

Board's Report

Dear Members,

Your Directors are pleased to present their report and financial statements of the Company for the financial year ended March 31, 2020.

Financial Results

The standalone financial highlights and performance of the Company for the financial year ended March 31, 2020 is given herein below.

(₹ in Crores)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Total Revenue	3,740.5	3,277.6
Profit before Depreciation, Interest, Expected credit loss provision & Tax	438.8	361.7
Less: Depreciation	117.3	78.1
Interest	125.2	95.1
Profit before Expected Credit Loss Provision and Tax	196.3	188.5
Expected Credit loss provision for loans and advances given to JV	79.5	-
Tax Expenses	37.8	46.4
Profit for the period	79.0	142.1
Other Comprehensive Income (net of Tax)		
Items that will not be reclassified subsequently to Profit or loss	(1.6)	(0.2)
Items that will be reclassified subsequently to Profit or Loss	(15.1)	5.4
Total Comprehensive Income for the period	62.3	147.3
Add: Surplus brought forward from previous year	479.2	352.5
Profit available for Appropriation	541.5	499.8
Appropriation:		
Dividend – Final – F.Y. 2018–19	11.7	10.1
Corporate Dividend Tax on Equity Dividend (including surcharge)	2.5	2.0
Items of other comprehensive income recognized directly in retained earnings	1.5	0.9
Transfer to Debenture Redemption Reserve	2.3	5.4
Transfer to General Reserve	2.2	2.2
Balance carried to Balance Sheet	521.3	479.2
TOTAL	541.5	499.8

Overview & State of the Company's Affairs

Standalone Highlights: During the year ended March 31, 2020, your Company has achieved total Revenue (i.e. Revenue from Operations & Other income) of ₹ 3,740.5 crores as against ₹ 3,277.6 crores for the previous year ended March 31, 2019. Your Company has achieved Profit before tax of ₹ 116.8 crores for the current year as against ₹ 188.5 crores for the previous year after making provision for impairment of ₹ 79.5 crores against the loans / advances given to JV Company namely Kurukshetra Expressway Private Limited. Your Company has achieved Profit after tax of ₹ 79.0 crores for the current year as against ₹ 142.1 crores for the previous year.

Consolidated Highlights: During the year ended March 31, 2020, your Company's Consolidated Revenue stood at ₹ 3,894.2 crores as against ₹ 3,433.6 crores for the previous year ended March 31, 2019. Your Company has achieved Profit before tax of ₹ 32.6 crores for the current year (as against ₹ 115.4 crores for the previous year on consolidated basis). Your Company has achieved Profit after tax of ₹ 1.2 crores for the current year (as against ₹ 76.6 crores for the previous year on consolidated basis).

There has been no change in the nature of business of your Company during the year under review.

Dividend

In view of the Company's performance during the financial year under consideration, your Directors are pleased to recommend a dividend of ₹ 0.70 per equity share of face value of ₹ 2/- each (previous year ₹ 0.70 i.e. 35% per equity share of ₹ 2/- each) on 16,79,05,170 equity shares of the Company. The proposal is subject to the approval of members in the ensuing Annual General Meeting. If approved, the total outgo on account of the dividend on existing equity capital would be ₹ 11.75 crores.

Unpaid / Unclaimed Dividend

In terms of the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, an amount of ₹ 1,58,552/- of unpaid / unclaimed dividend was transferred during the year to the Investor Education and Protection Fund.

Appropriations

During the year under review, your Company has transferred ₹ 2.2 crores to the General Reserve and other appropriations as mentioned in note no. 12 of the standalone financial statements.

Share Capital

As on March 31, 2020, the paid-up equity share capital of the Company stands at ₹ 33,58,10,340/- comprising of 16,79,05,170 equity shares of ₹ 2/- each fully paid up. As on March 31, 2020, 99.86% of the total paid-up capital of the Company stands in the dematerialized form.

