

# JMC Projects (India) Limited

**ENGINEERS & CONSTRUCTORS**

**(A Kalpataru Group Enterprise)**

Corporate Office : 6th Floor, Kalpataru Synergy, Opp. Grand Hyatt, Santacruz (East), Mumbai - 400055

Phone : +91-22-3005 1500 • Fax : +91-22-3005 1555 • www.jmcprojects.com



April 10, 2017

Corporate Service Department <b>BSE Limited</b> 25 <sup>th</sup> Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001.	The Listing Department <b>National Stock Exchange of India Ltd</b> Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (E) Mumbai – 400051.
Fax No. 022 2272 3121 / 3719	Fax No. 022 2659 8237 / 38 / 8238
Scrip Code: 522263	Trading Symbol: JMCPROJECT – EQ

**Sub: Submission of Corporate Governance Report for the quarter and year ended March 2017 pursuant to Reg. 27 of Listing Regulations, 2015**

Dear Sir,

Pursuant to Regulation 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith **Corporate Governance Report for the quarter and year ended March 31, 2017.**

Kindly acknowledge receipt of the above and take the same on records.

Thanking You,

Yours faithfully,

For **JMC Projects (India) Limited**

**Samir Raval**

**Company Secretary & Compliance Officer**



Name of Listed Entity	:	<b>JMC Projects (India) Limited</b>
Quarter Ended	:	March 31, 2017

**I. Composition of Board of Directors**

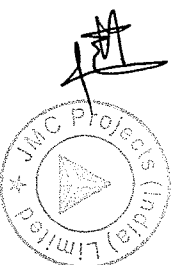
Title (Mr./ Ms)	Name of the Director	PAN	DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Date of Appointment in the current term / cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	# Number 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)	Remarks
Mr.	D. R. Mehta	ACCPM1326R	01067895	Chairman - Non-Executive - Independent	27.09.2014	8 years 4 months	4	2	1	Appointed upto September 26, 2019
Mr.	M. G. Punatar *	AADPP0403F	00533198	Non-Executive - Independent	Appointment: 27.09.2014 Cessation: 20.02.2017	11 years 1 month	2	2	0	-
Mr.	S. R. Mehta	ADZPPM3099F	02132246	Non-Executive - Independent	27.09.2014	5 years 2 months	2	2	-	Appointed upto September 26, 2019
Mr.	S. K. Tripathi	ACTPT3996R	03156123	Executive	22.10.2016	-	1	1	-	-
Mr.	Manoj Tulsian	ABUPT6595L	05117060	Executive	27.05.2016	-	1	3	-	-
Mr.	Hemant Modi	AAYPM5722B	00171161	Non-Executive	05.06.1986	-	1	-	-	-
Ms.	Anjali Seth	AAIP57378B	05234352	Non-Executive	01.08.2014	-	6	5	2	-
Mr.	Manish Mohnot	AALPM7291E	01229696	Non-Executive	29.05.2009	-	2	3	-	-
Mr.	Kamal Jain	ABJP17214R	00269810	Non-Executive	05.02.2005	-	1	5	1	-

# Chairpersonship in Audit/ Stakeholders Committee held in listed entities has been counted in the calculation of membership of Committee

\* Details provided for Mr. M. G. Punatar with reference to tenure, no. of directorship, no. of membership/chairmanship of committee (s) stands as on 20.02.2017 i.e. date of his cessation.



<b>II. Composition of Committees</b>						
<b>Sr. No.</b>	<b>Name of Committee</b>	<b>Name of Committee members</b>		<b>Category (Chairperson/Executive/Non-Executive/independent/Nominee)</b>		
1.	Audit Committee	Mr. D. R. Mehta		Chairman - Non-Executive - Independent		
		Mr. S. R. Mehta		Non-Executive - Independent		
		Mr. Kamal Jain		Non-Executive		
2.	Nomination & Remuneration Committee	Mr. S. R. Mehta		Chairman - Non-Executive - Independent		
		Mr. D. R. Mehta		Non-Executive - Independent		
3.	Risk Management Committee	Mr. Manish Mohnot		Non-Executive		
		Not Applicable		Not Applicable		
4.	Stakeholders Relationship Committee	Mr. Kamal Jain		Chairman - Non-Executive		
		Mr. S. K. Tripathi		Executive		
		Mr. Manish Mohnot		Non-Executive		
<b>III. Meeting of Board of Directors</b>						
<b>Date of Meetings in the Previous Quarter</b>		<b>Date of Meetings in the Relevant Quarter</b>		<b>Maximum gap between any two consecutive (in number of days)</b>		
14.11.2016		13.02.2017		90 Days		
<b>IV. Meeting of Committees</b>						
<b>Date of meeting of the committee in the relevant quarter</b>		<b>Whether requirement of Quorum met (details)</b>		<b>Date of meeting of the committee in the previous quarter</b>		<b>Maximum gap between any two consecutive meetings in number of days</b>
<b>Audit Committee</b>						
13.02.2017		Required quorum of 2 Independent Directors was met		14.11.2016		90 Days
<b>Stakeholders Relationship Committee</b>						
13.02.2017		Required quorum of 2 members was met		14.11.2016		90 Days



## V. Related Party Transactions ('RPT')

Subject	Compliance status (Yes/No/NA) refer note below
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

- # The composition of Board of Directors is not 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
  - 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), 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 shall be placed before Board of Directors at forthcoming Board Meeting. Any comments / observations / advice of Board of Directors shall be included in the next report. Report submitted in the previous quarter has been placed before the Board of Directors.

# Due to resignation by one of the Independent Director with effect from 20.02.2017, the provisions of Regulation 17 (1) of Listing Regulations, 2015 will be complied with in terms of the prescribed timeline mentioned in Regulation 25(6) of the Listing Regulations, 2015.

For JMC Projects (India) Limited



  
Samir Ravai  
Company Secretary & Compliance Officer

Date : April 10, 2017

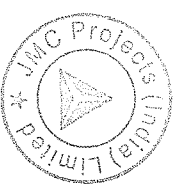
Place : Mumbai

Corporate Governance Report

Annexure II

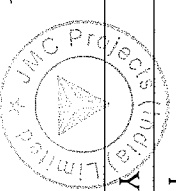
Name of Listed Entity	:	<b>JMC Projects (India) Limited</b>
Period Ended	:	April 1, 2016 to March 31, 2017

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA



## II. Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	# No
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly successions for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1), (2), (3), (4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	For 24(2) to 24(4): Yes For 24(5) & (6): NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes



Familiarization of independent directors	25(7)	Yes
Membership in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note:**

# Due to resignation by one of the Independent Director with effect from 20.02.2017, the provisions of Regulation 17 (1) of Listing Regulations, 2015 will be complied with in terms of the prescribed timeline mentioned in Regulation 25(6) of the Listing Regulations, 2015.

**III. Affirmations**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For JMC Projects (India) Limited

Company Secretary & Compliance Officer



Samir Ravai

Date : April 10, 2017  
Place : Mumbai