JM FINANCIAL

August 23, 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,

Sub: **Notice of Postal Ballot**
Security Code: **JMFINANCIL**

We wish to inform you that approval of shareholders is being sought through postal ballot for authorising the Board of Directors to borrow, the moneys in excess of the aggregate of the Company's paid-up share capital and its free reserves, subject to a maximum of Rs. 5,000 Crore (Rupees Five Thousand Crore only).

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose a copy of the postal ballot notice and other documents as sent to the shareholders of the Company in this regard.

The above referred documents are also uploaded on the website of the Company viz., www.jmfl.com.

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

JM FINANCIAL LIMITED

CIN: L67120MH1986PLC038784
Registered Office: 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025.
Tel.: +91 022 6630 3030 Fax.: +91 022 6630 3223 Website.: www.jmfl.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, 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 and subject to other applicable laws and regulations, that the resolution appended below for borrowing the moneys in excess of paid up capital and free reserves of the Company subject to a maximum of Rs. 5,000 Crore, is proposed to be passed by the Members through Postal Ballot/electronic voting (e-voting).

1. To consider, and if thought fit, to pass the following resolution as **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification or re-enactment thereof, for the time being in force, and subject to the provisions of the Company's Memorandum and Articles of Association, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any Committee thereof), to borrow, from time to time, as the Board may think fit, any sum or sums of money in any manner, notwithstanding that the monies to be so borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, PROVIDED HOWEVER THAT the aggregate amount of monies thus borrowed by the Company and remaining outstanding at any point of time, shall not exceed Rs. 5,000 Crore (Rupees Five Thousand Crore only)."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to decide all the terms and conditions for the monies to be thus borrowed at its absolute discretion and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto."

By Order of the Board

Prashant Choksi
Group Head - Compliance, Legal
& Company Secretary

Date: August 18, 2017

Registered Office:
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi
Mumbai - 400025
(CIN: L67120MH1986PLC038784**)**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts concerning the Special Resolution is annexed hereto.
2. Ms. Jayshree S Joshi, Company Secretary (Membership No. FCS 1451), Proprietress of Jayshree Dagli & Associates, Company Secretaries in practice, Mumbai has been appointed as the Scrutiniser for conducting the postal ballot process in a fair and transparent manner.
3. Electronic copy of the Postal Ballot Notice and Postal Ballot Form is being sent to all the members who hold shares in dematerialised mode and whose email IDs are registered with their respective DPs. Those members who have not registered their email address, physical copy of the said Postal Ballot Notice and Postal Ballot Form is being sent through permitted mode along with a self-addressed postage pre-paid Business Reply Envelope.
4. Members whose names appear in the Register of Members/List of Beneficial Owners as on August 18, 2017 will be considered for the purpose of voting.
5. The voting rights of the Members (through postal ballot form or e-voting) shall be reckoned on the equity shares held by them as on August 18, 2017 (End of Day), being the cut-off date fixed for the purpose.
6. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to its Members to exercise their votes electronically and to vote on the resolution through e-voting service facility arranged by Karvy Computershare Private Limited.
7. The e- voting period will commence on August 25, 2017 (9.00 a.m.) and end on September 23, 2017 (5.00 p.m.) (both the days inclusive). During this period, Members holding shares either in physical form or in dematerialised form, may cast their votes electronically. The e-voting module shall be disabled by Karvy thereafter. Please note that once the vote on a resolution has been cast, the Member cannot change it subsequently.
8. A Member need not use all his/her/its votes nor does he/she/it need to cast all his/her/its votes in the same manner. The Scrutiniser's decision on the validity or otherwise of the postal ballot will be final.
9. Kindly note that the Members can opt for only one mode of voting i.e., either through postal ballot form or e-voting. If the Members opt for e-voting, then they should not vote through postal ballot form and vice versa. However, in case Members cast their vote through postal ballot form and e-voting, then voting done through e-voting only shall prevail and voting done by postal ballot will be treated as invalid.
10. In case a Member is desirous of obtaining postal ballot in printed form or a duplicate thereof, the Member may write to the Company's Registrars – Karvy Computershare Private Limited, Unit: JM Financial Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, - 500 032 or to the e-mail ID einward.ris@karvy.com or send an e-mail to shareholdergrievance@jmfl.com. The Registrars will forward the same along with self-addressed pre-paid postage Business Reply Envelope upon receipt of a request from the Member.
11. The Postal Ballot Notice has been uploaded on the website of the Company viz., www.jmfl.com.
12. The resolution, if passed by the requisite majority, shall be deemed to have been passed on September 23, 2017 i.e., the last date specified for receipt of duly completed postal ballot forms or e-voting. Resolutions passed by Members with requisite majority, through postal ballot shall be deemed to have been passed at a general meeting of Members convened on that behalf.
13. **Instructions for voting**

    A. Voting through Physical Postal Ballot Form:

    1. A member desirous of exercising vote by Postal Ballot shall complete the enclosed postal ballot form by marking his/her/its assent (for) or dissent (against) in respect of the special resolution and send it to the Scrutiniser in the enclosed self-addressed pre-paid postage business reply envelope. Postage charges will be borne and paid by the Company. Alternatively, in case a Member sends the postal ballot form by courier or registered post or delivers it in person at his expense, such postal ballot form will also be accepted.