Non-Convertible Debentures & Credit Rating

During the year under review, your Company has issued and allotted 1,000 Nos. of 10.55% Unsecured, Rated, Listed, Redeemable Non-Convertible Debentures (NCDs) of the face value of ₹ 10,00,000/- (Rupees Ten Lakh Only) each, for an aggregate nominal value of ₹ 100,00,00,000/- (Rupees One Hundred Crores Only) on private placement basis. The said NCDs are listed on Wholesale Debt Market Segment of BSE Limited. Further, the Company has fully utilized the proceeds of issue of said NCDs for the purposes as mentioned in the offer document.

CARE Ratings Limited has assigned the rating of 'CARE A+ (stable)' to the NCDs issued by the Company and the said rating denotes stable outlook of safety for timely servicing of debt obligation and carries low credit risk.

Review of Business Operations

During the year under review, your Company has received new contracts of approximately ₹ 3,364 Crores. As of March 31, 2020, the aggregate value of orders on hand stands at ₹ 9,546 Crores.

The details of some of the major / prestigious contracts received during the year are as follows:

- a) Construction of Regional Head Office, Residential Training Centre, Currency Chest and Bank Retail Office Building of HDFC Bank Ltd. in Kolkata.
- b) Main Civil Works for Green Field Multi Level / Multi Product Beverage Facility in Jalpaiguri, West Bengal.
- c) Execution of 2 nos. of individual rural piped water supply projects pertaining to Nabrangpur District in Odisha.
- d) Renovation work of selected projects under JMADA Dhanbad Water Supply Scheme in Jharkhand.
- e) Construction of Provident Equinox Residential Project in Bengaluru, Karnataka.
- f) Construction of shell and core works of Mall and Multiplex for Sparkle One Mall Developers, Bengaluru, Karnataka.



- g) Construction of Main Civil Works of RMZ Ecoworld in Bengaluru, Karnataka.
- h) Construction of Civil Works for Bagmane Xenon Project in Bengaluru, Karnataka.
- i) Construction of Civil Structure and Finishes for Commercial Project of Salarpuria Sattva in Bengaluru, Karnataka.
- j) Construction of Prestige Skytech Commercial Building in Hyderabad, Telangana.
- k) Architectural, Civil, PHE and Firefighting Works of Residential Towers – VIVA City for Incor Smart Homes, Hyderabad, Telangana.
- l) Construction of IT Hub Building for Aparna Constructions and Estates in Hyderabad, Telangana.
- m) Construction of Residential and Multiplex Building for Aparna Constructions and Estates in Hyderabad, Telangana.
- n) Construction of Civil Works of Commercial Office Building – Prestige Alphatech in Pune, Maharashtra.
- o) Construction of Civil Works for Pepsico Commercial Project of Wadhwa and Associates in Mumbai, Maharashtra.
- p) Construction of Civil and Structure Works of Emaar Digi Homes in Gurugram, Haryana.
- q) Construction of Civil and Finishing Works for Residential Development of Brigade Enterprises in Chennai, Tamil Nadu.

Impact of Novel Covid-19 Pandemic

Due to novel COVID-19 outbreak, the Maharashtra Government announced lockdown in four cities of Maharashtra i.e. Mumbai, Pune, Nagpur and Pimpri Chinchwad from the midnight of March 20, 2020 till March 31, 2020. The Government of India announced a nationwide lockdown of 21 days with effect from March 25, 2020, which got extended from time to time to combat the spread of the COVID-19 virus. In compliance with various directives issued by the State / Central authorities, your Company suspended the operations at the project sites and shut the offices with a view to safeguard the risks to the health of the employees and workers of the Company. The site operations were resumed gradually at the end of third week of April, 2020 at a number of projects upon revocation of the restrictions imposed by the State / Central Governments.

Years Ahead and Prospects

Your Company has been able to build up good order book in all segments and sectors in domestic market. Your Company continues to work towards strengthening domestic order book and improving the international order book going forward. The present order book and the opportunities in the Indian Infrastructure space as well as International market gives good visibility towards a sustainable and profitable growth going forward. Continuous thrust on using latest technologies, digital platform and better processes would ensure further improvement of margins going forward.

Finance

During the year, your Company has invested ₹ 78.4 crores as loan in Special Purpose Vehicles (SPVs) incorporated for its Road Projects, which was funded through internal accruals.

