

September 23, 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 the captioned regulation, we are enclosing a copy of the settlement order (bearing no. SO//PSD/2025-26/8063) dated September 19, 2025, issued by SEBI, the contents whereof are self-explanatory. The said order was received by the Company on September 22, 2025, at 5:33 pm (IST).

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 and disseminate the same as you may deem appropriate.

Thank you.

Yours truly,
For **JM Financial Limited**

Hemant Pandya
Company Secretary & Compliance Officer

Encl: as above

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	SEBI Order dated September 19, 2025, received on September 22, 2025 (“Settlement Order”) in relation to, <i>suo-motu</i> settlement applications filed by the Company, JM Financial Services Limited (“JMFSL”) and JM Financial Products Limited (“JMFPL”) in relation to the SEBI’s interim ex-parte order dated March 7, 2024 and confirmatory order dated June 20, 2024.
3.	Date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority	Settlement Order received by the Company on September 22, 2025, at 5:33 pm (IST).
4.	Details of the violation(s)/contravention(s) committed or alleged to be committed	Settlement Order in respect of the settlement applications filed by the Company, JMFSL, and JMFPL in terms of the SEBI (Settlement Proceedings) Regulations, 2018, proposing to settle, by neither admitting nor denying the findings of fact and conclusions of law, the enforcement proceedings that may be initiated against the Company, JMFSL and JMFPL for violations of certain regulatory provisions as set out in the Settlement Order. A copy of the said order is attached and the same is also available on the website of SEBI.
5.	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible	Please see Settlement Order for details of (i) settlement amounts and disgorgement amounts, as applicable, paid by the Company, JMFSL and JMFPL as well as (ii) the non-monetary settlement terms. There is no material impact on the financial, operation or other activities of the Company pursuant to the said Settlement Order.

SECURITIES AND EXCHANGE BOARD OF INDIA
SETTLEMENT ORDER
IN RESPECT OF

Settlement Application Number	Name of the Applicant	PAN Number
8063/2024	JM Financial Limited	AAACJ2590B
8223/2024	JM Financial Services Limited	AAACJ5977A
8224/2024	JM Financial Products Limited	AAACJ1236G

IN THE MATTER OF JM FINANCIAL LIMITED

1. JM Financial Limited, JM Financial Services Limited and JM Financial Products Limited (hereinafter collectively referred to as the “**Applicants**”) filed *suo-motu* settlement applications under the Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018 (hereinafter referred to as “**Settlement Regulations**”) proposing to settle by neither admitting nor denying the findings of facts and conclusions of law, the enforcement proceedings that may be initiated against them for the alleged violation of the following provisions:

Sr. No.	Name of the entity	Provisions
1.	JM Financial Limited (hereinafter referred to as “ JMFL ”) - Merchant Banker	<p>i. Clauses 2,3,9,27 and 32 specified in Schedule III of the SEBI (Merchant Bankers) Regulations, 1992 read with Regulation 31 of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021.</p> <p>ii. Regulation 4(1) of the SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003 read with Regulation</p>





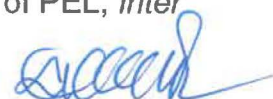


		31 of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021.
2.	JM Financial Services Limited (hereinafter referred to as “JMFSL”) - Stock Broker	<p>i. Clauses A(1), A(3) and B(4) specified in Schedule II of the SEBI (Stock Brokers) Regulations, 1992 read with Regulation 31 of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021.</p> <p>ii. Regulation 4(1) of the SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003 read with Regulation 31 of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021.</p>
3.	JM Financial Products Limited (hereinafter referred to as “JMFPL”) - NBFC	<p>i. Regulation 4(1) of the SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003 read with Regulation 31 of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021.</p>

2. SEBI undertook an examination of the public issues of Non-Convertible Debentures (hereinafter referred to as “NCDs”) during the year 2023. During the examination of one such public issue of NCDs of Piramal Enterprises Limited (hereinafter referred to as “PEL”), it was observed that a significant number of individual investors sold the debt securities allotted to them on the day of listing itself as a result of which the retail ownership came down sharply. On the basis of the same, SEBI passed an interim ex parte order on March 07, 2024 against JMFL, which was acting as one of the Lead Managers to the issue of NCDs of PEL, *inter*







alia barring it from taking any new mandates. Thereafter, SEBI passed a confirmatory order on June 20, 2024 wherein it confirmed the directions issued that JMFL shall not act as a Lead Manager in any public issue of debt securities till March 31, 2025 or such other date as may be specified by SEBI vide by an order.

3. Subsequently, an investigation was carried out in the matter wherein the following was observed:

3.1 The Applicants are alleged to have devised a scheme wherein the NBFC arm of the JM Financial Group i.e. JMFPL used the Power of Attorney (hereinafter referred to as "PoA") and submitted bid applications for 11,34,000 NCDs, on behalf of 1,008 applicants, in the public issue of NCDs of PEL. The said 1,008 applicants were also clients of the stock broker JMFSL.

