

July 26, 2017

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: Declaration of Voting Results – Thirty Second Annual General Meeting**  
**Symbol: JMFINANCIL**

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing the following documents:

- 1) Voting Results in the prescribed format; and
- 2) The Scrutinizer's Consolidated Report dated July 25, 2017 on e-voting and poll issued by Ms. Jayshree S Joshi, Proprietress of Jayshree Dagli & Associates, Company Secretaries.

Please note that the Thirty Second Annual General Meeting of the Members of the Company got concluded at 6.10 p.m.

Kindly take the above documents on your record and disseminate the above information on your website.

Thank you.

Yours faithfully,  
for JM Financial Limited



**P K Choksi**

*PK* Group Head – Compliance, Legal  
& Company Secretary

Encl : a/a

**JM FINANCIAL LIMITED**

Agenda-wise disclosure: The following businesses were transacted by the members at the Thirty Second Annual General Meeting:

Date of the AGM/EGM	July 24, 2017
Total number of shareholders on record date (as on cut-off date of 17.07.2017)	39,548
No. of shareholders present in the meeting either in person or through proxy:	135
Promoters and Promoter Group:	11
Public:	124
No. of Shareholders attended the meeting through Video Conferencing	Not arranged
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

**Resolution No. 1**

Adoption of the Audited Standalone and Consolidated Financial Statements for the year ended March 31, 2017 together with the reports of the Board of Directors and the Auditors thereon.

Resolution required: (Ordinary/ Special)	ORDINARY							
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)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	51,91,21,993	51,91,21,905	100.00	51,91,21,905	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		51,91,21,905	100.00	51,91,21,905	0	100.00	0.00
Public- Institutions	E-Voting	13,70,63,210	10,10,85,349	73.75	10,10,85,349	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		10,10,85,349	73.75	10,10,85,349	0	100.00	0.00
Public- Non Institutions	E-Voting	14,06,03,963	2,82,65,170	20.10	2,82,65,170	0	100.00	0.00
	Poll		1,16,64,914	8.30	1,16,64,914	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		3,99,30,084	0.00	3,99,30,084	0	0.00	0.00
<b>Total</b>		<b>79,67,89,166</b>	<b>66,01,37,338</b>	<b>82.85</b>	<b>66,01,37,338</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



## Resolution No. 2

Declaration of final dividend.

Resolution required: (Ordinary/ Special)	ORDINARY							
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)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
<b>Promoter and Promoter Group</b>	E-Voting	51,91,21,993	51,91,21,905	100.00	51,91,21,905	0	100.00	0.00
	Poll		0	0.00	0	0	-	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	-	0.00
	Total		51,91,21,905	100.00	51,91,21,905	0	100.00	0.00
<b>Public- Institutions</b>	E-Voting	13,70,63,210	10,13,20,349	73.92	10,13,20,349	0	100.00	0.00
	Poll		0	0.00	0	0	-	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	-	0.00
	Total		10,13,20,349	73.92	10,13,20,349	0	100.00	0.00
<b>Public- Non Institutions</b>	E-Voting	14,06,03,963	2,82,65,170	20.10	2,82,65,170	0	100.00	0.00
	Poll		1,16,64,914	8.30	1,16,64,914	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	-	0.00
	Total		3,99,30,084	28.40	3,99,30,084	0	100.00	0.00
<b>Total</b>		<b>79,67,89,166</b>	<b>66,03,72,338</b>	<b>82.88</b>	<b>66,03,72,338</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

\*Actual 0.0022% rounded off to 0.00%



**Resolution No. 3**

Appointment of a Director in place of Mr. Nimesh Kampani (DIN: 00009071), who retires by rotation and being eligible, offers himself for re-appointment.

