



**JM FINANCIAL ASSET RECONSTRUCTION COMPANY LIMITED**

**WHISTLE BLOWER POLICY**

**APRIL 2024**

## 1. Preface:

- a. The Company believes that the business affairs should be conducted in a fair, transparent, professional, honest, integral and in most ethical manner.

To give effect to this, the “JM Financial Code of Conduct” (the Code), lays down the principles, standards and practices that govern the actions of the employees of the Group. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, is a matter of serious concern for the Group. The role of the employees in pointing out such violations of the Code cannot be undermined.

The provision in the Code requiring all employees to report, violations if any, to the Management, which states:

### **Reporting Misconduct**

*The Firm's reputation for integrity depends upon your conduct. You are the Firm's first line of defense against civil or criminal liability and unethical business practices.*

*If you believe or you have reason to believe that you may have violated the law or the Firm's standards, you must report your behavior to your manager or the Firm immediately. Additionally, if you observe or become aware of any illegal or improper conduct on the part of another employee or a consultant, supplier, client, counterparty or other third party, you must communicate that information to your direct manager and, if appropriate or necessary, to a more senior manager or Compliance or Firm Management, to make certain that the situation will be addressed. The employees of the Company can also report instances of leak of Unpublished Price Sensitive Information (UPSI) under the mechanism provided in the Policy.*

- b. Section 177(9) of the Companies Act, 2013 requires:
- every listed company;
  - the companies which have accepted deposits from the public; and
  - the companies which have borrowed moneys from banks and public financial institutions in excess of Rs. 50 Crore.

to establish a vigil mechanism for directors and employees to report their genuine concerns or grievances. The vigil mechanism is required to provide adequate safeguards against victimisation of employees and directors who avail the vigil mechanism and provide for director access to Chairperson of the Audit Committee in appropriate cases.

- c. Further, in terms of Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every High Value Debt Listed Company is required to formulate a vigil mechanism/whistle blower policy for directors and employees to report genuine concerns.

- d. Accordingly, this Whistle Blower Policy (the Policy) has been formulated for the employees and directors and any other person who avails the mechanism framed under this Policy to raise to the Chairperson of the Audit Committee of the Company, the genuine concerns about any unethical behaviour, improper/illegal practices or wrongful conduct, financial irregularities including fraud or suspected fraud etc.
- e. The Policy provides that no adverse action shall be taken or recommended against a director or an employee in retaliation to his/her disclosure in good faith of any unethical and improper practices or alleged wrongful conduct. This Policy protects such directors and employees from unfair or prejudicial treatment by anyone within the Company.

However, this Policy does not protect an employee/director from an adverse action in relation to his/her poor job performance, any other behavior deserving disciplinary action, etc. that are unrelated to a disclosure made.

## 2. Definitions:

- a) **'Audit Committee of the Company'** means the Audit Committee of JM Financial Asset Reconstruction Company Limited, constituted or reconstituted by the Board of Directors of the Company from time to time.
- b) **'Company'** means JM Financial Asset Reconstruction Company Limited.
- c) **'Disciplinary Action'** means any action that can be taken on the completion of / during the investigation proceedings including but not limited to warning, imposition of fine, suspension from official duties or such action as is deemed to be fit considering the gravity of the matter.
- d) **'Employee of the Group Companies'** means the employee(s) to whom the JM Financial Code of Conduct applies.
- e) **'Good Faith'** means employees shall be deemed to be communicating in 'good faith' if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct.

Good faith shall be deemed lacking when the employee does not have personal knowledge of a factual basis for the communication or where the employee knew or reasonably should have known that the communication about unethical and improper activity(ies) or alleged wrongful conduct is malicious, false and frivolous.

- f) **'Group Company'** means the companies belonging to JM Financial Group.
- g) **'Protected Disclosure'** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity(ies).

