

January 3, 2025

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

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

Security Code: **523405**

Symbol: **JMFINANCIL**

Dear Sirs,

Sub: Disclosure under Regulation 30 of the SEBI LODR

Pursuant to Regulation 30 read with Para A, Part A of Schedule III to the SEBI LODR, please note that JM Financial Limited (the “**Company**”) in its capacity as a SEBI registered Merchant Banker, has received an administrative warning letter dated January 1, 2025 from SEBI in relation to the initial public offering of equity shares by one of its clients. A copy of the said letter is attached.

The required disclosure pursuant to Regulation 30 read with Schedule III of the SEBI LODR is enclosed and marked as Annexure A hereto.

We request you to kindly take the aforesaid disclosure on your record.

Thank you.

Yours truly,
For **JM Financial Limited**

Hemant Pandya
Company Secretary & Compliance Officer

Encl.: as above

Annexure A**Detailed disclosure under Regulation 30 read with Schedule III of the SEBI LODR**

Sr. No.	Particulars	Remarks
1.	Name of the Authority	Securities and Exchange Board of India (SEBI)
2.	Nature and details of the action(s) taken, initiated or order(s) passed	Issuance of administrative warning to the Company in relation to the initial public offering of equity shares by one of its clients namely Western Carrier (India) Limited.
3.	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Letter received on January 2, 2025 at 14:30 hours.
4.	Details of the violation(s)/contravention(s) committed or alleged to be committed	As mentioned in the enclosed letter of SEBI.
5.	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible	No impact on financial, operations or other activities of the Company.



**Assistant General Manager
Corporation Finance Department
Division of Supervision, Enforcement & Complaints-2**

SEBI/HO/CFD/SEC-2/P/OW/2025/00021/1
January 01, 2025

To,
JM Financial Limited (PA No. AAACJ2590B)
7th Floor Cnergy Appasaheb Marathe Marg,
Prabhadevi Mumbai - 400025

Kind Attention: Gitesh Vargantwar

Dear Sir,

Subject: Administrative Warning Letter

1. JM Financial Limited ("JMFL") and Kotak Kotak Mahindra Capital Company Limited ("Kotak") were the BRLMs in relation to the IPO of Western Carrier (India) Limited ("WCL"). The Draft Red Herring Prospectus ("DRHP") of WCL was filed by the BRLMs with SEBI vide letter dated June 09,2023. Thereafter, SEBI vide letter dated September 22,2023 had issued its observations.
2. The issue opened for subscription on September 13, 2024 and closed on September 19, 2024. The Offer Structure with regard to the IPO of equity shares of WCL as per the RHP dated September 07,2024 comprised of fresh issue component of upto Rs. 400 crore and an offer for sale component of upto 54,00,000 equity shares.
3. The BRLMs in their email dated September 17,2024, while submitting the details to SEBI regarding the increased authorized share capital at WCL's Board of Directors meeting dated September 15, 2024 and Shareholders EGM dated September 16, 2024, have requested SEBI to upload an addendum to the RHP on SEBI website. In this regard, it was noted that the details w.r.t. revised authorized share capital has

been updated in the RHP under the sections titled 'Capital Structure' and 'History and Certain Corporate Matters'.

4. It has already been brought out above that the issue opened for subscription on September 13, 2024 and closed on September 19, 2024 while the Company has taken board and shareholders' approval on September 15, 2024 and September 16, 2024, respectively. Thus, it is observed that approval of board and shareholders for increase in authorized share capital was taken while the issue was already open for subscription. Ideally, the approvals for incremental authorized share capital should have been taken prior to opening of the issue and not after opening of the issue.
5. In terms of Regulation 245 (3) of SEBI (ICDR) Regulations, 2018, the lead manager(s) shall exercise due diligence and satisfy themselves about all aspects of the issue including the veracity and adequacy of disclosure in the draft offer document and the offer document. Further, in terms of Clause 4 of Code of Conduct of Merchant Bankers (Regulation 13 of read with Schedule III of SEBI (Merchant Bankers) Regulations, 1992, a merchant banker shall at all times exercise due diligence, ensure proper care and exercise independent professional judgment.
6. The facts and circumstances of the case indicates that the BRLMs have failed to exercise due diligence since the shortfall in authorized share capital of the company came to the notice only after opening of the issue for subscription and the approvals for incremental authorized share capital were taken thereafter.
7. The above non-compliances have been viewed very seriously. The BRLMs are, therefore, advised to be careful in future and improve their compliance standards to avoid recurrence of such instances, failing which action may be initiated in accordance with the provisions of SEBI Act, 1992 and the Rules and Regulations made thereunder.



8. You are also advised to take corrective steps, place this communication and the corrective steps taken before the Board of Directors and disseminate a copy of this communication on the websites of the Exchanges that you are listed on.

Yours faithfully,

Vineet Kumar Biyani