

JM Financial Limited

ESG Factbook 2024 - 25



POWERED BY **PURPOSE**

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JM Financial Limited

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JM Financial Limited (the “**Company**” or “**JMFL**”) is the flagship listed entity of the JM Financial Group, a diversified and integrated financial services organization. The Company operates across multiple verticals including investment banking, private equity fund management and portfolio management. It is widely recognized for its strong advisory and execution capabilities in investment banking, serving both domestic and international clients. With a legacy of innovation and long-term client relationships, the Company continues to be a trusted partner in India’s financial ecosystem. It also holds investments in operating subsidiaries/associates.

About the ESG Factbook

The Environmental Social and Governance (“**ESG**”) Factbook *inter alia* contains information and material ESG disclosures in addition to those referred to in the Company’s Annual Report published for FY 2024-25.

Reporting Boundary

The ESG Factbook covers standalone operations of JMFL, unless otherwise stated. All monetary values are expressed in Indian Rupees (₹).

Governance

1 Transparency & Reporting

For the FY 2024 - 25, the sustainability reporting boundaries are for standalone operations of JMFL (Holding Company) only. The data reported pertains solely to JMFL. The proportion of standalone revenue to the total revenue of JM Financial Group for the FY 2024–25 is 23.29%.

Annual Report Reference: <https://jmfl.com/Common/getFile/5121>, Title: Standalone Financial Statements, page no 129(PDF), 255(Annual Report); Consolidated Financial Statements, page no 170(PDF), 337(Annual Report)*.

**Note: References to page numbers in the Annual Report will be annotated as “AR” followed by the page number throughout the report.*

2 Corporate Governance

2.1 Board Independence

As per Section 149 of the Companies Act 2013 (the “**Act**”) and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the Independent Directors of the Company have submitted the requisite declaration confirming that each of them meets the criteria of independence as prescribed under the Act read with rules made thereunder and SEBI Listing Regulations and that they continue to comply with the Code of Conduct laid down under Schedule IV to the Act. In terms of Regulation 25(8) of the SEBI Listing Regulations, Independent Directors have also confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties independently.

Further, as required under Section 150 of the Act and Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the Independent Directors have confirmed that they have registered themselves with the data bank maintained by the Indian Institute of Corporate Affairs. Based on the declarations received by them, the Board of Directors of the Company (the “**Board**”) have, confirmed that they meet the criteria of independence as prescribed under the Act.

As on March 31, 2025, the Board comprises 62.50% Independent Directors, exceeding the regulatory requirement of a minimum of 50% Independent Directors. This composition reflects a board that is both diverse in expertise and experience, and independent which is necessary to ensure the highest standards of corporate governance.

Note 1: Ms. Jagi Mangat Panda ceased to be an Independent Director of the Company with effect from closure of business hours on March 30, 2025, upon completion of her second term in the Company.

Annual Report Reference: <https://jmfl.com/Common/getFile/5121>, Section title: Board of Directors, Page no. 78(PDF), 152(AR); Board independence statement

2.2 Board Type – One-tier system

The Company's Board follows one-tier system with a total of eight (8) board members as on March 31, 2025. The Board is chaired by Mr. Nimesh Kampani – Non-Executive and Non-Independent Director who is also a promoter of the Company. None of the Directors of the Company are related to each other except, Mr. Nimesh Kampani, Non-Executive Chairman who is the father of Mr. Vishal Kampani, Vice Chairman & Managing Director of the Company. The composition of the Board is in conformity with the requirements of the Act and the SEBI Listing Regulations, with majority of the Board members comprising Independent Directors. More than 51% of the board is Independent as indicated below:

Director Type	Number of members (as of March 31, 2025)	%age of total board size
Executive Directors	2	25.00
Independent Directors	5*	62.50
Other Non-Executive Directors	1	12.50
Total Board size	8*	100

Note: *Please refer to Note 1 of Para 2.1.

Annual Report Reference: <https://jmfl.com/Common/getFile/5121>, Section title: Composition of the Board, Page no. 78(PDF), 152(AR)

2.3 Non-Executive Chairman

The Board is chaired by Mr. Nimesh Kampani, Non-Executive and Non-Independent Director, who is also a promoter of the Company. The role of CEO and Chairman is split, Mr. Vishal Kampani is the Vice- Chairman and Managing Director and Mr. Adi Patel is the Managing Director of the Company. The Chairman of the Company is Non-Executive, Non - Independent.

Annual Report Reference: <https://jmfl.com/Common/getFile/5121>, Section title: Composition of the Board, Page no. 78(PDF), 152(AR)

2.4 Board Diversity Policy

Basis the Board Diversity Policy adopted by the Company, the Board is a blend of professionals having diverse skills, experience, knowledge, capabilities, expertise, attributes and educational qualifications, amongst others. The Board Diversity Policy *inter alia* states:

a. Amongst several parameters for appointment of Directors, the following criteria shall be considered:

- Board Skills, Competencies & Experience
- Educational qualifications
- Knowledge
- Expertise
- Skills
- Knowledge of industry
- Perspective
- Cultural and geographical background
- Board Diversity & Independence
- Capabilities
- Experience relevant to the business of the Company
- Independence
- Positive attributes
- Gender
- Ethnicity
- Race

b. Knowledge and experience in domain areas such as banking and finance, investment banking, private equity fund management, legal and governance, cyber security, risk, management, etc., shall be duly considered while appointing any Director.

Further, Nomination and Remuneration Committee ("**NRC**") of the Board of Directors of the Company, shall ensure that no person is discriminated on grounds of religion, race, gender, pregnancy, childbirth or related medical conditions, national origin or ancestry, marital status, age, or any other personal or physical attribute which does not speak to such person's ability to perform as a Board member. The Board comprises experienced professionals with expertise in risk management, auditing, and accounting.

Note: Please refer to Note 1 of Para 2.1.

Annual Report Reference: <https://jmfl.com/Common/getFile/5121>, Section title: BRSR Section A, Q 21. Page no 100(PDF), 196(AR)

2.5 Board Gender Diversity

The Board consists of one (1*) woman Independent Director of total eight (8) Board members.

Note: Please refer to Note 1 of Para 2.1.

Annual Report Reference: <https://jmfl.com/Common/getFile/5121>, Section title: BRSR Section A, Q 21. Page no 100(PDF), 196(AR)

2.6 Board Accountability

2.6.1 Board Meeting Attendance

As per Section 174 of the Act, the quorum for a meeting of the Board of Directors of a Company shall be one-third of its total strength or two directors, whichever is higher. Further, as per the SEBI Listing Regulations, the Company shall have one-third of its total strength or three directors, whichever is higher, including at least one Independent Director. During FY 2024–25, JMFL held seven Board meetings, with an average attendance of 84.12%. The interval between two consecutive meetings was well within the maximum permissible gap of one hundred and twenty (120) days. As permitted under Section 173(2) of the Act read with Rule 3 of the Companies (Meetings of Board and its Powers) Rules, 2014, the facility to participate in Board meetings through video conferencing was also made available to the Directors.

Annual Report Reference <https://jmfl.com/Common/getFile/5121>, Section title: Board meetings and Board procedure, Page no. 79(PDF), 155(AR)

2.6.2 Shareholder approval required for changes in MOA & AOA

As per Section 13 and 14 of the Act, any alteration to the Memorandum of Association (“**MOA**”) or Articles of Association (“**AOA**”) requires shareholder’s approval through a special resolution, passed by at least 75% of shareholders entitled to vote at a general meeting. Such changes must also be filed with the Registrar of Companies using prescribed forms (e.g., MGT-14).

During the FY 2024–25, the Company did not undertake any amendments to its MOA or AOA. Consequently, no shareholder approval was sought or required in this regard.

Reference: [Memorandum & Articles of Association](#)

2.6.3 Board Mandates

As on March 31, 2025, none of the Directors of the Company were serving as a director in more than twenty (20) companies including not more than ten (10) public companies, in compliance with the applicable provisions of the Act. Mr. Vishal Kampani, Vice Chairman and Managing Director, serves as an Independent Director in one (1) equity listed company. Mr. Adi Patel, Managing Director does not serve as an Independent Director in any other equity listed Company.

