

1. OUR PHILOSOPHY

The corporate sector in the last decade has witnessed a paradigm shift not only in terms of size, complexity and sophistication but also in terms of growing expectations from all the stakeholders. The world has moved from “Trust Me” to a “Show me” philosophy.

Good corporate governance is characterised by a firm commitment and adoption of ethical practices by an organization across its entire value chain and in all of its dealings with a wide group of stakeholders encompassing employees, customers, vendors, regulators and shareholders, in both good and tough times. This will be accomplished by directing and controlling, managing activities using good business practices, objectivity, accountability and, of course, integrity. Effective corporate governance relies on certain laws to be passed, and a healthy board culture, as this will make sure policies and processes remain constant.

Our vision is to be the most trusted partner for every stakeholder and we are committed to provide fair, transparent and equitable treatment to all our stakeholders. The path to achieve our vision is guided by our values of integrity, teamwork, partnership, innovation, implementation, performance and client focus. Corporate Governance has always been an integral practice at JM Financial in conducting its business for nearly four decades. We believe that corporate governance is a journey towards sustainable value creation. Demonstrating high level of accountability, maintaining high standards of transparency, timely disclosure and dissemination of price sensitive information, ensuring meticulous compliance with applicable laws and regulations and conducting business in the best ethical manner is our core value system.

OUR PHILOSOPHY AT JM FINANCIAL

High level of accountability

High standards of transparency

Timely disclosure and dissemination of price sensitive information

Compliance with all applicable laws & regulations

Conduct business in an ethical manner

Fair treatment to all stakeholders

Clause 49 of the listing agreement deals with Corporate Governance norms that a listed entity is required to follow. We at JM Financial not only adhere to the prescribed corporate governance standards and practices prescribed in Clause 49 but we constantly strive to adopt the emerging best practices.

2. BOARD OF DIRECTORS (“THE BOARD”)

The Board of JM Financial Limited (“JM Financial/the Company”) plays a pivotal role in ensuring good governance and creating value for its stakeholders. It reviews and approves corporate strategies, business plans and monitors operating performance. It also assesses critical risks concerning the businesses of the Group and guides the activities of the management towards the set goals and seeks accountability with a view to create long term sustainable growth that translates into progress, prosperity and fulfillment of stakeholders’ aspirations.

Based on the size of the Company, complexity and nature of various underlying businesses, the Board consists of persons having professional background, varied experience, knowledge and commitment to discharge their responsibilities and duties. Considering the nature and complexities of business, the size of the Board is optimal.

a. Composition of Board and the attendance of Directors at Board Meetings and last Annual General Meeting

Mr. M R Mondkar who had been a Non executive Director of the Company since November 21, 1996 ceased to be a director w.e.f. April 1, 2010. As on March 31, 2011, the Company’s Board of Directors consisted of seven members. Out of the said seven Directors, six are Non executive Directors, five of whom are Independent Directors.

Mr. Nimesh N Kampani is the Chairman and Managing Director of the Company. Mr. Ashith N Kampani, a brother of Mr. Nimesh N Kampani is a Non-Executive Director. Mr. E A Kshirsagar, Mr. D E Udawadia, Dr. Pravin P Shah, Mr. Paul Zuckerman and Dr. Vijay Kelkar are the Independent Directors on the Board.

All the Independent Directors have confirmed to the Company that they qualify to be independent as per the definition of ‘Independent Director’ stipulated in Clause 49 (I)(A)(iii) of the Listing Agreement. It is the practice of the Company to place such confirmations before the Board meeting on an annual basis.

I. Brief profile of Directors

Mr. Nimesh N Kampani

Mr. Nimesh N Kampani, aged 64 years, is the founder and chairman of JM Financial Group, one of India’s leading financial services groups. He is a commerce graduate from Sydenham College, and a qualified Chartered Accountant.

