

30 September 2021

BSE Limited

Corporate Relationship Department
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001.

BSE Scrip Code: 524000

National Stock Exchange of India Limited

The Listing Department,
Exchange Plaza,
Bandra- Kurla Complex, Bandra (East),
Mumbai - 400 051.

NSE Symbol: POONAWALLA

Dear Sir / Madam,

Subject: Intimation of newspaper publication in Form INC-26 regarding shifting of Registered Office of the Company

Reference: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR')

This is to inform you that the Company had sought Shareholders' approval through Special Resolution by way of Postal Ballot on September 17, 2021 for shifting of Registered Office of the Company from the State of West Bengal to the State of Maharashtra under the jurisdiction of Registrar of Companies, Pune. In continuation of the same and as per applicable provisions of Companies Act, 2013, the Company has published Form No. INC-26 in the Regional language newspaper i.e. 'AAJ KAL' and English language newspaper i.e. 'THE FINANCIAL EXPRESS' in the state in which the registered office of the Company is presently situated. Please find enclosed herewith copies newspaper publication on September 30, 2021.

This is for your information and record.

Thanking you,

Yours faithfully,

For **Poonawalla Fincorp Limited**
(Formerly, Magma Fincorp Limited)


Shabnum Zaman
Company Secretary
ACS-13918

Encl: As above

Poonawalla Fincorp Limited
(Formerly known as Magma Fincorp Limited)
CIN: L51504WB1978PLC031813

Corporate Office: 601, 6th Floor, Zero One IT Park, Sr. No. 79/1, Chorpadi, Mundhwa Road, Pune - 411036 **T:** +91 020 67808090
Registered office: Development House, 24 Park Street, Kolkata - 700016 **T:** +91 033 44017350
E: info@poonawallafincorp.com | **W:** www.poonawallafincorp.com

NCLT allows Valli's withdrawal plea on earlier waiver petition

SAJAN C KUMAR
Chennai, September 29

THE CHENNAI BENCH of National Company Law Tribunal (NCLT) on Wednesday allowed the withdrawal plea relating to an earlier waiver petition filed by Valli Arunachalam and her family members for maintaining an alleged oppression and mismanagement company petition against Ambadi Investments (AIL), the holding firm of the Murugappa Group and its family members.

With this order in favour of Arunachalam, her fresh waiver application along with the company petition would now be taken up on October 13 and Murugappa Group family members can file responses to the plea.

The NCLT bench comprising R Sucharita, member-judicial, and Anil Kumar B, member-technical, said in the present case the tribunal has not yet passed any orders on the waiver application filed under Section 241 of the Companies Act and, in the said circumstances, withdrawal of an application will not arise and hence rule 82 of NCLT Rules, 2016, will not attract for the withdrawal of the present application.

"However, based up on just an equitable ground and up on perusal of the application and also based up on the averments made in the application, we are of the considered view that the withdrawal application is required to be allowed," the Bench observed.

NCLT, on the issue of fresh waiver and company applications, said as the second waiver application was filed before the tribunal when the earlier waiver application was pending, the same has become infructuous. "However, by considering the factual matrix of the present

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case, the second waiver application is taken on the file of this tribunal, and objections if any shall be taken up, at an appropriate stage, when the matter is listed for hearing on October 13," the Bench said.

The MVM family which has the wife and daughters of M V Murugappan, the late executive chairman of Murugappa Group, has been fighting a battle of oppression against the Murugappa family, seeking a board position and equal representation in the Murugappa family business.

Given that the MVM family holds less than 10% of the shareholding, they had moved a waiver application, seeking permission from the NCLT to press their company petition alleging oppression and mismanagement against Murugappa family members and companies under the control of AIL.

MVM family holds 8.21% stake in ALL. The Murugappa group members questioned the maintainability through a bunch of 10 applications and pointed out errors in the waiver plea while seeking dismissal of the same.

The trigger for filing the petition was Murugappa family members voting against the appointment of Arunachalam, eldest daughter of M V Murugappan, as a director on the board of the AIL, after asking her to apply through the AGM.

Blue Star begins work on ₹550-cr factory at Sri City in AP under newly formed subsidiary

BLUE STAR CLIMATECH, air conditioning and commercial refrigeration major Blue Star's newly formed wholly-owned subsidiary, on Wednesday laid the foundation for the construction of a world-class manufacturing facility at Sri City in Andhra Pradesh. The company plans to invest ₹550 crore over the next few years on the plant, which will be built on an area of 20 acres, in a phased manner. The manufacturing facility

will be highly automated and will ensure that the products manufactured are globally competitive. It is also planning to acquire IGBC Gold Rated Green Building certification for the plant. The construction

of the first phase of 30,000 sq metre will be completed by July 2022 and the facility will be operational by Q2FY23. It will primarily manufacture room ACs with a maximum capacity of 12 lakh units per annum.

B Thiagarajan, MD, Blue Star, said: "Setting up this plant is a part of our strategic initiative to significantly scale up our manufacturing operations by investing in world-class, Industry 4.0 manufacturing facilities. Aligning ourselves with the 'Make in India' initiative and by leveraging on the PLI scheme by the Indian government, we intend to manufacture certain components in-house at this facility."

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—FE BUREAU

This is an advertisement issued for information purpose only.



JM FINANCIAL PRODUCTS LIMITED

JM Financial Products Limited (our "Company") was originally incorporated at Mumbai, Maharashtra as a private limited company on July 10, 1984 under the provisions of the Companies Act, 1956 with registration number 33397 of 1984 and with the name "J.M. Lease Consultants Private Limited". By virtue of section 43A of the Companies Act, 1956 our Company became a deemed public company with the name "J.M. Lease Consultants Limited" and received a certificate of incorporation dated July 15, 1992 from the Registrar of Companies, Mumbai, Maharashtra. Our Company further became a private limited company with effect from August 17, 2001. Subsequently, by way of a fresh certificate of incorporation dated June 10, 2005 issued by the Registrar of Companies, Mumbai, Maharashtra, our Company's name was changed to "JM Financial Products Private Limited". Our Company was converted into a public limited company with the name "JM Financial Products Limited" and received a fresh certificate of incorporation consequent to change in status on June 28, 2010 from the Registrar of Companies, Mumbai, Maharashtra. Our Company is a Systemically Important Non-Deposit taking Non-Banking Financial Company (NBFC-ND-SI), registered with the Reserve Bank of India under Section 45 IA of the RBI Act, 1934, bearing registration no. B - 13.00178 dated March 2, 1998. For further details regarding changes to the name and registered office of our Company, see "History and Other Corporate Matters" on page 112 of the Shelf Prospectus.

Corporate Identity Number: U71400MH1984PLC033397; **PAN:** AAACJ1236G;

Registered and Corporate Office: 7th Floor, Cnergy, Appasaheb Marathe Marg Prabhadevi, Mumbai, Maharashtra 400 025, India; **Tel:** (+91 22) 6630 3030; **Fax:** (+91 22) 6630 3223; **Website:** www.jmfinancialproducts.com; **Email:** investorrelations.products@jmfml.com

Company Secretary & Compliance Officer: Rupesh Samani; **Tel:** (+91 22) 6630 3030; **Email:** investorrelations.products@jmfml.com;

Chief Financial Officer: Nishit Shah; **Tel:** (+91 22) 6630 3030; **Email:** nishit.shah@jmfml.com;

Statutory Auditor: M/s. Khimji Kunverji & Co. LLP, Address: Sunshine Tower, Level 19, Senapati Bapat Marg, Elphinstone Road, Mumbai - 400013, **Tel:** (+91 22) 6143 7333; **Fax:** (+91 22) 6143 7300; **Website:** www.kkclp.in; **Email:** vinit@kkclp.in; **Contact Person:** Vinit Jain.

THE ISSUE

PUBLIC ISSUE BY JM FINANCIAL PRODUCTS LIMITED, (THE "COMPANY" OR THE "ISSUER") OF SECURED, RATED, LISTED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE ₹ 1,000 EACH ("NCDs" OR "DEBENTURES") FOR AN AMOUNT UP TO ₹100 CRORE ("BASE ISSUE SIZE") WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UP TO ₹ 400 CRORE, AGGREGATING UPTO ₹ 500 CRORE ("TRANCHE I ISSUE LIMIT") WHICH IS WITHIN THE SHELF LIMIT OF ₹ 1,500 CRORE ("SHELF LIMIT"), HEREINAFTER REFERRED TO AS THE "TRANCHE I ISSUE". THE NCDs WILL BE ISSUED ON TERMS AND CONDITIONS (INCLUDING TRANCHE SIZE) AS SET OUT IN THE TRANCHE I PROSPECTUS DATED SEPTEMBER 16, 2021 ("TRANCHE I PROSPECTUS"), WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED SEPTEMBER 16, 2021 ("SHELF PROSPECTUS") (COLLECTIVELY, THE "PROSPECTUS" OR THE "OFFER DOCUMENTS") FILED WITH THE BSE LIMITED, SECURITIES AND EXCHANGE BOARD OF INDIA AND REGISTRAR OF COMPANIES, MUMBAI, MAHARASHTRA. THE TRANCHE I ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021 (THE "SEBI NCS REGULATIONS"), THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AS AMENDED TO THE EXTENT NOTIFIED AND THE SEBI OPERATIONAL CIRCULAR DATED AUGUST 10, 2021.

Credit Rating: [ICRA] AA/(Stable) by ICRA Limited and CRISIL AA/Stable by CRISIL Ratings Limited

TRANCHE I ISSUE PROGRAMME*

TRANCHE I ISSUE OPENED ON SEPTEMBER 23, 2021

TRANCHE I ISSUE CLOSES ON OCTOBER 14, 2021

*The Tranche I Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m. (Indian Standard Time), during the period indicated in the Tranche I Prospectus, except that the Tranche I Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company ("Board") or the NCD Public Issue Committee of the Board of Directors of the Company. In the event of such an early closure or extension of the Tranche I Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in all the newspapers in which pre-issue advertisement and advertisement for opening or closure of the Tranche I Issue have been given, on or before such earlier date of the closure or extended date of the Tranche I Issue, in terms of Schedule V of the SEBI NCS Regulations. Applications through the UPI route will be accepted, subject to compliance by the investor with the eligibility criteria and due procedure for UPI applications prescribed by SEBI. Applications Forms for the Tranche I Issue will be accepted only from 10:00 a.m. till 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE, on Working Days during the Issue Period. On the Tranche I Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. (Indian Standard Time) and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5:00 p.m. (Indian Standard Time) on one Working Day post the Tranche I Issue Closing Date. For further details, see "Issue Related Information" on page 54 of the Tranche I Prospectus.

