

July 19, 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,

Sub: Declaration of Voting Results – Thirty Third Annual General Meeting
Security Code: **JMFINANCIL**

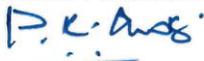
Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing the following documents:

1. Voting results in the format prescribed by Securities and Exchange Board of India;
2. The Scrutinizer's Consolidated Report dated July 18, 2018 on e-voting and physical ballot issued by Ms. Jayshree S Joshi, Proprietress of Jayshree Dagli & Associates, Company Secretaries.

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

Thank You.

Yours faithfully,
for JM Financial Limited



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

Date of the AGM/EGM	JM FINANCIAL LTD 18-07-2018
Total number of shareholders on record date	57884
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	17
Public:	86
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of the Standalone and Consolidated Audited Financial Statements including the Balance-sheet as at March 31, 2018 and the Statement of Profit and Loss for the year ended on that date, together with the reports of the Board of Directors and the Auditors thereon.							
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	1,04,09,76,516	52,04,88,258	50.0000	52,04,88,258	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		52,04,88,258	50.0000	52,04,88,258	0	100.0000	0.0000
Public- Institutions	E-Voting	35,35,65,264	9,52,63,909	26.9438	9,52,63,909	0	100.0000	0.0000
	Poll		46,00,000	1.3010	46,00,000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		9,98,63,909	28.2448	9,98,63,909	0	100.0000	0.0000
Public- Non Institutions	E-Voting	28,43,46,624	4,22,68,901	14.8653	4,22,68,896	5	99.9999	0.0000
	Poll		7,395	0.0026	7,395	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,22,76,296	14.8679	4,22,76,291	5	100.0000	0.0000
Total		1,67,88,89,404	66,26,28,463	39.4683	66,26,28,458	5	100.0000	0.0000



Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Declare final dividend.							
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	1,04,09,76,516	52,04,88,258	50.0000	52,04,88,258	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,04,09,76,516	52,04,88,258	50.0000	52,04,88,258	0	100.0000
Public- Institutions	E-Voting	35,35,65,264	9,68,10,083	27.3811	9,68,10,083	0	100.0000	0.0000
	Poll		46,00,000	1.3010	46,00,000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		35,35,65,264	10,14,10,083	28.6821	10,14,10,083	0	100.0000
Public- Non Institutions	E-Voting	28,43,46,624	4,22,68,896	14.8653	4,22,68,896	0	100.0000	0.0000
	Poll		7,395	0.0026	7,395	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		28,43,46,624	4,22,76,291	14.8679	4,22,76,291	0	100.0000
Total		1,67,88,88,404	66,41,74,632	39.5604	66,41,74,632	0	100.0000	0.0000



Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of a Director in place of Mr. Nimesh Kampani (DIN: 00009071), who retires by rotation and being eligible, offers himself for re-appointment.							
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	1,04,09,76,516	52,04,88,258	50.0000	52,04,88,258	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		52,04,88,258	50.0000	52,04,88,258	0	100.0000	0.0000
Public- Institutions	E-Voting	35,35,65,264	9,68,10,083	27.3811	9,01,75,013	66,35,070	93.1463	6.8537
	Poll		46,00,000	1.3010	46,00,000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10,14,10,083	28.6821	9,47,75,013	66,35,070	93.4572	6.5428
Public- Non Institutions	E-Voting	28,43,46,624	4,22,68,901	14.8653	4,22,68,878	23	99.9999	0.0000
	Poll		7,395	0.0026	7,395	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,22,76,296	14.8679	4,22,76,273	23	99.9999	0.0001
Total		1,67,88,88,404	66,41,74,637	39.5604	65,75,39,544	66,35,093	99.0010	0.9990



Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - To ratify the appointment of Deloitte Haskins & Sells, LLP, Chartered Accountants as the Statutory Auditors of the Company and to authorise the Board of Directors to fix their remuneration.							
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	1,04,09,76,516	52,04,88,258	50.0000	52,04,88,258	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,04,09,76,516	52,04,88,258	50.0000	52,04,88,258	0	100.0000
Public- Institutions	E-Voting	35,35,65,264	9,68,10,083	27.3811	9,68,10,083	0	100.0000	0.0000
	Poll		46,00,000	1.3010	46,00,000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		35,35,65,264	10,14,10,083	28.6821	10,14,10,083	0	100.0000
Public- Non Institutions	E-Voting	28,43,46,624	4,22,68,901	14.8653	4,22,68,896	5	99.9999	0.0000
	Poll		7,395	0.0026	7,395	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		28,43,46,624	4,22,76,296	14.8679	4,22,76,291	5	100.0000
Total		1,67,88,88,404	66,41,74,637	39.5604	65,41,74,632	5	100.0000	0.0000