Total addition in the fixed assets was ₹ 186.2 crores during the year, which was funded through Rupee Term Loans and internal accruals. Your Company has sufficient fund based & non-fund based limits to cater to its existing fund requirements.

Consolidated Financial Statements

In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the 'Listing Regulations') and Section 129 of the Companies Act, 2013, the Consolidated Financial Statements which have been prepared by the Company in accordance with the applicable provisions of the Companies Act, 2013 and the applicable Indian Accounting Standards (Ind AS) forms part of this Annual Report.

Subsidiaries and Associate / JV Company

A statement containing the salient features of the performance and financial position of the Subsidiaries, Associates / Jointly Controlled Entity as required under Rule 5 of the Companies (Accounts) Rules, 2014 is provided in Form AOC-1 marked as Annexure 1 and forms part of this report. The details of the Policy on determining Material Subsidiary of the Company is available on Company's website at https://www.jmcprojects.com/investor/corporate_governance

The Annual Report of the Company containing the standalone and consolidated financial statements has been disseminated on the website of the Company at www.jmcprojects.com. Audited Annual Accounts of the

Subsidiary Companies have also been placed on the said website and are available for inspection by the members at the Registered Office as well as Corporate Office of the Company. Members interested in obtaining copy of the Audited Annual Accounts of the Subsidiary Companies may write to the Company Secretary at the Company's Registered Office or Corporate Office address.

The performance and financial position of the Company's Subsidiaries and Jointly Controlled Entity are summarized herein below:

(₹ in Crores)				
Name of the Company	% share	Total Income*	Profit / (Loss) for the year	Share of Profit / (Loss)
Brij Bhoomi Expressway Private Limited (CIN : U74900MH2010PTC261958)	100	31.54	(7.93)	(7.93)
Wainganga Expressway Private Limited (CIN : U45203MH2011PTC264642)	100	60.04	(34.63)	(34.63)
Vindhyachal Expressway Private Limited (CIN : U45203MH2012PTC271978)	100	62.25	(10.94)	(10.94)
JMC Mining and Quarries Limited (CIN : U45201GJ1996PLC028732)	100	-	-	-
Kurukshetra Expressway Private Limited (CIN : U45400HR2010PTC040303)	49.57	77.78	(47.17)	(23.38)

*Note: Total income includes Toll Revenue and other Revenue including Utility Shifting, Change of Scope, Interest income.

Your Company on an ongoing basis keeps testing all its investments for impairment. Based on such testing, your Company has decided to make provision for an impairment of ₹ 79.5 crores against loans and advances given to joint venture company namely Kurukshetra Expressway Private Limited. This was necessitated due to continuous shortfall in toll revenue in the past as also expected shortfall in the future.

Directors' Responsibility Statement

To the best of their knowledge and belief, Directors of the Company make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- (a) in the preparation of the annual accounts for the financial year ended March 31, 2020, the applicable accounting standards have been followed and there is no material departure from the same;
- (b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the

provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- (d) they have prepared the annual accounts for the financial year ended March 31, 2020 on a going concern basis;
- (e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Corporate Governance

In compliance with the Regulation 34 read with Schedule V of the Listing Regulations, a detailed report on Corporate Governance is given as an Annexure and forms an integral part of this Annual Report. A Certificate from the Practicing Company Secretary confirming compliance of the conditions of Corporate Governance as stipulated under the Listing Regulations is appended to the Corporate Governance Report. A Certificate of the CEO and CFO of the Company in terms of Regulation 17(8) of the Listing Regulations is also annexed.



Management Discussion and Analysis

Pursuant to Regulation 34 of the Listing Regulations, a separate section on Management Discussion and Analysis for the year ended March 31, 2020 forms an integral part of this Annual Report.

Directors and Key Managerial Personnel (KMP)

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Kamal Jain is liable to retire by rotation at the ensuing Annual General Meeting (AGM). Mr. Kamal Jain, being eligible offers himself for re-appointment. Your Directors recommend his re-appointment as Director of the Company. The brief resume of Mr. Kamal Jain and other relevant details are given in the accompanying Notice of AGM.