In his career spanning more than three and a half decades, Mr. Kampani has made pioneering contributions to the development of the Indian capital markets and has advised several corporates on their strategic and financial needs, especially, capital raising and mergers & acquisitions.

Mr. Kampani is currently

- Member of the National Council of Confederation of Indian Industry (CII)
- Member of the CII National Council on Corporate Governance & Regulatory Affairs

- Member of the CII Task Force on Integrity and Transparency in Governance
- Member of the Corporate Bond & Securitization Advisory Committee of Securities and Exchange Board of India (SEBI)
- Member of the Selection Committee for Identification of Chair Professors in National Institute of Securities Markets established by SEBI
- Member of the Governing Council of the Indian Institute of Capital Markets
- Member on the Governing Board of the Centre for Policy Research
- Member on the Advisory Board of Rieter India Pvt. Ltd.
- Member on the India Advisory Board of Bain & Company, Inc.
- Member on the Advisory Committee of VentureStudio promoted by Ahmedabad University

Mr. Kampani has served as a member on several important committees constituted by the Bombay Stock Exchange Limited, National Stock Exchange of India Limited, Federation of Indian Chambers of Commerce and Industry (FICCI), CII and Institute of Chartered Accountants of India. He was a member of the Primary Market Advisory Committee of SEBI and also a member of the High Powered Expert Committee constituted by the Ministry of Finance on making Mumbai an International Finance Centre. He was the Chairman of the CII's National Committee on Capital Markets and was also a member of the Advisory Panel on Financial Regulation and Supervision of the Committee on Financial Sector Assessment constituted by Reserve Bank of India. He was a member on the Bloomberg Asia Pacific Advisory Board.

Mr. Kampani serves as an independent director on the Board of several other leading Indian public companies.

Mr. Ashith N Kampani

Mr. Ashith N Kampani, aged 47 years, has over 30 years of experience in the Indian capital markets. During these 30 years, he has been servicing various segments including Retail, High Net Worth Individuals, Corporates and Institutional Investors globally of Investment Banking and Broking business of the JM Financial Group.

Mr. Ashith N Kampani, who is the younger brother of Mr. Nimesh N Kampani, began his career with the family's stock broking firm in 1982, and then, from 1991 to 2007, he was engaged in various group ventures including his stint with JM Financial's Institutional equity broking joint venture.

Currently he looks after the business development of the Group and also services key strategic relationships which include Governments, Global corporates and Investors. He has also advised select corporates on their growth strategies and fund raising plans.

Mr. Kampani is also a member of the managing committee of the Bombay Chamber of Commerce and Industry and Governors for Universal Business School, India. He has also served as Chairman of Young Bombay Forum, the initiative taken by Bombay Chamber of Commerce and Industry to nurture young leaders in India to become globally competitive and contribute towards Nation – Building.

Mr. E A Kshirsagar

Mr. E A Kshirsagar, aged 69 years, is a fellow member of the Institute of Chartered Accountants (India, and England & Wales).

Mr. Kshirsagar has wide experience in Corporate Strategy & Structure, Valuation, Feasibility Studies, Disinvestments, Mergers & Acquisitions. He was associated with the management consultancy division of A F Ferguson for over three decades and retired in 2004 as a Director-in-Charge.

Mr. Kshirsagar serves on the Board of other leading Indian public companies.

Mr. D E Udwadia

Mr. D E Udwadia, aged 71 years, is an Advocate and Solicitor of the Bombay High Court. He is also a Solicitor of the Supreme Court of England, U.K.

Mr. Udwadia is the founder partner of M/s. Udwadia & Udeshi, Solicitors & Advocates, since July, 1997. Prior to this, he was a partner of M/s. Crawford Bayley & Co., Solicitors & Advocates, for over 20 years. His firm and he are legal advisors to many Indian companies, multinational companies and foreign banks having presence in India.