Our Promoter is JM Financial Limited; Tel: (+91 22) 6630 3030; Website: www.jmfml.com; Email: ecommunication@jmfml.com; For further details refer to the chapter "Our Promoter" on page 133 of the Shelf Prospectus.

ADDENDUM - NOTICE TO INVESTORS

This Addendum ("Addendum") is in reference to the Shelf Prospectus and Tranche I Prospectus both dated September 16, 2021.

In this regard, members of public are notified that Mr. Vishal Kampani (DIN: 00009079), upon his five year term as Managing Director of JM Financial Limited ("JMFL"), our promoter, coming to an end on September 30, 2021, has voluntarily decided not to get re-appointed as Managing Director in line with the requirement of regulation 17(1B) of SEBI Listing Regulations coming into effect from April 1, 2022. The Board of Directors of JMFL has appointed Mr. Vishal Kampani as the non-executive Vice Chairman of JMFL with effect from October 1, 2021.

Additionally, the Board of Directors of JMFL has appointed Mr. Atul Mehra (DIN: 00095542) and Mr. Adi Patel (DIN: 02307863) as additional directors and also as Joint Managing Directors of JMFL for a period of three years with effect from October 1, 2021. Accordingly, the disclosures under "Our Management - Terms and Conditions of Managing Director", "Our Management - Interest of the Directors", "Our Promoter - Board of Directors of JMFL", and "Material Developments", beginning on pages 128, 130, 133 and 298, respectively of the Shelf Prospectus and "Material Developments", beginning on page 35 of the Tranche I Prospectus, shall be read together with the above information and shall stand modified, to such extent.

All capitalized terms used in this Addendum shall, unless the context otherwise requires, have the meaning ascribed in the Shelf Prospectus and the Tranche I Prospectus both dated September 16, 2021.

The Shelf Prospectus and the Tranche I Prospectus, Abridged Prospectus, Application Form and all issue related Transaction Documents and all other communications issued by the Company upto the date of this Addendum in relation to the Issue shall be read in conjunction with this Addendum and any reference to the Shelf Prospectus and Tranche I Prospectus shall be deemed to include reference to the Addendum also.

INFORMATION REQUIRED UNDER SECTION 30 OF THE COMPANIES ACT, 2013: CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS : For information on the main objects of our Company, see "HISTORY AND OTHER CORPORATE MATTERS" on page 112 of the Shelf Prospectus and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of our Company is a document for inspection in relation to the Issue. For further details, see the section titled "MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION" on page 409 of the Shelf Prospectus and page 113 of the Tranche I Prospectus.

LIABILITY OF MEMBERS: Limited by shares

AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE AS AT THE DATE OF THE TRANCHE I PROSPECTUS: The Authorised Share Capital of the Company is ₹ 12,00,00,00,000.0 divided into 1,10,00,00,000 Equity Shares of face value of ₹ 10 each and 10,00,00,000 Preference Shares of face value of ₹ 10 each. The issued, subscribed and paid up share capital of the Company is ₹ 5,44,50,00,000.0 divided into 54,45,00,000 Equity Shares of face value of ₹ 10 each. For further information on the share capital of our Company, see "CAPITAL STRUCTURE" on page 52 of the Tranche I Prospectus

NAMES OF THE SIGNATORIES AT THE TIME OF SIGNING OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF SHARES SUBSCRIBED BY THEM AT THE TIME OF SIGNING THE MEMORANDUM OF ASSOCIATION: Given are the names of the signatories of the Memorandum of Association of the Company and the number of equity shares subscribed of face value of ₹ 10 each by them at the time of signing of Memorandum of Association: Mr. Nimesh Kampani and Mr. S Ananthram who were allotted 10 Equity Shares each at the time of incorporation of the Company aggregating to 20 Equity Shares of face value of ₹ 10 each.

LISTING: The NCDs offered through the Tranche I Prospectus read with Shelf Prospectus are proposed to be listed on BSE Limited ("BSE"). For the purposes of the Issue, BSE shall be the Designated Stock Exchange. Our Company has received an 'in-principle' approval from BSE vide their letter no. DCS/BI/PI-BOND/012/21-22 dated September 14, 2021.

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

DISCLAIMER CLAUSE OF USE OF BSE ELECTRONIC PLATFORM: It is to be distinctly understood that the permission given by the BSE to use their network and software of the online system should not in any way be deemed or construed as compliance with various statutory requirement approved by the Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements; nor does it take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company. It is also to be distinctly understood that the approval given by the Exchange is only to use the software for participating in system making application process.

DISCLAIMER CLAUSE OF USE OF NSE ELECTRONIC PLATFORM: It is to be distinctly understood that the permission given by National Stock Exchange of India Ltd. (NSEIL) to use their network and Online Platform for facilitating applications for public issue of debt securities shall not in any way be deemed or construed as compliance with statutory and other requirements by JM Financial Products Limited, Lead Managers, etc. is cleared or approved by NSEIL; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

It is also to be distinctly understood that the approval given by NSEIL should not in any way be deemed or construed that the prospectus has been cleared or approved by NSEIL; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Shelf and Tranche I Prospectus; nor does it warrant that the securities will be listed or will continue to be listed on NSEIL.

DISCLAIMER CLAUSE OF RBI: The Company is having a valid Certificate of Registration dated March 2, 1998 issued by the Reserve Bank of India under section 45 IA of the Reserve Bank of India Act, 1934. However, the RBI does not accept any responsibility or guarantee about the present position as to the financial soundness of the Company or for the correctness of any of the statements or representations made or opinions expressed by the Company and for repayment of deposits/discharge of liability by the Company.

CREDIT RATING: The NCDs proposed to be issued under this Issue have been rated [ICRA]AA/Stable by ICRA Limited for an amount of up to ₹ 3,850 crore vide its letter dated August 30, 2021 read with its rating rationale released on July 16, 2021 and have been rated CRISIL AA/Stable by CRISIL Ratings Limited for an amount up to ₹ 3,751.35 crore vide its letter dated August 31, 2021 read with its rating rationale dated August 30, 2021. The rating of the NCDs by ICRA Limited and CRISIL Ratings Limited indicates high degree of safety regarding timely servicing of financial obligations. The rating provided by ICRA Limited and CRISIL Ratings Limited may be suspended, withdrawn or revised at any time by the assigning rating agency and should be evaluated independently of any other rating. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decisions. Please see pages 415 to 437 of the Shelf Prospectus for rating letter and rationale for the above ratings.

DISCLAIMER CLAUSE OF ICRA : ICRA ratings should not be treated as recommendation to buy, sell or hold the rated debt instruments. ICRA ratings are subject to a process of surveillance, which may lead to revision in ratings. An ICRA rating is a symbolic indicator of ICRA's current opinion on the relative capability of the issuer concerned to timely service debts and obligations, with reference to the instrument rated. Please visit our website www.icra.in or contact any ICRA office for the latest information on ICRA ratings outstanding. All information contained herein has been obtained by ICRA from sources believed by it to be accurate and reliable, including the rated issuer. ICRA however has not conducted any audit of the rated issuer or of the information provided by it. While reasonable CARE has been taken to ensure that the information herein is true, such information is provided 'as is' without any warranty of any kind, and ICRA in particular, makes no representation or warranty, express or implied, as to the accuracy, timeliness or completeness of any such information. Also, ICRA or any of its group companies may have provided services other than rating to the issuer rated. All information contained herein must be construed solely as statements of opinion, and ICRA shall not be liable for any losses incurred by users from any use of this publication or its contents.

DISCLAIMER CLAUSE OF CRISIL : CRISIL Ratings Limited (CRISIL Ratings) has taken due care and caution in preparing the material based on the information provided by its client and/or obtained by CRISIL Ratings from sources which it considers reliable (Information). A rating by CRISIL Ratings reflects its current opinion on the likelihood of timely payment of the obligations under the rated instrument and does not constitute an audit of the rated entity by CRISIL ratings. CRISIL Ratings does not guarantee the completeness or accuracy of the information on which the ratings is based. A rating by CRISIL Ratings is not a recommendation to buy, sell, or hold the rated instrument; it does not comment on the market price or suitability for a particular investor; the rating is not a recommendation to invest/disinvest in any entity covered in the material and no part of the material should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. CRISIL Ratings especially states that it has no liability whatsoever to the subscribers / users / transmitters/distributors of the material. Without limiting the generality of the foregoing, nothing in the material is to be construed as CRISIL Ratings providing or intending to provide any services in jurisdictions where CRISIL Ratings does not have the necessary permission and/or registration to carry out its business activities in this regard. JM Financial Products Limited will be responsible for ensuring compliances and consequences of non-compliances for use of the material or part thereof outside India. Current rating status and CRISIL Ratings rating criteria are available without charge to the public on the CRISIL web site, www.crisil.com. For the latest rating information on any instrument of any company rated by CRISIL Ratings, please contact Customer Service Helpdesk at 1800-267-1301.

GENERAL RISKS: Investment in debt securities involve a degree of risk and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their examination of the issue including the risks involved in it. Specific attention of investors is invited to statement of risk factors contained under "Risk Factors" beginning on page 12 of the Shelf Prospectus and "Material Developments" on page 298 of the Shelf Prospectus and page 35 of the Tranche I Prospectus before making an investment in the Tranche I Issue. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the debt securities or investor's decision to purchase such securities. The Shelf Prospectus and Tranche I Prospectus have not been and will not be approved by any regulatory authority in India, including the SEBI, the Reserve Bank of India ("RBI"), RoC or any stock exchange in India nor do they guarantee the accuracy or adequacy of the Shelf Prospectus and Tranche I Prospectus.

AVAILABILITY OF APPLICATION FORM: Application Forms can be obtained from: **JM Financial Products Limited**, Tel: (+91 22) 6630 3030; **Fax:** (+91 22) 6630 3223; **Lead Managers: Equirus Capital Private Limited** Tel: (+91 22) 4332 0700, **Fax:** (+91 22) 4332 0750 and **JM Financial Limited**; **Tel:** (+91 22) 6630 3030, **Fax:** (+91 22) 6630 3330; and offices of Consortium Members, Trading Members, Designated Intermediary(ies) and Designated Branches of the SCBS. Electronic Application Forms will be available on the websites of the SCBSs that permit submission of ASBA Application electronically. Application Forms may be downloaded from the websites of Stock Exchanges, Lead Managers and Consortium Members. Additionally, UPI Investor making an application in the Issue can also make bid through online (app/web) interface/platform of the BSE i.e. "BSE Direct" and of NSE i.e. "NSE goBID". Further, BSE Direct platform can be accessed at https://www.bsedirect.com and NSE goBID at www.nseindiapo.com or can be accessed through mobile app. Further, Application Forms will also be provided to Designated Intermediaries at their request.

