grant	Within 7 years from the date of grant	Within 7 years from the date of grant	Within 7 years from the date of grant	Within 7 years from the date of grant	Within 7 years from the date of grant	Within 7 years from the date of grant	Within 7 years from the date of grant
<b>Exercise price(refer note(i))</b>	₹ 1.00	₹ 1.00	₹ 1.00	₹ 1.00	₹ 78.60	₹ 1.00	₹ 83.00	₹ 1.00	₹ 1.00
<b>Pricing formula</b>	As was determined by the Nomination and Remuneration Committee at its meeting held on April 20, 2017	As was determined by the Nomination and Remuneration Committee at its meeting held on April 12, 2018	As was determined by the Nomination and Remuneration Committee at its meeting held on April 18, 2019	As was determined by the Nomination and Remuneration Committee at its meeting held on April 17, 2020	As was determined by the Nomination and Remuneration Committee at its meeting held on May 5, 2022	As was determined by the Nomination and Remuneration Committee at its meeting held on May 5, 2022	As was determined by the Nomination and Remuneration Committee at its meeting held on November 14, 2022	As was determined by the Nomination and Remuneration Committee at its meeting held on April 25, 2023	As was determined by the Nomination and Remuneration Committee at its meeting held on November 3, 2023

### Notes:

- Additionally during the year, an aggregate amount of ₹ 0.45 crore (Previous year ₹ 0.35 crore) being the fair value of options has been reimbursed by the subsidiary companies with which the Employees are/were employed/associated.
- As no options were outstanding in respect of Series 1 to Series 9 as on March 31, 2024, the details of options granted has not been included above.
- Esop cost recognised in Statement of Profit and Loss is ₹ 1.25 crore (Previous year ₹ 1.13 crore).

### Of Subsidiary Companies

#### (B) JM Financial Asset Reconstruction Company Limited ('JMFARC'):

JMFARC has formulated the Employee Stock Option Scheme ('the Scheme') which provides for grant of stock options to its eligible employees ("the Employees"). The Stock Options are granted at an exercise price, as may be determined by the Nomination and Remuneration Committee of the Board of JMFARC.

During the year 2023-24, there was no fresh grant of stock options. During the previous year, the Nomination and Remuneration Committee of the Board of JMFARC had granted 19,60,749 options under its third series at an exercise price of ₹ 33.63/- per option to the Employees.

The details of options are as under:

	For the year ended March 31, 2024	For the year ended March 31, 2023
Outstanding at the beginning of the year	34,99,797	20,08,819
Add: Granted during the year	Nil	19,60,749
Less: Exercised and allotted during the year	Nil	Nil
Less: Lapsed during the year	(57,606)	(4,69,771)
Outstanding at the end of the year	34,42,191	34,99,797

JMFARC follows fair value based method of accounting for determining compensation cost for its stock-based compensation scheme. The fair value of each stock options is mentioned in the table below. The fair value has been calculated by applying Black and Scholes model as valued by an independent valuer.

Details of options granted during the current and previous year and their fair values are as under:

Tranches	% of Options to be vested	No. of options granted		Vesting date		Fair value per option (₹)	
		Current year	Previous year	Current Year	Previous year	Current year	Previous year
Tranche-1	33.33%	-	6,53,583	-	April 19, 2024	-	22.14
Tranche-2	33.33%	-	6,53,583	-	April 19, 2025	-	24.33
Tranche-3	33.33%	-	6,53,583	-	April 19, 2026	-	26.23
		-	19,60,749	-		-	

The following table summarizes the assumptions used in calculating the grant date fair value:

Tranches	Life of the Option (in years)		Risk-free interest rate		Volatility		Dividend Yield	
	Current year	Previous year	Current year	Previous year	Current year	Previous year	Current year	Previous year
Tranche-1	-	3.50	-	6.85%	-	0.5004	-	-
Tranche-2	-	4.50	-	7.12%	-	0.4940	-	-
Tranche-3	-	5.50	-	7.32%	-	0.4897	-	-

### Note:

- Esop cost recognised in Statement of Profit and Loss is ₹ 1.91 crore. (Previous year: ₹ 2.12 crore)

#### (C) JM Financial Home Loans Limited ('JMFHL'):

JMFHL has formulated the Employee Stock Option Scheme ('the Scheme') which provides for grant of stock options to its eligible employees ("the Employees"). The Stock Options are granted at an exercise price, as may be determined by the Nomination and Remuneration Committee of the Board of JMFHL.

During the financial year 2023-24, the Nomination and Remuneration Committee of the Board of JMFHL has granted 3,70,000 options at an exercise price of ₹ 34/- per option under Series II (previous year - 1,41,30,000 options at an exercise price of ₹ 33/- per option under Series I) to the Employees, that will vest in a graded manner and which can be exercised within a specified period.

Following the recent rights issue concluded by JMFHL during the financial year 2023-24, the exercise price for the above options has been revised by the Nomination and Remuneration Committee of the Board to ₹ 24/- per option for Series I & ₹ 26/- per option for Series II.

Details of options granted are as follows:

	For the year ended March 31, 2024	For the year ended March 31, 2023
Outstanding at the beginning of the year	1,38,40,000	Nil
Add: Granted during the year	3,70,000	1,41,30,000
Less: Exercised and allotted during the year	(54,500)	Nil
Less: Lapsed during the year	(6,45,000)	(2,90,000)
Outstanding at end of the year	1,35,10,500	1,38,40,000

JMFHL follows fair value based method of accounting for determining compensation cost for its stock-based compensation scheme. The fair value of each stock options granted during the year is mentioned in the table below. The fair value has been calculated by applying Black and Scholes model as valued by an independent valuer.

## Notes

to the Consolidated Financial Statements (Contd.)

Details of options granted and fair value of the options are as under:

### Series II

Tranches	% of Options to be vested	No. of options granted	Vesting date	Fair value per option (₹)
Tranche-1	5%	18,500	April 23, 2024	16.80
Tranche-2	5%	18,500	April 23, 2025	17.59
Tranche-3	20%	74,000	April 23, 2026	18.20
Tranche-4	30%	1,11,000	April 23, 2027	18.65
Tranche-5	40%	1,48,000	April 23, 2028	18.97
		<b>3,70,000</b>		

### Series I

Tranches	% of Options to be vested	No. of options granted	Vesting date	Fair value per option (₹) (Revised)	Fair value per option (₹) (Original)
Tranche-1	5%	7,06,500	September 27, 2023	17.04	8.73
Tranche-2	5%	7,06,500	September 27, 2024	17.52	9.67
Tranche-3	20%	28,26,000	September 27, 2025	17.92	10.43
Tranche-4	30%	42,39,000	September 27, 2026	18.22	11.07
Tranche-5	40%	56,52,000	September 27, 2027	18.43	11.58
		<b>1,41,30,000</b>			

The following table summarizes the assumptions used in calculating the grant date fair value:

Series	Life of the Option (in years)	Risk-free interest rate	Volatility	Dividend Yield
Series II	3.5 – 7.5	7.22%	0.35	3.0%
Series I	3.5 – 7.5	7.24%	0.25	3.0%

#### Note:

(i) Esop cost recognised in Statement of Profit and Loss is ₹ 5.23 crore. (Previous year: ₹ 2.16 crore)

### (D) JM Financial Services Limited ('JMFSL'):

JMFSL has formulated the Employee Stock Option Scheme ('the Scheme') which provides for grant of stock options to its eligible employees ("the Employees"). The Stock Options are granted at an exercise price, as may be determined by the ESOP Committee of the Board of JMFSL.

During the previous year 2022-23, the ESOP Committee of the Board of JMFSL had granted options under its first series at an exercise price of ₹ 104/- per option to an Employee, that will vest in a graded manner and which can be exercised within a specified period.

The details of options are as under:

	For the year ended March 31, 2024	For the year ended March 31, 2023
Outstanding at the beginning of the year	4,80,766	Nil
Add: Granted during the year	Nil	4,80,766
Less: Exercised and allotted during the year	Nil	Nil
Less: Lapsed during the year	Nil	Nil
Outstanding at end of the year	<b>4,80,766</b>	<b>4,80,766</b>

JMFSL follows fair value based method of accounting for determining compensation cost for its stock-based compensation scheme. The fair value of each stock options is mentioned in the table below. The fair value has been calculated by applying Black and Scholes model as valued by an independent valuer.