Mr. Udwadia has spent over 47 years in active law practice and has vast experience and expertise in areas of corporate law, mergers and acquisitions, takeovers, corporate restructuring, foreign collaboration, joint ventures, project and infrastructure finance, telecommunications, international loan and finance-related transactions and instruments, real estate and conveyancing.

Dr. Pravin P Shah

Dr. Pravin P Shah, aged 67 years, is a Ph.D. in Cost Accounting from the University of Mumbai and is also a Chartered Accountant and Cost Accountant.

Dr. Shah is a Partner of M/s. Pravin P Shah & Co., Chartered Accountants, Mumbai, has over 41 years of experience (including 6 years in the United States of America) in the areas of financial consultancy, corporate structuring/restructuring, taxation, management consultancy, valuation, property matters, accounting, auditing, corporate laws and laws relating to foreign exchange. He has contributed several technical papers at conferences and published books and articles in India and the United States of America on the abovementioned subjects.

Dr. Shah is also associated as a director on the Board of a number other Indian public companies.

Mr. Paul Zuckerman

Mr. Paul Zuckerman, aged 66 years, holds a Ph.D in Agricultural Economics from Reading University, United Kingdom and a M.A. in Economics from Cambridge University.

Mr. Zuckerman is the Chairman & CEO of Zuckerman & Associates Limited and is director of a number of companies around the world. He has been associated with various international organisations including World Bank. He was the Vice Chairman, SG Warburg International, prior to its acquisition by UBS and responsible for business in India and Latin America. In his capacity as the Vice Chairman then, he was closely associated with a number of Indian companies and institutions in the early days of globalization.

Dr. Vijay Kelkar

Dr. Vijay Kelkar, aged 69 years, holds a doctorate in development economics from the University of California, Berkeley.

Dr. Kelkar recently completed his term as Chairman, Finance Commission, Government of India, in the rank of a Union Cabinet Minister. He has held several other key posts, among them, Advisor to Minister of Finance, Government of India in the rank of a Minister of State, from August, 2002 to September, 2004; Finance Secretary, Government of India, 1998-1999; Chairman, Tariff Commission, Government of India, 1997-1998; Secretary, Ministry of Petroleum & Natural Gas, Government of India, 1994-1997.

Internationally, Dr. Kelkar was Executive Director at the International Monetary Fund for India, Sri Lanka, Bangladesh and Bhutan from 1999-2002; and Director & Coordinator, International Trade Division of the United Nations Conference on Trade and Development, Geneva, Switzerland, 1991-1994.

Dr. Vijay Kelkar has been elected Chairman of the board of the Forum of Federations, Ottawa, Canada, with effect from January 1, 2010. He is also the Chairman, Board of Trustees of India Development Foundation (IDF), New Delhi.

He is currently the Chairman of National Stock Exchange of India Limited, Mumbai. He was conferred the Padma Vibhushan by the President of India, the Highest Padma Award, in January 2011, for his distinguished and exceptional service to the Nation.

He serves as a director on the Board of several leading public companies.

II. Details of Board meetings

During the financial year 2010-11, seven Board meetings were held on the following dates.

Sr. No.	Date of meeting	Sr. No.	Date of meeting
1.	May 25, 2010	5.	December 15, 2010
2.	July 28, 2010	6.	January 31, 2011
3.	September 9, 2010	7.	March 28, 2011
4.	October 21, 2010		

The details of the attendance of Directors at each of the above meetings and at the last Annual General Meeting (AGM) are given below:

Name of the Director	Category	No. of Board Meetings attended during the FY 2010-11	Whether attended the last AGM
Mr. Nimesh N Kampani	Chairman & Managing Director	7	Yes
Mr. Ashith N Kampani	Non executive Director	6	No
Mr. E A Kshirsagar	Non executive & Independent Director	7	Yes
Mr. D E Udawadia	Non executive & Independent Director	5	Yes
Dr. Pravin P Shah	Non executive & Independent Director	5	Yes
Mr. Paul Zuckerman	Non executive & Independent Director	4	Yes
Dr. Vijay Kelkar	Non executive & Independent Director	4	No

b. Number of directorships and chairmanships/memberships of committees of each Director in other companies:

Name of the Director	No. of directorships in other public companies as on March 31, 2011#	No. of other Committee positions held in other Indian public companies as on March 31, 2011*	
		Chairman	Member
Mr. Nimesh N Kampani	8	3	2
Mr. Ashith N Kampani	-	-	-
Mr. E A Kshirsagar	6	4	4
Mr. D E Udwadia	12	1	9
Dr. Pravin P Shah	8	4	2
Mr. Paul Zuckerman	2	-	2
Dr. Vijay Kelkar	7	-	1

The directorships held by Directors as mentioned above, do not include directorships of foreign companies and Section 25 companies.

* Represents chairmanship/membership only of Audit Committee and Shareholders' Grievance Committee.

None of the above Directors hold directorship in more than 15 public companies or is a member of more than 10 Committees or the Chairman of more than five Committees.

c. Board Meetings and Procedures:

All Directors participate in discussing the strategies, performance, financials and risk management of the Company. The Board of Directors of JM Financial follows a set of appropriate standard procedures in the conduct of Board meetings of the Company, which can be summarised as below:

1. The meetings of the Board of Directors are generally held in Mumbai. The Board meetings of the Company as well as of its subsidiaries are scheduled in advance and the notice of each such meeting is given in writing to their respective Directors.
2. All the departments in the Company communicate with the Company Secretary, in advance with regard to matters requiring the approval of the Board to enable inclusion of the same in the agenda for the Board meetings. The Company Secretary circulates the detailed agenda together with the relevant annexures to each of the Directors in advance.
3. Urgent matters are also considered and approved by passing resolutions through circulation, which are noted at the next meeting of the Board. The Board, if required takes up any other item of business, which does not form part of the agenda, depending upon the urgency and necessity of the matter.
4. The information provided in the agenda facilitates meaningful, interactive and focused discussion at the meeting. Presentations on the various businesses are also made at regular intervals.

5. The information as specified in Annexure IA to Clause 49 of the Listing Agreement is placed before the Board to enable it to discharge its responsibility of strategic supervision of the Company as trustees of the shareholders.

d. Code of Conduct

The Code of Conduct, which has been formulated for the Board Members and Senior Management Personnel of the Company is posted on the website of the Company, viz. www.jmfinancial.in. All the Board Members and Senior Management Personnel have confirmed compliance with the said Code of Conduct. A declaration signed by the Chairman & Managing Director to this effect is given below:

DECLARATION

I confirm that the Company has obtained confirmation from all its Directors and Senior Management Personnel that they have complied with the provisions of the Code of Conduct for the financial year 2010-11.

Place: Mumbai

Date: May 25, 2011

Nimesh N Kampani

Chairman & Managing Director

3. BOARD COMMITTEES

In order to ensure more focused, meaningful and effective discussion of the Company's affairs, the Board has constituted the following committees viz., Audit Committee, Compensation Committee, Shareholders' Grievance Committee, Allotment & Share Transfer Committee and Nomination Committee. The Committees meet regularly to discharge the duties assigned to them by the Board.

a. AUDIT COMMITTEE

The scope, terms of reference and working of the Audit Committee are in conformity to the requirements of Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956. These broadly include monitoring the financial reporting process with a view to provide accurate, timely and proper disclosures, audit and risk management functions, quality of internal and statutory audit as well as the adequacy of internal control systems. The Audit Committee also reviews the internal audit reports on half yearly basis and gives directions to the management in areas that need to be strengthened. The recommendations of the Audit Committee on any matter relating to financial management including the audit report, is communicated to the Board. The Audit Committee of the Board also reviews the financial statements and material investments made by the unlisted subsidiary companies.