Resolution No.	5							
Resolution required: (Ordinary/ Special)	ORDINARY - 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.							
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
Promoter and Promoter Group	E-Voting	1,04,09,76,516	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,04,09,76,516	0	0.0000	0	0	0.0000
Public- Institutions	E-Voting	35,35,65,264	9,26,17,683	26.1954	4,44,14,038	4,82,03,645	47.9542	52.0458
	Poll		46,00,000	1.3010	46,00,000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		35,35,65,264	9,72,17,683	27.4964	4,90,14,038	4,82,03,645	50.4168
Public- Non Institutions	E-Voting	28,43,46,624	4,07,03,246	14.3147	4,07,03,211	35	99.9999	0.0000
	Poll		7,395	0.0026	7,395	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		28,43,46,624	4,07,10,641	14.31725773	4,07,10,606	35	99.9999
Total		1,67,88,88,404	13,79,28,324	8.2155	8,97,24,644	4,82,03,680	65.0516	34.9484



Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - 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.							
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
Promoter and Promoter Group	E-Voting	1,04,09,76,516	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,04,09,76,516	0	0.0000	0	0	0.0000
Public- Institutions	E-Voting	35,35,65,264	9,26,17,683	26.1954	4,44,14,038	4,82,03,645	47.9542	52.0458
	Poll		46,00,000	1.3010	46,00,000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		35,35,65,264	9,72,17,683	27.4964	4,90,14,038	4,82,03,645	50.4168
Public- Non Institutions	E-Voting	28,43,46,624	4,07,03,246	14.3147	4,07,03,211	35	99.9999	0.0000
	Poll		7,395	0.0026	7,395	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		28,43,46,624	4,07,10,641	14.3173	4,07,10,606	35	99.9999
Total	1,67,83,88,404	13,79,28,324	8.2155	8,97,24,644	4,82,03,680	65.0516	34.9484	



Resolution No.	7							
Resolution required: (Ordinary/ Special)	SPECIAL - Issue of secured/unsecured redeemable Non-Convertible Debentures, in one or more series/tranches, aggregating up to Rs. 5,000 Crore							
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	1,04,09,76,516	52,04,88,258	50.0000	52,04,88,258	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,04,09,76,516	52,04,88,258	50.0000	52,04,88,258	0	100.0000
Public- Institutions	E-Voting	35,35,65,264	9,68,10,083	27.3811	9,63,48,344	4,61,739	99.5230	0.4770
	Poll		46,00,000	1.3010	46,00,000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		35,35,65,264	10,14,10,083	28.6821	10,09,48,344	4,61,739	99.5447
Public- Non Institutions	E-Voting	28,43,46,624	4,22,68,846	14.8653	4,22,68,811	35	99.9999	0.0000
	Poll		7,395	0.0026	7,395	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		28,43,46,624	4,22,76,241	14.8679	4,22,76,206	35	99.9999
Total		1,67,88,88,404	66,41,74,582	39.5604	66,37,12,808	4,61,774	99.9306	0.0694



Resolution No.	8							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-classification of the status of Mr. Ashith Kampani, (currently constituting part of promoter group of the Company), from Promoter Group category to Non-Promoter Group/Public category.							
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	1,04,09,76,516	52,04,88,258	50.0000	52,04,88,258	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,04,09,76,516	52,04,88,258	50.0000	52,04,88,258	0	100.0000
Public- Institutions	E-Voting	35,35,65,264	9,68,10,083	27.3811	9,68,10,083	0	100.0000	0.0000
	Poll		46,00,000	1.3010	46,00,000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		35,35,65,264	10,14,10,083	28.6821	10,14,10,083	0	100.0000
Public- Non Institutions	E-Voting	28,43,46,624	4,22,68,746	14.8652	4,22,68,711	35	99.9999	0.0001
	Poll		7,395	0.0026	7,395	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		28,43,46,624	4,22,76,141	14.8678	4,22,76,106	35	99.9999
Total		1,67,88,88,404	66,41,74,482	39.5604	66,41,74,447	35	100.0000	0.0000