Resolution required: (Ordinary/ Special)		ORDINARY						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
<b>Promoter and Promoter Group</b>	E-Voting	51,91,21,993	51,91,21,905	100.00	51,91,21,905	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>51,91,21,905</b>	<b>100.00</b>	<b>51,91,21,905</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
<b>Public- Institutions</b>	E-Voting	13,70,63,210	10,13,20,349	73.92	9,14,96,209	98,24,140	90.30	9.70
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>10,13,20,349</b>	<b>73.92</b>	<b>9,14,96,209</b>	<b>98,24,140</b>	<b>90.30</b>	<b>9.70</b>
<b>Public- Non Institutions</b>	E-Voting	14,06,03,963	2,82,65,170	20.10	2,82,65,170	0	100.00	0.00
	Poll		1,16,64,914	8.30	1,16,64,914	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>3,99,30,084</b>	<b>28.40</b>	<b>3,99,30,084</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>79,67,89,166</b>	<b>66,03,72,338</b>	<b>82.88</b>	<b>65,05,48,198</b>	<b>98,24,140</b>	<b>98.51</b>	<b>1.49</b>



**Resolution No. 4**

Appointment of Deloitte Haskins & Sells, LLP, Chartered Accountants as the Statutory Auditors of the Company.

Resolution required: (Ordinary/ Special)		ORDINARY						
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)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
<b>Promoter and Promoter Group</b>	E-Voting	51,91,21,993	51,91,21,905	100.00	51,91,21,905	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>51,91,21,905</b>	<b>100.00</b>	<b>51,91,21,905</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public- Institutions</b>	E-Voting	13,70,63,210	10,13,20,349	73.92	10,13,20,349	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>10,13,20,349</b>	<b>73.92</b>	<b>10,13,20,349</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
<b>Public- Non Institutions</b>	E-Voting	14,06,03,963	2,82,65,170	20.10	2,82,65,025	145	100.00	0.00*
	Poll		1,16,64,914	8.30	1,16,64,914	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>3,99,30,084</b>	<b>28.40</b>	<b>3,99,29,939</b>	<b>145</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>	<b>79,67,89,166</b>	<b>66,03,72,338</b>	<b>82.88</b>	<b>66,03,72,193</b>	<b>145</b>	<b>100.00</b>	<b>0.00</b>	

\*Actual 0.000022% rounded off to 0.00%



**Resolution No. 5**

Appointment of Mr. Vishal Kampani (DIN: 00009079) as Managing Director of the Company for a period of five years with effect from October 1, 2016.

Resolution required: (Ordinary/ Special)	ORDINARY							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
<b>Promoter and Promoter Group</b>	E-Voting	51,91,21,993	51,91,21,905	100.00	51,91,21,905	0	100.00	0.00
	Poll		0	-	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	-	0	0	0.00	0.00
	<b>Total</b>		51,91,21,905	100.00	51,91,21,905	0	100.00	0.00
<b>Public- Institutions</b>	E-Voting	13,70,63,210	10,13,20,349	73.92	10,13,20,349	0	100.00	0.00
	Poll		0	-	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	-	0	0	0.00	0.00
	<b>Total</b>		10,13,20,349	73.92	10,13,20,349	0	100.00	0.00
<b>Public- Non Institutions</b>	E-Voting	14,06,03,963	2,82,65,170	20.10	2,82,65,170	0	100.00	0.00
	Poll		1,16,64,914	8.30	1,16,64,914	0	100.00	0.00
	Postal Ballot (if applicable)		0	-	0	0	0.00	0.00
	<b>Total</b>		3,99,30,084	28.40	3,99,30,084	0	100.00	0.00
<b>Total</b>		<b>79,67,89,166</b>	<b>66,03,72,338</b>	<b>82.88</b>	<b>66,03,72,338</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



## Resolution No. 6

Issue of Redeemable Non-Convertible Debentures for an amount aggregating up to Rs. 5,000 Crore.

Resolution required: (Ordinary/ Special)	SPECIAL							
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)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
<b>Promoter and Promoter Group</b>	E-Voting	51,91,21,993	51,91,21,905	100.00	51,91,21,905	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>51,91,21,905</b>	<b>100.00</b>	<b>51,91,21,905</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>
<b>Public- Institutions</b>	E-Voting	13,70,63,210	10,13,20,349	73.92	10,10,01,786	3,18,563	99.69	0.31
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>10,13,20,349</b>	<b>73.92</b>	<b>10,10,01,786</b>	<b>3,18,563</b>	<b>99.69</b>	<b>0.31</b>
<b>Public- Non Institutions</b>	E-Voting	14,06,03,963	2,82,65,170	20.10	2,82,65,170	0	100.00	0.00
	Poll		1,16,64,914	8.30	1,16,64,914	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		<b>3,99,30,084</b>	<b>28.40</b>	<b>3,99,30,084</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>79,67,89,166</b>	<b>66,03,72,338</b>	<b>82.88</b>	<b>66,00,53,775</b>	<b>3,18,563</b>	<b>99.95</b>	<b>0.05</b>



**Resolution No. 7**

Approval to enter into transactions with JM Financial Credit Solutions Limited, which is a related party, for an amount not exceeding Rs. 500 Crore during a financial year.