During the year under review, Mr. Manoj Tulsian resigned as Whole-time Director & CFO of the Company with effect from January 14, 2020 after close of business hours. The Board of Directors placed on record their sincere appreciation for the valuable contribution made by Mr. Manoj Tulsian during his tenure with the Company. Further, Mr. Vardhan Dharkar who joined the Company as President (Finance and Accounts) on December 25, 2019 was appointed as Chief Financial Officer of the Company with effect from February 10, 2020.

The Company has received necessary declaration from each Independent Director pursuant to applicable provisions of the Companies Act, 2013 and the Listing Regulations.

As on date, Mr. Shailendra Kumar Tripathi, CEO & Dy. Managing Director, Mr. Vardhan Dharkar, Chief Financial Officer and Mr. Samir Raval, Company Secretary are the KMP of the Company. Details relating to remuneration of the Directors and KMP are mentioned in Annexure 5 of the Board's Report.

Performance Evaluation

Pursuant to the provisions of Section 134(3), Section 149(8) and Schedule IV of the Companies Act, 2013 read with Listing Regulations, Annual Performance Evaluation of the Board, the Directors as well as Committees of the Board has been carried out. The performance evaluation of all the Directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board, details of which are provided in the Corporate Governance Report. The properly defined and systematically structured questionnaire was prepared after having considered various aspects and benchmarks of the Board's functioning, composition of the Board and its Committees, performance of specific duties, obligations and governance.

The performance evaluation of the Independent Directors was carried out by the entire Board and the performance evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors in their separate meeting. The Board of Directors expressed their satisfaction with the evaluation process.

Familiarization Programme for Independent Directors

The Familiarization Programme seeks to update the Independent Directors on various matters covering Company's strategy, business model, operations, organization structure, finance, risk management etc. It also seeks to update the Independent Directors with their roles, rights, responsibilities, duties under the Companies Act, 2013 and other statutes.

The policy and details of familiarization programme imparted to the Independent Directors of the Company is available at https://www.jmcprojects.com/investor/corporate_governance

Compliance with Secretarial Standards

The Company has complied with the applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

Meetings of the Board

During the year, the Board met 5 (five) times, the details of which are provided in Corporate Governance Report.

Committees of the Board

The Board of Directors of your Company has constituted various Committees as follows:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Corporate Social Responsibility Committee
- Risk Management Committee
- Share Transfer Committee
- Management Committee

The details with respect to the composition, powers, roles, terms of reference, number of meetings held, attendance at the meetings etc. of Statutory Committees are given in detail in the Corporate Governance Report.

Audit Committee

The Audit Committee of the Board has been constituted in terms of Listing Regulations and Section 177 of the Companies Act, 2013. The constitution and other relevant details of the Audit Committee are given in the Corporate Governance Report. All the recommendations made by the Audit Committee were accepted by the Board of Directors.

Statutory Auditors & Auditors' Report

Based on the recommendations of the Audit Committee and the Board, members of the Company at the 30th AGM held on August 11, 2016 have approved the appointment of M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) as the Statutory Auditors of the Company for a period of five consecutive years i.e. till the conclusion of 35th AGM. The requirement of ratification of appointment of Statutory Auditors at every AGM has been omitted pursuant to Companies (Amendment) Act, 2017 notified on May 07, 2018. Thus, M/s. B S R & Co. LLP will continue to hold office till the conclusion of 35th AGM of the Company.

The Auditor's Report on Standalone and Consolidated financial statements is a part of this Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

During the year, the Statutory Auditors had not reported any matter under Section 143(12) of the Companies Act, 2013. Therefore, no detail is required to be disclosed under Section 134(3)(ca) of the Companies Act, 2013.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013, M/s. Parikh & Associates, Practicing Company Secretaries had been appointed to undertake the secretarial audit of the Company for the financial year ended on March 31, 2020. The Secretarial Audit Report is annexed herewith as Annexure 2, which forms an integral part of this report. The said report does not contain any qualification, reservation, adverse remark or disclaimer. During the year, the Secretarial Auditors had not reported any matter under Section 143(12)

of the Companies Act, 2013. Therefore, no detail is required to be disclosed under Section 134(3)(ca) of the Companies Act, 2013.

