

ANNEXURE I**CORPORATE GOVERNANCE REPORT**

1. Name of Listed Entity – JM Financial Limited

2. Quarter ended – December 31, 2022

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	Whether the Director is disqualified?	Current Status	No of Directorship 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 Chairpersons on 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	02-08-2022*	-	Yes	28-07-2021		30-09-1946	No	Active	1	-	2	1
Mr.	Vishal Kampani	AABPK5329F00009079	Non - Executive – Vice Chairman	03-02-2016	01-10-2021	-	NA	-		30-01-1977	No	Active	1	-	4	-
Ms.	Jagi Mangat Panda	AARPP3145Q00304690	Non-Executive – Independent	31-03-2015	31-03-2020	-	NA	-	93.00	06-11-1966	No	Active	2	1	3	2
Mr.	P S Jayakumar	AAJPP8809R01173236	Non-Executive – Independent	30-07-2020	30-07-2020	-	NA	-	29.1	08-04-1962	No	Active	4	4	10	3
Mr.	Navroz Udwadia	AARPU8372J08355220	Non-Executive – Independent	09-12-2021	09-12-2021	-	NA	-	12.22	23-12-1973	No	Active	1	1	1	-
Ms.	Roshini Bakshi	AEPPB1681K01832163	Non-Executive – Independent	09-12-2021	09-12-2021	-	NA	-	12.22	30-03-1967	No	Active	2	2	2	-
Mr.	Pradip Kanakia	AABPK4270F00770347	Non-Executive – Independent	07-02-2022	07-02-2022	-	NA	-	10.24	04-06-1960	No	Active	3	3	3	2
Mr.	Sumit Bose	AAYPB9260F03340616	Non-Executive – Independent	24-05-2022	24-05-2022	-	NA	-	7.7	29-03-1954	No	Active	4	4	7	4
Mr.	Atul Mehra	AALPM5879L00095542	Executive– Joint Managing Director	01-10-2021	-	-	NA	-		14-11-1967	No	Active	1	-	2	-
Mr.	Adi Patel	AAEPP6407E02307863	Executive – Joint Managing Director	01-10-2021	-	-	NA	-		23-02-1969	No	Active	1	-	1	-

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* Pursuant to section 152 of the Companies Act, 2013, Mr. Nimesh Kampani was re-appointed as a Director at the Thirty Seventh Annual General Meeting (AGM) of the Company held on August 2, 2022.

\$ Inclusive of memberships of the Committees.

Whether Regular Chairperson appointed –Yes Whether Chairperson is related to MD or CEO – No;

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. Pradip Kanakia 2. Mr. P S Jayakumar 3. Ms. Roshini Bakshi 4. Mr. Sumit Bose	Chairperson-Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent	22-04-2022 22-04-2022 22-04-2022 02-08-2022	- - - -	
2. Nomination & Remuneration Committee	Yes	1. Mr. P S Jayakumar 2. Mr. Nimesh Kampani 3. Ms. Roshini Bakshi 4. Ms. Jagi Mangat Panda 5. Mr. Vishal Kampani	Chairperson-Non-Executive-Independent Non-Executive-Non - Independent Non-Executive- Independent Non-Executive- Independent Non-Executive- Non -Independent	22-04-2022 06-05-2014 22-04-2022 22-04-2022 22-04-2022	- - - - 14-11-2022	Chairperson with effect from November 14, 2022
3. Risk Management Committee	Yes	1. Mr. P S Jayakumar 2. Mr. Vishal Kampani 3. Mr. Adi Patel 4. Mr. Navroz Udwadia 5. Mr. Atul Mehra	Chairperson-Non-Executive-Independent Non-Executive Non -Independent Executive– Joint Managing Director Non-Executive-Independent Executive – Joint Managing Director	22-04-2022 23-01-2019 23-01-2019 22-04-2022 22-04-2022	- - - - -	Chairperson with effect from October 14, 2022
4. Stakeholders' Relationship Committee	Yes	1. Ms. Jagi Mangat Panda 2. Mr. Nimesh Kampani 3. Mr. Navroz Udwadia 4. Mr. Atul Mehra	Chairperson-Non-Executive-Independent Non-Executive-Non-Independent Non-Executive- Independent Executive – Joint Managing Director	18-07-2018 19-03-2010 22-04-2022 22-04-2022	- - - -	
5. Corporate Social Responsibility Committee	Yes	1. Mr. Nimesh Kampani 2. Mr. Pradip Kanakia 3. Ms. Jagi Mangat Panda	Chairperson-Non-Executive-Non-Independent Non-Executive – Independent Non-Executive – Independent	06-05-2014 22-04-2022 22-04-2022	- - -	

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*	Total Number of Directors as on date of the meeting	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive meetings (in number of days)
August 2, 2022	November 14, 2022	Yes	10	9	5	54 days between September 20, 2022 and November 14, 2022
September 20, 2022	December 12, 2022	Yes	10	10	6	27 days between November 14, 2022 and December 12, 2022

*to be filled in only for the current quarter meetings

IV. Meeting of Committees							
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details) *	Total Number of Directors as on date of the meeting	Number of Directors present*	Number of independent directors present*	Number of members attending the meeting (other than Board of Directors)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee							
November 14, 2022	Yes	4	4	4	-	August 2, 2022	103 days between August 2, 2022 and November 14, 2022

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Stakeholders' Relationship Committee							
November 14, 2022	Yes	4	3	1	-	August 1, 2022	104 days between August 1, 2022 and November 14, 2022
Nomination and Remuneration Committee							
November 14, 2022	Yes	4	4	3	-	-	-
Risk Management Committee#							
October 14, 2022	Yes	5	4	4	-	-	-

*to be filled in only for the current quarter meetings

V. Related Party Transactions*	
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

* Compliance Status for Material related party transactions as provided above is considered only for the quarter ended December 31, 2022.

VI. Affirmations
<ol style="list-style-type: none"> 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. <ol style="list-style-type: none"> 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 the report submitted in the previous quarter have 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 November 14, 2022, had noted the contents of the corporate governance report for the quarter ended September 30, 2022. The corporate governance report for the quarter ended December 31, 2022 will be placed before the Board of Directors at its next meeting scheduled to be held on February 10, 2023.
For JM Financial Limited
Prashant Choksi Group Head- Compliance, Legal & Company Secretary