Details of options granted during the previous year and fair value of the options are as under:

Tranches	% of Options to be vested	No. of options granted	Vesting date	Fair value per option (₹)
Tranche-1	10%	48,077	October 12, 2024	116.43
Tranche-2	20%	96,153	October 12, 2025	116.34
Tranche-3	30%	1,44,230	October 12, 2026	115.66
Tranche-4	40%	1,92,306	October 12, 2027	114.49
		<b>4,80,766</b>		

The following table summarizes the assumptions used in calculating the grant date fair value:

Tranches	Life of the Option (in years)	Risk-free interest rate	Volatility	Dividend Yield
Series 1	2-5	7.41%	0.5	4%

#### Note:

(i) Esop cost recognised in Statement of Profit and Loss is ₹ 1.51 crore. (Previous year: ₹ 0.71 crore)

## 45 SEGMENT DISCLOSURES

### A) OPERATING SEGMENT INFORMATION

The Group has four reportable segments, namely, (i) Investment Bank (ii) Mortgage Lending (iii) Alternative & Distressed Credit and (iv) Asset Management, Wealth Management & Securities Business (Platform AWS).

Segment	Principal activities
Investment Bank	Investment Bank includes management of capital markets transactions, advising on mergers & acquisitions, and private equity syndication. This segment also includes institutional equities business and research, private wealth management, PMS, private equity funds, fixed income, syndication and finance.
Mortgage Lending	Mortgage Lending include providing finance against commercial real estate and residential real estate to a diverse range of corporates and non-corporate clients. It also includes housing finance business and lending to education institutions.
Alternative & Distressed Credit	Alternative & Distressed Credit includes securitisation and reconstruction of financial assets and management of alternative credit funds.
Asset Management, Wealth Management & Securities Business (Platform AWS)	Platform AWS includes investment advisory and distribution services, involving equity brokerage services, elite and retail wealth management, margin trade financing and distribution of financial products. It also involves managing mutual fund assets through several schemes.

Disclosure in respect of segment reporting pursuant to Ind AS 108 on 'Operating Segments'

	For the year ended March 31, 2024	For the year ended March 31, 2023 (Restated) (Refer note 52)
(₹ in Crore)		
<b>Segment revenue</b>		
A Investment Bank	1,977.98	1,299.11
B Mortgage Lending	1,530.58	1,318.49
C Alternative & Distressed Credit	326.17	137.13
D Asset Management, Wealth Management & Securities Business (Platform AWS)	978.51	560.88
E Others	204.10	180.30
<b>Total segment revenue</b>	<b>5,017.34</b>	<b>3,495.91</b>
Less: Inter - segmental revenue	(185.18)	(152.84)
<b>Total revenue</b>	<b>4,832.16</b>	<b>3,343.07</b>
<b>Segment results</b>		
A Investment Bank	911.27	486.47

## Notes

to the Consolidated Financial Statements (Contd.)

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023 (Restated) (Refer note 52)
B Mortgage Lending	88.11	467.72
C Alternative & Distressed Credit (Refer note 53(a))	(905.40)	(172.02)
D Asset Management, Wealth Management & Securities Business (Platform AWS)	117.00	22.89
E Others	142.39	147.55
<b>Profit before tax</b>	<b>353.37</b>	<b>952.61</b>
Less: Tax expense	(325.85)	(243.85)
<b>Profit for the year</b>	<b>27.52</b>	<b>708.76</b>
Add : Share in profit of associate	3.23	0.23
<b>Profit after tax and share in profit of associate</b>	<b>30.75</b>	<b>708.99</b>
Other Comprehensive Income	0.43	10.58
<b>Total Comprehensive Income</b>	<b>31.18</b>	<b>719.57</b>

	(₹ in Crore)	
	As at March 31, 2024	As at March 31, 2023 (Restated) (Refer note 52)
<b>Segment assets</b>		
A Investment Bank	7,744.12	7,095.84
B Mortgage Lending	12,082.53	11,735.15
C Alternative & Distressed Credit	3,276.96	4,817.10
D Asset Management, Wealth Management & Securities Business (Platform AWS)	4,630.48	3,667.82
E Others	1,977.07	2,002.09
<b>Total segment assets*</b>	<b>29,711.16</b>	<b>29,318.00</b>
<b>Segment liabilities</b>		
A Investment Bank	4,651.80	4,366.18
B Mortgage Lending	7,471.77	7,386.49
C Alternative & Distressed Credit	2,556.74	3,004.67
D Asset Management, Wealth Management & Securities Business (Platform AWS)	3,681.37	2,982.34
E Others	345.89	360.91
<b>Total segment liabilities</b>	<b>18,707.57</b>	<b>18,100.59</b>

\* Segment assets presented are net of goodwill on consolidation amounting to ₹ 52.44 crore (Previous year: ₹ 52.44 crore).

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023 (Restated) (Refer note 52)
<b>Capital expenditure incurred during the year</b>		
A Investment Bank	7.48	36.10
B Mortgage Lending	9.88	4.00
C Alternative & Distressed Credit	0.51	0.13
D Asset Management, Wealth Management & Securities Business (Platform AWS)	30.24	18.88
E Others	5.62	65.42
<b>Total capital expenditure</b>	<b>53.73</b>	<b>124.53</b>
<b>Depreciation / amortisation for the year</b>		
A Investment Bank	10.18	8.63
B Mortgage Lending	9.49	6.56
C Alternative & Distressed Credit	0.58	0.66
D Asset Management, Wealth Management & Securities Business (Platform AWS)	23.21	15.79
E Others	9.57	10.23
<b>Total depreciation / amortisation</b>	<b>53.03</b>	<b>41.87</b>

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023 (Restated) (Refer note 52)
<b>Significant Non-Cash Expenses other than depreciation / amortisation</b>		
A Investment Bank	4.58	(45.48)
B Mortgage Lending	569.56	150.76
C Alternative & Distressed Credit	13.40	14.99
D Asset Management, Wealth Management & Securities Business (Platform AWS)	1.08	4.90
E Others	0.50	(10.91)
<b>Total Significant Non-Cash Expenses</b>	<b>589.12</b>	<b>114.26</b>

### B) GEOGRAPHICAL SEGMENT INFORMATION

The geographic information analyses the Group's revenues and non-current assets by the Company's country of domicile and other countries. In presenting geographic information, segment revenue has been based on the selling location in relation to revenues and segment non-current assets are based on geographical location of assets.

	(₹ in Crore)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
<b>Segment revenue</b>		
A In India	4,813.71	3,335.48
B Outside India	18.45	7.59
<b>Total segment revenue</b>	<b>4,832.16</b>	<b>3,343.07</b>

	(₹ in Crore)	
	As at March 31, 2024	As at March 31, 2023
<b>Segment non-current assets</b>		
A In India	12,109.53	14,288.70
B Outside India	57.19	57.27
<b>Total segment non-current assets</b>	<b>12,166.72</b>	<b>14,345.97</b>

### 46 DETAILS OF EXPENSES TOWARDS CORPORATE SOCIAL RESPONSIBILITY AS PER SECTION 135 OF THE COMPANIES ACT, 2013 READ WITH SCHEDULE VII THERETO

	For the year ended March 31, 2024			For the year ended March 31, 2023		
	Holding Company and Subsidiaries	Associate	Total	Holding Company and Subsidiaries	Associate	Total
a) Gross amount required to be spent by the Group during the year.	24.17	-	24.17	27.94	-	27.94
b) Amount spent in cash	11.89	-	11.89	10.12	-	10.12
Amount yet to be spent	12.28	-	12.28	17.82	-	17.82
<b>Total</b>	<b>24.17</b>	<b>-</b>	<b>24.17</b>	<b>27.94</b>	<b>-</b>	<b>27.94</b>
c) Short fall at the end of the year	-	-	-	-	-	-
d) Total Previous years shortfall	-	-	-	-	-	-
e) Reason for shortfall	NA	NA	NA	NA	NA	NA

## Notes

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(₹ in Crore)