The Audit Committee consists exclusively of Non executive Directors comprising Mr. E A Kshirsagar, Dr. Pravin P Shah, Mr. Ashith N Kampani and Dr. Vijay Kelkar. Mr. Kshirsagar, an Independent Director is the Chairman of the Committee. All members have the requisite qualifications as prescribed under Clause 49 of the Listing Agreement. The Company Secretary acts as the Secretary to the Audit Committee. The Statutory Auditor, Internal Auditor and the Chief Financial Officer of the Company, are invited to the meetings of the Audit Committee.

The minutes of the Audit Committee meetings are placed before the Board. The Chairman of the Audit Committee briefs the Board Members about the major discussions and the decisions taken at Audit Committee meetings.

During the year, the Audit Committee met four times. The dates on which the meetings were held and details of attendance are given below:

Name of the member	May 25, 2010	July 28, 2010	October 20, 2010	January 31, 2011
Mr. E A Kshirsagar	✓	✓	✓	✓
Dr. Pravin Shah	x	✓	x	✓
Mr. Ashith N Kampani	✓	x	✓	✓
Dr. Vijay Kelkar	✓	✓	✓	x

b. COMPENSATION COMMITTEE

The Board has constituted a Compensation Committee comprising of Mr. Nimesh N Kampani, Mr. E A Kshirsagar, Mr. D E Udwadia and Dr. Pravin P Shah. Mr. Kampani acts as the Chairman of the Compensation Committee. All members other than Mr. Kampani are Non executive and Independent Directors.

The terms of reference of the Compensation Committee includes determination of compensation policy on remuneration of the Executive and Non executive Directors of the Company, deciding all the matters relating to the remuneration/compensation of senior employees of the Company and its subsidiaries, formulation and administration of the Employees Stock Option Scheme and such other functions as may be delegated to it by the Board of Directors from time to time.

During the year, the Committee met twice on April 19, 2010 and March 21, 2011. The dates on which the meetings were held and details of attendance of each of the Committee members are given below:

Name of the member	April 19, 2010	March 21, 2011
Mr. Nimesh N Kampani	✓	✓
Mr. E A Kshirsagar	✓	✓
Mr. D E Udwadia	✓	✓
Dr. Pravin P Shah	✓	✓

Remuneration of the Chairman & Managing Director

Mr. Nimesh N Kampani, the Chairman & Managing Director of the Company was paid remuneration during the financial year as per the terms and conditions of the Agreement entered into by the Company with Mr. Kampani and in accordance with the special resolution passed by the shareholders at the Annual General Meeting held on July 25, 2008. The details of the remuneration paid to Mr. Kampani during the financial year 2010-11 is given below:

Salary	₹ 30,00,000/-
Allowances	₹ 30,00,000/-
Perquisites	₹ 53,15,106/-

Additionally, Mr. Kampani was entitled to receive the Company's contribution to provident fund as per the rules of the Company. Mr. Kampani is not entitled to receive any sitting fees for attending meetings of the Board or any Committees of the Board.

The Board of Directors at its meeting held on March 28, 2011, has re-appointed Mr. Nimesh N Kampani as Managing Director of the Company for a period of 1(one) year from April 1, 2011, subject to the approval of the members in the

general meeting. The broad terms of Mr. Kampani's re-appointment as Managing Director including the remuneration proposed to be paid to him are set out in the explanatory statement to the Notice forming part of this Annual Report.

Remuneration Policy for Non executive Directors

The Company follows transparent process for determining the remuneration of Non executive Directors. Their remuneration is governed by the role assumed, number of meetings of the Board and the Committees thereof attended by them, the position held by them as the Chairman of the Committees of the Board and their role as Independent Directors on the Board and Audit Committees of the subsidiary companies. Besides this, the Board also takes into consideration the external competitive environment, track record, individual performance of such directors and performance of the Company as well as the industry standards in determining the remuneration of Non executive Directors.