3.2 JMFPL had provided loans to the 1,008 applicants at an interest rate of 10.00% to apply for the NCDs, which carried coupon rate of 9.00%, 9.05% and 9.35%. Following the allotment, JMFPL purchased the 11,34,000 NCDs allotted to the 1,008 applicants on the listing day, i.e., November 07, 2023 at a predetermined price higher than the sale price of the trades executed by JMFPL on the same day. Subsequently, JMFPL offloaded the NCDs at a loss. Thus, JMFPL provided a guaranteed exit with profits to 1,008 applicants by purchasing NCDs at predetermined price on the listing day.

3.3 The Applicants alleged to have engaged in an unfair trade practice wherein all the three entities acted together as a group to provide guaranteed exit at profit to the 1,008 applicants on the listing day. This was achieved by sharing part of the commission, brokerage, or incentives they had received from the issuer.



3.4 The Applicants, as a group, alleged to have made net gain of ₹1.99 Crores by dealing in 11,34,000 NCDs allotted to the 1,008 applicants in the public issue of PEL.

4. Pursuant to the receipt of the settlement applications of the Applicants, the Internal Committee of SEBI held meetings with the authorized representatives of the Applicants on December 20, 2024 and February 14, 2025 wherein the details of the case were deliberated along with the terms of the settlement.
5. The Applicants vide email dated March 11, 2025, filed revised settlement terms proposing the settlement terms stated below:

	JM Financials Limited	JM Financial Services Limited	JM Financial Products Limited
Settlement Amount (₹)	₹1,56,27,512/- (Rupees One Crore Fifty Six Lakhs Twenty Seven Thousand Five Hundred and Twelve only).	₹ 1,91,60,599/- (Rupees One Crore Ninety One Lakhs Sixty Thousand Five Hundred and Ninety Nine only).	₹ 44,00,000/- (Rupees Forty Four Lakhs only).
Disgorgement Amount (₹)	₹1,22,35,849/- (Rupees One Crore Twenty Two Lakhs Thirty Five Thousand Eight Hundred and Forty Nine only).	₹1,33,35,239/- (Rupees One Crore Thirty Three Lakhs Thirty Five Thousand Two Hundred and Thirty Nine only).	No amount to be disgorged as there were no net gains made by the entity.
Non-monetary	Voluntary debarment from acting as a lead	Voluntary debarment from acting as a	Voluntary debarment from undertaking the



Settlement Terms	manager in any public issue of debt securities for an additional period of 3 months from March 31, 2025 till June 30, 2025.	distributor in any public issue of debt securities for a period of 3 months from the date of the settlement order.	business of initial public offer financing for a period of 3 months from the date of the settlement order.
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6. The High Powered Advisory Committee (hereinafter referred to as “**HPAC**”) in its meeting held on June 05, 2025 considered the settlement terms proposed by the Applicants and recommended that the case may be settled for the aforementioned terms subject to JMFL undergoing voluntary debarment from acting as a Lead Manager in any public issue of debt securities for a period of 3 months from the date of the settlement order.
7. The recommendations of the HPAC were placed before the Panel of Whole Time Members and the same were approved by the Panel of Whole Time Members on August 18, 2025 in terms of Regulation 15 of the Settlement Regulations. Subsequently, a Notice of Demand was issued on August 22, 2025 to the Applicants and JMFL was informed to submit revised settlement terms proposing voluntary debarment from acting as a Lead Manager in any public issue of debt securities for a period of 3 months from the date of the settlement order. JMFL vide email dated August 25, 2025 submitted the aforesaid revised settlement terms. Further, the Applicants vide email dated August 29, 2025 informed about the remittance of the aforesaid amounts and SEBI has confirmed credit of the same.
8. On the basis of the facts stated above, in exercise of the powers conferred under Section 15JB read with Section 19 of the SEBI Act and in terms of Regulation 23 of the Settlement Regulations, it is hereby ordered that any proceedings that may





be initiated for the violations as mentioned at paragraph 1 above, are settled in respect of the Applicants on the following terms:

- i. SEBI shall not initiate any enforcement action against the Applicants for the said violations, and
- ii. Passing of this Order is without prejudice to the right of SEBI under Regulation 28 and Regulation 31 of the Settlement Regulations to initiate appropriate action against the Applicants, if SEBI finds that:
 - (a) any representation made by the Applicants in the present settlement proceedings is subsequently found to be untrue;
 - (b) the Applicants have breached any of the clauses/conditions of undertakings/ waivers filed during the present settlement proceedings; and
 - (c) the Applicants have failed to pay the difference due to any discrepancy while arriving at the settlement terms.

9. This Settlement Order is passed on this 19th day of September, 2025 and shall come into force with immediate effect.

10. In terms of Regulation 25 of the Settlement Regulations, a copy of this Order shall be sent to the Applicants and shall also be hosted on the website of SEBI.



ANANTH NARAYAN G.
WHOLE TIME MEMBER



KAMLESH C VARSHNEY
WHOLE TIME MEMBER