AVAILABILITY OF PROSPECTUS: Investors are advised to refer to the Shelf Prospectus and Tranche I Prospectus and the "Risk Factors" on page 12 of the Shelf Prospectus before applying in the Tranche I Issue. Physical copies of the Shelf Prospectus and Tranche I Prospectus can be obtained from the Registered Office of the Company and Lead Managers. Full copy of the Prospectus is available on the websites of the Issuer at www.jmfinancialproducts.com, of the Lead Managers at www.equirus.com and www.jmfml.com, of BSE at www.bseindia.com of NSE and www.nseindia.com and of SEBI at www.sebi.gov.in.

PUBLIC ISSUE ACCOUNT BANK, SPONSOR BANK AND REFUND BANK: ICICI Bank Limited.

CONSORTIUM MEMBERS: Equirus Securities Private Limited, JM Financial Services Limited

Note: All Capitalised terms used herein and not specifically defined shall have same meaning as ascribed in the Shelf Prospectus and/or Tranche I Prospectus. For further details please refer to the Shelf Prospectus and Tranche I Prospectus, both dated September 16, 2021.

Place : Mumbai
Date : September 28, 2021

For JM Financial Products Limited
Sd/-
Vishal Kampani
Managing Director
(DIN: 00009079)

Form No. INC-26
Before the (Central Government) Regional Director Eastern Region
Ministry of Corporate Affairs

In the matter of sub-section (4) of Section 13 of Companies Act, 2013 and clause (a) of sub-rule (5) of rule 30 of the Companies (Incorporation) Rules, 2014

AND

In the matter of Poonawalla Fincorp Limited (Formerly, Magma Fincorp Limited) (the Company / Applicant Company) having its registered office at "Development House", 24, Park Street, Kolkata-700 016, West Bengal having CIN: L51504WB1978PLC031813

...Petitioner

Notice is hereby given to the General Public that the Company proposes to make application to the Central Government, Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata under section 12 and 13 and other applicable provisions if any of the Companies Act, 2013 and rules made thereunder seeking confirmation of alteration of the Memorandum of Association of the Company in terms of the special resolution passed by way of postal ballot on September 17, 2021 to enable the Company to change its Registered Office from "State of West Bengal" to "State of Maharashtra under the jurisdiction of Registrar of Companies, Pune".

Any person whose interest is likely to be affected by the proposed change of the Registered Office of the Company may deliver either on the **MCA-21 portal (www.mca.gov.in)** by filing investor complaint form or cause to be delivered or send by registered post, his/her objections supported by an affidavit stating the nature of his/her interest and grounds of opposition to the Regional Director, Eastern Region Ministry of Corporate Affairs situated at "Nizam Place, II MSO Building, 3rd Floor, 234/4, A J C Bose Road, Kolkata - 700 020, West Bengal", within 14 (fourteen) days from the date of publication of this notice, with a copy to the applicant Company at its registered office address as mentioned below along with nature of interest and grounds of opposition:

Registered Office: Development House, 24, Park Street, Kolkata - 700016, West Bengal

For Poonawalla Fincorp Limited
(Formerly, Magma Fincorp Limited)
Sd/-
Shabnum Zaman
Company Secretary
ACS No.: 13918

Place : Kolkata
Date : September 30, 2021

Form No. INC-26
Before the (Central Government) Regional Director
Ministry of Corporate Affairs

In the matter of sub-section (4) of Section 13 of Companies Act, 2013 and clause (a) of sub-rule (5) of rule 30 of the Companies (Incorporation) Rules, 2014

AND

In the matter of Poonawalla Housing Finance Limited (Formerly, Magma Housing Finance Limited) (the Company / Applicant Company) having its registered office at "Development House", 24, Park Street, Kolkata -700 016, West Bengal having CIN: U65922WB2004PLC229849

...Petitioner

Notice is hereby given to the General Public that the Company proposes to the Central Government, Regional Director, Eastern Region under section 13 of the Companies Act, 2013 seeking confirmation of alteration of the Memorandum of Association of the Company in terms of the special resolution passed at the Annual General Meeting held on Wednesday, August 18, 2021 to enable the Company to change its Registered Office from "State of West Bengal" to "State of Maharashtra under the jurisdiction of Registrar of Companies, Pune".

Any person whose interest is likely to be affected by the proposed change of the Registered Office of the Company may deliver either on the **MCA-21 portal (www.mca.gov.in)** by filing investor complaint form or cause to be delivered or send by registered post, his/her objections supported by an affidavit stating the nature of his/her interest and grounds of opposition to the Regional Director, Eastern Region Ministry of Corporate Affairs situated at "Nizam Place, II MSO Building, 3rd Floor, 234/4, A J C Bose Road, Kolkata - 700 020, West Bengal", within 14 (fourteen) days from the date of publication of this notice, with a copy to the applicant Company at its registered office address as mentioned below along with nature of interest and grounds of opposition:

Registered Office: Development House, 24, Park Street, Kolkata-700016, West Bengal

For Poonawalla Housing Finance Limited
(Formerly, Magma Housing Finance Limited)
Sd/-
Priti Saraogi
Company Secretary
ACS No.: 26360

Place : Kolkata
Date : September 30, 2021

NCLT allows Valli's withdrawal plea on earlier waiver petition

SAJAN C KUMAR
Chennai, September 29

THE CHENNAI BENCH of National Company Law Tribunal (NCLT) on Wednesday allowed the withdrawal plea relating to an earlier waiver petition filed by Valli Arunachalam and her family members for maintaining an alleged oppression and mismanagement company petition against Ambadi Investments (AIL), the holding firm of the Murugappa Group and its family members.

With this order in favour of Arunachalam, her fresh waiver application along with the company petition would now be taken up on October 13 and Murugappa Group family members can file responses to the plea.

The NCLT bench comprising R Sucharita, member-judicial, and Anil Kumar B, member-technical, said in the present case the tribunal has not yet passed any orders on the waiver application filed under Section 241 of the Companies Act and, in the said circumstances, withdrawal of an application will not arise and hence rule 82 of NCLT Rules, 2016, will not attract for the withdrawal of the present application.

"However, based up on just and equitable ground and upon perusal of the application and also based up on the averments made in the application, we are of the considered view that the withdrawal application is required to be allowed," the Bench observed.

NCLT, on the issue of fresh waiver and company applications, said as the second waiver application was filed before the tribunal when the earlier waiver application was pending, the same has become infructuous. "However, by considering the factual matrix of the present

With the order in favour of Arunachalam, her fresh waiver application along with the company petition would now be taken up on October 13, and Murugappa Group family members can file responses to the plea

case, the second waiver application is taken on the file of this tribunal, and objections if any shall be taken up, at an appropriate stage, when the matter is listed for hearing on October 13," the Bench said.

The MVM family which has the wife and daughters of M V Murugappan, the late executive chairman of Murugappa Group, has been fighting a battle of oppression against the Murugappa family, seeking a board position and equal representation in the Murugappa family business.

Given that the MVM family holds less than 10% of the shareholding, they had moved a waiver application, seeking permission from the NCLT to press their company petition alleging oppression and mismanagement against Murugappa family members and companies under the control of AIL.

MVM family holds 8.21% stake in AIL. The Murugappa group members questioned the maintainability through a bunch of 10 applications and pointed out errors in the waiver plea while seeking dismissal of the same.

The trigger for filing the petition was Murugappa family members voting against the appointment of Arunachalam, eldest daughter of MV Murugappan, as a director on the board of the AIL, after asking her to apply through the AGM.

Blue Star begins work on ₹550-cr factory at Sri City in AP under newly formed subsidiary

BLUE STAR CLIMATECH, air conditioning and commercial refrigeration major Blue Star's newly formed wholly-owned subsidiary, on Wednesday laid the foundation for the construction of a world-class man-

ufacturing facility at Sri City in Andhra Pradesh. The company plans to invest ₹550 crore over the next few years on the plant, which will be built on an area of 20 acres, in a phased manner.

The manufacturing facility will be highly automated and will ensure that the products manufactured are globally competitive. It is also planning to acquire IGBC Gold Rated Green Building certification for the plant. The construction

of the first phase of 30,000 sq metre will be completed by July 2022 and the facility will be operational by Q2FY23. It will primarily manufacture room ACs with a maximum capacity of 1.2 lakh units per annum.

B Thiagarajan, MD, Blue Star, said: "Setting up this plant is a part of our strategic initiative to significantly scale up our manufacturing operations by investing in world-class, Industry 4.0 manufacturing facil-

ities. Aligning ourselves with the 'Make in India' initiative and by leveraging on the PLI scheme by the Indian government, we intend to manufacture certain components in-house at this facility." —FE BUREAU

This is an advertisement issued for information purpose only.



JM FINANCIAL PRODUCTS LIMITED

JM Financial Products Limited (our "Company") was originally incorporated at Mumbai, Maharashtra as a private limited company on July 10, 1984 under the provisions of the Companies Act, 1956 with registration number 33397 of 1984 and with the name "J.M. Lease Consultants Private Limited". By virtue of section 43A of the Companies Act, 1956 our Company became a deemed public company with the name "J.M. Lease Consultants Limited" and received a certificate of incorporation dated July 15, 1992 from the Registrar of Companies, Mumbai, Maharashtra. Our Company further became a private limited company with effect from August 17, 2001. Subsequently, by way of a fresh certificate of incorporation dated June 10, 2005 issued by the Registrar of Companies, Mumbai, Maharashtra, our Company's name was changed to "JM Financial Products Private Limited". Our Company was converted into a public limited company with the name "JM Financial Products Limited" and received a fresh certificate of incorporation consequent to change in status on June 28, 2010 from the Registrar of Companies, Mumbai, Maharashtra. Our Company is a Systemically Important Non-Deposit taking Non-Banking Financial Company (NBFC-ND-SI), registered with the Reserve Bank of India under Section 45 IA of the RBI Act, 1934, bearing registration no. B-13.00178 dated March 2, 1998. For further details regarding changes to the name and registered office of our Company, see "History and Other Corporate Matters" on page 112 of the Shelf Prospectus.