Remuneration of Non executive Directors

The details of the sitting fees paid by the Company to its Non executive Directors for the financial year 2010-11, number of shares held by them in the Company and also the number of Equity Stock Options held are given below:

Name of the Non executive Director	No. of shares held in the Company	No. of Stock Options held	Sitting fees (₹)		
			Board	Audit Committee	Compensation Committee
Mr. Ashith N Kampani	275	-	1,20,000	60,000	-
Mr. E A Kshirsagar	-	1,50,000	1,40,000	80,000	20,000
Mr. D E Udawadia	-	1,50,000	1,00,000	-	20,000
Dr. Pravin P Shah	-	1,50,000	1,00,000	40,000	20,000
Mr. Paul Zuckerman	-	75,000	80,000	-	-
Dr. Vijay Kelkar	-	-	80,000	60,000	-

During the financial year 2010-11, the Company paid ₹ 1,56,768/- as professional fees to M/s. Udawadia & Udeshi (Regd.), a legal firm, of which Mr. D E Udawadia is a founder partner. The Company also made a payment aggregating ₹ 22,65,975/- as professional fees to Pravin P Shah & Associates, a sole proprietorship firm of which Dr. Pravin P Shah is the sole proprietor. Other than the above, no payments have been made to the Non executive Directors by the Company.

c. SHAREHOLDERS' GRIEVANCE COMMITTEE

The Shareholders' Grievance Committee was constituted to redress the shareholders' grievances/complaints relating to transfer & transmission of shares, non-receipt of annual report, dividend, share certificate, etc. and to provide the responses to the queries, if any, raised by the investors. The Committee also considers the matters which can aid better investor service and relations.

The Shareholders' Grievance Committee comprises Dr. Vijay Kelkar, Mr. Ashith N Kampani and Mr. Nimesh N Kampani. Dr. Vijay Kelkar, Non executive and Independent Director, is the Chairman of the Committee. The Company Secretary of the Company acts as the Compliance Officer and takes the Committee through each of the grievances/complaints, the steps taken and the responses given by the Company to the shareholders/investors.

During the year, the Shareholders' Grievance Committee met three times. The dates on which the meetings were held and details of attendance are given below:

Name of the member	May 25, 2010	October 20, 2010	January 31, 2011
Dr. Vijay Kelkar	*	✓	x
Mr. Ashith N Kampani**	✓	✓	✓
Mr. Nimesh N Kampani	✓	✓	✓

* Dr. Vijay Kelkar was appointed as a member and Chairman of the Committee w.e.f. May 26, 2010.

** Mr. Ashith N Kampani was the Chairman of the Committee upto May 25, 2010.

The particulars of complaints received and resolved by the Company during the financial year 2010-11 are given in the table below. No complaints were pending as on March 31, 2011.

Nature of complaints	Received (Nos.)	Resolved (Nos.)
Non-receipt of share certificates sent for transfer/transmission	3	3
Non-receipt of annual report	3	3
Non-receipt of refund of application money/redemption proceeds of 16% debentures	2	2
Non-receipt of dividend	24	24
Non-receipt of duplicate/split/bonus shares	3	3
Total	35	35

d. ALLOTMENT & SHARE TRANSFER COMMITTEE

The Board of Directors of the Company has established the Allotment & Share Transfer Committee with a view to expedite the process of share transfers. The Committee comprises Mr. Nimesh N Kampani and Mr. Ashith N Kampani. Mr. Nimesh Kampani is the Chairman of the Allotment & Share Transfer Committee. The Company Secretary of the Company acts as the Secretary to the Committee.