- h) **'Subject'** means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- i) **'Whistle Blower'** means the employees or directors of the Company and/or any other person who avails the mechanism and who makes a Protected Disclosure under this Policy.
- j) **'Unethical Behaviour and Improper/Illegal Practices or Wrongful Conduct'** shall mean:
- an act or omission which does not conform to the standards of social and professional behavior;
  - an act or omission which leads to unethical business practices including misappropriation of funds and actual fraud;
  - improper, illegal or unethical conduct;
  - breach of etiquette or morally offensive behavior;
  - an act or omission which may lead to incorrect financial reporting;
  - an act or omission which is not in line with applicable Company policy including an act or omission which is unlawful.

### 3. The Guiding Principles:

- a. To ensure that this Policy is adhered to, and to assure that the concerns will be acted upon seriously, it will be ensured that:
- i. the Whistle Blower and/or person processing the Protected Disclosure will not be victimized for doing so;
  - ii. victimization will be treated as a serious matter requiring investigation including initiation of disciplinary action on such person(s);
  - iii. complete confidentiality of the Whistle Blower shall be maintained at all times;  
  
no attempt shall be made to conceal evidence of the Protected Disclosure;
  - iv. adequate safeguards against victimisation of the employees/directors and any other person who avail the vigil mechanism;
  - v. disciplinary action may be taken, if anyone destroys / conceals or tries to destroy/conceal evidence of the Protected Disclosure made/to be made.
  - vi. an appropriate opportunity of being heard will be given to the Subject.
- b. This Policy shall not be used in place of the Company grievance procedure or be a route for raising malicious or unfounded allegations against colleagues.

#### 4. Scope:

- a) This Policy is an extension of the JM Financial Code of Conduct. The Whistle Blower's role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.
- b) Whistle Blowers shall not act on their own conducting any investigative activities, nor do they have a right to participate in any investigative activities other than when specifically requested to do so.

#### 5. List of exclusions:

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

- a) Complaints that are illegible, if handwritten;
- b) Complaints that are trivial or frivolous in nature;
- c) Matters which are pending before a court of Law, State, National Human Rights Commission, Tribunal or any other judiciary or sub judiciary body;
- d) Issues raised, relates to service matters or personal grievance (such as increment, promotion, appraisal, etc.); and
- e) Any customer/product related grievance.

#### 6. Disqualifications:

- a) While it is ensured that genuine Whistle Blower shall be accorded complete protection from any kind of unfair treatment, any abuse of this protection will warrant disciplinary action.
- b) Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be *malafide or malicious* or Whistle Blower who makes three or more Protected Disclosures, which have been subsequently found to be *frivolous, baseless or reported otherwise than in good faith*, will be disqualified from reporting further Protected Disclosures under this Policy and may be subject to strict disciplinary action.
- c) Whistle Blower must put his/her name to the Protected Disclosure. Concerns expressed anonymously **WILL NOT BE** investigated.

#### 7. Procedure:

- a) The Protected Disclosure by a Whistle Blower should be made in writing as soon as possible but not later than 30 calendar days after he/she becoming aware of the same.
- b) The complaint should be factual rather than speculative and must contain to the maximum extent possible, the following:
  - i. The Employees, and/or the Subject involved;

- ii. The office/unit of the Company where it happened;
  - iii. When did it happen; date or a period of time;
  - iv. Nature of concern;
  - v. Any documentary evidence or proof, if available;
  - vi. Whom to contact for more information, if possible; and
  - vii. Any other relevant information.
- c) The said Protected Disclosure shall be sent and delivered to the Chairperson of the Audit Committee of the Company in a sealed envelope marked as **“Strictly Private & Confidential – to be opened by Addressee only”**, at the following address.

**Chairperson of the Audit Committee of JM Financial Asset Reconstruction Company Limited**

**7<sup>th</sup> Floor, Cnergy,  
Appasaheb Marathe Marg,  
Prabhadevi,  
Mumbai - 400 025**

**Alternatively, the Whistle Blower may email the Protected Disclosure at [rupa\\_vora@hotmail.com](mailto:rupa_vora@hotmail.com).**

- d) The Chairperson of the Audit Committee shall report the incidents of whistle blown to the Audit Committee, who upon the receipt of Protected Disclosure, may either investigate the matter on its own or may appoint a senior executive or a Committee of managerial personnel or an external third party ('Investigators') to investigate into the matter and prescribe the scope and time limit thereof, unless the Protected Disclosure is found to be frivolous in nature or pertains to a complaint which falls in the list of exclusions described in section 5 above.

