



Vigil Mechanism/Whistle Blower Policy

JMJ FINANCE LIMITED

Vigil Mechanism/Whistle Blower Policy

This Policy was approved by the board of directors in their meeting held on 1st September 2020.

(Revised and approved by the board on 24th February 2021.)

1. Introduction

JMJ Finance Limited is one among the fastest growing NBFCs in Kerala registered with Reserve Bank of India. The Company intend to establish a mechanism known as vigil mechanism that enables individual employees and directors, to freely communicate their concerns about illegal or unethical practices. The Whistle Blower Policy is an integral part of Vigil Mechanism, which provides for adequate safeguards against victimization of individuals who utilize such mechanism to report any concerns.

2. Objective

This policy aims at establishing an efficient vigil mechanism in the organization to quickly spot violation of applicable laws/breach of code of conduct and policies of the company or any act which is likely to affect the company in any manner and to take corrective action to ensure good corporate governance. It will be disseminated among the employees assuring confidentiality and protection to the whistle blower against any personal revengeful actions such as humiliation, harassment or any other form of unfair treatment. This policy also makes provision for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

3. Definitions

- I. “Audit Committee” means the Audit Committee constituted by the Board of Directors of the Company in accordance with the provisions of Section 177 of the Companies Act, 2013 and Rules made thereunder,
- II. “Company “means JMJ Finance Limited.
- III. “Employee” means every employee of the Company, whether employed on temporary/permanent basis including the Directors in the employment of the Company
- IV. “Board” means the Board of Directors of JMJ Finance Limited.

- V. “Whistle Blower” means an Employee or director making a Protected Disclosure under this Policy. This whistle-blower has come to the decision to make a disclosure or express a genuine concern/grievance/allegation.
- VI. “Whistle Blowing” means calling the attention of the top management to some wrongdoing occurring within the organization.
- VII. “Complaint” means a genuine expression of an improper activity, made in writing by any Director or Employee of the Company in conformity with this Policy.
- VIII. “Protected Disclosure” means a concern or allegation raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should be factual and not speculative in nature.
- IX. “Subject” means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation

4. Who Can Blow the Whistle?

All Employees of the Company and Directors of the company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company. Third parties may also report their concern related to a violation / potential violation of the Group Values or the Company Code of Conduct.

5. Receipt and Disposal of Protected Disclosures

- a) All Protected Disclosures should be reported in writing by the complainant as soon as possible after the Whistle Blower becomes aware of the same either in English or Malayalam.
- b) The complaint should be in a closed/secured envelope addressed to the Chairman, Audit Committee of Board as under.

The Chairman

Audit Committee of Directors

JMJ Finance Limited

Door No. 25/469/23,3rd Floor, Pooma Complex,

Naduvilal Junction, M G Road, Thrissur- 680001

Ph: 0487 238 8175

- c) The Company shall not entertain anonymous/ pseudonymous disclosures.

- d) The envelope should be super scribed “Protected Disclosure under the Whistle Blower Policy”. If the envelope is not super scribed and closed, it may not be possible to protect the identity of person making disclosure under this Policy and the complaint will be dealt with as per the normal complaint policy of the organisation. The complainant should give his/her name and address in the beginning or end of complaint or in an attached letter. Any particulars w.r.t, Name, Address, etc. which may disclose the identity of the complainant shall not be mentioned on the envelope.
- e) Whistle blower should refrain from sending reminder or seeking further development/ action taken regarding disclosure made by him so as to protect his/her identity.
- f) An employee, who knowingly makes false allegations under this Policy, shall be subject to disciplinary action and will not be protected under the Whistle Blower Policy.
- g) A complainant shall provide his name, address and designation accompanies by evidences. A complainant may choose to make complaint anonymously. In such cases, the complaint should be accompanied by strong evidences. Supporting documents shall be arranged in a chronological order with date, time, frequency of alleged acts etc.
- h) The Audit Committee, if deems fit, may call for further information or particulars from the complainant.
- i) Any act from an unauthorised person to access the details of confidential complaints made to the committee, in any manner shall be considered as misconduct and shall be dealt accordingly.

6. Procedure for handling Whistle Blower Complaints

- I. All the envelopes super-scribed with “Protected Disclosures under the Whistle Blower Policy” will be opened in the presence of Chairman, Audit Committee of Directors, by authorised personnel as authorised by the Chairman, Audit Committee of Directors.
- II. On admitting the complaint under whistle blower policy by the chairman of the audit committee, the same shall be entered in a register maintained for the recording such complaints.
- III. The Authorised Personnel shall prepare a brief note along with supporting documents on the complaint received and shall place the same before the Chairman, Audit Committee of Directors for necessary directions.
- IV. Any investigation under this Policy would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. The

investigation shall be completed within such time period as may be decided by the audit committee.

- V. Unless there are compelling reasons not to do so, subjects will be given reasonable opportunity for providing their input during the investigation. No allegation of wrongdoing against a subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- VI. Subjects shall have right to access any document/ information for their legitimate need to clarify/ defend themselves in the investigation proceedings.
- VII. If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company

7. Protection

No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

8. List of exclusions

The following types of complaints will ordinarily not be considered and taken up:

1. Complaints that are Illegible, if handwritten.
2. Complaints that are Trivial or frivolous in nature.
3. Matters which are pending before a court of Law, State, National Human Rights Commission, Tribunal or any other judiciary or sub judiciary body
4. Any matter that is very old from the date on which the act constituting violation, is alleged to have been committed
5. Issue raised, relates to service matters or personal grievance (such as increment, promotion, appraisal etc) also any customer/product related grievance.
6. Matters which are suppose to be solely and exclusively dealt by any other committee of the Board, as per applicable laws/policies.

Suggested list of issues which could be reported under the policy are given as Annexure A.

9. Amendment or revision.

Any amendments to this policy shall be made by decision of Board of Directors on recommendation made by any committee of Board or by KMP or to bring the policy in line with any future amendment in applicable laws.

For JMJ Finance Limited

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Annexure A

1. Misappropriation of company assets or resources or funds or assets/resources of group companies.
2. Conflict of interest
3. Inappropriate sharing/access of information tagged as “confidential” under any law or under any policies.
4. Financial frauds and cheating of any nature
5. Violation of gifts and entertainment policy
6. Non-adherence to safety guidelines
7. Inaccurate financial reporting
8. Bribery & Corruption
9. Other forms of Harassment – Victimization, Bullying, Discrimination etc.
11. Social Media Usage
12. Misuse of authority or Misuse of position
13. Environment, health and safety
14. Unethical behaviour in Customer dealings
15. Any act targeted at raising personal benefits or causing financial loss to the company or employees.