	For the year ended March 31, 2024			For the year ended March 31, 2023		
	Holding Company and Subsidiaries	Associate	Total	Holding Company and Subsidiaries	Associate	Total
f) Amount contributed to a trust controlled by the Group	-	-	-	-	-	-
g) Nature of CSR Activities	-	-	-	-	-	-
(i) Construction/acquisition of any asset	-	-	-	-	-	-
(ii) On purposes other than (i) above	24.17	-	24.17	27.94	-	27.94

### Details of unspent obligations:

In case of section 135(5) of the Companies Act, 2013 (ongoing projects)

(₹ in Crore)

Opening balance as on April 1, 2023		Amount required to be spent	Amount spent during the year		Closing balance as on March 31, 2024	
With Group	In separate CSR Unspent account		From Group's bank account	From separate CSR unspent account	With Group	In separate CSR Unspent account
17.82	12.77	24.17	11.89	19.78	12.28	10.81

(₹ in Crore)

Opening balance as on April 1, 2022		Amount required to be spent	Amount spent during the year		Closing balance as on March 31, 2023	
With Group	In separate CSR Unspent account		From Group's bank account	From separate CSR unspent account	With Group	In separate CSR Unspent account
19.77	8.30	27.94	10.12	15.30	17.82	12.77

## 47 FINANCIAL INFORMATION OF SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS

### a) Subsidiaries that have material non-controlling interests is provided below:

(₹ in Crore)

Name of the entity	Place of business / Country of incorporation	Ownership interest held by the Company		Ownership interest held by non-controlling interests		Principal Activities
		As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023	
		JM Financial Credit Solutions Limited (JMFCSL)	India	46.68%	46.68%	
JM Financial Asset Reconstruction Company Limited (JMFARC)	India	58.28%	58.28%	41.72%	41.72%	Distressed Credit

### b) The following table summarises financial information of subsidiaries that have material non-controlling interests, before any inter-company eliminations:

#### i) Summarised Statement of Profit and Loss

(₹ in Crore)

	JM Financial Credit Solutions Limited		JM Financial Asset Reconstruction Company Limited (Refer note 47.1)	
	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2024	For the year ended March 31, 2023
Total Income	1,304.82	1,172.54	343.91	218.89
Profit / (loss) for the year	47.16	334.75	(945.01)	(146.66)
Other Comprehensive Income (OCI)	(90.47)	(19.30)	(0.22)	(0.15)
Profit / (loss) allocated to non-controlling interests	25.14	178.49	(393.00)	(64.61)
OCI allocated to non-controlling interests	(0.14)	0.02	(0.09)	(0.06)
Dividends paid to non-controlling interests	0.45	0.38	-	-

#### ii) Summarised Balance Sheet

(₹ in Crore)

	JM Financial Credit Solutions Limited		JM Financial Asset Reconstruction Company Limited (Refer note 47.1)	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Financial Assets	10,102.62	10,455.44	3,574.83	4,909.00
Non-Financial Assets	231.56	162.81	217.70	149.07
	<b>10,334.18</b>	<b>10,618.25</b>	<b>3,792.53</b>	<b>5,058.07</b>
Financial Liabilities	6,116.51	6,354.11	3,001.22	3,250.22
Non-Financial Liabilities	4.93	7.24	22.49	26.90
	<b>6,121.44</b>	<b>6,361.35</b>	<b>3,023.71</b>	<b>3,277.12</b>
<b>Net Assets (Equity)</b>	<b>4,212.74</b>	<b>4,256.90</b>	<b>768.82</b>	<b>1,780.95</b>
Net assets attributable to non-controlling interests	2,144.27	2,156.36	248.44	640.73
Net assets attributable to security receipts holders under distressed credit business	-	-	71.34	245.18

#### iii) Summarised Cash Flow

(₹ in Crore)

	JM Financial Credit Solutions Limited		JM Financial Asset Reconstruction Company Limited (Refer note 47.1)	
	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2024	For the year ended March 31, 2023
Net Cash flows from operating activities	2,042.47	(1,527.67)	1,103.00	231.43
Net Cash flows from investing activities	(602.18)	(1.07)	(418.82)	(792.47)
Net Cash flows from financing activities	(207.41)	1,170.81	(683.57)	575.21
<b>Net increase / (decrease) in cash and cash equivalents</b>	<b>1,232.88</b>	<b>(357.93)</b>	<b>0.61</b>	<b>14.17</b>

Note: 47.1 The numbers presented above are as per consolidated financial statements of JMFARC.

## 48 FAIR VALUE

### Classes and categories of financial instruments and their fair values:

The following table combines information about:

- classes of financial instruments based on their nature and characteristics;
- the carrying amounts of financial instruments;
- fair values of financial instruments (except financial instruments for which carrying amount approximates their fair value); and
- fair value hierarchy levels of financial assets and financial liabilities for which fair value was disclosed.

Set out below, is a comparison by class of the carrying amounts and fair value of the Group's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

#### 1) Accounting classification and fair values

(₹ in Crore)

As at March 31, 2024	FVTPL	Amortised Cost	Total
<b>Financial assets</b>			
Cash and cash equivalents	-	2,231.58	2,231.58
Bank balances other than cash and cash equivalents	-	3,211.95	3,211.95
Trade receivables	-	568.55	568.55
Loans	-	15,062.91	15,062.91
Investments	4,708.74	15.49	4,724.23
Other financial assets	2,110.66	240.43	2,351.09



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(₹ in Crore)

As at March 31, 2024	FVTPL	Amortised Cost	Total
<b>Total</b>	<b>6,819.40</b>	<b>21,330.91</b>	<b>28,150.31</b>
<b>Financial liabilities</b>			
Trade payables	-	1,315.60	1,315.60
Debt securities	-	10,958.86	10,958.86
Borrowings (other than debt securities)	-	5,185.94	5,185.94
Lease liabilities	-	82.93	82.93
Other financial liabilities	-	833.44	833.44
<b>Total</b>	<b>-</b>	<b>18,376.77</b>	<b>18,376.77</b>

(₹ in Crore)

As at March 31, 2023	FVTPL	Amortised Cost	Total
<b>Financial assets</b>			
Cash and cash equivalents	-	524.02	524.02
Bank balances other than cash and cash equivalents	-	1,867.64	1,867.64
Trade receivables	-	1,215.31	1,215.31
Loans	-	16,928.73	16,928.73
Investments	3,542.60	41.89	3,584.49
Other financial assets	3,590.32	200.42	3,790.74
<b>Total</b>	<b>7,132.92</b>	<b>20,778.01</b>	<b>27,910.93</b>
<b>Financial liabilities</b>			
Trade payables	-	1,323.24	1,323.24
Debt securities	-	10,010.15	10,010.15
Borrowings (other than debt securities)	-	5,864.48	5,864.48
Lease liabilities	-	64.83	64.83
Other financial liabilities	-	542.45	542.45
<b>Total</b>	<b>-</b>	<b>17,805.15</b>	<b>17,805.15</b>

### 2) Fair Value Hierarchy and Method of Valuation:

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard.

#### Fair value hierarchy levels 1 to 3 are based on the degree to which the fair value is observable:

Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

(₹ in Crore)

As at March 31, 2024	Level 1	Level 2	Level 3	Total
<b>Financial assets (Measured at FVTPL)</b>				
<b>Investments</b>				
- Equity shares	79.71	295.69	178.88	554.28
- Venture Capital Fund units	-	181.07	-	181.07
- Security Receipts	-	-	1,202.53	1,202.53
- Mutual funds units	2,179.84	-	-	2,179.84

(₹ in Crore)

As at March 31, 2024	Level 1	Level 2	Level 3	Total
- Others	113.77	347.76	129.49	591.02
	<b>2,373.32</b>	<b>824.52</b>	<b>1,510.90</b>	<b>4,708.74</b>
<b>Other Financial assets</b>				
- Financial assets under Distressed Credit Business	-	-	1,236.92	1,236.92
- Others	596.82	254.23	22.69	873.74
	<b>596.82</b>	<b>254.23</b>	<b>1,259.61</b>	<b>2,110.66</b>

(₹ in Crore)

As at March 31, 2023	Level 1	Level 2	Level 3	Total
<b>Financial assets (Measured at FVTPL)</b>				
<b>Investments</b>				
- Equity shares	49.30	84.51	226.71	360.52
- Venture Capital Fund units	-	141.03	-	141.03
- Security Receipts	-	-	1,203.26	1,203.26
- Mutual funds units	1,325.89	-	-	1,325.89
- Others	182.15	203.93	125.82	511.90
	<b>1,557.34</b>	<b>429.47</b>	<b>1,555.79</b>	<b>3,542.60</b>
<b>Other Financial assets</b>				
- Financial assets under Distressed Credit Business	-	-	2,714.88	2,714.88
- Others	440.06	355.46	79.92	875.44
	<b>440.06</b>	<b>355.46</b>	<b>2,794.80</b>	<b>3,590.32</b>

#### Fair value of the financial instruments that are not measured at fair value

Non-convertible Debentures measured at amortised cost for which carrying value and fair value are as under:

(₹ in Crore)

	As at March 31, 2024	As at March 31, 2023
Carrying value*	9,422.01	8,318.23
Fair value	9,184.35	7,996.03

\*Carrying value includes interest accrued and excludes premium and impact of effective interest rate adjustment.

