

Name of the Company: JM Financial Limited

Quarter ending on: June 30, 2015

Particulars	Clause of	Compliance	Remarks
II. Board of Directors	49(II)		
(A) Composition of Board	49(IIA)	Yes	
(B) Independent Directors	49(IIIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49(IIIC)	Yes	
(D) Other provisions as to Board and Committees	49(IIID)	Yes	
(E) Code of Conduct	49(IIIE)	Yes	
(F) Whistle Blower Policy	49(IIIF)	Yes	
III. Audit Committee	49(III)		
(A) Qualified & Independent Audit Committee	49(IIIA)	Yes	
(B) Meeting of Audit Committee	49(IIIB)	Yes	
(C) Powers of Audit Committee	49(IIIC)	Yes	
(D) Role of Audit Committee	49(IIID)	Yes	
(E) Review of information by Audit Committee	49(IIIE)	Yes	
IV. Nomination and Remuneration Committee	49(IV)	Yes	
V. Subsidiary Companies	49(V)	Yes	
VI. Risk Management	49(VI)	NA	
VII. Related Party Transactions	49(VII)	Yes	
VIII. Disclosures	49(VIII)		
(A) Related party transactions	49(VIIIA)	Yes	As required under Clause 49(VIIIA)(1), the details of material transaction with a related party is disclosed in annexure hereto.
(B) Disclosure of Accounting Treatment	49(VIIIB)	N.A.	
(C) Remuneration of Directors	49(VIIIC)	Yes	has been complied in the Annual Report 2014-15
(D) Management	49(VIIID)	Yes	has been complied in the Annual Report 2014-15
(E) Shareholders	49(VIIIE)	Yes	has been complied in the Annual Report 2014-15
(F) Proceeds from public issues, rights issues, preferential issues etc.	49(VIIIF)	NA	
IX. CEO/CFO Certification	49(IX)	Yes	
X. Report on Corporate Governance	49(X)	Yes	has been complied in the Annual Report 2014-15
XI. Compliance	49(XI)	Yes	has been complied in the Annual Report 2014-15

Note:

- 1) The details under each head shall be provided to incorporate all the information required as per the provisions of the Clause 49 of the Listing Agreement
2. In the column No. 3, compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the Clause 49 I of the Listing Agreement, "Yes" may be indicated. Similarly, in case the company has no related party transactions, the words "N.A." may be indicated against 49(VII).
- 3) In the remarks column, reasons for non-compliance may be indicated for example, in case of requirement related to circulation of information to the shareholders, which would be done only in the AGM/EGM, it might be indicated in the "Remarks" column as - "will be complied with at the AGM". Similarly, in respect of matters which can be complied with only where the situation arises, for example, "Report on Corporate Governance" is to be a part of Annual Report only, the words "will be complied in the next Annual Report" may be indicated.

2
EK

JM FINANCIAL LIMITED

**DETAILS OF MATERIAL RELATED PARTY TRANSACTIONS FOR THE PERIOD FROM
APRIL 1, 2015 TO JUNE 30, 2015**

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
1	13-Apr-15 (renewed on 12-Jun-15)	Astute Investments	50.00	9.49% / 9.34% upon renewal		December 22, 2014
2	13-Apr-15	Astute Investments	50.00	9.96%	30-Jun-15	
3	15-Apr-15	Astute Investments	50.00	9.96%		
4	16-Apr-15 (renewed on 15-Jun-15)	Astute Investments	50.00	9.49% / 9.31% upon renewal		

* 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

A 