2. The postal ballot form, duly completed and signed by the Member should be returned in the enclosed self-addressed pre-paid postage business reply envelope directly to the Scrutiniser so as to reach the Scrutiniser not later than September 23, 2017. Any postal ballot form received after the said date shall be treated as if the reply from the Member has not been received. No other form or photocopy of the postal ballot form will be permitted/accepted.

B. Voting through remote e-voting:

For members who receive Postal Ballot Notice through email:

i. Initial password is provided in the body of the email.

ii. Launch internet browser by typing the URL: https://evoting.karvy.com.

iii. Enter the login credentials (i.e. User ID and Password) which will be sent separately. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your vote. If required, please visit https://evoting.karvy.com or contact toll free number 1-800-3454-001 for your existing password.

iv. After entering the details appropriately, click on LOGIN.

v. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

vi. You need to login again with the new credentials.

vii. On successful login, the system will prompt you to select the E-voting Event Number for JM Financial Limited.

viii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution then enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. If you do not want to cast your vote, select 'ABSTAIN'.

ix. Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.

x. You may cast your vote by selecting an appropriate option and click on 'SUBMIT'.

xi. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you confirm your vote on the Resolution, you will not be allowed to modify your vote. During the voting period, you can login any number of times till you have voted on the Resolution.

xii. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory (ies) who is/are authorised to vote, to the Scrutiniser through email at jayshreedagli@gmail.com or shareholdergrievance@jmfl.com and may also upload the same in the evoting module in their login. The scanned image of the above documents should be in the naming format 'Corporate Name_EVENTNo.'

For members who receive Postal Ballot Notice by post:

i. Initial password is provided as below at the bottom of the Postal Ballot Form to be used to exercise your vote in respect of the proposed resolution.

EVEN (E-Voting Event Number)	USER ID	PASSWORD

ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) as above, to cast your vote by electronic means.

14. In case of any query pertaining to e-voting, please visit 'Help & FAQ's section' available at Karvy's website https://evoting.karvy.com.

15. Members may alternatively cast their votes using the postal ballot form available on the Company's website i.e., www.jmfl.com and also on the website of Karvy at https://evoting.karvy.com. Please refer instructions provided in the postal ballot form.

16. The Scrutiniser will submit her report to the Chairman of the Company after completion of the scrutiny and the results of the voting by postal ballot/e-voting will be declared by the Chairman or, in his absence, by the Person Authorised by him on or before September 25, 2017 at the Registered Office of the Company at 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400 025. The said results will also be intimated to the stock exchanges and uploaded on the Company's website viz., www.jmfl.com.

Statement to be annexed to Postal Ballot Notice pursuant to Section 102(1) of the Companies Act, 2013

Pursuant to Section 180(1)(c) of the Companies Act, 2013 ('the Act'), in case any company wishes to borrow the monies in excess of its paid-up share capital and free reserves, (apart from temporary loans obtained from the company's bankers in ordinary course of business) it shall obtain consent of the members by a special resolution.

As the members are aware, a special resolution approving the issue of Non-convertible Debentures (NCDs) for an amount aggregating up to Rs. 5,000 Crore has been passed at the Company's Thirty Second Annual General Meeting held on July 24, 2017. Based on the restructuring exercise undertaken by the Company, two of its wholly owned subsidiaries, viz., JM Financial Institutional Securities Limited and JM Financial Investment Managers Limited are proposed to be merged with the Company through the scheme of amalgamation. Post completion of the restructuring exercise, the Company would cease to be a Core Investment Company (CIC) and would become a SEBI registered merchant banker subject to necessary regulatory and other approvals.

In view of the above, the limit on borrowing the moneys under the Core Investment Companies (Reserve Bank) Directions, 2016 would not be applicable to the Company. As an operating company, it will also need to arrange access to funding in respect of its various business requirements. Some of the businesses of the Group will continue to be carried out by the Company's continuing subsidiary companies. The Company would, as a holding Company, need to support any urgent capital or financial needs of its operating subsidiaries on a need basis. It is therefore proposed to obtain the Members' consent through the special resolution to borrow the moneys in excess of the Company's paid up capital and free reserves pursuant to Section 180(1)(c) of the Act subject to a maximum borrowing of Rs. 5,000 Crore and remaining outstanding at any point in time.