The Investigators, shall acknowledge in writing to the whistle blower about the receipt of the complaint from him/her within seven days from the receipt of the complaint.

The Audit Committee may also outline a detailed procedure for an investigation, which is required to be followed by designated senior executive or a Committee of managerial personnel or an external party, as the case may be, at the time of conducting the investigation in respect of Protected Disclosure being investigated. Where the matter relates to any leakage of UPSI, the inquiry shall be as per the Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

- e) If any of the members of the Audit Committee has a conflict of interest in any case, they should recuse themselves and the others on the Committee would deal with the matter on hand.
- f) The decision to conduct an investigation taken by the Audit Committee is by

itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may or may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.

- g) The Audit Committee or senior executive or a Committee of managerial personnel or an external party, as the case may be, shall have right to call for any information/document and examination of Subject or any employee of the Company or Group Companies or other person(s), as they may deem appropriate for the purpose of conducting investigation under this Policy. The identity of the Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation. The Subject will be informed of the allegations at the appropriate stage and will be given opportunities to provide their explanations during the investigation.

Subjects shall have the duty to co-operate with the Audit Committee and the Investigators during the investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.

- h) In the course of investigation proceedings, the Subject is not allowed to leave the Company without specific written approval of the Chairman of the Audit Committee. In case of Whistle Blowers, they shall be allowed to leave the Company with a specific written undertaking that they shall continue to extend necessary cooperation for conduct of investigation till required under intimation to the Chairman of the Audit Committee.

Subjects have a right to be heard and be informed of the outcome of the investigation.

- i) Timeframe for Resolving Complaint: The Company shall endeavor to resolve the complaint within 45 days. The time frame may be exceeded depending on the nature, complexity and seriousness of the complaint
- j) A report shall be prepared after completion of investigation and the Audit Committee shall consider the same.

If an investigation leads the Audit Committee to conclude that an improper or unethical act has been committed, the Audit Committee shall take such disciplinary or corrective action as it deems fit. It is clarified any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the staff conduct and disciplinary procedures.

- k) The Audit Committee or any Company Executive authorized by the Audit Committee shall inform the Whistle Blower once the process is completed, without disclosing the outcome of the complaint.
- l) All Protected Disclosures or documents along with the results of investigation relating thereto shall be retained for a minimum period of seven years from the date of resolution of the complaint.

Further, for the convenience of the reader, a flow chart on the procedure of complaint redressal mechanism under this Policy is enclosed herewith as Annexure I.

**8. Amendment:**

The Company reserves the right to amend or modify this Policy in whole or in part, at any time, without assigning any reason whatsoever. The Audit Committee will also review the Whistle Blower Policy and suggest amendments to make it responsive and relevant to the changing times.

In case any amendments, clarifications, circulars and guidelines as issued by the regulatory body(ies)/authority(ies) and such amendments, clarifications, circulars and guidelines are not consistent with the requirements specified under this Policy, then the provisions of such amendments, clarifications, circulars and the guidelines shall prevail and accordingly this Policy shall stand amended effective from the date as laid down under such amendments, clarifications, circulars and guidelines.

**9. Annual Affirmation:**

The Company shall annually affirm that it has not denied any personal access to the Audit Committee and that it has provided protection to whistle blower from adverse personal action, wherever applicable. The affirmation shall form part of Corporate Governance report forming part of the Annual Report of the Company.

**10. Disclosure:**

The details of the Whistle Blower mechanism shall be disclosed by the Company on its website and also in the Director's report, as required under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

**Place :**

**Date :**

**Chairman**



**FLOW CHART FOR WHISTLE BLOWER COMPLAINT REDRESSAL**