The Committee meets as and when the requests are received from investors/shareholders regarding transfer/transmission of shares held in physical mode, in order to expeditiously dispose of the share transfer requests. During the year, the Allotment & Share Transfer Committee met eighteen times where both the members of the Committee were present.

e. NOMINATION COMMITTEE

The Board of Directors of the Company has constituted a Nomination Committee comprising the following Directors:

Name of the member	Category
Mr. Nimesh N Kampani	Chairman & Managing Director
Mr. D E Udwadia	Non executive & Independent Director
Dr. Pravin P Shah	Non executive & Independent Director
Dr. Vijay Kelkar	Non executive & Independent Director

The Nomination Committee was constituted with a view to consider the proposals for searching, evaluating and recommending independent and non executive directors to be appointed by the Company and determining the process for evaluating the skills, knowledge, experience and effectiveness of individual directors as well as the Board as a whole. Since there was no proposal for appointment of a new director, no meeting of the Committee was held during the year.

4. SUBSIDIARY COMPANIES

The Company has the following subsidiary companies (both direct & indirect) as on March 31, 2011.

JM Financial Consultants Private Limited	JM Financial Ventures Limited
JM Financial Institutional Securities Private Limited	Infinite India Investment Management Private Limited
JM Financial Products Limited	JM Financial Insurance Broking Private Limited
JM Financial Securities Private Limited	Oracle Enterprises Private Limited
JM Financial Services Private Limited	JM Financial GILTS Limited
JM Financial Asset Management Private Limited	JM Financial Overseas Holdings Private Limited
JM Financial Commtrade Limited	Persepolis Investments Limited
JM Financial Investment Managers Limited	Persepolis PIPE Investments Limited

Out of the aforesaid subsidiary companies, the following are material non-listed Indian subsidiaries of the Company. The details of the Independent Directors of the Company on the boards of these material non listed Indian subsidiaries as on March 31, 2011 is also given below:

Name of the Subsidiary Company	Nature of Business	Name of the Independent Director
JM Financial Consultants Private Limited	Investment Banking	Mr. D E Udwadia & Dr. Pravin P Shah
JM Financial Products Limited	NBFC	Mr. E A Kshirsagar
JM Financial Services Private Limited	Investment Advisory	Dr. Pravin P Shah

The minutes of the board meetings of all the unlisted Indian subsidiary companies are placed at the Board meeting of the Company. The management also periodically brings to the attention of the Board of Directors, a statement of all significant transactions and arrangements entered, if any, by all the unlisted subsidiary companies.

5. GENERAL BODY MEETINGS

All the resolutions moved at the last AGM were passed by show of hands with requisite majority of Members attending the meeting. The following Special Resolutions were passed at the last three AGMs.

Date of AGM	Venue	Time	Whether Special Resolution passed	Summary
July 25, 2008	Wallchand Hirachand Hall, 4th Floor Indian Merchants' Chamber, Churchgate Mumbai – 400 020	4.00 p.m.	Yes Yes Yes Yes Yes Yes	<ul style="list-style-type: none"> ♦ Appointment of Mr. Nimesh N Kampani as Managing Director of the Company. ♦ Payment of commission to the Non executive Directors of the Company between 1% and 3% of the net profits, per annum. ♦ Subdivision of equity shares of the face value of ₹ 10/- each into 10 equity shares of face value of ₹ 1/- each. ♦ Alteration of Memorandum of Association to reflect increase in authorised share capital. ♦ Alteration in the Articles of Association. ♦ Issue of bonus shares in the ratio of 3:2.
September 10, 2009	Rama Watumull Auditorium Kishinchand Chellaram College Dinshaw Wachha Road, Churchgate Mumbai – 400 020	3.30 p.m.	N.A.	No Special Resolution was passed.
July 28, 2010	Y.B. Chavan Centre, Gen. J.B. Marg, Next to Sachivalaya Gymkhana, Nariman Point, Mumbai 400 021	3.30 p.m.	Yes	<ul style="list-style-type: none"> ♦ Alteration in the Articles of Association for insertion of new article relating to buy back of shares.

No Extraordinary General Meeting was held during the period under reference. Further, no Special Resolution has been passed through postal ballot during the financial year 2010-11 and no Special Resolution is proposed to be passed through postal ballot at the ensuing AGM.

6. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report for the financial year 2010-11, as per the requirements of Listing Agreement, is given in a separate section forming part of the Annual Report.

7. MEANS OF COMMUNICATION

The Company had 49,781 shareholders as on March 31, 2011. Out of the total number of shareholders, the individual shareholders were 47,960 representing 96.34% of the total number of shareholders.

The un-audited quarterly/half yearly and the annual audited financial results are announced within the prescribed time limit as stipulated in the Listing Agreement, and are then sent to the Stock Exchanges where the securities of the Company are listed immediately after they are approved by the Board and are thereafter published within forty eight hours in leading English and Marathi daily newspapers having wide circulation.

The Annual Report which includes the annual audited financial statements, Directors' Report, Management Discussion and Analysis, Report on Corporate Governance, Shareholders' Information, and Auditors' Report is sent to all the shareholders of the Company prior to the AGM.

The AGM is the key medium for personal interaction with shareholders, where the Board answers the specific queries raised by the shareholders. The Board of Directors recognises its responsibility towards the shareholders and encourages open and active discussion with them. The Company has designated shareholdergrievance@jmfinancial.in as an email id for the purpose of registering complaints by investors and displayed the same on the Company's website.

All price sensitive information and such other matters which in the opinion of the Company are of importance to the shareholders are intimated to the Stock Exchanges. The quarterly/half yearly and the annual financial results of the Company are available on the Company's website: www.jmfinancial.in. It also displays all important official press releases.

Individual reminders are sent each year to those shareholders whose dividends have remained unclaimed, before transferring the monies to the Investors' Education & Protection Fund (IEPF).

The data required to be filed electronically with the Stock Exchanges pursuant to Clause 52 of the Listing Agreement viz. annual results, quarterly results, shareholding pattern, quarterly report on Corporate Governance are being regularly filed by the Company, which the shareholders can view by visiting the website: www.corpfiling.co.in

8. MANDATORY REQUIREMENTS

The Company has complied with all the mandatory requirements as stipulated in Clause 49 of the Listing Agreement.

9. NON-MANDATORY REQUIREMENTS

The quarterly results are published on the Company's website and are also made available to the shareholders on request. As regards the other non-mandatory requirements, the Board has taken cognizance of the same and shall consider adopting the same at an appropriate time.

10. DISCLOSURES

a) Related Party Transactions

The Company has not entered into any transactions of material nature with its promoters, directors, management and their relatives. The disclosure with respect to the related party transactions is set out in the Notes to Accounts. None of these transactions are likely to have a potential conflict with the interest of the Company and are being carried out on arm's length basis at fair market value. The details of all significant transactions with related parties are periodically placed before the Audit Committee.

b) Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards notified in the Companies (Accounting Standards) Rules, 2006 (as amended), as applicable.

c) Disclosures on Risk Management

The Company has laid down procedures for risk management, assessment and its minimisation. The Group risk management team periodically places before the Board an update on the risk management.

d) Reconciliation of Share Capital Audit Report

In line with the requirements of SEBI, Reconciliation of Share Capital Audit is carried out on a quarterly basis by a Practicing Company Secretary to confirm that the aggregate number of equity shares of the Company held in National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and in physical form tally with the total number of issued, paid-up, listed and admitted capital of the Company.

e) No penalty or strictures

No penalty or strictures have been imposed on the Company by the stock exchanges, SEBI or any other statutory authority, on any matter related to the capital markets, since the date of listing of equity shares.

f) Prevention of Insider Trading

The Company has framed its own Code for Prevention of Insider Trading which is applicable to the Directors and Designated Employees who could be privy to unpublished price sensitive information of the Company. The Code, inter-alia contains rules for preservation of price sensitive information, pre-clearance of trade, monitoring, implementation of the Code of Conduct for trading in the Company's securities and reporting requirements.