Corporate Identity Number: U7140MH1984PLC033397; PAN: AAACJ236G;

Registered and Corporate Office: 7th Floor, Chenergy, Appasaheb Marathe Marg Prabhadevi, Mumbai, Maharashtra 400 025, India; Tel: (+91 22) 6630 3030; Fax: (+91 22) 6630 3223; Website: www.jmfinancialproducts.com; Email: investorrelations.products@jmfpl.com

Company Secretary & Compliance Officer: Rupesh Samani; Tel: (+91 22) 6630 3030; Email: investorrelations.products@jmfpl.com;

Chief Financial Officer: Nishit Shah; Tel: (+91 22) 6630 3030; Email: nishit.shah@jmfpl.com;

Statutory Auditor: M/s. Khimji Kunverji & Co. LLP, Address: Sunshine Tower, Level 19, Senapati Bapat Marg, Elphinstone Road, Mumbai - 400013. Tel: (+91 22) 6143 7333; Fax: (+91 22) 6143 7300;

Website: www.jmfcpl.in; Email: vinit@jmfpl.in; Contact Person: Vinit Jain.

THE ISSUE

PUBLIC ISSUE BY JM FINANCIAL PRODUCTS LIMITED, (THE "COMPANY" OR THE "ISSUER") OF SECURED, RATED, LISTED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE ₹ 1,000 EACH ("NCDs" OR "DEBENTURES") FOR AN AMOUNT UP TO ₹100 CRORE ("BASE ISSUE SIZE") WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UP TO ₹ 400 CRORE, AGGREGATING UPTO ₹ 500 CRORE ("TRANCHE I ISSUE LIMIT") WHICH IS WITHIN THE SHELF LIMIT OF ₹ 1,500 CRORE ("SHELF LIMIT"), HEREINAFTER REFERRED TO AS THE "TRANCHE I ISSUE". THE NCDs WILL BE ISSUED ON TERMS AND CONDITIONS (INCLUDING TRANCHE SIZE) AS SET OUT IN THE TRANCHE I PROSPECTUS DATED SEPTEMBER 16, 2021 ("TRANCHE I PROSPECTUS"), WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED SEPTEMBER 16, 2021 ("SHELF PROSPECTUS") (COLLECTIVELY, THE "PROSPECTUS" OR THE "OFFER DOCUMENTS") FILED WITH THE BSE LIMITED, SECURITIES AND EXCHANGE BOARD OF INDIA AND REGISTRAR OF COMPANIES, MUMBAI, MAHARASHTRA. THE TRANCHE I ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021 (THE "SEBI NCS REGULATIONS"), THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AS AMENDED TO THE EXTENT NOTIFIED AND THE SEBI OPERATIONAL CIRCULAR DATED AUGUST 10, 2021.

Credit Rating: [ICRA] AA/(Stable) by ICRA Limited and CRISIL AA/(Stable) by CRISIL Ratings Limited

TRANCHE I ISSUE PROGRAMME*

TRANCHE I ISSUE OPENED ON SEPTEMBER 23, 2021

TRANCHE I ISSUE CLOSES ON OCTOBER 14, 2021

*The Tranche I Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m. (Indian Standard Time), during the period indicated in the Tranche I Prospectus, except that the Tranche I Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company ("Board") or the NCD Public Issue Committee of the Board of Directors of the Company. In the event of such an early closure or extension of the Tranche I Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in all the newspapers in which pre-issue advertisement and advertisement for opening or closure of the Tranche I Issue have been given, on or before such earlier date of the closure or extended date of the Tranche I Issue, in terms of Schedule V of the SEBI NCS Regulations. Applications through the UPI route will be accepted, subject to compliance by the investor with the eligibility criteria and due procedure for UPI applications prescribed by SEBI. Applications Forms for the Tranche I Issue will be accepted only from 10:00 a.m. till 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE, on Working Days during the Issue Period. On the Tranche I Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. (Indian Standard Time) and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5:00 p.m. (Indian Standard Time) on one Working Day post the Tranche I Issue Closing Date. For further details, see "Issue Related Information" on page 54 of the Tranche I Prospectus.

Our Promoter is JM Financial Limited; Tel: (+91 22) 6630 3030; Website: www.jmfpl.com; Email: ecommunication@jmfpl.com; For further details refer to the chapter "Our Promoter" on page 133 of the Shelf Prospectus.

ADDENDUM - NOTICE TO INVESTORS

This Addendum ("Addendum") is in reference to the Shelf Prospectus and Tranche I Prospectus both dated September 16, 2021. In this regard, members of public are notified that Mr. Vishal Kampani (DIN: 00009079), upon his five year term as Managing Director of JM Financial Limited ("JMFL"), our promoter, coming to an end on September 30, 2021, has voluntarily decided not to get re-appointed as Managing Director in line with the requirement of regulation 17(1B) of SEBI Listing Regulations coming into effect from April 1, 2022. The Board of Directors of JMFL has appointed Mr. Vishal Kampani as the non-executive Vice Chairman of JMFL with effect from October 1, 2021. Additionally, the Board of Directors of JMFL has appointed Mr. Atul Mehra (DIN: 00095542) and Mr. Adi Patel (DIN: 02307863) as additional directors and also as Joint Managing Directors of JMFL for a period of three years with effect from October 1, 2021. Accordingly, the disclosures under "Our Management - Terms and Conditions of Managing Director", "Our Management - Interest of the Directors", "Our Promoter - Board of Directors of JMFL", and "Material Developments", beginning on pages 128, 130, 133 and 298, respectively of the Shelf Prospectus and "Material Developments", beginning on page 35 of the Tranche I Prospectus, shall be read together with the above information and shall stand modified, to such extent. All capitalized terms used in this Addendum shall, unless the context otherwise requires, have the meaning ascribed in the Shelf Prospectus and the Tranche I Prospectus both dated September 16, 2021. The Shelf Prospectus and the Tranche I Prospectus, Abridged Prospectus, Application Form and all issue related Transaction Documents and all other communications issued by the Company upto the date of this Addendum in relation to the Issue shall be read in conjunction with this Addendum and any reference to the Shelf Prospectus and Tranche I Prospectus shall be deemed to include reference to the Addendum also.

INFORMATION REQUIRED UNDER SECTION 30 OF THE COMPANIES ACT, 2013: CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS: For information on the main objects of our Company, see "HISTORY AND OTHER CORPORATE MATTERS" on page 112 of the Shelf Prospectus and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of our Company is a document for inspection in relation to the Issue. For further details, see the section titled "MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION" on page 409 of the Shelf Prospectus and page 113 of the Tranche I Prospectus.

LIABILITY OF MEMBERS: Limited by shares. AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE AS AT THE DATE OF THE TRANCHE I PROSPECTUS: The Authorised Share Capital of the Company is ₹ 12,00,00,00,000.00 divided into 1,10,00,00,000 Equity Shares of face value of ₹ 10 each and 10,00,00,00,000 Preference Shares of face value of ₹ 10 each. The Issued, subscribed and paid up share capital of the Company is ₹ 5,44,50,00,000.00 divided into 54,45,00,000 Equity Shares of face value of ₹ 10 each. For further information on the share capital of our Company, see "CAPITAL STRUCTURE" on page 52 of the Tranche I Prospectus.

NAMES OF THE SIGNATORIES AT THE TIME OF SIGNING OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF SHARES SUBSCRIBED BY THEM AT THE TIME OF SIGNING THE MEMORANDUM OF ASSOCIATION: Given are the names of the signatories of the Memorandum of Association of the Company and the number of equity shares subscribed of face value of ₹ 10 each by them at the time of signing of Memorandum of Association: Mr. Nimesh Kampani and Mr. S Ananthram who were allotted 10 Equity Shares each at the time of incorporation of the Company aggregating to 20 Equity Shares of face value of ₹ 10 each.

LISTING: The NCDs offered through the Tranche I Prospectus read with Shelf Prospectus are proposed to be listed on BSE Limited ("BSE"). For the purposes of the Issue, BSE shall be the Designated Stock Exchange. Our Company has received an 'in-principle' approval from BSE vide their letter no. DCS/BM/PI-BOND/012121-22 dated September 14, 2021.

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

DISCLAIMER CLAUSE OF USE OF BSE ELECTRONIC PLATFORM: It is to be distinctly understood that the permission given by the BSE to use their network and software of the online system should not in any way be deemed or construed as compliance with various statutory requirement approved by the Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements; nor does it take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company. It is also to be distinctly understood that the approval given by the Exchange is only to use the software for participating in system of making application process.

DISCLAIMER CLAUSE OF USE OF NSE ELECTRONIC PLATFORM: It is to be distinctly understood that the permission given by National Stock Exchange of India Ltd. (NSEIL) to use their network and Online Platform for facilitating applications for public issue of debt securities shall not in any way be deemed or construed as compliance with statutory and other requirements by JM Financial Products Limited, Lead Managers, etc. is cleared or approved by NSEIL; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of this Issue, its promoters, its management or any scheme or project of this Issue.

It is also to be distinctly understood that the approval given by NSEIL should not in any way be deemed or construed that the prospectus has been cleared or approved by NSEIL; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Shelf and Tranche I Prospectus; nor does it warrant that the securities will be listed or will continue to be listed on NSEIL.

DISCLAIMER CLAUSE OF RBI: The Company is having a valid Certificate of Registration dated March 2, 1998 issued by the Reserve Bank of India under section 45 IA of the Reserve Bank of India Act, 1934. However, the RBI does not accept any responsibility or guarantee about the present position as to the financial soundness of the Company or for the correctness of any of the statements or representations made or opinions expressed by the Company and for repayment of deposits/ discharge of liability by the Company.

CREDIT RATING: The NCDs proposed to be issued under this Issue have been rated [ICRA] AA/(Stable) by ICRA Limited for an amount of up to ₹ 3,850 crore vide its letter dated August 30, 2021 read with its rating rationale released on July 16, 2021 and have been rated CRISIL AA/(Stable) by CRISIL Ratings Limited for an amount up to ₹ 3,751.35 crore vide its letter dated August 31, 2021 read with its rating rationale dated August 30, 2021. The rating of the NCDs by ICRA Limited and CRISIL Ratings Limited indicates high degree of safety regarding timely servicing of financial obligations. The rating provided by ICRA Limited and CRISIL Ratings Limited may be suspended, withdrawn or revised at any time by the assigning rating agency and should be evaluated independently of any other rating. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decisions. Please see pages 415 to 437 of the Shelf Prospectus for rating letter and rationale for the above ratings.