Following are the details of directorships held by Directors in other equity listed companies along with their category, as on March 31, 2025.

Name of the Directors	Category of Directorship in the Company	Name of other equity listed companies	Category of Directorship	Number of directorships in other public companies (excluding this Company)
Mr. Nimesh Kampani	Non-Executive Chairman	-	-	1
Mr. Vishal Kampani	Vice Chairman and Managing Director	KSB Limited	Independent Director	6
Mr. Adi Patel	Joint Managing Director	-	-	3
Ms. Jagi Mangat Panda*	Non-Executive and Independent Director	-	-	-

Name of the Directors	Category of Directorship in the Company	Name of other equity listed companies	Category of Directorship	Number of directorships in other public companies (excluding this Company)
Mr. P. S. Jayakumar	Non-Executive and Independent Director	ICRA Limited	Independent Director	9
		Northern ARC Capital Limited		
		Adani Ports and Special Economic Zone Limited		
		Emcure Pharmaceuticals Limited		
		CG Power and Industrial Solutions Limited		
		HT Media Limited		
Mr. Navroz Udwadia	Non-Executive and Independent Director	-	-	-
Ms. Roshini Bakshi	Non-Executive and Independent Director	Restaurant Brands Asia Limited	Non-Executive Director	1
Mr. Pradip Kanakia	Non-Executive and Independent Director	ICRA Limited	Independent Director	8
		Sona BLW Precision Forgings Limited		
		Healthcare Global Enterprises Limited		
		Camlin Fine Sciences Limited		
		Britannia Industries Limited		
Mr. Sumit Bose	Non-Executive and Independent Director	J. B. Chemicals & Pharmaceuticals Limited	Independent Director	6
		HDFC Life Insurance Company Limited		

Note: Please refer to Note 1 of Para 2.1.

Annual Report Reference: <https://jmfl.com/Common/getFile/5121>, Section title: Directorships/memberships in other companies, Page no. 78,79(PDF),153,154(AR)

2.6.4 CEO Succession planning

Succession planning is an essential component for the survival and growth of any business as it ensures continuity of business process. It also provides a way to identify key roles, people with the right skills sets/ talent and filling up the vacancy, as and when required. The Company's succession planning framework deliberates on various factors, *inter alia*, including current tenure of directors, anticipated vacancies in Board and senior management positions, assessment of skills including skill-gaps, diversity, to ensure seamless succession planning. The NRC annually reviews the succession planning policy of the Company and recommends changes, if any, to the Board for its approval. In compliance with Regulation 17(4) of the SEBI Listing Regulations, the Board satisfies itself that plans are in place for effective succession for appointment to the Board and senior management.

Annual Report Reference: <https://jmfl.com/Common/getFile/5121>, Section title: Succession Planning, Page no. 80(PDF),157(AR)

2.6.5 Board Performance Review

The annual evaluation process of the Board of Directors, the Committees thereof and individual Directors was conducted in accordance with the provisions of the Act and SEBI Listing Regulations. The structured questionnaires used for assessing the performance of Board and its Committees were framed in accordance with the Policy on Performance Evaluation and Remuneration of the Directors.

The evaluation process focused on various aspects of the Board and Committees' functioning including their composition, experience, competencies, performance of specific duties, obligations, governance issues, attendance and contribution of individual directors and exercise of independent judgement.

The questionnaires were circulated online through a secured application. The responses provided by the Directors and

recommendations made by them were reviewed and discussed by the NRC and the Board at their respective meetings. Additionally, a meeting of the Independent Directors of the Company was held on March 27, 2025, without the presence of Non-Independent Directors and members of the Management. During this meeting, the Independent Directors reviewed the performance of Non-Independent Directors, the Chairman and various Committees of the Board. They also assessed the quality, quantity and timeliness of the flow of information between the Management and the Board, while evaluating progress on the recommendations made during the previous year.

The Independent Directors expressed their satisfaction regarding the overall functioning of the Board and its Committees for FY 2024-25.

Annual Report Reference: <https://jmfl.com/Common/getFile/5121>, Section title: Evaluation of Board of Directors, Page no. 44,45(PDF),85,86(AR)

2.6.6 Directors liability

The Company maintains a comprehensive Directors and Officers (D&O) Liability Insurance Policy, which is renewed annually, covering all Directors, including those of subsidiary companies.,

This policy provides financial protection to Board members and other officers against legal claims arising from acts, errors, or omissions committed in their official capacity. By mitigating personal financial exposure, the policy reinforces accountability, supports ethical decision-making, and strengthens the Company's corporate governance framework.

2.6.7 Board Election Process

In accordance with Section 152(6) of the Act, at least two-thirds of the Company's directors, excluding Independent Directors, are liable to retire by rotation, with one-third retiring at each Annual General Meeting and being eligible for re-appointment by shareholders. Non-Executive Directors, excluding Independent Directors are elected individually and follow this rotation mechanism. Independent Directors are appointed by shareholders for a term of up to five consecutive years and may serve a maximum of two consecutive terms, subject to approval through a special resolution. Executive Directors are appointed for a specified tenure as defined in their employment contracts.

During the year, Mr. Adi Patel was re-designated from Joint Managing Director to Managing Director effective April 1, 2024, and subsequently re-appointed for a further term of three years from October 1, 2024, to September 30, 2027, after obtaining requisite approval of shareholder. Additionally, shareholders approved the appointment of Mr. Vishal Kampani as Managing Director for a term of five years from October 1, 2024, to September 30, 2029; Mr. Kampani continues as Vice Chairman and Managing Director and is liable to retire by rotation. Further, Mr. P. S. Jayakumar was re-appointed as an Independent Director for a second consecutive term of five years, effective July 30, 2025, to July 29, 2030.

Annual Report Reference: <https://jmfl.com/Common/getFile/5121>, Section title: Directors' Report page. No.43,44(PDF), 83,84(AR).

2.7 Board Average Tenure

The appointment/ re-appointment and tenure of the Board of Directors of the Company is in accordance with the applicable provisions of the Act, SEBI Listing Regulations and in terms of the Policy on Selection and Appointment of Directors adopted by the Company. The average Board Tenure is **8.64 years**. The following are the details of the appointment and re-appointment dates of Board of Directors of the Company:

Director Name	Position on the Board	Appointment Date	Tenure (In years)
Mr. Nimesh Kampani	Non-Executive Chairman	June 12, 1987	37.80
Mr. Vishal Kampani	Vice Chairman and Managing Director	February 3, 2016	9.15
Mr. Adi Patel	Managing Director	October 01, 2021	3.50
Ms. Jagi Mangat Panda*	Non-Executive and Independent Director	March 31, 2015 Re-appointed on March 31, 2020	10.00
Mr. P. S. Jayakumar	Non-Executive and Independent Director	July 30, 2020	4.67
Mr. Navroz Udwadia	Non-Executive and Independent Director	December 9, 2021	3.31
Ms. Roshini Bakshi	Non-Executive and Independent Director	December 9, 2021	3.31
Mr. Pradip Kanakia	Non-Executive and Independent Director	February 7, 2022	3.15
Mr. Sumit Bose	Non-Executive and Independent Director	May 24, 2022	2.85

Note: * Please refer to Note 1 of Para 2.1.

As Ms. Jagi Panda attended the Board meetings during FY 2024–25 before the end of her tenure, her attendance has been duly considered.
Annual Report Reference: <https://jmfl.com/Common/getFile/5121>, Section title: Directorships/memberships in other companies, Page no 93(PDF), 182(AR)

2.8 Board Industry Experience

The Board comprises members with extensive and diverse expertise across key domain areas such as governance, finance, entrepreneurship, economics, commercial strategy, general management, technology, sustainability and marketing. This wide-ranging expertise allows them to contribute meaningfully to the Board's deliberations and the effective functioning of its committees. In addition, the nomination and remuneration committee evaluates and recommends the core skills for the directors to fulfil their responsibilities effectively. Based on this assessment, the Board has identified a comprehensive set of skills, expertise and attributes necessary to support the Company's strategic objectives and ensure robust governance.