<b>Resolution required: (Ordinary/ Special)</b>	ORDINARY							
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	Yes							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]* 100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]* 100</b>
<b>Promoter and Promoter Group</b>	E-Voting	51,91,21,993	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		0	0.00	0	0	0.00	0.00
<b>Public- Institutions</b>	E-Voting	13,70,63,210	10,12,76,205	73.89	7,95,69,505	2,17,06,700	78.57	21.43
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		10,12,76,205	73.89	7,95,69,505	2,17,06,700	78.57	21.43
<b>Public- Non Institutions</b>	E-Voting	14,06,03,963	2,76,54,203	19.67	2,76,53,603	600	100.00	0.00*
	Poll		1,16,64,914	8.30	1,16,64,914	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		3,93,19,117	27.96	3,93,18,517	600	100.00	0.00
<b>Total</b>		<b>79,67,89,166</b>	<b>14,05,95,322</b>	<b>17.65</b>	<b>11,88,88,022</b>	<b>2,17,07,300</b>	<b>84.56</b>	<b>15.44</b>

\*Actual 0.0022% rounded off to 0.00%



**Resolution No. 8**

Approval to enter into transactions with JM Financial Asset Reconstruction Company Limited, which is a related party, for an amount not exceeding Rs. 500 Crore during a financial year.

<b>Resolution required: (Ordinary/ Special)</b>	ORDINARY							
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	Yes							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]* 100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]* 100</b>
<b>Promoter and Promoter Group</b>	E-Voting	51,91,21,993	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		0	0.00	0	0	0.00	0.00
<b>Public- Institutions</b>	E-Voting	13,70,63,210	10,12,76,205	73.89	7,95,69,505	2,17,06,700	78.57	21.43
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		10,12,76,205	73.89	7,95,69,505	2,17,06,700	78.57	21.43
<b>Public- Non Institutions</b>	E-Voting	14,06,03,963	2,76,54,203	19.67	2,76,53,603	600	100.00	0.00*
	Poll		1,16,64,914	8.30	1,16,64,914	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	<b>Total</b>		3,93,19,117	27.96	3,93,18,517	600	100.00	0.00
<b>Total</b>	<b>Total</b>	<b>79,67,89,166</b>	<b>14,05,95,322</b>	<b>17.65</b>	<b>11,88,88,022</b>	<b>2,17,07,300</b>	<b>84.56</b>	<b>15.44</b>

\*Actual 0.0022% rounded off to 0.00%

**Notes:**

1. Voting Rights are in proportion to shares held as on the cut off date viz., July 17, 2017.
2. Based on the consolidated results of e-voting and physical ballot in respect of item nos. 1 to 8 of the Notice of the Thirty Second AGM, all the resolutions have been passed by requisite majority.
3. Percentages have been rounded off to two decimals.



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



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**JAYSHREE DAGLI & ASSOCIATES**  
COMPANY SECRETARIES

**Date: 25.07.2017**

**SCRUTINIZER'S CONSOLIDATED REPORT  
(E-VOTING PROCESS & POLL PROCESS)**

**{Pursuant to section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the  
Companies (Management and Administration) Rules, 2014}**

To,

The Chairman of 32<sup>nd</sup> Annual General Meeting of the Members of **JM Financial Limited** (the Company) held on Monday, July 24, 2017, at 4:00 p.m. at Rama and Sundri Watumull Auditorium, Kishinchand Chellaram College, 124, Dinshaw Wachha Road, Churchgate, Mumbai - 400 020.