DISCLAIMER CLAUSE OF ICRA: ICRA ratings should not be treated as recommendation to buy, sell or hold the rated debt instruments. ICRA ratings are subject to a process of surveillance, which may lead to revision in ratings. An ICRA rating is a symbolic indicator of ICRA's current opinion on the relative capability of the issuer concerned to timely service debts and obligations, with reference to the instrument rated. Please visit our website www.icra.in or contact any ICRA office for the latest information on ICRA ratings outstanding. All information contained herein has been obtained by ICRA from sources believed by it to be accurate and reliable, including the rated issuer. ICRA however has not conducted any audit of the information provided by it. While reasonable CARE has been taken to ensure that the information herein is true, such information is provided 'as is' without any warranty of kind, and ICRA in particular, makes no representation or warranty, express or implied, as to the accuracy, timeliness or completeness of any such information. Also, ICRA or any of its group companies may have provided services other than rating to the issuer rated. All information contained herein must be construed solely as statements of opinion, and ICRA shall not be liable for any losses incurred by users from any use of this publication or its contents.

DISCLAIMER CLAUSE OF CRISIL: CRISIL Ratings Limited (CRISIL Ratings) has taken due care and caution in preparing the material based on the information provided by its client and/or obtained by CRISIL Ratings from sources which it considers reliable (Information). A rating by CRISIL Ratings reflects its current opinion on the likelihood of timely payment of the obligations under the rated instrument and does not constitute an audit of the rated entity by CRISIL Ratings. CRISIL Ratings does not guarantee the completeness or accuracy of the information on which the rating is based. A rating by CRISIL Ratings is not a recommendation to buy, sell, or hold the rated instrument; it does not comment on the market price or suitability for a particular investor; the rating is not a recommendation to invest/disinvest in any entity covered in the material and no part of the material should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. CRISIL Ratings expressly states that it has no liability whatsoever to the subscribers/users/transmitters/distributors of the material. Without limiting the generality of the foregoing, nothing in the material is to be construed as CRISIL Ratings providing or intending to provide any services in jurisdictions where CRISIL Ratings does not have the necessary permission and/or registration to carry out its business activities in this regard. JM Financial Products Limited will be responsible for ensuring compliances and consequences of non-compliance for use of the material or part thereof outside India. Current rating status and CRISIL Ratings rating criteria are available without charge to the public on the CRISIL website, www.crisil.com. For the latest rating information on any instrument of any company rated by Crisil Ratings, please contact Customer Service Helpdesk at 1800-267-1301.

GENERAL RISKS: Investment in debt securities involve a degree of risk and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their examination of the issue including the risks involved in it. Specific attention of investors is invited to statement of risk factors contained under "Risk Factors" beginning on page 12 of the Shelf Prospectus and "Material Developments" on page 298 of the Shelf Prospectus and page 35 of the Tranche I Prospectus before making an investment in the Tranche I Issue. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the debt securities or investor's decision to purchase such securities. The Shelf Prospectus and Tranche I Prospectus have not been and will not be approved by any regulatory authority in India, including the SEBI, the Reserve Bank of India ("RBI"), RoC or any stock exchange in India nor do they guarantee the accuracy or adequacy of the Shelf Prospectus and Tranche I Prospectus.

AVAILABILITY OF APPLICATION FORM: Application Forms can be obtained from: JM Financial Products Limited, Tel: (+91 22) 6630 3030; Fax: (+91 22) 6630 3223; Lead Managers: Equirus Capital Private Limited Tel: (+91 22) 4332 0700, Fax: (+91 22) 4332 0750 and JM Financial Limited: Tel: (+91 22) 6630 3030; Fax: (+91 22) 6630 3330; and offices of Consortium Members, Designated Intermediary(ies) and Designated Branches of the SCBS. Electronic Application Forms will be available on the websites of the SCBS that permit submission of ASBA Application electronically. Application Forms may be downloaded from the websites of Stock Exchanges, Lead Managers and Consortium Members. Additionally, UPI Investor making an application in the Issue can also make bid through online (app/web) interface/platform of the BSE i.e. "BSE Direct" and of NSE i.e. "NSE goBID". Further, BSE Direct platform can be accessed at https://www.bseindia.net and NSE goBID at www.nseindiaipo.com or can be accessed through mobile app. Further, Application Forms will also be provided to Designated Intermediaries at their request.

AVAILABILITY OF PROSPECTUS: Investors are advised to refer to the Shelf Prospectus and Tranche I Prospectus and the "Risk Factors" on page 12 of the Shelf Prospectus before applying in the Tranche I Issue. Physical copies of the Shelf Prospectus and Tranche I Prospectus can be obtained from the Registered Office of the Company and Lead Managers. Full copy of the Prospectus is available on the websites of the Issuer at www.jmfinancialproducts.com, of the Lead Managers at www.equirus.com and www.jmfpl.com, of BSE at www.bseindia.com of NSE and www.nseindia.com and of SEBI at www.sebi.gov.in.

PUBLIC ISSUE ACCOUNT BANK, SPONSOR BANK AND REFUND BANK: ICICI Bank Limited. CONSORTIUM MEMBERS: Equirus Securities Private Limited, JM Financial Services Limited

Note: All Capitalised terms used herein and not specifically defined shall have same meaning as ascribed in the Shelf Prospectus and/or Tranche I Prospectus. For further details please refer to the Shelf Prospectus and Tranche I Prospectus, both dated September 16, 2021.

LEAD MANAGERS TO THE ISSUE	REGISTRAR TO THE ISSUE	DEBENTURE TRUSTEE**
Equirus Equirus Capital Private Limited 12th Floor, C Wing, Marathol Futurex, N.M. Joshi Marg, Lower Parel, Mumbai 400 013 Tel: (+91 22) 4332 0700; Fax: (+91 22) 4332 0750 Email: jmfpl.ncd@equirus.com Investor Grievance Email: investorsgrievance@equirus.com Website: www.equirus.com Contact person: Mr. Ankit Jain Compliance Officer: Mr. Parth Pankhaniya SEBI Registration No.: INM000011286	JM FINANCIAL JM Financial Limited*** 7th Floor, Chenergy Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025 Tel: (+91 22) 6630 3030; Fax: (+91 22) 6630 3330 Email: jmfpl.ncdissue2021@jmfpl.com Investor Grievance Email: grievance.idb@jmfpl.com Website: www.jmfpl.com Contact Person: Ms. Prachee Dhuri Compliance Officer: Mr. Sunny Shah SEBI Registration No.: INM00010361	KFINTECH KFin Technologies Private Limited (Formerly known as Kany Fintech Private Limited) Selenium Tower B, Plot No. 31 and 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy 500 032 Telangana, India. Tel: (+91 40) 6716 2222; Fax: +91-40-23431551 Email: jmfpl.ncdipo@kfinetech.com Investor Grievance Email: einward.ris@kfinetech.com Website: www.kfintech.com; Contact Person: M. Murali Krishna SEBI Registration No.: INR000000221
COMPANY SECRETARY AND COMPLIANCE OFFICER Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer in case of any pre-issue or post-issue related issues such as non-receipt of intimation of allotment advice, demat credit of allotted NCDs or refund orders, as the case may be.		
IDBI Trusteeship Services Limited under Regulation 8 of the SEBI NCS Regulations has by its letter dated September 1, 2021 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Offer Documents and in all the subsequent periodical communications to be sent to the holders of the Debentures issued pursuant to this Issue. For further details, please see Annexure C of the Shelf Prospectus and Annexure C of Tranche I Prospectus. *In compliance with the proviso to Regulation 21A(1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, read with Regulation 25(3) of SEBI NCS Regulations, JM Financial Limited will be involved only in marketing of the Issue. For further details, see "Other Regulatory and Statutory Disclosures" on page 311 of the Shelf Prospectus.		
DISCLAIMER: JM Financial Products Limited, subject to market conditions and other considerations, is proposing a public issue of Secured, Listed, Rated, Redeemable Non-Convertible Debentures and has filed the Shelf Prospectus dated September 16, 2021 and Tranche I Prospectus dated September 16, 2021 with the Registrar of Companies, Maharashtra, Mumbai, BSE Limited and SEBI. The Shelf Prospectus dated September 16, 2021 and Tranche I Prospectus dated September 16, 2021 are also available on our website at www.jmfinancialproducts.com, on the website of the BSE Limited at www.bseindia.com, National Stock Exchange Limited at www.nseindia.com, the respective websites of the lead managers at www.equirus.com and www.jmfpl.com and on the website of SEBI at www.sebi.gov.in. Investors proposing to participate in the Tranche I Issue should invest only on the basis of information contained in the Shelf Prospectus dated September 16, 2021 and Tranche I Prospectus dated September 16, 2021. Investors should note that investment in NCDs involves a high degree of risk and for details relating to the same, please refer to the Shelf Prospectus dated September 16, 2021 and Tranche I Prospectus dated September 16, 2021, including the section "Risk Factors" beginning on page 12 of the Shelf Prospectus and "Material Developments" on page 298 of the Shelf Prospectus and page 35 of the Tranche I Prospectus before making an investment in the Tranche I Issue.		
For JM Financial Products Limited Sd/- Vishal Kampani Managing Director (DIN: 00009079)		

Form No. INC-26
Before the (Central Government) Regional Director Eastern Region
Ministry of Corporate Affairs

In the matter of sub-section (4) of Section 13 of Companies Act, 2013 and clause (a) of sub-rule (5) of rule 30 of the Companies (Incorporation) Rules, 2014
AND
In the matter of Poonawalla Fincorp Limited (Formerly, Magma Fincorp Limited) (the Company/ Applicant Company) having its registered office at "Development House", 24, Park Street, Kolkata-700 016, West Bengal having CIN: L51504WB1978PLC031813

...Petitioner

Notice is hereby given to the General Public that the Company proposes to make application to the Central Government, Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata under section 12 and 13 and other applicable provisions if any of the Companies Act, 2013 and rules made thereunder seeking confirmation of alteration of the Memorandum of Association of the Company in terms of the special resolution passed by way of postal ballot on September 17, 2021 to enable the Company to change its Registered Office from "State of West Bengal" to "State of Maharashtra under the jurisdiction of Registrar of Companies, Pune". Any person whose interest is likely to be affected by the proposed change of the Registered Office of the Company may deliver either on the MCA-21 portal (www.mca.gov.in) by filing investor complaint form or cause to be delivered or send by registered post, his/her objections supported by an affidavit stating the nature of his/her interest and grounds of opposition to the Regional Director, Eastern Region Ministry of Corporate Affairs situated at "Nizam Place, II MSO Building, 3rd Floor, 234/4, A J C Bose Road, Kolkata - 700 020, West Bengal", within 14 (fourteen) days from the date of publication of this notice, with a copy to the applicant Company at its registered office address as mentioned below along with nature of interest and grounds of opposition:

Registered Office: Development House, 24, Park Street, Kolkata - 700016, West Bengal

For Poonawalla Fincorp Limited (Formerly, Magma Fincorp Limited)
Sd/-
Shabnum Zaman
Company Secretary
ACS No.: 13918

Place : Kolkata
Date : September 30, 2021

Form No. INC-26
Before the (Central Government) Regional Director
Ministry of Corporate Affairs

In the matter of sub-section (4) of Section 13 of Companies Act, 2013 and clause (a) of sub-rule (5) of rule 30 of the Companies (Incorporation) Rules, 2014
AND
In the matter of Poonawalla Housing Finance Limited (Formerly, Magma Housing Finance Limited) (the Company / Applicant Company) having its registered office at "Development House", 24, Park Street, Kolkata -700 016, West Bengal having CIN: U65922WB2004PLC229849

...Petitioner

Notice is hereby given to the General Public that the Company proposes to the Central Government, Regional Director, Eastern Region under section 13 of the Companies Act, 2013 seeking confirmation of alteration of the Memorandum of Association of the Company in terms of the special resolution passed at the Annual General Meeting held on Wednesday, August 18, 2021 to enable the Company to change its Registered Office from "State of West Bengal" to "State of Maharashtra under the jurisdiction of Registrar of Companies, Pune". Any person whose interest is likely to be affected by the proposed change of the Registered Office of the Company may deliver either on the MCA-21 portal (www.mca.gov.in) by filing investor complaint form or cause to be delivered or send by registered post, his/her objections supported by an affidavit stating the nature of his/her interest and grounds of opposition to the Regional Director, Eastern Region Ministry of Corporate Affairs situated at "Nizam Place, II MSO Building, 3rd Floor, 234/4, A J C Bose Road, Kolkata - 700 020, West Bengal", within 14 (fourteen) days from the date of publication of this notice, with a copy to the applicant Company at its registered office address as mentioned below along with nature of interest and grounds of opposition:

Registered Office: Development House, 24, Park Street, Kolkata-700016, West Bengal

For Poonawalla Housing Finance Limited (Formerly, Magma Housing Finance Limited)
Sd/-
Priti Saraogi
Company Secretary
ACS No.: 26360

Place : Kolkata
Date : September 30, 2021

Place : Mumbai
Date : September 28, 2021

NCLT allows Valli's withdrawal plea on earlier waiver petition

SAJAN C KUMAR
Chennai, September 29

With the order in favour of Arunachalam, her fresh waiver application along with the company petition would now be taken up on October 13, and Murugappa Group family members can file responses to the plea

THE CHENNAI BENCH of National Company Law Tribunal (NCLT) on Wednesday allowed the withdrawal plea relating to an earlier waiver petition filed by Valli Arunachalam and her family members for maintaining an alleged oppression and mismanagement company petition against Ambadi Investments (AIL), the holding firm of the Murugappa Group and its family members.

With this order in favour of Arunachalam, her fresh waiver application along with the company petition would now be taken up on October 13 and Murugappa Group family members can file responses to the plea.

The NCLT bench comprising R Sucharita, member-judicial, and Anil Kumar B, member-technical, said in the present case the tribunal has not yet passed any orders on the waiver application filed under Section 241 of the Companies Act and, in the said circumstances, withdrawal of an application will not arise and hence rule 82 of NCLT Rules, 2016, will not attract for the withdrawal of the present application.

"However, based up on just and equitable ground and upon perusal of the application and also based up on the averments made in the application, we are of the considered view that the withdrawal application is required to be allowed," the Bench observed.

NCLT, on the issue of fresh waiver and company applications, said as the second waiver application was filed before the tribunal when the earlier waiver application was pending, the same has become infructuous. "However, by considering the factual matrix of the present

case, the second waiver application is taken on the file of this tribunal, and objections if any shall be taken up, at an appropriate stage, when the matter is listed for hearing on October 13," the Bench said.

The MVM family which has the wife and daughters of M V Murugappan, the late executive chairman of Murugappa Group, has been fighting a battle of oppression against the Murugappa family, seeking a board position and equal representation in the Murugappa family business.

Given that the MVM family holds less than 10% of the shareholding, they had moved a waiver application, seeking permission from the NCLT to press their company petition alleging oppression and mismanagement against Murugappa family members and companies under the control of AIL.

MVM family holds 8.21% stake in ALL. The Murugappa group members questioned the maintainability through a bunch of 10 applications and pointed out errors in the waiver plea while seeking dismissal of the same.

The trigger for filing the petition was Murugappa family members voting against the appointment of Arunachalam, eldest daughter of M V Murugappan, as a director on the board of the AIL, after asking her to apply through the AGM.

Blue Star begins work on ₹550-cr factory at Sri City in AP under newly formed subsidiary

BLUE STAR CLIMATECH, air conditioning and commercial refrigeration major Blue Star's newly formed wholly-owned subsidiary, on Wednesday laid the foundation for the construction of a world-class man-

ufacturing facility at Sri City in Andhra Pradesh. The company plans to invest ₹550 crore over the next few years on the plant, which will be built on an area of 20 acres, in a phased manner. The manufacturing facility

will be highly automated and will ensure that the products manufactured are globally competitive. It is also planning to acquire IGBC Gold Rated Green Building certification for the plant. The construction

of the first phase of 30,000 sq metre will be completed by July 2022 and the facility will be operational by Q2FY23. It will primarily manufacture room ACs with a maximum capacity of 12 lakh units per annum.

B Thiagarajan, MD, Blue Star, said: "Setting up this plant is a part of our strategic initiative to significantly scale up our manufacturing operations by investing in world-class, Industry 4.0 manufacturing facilities.

Aligning ourselves with the 'Make in India' initiative and by leveraging on the PLI scheme by the Indian government, we intend to manufacture certain components in-house at this facility." —FE BUREAU

This is an advertisement issued for information purpose only.



JM FINANCIAL PRODUCTS LIMITED

JM Financial Products Limited (our "Company") was originally incorporated at Mumbai, Maharashtra as a private limited company on July 10, 1984 under the provisions of the Companies Act, 1956 with registration number 33397 of 1984 and with the name "J.M. Lease Consultants Private Limited". By virtue of section 43A of the Companies Act, 1956 our Company became a deemed public company with the name "J.M. Lease Consultants Limited" and received a certificate of incorporation dated July 15, 1992 from the Registrar of Companies, Mumbai, Maharashtra. Our Company further became a private limited company with effect from August 17, 2001. Subsequently, by way of a fresh certificate of incorporation dated June 10, 2005 issued by the Registrar of Companies, Mumbai, Maharashtra, our Company's name was changed to "JM Financial Products Private Limited". Our Company was converted into a public limited company with the name "JM Financial Products Limited" and received a fresh certificate of incorporation consequent to change in status on June 28, 2010 from the Registrar of Companies, Mumbai, Maharashtra. Our Company is a Systemically Important Non-Deposit taking Non-Banking Financial Company (NBFC-ND-SI), registered with the Reserve Bank of India under Section 45 IA of the RBI Act, 1934, bearing registration no. B - 13.00178 dated March 2, 1998. For further details regarding changes to the name and registered office of our Company, see "History and Other Corporate Matters" on page 112 of the Shelf Prospectus.

Corporate Identity Number: U74140MH1984PLC033397; **PAN:** AAACJ1236G;

Registered and Corporate Office: 7th Floor, Chenergy, Appasaheb Marathe Marg Prabhadevi, Mumbai, Maharashtra 400 025, India; **Tel:** (+91 22) 6630 3030; **Fax:** (+91 22) 6630 3223; **Website:** www.jmfinancialproducts.com; **Email:** investorrelations.products@jmfpl.com

Company Secretary & Compliance Officer: Rupesh Samani; **Tel:** (+91 22) 6630 3030; **Email:** investorrelations.products@jmfpl.com;

Chief Financial Officer: Nishit Shah; **Tel:** (+91 22) 6630 3030; **Email:** nishit.shah@jmfpl.com;

Statutory Auditor: M/s. Khimji Kunverji & Co. LLP, Address: Sunshine Tower, Level 19, Senapati Bapat Marg, Elphinstone Road, Mumbai - 400013. **Tel:** (+91 22) 6143 7333; **Fax:** (+91 22) 6143 7300; **Website:** www.kkclp.in; **Email:** vinit@kkclp.in; **Contact Person:** Vinit Jain.

THE ISSUE

PUBLIC ISSUE BY JM FINANCIAL PRODUCTS LIMITED, (THE "COMPANY" OR THE "ISSUER") OF SECURED, RATED, LISTED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE ₹ 1,000 EACH ("NCDs" OR "DEBENTURES") FOR AN AMOUNT UP TO ₹ 100 CRORE ("BASE ISSUE SIZE") WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UP TO ₹ 400 CRORE, AGGREGATING UP TO ₹ 500 CRORE ("TRANCHE I ISSUE LIMIT") WHICH IS WITHIN THE SHELF LIMIT OF ₹ 1,500 CRORE ("SHELF LIMIT"), HEREINAFTER REFERRED TO AS THE "TRANCHE I ISSUE". THE NCDs WILL BE ISSUED ON TERMS AND CONDITIONS (INCLUDING TRANCHE SIZE) AS SET OUT IN THE TRANCHE I PROSPECTUS DATED SEPTEMBER 16, 2021 ("TRANCHE I PROSPECTUS"), WHICH SHOULD BE READ TOGETHER WITH THE SHELF PROSPECTUS DATED SEPTEMBER 16, 2021 ("SHELF PROSPECTUS") (COLLECTIVELY, THE "PROSPECTUS" OR THE "OFFER DOCUMENTS") FILED WITH THE BSE LIMITED, SECURITIES AND EXCHANGE BOARD OF INDIA AND REGISTRAR OF COMPANIES, MUMBAI, MAHARASHTRA. THE TRANCHE I ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021 (THE "SEBI NCS REGULATIONS"), THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AS AMENDED TO THE EXTENT NOTIFIED AND THE SEBI OPERATIONAL CIRCULAR DATED AUGUST 10, 2021.