According to Global Industry Classification Standard (GICS) Level 1, JMFL falls under Financials sector. The Board members with relevant work experience in the Company's sector are:

Name	Position	Work Experience
Mr. Nimesh Kampani	Non-Executive Chairman	Mr. Nimesh Kampani has served on several prestigious committees formed by key institutions including the Ministry of Finance, RBI, SEBI, BSE, NSE, CII, FICCI, and ICAI. He was part of the expert committee on transforming Mumbai into an International Finance Centre and the RBI's Advisory Panel on Financial Regulation. His contributions also extend to the Bloomberg Asia Pacific Advisory Board and the Governing Board of the Centre for Policy Research.
Mr. Vishal Kampani	Vice Chairman and Managing Director	Mr. Vishal Kampani joined JM Financial Group in 1997 in the Investment Banking Division and later worked with Morgan Stanley in New York. Upon returning to India in 2000, he led the Corporate Finance division at JM Morgan Stanley. Since 2008, he has played a pivotal role in diversifying the Group's businesses, including private credit, private equity, and capital markets. He also led the Group's entry into housing finance in 2017 and successfully raised equity from leading domestic and global investors in 2018 and 2020. Mr. Vishal Kampani is also a Managing Director of JM Financial Credit Solutions Ltd, a subsidiary of JM Financial Limited
Mr. Adi Patel	Managing Director	Mr. Adi Patel joined the Merchant Banking Division in November 1993 and is currently the Managing Director of the Company and holds a bachelor's degree in commerce and is also a qualified Chartered Accountant. He has executed some landmark M&A/ restructuring transactions for some of the leading business houses in India.
Mr. P. S. Jayakumar	Non-Executive and Independent Director	Mr. P. S. Jayakumar brings over two decades of experience in retail financial services, having served at Citibank for 23 years. Post-2008, he co-founded Value Budget Housing and Home First Finance Ltd, pioneering affordable housing solutions for low- and moderate-income households. In 2015, he became the first private sector professional appointed as MD & CEO of Bank of Baroda, where he led a major transformation and successfully executed the merger with Vijaya and Dena Bank. His leadership was recognized with the 'Banker of the Year' award by Financial Express in 2018.

Name	Position	Work Experience
Mr. Navroz Udwadia	Non-Executive and Independent Director	Mr. Navroz Udwadia is a co-founder and partner of Alpa Wave. Prior to Alpa Wave, Mr. Udwadia was an investment professional in Eton Park's emerging markets team in London (2005-2011). Prior to joining Eton Park, Mr. Udwadia graduated from Harvard Business School (MBA, Distinction). Before that he spent time at both JP Morgan (private equity) and Goldman Sachs, where he was an investment banker in the financial institutions group and worked on the firm's internal strategy team.
Ms. Roshini Bakshi	Non-Executive and Independent Director	Ms. Roshini Bakshi has held leadership roles across financial and consumer sectors. Prior to her current role in private equity at Everstone Capital, she served as CEO & Managing Director of The Walt Disney Company South Asia, where she built a multi-channel business exceeding significant revenue milestones. Her earlier career includes key positions at American Express, where she worked on financial products and services, and Polaris, a technology firm with financial sector clients.
Mr. Pradip Kanakia	Non-Executive and Independent Director	Mr. Pradip Kanakia is a seasoned finance and governance professional with over 35 years of experience in accounting, auditing, and financial reporting across the UK, UAE, and India. As a Chartered Accountant from both England & Wales and India, he held senior leadership roles at Price Waterhouse Coopers and KPMG, where he led audits for prominent Indian and multinational companies across diverse sectors. His expertise spans financial controls, compliance, and performance management, making him a trusted advisor to listed companies and high-growth ventures backed by private equity and venture capital.
Mr. Sumit Bose	Non-Executive and Independent Director	Mr. Sumit Bose is a former Indian Administrative Service officer who retired as Union Finance Secretary. During his tenure in the Ministry of Finance, he held key positions including Secretary of Revenue, Expenditure, and Disinvestment, and contributed to the Thirteenth Finance Commission. Post-retirement, he continued to advise on fiscal policy through roles in the Expenditure Management Commission and the Committee to Review Fiscal Responsibility Legislation. His extensive experience in public finance and economic governance makes him a respected voice in financial policy and strategy.

Note: Please refer to Note 1 of Para 2.1

JMFL website reference: Board of Directors, individual board of director's tabs show details of industry experience of each board member. <https://jmfl.com/who-we-are/management>; Annual Report Reference: <https://jmfl.com/Common/getFile/5121> Core skills/Expertise/Competencies of the Board, Page no. 79(PDF), 154,155 (AR)

2.9 CEO Compensation – Success Metrics

The compensation structure for the Managing Directors, Mr. Vishal Kampani and Mr. Adi Patel, is designed to align leadership performance with JMFL's strategic objectives and long-term value creation. Their variable compensation is closely linked to corporate performance indicators, including financial outcomes, business growth, and operational excellence. These indicators ensure that incentives are earned through measurable contributions to the Company's success. Peer benchmarking further supports fairness and competitiveness, while the performance-linked approach reinforces accountability and responsiveness to both internal goals and external market dynamics.

Annual Report Reference: <https://jmfl.com/Common/getFile/5121>, Section title: Remuneration of Executive Directors, Page no 86(PDF), 169(AR)

2.10 Management Ownership

Following table indicates the number of equity shares held in JMFL as of March 31, 2025:

Director Name	Position on the Board	Number of equity shares held in the Company as of 31 st March 2025
Mr. Nimesh Kampani	Non-Executive Chairman	12,57,50,000 [#]
Mr. Vishal Kampani	Vice Chairman and Managing Director	1,30,00,000
Mr. Adi Patel	Managing Director	16,04,979

Note: [#] including 12,50,000 shares held in Nimesh Kampani HUF

Annual Report Reference: <https://jmfl.com/Common/getFile/5121>, Section title: Directorships/memberships in other companies, Page no 78(PDF), 153(AR)

Closing Price as on March 28th, 2025

NSE: ₹ 96.09

BSE: ₹ 96.64

Note: [#] including 12,50,000 shares held in Nimesh Kampani HUF

MGT-7 Reference: <https://jmfl.com/Common/getFile/5123> Page no 16,19,20 (PDF)

Name	Ratio Multiple
Vishal Kampani* (Vice Chairman and Managing Director)	15.81
Average across other executive committee members owning shares (Mr. Nishit Shah and Mr. Hemant Pandya)	0.30

*Methodology for calculation: Mr Vishal Kampani is considered as CEO for the calculation as he owns more shares in the Company as compared to Mr. Adi Patel.

2.11 Management Ownership Requirements

As on March 31, 2025, the Company had two Managing Directors i.e. Mr. Vishal Kampani and Mr. Adi Patel. Under the Company's current governance framework, there are no share ownership requirements to hold the position of a Managing Director.

Annual Report Reference: <https://jmfl.com/Common/getFile/5121>, Section title: Remuneration of Executive Directors, Page no 86(PDF), 169(AR)

2.12 Government Ownership

JMFL has no governmental institution holding more than 5% of the total voting rights based on its ownership structure.

Company Website Reference: https://jmfl.capitalmarket.com/Reports/Shareholding/files/JMFL_Shareholding_Pattern_31032025.pdf; for further information check the link given

2.13 Promoter & Promoter Group Ownership

The promoters of the Company, Mr. Nimesh Kampani, Mrs. Aruna Nimesh Kampani, Mr. Vishal Kampani and other family members mentioned in table below collectively holds 56.50% shares in the Company, individually and through other companies. The Promoter and Promoter Group of JMFL collectively holds 56.50% of the voting rights in the Company. Apart from the promoter and the promoter group no single entity/individual holds more than 30% of the Company's shares.