These fair values are calculated for disclosure purpose only. Except for those financial instruments for which the fair values are mentioned in the above table, the carrying amounts recognised in the financial statements are approximate their fair values.

For financial assets that are measured at fair value, the carrying amounts are equal to the fair values.

#### Valuation Technique

Type of Financial Instrument	Valuation Technique
Debt Instruments	Net Asset Value (NAV) / Quoted price as on the reporting date / Net Realizable Value
Treasury bills	Quoted price as on the reporting date / Price from the Clearing Corporation of India Limited
Equity Instruments	Quoted price as on the reporting date / latest available trade price / valuation report (Discounted cash flow, Market approach – comparable companies' approach)
Preference shares	Valuation report (Market approach – comparable companies' approach)
Mutual Funds / Venture Capital Fund / AIF Units	NAV as on the reporting date / latest available NAV
Convertible Warrants / REIT Units	Quoted price as on the reporting date
Security Receipts	NAV as on the reporting date

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Type of Financial Instrument	Valuation Technique
Fixed Coupon Notes	NAV as on the reporting date / latest available NAV

### Impact on observable and unobservable inputs:

Impact of illiquidity and volatility have been considered on the observable and unobservable inputs used for the purpose of valuation. Further, necessary and appropriate adjustments have been made by considering credit risk, uncertainties associated with prevailing economic conditions, timing of the recoveries and the value at which the collaterals are expected to be recovered for determination of fair value of the financial assets.

### 3) Fair value measurements using significant unobservable inputs (level 3)

The following table presents the changes in level 3 items for the year ended March 31, 2024 and March 31, 2023:

(₹ in Crore)

	Equity shares	Security receipts	Financial Assets under Distressed Credit Business	Other Investments	Other financial assets
<b>As at March 31, 2022</b>	<b>167.85</b>	<b>916.84</b>	<b>2,293.41</b>	<b>59.56</b>	<b>85.19</b>
Acquisitions	64.40	471.17	529.94	63.76	-
Realisations	(13.90)	(123.57)	(67.40)	-	-
Net (Loss)/Gain on fair value changes	7.40	(61.18)	(41.07)	2.50	(5.27)
Foreign currency fluctuation	0.96	-	-	-	-
<b>As at March 31, 2023</b>	<b>226.71</b>	<b>1,203.26</b>	<b>2,714.88</b>	<b>125.82</b>	<b>79.92</b>
Acquisitions	-	260.56	283.46	0.34	195.00
Realisations	(0.86)	(190.02)	(842.32)	(0.31)	(253.82)
On change in controlling interest in subsidiary trust	-	96.18	(264.40)	-	-
Reclassification from Level 3 to Level 2	(50.40)	-	-	-	-
Net (Loss)/Gain on fair value changes	3.26	(167.45)	(654.70)	3.64	1.59
Foreign currency fluctuation	0.17	-	-	-	-
<b>As at March 31, 2024</b>	<b>178.88</b>	<b>1,202.53</b>	<b>1,236.92</b>	<b>129.49</b>	<b>22.69</b>

### 4) Sensitivity for instruments:

(₹ in Crore)

Nature of the instrument	Fair Value As at March 31, 2024	Significant unobservable inputs	Increase / Decrease in the unobservable input	Sensitivity Impact for the year ended March 31, 2024	
				FV Increase	FV Decrease
Investment in Equity shares	178.88	Impact estimated by the management considering current market conditions	5%	4.81	(4.81)
Investment in Security receipts	1,202.53	Estimated cash flow based on realisation of collaterals value, etc.	5%	88.54	(88.54)
Financial Assets under Distressed Credit Business	1,236.92	Same as above	5%	99.37	(99.37)
Other Investments	129.49	Same as above	5%	6.47	(6.47)
Other financial assets	22.69	Same as above	5%	1.13	(1.13)

(₹ in Crore)

Nature of the instrument	Fair Value As at March 31, 2023	Significant unobservable inputs	Increase / Decrease in the unobservable input	Sensitivity Impact for the year ended March 31, 2023	
				FV Increase	FV Decrease
Investment in Equity shares	226.71	Impact estimated by the management considering current market conditions	5%	4.25	(4.25)
Investment in Security receipts	1,203.26	Estimated cash flow based on realisation of collaterals value, etc.	5%	78.82	(78.82)
Financial Assets under Distressed Credit Business	2,714.88	Same as above	5%	128.75	(128.75)
Other Investments	125.82	Same as above	5%	6.29	(6.29)
Other financial assets	79.92	Same as above	5%	4.00	(4.00)

## 49 Capital Management

The Group manages its capital to ensure that the Group will be able to continue as going concern while maximizing the return to stakeholders through the optimization of the debt and equity balance.

The primary objective of the Group's Capital Management is to maximize shareholders value. The Group manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

The Group monitors capital using adjusted net debt to equity ratio. For this purpose, adjusted net debt is defined as total debt less cash and bank balances and liquid investments.

(₹ in Crore)

	As at March 31, 2024	As at March 31, 2023
<b>Gross debt</b>	<b>16,144.80</b>	<b>15,874.63</b>
Less: Cash and cash equivalents	2,231.58	524.02
Less: Deposits under lien against which facilities are not availed	179.57	210.96
Less: Investment in treasury bills	177.89	146.04
Less: Investments in mutual funds	2,179.84	1,325.89
<b>Adjusted net debt</b>	<b>11,375.92</b>	<b>13,667.72</b>
Total equity (refer note 49.1)	10,932.25	10,972.23
<b>Adjusted net debt to equity ratio</b>	<b>1.04</b>	<b>1.25</b>

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest bearing loans and borrowings that define capital structure requirements. Breaches in financial covenants would permit the lenders to accelerate the repayment of outstanding amount, enforce security interests created under the financing documents, and taking possession of the assets given as security.

49.1 Equity includes total equity less non-controlling interests of security receipts holders under distressed credit business and net of goodwill on consolidation.

## 50 Financial Risk Management

The Group has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk (including currency risk, equity price risk and interest rate risk)

### Risk management framework

Risk management forms an integral part of our business operations and monitoring activities. The Group is exposed to various risks related to our lending business and operating environment. The objective is to evaluate and monitor various risks that we

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are subject to and follow stringent policies and procedures to address these risks. The Group has formulated comprehensive risk management policies and processes to identify, evaluate and manage the risks that are encountered during conduct of business activities in an effective manner.

### i) Credit risk:

#### For Wholesale Loans:

Credit risk is the risk of loss that may occur from the failure of any party to abide by the terms and conditions of any contract, principally the failure to make required payments of amounts due to us. In its lending operations, the Company is principally exposed to credit risk.

The credit risk is governed by the Credit Policy which outlines the type of products that can be offered, customer categories, the targeted customer profile and the credit approval process and limits.

The Group measures, monitors and manages credit risk at an individual borrower level and at the Company exposure level for corporate borrowers. The Group has structured and standardized credit approval process including a comprehensive credit risk assessment, which encompasses analysis of relevant quantitative and qualitative information to ascertain the credit worthiness of the borrower. Credit teams track cases for early signs of stress, ensuring that corrective action is taken in the case of non – starter of early delinquency cases. Credit approvers and relationship managers are responsible for ensuring adherence to these policies.

#### Credit Risk Assessment Methodology

The Group has an established credit analysis procedure leading to appropriate identification of credit risk. Appropriate appraisals have been established for various types of products and businesses. The methodology involves critical assessment of quantitative and qualitative parameters.