Resolution No.	9							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval of the Members pursuant to Section 186 of the Act for giving of loan, guarantee and/or providing security in connection with any loan and/or to make further investments in the securities up to an aggregate amount of Rs.2,000 Crore (Rupees Two Thousand Crore Only) over and above the limits available to the Company of 60% (Sixty percent) of its paid up share capital, free reserves and securities premium account or 100% (One Hundred Percent) of its free reserves and securities premium account, whichever is more and remaining outstanding at any point of time.							
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	1,04,09,76,516	52,04,88,258	50.0000	52,04,88,258	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,04,09,76,516	52,04,88,258	50.0000	52,04,88,258	0	100.0000
Public- Institutions	E-Voting	35,35,65,264	9,26,17,683	26.1954	4,44,14,038	4,82,03,645	47.9542	52.0458
	Poll		46,00,000	1.3010	46,00,000	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		35,35,65,264	9,72,17,683	27.4964	4,90,14,038	4,82,03,645	50.4168
Public- Non Institutions	E-Voting	28,43,46,624	4,22,68,901	14.8653	4,22,68,693	208	99.9995	0.0005
	Poll		7,395	0.0026	7,395	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		28,43,46,624	4,22,76,296	14.8679	4,22,76,088	208	99.9995
Total		1,67,88,88,404	65,99,82,137	39.3107	61,17,78,384	4,82,03,853	92.6962	7.3038



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

Date:18.07.2018

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

**{Pursuant to section 108 of the Companies Act, 2013 and Rule 20(4) (xii) of the
Companies (Management and Administration) Rules, 2014}**

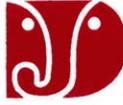
To,

The Chairman of 33rd Annual General Meeting of the Members of **JM Financial Limited** (the Company) held on Wednesday, July 18, 2018, at 3:00 p.m. at J. K. Banquets Hall, Industry Manor, 1/B - 1&2, Ground Floor, Appasaheb Marathe Marg, Near Century Bhavan, Prabhadevi, Mumbai - 400 025.

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 33rd Annual General Meeting (AGM) of the Members of the Company, held on Wednesday, the 18th day of July, 2018.
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 thereunder and also the requirements thereof relating to voting through electronic means and Polling Process on the resolutions contained in the Notice of the 33rdAGM 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 33rdAGM, 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 33rdAGM.
3. Further to above, I submit my Report as under:-
 - i. The Remote e-Voting period remained open from Saturday, 14th July, 2018 (9.00 A.M.) to Tuesday, 17th July, 2018 (5.00 P.M.)

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- ii. The Members of the Company as on the "cut-off" date i.e. 11th July, 2018 were entitled to vote on the Resolutions (items No. 1 to 9 as set out in the Notice of the 33rd 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 4.32 p.m. i.e. after counting the votes cast at the 33rd 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

Jayshree S. Joshi
(Scrutinizer)

For JM Financial Limited

D. K. Doshi

Company Secretary

Countersigned by:

Encl.: As Above

Annexure

JM Financial Limited
33rd 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, 2018 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, 2018, together with the Report of Statutory Auditors thereon. [Ordinary Resolution]

Total Vote Cast:	662628463	Total Valid Votes:	662628463	Invalid Votes:	0
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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	%
658021063	99.999999	5	0.000001	4607395	100	0	0	662628458	99.999999	5	0.000001
Invalid Votes:		0		Invalid Votes:		0		Invalid Votes:		0	

Result: Resolution passed majority.

JM Financial Limited
33rd AGM

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

Total Vote Cast:	664174632	Total Valid Votes:	664174632	Invalid Votes:	0
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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	%
659567237	100	0	0	4607395	100	0	0	664174632	100	0	0
Invalid Votes:		0		Invalid Votes:		0		Invalid Votes:		0	

Result: Resolution passed Unanimously.



JM Financial Limited
33rd 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:	664174637	Total Valid Votes:	664174637	Invalid Votes:	0
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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	%
652932149	98.994023	6635093	1.005977	4607395	100	0	0	657539544	99.0010018	6635093	0.998998
Invalid Votes:		0		Invalid Votes:		0		Invalid Votes:		0	

Result: Resolution passed by Majority.