Sl. No.	Promoter / Promoter Group	No. of Shares	Shareholding as % of Total Share Capital
1	J. M. Financial and Investment Consultancy Services Private Limited	23,30,57,261	24.38
2	Nimesh Kampani	12,45,00,000	13.03
3	J. M. Assets Management Private Limited	10,79,57,908	11.29
4	Aruna Kampani	2,79,21,250	2.92
5	SNK Investments Private Limited	1,77,60,000	1.86
6	Vishal Kampani	1,30,00,000	1.36

Sl. No.	Promoter / Promoter Group	No. of Shares	Shareholding as % of Total Share Capital
7	Amishi Akash Gambhir	80,00,000	0.84
8	JSB Securities Limited	38,05,000	0.40
9	JM Financial Trustee Company Private Limited	16,30,000	0.17
10	Nimesh Kampani HUF (Nimesh Kampani - Karta)	12,50,000	0.13
11	Shiv Vishal Kampani	12,00,000	0.13
	Total	54,00,81,419	56.50

Company Website Reference: <https://jmfl.com/shareholder-corner/shareholder's-information-request>

2.14 CEO-to-Employee Pay Ratio

CEO Compensation	Total CEO Compensation
Mr. Vishal Kampani	8,21,60,028
Employee Compensation	Median Employee Compensation
Please indicate either median or mean annual compensation of all employees, except the Chief Executive Officer (or any equivalent position):	27,00,000
The ratio between the total annual compensation of the CEO and the mean or median employee compensation:	30.43 times

Annual Report Reference: <https://jmfl.com/Common/getFile/5121>, Section title: BRSR Report, Page no 86(PDF), 169(AR); Principle 5 Q3. Details of remuneration/salary/wages, Page no 115(PDF), 227(AR)

2.15 ESG Governance Oversight

The Risk Management and Environmental Social and Governance Committee (“**RM and ESG Committee**”) of the Board is responsible for overseeing the Company’s risk management framework and monitoring activities related to Environmental, Social, and Governance (ESG) matters. As on March 31, 2025, the Committee comprised four (4) members, including two (2) Independent Directors. The Committee is chaired by Mr. P. S. Jayakumar, an Independent Director, ensuring strong governance and oversight aligned with the Company’s ESG objectives.

Director	Position in RM and ESG Committee
Mr. P S Jayakumar	Chairman
Mr. Vishal Kampani	Member
Mr. Adi Patel	Member
Mr. Navroz Udwadia	Member

Annual Report Reference: <https://jmfl.com/Common/getFile/5121>, Section title: BRSR Report, Section B Q19, Page no 106(PDF), 208(AR), Risk Management and Environmental Social and Governance Committee Page no. 45,85(PDF), 87,167(AR)

2.16 Leadership Concerns Key Metric

At JMFL, the board reflects several notable governance characteristics. The founder, Mr. Nimesh Kampani, who served as Chairman and Managing Director until September 30, 2016, now continues as a Non-Executive, Non-Independent Chairman, no longer holding a managing role. The executive leadership team comprises Mr. Vishal Kampani as Vice Chairman and Managing Director and Mr. Adi Patel as Managing Director.

2.17 Variable Interest Entities Key Metric

The Company derives less than 5% of its group revenue from Variable Interest Entities (VIEs) where it holds less than 10% voting rights.

2.18 Voting Rights Limits Residency

Voting rights are not different for foreign or non-resident shareholders.

2.19 Voting Rights Limits Shares Held Key Metric

The Company's capital structure does not impose any cap on voting rights, regardless of the number of shares an investor owns. Voting rights are proportionate to shareholding as per the standard equity structure.

2.20 Shareholder Rights to Convene Meeting

As per Section 100 of the Act, 2013, shareholder(s) holding at least 10% of the paid-up share capital carrying voting rights on the date of requisition can request the Company to convene an Extraordinary General Meeting (EGM).

2.21 Shareholder Rights Concerns

Shareholders are not limited in their ability to make changes at the Company due to provisions in the governing documents. The Memorandum of Association (MOA) and Articles of Association (AOA) are fully aligned with the requirements of the Act.

2.22 Majority Voting

The Company has adopted binding majority voting in the election of directors, and there has been no failure to implement this provision. Directors are elected based on majority votes cast, in compliance with applicable regulations.

2.23 Cumulative Voting Key Metric

The Company follows the 'one share, one vote' principle as per the Act. It does not use a plurality vote standard without allowing cumulative voting; voting rights are proportionate to shareholding and comply with statutory requirements.

2.24 Director Removal Key Metric

Shareholders have the right to remove individual directors, subject to approval as per the provisions of the Act. None of our directors have been removed from the board until the current period.

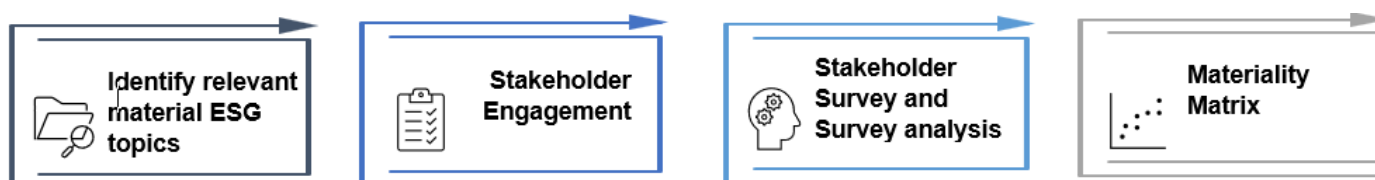
3 Materiality

A materiality assessment serves as a vital tool for identifying, evaluating, and addressing stakeholder expectations, preferences, and priorities. During FY 2024–25, JMFL conducted a comprehensive materiality assessment to prioritize key Environmental, Social, and Governance (ESG) topics. This process included secondary research referencing global standards and frameworks such as Sustainability Accounting Standards Board (SASB), MSCI, and Dow Jones Sustainability Indices (DJSI), supported by a comparative review of industry peers. In parallel, structured discussions were held with internal and external stakeholders including investors, vendors, and NGO partners to capture diverse perspectives on the most relevant material aspects of the business.

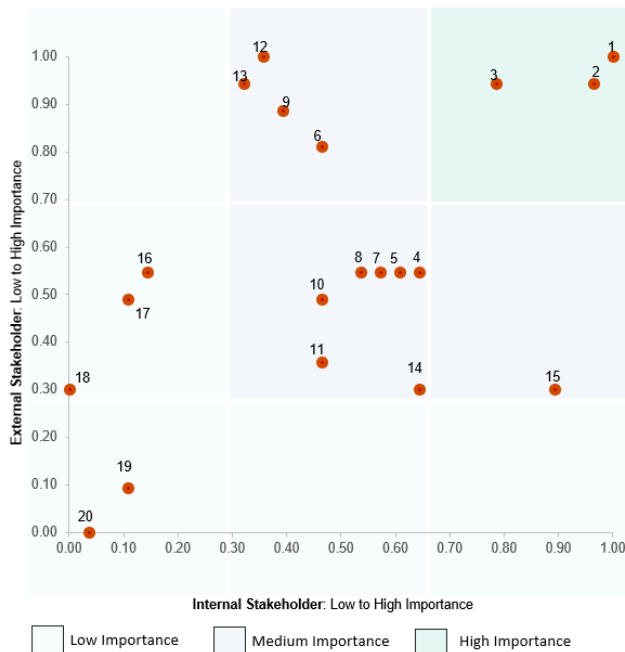
To further deep dive, a materiality survey was deployed, inviting stakeholders to rate the significance of various ESG aspects on a scale from high to low. The combined insights from stakeholder engagement and research informed the final selection and prioritization of material topics. The results of which were signed off by our senior management.

Each identified topic is mapped to corresponding Sustainable Development Goals (SDGs), reinforcing our commitment to contributing meaningfully to the global sustainable development agenda. As our continuous efforts dedicated towards ESG initiatives JMFL have oversight over material topics annually.