Finance approval process begins with a detailed evaluation of technical, commercial, financial, marketing and management factors and the sponsor's financial strength and experience. As part of the appraisal process, a risk matrix is generated, which identifies each of the project risks, mitigating factors and residual risks associated with the project. After completion of all formalities by the borrower, a loan agreement is entered into with the borrower.

The Group has set out security creation requirements in the loan documents. In any kind of real estate lending transaction the company maintains a security and receivables cover

between 1 to 2 times of the loan amount. This gives enough flexibility in the event the real estate prices come down or there is a cost overrun. It also helps ensure equity of the promoter in the project in terms of the residual value cover.

The Group monitors the completeness of documentation and the creation of security. All customer accounts are reviewed at least once a year while reviews for larger exposures and reviews on delinquent customers are conducted more frequently.

Risk and monitoring team review collections regularly and personally contact customers that have defaulted on their loan payments. Close monitoring of debt servicing enables to maintain high recovery ratios and maintain satisfactory asset quality.

The Credit Committee of the respective subsidiaries, apart from approving proposals, regularly reviews the credit quality of the portfolio and various sub-portfolios. A summary of the reviews carried out by the Credit Committee is submitted to the Board of the respective subsidiaries for its information. The Group continue to monitor the credit exposure until the loans are fully repaid.

#### For Capital Market Loans:

The team measures, monitors and manages credit risk at an individual borrower level and at the group exposure level for corporate borrowers. There is a structured and standardized credit approval process including a comprehensive credit risk assessment, which encompasses analysis of relevant quantitative and qualitative information to ascertain the credit worthiness of the borrower. Credit teams track cases for early signs of stress, ensuring that corrective action is taken in the case of non – starter of early delinquency cases.

#### For Home Loans:

There is a systematic credit evaluation process monitoring the performance of its asset portfolio on a regular and continual basis to detect any material development, and constantly evaluate the changes and developments in sectors in which it has substantial exposure. It also undertakes periodic review of asset portfolio with a view to determine the portfolio valuation, identify potential areas of action and devise appropriate strategies thereon.

#### For Trade receivables and other financial assets:

The Investment Bank and Platform AWS business of the Group are subject to the risk that a client or counterparty may fail to perform its obligations or that the value of any collateral held by

the Group to secure the obligations might become inadequate. The Group is exposed to credit risk arising out of receivables from clearing houses of stock exchanges which comprise initial margins placed with clearing houses and receivables relating to sale of securities which the clients have traded, but not yet settled, and also with fixed deposits placed with banks. In addition, the Group is dependent on various intermediaries, including brokers, merchant bankers, stock exchanges, banks, registrars and share transfer agents and clearing houses and if any of these intermediaries do not perform their obligations or any collateral or security they provide proves inadequate to cover their obligations at the time of the default, the Group could suffer significant losses and it would have an adverse effect on our financial condition, results of operations and cash flows.

There is a widespread credit policy in place to monitor clients' margin requirement to prevent risk of default which includes well defined basis for categorization of securities, client-wise/ scrip-wise maximum exposure, etc. for better management of credit risk.

The Group's current credit risk grading framework comprises the following categories:

Category	Description	Basis for recognising expected credit losses
Stage 1	Performing assets	12-month ECL

The table below shows the credit quality and the exposure to credit risk of loans based on the year-end stage classification. The amounts presented are gross of impairment allowances.

	₹ in Crore)	
	March 31, 2024	March 31, 2023
Stage 1	13,612.34	14,806.16
Stage 2	390.47	1,232.32
Stage 3	1,861.22	1,520.72
<b>Total</b>	<b>15,864.03</b>	<b>17,559.20</b>

An analysis of changes in the gross carrying amount and the corresponding ECL allowances in relation to loans:

	₹ in Crore)			
	2023-24			
	Stage 1	Stage 2	Stage 3	Total
<b>Gross carrying amount - opening balance</b>	<b>14,806.16</b>	<b>1,232.32</b>	<b>1,520.72</b>	<b>17,559.20</b>
New assets originated or purchased (including additions in existing assets and interest accruals)	7,710.98	58.66	44.69	7,814.33
Assets derecognised or repaid (excluding write offs)	(8,494.64)	(397.66)	(161.32)	(9,053.62)
Transfers to Stage 1	15.18	(7.80)	(7.38)	-
Transfers to Stage 2	(171.02)	172.20	(1.18)	-
Transfers to Stage 3	(254.32)	(667.25)	921.57	-
Amounts written off	-	-	(455.88)	(455.88)
<b>Gross carrying amount - closing balance</b>	<b>13,612.34</b>	<b>390.47</b>	<b>1,861.22</b>	<b>15,864.03</b>

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(₹ in Crore)

	2022-23			Total
	Stage 1	Stage 2	Stage 3	
<b>Gross carrying amount - opening balance</b>	<b>12,950.60</b>	<b>1,423.88</b>	<b>1,624.34</b>	<b>15,998.82</b>
New assets originated or purchased (including additions in existing assets and interest accruals)	10,097.74	132.78	8.70	<b>10,239.22</b>
Assets derecognised or repaid (excluding write offs)	(7,320.00)	(568.58)	(422.43)	<b>(8,311.01)</b>
Transfers to Stage 1	111.43	(109.67)	(1.76)	-
Transfers to Stage 2	(833.81)	968.01	(134.20)	-
Transfers to Stage 3	(199.76)	(603.85)	803.61	-
Amounts written off	(0.04)	(10.25)	(357.54)	<b>(367.83)</b>
<b>Gross carrying amount - closing balance</b>	<b>14,806.16</b>	<b>1,232.32</b>	<b>1,520.72</b>	<b>17,559.20</b>

(₹ in Crore)

	2023-24			Total
	Stage 1	Stage 2	Stage 3	
<b>ECL allowance - opening balance</b>	<b>157.83</b>	<b>141.71</b>	<b>330.93</b>	<b>630.47</b>
ECL remeasurements due to changes in EAD / assumptions (net)	91.53	75.35	77.11	<b>243.99</b>
Assets derecognised or repaid (excluding write offs)	(67.89)	(42.45)	(19.32)	<b>(129.66)</b>
Transfers to Stage 1	0.50	(0.89)	(3.84)	<b>(4.23)</b>
Transfers to Stage 2	(2.33)	9.00	(0.57)	<b>6.10</b>
Transfers to Stage 3	(26.92)	(74.08)	326.37	<b>225.37</b>
Amounts written off	-	-	(170.92)	<b>(170.92)</b>
<b>ECL allowance - closing balance</b>	<b>152.72</b>	<b>108.64</b>	<b>539.76</b>	<b>801.12</b>

(₹ in Crore)

	2022-23			Total
	Stage 1	Stage 2	Stage 3	
<b>ECL allowance - opening balance</b>	<b>208.27</b>	<b>357.38</b>	<b>361.65</b>	<b>927.30</b>
ECL remeasurements due to changes in EAD / assumptions (net)	88.29	14.51	0.14	<b>102.94</b>
Assets derecognised or repaid (excluding write offs)	(82.90)	(153.15)	(199.26)	<b>(435.31)</b>
Transfers to Stage 1	0.74	(6.77)	(0.67)	<b>(6.70)</b>
Transfers to Stage 2	(35.64)	62.02	(17.16)	<b>9.22</b>
Transfers to Stage 3	(20.93)	(132.28)	435.48	<b>282.27</b>
Amounts written off	-	-	(249.25)	<b>(249.25)</b>
<b>ECL allowance - closing balance</b>	<b>157.83</b>	<b>141.71</b>	<b>330.93</b>	<b>630.47</b>

### Collaterals Held:

The Group holds collateral and other credit enhancements against its loan exposure. The following tables sets out the principal types of collateral held against loans:

Instrument Type	Percentage of loan exposure		Types of collaterals held
	March 31, 2024	March 31, 2023	
Loans	93.69%	94.50%	Collateral in the form of real estate mortgages, shares, bonds, mutual funds, receivables, etc.

The table below shows the credit quality and the exposure to credit risk of investments in debt instruments measured at amortised cost based on the year-end stage classification. The amounts presented are gross of impairment allowances.