Based on the recommendation of the Audit Committee, the Board of Directors of the Company has appointed M/s. Parikh & Associates, Practicing Company Secretaries as the Secretarial Auditor of the Company for the financial year ending March 31, 2021. The Company has received their written consent that the appointment is in accordance with the applicable provisions of the Companies Act, 2013 and rules framed thereunder.

Cost Accounts and Cost Audit

In terms of Section 148 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, it is stated that the cost accounts and records are made and maintained by the Company as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, your Company is required to appoint Cost Auditor for the audit of cost records of the Company.

The Board Members looking to the requirement of the Company and based upon recommendation of the Audit Committee, appointed M/s. S. K. Sahu & Associates, Cost Accountants (Firm Registration No. 100807), as an additional Cost Auditor of the Company on July 29, 2019 with a view to engage them for the Cost Audit of the cost records of the EIO Operations of the Company and for other Cost Compliance Certification for the financial year ended March 31, 2020. The remuneration of M/s. S. K. Sahu & Associates is to be ratified by the members at the 34th AGM of the Company. The requisite resolution for ratification of remuneration of the said Cost Auditor by the members of the Company has been set out in the Notice convening 34th AGM of the Company.

The Board of Directors of the Company on the recommendation of the Audit Committee approved the appointment of and remuneration payable to M/s. K. G. Goyal & Associates, Cost Accountants (Firm Registration No. 000024) and M/s. S. K. Sahu & Associates, Cost Accountants (Firm Registration No. 100807) as the Cost Auditors of the Company to audit the cost records for the financial year ending March 31, 2021. The Company has received their written consent that the appointment is in accordance with the applicable provisions of the Companies Act, 2013 and rules framed thereunder. As per the statutory requirement, the requisite resolutions



for ratification of remuneration of the Cost Auditors by the members of the Company has been set out in the Notice convening 34th AGM of the Company.

During the year, the Cost Auditors had not reported any matter under Section 143(12) of the Companies Act, 2013. Therefore, no detail is required to be disclosed under Section 134(3)(ca) of the Companies Act, 2013.

Particulars of Loans, Guarantees and Investments

Your Company has extended the support to the financial needs of Wholly Owned Subsidiaries, being the Special Purpose Vehicle formed for some of the road projects which would ultimately results in accruing benefits to the Company.

Details of loans, guarantees and investments as required under the provisions of Section 186 of the Companies Act, 2013 are given in the note no. 34 to the standalone financial statements.

Stock Options

Your Company does not have any stock options scheme.

Related Party Transactions

In line with the requirements of the Companies Act, 2013 and Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is available on Company's website at https://www.jmcprojects.com/investor/corporate_governance. This Policy deals with the review and approval of related party transactions. The Board of Directors of the Company has approved the criteria for giving the omnibus approval by the Audit Committee within the overall framework of the Policy on Related Party Transactions.

Omnibus approval was obtained for related party transactions which are of repetitive nature and entered in the ordinary course of business and at arm's length basis. Pursuant to Regulation 23 of the Listing Regulations, all related party transactions were placed before the Audit Committee on a quarterly basis for their review and approval.

There were no material related party transactions entered into by the Company during the financial year under review. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable to your Company.

The related party disclosures as specified in Para A of Schedule V read with Regulation 34(3) of the Listing Regulations are given in the Financial Statements.

Vigil Mechanism / Whistle Blower Policy

Your Company has formed a Whistle Blower Policy for establishing a vigil mechanism for directors and employees to report genuine concerns regarding unethical behavior and mismanagement, if any. The said mechanism also provides for strict confidentiality, adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in appropriate cases. No personnel have been denied access to the Audit Committee pertaining to the Whistle Blower Policy.

The said Whistle Blower Policy has been disseminated on the Company's website at https://www.jmcprojects.com/investor/corporate_governance

Remuneration Policy

The Board of Directors has framed a Policy which lays down a framework in relation to remuneration of Directors, KMP and other employees of the Company. The salient features of this Policy is given in the Corporate Governance Report. The said Policy is available on the Company's website at https://www.jmcprojects.com/investor/corporate_governance

Particulars of Employees

The statement of disclosure of Remuneration under Section 197(12) of the Companies Act, 2013 read with the Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('Rules') is appended as Annexure 3 to this Report.