Dear Sir,

1. I, Jayshree S. Joshi, Proprietress of Jayshree Dagli & Associates, Company Secretaries, Mumbai, have been appointed by the Board of Directors of **JM Financial Limited** (the Company) as the Scrutinizer for the purpose of scrutinizing e-Voting Process and Poll Process in a fair and transparent manner and ascertaining the requisite majority on Voting carried out as per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of the Resolutions passed at the 32<sup>nd</sup> Annual General Meeting (AGM) of the Members of the Company, held on Monday, the 24<sup>th</sup> day of July, 2017.
2. It is the responsibility of the Management of the Company to ensure due compliance of the applicable provisions of the Companies Act, 2013 and Rules made there under and also the requirements thereof relating to voting through electronic means and Polling Process on the resolutions contained in the Notice of the 32<sup>nd</sup> AGM of the Members of the Company. As the Scrutinizer for the e-Voting process and Poll Process, my role and responsibility are limited to make a Scrutinizer's Consolidated Report of the votes cast "In favour" or "against" in respect of the Resolutions contained in the Notice of the 32<sup>nd</sup> AGM, based on the reports generated from the e-Voting system provided by the Karvy Computershare Private Limited (KCPL), the authorized agency to provide Remote e-Voting facilities, engaged by the Company and from the Polling Process conducted at the 32<sup>nd</sup> AGM.
3. Further to above, I submit my Report as under:-
  - i. The Remote e-Voting period remained open from Thursday, 20<sup>th</sup> July, 2017 (9.00 A.M.) to Sunday, 23<sup>rd</sup> July, 2017 (5.00 P.M.)

Jayshree S. Joshi

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



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suyashri@vsnl.com

**JAYSHREE DAGLI & ASSOCIATES**

COMPANY SECRETARIES

- ii. The Members of the Company as on the "cut-off" date i.e. 17<sup>th</sup> July, 2017 were entitled to vote on the Resolutions (items No. 1 to 8 as set out in the Notice of the 32<sup>nd</sup> AGM of the Company).
- iii. After the time fixed for closing of the poll by the Chairman, 1(one) ballot box kept for polling was locked in my presence with due identification marks placed by me.
- iv. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
- v. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- vi. Thereafter, the electronic votes cast through remote e-voting were unblocked at 6.25 p.m. i.e. after counting the votes cast at the 32<sup>nd</sup> Annual General Meeting in the presence of 2 witnesses Mr. Ajay V. Mehta, Practicing Company Secretary (ACS - 9332) and Ms. Reema Shah (FCS - 9052) who are not in the employment of the Company.
- vii. Then, the details containing, inter alia, list of Equity Shareholders, who voted through Remote e-voting "for" and/or "against" each of the resolutions that were put to vote, were generated from the e-Voting website of KCPL i.e. <https://evoting.karvy.com>
- viii. The Register to record the assent or dissent received has been maintained electronically. It contained the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.

**The Consolidated result of the Voting (Remote e-voting+ Poll Process) is given in attachment hereto marked as 'Annexure'.**

  
Jayshree S. Joshi  
(Scrutinizer)

For JM Financial Limited  
  
Chairman

Countersigned by:

Encl.: As Above

Annexure

**JM Financial Limited**  
**32nd AGM**

**Resolution No.:1 -To receive, consider and adopt:**

**(a)The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2017 and the Reports of the Board of Directors and Statutory Auditors thereon. and**

**(b)the Audited Consolidated Financial Statements for the Financial Year ended March 31, 2017, together with the Report of Statutory Auditors thereon. [Ordinary Resolution]**

Total Vote Cast:	660157379	Total Valid Votes:	660137338	Invalid Votes:	20041
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Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
648472424	100	0	0	11664914	100	0	0	660137338	100	0	0
Invalid Votes:		0		Invalid Votes:		20041		Invalid Votes:		20041	

**Result: Resolution passed Unanimously.**



**JM Financial Limited**  
**32nd AGM**

**Resolution No.:2 -To declare final dividend.  
[Ordinary Resolution]**

<b>Total Vote Cast:</b>	660392379	<b>Total Valid Votes:</b>	660372338	<b>Invalid Votes:</b>	20041
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Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
648707424	100	0	0	11664914	100	0	0	660372338	100	0	0
<b>Invalid Votes:</b>		0		<b>Invalid Votes:</b>		20041		<b>Invalid Votes:</b>		20041	

