

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 – June 30, 2017

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson/Ex ecutive/ 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	AAHPK2701P 00009071	Chairperson- Non-Executive	August 2, 2016*		4	7	-
Mr.	Eknath Atmaram Kshirsagar	AAGPK7567E 00121824	Non-Executive – Independent	July 3, 2014	5 years from July 3, 2014	4	2	3
Mr.	Darius Udwadia	AAAPU2263K 00009755	Non-Executive – Independent	July 3, 2014	5 years from July 3, 2014	5	7	1
Mr.	Paul Zuckerman	ABDPZ4175B 00112255	Non-Executive – Independent	July 3, 2014	5 years from July 3, 2014	1	2	-
Dr.	Vijay Kelkar	ACSPK8324P 00011991	Non-Executive – Independent	July 3, 2014	5 years from July 3, 2014	3	3	2
Mr.	Keki Dadiseth	AAEPD8257E 00052165	Non-Executive – Independent	July 3, 2014	5 years from July 3, 2014	5	4	1
Ms.	Jagi Mangat Panda	AARPP3145Q 00304690	Non-Executive – Independent	March 31, 2015	5 years from March 31, 2015	2	2	-
Mr.	Vishal Kampani	AABPK5329F 00009079	Executive - Managing Director	October 1, 2016	5 years from October 1, 2016**	1	1	-

* Mr. Nimesh Kampani was appointed as the Director of the Company on June 12, 1987. He has been most recently re-appointed as the Director liable to retire by rotation at the Thirty First Annual General Meeting of the Company held on August 2, 2016.

**Appointed as Managing Director for a period of 5 years w.e.f. October 1, 2016.

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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 4. Mr. Darius Udwadia	Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent
2. Nomination & Remuneration Committee		1. Dr. Vijay Kelkar 2. Mr. Darius Udwadia 3. Mr. E A Kshirsagar 4. Mr. Nimesh Kampani	Non-Executive-Independent Non-Executive-Independent Non-Executive-Independent Chairperson-Non-Executive-Non-Independent
3. Risk Management Committee (If applicable)		Not Applicable	
4. Stakeholders' Relationship Committee		1. Dr. Vijay Kelkar 2. Mr. Nimesh Kampani	Non-Executive-Independent Chairperson-Non-Executive-Non-Independent
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 meetings (in number of days)
January 23, 2017		May 2, 2017	98 days between January 23, 2017 and May 2, 2017
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			
May 2, 2017	Yes, All Members were present at the meeting	January 23, 2017	98 days between January 23, 2017 and May 2, 2017
V. Related Party Transactions - There are no material related party transaction during the quarter ended June 30, 2017.			
Subject		Compliance Status (Yes/No/NA) <small>refer note below</small>	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes	
VI. Affirmations			

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

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, roles 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 May 2, 2017, noted the contents of the compliance report on corporate governance for the quarter ended March 31, 2017. The said report for the quarter ended June 30, 2017 will be placed before the Board of Directors at its ensuing meeting scheduled to be held on July 24, 2017.***

Sd/-

P K Choksi

Group Head- Compliance, Legal
& Company Secretary