3.1 Materiality Assessment Process:



Materiality Map based on Assessment:



Rank	Topic	Rank	Topic
1	Data Privacy & Security	11	Leadership Development and Succession Planning
2	Business Ethics & Corporate Governance	12	Community Relations and welfare
3	Regulatory Compliance	13	Stakeholder Relations
4	Employee Health & Safety	14	Water and Wastewater Management
5	Human Rights & Labor Practices	15	Talent Attraction & Retention
6	Risk & Crisis Management	16	Diversity, Equity & Inclusion
7	Employee Well Being & Development	17	Digital Transformation
8	Customer Experience	18	Greenhouse Gas Emissions (GHG)
9	Waste Management	19	Brand Management
10	Energy Management	20	Responsible Investment

Internal Stakeholders Weight: 60%
External Stakeholders Weight: 40%

3.2 Material Issues for Enterprise Value Creation

Material Issue 1	
Material Risk or Opportunity	Data Privacy & Security
Business Case	As JMFL expands its digital footprint across investment banking, data privacy and cybersecurity have become critical priorities. The Company faces growing risks from cyber threats, data breaches, and regulatory scrutiny, which could lead to financial loss, legal exposure, and diminished client trust. To address these challenges, JMFL invests in robust security systems and privacy-focused governance, strengthening its resilience, enhancing service quality, and reinforcing its reputation as a trusted financial partner in a digital-first world.
Business Impact	Risk
Business Strategy	JMFL undertakes the following measures to mitigate the risk: <ul style="list-style-type: none"> Comprehensive Cybersecurity & Privacy Policy: JMFL has formalized cybersecurity and data privacy policies that define SOPs are in place to ensure adequate safety across the organization. Strengthened IT Infrastructure: JMFL has upgraded its systems and networks to ensure secure, scalable, and resilient digital operations across all business functions. Regular Vulnerability Assessments: JMFL conducts periodic external audits and VAPT testing, red teaming to identify and address gaps. Industry Standards Compliance: The Company follows leading global standards, in alignment with ISO 27001:2022, which highlights its strong commitment to information security and operational excellence.
Progress	JMFL has recorded 0 customer complaints on data privacy breaches in FY25.
Target/Metric	Maintain continuous 0 data breach incidents
Target Year	FY 2026

Material Issue 2

Material Risk or Opportunity	Employee Well Being & Development
Business Case	JMFL recognizes that its people are its greatest asset. By investing in continuous skill development, fostering a supportive work environment, and setting clear and achievable performance goals, the Company aims to build a high-performing and engaged workforce. This approach not only helps attract, retain, and reward top talent, but also enhances employee satisfaction, operational efficiency, and organizational resilience. A strong focus on employee well-being and development reinforces JMFL's reputation as an employer of choice and directly contributes to long-term business sustainability and success.
Business Impact	Opportunity
Business Strategy	<ul style="list-style-type: none"> • Implement structured learning and development programs • Promote mental and physical wellness initiatives • Promote inclusive and performance-driven culture • Strengthen leadership pipelines and succession planning
Progress	JMFL has achieved 100% return to work rate in FY25
Target/Metric	Maintain continuous 100% return to work rate
Target Year	FY 2026

Material Issue 3

Material Risk or Opportunity	Human Rights & Labour Practices
Business Case	Protecting human rights is fundamental to maintaining a safe, ethical, and legally compliant workplace. JMFL recognizes that failure to uphold labour standards and workplace dignity can lead to reputational damage, legal consequences, and employee disengagement.
Business Impact	Risk
Business Strategy	<ul style="list-style-type: none"> • Conducted a Human Rights Assessment in FY 2024–25 to identify and mitigate potential risks across operations. • Implemented a Comprehensive Code of Conduct accessible to all employees via the intranet. • Enforced a robust POSH Policy to prevent and address sexual harassment in the workplace. • Adopted a formal Human Rights Policy to uphold dignity, fairness, and respect across the organization. • Maintained a zero-tolerance approach to harassment, discrimination, and unethical behaviour. • Strengthened grievance redressal mechanisms to ensure transparent and timely resolution of complaints.
Progress	0 Human Rights related complaints
Target/Metric	Maintain continuous 0 Human Rights related complaints
Target Year	FY 2026

3.3 Material Issues for External Stakeholders:

Impact 1	
Material Issues for External Stakeholders	Data Privacy and Security
Cause of the impact	Operations
External stakeholders	Customers
Topic relevance on external stakeholders	Data privacy and security is a critical concern for customers, as it directly impacts their trust in an organization. Mishandling confidential data can expose individuals and corporates to risks such as privacy breaches, financial harm, and loss of trust in the organization. With stricter regulations, companies must ensure transparency and compliance. This makes data protection not just a legal requirement but a key factor in maintaining customer relationships and brand reputation.
Output metrics	0 incidents of data breaches
Impact valuation	Avoidance of financial penalties, legal costs, and reputational damage due strong security measures
Impact metric	JMFL conducts cybersecurity trainings, including refresher sessions, achieving a coverage rate of 70%

Impact 2	
Material Issues for External Stakeholders	Customer Experience
Cause of the impact	Products
External stakeholders	Customer
Topic relevance on external stakeholders	Customer experience is highly relevant to JMFL's external stakeholders, especially customers, as it reflects the quality and reliability of its financial products and services. A strong experience builds trust and loyalty, while poor service can lead to dissatisfaction and reputational risk.
Output metrics	0 Customer Grievance
Impact valuation	Improved Customer satisfaction
Impact metric	Customer Retention Rate Average Resolution Time for Complaints

4 Risk & Crisis Management

4.1 Risk Governance

The RM and ESG Committee (the “**RM and ESG Committee**”/ the “**Committee**”) of the Board of Directors of the Company has been entrusted with the responsibility of reviewing the risk management process in the Company apart from monitoring activities relating to ESG. Additionally, Company has a Chief Risk Officer (CRO) functioning at group level. The Board members who are a part of Risk Management team are as follows:

Name of the Members	Position on the Board	Position on the Committee
Mr. P. S. Jayakumar	Non-Executive, Independent	Chairman
Mr. Vishal Kampani	Non-Executive, Non-Independent	Member
Mr. Adi Patel	Executive, non-independent	Member
Mr. Navroz Udwadia	Non-Executive, Independent	Member

(Annual Report Reference: <https://jmfl.com/Common/getFile/5121>, Section title: Risk Management, Page no. 45,85(PDF), 87,165(AR))

4.2 Risk Management Processes

The Company has a risk governance framework with dedicated operational risk management functions in place:
Operational Risk Ownership (first line):

Risk Management is an integral part to the Company's strategy for achieving the long-term goals. The Company and its subsidiaries are exposed to various internal and external risks including liquidity risk, interest rate risk, market risk, credit risk, operational risk, regulatory & compliance risk, reputational risk, business continuity risk, risk emanating from cyber security, legal risk, competition risk and third-party risks, among others. To effectively address these challenges, the Company has established a comprehensive risk management policy to identify, assess, evaluate, mitigate and manage the risks that are encountered during the conduct of business activities, which may pose significant loss or threat to the Company.

Risk Management and Compliance Oversight (second line):

Risk exposure is monitored and controlled through a variety of separate but complementary financial, credit, operational, compliance and legal reporting systems. A team of experienced and competent professionals, at business level as well as group level, identify and monitor these risks on an on-going basis and evolve processes / systems to monitor and control the same to keep the risks to minimum levels. On-going monitoring by our officials helps in identifying the risks at an early stage. There is a continuous focus on the maker-checker processes. Detailed regulatory as well as regular inspections also help test our processes and compliances.

Independent Audit Unit (third line):

Independent Internal Audit firm has been appointed to review and report on the internal controls, business processes and compliance with policies of the Company. The report of internal auditors on set processes is reviewed and discussed by the Audit Committee of the Company.