**Result: Resolution passed Unanimously.**



**JM Financial Limited**  
**32nd AGM**

**Resolution No.:3 -To Appoint a Director in place of Mr. Nimesh Kampani (DIN: 00009071), who retires by rotation and being eligible, offers himself for re-appointment.  
[Ordinary Resolution]**

Total Vote Cast:	660392379	Total Valid Votes:	660372338	Invalid Votes:	20041
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Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
638883284	98.485582	9824140	1.5144177	11664914	100	0	0	650548198	98.5123332	9824140	1.4876668
Invalid Votes:		0		Invalid Votes:		20041		Invalid Votes:		20041	

**Result: Resolution passed by Majority.**

*JS*

**JM Financial Limited**  
**32nd AGM**

**Resolution No.:4 -To appoint Deloitte Haskins & Sells LLP in place of M/s Khimji Kunverji & Co., retiring Auditors, to hold the office for period of 5 years as the Statutory Auditors of the Company.  
[Ordinary Resolution]**

Total Vote Cast:	660392379	Total Valid Votes:	660372338	Invalid Votes:	20041
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Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
648707279	99.999978	145	0.000022	11664914	100	0	0	660372193	99.999978	145	0.000022
Invalid Votes:		0		Invalid Votes:		20041		Invalid Votes:		20041	

**Result: Resolution passed by Majority.**

*S*

**JM Financial Limited**  
**32nd AGM**

**Resolution No.:5 -To approve the appointment of Mr. Vishal Kampani (DIN:00009079) as Managing Director of the Company for a period of 5 years w.e.f. October 1, 2016.  
[Ordinary Resolution]**

Total Vote Cast:	660392379	Total Valid Votes:	660372338	Invalid Votes:	20041
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Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
648707424	100	0	0	11664914	100	0	0	660372338	100	0	0
Invalid Votes:		0		Invalid Votes:		20041		Invalid Votes:		20041	

**Result: Resolution passed Unanimously.**

*JS*

**JM Financial Limited**  
**32nd AGM**

**Resolution No.:6 -To offer, issue and allot secured/unsecured redeemable non-convertible debentures, in one or more series/tranches, aggregating upto Rs. 5,000 Crore on private placement basis and/or through public offer.  
[Special Resolution]**

Total Vote Cast:	660392379	Total Valid Votes:	660372338	Invalid Votes:	20041
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Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
648388861	99.950893	318563	0.049107	11664914	100	0	0	660053775	99.9517601	318563	0.04824
Invalid Votes:		0	Invalid Votes:		20041	Invalid Votes:		20041			

**Result: Resolution passed by Requisite Majority.**

**JM Financial Limited**  
**32nd AGM**

**Resolution No.:7 -To grant Approval to enter into transactions from time to time with JM Financial Credit Solutions Limited, a related party, not Exceeding Rs.500 Crore during a financial year.**  
**[Ordinary Resolution]**

<b>Total Vote Cast:</b>	140615363	<b>Total Valid Votes:</b>	140595322	<b>Invalid Votes:</b>	20041
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Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
107223108	83.163553	21707300	16.836447	11664914	100	0	0	118888022	84.5604394	21707300	15.4395606
<b>Invalid Votes:</b>		0	<b>Invalid Votes:</b>		20041	<b>Invalid Votes:</b>		20041			

**Result: Resolution passed by Majority.**



**JM Financial Limited**  
**32nd AGM**

**Resolution No.:8 -To grant Approval to enter into transactions from time to time with JM Financial Asset Reconstruction Company Private Limited, a related party, not Exceeding Rs.500 Crore during a financial year.  
[Ordinary Resolution]**

Total Vote Cast:	140615363	Total Valid Votes:	140595322	Invalid Votes:	20041
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Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
107223108	83.163553	21707300	16.836447	11664914	100	0	0	118888022	84.5604394	21707300	15.4395606
Invalid Votes:		0		Invalid Votes:		20041		Invalid Votes:		20041	

**Result: Resolution passed by Majority.**

*S*

July 25, 2017

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: Summary of proceedings of the Thirty Second Annual General Meeting**  
Symbol: **JMFINANCIL**

We wish to inform you that Thirty Second Annual General Meeting (AGM) of the Members of the Company was held on Monday, July 24, 2017 at 4.00 p.m. at Rama and Sundri Watumull Auditorium, Kishinchand Chellaram College, 124, Dinshaw Wachha Road, Churchgate, Mumbai 400 020. At the said AGM, 135 Members were present in person/through authorised representatives/through proxy and transacted the business mentioned in the Notice of the AGM.