IM Financial Limited
33rd AGM

Resolution No.:4 -To ratify the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants (Registration No. 11736W/W-100018) as Statutory Auditors and to authorize the Board of Directors to fix their remuneration. [Ordinary Resolution]

Total Vote Cast:	664174637	Total Valid Votes:	664174637	Invalid Votes:	0
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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	%
659567237	99.999999	5	0.000001	4607395	100	0	0	664174632	99.999999	5	0.000001
Invalid Votes:		0		Invalid Votes:		0		Invalid Votes:		0	

Result: Resolution passed by Majority.

JM Financial Limited
33rd AGM

Resolution No.:5 -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]

Total Vote Cast:	138247324	Total Valid Votes:	137928324	Invalid Votes:	319000
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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	%
85117249	63.843876	48203680	36.156124	4607395	100	0	0	89724644	65.0516452	48203680	34.948355
Invalid Votes:		319000		Invalid Votes:		0		Invalid Votes:		319000	

Result: Resolution passed majority.

B

JM Financial Limited
33rd AGM

**Resolution No.:6 -To grant Approval to enter into transactions from time to time with JM Financial Asset Reconstruction Company Limited, a related party, not Exceeding Rs.500 Crore during a financial year.
[Ordinary Resolution]**

Total Vote Cast:	138247324	Total Valid Votes:	137928324	Invalid Votes:	319000
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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	%
85117249	63.843876	48203680	36.156124	4607395	100	0	0	89724644	65.0516452	48203680	34.948355
Invalid Votes:		319000		Invalid Votes:		0		Invalid Votes:		319000	

Result: Resolution passed by Majority.



JM Financial Limited
33rd AGM

Resolution No.:7 -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:	664174582	Total Valid Votes:	664174582	Invalid Votes:	0
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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	%
659105413	99.929988	461774	0.070012	4607395	100	0	0	663712808	99.930474	461774	0.069526
Invalid Votes:		0		Invalid Votes:		0		Invalid Votes:		0	

Result: Resolution passed by requisite Majority.



IM Financial Limited
33rd AGM

**Resolution No.:8 -To reclassify Mr. Ashith Kampani from Promoter Group Category to Non-Promoter Group/
Public Category.
[Special Resolution]**

Total Vote Cast:	664174482	Total Valid Votes:	664174482	Invalid Votes:	0
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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	%
659567052	99.999995	35	0.000005	4607395	100	0	0	664174447	99.999995	35	0.000005
Invalid Votes:		0		Invalid Votes:		0		Invalid Votes:		0	

Result: Resolution passed by requisite Majority.



JM Financial Limited
33rd AGM

**Resolution No.:9 -To approve giving of loan(s) and/or guarantee(s) and/or providing security(ies) in connection with loan(s) to any person and/or body corporate and/or acquisition of securities of other body(ies) corporate for an amount of up to Rs.2,000 Crore over and above the limits available to the Company pursuant to Section 186 of Companies Act, 2013.
[Special Resolution]**

Total Vote Cast:	659982237	Total Valid Votes:	659982237	Invalid Votes:	0
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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	%
607170989	92.644842	48203853	7.355158	4607395	100	0	0	611778384	92.6961893	48203853	7.303811
Invalid Votes:		0	Invalid Votes:		0	Invalid Votes:		0			

Result: Resolution passed by requisite Majority.

July 18, 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: Summary of proceedings of the Thirty Third Annual General Meeting
Symbol: **JMFINANCIL**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing a summary of the proceedings of the Company's Thirty Third Annual General Meeting held today.

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

Thank you.

Yours faithfully,
for JM Financial Limited



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

Encl: a/a

**Summary of Proceedings of the Thirty Third Annual General Meeting of
JM Financial Limited ('the Company')**

The Thirty Third Annual General Meeting (AGM) of the Members of the Company was held on Wednesday, July 18, 2018, at 3.00 p.m. at J. K. Banquets Hall, Industry Manor, 1/B – 1&2, Ground Floor, Appasaheb Marathe Marg, Near Century Bhavan, Prabhadevi, Mumbai 400 025.

92 (Ninety-two) Members were present in person/through authorised representatives/through proxy at the above meeting.