Annual Report Reference: <https://jmfl.com/Common/getFile/5121>, Section title: Risk Management, Page no. 63(PDF)122-125(AR)

4.2.1 Risk Processes

	Identified Risk	Description	Process for Assessing Risk	Mitigating Actions
1	Regulatory and Compliance Risk	The risk can arise out of a change in laws and regulation governing our business. It could also arise on account of inadequate addressal of regulatory requirements or differences in interpretation of regulations vis-à-vis the regulators. This risk is heightened in setting up global offices as familiarisation with global regulations and practices can take time as well as lead to risk of inadequate understanding. In recent times, these risks have spread to tax laws and unexpected demands being raised by various tax authorities. New laws or regulations or changes in the enforcement of existing laws and regulations may adversely affect the business/revenue/profits. Non-compliance with regulations may invite strictures, penalties and even punitive action from the Regulators	We have a team of experienced professionals which takes care of compliance with applicable laws, rules, regulations and guidelines affecting our businesses. We also take external advice and appoint well qualified professionals in respective functions in various offices. All the new guidelines, circulars, notifications are complied with. Formulation of the policies as well as its implementation is taken due care of.	Internal audit is carried out by internal team / external professional firms to monitor compliance with best practices, approved policies and applicable regulations. Our business team is strongly supported by our Corporate Functions team to quickly calibrate our actions in event of change in regulatory environment.

	Identified Risk	Description	Process for Assessing Risk	Mitigating Actions
2	Operational Risk	Operational risks can result from a variety of factors, including failure to obtain proper internal authorizations, improperly documented transactions, failure of operational and information security procedures, computer systems, software or equipment, fraud, inadequate training and employee errors. Our businesses are dependent on people and processes. Shortcomings or failure in internal processes or systems may have material adverse impact on the financial position as well as affect its operation.	Well defined policies, operational processes and systems have been devised for our operations. Regular audits are done by internal auditors to monitor the adherence of policies and processes.	We get our systems audited periodically by competent external audit firms. A maker/checker mechanism has been put in place to ensure compliance with laid down systems and procedures in all areas of functioning. Also, the key management team consists of professionals with high level of commitment and the team is well versed in the key issues relevant to the holding company structure. They have a good understanding of all the group's businesses helping the group companies to grow in a compliant manner.

Annual Report Reference: <https://jmfl.com/Common/getFile/5121>, Section title: Risk Management, Page no. 63(PDF)122-125(AR)

4.2.2 Risk Exposure

Risk is an inherent part of business, and effective risk management is critical for sustainable growth. JMFL adopts a structured and proactive approach to managing risk exposure, supported by a robust risk management framework approved by the Board. This framework ensures the independent identification, measurement, and mitigation of risks across geographies, products, and functional areas. The Company conducts semi-annual risk exposure reviews to identify emerging risks and implement timely mitigation strategies. These reviews are complemented by ongoing monitoring through financial, operational, compliance, and legal reporting systems, supported by experienced professionals at both the business and group levels.

4.2.3 Risk Management Process Audit

At JMFL, internal audit is a core management function. The Company engages external professional firm to assist in conducting the internal audit.

4.2.4 Risk Culture

The organization conducts focused training across all levels on risk management principles, with regular sessions covering Operational Risk, Compliance Risk, and IT Security risks. Additionally, risk criteria are incorporated into the development of new products and services, with each new product being discussed internally with senior management to ensure comprehensive risk evaluation.

4.3 Emerging Risks

Topic 1	
Cybersecurity risk	
Risk Category: Technology	
Description	Cybersecurity risk refers to the threat of unauthorized access, data breaches, ransomware attacks, and other malicious cyber activities targeting digital infrastructure. For JMFL, which manages sensitive client data and operates across digital platforms in investment banking, wealth management, and portfolio services, these threats pose serious challenges to data integrity, regulatory compliance, and business continuity.
Impact	<ul style="list-style-type: none"> Leakage of confidential client and financial data, leading to reputational damage and legal consequences. Financial losses due to ransom payments and fraud. Regulatory penalties
Mitigation	<p>To mitigate the risk associated with cybersecurity threats, JMFL has implemented the following strategies:</p> <ul style="list-style-type: none"> Infrastructure safeguards: The firm has deployed appropriate firewalls, endpoint protection, and network monitoring tools (SOC) to detect and prevent unauthorized access. User training and advisories: Regular cybersecurity advisories and awareness sessions are conducted to educate employees on phishing, impersonation, and secure digital practices. IT asset reviews: Periodic reviews of information technology assets are carried out to identify vulnerabilities and ensure compliance with security protocols. Fraud Monitoring : JMFL has created a dedicated email ID for clients and stakeholders to verify the authenticity of representatives. The firm also issues cautionary advertisements and alerts to prevent fraud and impersonation. <p>Going forward, JMFL plans to strengthen its cyber resilience by investing in new technology and skill building trainings and conducting third-party audits to validate system integrity.</p>

Topic 2	
Talent Acquisition and Retention Risk	
Risk Category: Other	
Other Description	Talent risk refers to the increasing difficulty in attracting and retaining skilled professionals in areas such as risk management, compliance, and analytics. In India's competitive financial services landscape, experienced professionals have access to a wide range of opportunities across fintech, global banks, consulting firms, and startups. For JMFL, this talent mobility combined with evolving skill requirements, can impact continuity, regulatory preparedness, and innovation.
Impact	<ul style="list-style-type: none"> Higher attrition in critical control and analytics functions. Increased hiring and training costs. Delays in regulatory reporting or risk assessments. Slower adoption of data-driven decision-making.
Mitigation	<p>To mitigate the risk associated with talent acquisition and retention, JMFL has implemented the following strategies:</p> <ul style="list-style-type: none"> Competitive compensation and benefits: JMFL offers market-aligned compensation packages, performance-linked incentives, and long-term wealth creation opportunities to attract and retain top-tier talent. Internal mobility and leadership pipeline: JMFL promotes cross-functional exposure and leadership development programs to retain institutional knowledge and provide career progression within the organization. Focused talent development programs: The Company invests in structured learning and development initiatives to upskill professionals in risk, compliance, and analytics, ensuring internal career growth and role readiness.

- **Employer branding and campus engagement:** The firm actively engages with leading academic institutions and professional networks to build a strong employer brand and attract high-potential candidates early in their careers.

Going forward, JMFL plans to enhance digital HR platforms and expand partnerships and foster a culture of inclusion to remain a great place to work in the financial services sector.

5 Business Ethics

5.1 Codes of Conduct

JM Financial recognizes that the embedding of sustainable and ethical business practices requires conducting its operations with honesty and integrity, in compliance with all applicable legal and regulatory requirements. This Code of Conduct sets out the fundamental principles that are expected to guide employees in their day-to-day actions on behalf of the Company.

The guidelines to be followed as per the Code of Conduct for employees are as follows:

- **Honesty and Integrity**

Employees must act with integrity, transparency, honesty and fairness in all dealings both internally and externally with customers. Personal integrity should be maintained in both professional and personal conduct.

- **Conflict of Interest:**

Employees should avoid situations where personal interests may conflict with their professional responsibilities. Any potential or perceived conflict of interest must be reported to management for review and resolution.

- **Ethical Business Practices:**

Employees must engage in fair, ethical and transparent practices in all interactions with clients, colleagues and stakeholders. Any deceptive, misleading or unethical conduct should be avoided.

- **Discrimination:**

Employees are expected to treat each other with respect, professionalism and fairness. This includes but is not limited to discrimination based on race, ethnicity, gender, marital status, disability or any other protected status. All employees are entitled to equal treatment in recruitment, training, promotion and job assignments. Employees must ensure that all clients are treated fairly, regardless of their background and personal characteristics. The Company does not condone any form of discriminatory practices in customer interaction

- **Company Property:**

Employees must use the Company's resources including financial resources, technology and time, responsibly. Misuse or inappropriate use of the Company's assets for personal gain is prohibited.

- **Confidential Information:**

Employees should maintain confidentiality of information entrusted to them in carrying out their duties and responsibilities. The Company's confidential and proprietary information shall not be inappropriately disclosed or used for the personal gains or advantage of any personnel. Information must only be disclosed with the proper authorization and when legally required.