(₹ in Crore)

	March 31, 2024	March 31, 2023
Stage 1	-	29.75
Stage 2	-	-
Stage 3	-	-
<b>Total</b>	<b>-</b>	<b>29.75</b>

An analysis of changes in the gross carrying amount and the corresponding ECL allowances in relation to investments in debt instruments measured at amortised cost:

(₹ in Crore)

	2023-24			Total
	Stage 1	Stage 2	Stage 3	
<b>Gross carrying amount - opening balance</b>	<b>29.75</b>	-	-	<b>29.75</b>
New assets originated or purchased	-	-	-	-
Assets derecognised or repaid (excluding write offs)	(29.75)	-	-	<b>(29.75)</b>
<b>Gross carrying amount - closing balance</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

(₹ in Crore)

	2022-23			Total
	Stage 1	Stage 2	Stage 3	
<b>Gross carrying amount - opening balance</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
New assets originated or purchased	29.75	-	-	<b>29.75</b>
Assets derecognised or repaid (excluding write offs)	-	-	-	-
<b>Gross carrying amount - closing balance</b>	<b>29.75</b>	<b>-</b>	<b>-</b>	<b>29.75</b>

(₹ in Crore)

	2023-24			Total
	Stage 1	Stage 2	Stage 3	
<b>ECL allowance - opening balance</b>	<b>0.12</b>	-	-	<b>0.12</b>
ECL remeasurements due to changes in EAD (net)	-	-	-	-
Assets derecognised or repaid (excluding write offs)	(0.12)	-	-	<b>(0.12)</b>
<b>ECL allowance - closing balance</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

(₹ in Crore)

	2022-23			Total
	Stage 1	Stage 2	Stage 3	
<b>ECL allowance - opening balance</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
ECL remeasurements due to changes in EAD (net)	0.12	-	-	<b>0.12</b>
Assets derecognised or repaid (excluding write offs)	-	-	-	-
<b>ECL allowance - closing balance</b>	<b>0.12</b>	<b>-</b>	<b>-</b>	<b>0.12</b>

An analysis of ageing of the gross carrying amount and the changes in the ECL allowances in relation to trade receivables:

(₹ in Crore)

	March 31, 2024	March 31, 2023
Past due 0-180 days	393.05	1,005.68
More than 180 days	228.29	257.74
<b>Total</b>	<b>621.34</b>	<b>1,263.42</b>

### Reconciliation of impairment allowance on Trade Receivables

(₹ in Crore)

<b>Impairment allowance measured as per simplified approach</b>	
<b>Impairment allowance as on April 01, 2022</b>	<b>28.88</b>
Add/ (less): asset originated / acquire or recovered	19.23
(Less): Amount written-back due to write-off	-
<b>Impairment allowance as on March 31, 2023</b>	<b>48.11</b>
Add/ (less): asset originated / acquired or recovered	4.68
(Less): Amount written-back due to write-off	-
<b>Impairment allowance as on March 31, 2024</b>	<b>52.79</b>

## Notes

to the Consolidated Financial Statements (Contd.)

### ii) Liquidity Risk:

Liquidity risk is the current and prospective risk arising out of an inability to meet financial commitments as they fall due, through available cash flows or through the sale of assets at fair market value. It includes both, the risk of unexpected increases in the cost of funding an asset portfolio at appropriate maturities and the risk of being unable to liquidate a position in a timely manner at a reasonable price.

The Group manages liquidity risk by maintaining sufficient cash and marketable securities and by having access to funding through an adequate amount of committed credit lines. Given the need to fund products, the Group maintains flexibility in funding by maintaining availability under committed credit lines to meet obligations when due. Management regularly monitors the position of cash and cash equivalents vis-à-vis projections. Assessment of maturity profiles of financial assets and financial liabilities including debt financing plans and

maintenance of Balance Sheet liquidity ratios are considered while reviewing the liquidity position.

The Group manages liquidity risk in accordance with our Asset Liability Management Policy. This policy is framed as per the current regulatory guidelines and is approved by the Board of Directors of the respective subsidiaries. The Asset Liability Management Policy is reviewed periodically to incorporate changes as required by regulatory stipulation or to realign the policy with changes in the economic landscape. The Asset Liability Committee (ALCO) formulates and reviews strategies and provides guidance for management of liquidity risk within the framework laid out in the Asset Liability Management Policy.

The Group has undrawn lines of credit of ₹ 663.23 crore and ₹ 558.79 crore as of March 31, 2024 and March 31, 2023 respectively, from its bankers for working capital requirements.

The Group has the right to draw upon these lines of credit based on its requirement and terms of draw down.

### Exposure to liquidity risk

The following are the details of Group's remaining contractual maturities of financial liabilities and assets at the reporting date.

(₹ in Crore)					
March 31, 2024	Total	0-1 year	1-3 years	3-5 years	More than 5 years
<b>Financial liabilities</b>					
Trade payables	1,315.60	1,314.14	0.70	0.76	-
Debt securities	10,958.86	3,871.70	4,652.47	742.02	1,692.67
Borrowings (other than debt securities)	5,185.94	2,113.29	2,295.30	610.24	167.11
Lease liabilities	82.93	21.26	40.74	18.83	2.10
Other financial liabilities	833.44	807.91	25.44	0.09	-
<b>Total</b>	<b>18,376.77</b>	<b>8,128.30</b>	<b>7,014.65</b>	<b>1,371.94</b>	<b>1,861.88</b>
<b>Financial Assets</b>					
Cash and cash equivalents	2,231.58	2,231.58	-	-	-
Bank balances other than cash and cash equivalents	3,211.95	3,150.58	49.37	11.96	0.04
Trade receivables	568.55	423.76	144.20	0.59	-
Loans	15,062.91	6,579.55	5,189.23	1,585.26	1,708.87
Investments	4,724.23	3,472.59	632.20	213.16	406.28
Other financial assets	2,351.09	1,543.29	580.38	208.18	19.24
<b>Total</b>	<b>28,150.31</b>	<b>17,401.35</b>	<b>6,595.38</b>	<b>2,019.15</b>	<b>2,134.43</b>

(₹ in Crore)					
March 31, 2023	Total	0-1 year	1-3 years	3-5 years	More than 5 years
<b>Financial liabilities</b>					
Trade payables	1,323.24	1,323.24	-	-	-
Debt securities	10,010.15	3,266.19	3,517.38	811.55	2,415.03
Borrowings (other than debt securities)	5,864.48	2,287.75	2,317.60	1,081.55	177.58
Lease liabilities	64.83	17.64	26.21	19.86	1.12
Other financial liabilities	542.45	524.31	18.06	0.08	-
<b>Total</b>	<b>17,805.15</b>	<b>7,419.13</b>	<b>5,879.25</b>	<b>1,913.04</b>	<b>2,593.73</b>
<b>Financial Assets</b>					
Cash and cash equivalents	524.02	524.02	-	-	-
Bank balances other than cash and cash equivalents	1,867.64	1,743.69	123.45	0.50	-

(₹ in Crore)					
March 31, 2023	Total	0-1 year	1-3 years	3-5 years	More than 5 years
Trade receivables	1,215.31	1,015.76	122.69	76.86	-
Loans	16,928.73	6,921.99	6,020.35	2,547.61	1,438.78
Investments	3,584.49	2,480.43	519.96	187.21	396.89
Other financial assets	3,790.74	2,210.55	1,273.64	283.26	23.29
<b>Total</b>	<b>27,910.93</b>	<b>14,896.44</b>	<b>8,060.09</b>	<b>3,095.44</b>	<b>1,858.96</b>

The following are the details of Group's remaining contractual maturities of financial liabilities at the reporting date on an undiscounted basis.

