

January 29, 2018

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

Dear Sirs,

Re: Intimation of Postal Ballot Results
Security Code: JMFINANCIL

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are furnishing herewith the details of the voting results in respect of the resolution passed through the Postal Ballot.

We are also forwarding herewith a copy of the report dated January 29, 2018 received by us from Ms. Jayshree S Joshi, Proprietress of M/s Jayshree Dagli & Associates, Practicing Company Secretary, Mumbai, the Scrutiniser appointed for conducting the Postal Ballot process.

We request you to disseminate the above information on your website.

Thank you.

Yours faithfully,
for JM Financial Limited



P K Choksi
Group Head – Compliance, Legal
& Company Secretary

Encl:a/a

Jayshree S. Joshi

B. Com. (Hons.), LL.B., F.C.S.
PROPRIETRESS



PHONE : 2262 2341 - 2 - 3
E-MAIL : jayshreedagli@gmail.com
suyashri@vsnl.com

JAYSHREE DAGLI & ASSOCIATES

COMPANY SECRETARIES

SCRUTINIZER'S REPORT

Date: 29.01.2018

To,
The Chairman & Managing Director,
JM FINANCIAL LIMITED
7th Floor, Cnergy, Appasaheb Marathe Marg,
Prabhadevi, Mumbai- 400025.

Sub: Result of Postal Ballot conducted in respect of the Special Resolution as included in Postal Ballot Notice dated 18.12.2017.

Dear Sir,

The Board of Directors of the Company at its Meeting held on 18.12.2017, has appointed me as the Scrutinizer for conducting the POSTAL BALLOT VOTING PROCESS under the provisions of Section 110 of the Companies Act, 2013 ["The Act"] read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) for passing the Special Resolution as included in the Postal Ballot Notice dated 18.12.2017.

I submit my Report as under: -

- 1.1. The Company has completed the dispatch of Postal Ballot Papers, through Speed / Registered Post along with postage prepaid business reply envelope to its Members on 30.12.2017. The Company has also completed on 30.12.2017 the dispatch of Postal Ballots through E-mail, wherever applicable, with a request for E-voting.
- 1.2. Particulars of all the Postal Ballot Papers as well as E-voting communications received from the Members have been entered in a Register, separately maintained for the purpose.
- 1.3. The Postal Ballot Papers were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such Postal Ballot Papers.
- 1.4. In accordance with the Companies (Management and Administration) Rules, 2014, all Postal Ballot Papers as well as E-voting communications received up to the close of working hours i.e. 5.00 p.m. on 29.01.2018, (the last date and time fixed by the Company for receipt of the Postal Ballot Papers & e-voting) were considered for my scrutiny.
- 1.5. The Postal Ballot Papers as well as E-voting communications were duly opened in my presence and scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/List of Beneficiaries.
- 1.6. I did not find any defaced or mutilated Ballot Paper.

Contd..2

Jayshree S. Joshi

B. Com. (Hons.), LL.B., F.C.S.
PROPRIETRESS



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COMPANY SECRETARIES

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2. Voting Pattern of the Special Resolution passed through Postal Ballot under Section 110 of the Companies Act, 2013 is as under:

RESOLUTION NO. 1: To authorise the Board of Directors (the Board) to issue Securities, for an aggregate amount of up to Rs. 650 Crore (Rupees Six Hundred Fifty Crore Only) by way of a public issue, preferential allotment, private placement or a rights issue, including a qualified institutions placement or through any other permissible mode and/or combination thereof as the Board may deem appropriate, by way of issue of equity shares or by way of issue of any instrument or security including fully/partly convertible debentures, global depository receipts, american depository receipts, foreign currency convertible bonds, or by way of a composite issue of Non-convertible Debentures and warrants entitling the warrant holder(s) to apply for equity shares or any other eligible securities or any combination of Securities, with or without premium.

Type of Resolution required: Special Resolution

Mode of Voting: Postal Ballot Papers & E-voting

Resolution required: (Ordinary/Special)			Special Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			No.					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)] x 100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)] x 100	% of Votes against on votes polled (7) = [(5)/(2)] x 100
Promoter and Promoter Group	E-Voting	519121993	519121905	100.0000	519121905	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		519121905	100.0000	519121905	0	100.0000	0.0000
Public - Institutions	*E-Voting	125163692	77951613	62.2797	77951613	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		77951613	62.2797	77951613	0	100.0000	0.0000
Public-Non Institutions	#E-Voting	153302065	16275433	10.6166	16274648	785	99.9952	0.0048
	\$Postal Ballot		23524494	15.3452	23519133	5361	99.9772	0.0228
	Total		39799927	25.9618	39793781	6146	99.9846	0.0154
Total		797587750	636873445	79.8500	636867299	6146	99.9990	0.0010

*Excludes 32000 invalid votes by 2 Members.

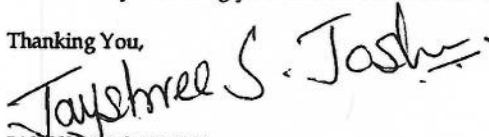
Excludes 27546 invalid votes by 1 Member.

\$ Excludes 126744 invalid votes by 28 Members.

3. To conclude, the aforesaid Special Resolution is passed by requisite majority.

4. You may accordingly declare the result of the Voting by Postal Ballot.

Thanking You,


JAYSHREE S. JOSHI
FCS 1451, CP 487

For JM Financial Limited



Company Secretary