The information as per the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Rules is provided in a separate annexure forming part of this Report. However, the Annual Report is being sent to the Members of the Company excluding the said annexure. In terms of Section 136 of the Companies Act, 2013, the said annexure is open for inspection at the Registered Office as well as Corporate Office of your Company. Any Member interested in obtaining a copy of the said statement may write to the Company Secretary of the Company.

Corporate Social Responsibility (CSR)

In accordance with the requirements of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, your Company has constituted a CSR Committee, which comprises of

Mr. D. R. Mehta, Chairman, Mr. S. K. Tripathi and Mr. Kamal Jain as its members. The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the Company's website at https://www.jmcprojects.com/investor/corporate_governance

Annual Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been annexed to this Report as Annexure 4 which forms an integral part of this report.

Extract of Annual Return

Pursuant to Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return of the Company in Form MGT-9 is annexed as Annexure 5 and forms an integral part of this report. The Annual Return as referred in Section 134(3)(a) of the Companies Act, 2013 for the financial year ended March 31, 2020 shall be placed on the website of the Company at <https://www.jmcprojects.com/investor/financials>

Conservation of Energy, Technology Absorption & Foreign Exchange Earnings and Outgo

Your Company gives significant emphasis on improvement in methods and processes in its areas of Construction and Operations. Your Company focuses on Research & Development across various functions in the Organisation. The primary focus of research is to continually refine the frequently used systems at our project sites to derive optimization, reduction in breakdowns, improve effectiveness and efficiency of use. All the above leads to get a competitive edge for any project.

The information as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 for the financial year ended March 31, 2020 with respect to the Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo has been annexed to this Report as Annexure 6 which forms an integral part of this report.

Business Responsibility Report

The SEBI has extended the applicability of Business Responsibility Report (BRR) to the top 1000 Companies by market capitalization from F.Y. 2019-20 and accordingly, the Business Responsibility Report describing the initiatives

taken by the Company from an environmental, social and governance perspective has been annexed to this Report as Annexure 7 which forms an integral part of this report.

Public Deposits

During the year under review, your Company has not accepted any public deposits under Chapter V of the Companies Act, 2013.

Risk Management

Risk Management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing returns. The Company's approach in addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is reviewed periodically by the Board and the Audit Committee. Some of the risks that the Company is exposed to are financial risks, commodity price risks, regulatory risks, human resource risks, strategic risks etc.

More details in respect to the risk management are given in Management Discussion and Analysis Report.

Internal Financial Control and its Adequacy

Your Company has implemented Internal Financial Controls over financial reporting through policies, procedures and guidelines. The controls are tested for its effectiveness. The approved schedule of powers is used to control the approval process for various activities, based on hierarchical value limits and segregation of duties.

A combination of these system enables your Company to maintain a robust design of controls and its operating effectiveness is ensured through periodical internal checks and audit. More details in respect to internal control system and its adequacy are given in Management Discussion and Analysis Report.

Human Resource Management

The employees of your Company are the bedrock of its success. Your Company is committed to provide a conducive, progressive, open, diverse and inclusive work environment to all the employees. The Company is focussed on building a talent-driven, high performance organization.

This year, your Company embarked on an organization transformation journey taking up several new initiatives directed towards business growth and automation. These initiatives involve –

- **Re-framing our Vision & Mission statements:** Your Company drew up new Vision & Mission statements to support the future direction of the organization. The Company set these with the involvement of all the key employees and leadership team through multiple meetings and facilitative discussions. The new Mission statement emerged for JMC as **"Building Infrastructure for Better Life."**
- **HR Technology:** The new SAP SuccessFactors HR services platform (HumanTree) has helped your Company in achieving employee connect across all Business Units, ease of access and promptness in HR services for all the employees. Your Company empowered employees for anytime anywhere learning by giving access to online learning modules. The HR/Admin policies of your Company are available on the HumanTree platform for reference of employees. Development of an HR BOT is under progress to improve employee experience and provide online support for HR & Admin related queries.
- **Digitization of employee records:** The Company has taken up digitization of all the personal files of its employees. This has helped your Company to manage the employee records in a better manner and go paperless.
- **Raising employee aspirations and productivity:** Your Company began F.Y. 2019 by focusing on optimizing its workforce and developing & mapping norms of workforce for various Business Units. This will result in higher synergy, agility and efficiency in teams.
- **Process Excellence Interventions:** Your Company brought in several interventions that involved building functional competence in our teams, simplifying work processes, improving quality and enhancing productivity through structured training programs.