Credit Rating: [ICRA] AA/(Stable) by ICRA Limited and CRISIL AA/Stable by CRISIL Ratings Limited

TRANCHE I ISSUE PROGRAMME*

TRANCHE I ISSUE OPENED ON SEPTEMBER 23, 2021
TRANCHE I ISSUE CLOSES ON OCTOBER 14, 2021

*The Tranche I Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m. (Indian Standard Time), during the period indicated in the Tranche I Prospectus, except that the Tranche I Issue may close on such earlier date or extended date as may be decided by the Board of Directors of our Company ("Board") or the NCD Public Issue Committee of the Board of Directors of the Company. In the event of such an early closure of or extension of the Tranche I Issue, our Company shall ensure that notice of such early closure or extension is given to the prospective investors through an advertisement in all the newspapers in which pre-issue advertisement and advertisement for opening or closure of the Tranche I Issue have been given, on or before such earlier date of the closure or extended date of the Tranche I Issue, in terms of Schedule V of the SEBI NCS Regulations. Applications through the UPI route will be accepted, subject to compliance by the investor with the eligibility criteria and due procedure for UPI applications prescribed by SEBI. Applications Forms for the Tranche I Issue will be accepted only from 10:00 a.m. till 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE, on Working Days during the Issue Period. On the Tranche I Issue Closing Date, Application Forms will be accepted only between 10:00 a.m. to 3:00 p.m. (Indian Standard Time) and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by BSE. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5:00 p.m. (Indian Standard Time) on one Working Day post the Tranche I Issue Closing Date. For further details, see "Issue Related Information" on page 54 of the Tranche I Prospectus.

Our Promoter is JM Financial Limited; Tel: (+91 22) 6630 3030; Website: www.jmfpl.com; Email: ecommunication@jmfpl.com; For further details refer to the chapter "Our Promoter" on page 133 of the Shelf Prospectus.

ADDENDUM - NOTICE TO INVESTORS

This Addendum ("Addendum") is in reference to the Shelf Prospectus and Tranche I Prospectus both dated September 16, 2021.

In this regard, members of public are notified that Mr. Vishal Kampani (DIN: 00009079), upon his five year term as Managing Director of JM Financial Limited ("JMFL"), our promoter, coming to an end on September 30, 2021, has voluntarily decided not to get re-appointed as Managing Director in line with the requirement of regulation 17(1B) of SEBI Listing Regulations coming into effect from April 1, 2022. The Board of Directors of JMFL has appointed Mr. Vishal Kampani as the non-executive Vice Chairman of JMFL with effect from October 1, 2021.

Additionally, the Board of Directors of JMFL has appointed Mr. Atul Mehra (DIN: 00095542) and Mr. Adi Patel (DIN: 02307863) as additional directors and also as Joint Managing Directors of JMFL for a period of three years with effect from October 1, 2021.

Accordingly, the disclosures under "Our Management - Terms and Conditions of Managing Director", "Our Management - Interest of the Directors", "Our Promoter - Board of Directors of JMFL", and "Material Developments", beginning on pages 128, 130, 133 and 298, respectively of the Shelf Prospectus and "Material Developments", beginning on page 35 of the Tranche I Prospectus, shall be read together with the above information and shall stand modified, to such extent.

All capitalized terms used in this Addendum shall, unless the context otherwise requires, have the meaning ascribed in the Shelf Prospectus and the Tranche I Prospectus both dated September 16, 2021.

The Shelf Prospectus and the Tranche I Prospectus, Abridged Prospectus, Application Form and all Issue related Transaction Documents and all other communications issued by the Company upto the date of this Addendum in relation to the Issue shall be read in conjunction with this Addendum and any reference to the Shelf Prospectus and Tranche I Prospectus shall be deemed to include reference to the Addendum also.

INFORMATION REQUIRED UNDER SECTION 30 OF THE COMPANIES ACT, 2013: CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS : For information on the main objects of our Company, see "HISTORY AND OTHER CORPORATE MATTERS" on page 112 of the Shelf Prospectus and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of our Company is a document for inspection in relation to the Issue. For further details, see the section titled "MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION" on page 409 of the Shelf Prospectus and page 113 of the Tranche I Prospectus.

LIABILITY OF MEMBERS: Limited by shares

AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE AS AT THE DATE OF THE TRANCHE I PROSPECTUS: The Authorised Share Capital of the Company is ₹ 12,00,00,00,000.0 divided into 1,10,00,00,000 Equity Shares of face value of ₹ 10 each and 10,00,00,000 Preference Shares of face value of ₹ 10 each. The issued, subscribed and paid up share capital of the Company is ₹ 5,44,50,00,000.0 divided into 54,45,00,000 Equity Shares of face value of ₹ 10 each. For further information on the share capital of our Company, see "CAPITAL STRUCTURE" on page 52 of the Tranche I Prospectus

NAMES OF THE SIGNATORIES AT THE TIME OF SIGNING OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF SHARES SUBSCRIBED BY THEM AT THE TIME OF SIGNING THE MEMORANDUM OF ASSOCIATION: Given are the names of the signatories of the Memorandum of Association of the Company and the number of equity shares subscribed of face value of ₹ 10 each by them at the time of signing of Memorandum of Association: Mr. Nimesh Kampani and Mr. S Ananthram who were allotted 10 Equity Shares each at the time of incorporation of the Company aggregating to 20 Equity Shares of face value of ₹ 10 each.

LISTING: The NCDs offered through the Tranche I Prospectus read with Shelf Prospectus are proposed to be listed on BSE Limited ("BSE"). For the purposes of the Issue, BSE shall be the Designated Stock Exchange. Our Company has received an "in-principle" approval from BSE vide their letter no. DCS/BM/PI-BOND/012/21-22 dated September 14, 2021.

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

DISCLAIMER CLAUSE OF USE OF BSE ELECTRONIC PLATFORM: It is to be distinctly understood that the permission given by the BSE to use their network and software of the online system should not in any way be deemed or construed as compliance with various statutory requirement approved by the Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements; nor does it take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company. It is also to be distinctly understood that the approval given by the Exchange is only to use the software for participating in system of making application process.

DISCLAIMER CLAUSE OF USE OF NSE ELECTRONIC PLATFORM: It is to be distinctly understood that the permission given by National Stock Exchange of India Ltd. (NSEI) to use their network and Online Platform for facilitating applications for public issue of debt securities shall not in any way be deemed or construed as compliance with statutory and other requirements by JM Financial Products Limited, Lead Managers, etc. is cleared or approved by NSEI; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

It is also to be distinctly understood that the approval given by NSEI should not in any way be deemed or construed that the prospectus has been cleared or approved by NSEI; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Shelf and Tranche I Prospectus; nor does it warrant that the securities will be listed or will continue to be listed on NSEI.

DISCLAIMER CLAUSE OF RBI: The Company is having a valid Certificate of Registration dated March 2, 1998 issued by the Reserve Bank of India under section 45 IA of the Reserve Bank of India Act, 1934. However, the RBI does not accept any responsibility or guarantee about the present position as to the financial soundness of the Company or for the correctness of any of the statements or representations made or opinions expressed by the Company and for repayment of deposits/discharge of liability by the Company.

CREDIT RATING: The NCDs proposed to be issued under this Issue have been rated [ICRA]AA/Stable by ICRA Limited for an amount of up to ₹ 3,850 crore vide its letter dated August 30, 2021 read with its rating rationale dated August 30, 2021 and have been rated [ICRA]AA/Stable by CRISIL Ratings Limited for an amount of up to ₹ 3,751.35 crore vide its letter dated August 31, 2021 read with its rating rationale dated August 30, 2021. The rating of the NCDs by ICRA Limited and CRISIL Ratings Limited indicates high degree of safety regarding timely servicing of financial obligations. The rating provided by ICRA Limited and CRISIL Ratings Limited may be suspended, withdrawn or revised at any time by the assigning rating agency and should be evaluated independently of any other rating. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decisions. Please see pages 415 to 437 of the Shelf Prospectus for rating letter and rationale for the above ratings.

DISCLAIMER CLAUSE OF ICRA : ICRA ratings should not be treated as recommendation to buy, sell or hold the rated debt instruments. ICRA ratings are subject to a process of surveillance, which may lead to revision in ratings. An ICRA rating is a symbolic indicator of ICRA's current opinion on the relative capability of the issuer concerned to timely service debts and obligations, with reference to the instrument rated. Please visit our website www.icra.in or contact any ICRA office for the latest information on ICRA ratings outstanding. All information contained herein has been obtained by ICRA from sources believed by it to be accurate and reliable, including the rated issuer. ICRA however has not conducted any audit of the rated issuer or of the information provided by it. While reasonable care has been taken to ensure that the information herein is true, such information is provided 'as is' without any warranty of any kind, and ICRA in particular, makes no representation or warranty, express or implied, as to the accuracy, timeliness or completeness of any such information. Also, ICRA or any of its group companies may have provided services other than rating to the issuer rated. All information contained herein must be construed solely as statements of opinion, and ICRA shall not be liable for any losses incurred by users from any use of this publication or its contents.

DISCLAIMER CLAUSE OF CRISIL : CRISIL Ratings Limited (CRISIL Ratings) has taken due care and caution in preparing the material based on the information provided by its client and/or obtained by CRISIL Ratings from sources which it considers reliable (Information). A rating by CRISIL Ratings reflects its current opinion on the likelihood of timely payment of the obligations under the rated instrument and does not constitute an audit of the rated entity by credit ratings. CRISIL Ratings does not guarantee the completeness or accuracy of the information on which the rating is based. Referring to CRISIL Ratings is not a recommendation to buy, sell, or hold the rated instrument; it does not comment on the market price or suitability for a particular investor; the rating is not a recommendation to invest/disinvest in any entity covered in the material and no part of the material should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. CRISIL Ratings especially states that it has no liability whatsoever to the subscribers/users/transmitters/distributors of the material. Without limiting the generality of the foregoing, nothing in the material is to be construed as CRISIL Ratings providing or intending to provide any services in jurisdictions where CRISIL Ratings does not have the necessary permission and/or registration to carry out its business activities in this regard. JM Financial Products Limited will be responsible for ensuring compliances and consequences of non-compliances for use of the material or part thereof outside India. Current rating status and CRISIL Ratings rating criteria are available without charge to the public on the CRISIL web site, www.crisil.com. For the latest rating information on any instrument of any company rated by CRISIL Ratings, please contact Customer Service Helpdesk at 1800-287-1301.

GENERAL RISKS: Investment in debt securities involves a degree of risk and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their examination of the issue including the risks involved in it. Specific attention of investors is invited to statement of risk factors contained under "Risk Factors" beginning on page 12 of the Shelf Prospectus and "Material Developments" on page 298 of the Shelf Prospectus and page 35 of the Tranche I Prospectus before making an investment in the Tranche I Issue. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the debt securities or investor's decision to purchase such securities. The Shelf Prospectus and Tranche I Prospectus have not been and will not be approved by any regulatory authority in India, including the SEBI, the Reserve Bank of India ("RBI"), RoC or any stock exchange in India nor do they guarantee the accuracy or adequacy of the Shelf Prospectus and Tranche I Prospectus.

