

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



Corporate Governance Report

Annexure I

Name of Listed Entity	:	JMC PROJECTS (INDIA) LIMITED
Quarter Ended	:	March 31, 2016

I. Composition of Board of Directors

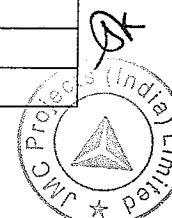
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Date of Appointment in the current term / cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	# Number 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)
Mr.	D. R. Mehta	ACCPM1326R/01067895	Chairman - Non-Executive - Independent	27.09.2014	5 years till September 26, 2019	4.	2	1
Mr.	S. R. Mehta	ADZPM3099F/02132246	Non-Executive - Independent	27.09.2014	5 years till September 26, 2019	2	2	0
Mr.	M.G. Punatar	AADPP0403F/00533198	Non-Executive - Independent	27.09.2014	5 years till September 26, 2019	2	2	0
Mr.	S. K. Tripathi	ACTPT3996R/03156123	Executive	22.10.2011	5 years till October 21, 2016	1	1	0
Mr.	Hemant Modi	AAYPMS722B/00171161	Non-Executive	05.06.1986	NA	1	0	0
Ms.	Anjali Seth	AAIPS7378B/05234352	Non-Executive	27.09.2014	NA	5	3	0
Mr.	Manish Mohnot	AALPM7291E/01229696	Non-Executive	29.05.2009	NA	2	3	0
Mr.	Kamal Jain	ABJPJ7214R/00269810	Non-Executive	05.02.2005	NA	1	6	1

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

II. Composition of Committees

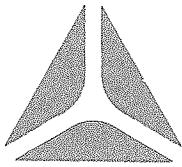
Sr. No.	Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1.	Audit Committee	Mr. D. R. Mehta	Chairman - Non-Executive - Independent
		Mr. S. R. Mehta	Non-Executive - Independent
		Mr. M. G. Punatar	Non-Executive - Independent
		Mr. Kamal Jain	Non-Executive
2.	Nomination & Remuneration Committee	Mr. S. R. Mehta	Chairman - Non-Executive - Independent
		Mr. D. R. Mehta	Non-Executive - Independent
		Mr. M. G. Punatar	Non-Executive - Independent
		Mr. Manish Mohnot	Non-Executive
3.	Risk Management Committee	Not Applicable	Not Applicable

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4.	Stakeholders Relationship Committee	Mr. Kamal Jain	Chairman - Non-Executive
		Mr. S. K. Tripathi	Executive
		Mr. Manish Mohnot	Non-Executive

III. Meeting of Board of Directors

Date of Meetings in the Previous Quarter	Date of Meetings in the Relevant Quarter	Maximum gap between any two consecutive (in number of days)
30.10.2015	10.02.2016	61 Days
31.12.2015		

IV. Meeting of Committees

Date of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee			
10.02.2016	Required quorum of 2 members was met	30.10.2015	102 Days
Stakeholders Relationship Committee			
10.02.2016	Required quorum of 2 members was met	30.10.2015	102 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 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) 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 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.

Date : April 14, 2016
Place : Mumbai

For JMC Projects (India) Limited

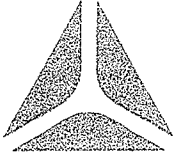


Sandeep K Sharma

Sandeep K Sharma
Company Secretary & Compliance Officer

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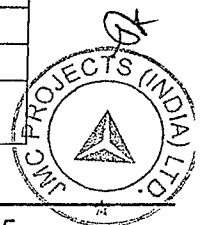
Corporate Governance Report

Annexure II

Name of Listed Entity	:	JMC PROJECTS (INDIA) LIMITED
Period Ended	:	April 1, 2015 to March 31, 2016

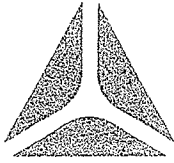
I. Disclosure on website in terms of Listing Regulations		Compliance status (Yes/No/NA) refer note below
Item		
Details of business		Yes
Terms and conditions of appointment of independent directors		Yes
Composition of various committees of board of directors		Yes
Code of conduct of board of directors 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		Compliance status (Yes/No/NA) refer note below
Particulars	Regulation Number	
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)	Yes
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

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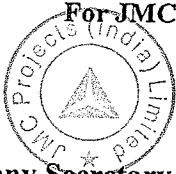
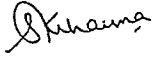
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Composition of Stakeholder Relationship committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1), (2), (3), (4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval 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		
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 Regulation, "Yes" may be indicated. Similarly, in case the Listed Entity has No related party transactions, the words "N.A." may be indicated.		
2 If status is "No" details of non-compliance may be given here.		
3 If the Listed Entity would like to provide any other information the same may be indicated here.		
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		
Date : April 14, 2016		
Place : Mumbai		Sandeep K Sharma Company Secretary & Compliance Officer

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