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

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

DIRECTORS:

- | | | |
|-----------------------|---|---|
| Mr. Nimesh Kampani | - | Non-Executive Chairman |
| Mr. E A Kshirsagar | - | Independent Director and the Chairman of the Audit Committee |
| Mr. Darius E Udawadia | - | Independent Director |
| Mr. Paul Zuckerman | - | Independent Director |
| Dr. Vijay Kelkar | - | Independent Director and the Chairman of the Nomination and Remuneration Committee and Stakeholders' Relationship Committee |
| Mr. Keki Dadiseth | - | Independent Director |
| Ms. Jagi Mangat Panda | - | Independent Director |
| Mr. Vishal Kampani | - | Managing Director |

STATUTORY AUDITORS

- | | | |
|-------------------|---|--|
| Mr. Vishal Parekh | - | Representative of Deloitte Haskins & Sells, LLP, Chartered Accountants |
|-------------------|---|--|

SECRETARIAL AUDITORS

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

JM Financial Limited

Corporate Identity Number : L67120MH1986PLC038784

Regd. Office: 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025.

T: +91 22 6630 3030 F: +91 22 6630 3223 www.jmfl.com

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

With the consent of the Members present at the meeting, the Notice convening the Thirty Third AGM was taken as read. As there were no qualifications, observations, comments in the Audit Report, the Chairman informed the Members that the same was not required to be read.

The Chairman then delivered his speech which, inter alia, covered the following:

- Brief about the Global and Indian economy;
- An overview of the financial performance of the Company for the Financial Year 2017-18;
- Key implications of migration from Indian GAAP to Indian Accounting Standards on the Company's financial statements;
- Highlights of the consolidated first quarter results - FY 19.

The Chairman then invited the Members to give their suggestions, comments and raise queries, if any, on the Company's financial performance and businesses upon which some of the members gave suggestions, paid compliments, and raised some queries. The Chairman responded to the queries raised by the members.

The Chairman informed that the remote e-voting facility was provided to the Members of the Company in respect of the resolutions to be passed at the meeting. He further informed that the remote e-voting commenced at 9.00 a.m. on Saturday, July 14, 2018 and ended at 5.00 p.m. on Tuesday, July 17, 2018. He stated that the facility for voting through ballot paper was made available at the AGM and the members attending the meeting were able to exercise their right to vote at the meeting through ballot paper in case they have not cast their votes by remote e-voting. He further stated that Ms. Jayshree S Joshi, Proprietress of Jayshree Dagli & Associates, Company Secretaries, Mumbai was appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

Thereafter, the resolutions in respect of the following businesses as set out in the Notice convening the Thirty Third Annual General Meeting were proposed and seconded by the Members:

Ordinary Business:

1. (a) Adoption of Audited Standalone Financial Statements including the Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss for the year ended on that date, together with the reports of the Board of Directors and the Auditors thereon; and

(b) Adoption of Audited Consolidated Financial Statements including the Balance Sheet as at March 31, 2018 and the Statement of Profit and Loss for the year ended on that date, together with the report of the Auditors thereon.
2. Declaration of the final dividend on equity shares of the Company for the year ended March 31, 2018.

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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. Ratification of appointment Deloitte Haskins & Sells, LLP, Chartered Accountants, Mumbai (Registration No. 117366W/W-100018), as the Statutory Auditors of the Company at a remuneration to be decided by the Board of Directors of the Company.

Special Business:

5. 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.
6. 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.
7. Approval for the issue of Redeemable Non-Convertible Debentures for an amount aggregating upto Rs. 5,000 Crore.
8. Reclassification of Mr. Ashith Kampani from Promoters' Group to Non-Promoters' Group/Public Category.
9. Approval for giving of loan(s) and/or guarantee(s) and/or providing security(ies) in connection with loan(s) to any person and/or body corporate and/or acquisition of securities of other body(ies) corporate for an amount of up to Rs. 2,000 Crore over and above the limits available to the Company pursuant to Section 186 of Companies Act, 2013.

The Chairman then informed the Members that results of e-voting and the physical ballot paper along with the consolidated Scrutinizers Report shall be uploaded on the websites of the Company and its Registrar and Share Transfer Agents website and disseminated to the BSE Limited and National Stock Exchange of India Limited.

The meeting then concluded at 4.10 p.m. with a vote of thanks to the Chair.

~

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