AVAILABILITY OF APPLICATION FORM: Application Forms can be obtained from: **JM Financial Products Limited**, Tel: (+91 22) 6630 3030; **Fax:** (+91 22) 6630 3223; **Lead Managers: Equirus Capital Private Limited** Tel: (+91 22) 4332 0700, **Fax:** (+91 22) 4332 0750 and **JM Financial Limited**, Tel: (+91 22) 6630 3030, **Fax:** (+91 22) 6630 3330; and offices of Consortium Members, Trading Members, Designated Intermediary(ies) and Designated Branches of the SCBSs. Electronic Application Forms will be available on the websites of the SCBSs that permit submission of ASBA Application electronically. Application Forms may be downloaded from the websites of Stock Exchanges, Lead Managers and Consortium Members. Additionally, UPI Investor making an application in the Issue can also make bid through online (app/web) interface platform of the BSE i.e. "BSE Direct" and of NSE i.e. "NSE goBID". Further, BSE Direct platform can be accessed at https://www.bsedirect.com and NSE goBID at www.nseindiaipo.com or can be accessed through mobile app. Further, Application Forms will also be provided to Designated Intermediaries at their request.

AVAILABILITY OF PROSPECTUS: Investors are advised to refer to the Shelf Prospectus and Tranche I Prospectus and the "Risk Factors" on page 12 of the Shelf Prospectus before applying in the Tranche I Issue. Physical copies of the Shelf Prospectus and Tranche I Prospectus can be obtained from the Registered Office of the Company and Lead Managers. Full copy of the Prospectus is available on the websites of the Issuer at www.jmfinancialproducts.com, of the Lead Managers at www.equirus.com and www.jmfpl.com, of BSE at www.bseindia.com of NSE and www.nseindia.com and of SEBI at www.sebi.gov.in.

PUBLIC ISSUE ACCOUNT BANK, SPONSOR BANK AND REFUND BANK: ICICI Bank Limited.

CONSORTIUM MEMBERS: Equirus Securities Private Limited, JM Financial Services Limited

Note: All Capitalised terms used herein and not specifically defined shall have same meaning as ascribed in the Shelf Prospectus and/or Tranche I Prospectus. For further details please refer to the Shelf Prospectus and Tranche I Prospectus, both dated September 16, 2021.

LEAD MANAGERS TO THE ISSUE	REGISTRAR TO THE ISSUE	DEBENTURE TRUSTEE**
<p>Equirus Capital Private Limited 12th Floor, C Wing, Marathon Futurex, N.M. Joshi Marg, Lower Parel, Mumbai 400 013 Tel: (+91 22) 4332 0700; Fax: (+91 22) 4332 0750 Email: jmfpl.ncd@equirus.com Investor Grievance Email: investorsgrievance@equirus.com Website: www.equirus.com Contact person: Mr. Ankit Jain Compliance Officer: Mr. Parth Pankhania SEBI Registration No: INM000011286</p>	<p>JM Financial Limited*** 7th Floor, Chenergy Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025 Tel: (+91 22) 6630 3030; Fax: (+91 22) 6630 3330 Email: JMFPF.bondissue2021@jmfpl.com Investor Grievance Email: grievance.ibd@jmfpl.com Website: www.jmfpl.com Contact Person: Ms. Prachee Dhuri Compliance Officer: Mr. Sunny Shah SEBI Registration No.: INM000010361</p>	<p>KFin Technologies Private Limited (Formerly known as Kary Fintech Private Limited) Senanikar Tower B, Plot No. 31 and 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy 500 032 Telangana, India. Tel: (+91 40) 8716 2222; Fax: +91-40-23431551 Email: jmfpl.ncdipo@kfinfintech.com Investor Grievance Email: einward.ris@kfinfintech.com Website: www.kfinfintech.com; Contact Person: M Murali Krishna SEBI Registration No.: INR000002221</p>
COMPANY SECRETARY AND COMPLIANCE OFFICER		
<p>Mr. Rupesh Samani 5th Floor, Chenergy, Appasaheb Marathe Marg Prabhadevi, Mumbai, Maharashtra 400 025, India Tel: (+91 22) 6630 3030; Fax: (+91 22) 6630 3223; Email: investorrelations.products@jmfpl.com</p>	<p>Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer in case of any pre-issue or post-issue related issues such as non-receipt of intimation of allotment advice, demat credit of allotted NCDs or refund orders, as the case may be.</p>	
<p>**IDBI Trusteeship Services Limited under Regulation 8 of the SEBI NCS Regulations has by its letter dated September 1, 2021 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Offer Documents and in all the subsequent periodical communications to be sent to the holders of the Debentures issued pursuant to this Issue. For further details, please see Annexure C of the Shelf Prospectus and Annexure C of Tranche I Prospectus.</p>		
<p>***In compliance with the proviso to Regulation 21A(1) of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, read with Regulation 25(3) of SEBI NCS Regulations, JM Financial Limited will be involved only in marketing of the Issue. For further details, see "Other Regulatory and Statutory Disclosures" on page 311 of the Shelf Prospectus.</p>		
<p>DISCLAIMER: JM Financial Products Limited, subject to market conditions and other considerations, is proposing a public issue of Secured, Listed, Rated, Redeemable Non-Convertible Debentures and has filed the Shelf Prospectus dated September 16, 2021 and Tranche I Prospectus dated September 16, 2021 with the Registrar of Companies, Maharashtra, Mumbai. BSE Limited and SEBI. The Shelf Prospectus dated September 16, 2021 and Tranche I Prospectus dated September 16, 2021 are also available on our website at www.jmfinancialproducts.com, on the website of the BSE Limited at www.bseindia.com, National Stock Exchange Limited at www.nseindia.com, the respective websites of the lead managers at www.equirus.com and www.jmfpl.com and on the website of SEBI at www.sebi.gov.in. Investors proposing to participate in the Tranche I Issue should invest only on the basis of information contained in the Shelf Prospectus dated September 16, 2021 and Tranche I Prospectus dated September 16, 2021. Investors should note that investment in NCDs involves a high degree of risk and for details relating to the same, please refer to the Shelf Prospectus dated September 16, 2021 and Tranche I Prospectus dated September 16, 2021, including the section "Risk Factors" beginning on page 12 of the Shelf Prospectus and "Material Developments" on page 298 of the Shelf Prospectus and page 35 of the Tranche I Prospectus before making an investment in the Tranche I Issue.</p>		
<p>Place : Mumbai Date : September 28, 2021</p>	<p>For JM Financial Products Limited Sd/- Vishal Kampani Managing Director (DIN: 00009079)</p>	

Form No. INC-26
Before the (Central Government) Regional Director Eastern Region Ministry of Corporate Affairs

In the matter of sub-section (4) of Section 13 of Companies Act, 2013 and clause (a) of sub-rule (5) of rule 30 of the Companies (Incorporation) Rules, 2014

AND

In the matter of Poonawalla Fincorp Limited (Formerly, Magma Fincorp Limited) (the Company/ Applicant Company) having its registered office at "Development House", 24, Park Street, Kolkata-700 016, West Bengal having CIN: L51504WB1978PLC031813

...Petitioner

Notice is hereby given to the General Public that the Company proposes to make application to the Central Government, Regional Director, Eastern Region, Ministry of Corporate Affairs, Kolkata under section 12 and 13 and other applicable provisions if any of the Companies Act, 2013 and rules made thereunder seeking confirmation of alteration of the Memorandum of Association of the Company in terms of the special resolution passed by way of postal ballot on September 17, 2021 to enable the Company to change its Registered Office from "State of West Bengal" to "State of Maharashtra under the jurisdiction of Registrar of Companies, Pune".

Any person whose interest is likely to be affected by the proposed change of the Registered Office of the Company may deliver either on the MCA-21 portal (www.mca.gov.in) by filing investor complaint form or cause to be delivered or send by registered post, his/her objections supported by an affidavit stating the nature of his/her interest and grounds of opposition to the Regional Director, Eastern Region Ministry of Corporate Affairs situated at "Nizam Place, II MSO Building, 3rd Floor, 234/4, A J C Bose Road, Kolkata - 700 020, West Bengal", within 14 (fourteen) days from the date of publication of this notice, with a copy to the applicant Company at its registered office address as mentioned below along with nature of interest and grounds of opposition:

Registered Office: Development House, 24, Park Street, Kolkata - 700016, West Bengal

For Poonawalla Fincorp Limited (Formerly, Magma Fincorp Limited)

Sd/-
Shabnum Zaman
Company Secretary
ACS No.: 13918

Place : Kolkata
Date : September 30, 2021

Form No. INC-26
Before the (Central Government) Regional Director Ministry of Corporate Affairs

In the matter of sub-section (4) of Section 13 of Companies Act, 2013 and clause (a) of sub-rule (5) of rule 30 of the Companies (Incorporation) Rules, 2014

AND

In the matter of Poonawalla Housing Finance Limited (Formerly, Magma Housing Finance Limited) (the Company / Applicant Company) having its registered office at "Development House", 24, Park Street, Kolkata -700 016, West Bengal having CIN: U65922WB2004PLC229849

...Petitioner

Notice is hereby given to the General Public that the Company proposes to the Central Government, Regional Director, Eastern Region under section 13 of the Companies Act, 2013 seeking confirmation of alteration of the Memorandum of Association of the Company in terms of the special resolution passed at the Annual General Meeting held on Wednesday, August 18, 2021 to enable the Company to change its Registered Office from "State of West Bengal" to "State of Maharashtra under the jurisdiction of Registrar of Companies, Pune".

Any person whose interest is likely to be affected by the proposed change of the Registered Office of the Company may deliver either on the MCA-21 portal (www.mca.gov.in) by filing investor complaint form or cause to be delivered or send by registered post, his/her objections supported by an affidavit stating the nature of his/her interest and grounds of opposition to the Regional Director, Eastern Region Ministry of Corporate Affairs situated at "Nizam Place, II MSO Building, 3rd Floor, 234/4, A J C Bose Road, Kolkata - 700 020, West Bengal", within 14 (fourteen) days from the date of publication of this notice, with a copy to the applicant Company at its registered office address as mentioned below along with nature of interest and grounds of opposition:

Registered Office: Development House, 24, Park Street, Kolkata-700016, West Bengal

For Poonawalla Housing Finance Limited (Formerly, Magma Housing Finance Limited)

Sd/-
Priti Saraogi
Company Secretary
ACS No.: 26360

Place : Kolkata
Date : September 30, 2021