Pursuant to Regulations 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing the summary of the proceedings of the above AGM.

Kindly take the above on your records and inform the members of the exchange accordingly.

Thank you.

Yours faithfully,  
for JM Financial Limited



**Manish Sheth**  
Group Chief Financial Officer

Encl : a/a

## **Summary of Proceedings of the Thirty Second Annual General Meeting**

The Thirty Second Annual General Meeting (AGM) of the Members of the Company was held on Monday, July 24, 2017, at 4.00 p.m. at Rama and Sundri Watumull Auditorium, Kishinchand Chellaram College, 124, Dinshaw Wachha Road, Churchgate, Mumbai 400 020.

135 Members were present in person/through authorised representatives/through proxy at the above meeting.

The requisite quorum being present, Mr. Nimesh Kampani, the Chairman called the meeting to order and welcomed the Members to the meeting.

Following directors and the auditors were present at the above meeting:

### **DIRECTORS:**

1. Mr. Nimesh Kampani – Non-Executive Chairman
2. Mr. E A Kshirsagar – Chairman of the Audit Committee
3. Mr. Darius E Udwardia – Independent Director
4. Mr. Paul Zuckerman – Independent Director
5. Dr. Vijay Kelkar – Chairman of the Nomination and Remuneration Committee
6. Mr. Keki Dadiseth – Independent Director
7. Ms. Jagi Mangat Panda – Independent Director
8. Mr. Vishal Kampani – Managing Director

### **STATUTORY AUDITORS**

Mr. Rahul Kochar – Representative of M/s. Khimji Kunverji & Co.,

### **SECRETARIAL AUDITORS**

Mr. N L Bhatia – Partner, M/s N L Bhatia & Associates  
Mr. Bhaskar Upadhyay – Partner, M/s N L Bhatia & Associates

The Chairman of the meeting informed that the statutory registers were open for inspection by the Members till the conclusion of the meeting.

With the consent of the Members, the Notice convening the Thirty Second AGM was taken as read. The Chairman informed the Members that since there are no qualifications, observations or comments in the Auditors' Report, the same may also be taken as read.

The Chairman then delivered his speech which inter alia, included that transition of leadership post his retirement from executive role was shaping well and Mr. Vishal Kampani has already charted out a medium term growth plan for all businesses. The Chairman also gave an overview of the financial performance of the Company for the year ended March 31, 2017. He also gave the highlights of standalone and consolidated financial results of the Company for the quarter ended June 30, 2017. Thereafter he invited the Members to propose and second the following resolutions in respect of the ordinary and special business set out in the Notice convening the Thirty Second AGM:

**Ordinary Business:**

1. Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the said documents together with the reports of the Board of Directors and the Auditors thereon.
2. Declaration of the final dividend on equity shares of the Company for the year ended March 31, 2017.
3. Appointment of a Director in place of Mr. Nimesh Kampani (DIN: 00009071), who retires by rotation and being eligible, offers himself for re-appointment.
4. Appointment of Deloitte Haskins & Sells, LLP, Chartered Accountants, Mumbai as the Statutory Auditors of the Company for a period of five years.

**Special Business:**

5. Appointment of Mr. Vishal Kampani (DIN: 00009079) as Managing Director of the Company for a period of five years with effect from October 1, 2016.
6. Approval for the issue of Redeemable Non-Convertible Debentures for an amount aggregating upto Rs. 5,000 Crore.
7. Approval to enter into transactions with JM Financial Credit Solutions Limited, which is a related party for an amount not exceeding Rs. 500 Crore during the financial year.
8. Approval to enter into transactions with JM Financial Asset Reconstruction Company Limited, which is a related party for an amount not exceeding Rs. 500 Crore during the financial year.

The Chairman then invited questions from the Members on the financials and the business to be transacted at the meeting and provided his response to the queries raised by the Members. He then announced that the results of remote e-voting and physical ballot paper will be declared after receipt of the Scrutiniser's report.