(₹ in Crore)						
March 31, 2024	Carrying amount	Total	0-1 year	1-3 years	3-5 years	More than 5 years
<b>Financial liabilities</b>						
Trade payables	1,315.60	1,315.60	1,314.14	0.70	0.76	-
Debt securities	10,958.86	11,090.52	3,533.27	4,900.23	749.91	1,907.11
Borrowings (other than debt securities)	5,185.94	5,202.83	2,116.07	2,308.55	610.59	167.62
Lease liabilities	82.93	88.57	29.97	51.33	4.92	2.35
Other financial liabilities	833.44	833.48	807.92	25.44	0.12	-
<b>Total</b>	<b>18,376.77</b>	<b>18,531.00</b>	<b>7,801.37</b>	<b>7,286.25</b>	<b>1,366.30</b>	<b>2,077.08</b>

(₹ in Crore)						
March 31, 2023	Carrying amount	Total	0-1 year	1-3 years	3-5 years	More than 5 years
<b>Financial liabilities</b>						
Trade payables	1,323.24	1,323.24	1,323.24	-	-	-
Debt securities	10,010.15	10,138.23	3,324.28	3,560.31	828.67	2,424.97
Borrowings (other than debt securities)	5,864.48	5,889.05	2,290.99	2,335.45	1,082.20	180.41
Lease liabilities	64.83	77.61	22.74	33.20	20.45	1.22
Other financial liabilities	542.45	542.49	524.31	18.07	0.11	-
<b>Total</b>	<b>17,805.15</b>	<b>17,970.62</b>	<b>7,485.56</b>	<b>5,947.03</b>	<b>1,931.43</b>	<b>2,606.60</b>

### iii) Market Risk:

The Group's activities exposes it primarily to currency risk, equity price risk and interest rates risk.

### Currency Risk:

The Group undertakes transactions denominated in foreign currencies; consequently, exposure to exchange rate fluctuations arise. The Group is exposed to currency risk significantly on account of its trade payables and trade receivables denominated in foreign currency. The functional currency of the Group is Indian Rupee. The Group wherever required, hedges its foreign currency risk by using Derivative Instruments (Forward Contracts).

#### a) Foreign currency exposures not hedged by a derivative instrument or otherwise are given below:

	As at March 31, 2024 (₹ in Crore)	As at March 31, 2024 (Amount in Foreign Currency)	As at March 31, 2023 (₹ in Crore)	As at March 31, 2023 (Amount in Foreign Currency)
Trade Receivables	0.79	USD 94,999.79	4.24	USD 5,16,551.63
Trade Payables	0.78	USD 94,011.15	0.06	USD 15,244.19
	0.01	SGD 990.00	-	-

## Notes

to the Consolidated Financial Statements (Contd.)

### Sensitivity analysis

The Group is mainly exposed to USD and SGD. The following table analyses the Group's Sensitivity to a 5% increase and a 5% decrease in the exchange rates of these currencies against INR.

	Net unhedged exposure		% Change	Profit or Loss	
	March 31, 2024	March 31, 2023		March 31, 2024	March 31, 2023
	USD	0.01		4.18	5% Increase
			5% Decrease	#	(0.21)
SGD	(0.01)	-	5% Increase	#	-
			5% Decrease	#	-

# Denotes amount below ₹ 50,000/-

### Equity price risk:

Equity price risk is related to the change in market reference price of the level 1 and level 2 equity instruments. The fair value of some of the Group's investments exposes the Group to equity price risks. In general, these securities are not held for trading purposes.

The fair value of level 1 and level 2 equity instruments as at March 31, 2024 and March 31, 2023 were ₹ 375.40 crore and ₹ 133.81 crore respectively. A 5% change in price of equity instruments held as at March 31, 2024 and March 31, 2023 would result in the following:

	March 31, 2024	March 31, 2023
5% Increase	18.77	6.69
5% Decrease	(18.77)	(6.69)

### Interest rate risk:

The Group is exposed to interest rate risk as it has assets and liabilities based on floating interest rates as well. Interest rates are susceptible to a number of factors beyond our control, including monetary policies of the RBI, deregulation of the financial sector in India, domestic and international economic and political conditions, inflation and other factors. The Group assesses and manages interest rate risk on balance sheet by managing assets and liabilities in line with Asset Liability Management Policy.

### Exposure to interest rate risk

The Group's exposures to interest rates on financial assets and financial liabilities are detailed as under:

	March 31, 2024	March 31, 2023
<b>Loans:</b>		
Fixed rate Instruments	8,931.78	9,816.41
Floating rate Instruments	6,690.76	7,436.90
<b>Total</b>	<b>15,622.54</b>	<b>17,253.31</b>
<b>Borrowings:</b>		
Fixed rate Instruments	10,065.45	9,275.92
Floating rate Instruments	5,669.10	6,172.02
<b>Total</b>	<b>15,734.55</b>	<b>15,447.94</b>

Note: The above numbers are gross of expected credit losses and does not include accrued interest.

### Fair value sensitivity analysis for floating-rate instruments

The sensitivity analysis below have been determined based on exposure to the interest rates for financial instruments at the end of the reporting period and the stipulated change taking place at the beginning of the financial year and held constant throughout the reporting period in case of instruments that have floating rates. A 100 basis points increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

If interest rates had been 100 basis points higher or lower and all other variables were constant, the Group's profit before tax would have changed by the following:

	March 31, 2024		March 31, 2023	
	100 bps higher	100 bps lower	100 bps higher	100 bps lower
Floating rate loans	66.91	(66.91)	74.37	(74.37)
Floating rate borrowings	(56.69)	56.69	(61.72)	61.72

51 The Board of Directors of the Company has recommended a dividend of ₹ 2.00 per equity share of the face value of ₹1/- each for the year ended March 31, 2024 (Previous Year: ₹ 0.90 per equity share). The said dividend will be paid, if approved by the shareholders at the Thirty Ninth Annual General Meeting.

52 During the year ended March 31, 2024, the Company received the NCLT order approving the Scheme of Arrangement (the "Scheme") on April 20, 2023 with the appointed date being April 1, 2023 which was filed with National Company Law Tribunal (the "NCLT") during the financial year 2022-23. The Scheme involved demerger of the undertaking comprising Private Wealth and Portfolio Management Services (the "PMS") and the investment in JM Financial Institutional Securities Limited (which houses the institutional equities business) from its wholly owned subsidiary, JM Financial Services Limited (the "JMFSL") to the Company. The Scheme also comprised merger of JM Financial Capital Limited (the "JMFCCL"), which was then a wholly owned subsidiary of JMFSL, into JMFSL. Upon the Scheme becoming effective from May 18, 2023 (on filing of required forms with the Registrar of Companies, Mumbai) -

- JMFCCL has ceased to be a step-down subsidiary of the Company consequent upon its merger with JMFSL;
- JM Financial Institutional Securities Limited has become a direct wholly owned subsidiary of the Company;
- The Private Wealth and PMS divisions have been demerged from JMFSL and have become part of the Company and are classified under the Investment Bank segment from the Platform AWS segment.

53 a) During the year ended March 31, 2024, JM Financial Asset Reconstruction Company Limited (the "JMFAARC"), a subsidiary of the Company, has recognized fair value loss and impairment provision aggregating ₹ 846.86 crore on investments in multiple trusts and loans related to one large account/exposure due to change in resolution strategy/plan and events subsequent to the balance sheet date. Considering the materiality and impact of the fair value loss and impairment provision on the financial performance of distressed credit business, the same has been treated as an exceptional item in the Statement of profit and loss.

b) Pursuant to the above, there is decrease in the JMFAARC's net worth and regulatory capital as on March 31, 2024. In view of the exceptional item referred to in 53(a), the board of directors of JMFAARC has approved, inter-alia, rights issue of upto ₹ 1,000 crore to be made to the existing shareholders. Accordingly, the Board of the Company has approved the subscription of rights issue in JMFAARC and the Company's share in the overall rights issue stands at upto ~₹ 536 crore and share of JM Financial Credit Solutions Limited stands at upto ~₹ 100 crore. JMFAARC is confident about meeting its obligations, debt covenants and regulatory capital considering the above equity infusion and realization from its existing assets. Considering the above, there would be no impact on going concern principle in the foreseeable future and JMFAARC would continue to operate its business in the normal course.

54 a) During the year ended March 31, 2024, the Securities and Exchange Board of India (the "SEBI") based on the examination, has issued an interim ex-parte order on March 7, 2024 barring the Company from taking

## Notes

to the Consolidated Financial Statements (Contd.)

any new mandate for acting as a lead manager for any public issue of debt securities. For the existing mandates, the Company may continue to act as a lead manager for public issue of debt securities for a period of 60 days from the date of the interim ex-parte order. SEBI shall undertake an investigation into the issues covered under the said Order and complete the same within a period of six months from the date of the said Order. The Company is fully cooperating with SEBI in this investigation.