Over and above this, your Company continues to focus on strengthening its talent processes through cadre and capability building interventions. This involved bringing in best-in-class talent in key roles, hiring and developing fresh talent from well-known institutes and building leadership capabilities at various levels through structured assessment and development centre interventions.

The well-being of workmen at sites is of prime importance to your Company. The Company ensured healthy and hygienic

living conditions in workmen camps, regular health check-ups, engagement activities on an ongoing basis at all the sites. At the same time, your Company undertook skill development initiatives for workmen in coordination with Pradhan Mantri Kaushal Vikas Yojana (PMKVY), thereby developing trade-specific skills for workmen and helping them improve their employability and securing a better livelihood.

Your Company is committed towards equal opportunity for all of its employees. Your Company's Code of Conduct ensures that there is no bias towards gender, race, religion, ethnicity, nationality, age, disability, family status or sexual orientation.

The focus of the Human Resources function of your Company is on robust people practices, best-in-class work environment and to act as the prime drivers to support overall business growth.

As evidenced from feedback and increased followership on social media platforms like Glassdoor, Facebook, LinkedIn etc., all these initiatives and improvements by HR Team of your Company resulted in enhancing Employer Brand for external and internal talent as well as in improving the overall image of your Company in the eyes of the outside world.

Quality, Health & Safety Management System

Your Company has an established Integrated Management System comprising Quality Management System (QMS) conforming to ISO 9001:2015, Environmental Management System (EMS) conforming to ISO 14001:2015 and Occupational Health & Safety Management System (OHSMS) conforming to ISO 45001:2018 at all offices and projects. During the year under review, TUV-SUD Asia Pacific (TUV-SUD Group) has audited the Company's Management System and confirmed compliance to the requirement of the International Standards.

Your Company is adequately maintaining the system to ensure customer satisfaction in terms of quality and services, protection of Environment, safeguarding the occupational health, safety of all employees and compliance to applicable legal and other non-regulatory requirements pertaining to environment, health and safety along with continual improvements to the system.

Your Company has been consistently adopting best construction practices, latest technology equipment and IT software with uncompromising quality, environment, health and safety standards which are recognized by our clients / associates and Govt. bodies through awards / accreditations in recent past i.e. National Safety Council Awards, CIDC Vishwa Karma Awards for Best Construction Project and EHS,

Global HR Excellence Award in training and development and Innovative retention strategy, Gold Award from RoSPA (UK), British Safety Council Merit Certificate International Award and OHSAL 4Star Award.

Other Disclosures and Information

a) Significant and Material Orders passed by the Authority

There are no significant or material orders passed by the Regulators or Courts or Tribunals which impacts the going concern status of the Company and its future operations.

b) Sexual Harassment of Women at workplace

Your Company has adopted a Policy under the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. There was no complaint about sexual harassment during the year under review.

c) Material Changes and Commitments affecting financial position

There are no material changes and commitments affecting the financial position of the Company, which have occurred between the end of the financial year under review and the date of this report.

Appreciation

Your Company has been able to perform better with the continuous improvement in all functions and areas which coupled with an efficient utilization of the Company's resources led to sustainable and profitable growth of the Organization. Your Directors express their deep sense of appreciation and extend their sincere thanks to every employee and associates for their dedicated and sustained contribution and they look forward the continuance of the same in future.

Acknowledgement

Your Directors wish to place on record their appreciation for the continuous assistance, support and co-operation received from all the stakeholders viz. financial institutions, banks, governments, authorities, shareholders, clients, suppliers, customers and associates.

For and on behalf of the Board of Directors

Shailendra Kumar Tripathi
CEO & Dy. Managing Director

Place: Mumbai
Date: May 19, 2020

Manish Mohnot
Non-Executive Director