- **Compliance with Laws and Regulations:**

All employees are required to adhere to applicable laws, regulations and internal policies. This includes the data protection laws, anti-money laundering and other statutory requirements relevant to the Company.

- **Anti-Bribery and Anti-Corruption:**

Employees must not engage in bribery, corruption or any illegal activities. This includes offering, accepting, or soliciting gifts or other benefits that could influence business decisions.

More details on Anti-Bribery and Corruption are presented in section in the section titled "Anti Bribery and Anti-Corruption" of this document.

- **Anti-competitiveness practices:**

Employees must refrain from engaging with competitors to fix, set or control prices, divide or allocate customers or their line of business.

- **Whistleblower Policy:**

Employees are encouraged to report any suspected violations of the Code of Conduct, internal policies or legal requirements. The Company will protect employees from retaliation for reporting concerns in good faith.

Money laundering involves engaging in financial transactions that conceal the true origin of criminally derived proceeds or appear to have been received through legitimate sources.

- **Money-laundering and/or insider trading/dealing:**

The Prevention of Money Laundering Act, 2002 (PMLA 2002), forms the core of India's legal framework to combat money laundering. The Act and Rules notified thereunder impose obligations on intermediaries to verify the identity of clients, maintain records, and furnish information to the Financial Intelligence Unit-India (FIU-IND).

The Company is committed to prevent money laundering internally and implementing a framework to report cash and suspicious transactions to the FIU-IND in accordance with PMLA Rules, 2002.

The Company, through the Code of Conduct, promotes fair dealing, honesty & integrity, managing situations of conflict of interest and compliance with the provisions of the laws on insider trading, which includes restriction of trading in window closures period, obtaining pre-clearance of trades, adherence of timelines in case of initial and continual disclosures and annual disclosures by Promoters, Promoters' Group, Designated Persons, Directors and Senior Management Personnel of the Company. The Company has in place, the Structured Digital Database maintained in accordance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, wherein details of persons with whom UPSI is shared on need-to-know basis and for legitimate business purposes is maintained with time stamping and audit trails to ensure non-tampering of the database.

- **Employee Health, Safety (EHS) and Well-being**

The Company shall ensure to provide a safe and healthy work environment for all its employees complying with all relevant health and safety regulations and laws.

The Company shall identify EHS hazards, risks, and impacts in all offices and branches, if any, through periodic assessments and implement necessary control measures. Additionally, the Company shall provide employees with necessary training on the EHS issues, concerns, and best practices.

In addition, the Company shall advocate for a balanced work-life approach and promote a culture that values employees' mental and physical well-being.

- **Disciplinary Action:**

Failure to comply with the Code of Conduct may result in disciplinary action including termination. Any non-compliance, pertaining to the code of conduct is required to be reported to the compliance team.

5.2 Crime Prevention: Business Policy/ Procedures

The company policies or procedures are publicly available and specifically include the following	Indicate Y/N
Customer due diligence (CDD): formal policies and procedures include customer verification based on reliable, independent source documents, data or information, identification of the beneficial owner, or conducting ongoing due diligence on business relationships	Yes
Non-face-to-face CDD: formal policies and procedures are in place for non-face-to-face customers including, amongst other measures, certification of documents presented and independent contact with the customer by the bank	Non face to face clients are categorized as High-risk clients
Terrorist financing: CDD procedures include formal searches against lists of known or suspected terrorists issued by competent authorities having jurisdiction over the relevant financial institution	Yes
Politically exposed persons (PEPs): formal policy and procedures in place covering the identification, periodical review and monitoring of PEPs	Yes
Senior management to sign off PEP customers or other customers from countries, businesses and products with the greatest risk of money-laundering/terrorism financing	Yes
Record keeping for all anti-money-laundering/terrorism financing-related documents. Please indicate the number of years:	Yes for 5 years
Annual independent assessment of monitoring procedures	Internal auditor performs independent check on AML procedure

5.3 Reporting on breaches

Following table shows zero reporting on the breaches.

Reporting areas	Number of breaches in FY 2024-25
Corruption or Bribery	0
Discrimination or Harassment	0
Customer Privacy Data	0
Conflicts of Interest	0
Money Laundering	0

Annual Report Reference: <https://jmfli.com/Common/getFile/5121>, Section title: BRSR, Principle 9 Q 3 and Q 7 Page no.122(PDF), 241(AR); Principle 5 Q7 116(PDF), 228(AR); Principle 1 Q6 108(PDF), 212(AR)

5.3 Board Oversight

The Company's governance body responsible for oversight of business ethics and corruption issues is the Board of Directors ("Board"). As an apex decision-making authority, the Board provides strategic oversight to ensure sound corporate governance, ethical conduct, and long-term value creation for stakeholders. It guides the Leadership team, monitors overall functioning, and upholds fiduciary responsibilities.

To strengthen oversight, the Board has constituted specialized committees with defined terms of reference, scope, and responsibilities. The Chairmans of these committees brief the Board on key discussions and recommendations.

As of March 31, 2025, the Board had six committees:

- Audit Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Stakeholders' Relationship Committee
- Risk Management and Environmental, Social and Governance Committee
- Allotment Committee

These committees provide focused review and monitoring in their respective domains, ensuring effective governance and ethical business practices.

Annual Report Reference: <https://jmfl.com/Common/getFile/5121>, Section title: Board of Directors Page no.78(PDF), 152(AR); Board Committees 81(PDF), 159(AR)

5.4 Anti-Corruption Policy for Suppliers Key Metric

JMFL's Vendor Code of Conduct Policy includes a dedicated Anti-Bribery section, underscoring the Company's strict zero-tolerance stance against bribery and corruption. It prohibits any undue payments or facilitation practices, requiring vendors and third parties to fully comply with applicable laws, uphold ethical standards, and refrain from offering or accepting anything of value that could result in improper business advantage.

5.5 Anti-Money Laundering (AML) Policy Key Metric

The Company's Anti-Money Laundering (AML) and Know Your Customer (KYC) policy is designed to prevent the misuse of our services for illegal activities such as money laundering, terrorist financing, or fraud. It applies to all employees and requires strict adherence to customer identification, due diligence, and transaction monitoring procedures. Employees must verify the identity of clients and partners, assess risk profiles, maintain accurate records, and promptly report any suspicious activity to the compliance team. The policy is outlined in the Employee Code of Conduct, which is accessible through the Company's Intranet.

6 Tax Strategy

6.1 Tax Reporting

Name of the Entity	Primary activities	No of employees	Revenue (In Rs. Crore)	Profit (Loss) before tax (In Rs. Crore)	Income tax accrued (FY 2025) (In Rs. Crore)	(Income tax paid) (In Rs. Crore)
JM Financial Limited	Investment Banking, Private wealth*, Private equity fund management, Portfolio Management Services	409	1,037.27	549.11	10.36	(78.60)

*Note: During the year ended March 31, 2025, the Company entered into a Business Transfer Agreement ("BTA") with JM Financial Services Limited ("JMFSL"), a wholly owned subsidiary of the Company, in order to sell, transfer and deliver the Private Wealth Management Division (as defined in BTA) of the Company to JMFSL effective April 1, 2025

Annual Report Reference: <https://jmfl.com/Common/getFile/5121>, Section title: Standalone Financial Statements, Page no. 129(PDF), 255(AR)

6.2 Effective Tax Rate

	FY 2023-24		FY 2024-25
Earnings before Tax (₹)	4,10,18,00,000		5,49,11,00,000
Reported Taxes (₹)	1,00,60,00,000		10,36,00,000
Cumulative acceptable adjustments* (see below)	2,63,00,000		1,27,84,00,000
Effective Tax Rate (in %)	23.88%		(21.39) %
Cash Taxes Paid (₹)	73,61,00,000		78,60,00,000
Cash Tax Rate (in %)	17.95%		14.31%
Reason	Tax Impact FY 2024	Tax Impact FY 2025	Explanation
Group-wide net operating losses (in FY2024 or FY2025)	-	-	-
Single jurisdiction tax code (maximum 10% sales abroad and domestic corporate income tax rate below the posted industry group average)	-	-	-
Non-recurring (one time) operating losses in own operations	-	-	
Net operating losses from prior periods and/or acquired companies	-		
Timing - Major issues outside of the two-year period reported (including accounting adjustments for prior reporting periods due to major tax policy changes)	2,63,00,000	1,27,84,00,000	Lower tax is majorly impacted by the following reasons: 1) Changes in tax rates 2) Income taxed at rates lower than the effective tax rate 3) Income exempt from tax

Annual Report Reference: <https://jmfl.com/Common/getFile/5121>, Section title: Standalone Financial Statements, Page no. 129,130(PDF), 255,256(AR)

7 Policy Influence

7.1 Contributions & Other Spending

The Company do not make any contributions or expenditures toward political campaigns, political organizations, lobbyists or lobbying organizations during the reporting period.

