

ANNEXURE I**CORPORATE GOVERNANCE REPORT**

1. Name of Listed Entity – JM Financial Limited

2. Quarter ending – September 30, 2020

Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/ Non-Executive/ independent/ Nominee)	Initial Date of appointment	Date of re-appointment	Date of cessation	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing of special resolution	Tenure of director (in months)	Date of Birth	No of Directors in listed entities including this listed entity (Refer Reg 17A (1) of Listing Regulations)	No. of Independent Directorship in listed entities including this listed entity (Refer Reg 17A (1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Reg 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Reg 26(1) of Listing Regulations) \$
Mr.	Nimesh Kampani	AAHPK2701P00009071	Chairperson-Non-Executive	12-06-1987	30-07-2020*	-	-	-		30-09-1946	1	0	2	1
Mr.	Eknath Atmaram Kshirsagar	AAGPK7567E00121824	Non-Executive – Independent	03-07-2014	03-07-2019	-	Yes	05-03-2019	75	10-09-1941	3	3	4	4
Mr.	Darius Udawadia	AAAPU2263K00009755	Non-Executive – Independent	03-07-2014	03-07-2019	-	Yes	05-03-2019	75	27-09-1939	2	2	4	1
Mr.	Paul Zuckerman	ABDPZ4175B00112255	Non-Executive – Independent	03-07-2014	03-07-2019	-	Yes	05-03-2019	75	22-06-1945	1	1	1	-
Dr.	Vijay Kelkar	ACSPK8324P00011991	Non-Executive – Independent	03-07-2014	03-07-2019	-	Yes	05-03-2019	75	15-05-1942	1	1	3	1
Mr.	Keki Dadiseth	AAEPD8257E00052165	Non-Executive – Independent	03-07-2014	03-07-2019	-	Yes	05-03-2019	75	20-12-1945	4	4	4	1
Ms.	Jagi Mangat Panda	AARPP3145Q00304690	Non-Executive – Independent	31-03-2015	31-03-2020	-	-	-	66	06-11-1966	2	1	3	-
Mr.	P S Jayakumar	AAJPP8809R01173236	Non-Executive – Independent	30-07-2020	-	-	-	-	2	08-04-1962	2	2	6	3
Mr.	Vishal Kampani	AABPK5329F00009079	Executive - Managing Director	03-02-2016	01-10-2016	-	-	-		30-01-1977	1	-	3	-

* Pursuant to section 152 of the Companies Act, 2013, Mr. Nimesh Kampani was re-appointed as a Director at the Thirty Fifth Annual General Meeting of the Company.

\$ Inclusive of membership(s) of the Committees.

Whether Regular Chairperson appointed -Yes

Whether Chairperson is related to MD or CEO – Yes

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II. Composition of Committees						
Name of the Committee	Whether Regular Chairperson appointed?	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment	Date of Cessation	Remarks (NSE)
1. Audit Committee	Yes	1. Mr. E A Kshirsagar 2. Dr. Vijay Kelkar 3. Mr. Paul Zuckerman 4. Mr. Darius Udawadia 5. Mr. Keki Dadiseth	Chairperson-Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent	21-07-2004 19-03-2010 14-12-2012 23-09-2016 02-05-2019	-	
2. Nomination & Remuneration Committee	Yes	1. Dr. Vijay Kelkar 2. Mr. Darius Udawadia 3. Mr. E A Kshirsagar 4. Mr. Nimesh Kampani	Chairperson-Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Non-Executive-Non-Independent	06-05-2014 06-05-2014 06-05-2014 06-05-2014	-	
3. Risk Management Committee	Yes	1. Mr. Darius E Udawadia 2. Mr. Paul Zuckerman 3. Mr. Vishal Kampani 4. Mr. Adi Patel – Senior Executive 5. Mr. Darius Pandole – Senior Executive	Chairperson-Non-Executive-Independent Non-Executive-Independent Executive-Managing Director -- --	23-01-2019 23-01-2019 23-01-2019 23-01-2019 23-01-2019	-	
4. Stakeholders' Relationship Committee	Yes	1. Dr. Vijay Kelkar 2. Mr. Nimesh Kampani 3. Ms. Jagi Mangat Panda	Chairperson-Non-Executive-Independent Non-Executive-Non-Independent Non-Executive – Independent	25-05-2010 19-03-2010 18-07-2018	-	
5. Corporate Social Responsibility Committee	Yes	1. Mr. Nimesh Kampani 2. Mr. Paul Zuckerman 3. Mr. Keki Dadiseth	Chairperson-Non-Executive-Non-Independent Non-Executive-Independent Non-Executive – Independent	06-05-2014 06-05-2014 06-05-2014	-	

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	Whether requirement of Quorum met	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
May 6, 2020	July 30, 2020	Yes	8	6	84 days between May 6, 2020 and July 30, 2020
	September 18, 2020	Yes	9	7	49 days between July 30, 2020 and September 18, 2020

*to be filled in only for the current quarter meetings

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IV. Meeting of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee					
July 30, 2020	Yes, 4 out of 5 Members were present at the meeting	4	4	May 6, 2020	84 days between May 6, 2020 and July 30, 2020
Stakeholders' Relationship Committee					
July 30, 2020	Yes, all the Members were present at the meeting	3	2	May 6, 2020	84 days between May 6, 2020 and July 30, 2020

*to be filled in only for the current quarter meetings

V. Related Party Transactions The members of the Company at its Thirty Fifth Annual General Meeting held on July 30, 2020 have approved the related party transactions with JM Financial Credit Solutions Limited, JM Financial Asset Reconstruction Company Limited and JM Financial Products Limited for an amount not exceeding Rs. 500 crore each during a financial year. However, there are no material related party transactions during the quarter ended September 30, 2020 to which the provisions of sub regulation (2) (3) and (4) of regulation 23 are applicable.

Subject	Compliance Status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015*
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
 - Audit Committee*
 - Nomination & Remuneration Committee*
 - Risk Management Committee*
 - Stakeholders' Relationship Committee*
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015*
- 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.*
- 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 July 30, 2020, had noted the contents of the corporate governance report for the quarter ended June 30, 2020. The corporate governance report for the quarter ended September 30, 2020 will be placed before the Board of Directors at its ensuing meeting scheduled to be held on October 27, 2020.

For JM Financial Limited

Sd/-

Prashant Choksi

Group Head- Compliance, Legal
& Company Secretary

ANNEXURE III

Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year

I Affirmations		
Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	Yes
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the nomination and remuneration committee at the Annual General Meeting</i>	19(3)	Yes
<i>Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting</i>	20(3)	Yes
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	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>for JM Financial Limited Sd/- Prashant Choksi Group Head- Compliance, Legal & Company Secretary</p>		