JM FINANCIAL

September 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: Intimation of voting results for equity shareholders' meeting
Symbol: **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 at the meeting of equity shareholders (convened pursuant to the Order dated August 2, 2017 of National Company Law Tribunal, Mumbai Bench) held on Monday, September 25, 2017 at 4.00 p.m. at P L Deshapnde Mini Theatre, Ravindra Natya Mandir, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai 400025.

We are also forwarding herewith a copy of the report dated September 25, 2017, 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 voting process in a fair and transparent manner.

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

Thank you.

Yours faithfully,
for JM Financial Limited

Manish Sheth
Group Chief Financial Officer

Encl: a/a

JM FINANCIAL LIMITED

VOTING RESULTS OF NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING

Date of the meeting of Equity Shareholders	September 25, 2017
Total number of shareholders on record date (as on cut-off date of 18.09.2017)	43,967
No. of shareholders present in the meeting either in person or through proxy:	47
Promoters and Promoter Group:	11
Public:	36
No. of Shareholders attended the meeting through Video Conferencing	Not arranged
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
Resolution required: (Ordinary/Special)	As per Section 230(6) of Companies Act, 2013
Description of Resolution considered	To approve the Scheme of Amalgamation between JM Financial Institutional Securities Limited and JM Financial Investment Managers Limited and JM Financial Limited and their respective shareholders and related matters thereto
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	519121993	519121905	100.000	519121905	0	100.000	0.000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
Public- Institutions	E-Voting	130456353	72738269	55.757	72738269	0	100.000	0.000
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
Public- Non Institutions	E-Voting	147489064	17921573	12.151	17921568	5	*100	**0.000
	Poll		14053088	9.528	14053088	0	100.000	0.000
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	797067410	623834835	78.266	623834830	5	100.000	0.000

*Actual 99.99999992 rounded off to 100.00

**Actual 0.000000008 rounded off to 0.00

JM Financial Limited Mumbai

JM FINANCIAL

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: September 25, 2017

SCRUTINIZER'S REPORT

To,
The Chairperson of
NCLT convened Meeting of the Equity Shareholders of
JM Financial Limited
held on Monday, September 25, 2017 at 4:00 pm. at
P.L. Deshpande Mini Theatre, Ravindra Natya Mandir,
Near Siddhivinayak Temple, Sayani Road,
Prabhadevi, Mumbai – 400 025

Dear Sir,

1. The National Company Law Tribunal, Mumbai Bench has appointed me as the Scrutinizer as provided in the order dated August 2, 2017 for conducting the ballot voting and e-Voting process at the meeting of Equity Shareholders of JM Financial Limited ("the Company") held on Monday, September 25, 2017 at 4:00 p.m. at P.L. Deshpande Mini Theatre, Ravindra Natya Mandir, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai – 400 025 ("**Meeting**") in a fair and transparent manner for the resolution as set out in the Notice of the Meeting.

2. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and in pursuance of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with applicable Secretarial Standards, the Company had provided to its Members the Remote e-Voting facility as provided by Karvy Computershare Private Limited ("Karvy") for the Resolution as set out in the Notice of the said Meeting.

3. Further, the facility for voting through Ballot Paper was also made available at the Meeting for those Members / proxy holders who attended the Meeting and have not cast their vote by Remote e-Voting.

Contd...2

Jayshree S. Joshi
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COMPANY SECRETARIES

4.9 The e-Voting data was scrutinized by me for verification of votes cast in favour and against the Resolution, as set out in the Notice of the Meeting.

5. A summary of the voting through ballot forms received and through Remote e-Voting is given as per **Annexure A**.

6. I have handed over the ballot forms and other related papers/ registers and records for the safe custody to the Chairperson who has been authorized by the National Company Law Tribunal, Mumbai Bench to supervise the Ballot process.

7. On the basis of the scrutiny of the ballot forms and votes cast through electronic mode, the Resolution as set out in the Notice of the Meeting has been passed by the Shareholders of the Company with requisite majority in accordance with the provisions of Companies Act, 2013.

8. You may accordingly declare the voting result.

Thanking you.

Jayshree S. Joshi

JAYSHREE S JOSHI
FCS-1451, CP-487
JAYSHREE DAGLI & ASSOCIATES
Company Secretaries
Unique Code No.S1995MH013400

ENCL: As above.

Jayshree S. Joshi
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4. I submit my report as under:

4.1 The Company had given the ballot forms to the members who were present at the Meeting held on Monday, September 25, 2017 at 4:00 pm at P.L. Deshpande Mini Theatre, Ravindra Natya Mandir, Near Siddhivinayak Temple, Sayani Road, Prabhadevi, Mumbai – 400 025.

4.2 Particulars of all the ballot forms received from the Members and the votes cast by electronic mode have been entered in register maintained for the purpose.

4.3 The Ballot Forms/ Polling Papers were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such ballot forms.

4.4 The ballot box was opened in my presence.

4.5 The ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the Company as on September 18, 2017.

4.6 I did not find any defaced or mutilated Ballot Papers.

4.7 The e-Voting period had commenced on Thursday, September 21, 2017 (9:00 a.m.) and ended on Sunday, September 24, 2017 (5:00 p.m.).

4.8 I have also received a complete record from Karvy, the agency appointed for providing and supervising electronic platform, of votes cast through electronic mode upto 5:00 pm on September 24, 2017. The votes cast were unblocked on September 25, 2017 at 4:25 p.m. (IST) in the presence of two witnesses, CS Ajay V. Mehta (ACS 9332) and CS Akshay Joshi (ACS 34724) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

AVMehta

CS Ajay V. Mehta

A.A.Joshi

CS Akshay Joshi

Contd…3

Jayshree S. Joshi
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Annexure A

Resolution: Approval of Scheme of Amalgamation between JM Financial Institutional Securities Limited and JM Financial Investment Managers Limited and JM Financial Limited and their respective Shareholders.

Particulars	Remote E-Voting		Polling at the Meeting		Consolidated Voting Results			
	No. of Members Voted	No. of Valid votes cast	No. of Members / Proxy Voted	No. of Valid votes cast	Total No. of Members Voted	% of Members Voted	Total No. of Votes cast	% of total number of valid votes cast
Voted in favour of the Resolution	215	609781742	13	14053088	228	99.56	623834830	*100.00
Voted against the Resolution	1	5	0	0	1	0.44	5	**0.00
Total	**216**	**609781747**	**13**	**14053088**	**229**	**100.00**	**623834835**	**100.00**
Invalid Votes		0		0			0	

* Actual 99.999999992 rounded off to 100.00
** Actual 0.000000008 rounded off to 0.00

Jayshree S. Joshi

JAYSHREE S JOSHI
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JAYSHREE DAGLI & ASSOCIATES
Company Secretaries
Unique Code No.S1995MH013400