- b) Based on a limited review of the books of JM Financial Products Limited (the "JMFPPL"), a subsidiary of the Company, the Reserve Bank of India (the "RBI") has directed JMFPPL to cease and desist, with immediate effect, from doing any form of financing against shares and debentures, including sanction and disbursal of loans against initial public offering of shares as well as against subscription to debentures. JMFPPL, however, has been permitted to continue to service its existing loan accounts through usual collection and recovery process. These business restrictions will be reviewed upon the completion of a special audit instituted by the RBI and after rectification of the deficiencies to the satisfaction of RBI. JMFPPL is complying with the direction given by the RBI and is working with the auditors appointed by the RBI for the special audit.

In view of the uncertainties, the impact of these developments, if any, shall be assessed and given effect based on the outcome of the aforesaid matters in respective future periods.

### 55 ADDITIONAL DISCLOSURES:

#### a) Revaluation of PPE and details of Benami property held

The Companies in the Group have not revalued its property, plant and equipment (including right-of-use assets) or intangible assets during the current or previous year. Also, the companies in the Group do not hold any benami property.

#### b) Willful Defaulter

The Companies in the Group have not been declared willful defaulter by any bank or financial institutions or government or any government authority.

#### c) Relationship with struck off Companies

The Companies in the Group have no transactions with the companies struck off under the Companies Act, 2013.

#### d) Compliance with number of layers of companies

The Companies in the Group have complied with the number of layers prescribed under the Companies Act, 2013.

#### e) Undisclosed Income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

- 56 The Financial Statements are approved by the Board of Directors at its meeting held on May 24, 2024.

In terms of our report of even date attached  
For and on behalf of  
**B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No. 101248W/W-100022

**Kapil Goenka**  
Partner  
Membership No. 118189

Place : Mumbai  
Date : May 24, 2024

For and on behalf of the Board of Directors

**Nimesh Kampani**  
Chairman  
DIN – 00009071

**Nishit Shah**  
Chief Financial Officer

**Vishal Kampani**  
Vice Chairman  
DIN – 00009079

**Dimple Mehta**  
Company Secretary

**Adi Patel**  
Managing Director  
DIN – 02307863

## List of Website Links

For ease of reference by the members, the hyperlinks for various documents referred across this annual report are provided below:

Sr. No	Particulars	Hyperlinks
1.	Annual Report of the Company for the financial year ended 2023-24	<a href="https://jmfl.com/annual-report">https://jmfl.com/annual-report</a>
2.	Notice of the 39th Annual General Meeting	<a href="https://jmfl.com/investor-relation/agm-egm.html">https://jmfl.com/investor-relation/agm-egm.html</a>
3.	Annual Return in Form MGT-7	<a href="https://jmfl.com/investor-relation/agm-egm.html">https://jmfl.com/investor-relation/agm-egm.html</a>
4.	Business Responsibility and Sustainability Report (BRSR)	<a href="https://jmfl.com/investor-relation/agm-egm.html">https://jmfl.com/investor-relation/agm-egm.html</a>
5.	Disclosure as required under the applicable SEBI Regulations pertaining to Employees' Stock Option Scheme	<a href="https://jmfl.com/annual-report">https://jmfl.com/annual-report</a>
6.	Standalone and Consolidated financial statements for the year ended March 31, 2024	<a href="https://jmfl.com/investor-relation/financial-results.html">https://jmfl.com/investor-relation/financial-results.html</a>
7.	Familiarisation Programme for Independent Directors	<a href="https://jmfl.com/investor-relations/Familiarisation_Programme_for_Independent_Directors.pdf">https://jmfl.com/investor-relations/Familiarisation_Programme_for_Independent_Directors.pdf</a>
8.	Board Familiarisation Session organized during the financial year ended 2023-24	<a href="https://jmfl.com/investor-relations/Board_Familiarisation.pdf">https://jmfl.com/investor-relations/Board_Familiarisation.pdf</a>
9.	Policy for Dividend Distribution	<a href="https://jmfl.com/investor-relations/Policy_for_Dividend_Distribution.pdf">https://jmfl.com/investor-relations/Policy_for_Dividend_Distribution.pdf</a>
10.	Policy on Material Subsidiaries	<a href="https://jmfl.com/investor-relations/Policy_on_Material_Subsidiaries.pdf">https://jmfl.com/investor-relations/Policy_on_Material_Subsidiaries.pdf</a>
11.	Policy on dealing with Related Party Transactions	<a href="https://jmfl.com/investor-relations/Policy_on_Dealing_with_Related_Party_Transactions.pdf">https://jmfl.com/investor-relations/Policy_on_Dealing_with_Related_Party_Transactions.pdf</a>
12.	Policy on Selection and Appointment of Directors	<a href="https://jmfl.com/investor-relations/Policy_on_Selection_and_Appointment_of_Directors.pdf">https://jmfl.com/investor-relations/Policy_on_Selection_and_Appointment_of_Directors.pdf</a>
13.	Policy on Performance Evaluation and Remuneration of the Directors	<a href="https://jmfl.com/investor-relations/Policy_on_Performance_Evaluation_and_Remuneration_of_the_Directors.pdf">https://jmfl.com/investor-relations/Policy_on_Performance_Evaluation_and_Remuneration_of_the_Directors.pdf</a>
14.	Code of Conduct for Directors and Senior Management Personnel	<a href="https://jmfl.com/investor-relations/Code_of_Conduct_for_Directors_and_Senior_Management_Personnel.pdf">https://jmfl.com/investor-relations/Code_of_Conduct_for_Directors_and_Senior_Management_Personnel.pdf</a>
15.	Code for Prevention of Insider Trading	<a href="https://jmfl.com/investor-relations/Code_for_Prevention_of_Insider_Trading.pdf">https://jmfl.com/investor-relations/Code_for_Prevention_of_Insider_Trading.pdf</a>
16.	Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information	<a href="https://jmfl.com/investor-relations/Code_of_Practices_and_Procedures_for_Fair_Disclosure_of_Upsi.pdf">https://jmfl.com/investor-relations/Code_of_Practices_and_Procedures_for_Fair_Disclosure_of_Upsi.pdf</a>
17.	Whistle Blower Policy	<a href="https://jmfl.com/investor-relations/Whistle_Blower_Policy.pdf">https://jmfl.com/investor-relations/Whistle_Blower_Policy.pdf</a>
18.	Corporate Social Responsibility Policy	<a href="https://jmfl.com/investor-relations/CSR_Policy.pdf">https://jmfl.com/investor-relations/CSR_Policy.pdf</a>
19.	Composition of Corporate Social Responsibility Committee	<a href="https://jmfl.com/investor-relation/CSR-Committee.html">https://jmfl.com/investor-relation/CSR-Committee.html</a>
20.	Corporate Social Responsibility Projects	<a href="https://jmfl.com/giving-csr/projects">https://jmfl.com/giving-csr/projects</a>
21.	Disclosure of Related Party Transactions	<a href="https://jmfl.com/investor-relation/Disclosures-of-related-party-transactions.html">https://jmfl.com/investor-relation/Disclosures-of-related-party-transactions.html</a>
22.	MCA and SEBI Circulars issued on AGM through VC/OAVM	<a href="https://jmfl.com/investor-relation/agm-egm.html">https://jmfl.com/investor-relation/agm-egm.html</a>
23.	Forms for KYC requirement	
24.	Format of TDS exemption forms such as 10F, 15G, and 15H and Self- declaration for resident and non-residents as prescribed under the Income Tax Act, 1961	<a href="https://jmfl.com/investor-relation/investors_service_requests_forms.html">https://jmfl.com/investor-relation/investors_service_requests_forms.html</a>
25.	Unclaimed/ Unpaid dividends upto 2022-23	<a href="https://jmfl.com/investor-relation/unclaimed-dividend.html">https://jmfl.com/investor-relation/unclaimed-dividend.html</a>

## Snapshots of the Year



Mr. Nimesh Kampani inaugurating the JM Financial Centre for Financial Research at IIM Udaipur



Mr. Vishal Kampani addressing the audience at the CII NBFC Summit



Ms. Sonia Dasgupta in a fireside chat at Techsparks 2024 - Mumbai



Employees at the Corporate Functions Group offsite



Connect with us



7<sup>th</sup> Floor, Energy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025, India



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