

Compliance Report on Corporate Governance

[As per Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)]

1. Name of Listed Entity – JM Financial Limited
2. Quarter ending – March 31, 2016

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Nimesh Kampani	AAHPK2701P00009071	Chairperson-Executive	April 1, 2012	5 years from April 1, 2012	5	5	-
Mr.	Eknath Atmaram Kshirsagar	AAGPK7567E00121824	Non-Executive – Independent	July 3, 2014	5 years from July 3, 2014	6	3	4
Mr.	Darius Erach Udawadia	AAAPU2263K00009755	Non-Executive – Independent	July 3, 2014	5 years from July 3, 2014	7	8	2
Mr.	Paul Zuckerman	ABDPZ4175B00112255	Non-Executive – Independent	July 3, 2014	5 years from July 3, 2014	1	3	-
Mr.	Vijay Laxman Kelkar	ACSPK8324P00011991	Non-Executive – Independent	July 3, 2014	5 years from July 3, 2014	5	2	2
Mr.	Keki Bomi Dadiseth	AAEPD8257E00052165	Non-Executive – Independent	July 3, 2014	5 years from July 3, 2014	6	6	4
Ms.	Jagi Mangat Panda	AARPP3145Q00304690	Non-Executive – Independent	March 31, 2015	5 years from March 31, 2015	2	2	-
Mr.	Vishal Kampani	AABPK5329F00009079	Non Executive	February 3, 2016	-	1	1	-

Compliance Report on Corporate Governance

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II. Composition of Committees			
Name of the Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) &	
1. Audit Committee	1. Mr. E A Kshirsagar 2. Dr. Vijay Kelkar 3. Mr. Paul Zuckerman	Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent	
2. Nomination & Remuneration Committee	1. Dr. Vijay Kelkar 2. Mr. Nimesh Kampani 3. E A Kshirsagar 4. Darius E Udawadia	Non-Executive-Independent Chairperson- Executive Non-Executive-Independent Non-Executive-Independent	
3. Risk Management Committee (If applicable)	Not Applicable		
4. Stakeholder’s Relationship Committee	1. Dr. Vijay Kelkar 2. Mr. Nimesh Kampani	Non-Executive-Independent Chairperson-Executive	
III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
October 29, 2015 December 11, 2015	February 3, 2016 March 29, 2016	53 days between December 11, 2015 and February 3, 2016	
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee			
February 3, 2016	Yes	October 29, 2015	96 days between October 29, 2015 and February 3, 2016
Stakeholder’s Relationship Committee			
February 3, 2016	Yes	October 29, 2015	96 days between October 29, 2015 and February 3, 2016
V. Related Party Transactions			
Subject	Compliance Status (Yes/No/NA) refer not below		
Whether prior approval of audit committee obtained	Yes		
Whether shareholder approval obtained for material RPT	Yes		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes		

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VI. Affirmations

1. *The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.*
2. *The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.*
 - a. *Audit Committee*
 - b. *Nomination & remuneration committee*
 - c. *Stakeholders relationship committee*
 - d. *Risk management committee (Not Applicable)*
3. *The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.*
4. *The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.*
5. *This report and/or the report submitted in the previous quarter has been placed before the Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **The Board of Directors at its meeting held on February 3, 2016, noted the contents of the corporate governance report for the quarter ended December 31, 2015. The corporate governance report for the quarter ended March 31, 2016 will be placed before the Board of Directors at its ensuing meeting scheduled to be held in May 2016.***

P K Choksi

Group Head- Compliance, Legal
and Company Secretary

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations		
Item		Compliance status <small>(Yes/No/NA) refer note</small>
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors and senior management personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower policy		Yes
Criteria of making payments to non-executive directors		Yes
Policy on dealing with related party transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to independent directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
email address for grievance redressal and other relevant details		Yes
Financial results		Yes
Shareholding pattern		Yes
Details of agreements entered into with the media companies and/or their associates		NA
New name and the old name of the listed entity		NA
II Annual Affirmations		
Particulars	Regulation Number	Compliance status <small>(Yes/No/NA) refer note below</small>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment & Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes

<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes
<p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/ N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here</p>		
<p>III Affirmations:</p> <p>The Company has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of the Company have been complied.</p>		
<p>For JM Financial Limited</p> <p>P K Choksi Group Head - Compliance, Legal & Company Secretary</p>		

JM FINANCIAL LIMITED

**DETAILS OF MATERIAL RELATED PARTY TRANSACTIONS FOR THE PERIOD FROM
JANUARY 1, 2016 TO MARCH 31, 2016.**

Sr. No.	Date of Transaction (Loan given)	Name of the Related Party	Amount of Loan (Rs. In Crore)			
				Rate of interest	Date of Repayment	Date of Shareholders' Approval for Related Party Transactions
1	22-Jan-16	JM Financial Credit Solutions Limited	145.00	10.32%	-	July 30, 2015
2	25-Jan-16	JM Financial Asset Reconstruction Company Private Limited	35.00	10.33%	-	
3	4-Mar-16	JM Financial Asset Reconstruction Company Private Limited	39.10	10.32%	-	
4	8-Mar-16	JM Financial Asset Reconstruction Company Private Limited	63.60	10.32%	-	
5	11-Mar-16	JM Financial Asset Reconstruction Company Private Limited	24.30	10.32%	-	

Note:

1. Rate of interest charged is not lower than the prevailing yeild of Government Security closest to the tenor of the loan as per the applicable provisions of Companies Act, 2013
2. The shareholders' approval for entering into related party transactions with JM Financial Asset Reconstruction Company Private Limited and JM Financial Credit Solutions Limited is for an aggregate amount of upto Rs. 500 Crore each.