The Board commends passing of the Special Resolution as set out in the Notice.

None of the Directors/Key Managerial Personnel of the Company, or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out in the accompanying Notice.

By Order of the Board

Prashant Choksi
Group Head - Compliance, Legal
& Company Secretary

Date: August 18, 2017

Registered Office:
7th Floor, Cnergy
Appasaheb Marathe Marg
Prabhadevi
Mumbai - 400025
(CIN: L67120MH1986PLC038784**)**

JM FINANCIAL LIMITED

CIN: L67120MH1986PLC038784
Registered Office: 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025
Tel: +91 22 6630 3030 • Fax: +91 22 6630 3223 • Website: www.jmfl.com

POSTAL BALLOT FORM

Name(s) of Member(s) including joint holders, if any. :
(in block letters)

Registered Address of the sole/first named Member :

Register Folio No./DP ID - Client ID No.* :
(*Applicable to Members holding shares in dematerialised form)

Number of shares held :
(As on August 18, 2017 being the "cut-off date")

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice dated August 18, 2017 of the Company by coneying my/our assent or dissent to the said resolution by placing the tick (√) mark at the appropriate box below:

Resolution No.	Description	No. of shares	I/We assent to the Special Resolution (FOR)	I/We dissent to the Special Resolution (AGAINST)
1	To authorise the Board of Directors to borrow, from time to time, any sum or sums of money, notwithstanding that the monies to be so borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the Company's paid-up share capital and its free reserves, but shall not exceed Rs. 5,000 Crore (Rupees Five Thousand Crore only).			

NOTE: Please read carefully the instructions printed overleaf before exercising your vote.

Place:
Date:

……
(Signature of the Member)

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	Password/PIN

Instructions for filling Postal Ballot Form:

1. A Member desiring to exercise vote by Postal Ballot shall complete this Postal Ballot Form and send it to the Scrutiniser, Ms. Jayshree S Joshi of Jayshree Dagli & Associates, Company Secretaries in practice, in the attached self-addressed pre-paid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the Member will also be accepted.

2. The prepaid envelope bears the address of the scrutiniser appointed for the purpose of conducting the postal ballot process and also to scrutinise the e-voting process in a fair and transparent manner.

3. This Form should be completed and signed by the Member as per the specimen signature registered with the Company or his/her Depository Participant. In case of joint holding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named Member.

4. Duly completed Postal Ballot Form should reach the Scrutiniser on or before September 23, 2017. All Postal Ballot Forms received after this date will be strictly treated as if reply from the Member has not been received.

5. There will be only one Postal Ballot Form for every Folio/DP ID – Client ID irrespective of the number of joint holder(s). Postal Ballot cannot be filled in by a proxy.

6. In case of shares held by companies, trusts, societies, etc., the duly completed and signed Postal Ballot Form should be accompanied by a certified true copy of the power of attorney/the board resolution/authority letter attested by authorised signatory(ies).

7. Members are requested not to send any other documents along with the Postal Ballot Form in the self-addressed pre-paid postage Business Reply Envelope, as all such envelopes will be sent to the Scrutiniser and any extraneous documents found in such envelope would be destroyed by the Scrutiniser and the Company would not be liable to acknowledge or act on the same.

8. A Member need not use all the votes or cast all the votes in the same way. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on August 18, 2017.

9. Members are requested to fill in the Postal Ballot Form in indelible ink and not in any erasable writing mode. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutiniser's decision on the validity of a Postal Ballot will be final and binding.

10. The Company is also offering e-Voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The detailed procedure for e-Voting has been enumerated in the Notes to the Postal Ballot Notice dated August 18, 2017.

11. A Member seeking duplicate Postal Ballot Form can write to the Company's Registrars - Karvy Computershare Private Limited, Unit: JM Financial Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, - 500 032 or to the e-mail ID einward.ris@karvy.com or send an e-mail to shareholdergrievance@jmfl.com. The Registrars will forward the same along with self-addressed pre-paid postage Business Reply Envelope upon receipt of a request from the Member. Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutiniser not later than September 23, 2017.

12. The result of the Postal Ballot shall be declared on September 25, 2017. The resolution, if passed by the requisite majority, shall be deemed to have been passed on September 23, 2017 i.e., the last date specified for receipt of duly completed postal ballot forms or e-voting.