8 Information Security/ Cybersecurity & System Availability

8.1 IT Security/ Cybersecurity Governance

JMFL has established strong governance practices to manage risks related to cybersecurity, data privacy, and business continuity. The following matters are overlooked by the RM and ESG Committee to provide mitigation strategy and alignment with regulatory requirements.

The Company benefits from board-level expertise, with four of its (4) directors Mr. P. S. Jayakumar, Ms. Roshini Bakshi, Mr. Pradip Kanakia, and Mr. Adi Patel having backgrounds in IT and Cybersecurity.

A dedicated Chief Information Security Officer (CISO) oversees cybersecurity across JMFL operations and RM and ESG Committee, provides an oversight to the subject matter

Annual Report Reference: <https://jmfl.com/Common/getFile/5121>, Section title: Risk Management 45(PDF), 87(AR), Core skills / Expertise / Competencies of the Board 79(PDF), 154,155(AR), BRSR Section A Q26 Page no. 102(PDF),201(AR)

8.2 Information Security Management Programs

To ensure the protection of the Company's data, systems, networks and digital assets against cyber threat, to ensure legal compliance and maintain customer trust, JMFL is taking following key measures:

- Business Continuity Planning:**

JMFL has comprehensive business continuity plans in place to ensure operational resilience and minimize disruption during unforeseen events.

- **Vulnerability Assessment and Penetration Testing (VAPT):**
VAPT is a critical component of our cybersecurity framework. At JMFL, VAPT is conducted by a CERT-In empaneled partner for all critical systems annually. The findings are promptly reported to respective IT teams, and identified vulnerabilities are remediated in a timely manner. Our approach combines automated tools and manual techniques for thorough testing. For web-based external-facing systems, the scope includes common vulnerabilities such as SQL injection and cross-site scripting. Testing is based on the OWASP Top 10 framework, covering vulnerabilities like Broken Access Control, Cryptographic Failures, Injection, Insecure Design, Security Misconfiguration, Outdated Components, Identification and Authentication Failures, Software and Data Integrity Issues, Security Logging and Monitoring, and Server-Side Request Forgery.
- **Internal and External Audits:**
An annual internal audit of IT infrastructure is conducted by an external auditor, covering:
 - IT Security Policies and Procedures
 - Data Centre Physical and Environmental Controls
 - Malware and Virus Protection
 - Logical Access (Active Directory and Email)
 - System Patch Management
 - Network Security
 - Backup Operations
 - Disaster Recovery and Business Continuity
 - IT Facility Management Services
 Independent external audits are also performed, in reference to industry standards
- **Employee Awareness:**
Regular cybersecurity awareness training programs are conducted to strengthen data privacy and cybersecurity culture across the organization.
- **Performance:**

	FY 2024 - 25
Total number of information security breaches	Nil
Total number of clients, customers and employees affected by the breaches	Nil

Annual Report Reference: <https://jmfl.com/Common/getFile/5121>, Section title: PRINCIPLE 9: Q7, Page no. 122(PDF),241(AR)

Environmental Dimension

9 Energy

9.1 Energy Consumption

Total energy consumption	Unit	FY 2021-22	FY 2022-23	FY 2023-24	FY 2024-25
Total non-renewable energy consumption	MWh	128.69	171.37	637.38	603.15
Total renewable energy consumption	MWh	-	-	26.69	22.36
Total energy consumption	MWh	128.69	171.37	664.07	625.51
Energy intensity per employee	MWh per person	0.88	1.07	2.21	1.53
Data coverage (as % of denominator)		100%	100%	100%	100%

Note: Values converted from GJ to MWh

Annual Report Reference: <https://jmf.com/Common/getFile/5121>, Section title: PRINCIPLE 6 Q1, Annual Report FY 2024-25 Page no. 117(PDF), 230(AR), FY 2023-24 Page no. 113(PDF), 222(AR), Annual Report FY 2022-23 Page no. 105(PDF), 206(AR)

10 Waste & Pollutants

10.1 Waste Disposal

	Unit	FY 2021-22	FY 2022-23	FY 2023-24	FY 2024-25
Total waste disposed	metric tonnes	1.19	3.08	3.15	2.47
Waste landfilled	metric tonnes	1.19	3.08	3.15	2.47
Waste intensity per employee	metric tonnes per person	0.008	0.019	0.010	0.006
Data coverage (as % of denominator)	percentage of:	100%	100%	100%	100%

Annual Report Reference: <https://jmf.com/Common/getFile/5121>, Section title: PRINCIPLE 6: Q9, Annual Report FY 2024-25 Page no. 118(PDF), 232, 233(AR), FY 2023-24 Page no. 114 (PDF), 224(AR), Annual Report FY 2022-23 Page no. 105(PDF), 207(AR)

11 Water

11.1 Water Consumption

	Unit	FY 2021-22	FY 2022-23	FY 2023-24	FY 2024-25
Total net freshwater consumption (A-B)	Million cubic meters	0.000252	0.000585	0.002732	0.004499
Water Intensity per employee	Million cubic meters per person	0.00000001	0.0000036	0.0000091	0.000011
Data coverage	Percent age of	100%	100%	100%	100%

Annual Report Reference: <https://jmf.com/Common/getFile/5121>, Section title: PRINCIPLE 6: Q3, Annual Report FY 2024-25 Page no. 117(PDF), 231(AR), FY 2023-24 Page no. 113(PDF), 222(AR), Annual Report FY 2022-23 Page no. 105(PDF), 206(AR)

12 Climate Strategy

12.1 Direct Greenhouse Gas Emissions (Scope 1)

Direct GHG (Scope 1)	Unit	FY 2021-22	FY 2022-23	FY 2023-24	FY 2024-25
Total direct GHG Emissions (Scope 1)	Metric tonnes CO2 equivalents	4.36	7.27	5.67	8.03
Total direct GHG Emissions intensity per employee	Metric tonnes CO2 equivalents per person	0.030	0.045	0.019	0.020
Data coverage (as % of denominator)	percentage of:	100%	100%	100%	100%

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12.2 Indirect Greenhouse Gas Emissions (Scope 2)

GHG (Scope 2)	Unit	FY 2021-22	FY 2022-23	FY 2023-24	FY 2024-25
Location-based	metric tonnes of CO2 equivalents	91.68	117.67	441.24	438.49
GHG Scope 2 intensity per employee	metric tonnes of CO2 equivalents per person	0.63	0.74	1.47	1.07
Data coverage (as % of denominator)	Percentag e of:	100%	100%	100%	100%

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12.3 Indirect Greenhouse Gas Emissions (Scope 3)

This year marks the first time that JMFL has calculated its Scope 3 greenhouse gas emissions, expanding beyond direct operations (Scope 1) and purchased energy (Scope 2). The detailed breakup of which is given below.

GHG (Scope 3)		Unit	FY 2024-25
Total indirect GHG emissions (Scope 3)		metric tonnes of CO2 equivalents	533.53
GHG Scope 3 intensity per employee		metric tonnes of CO2 equivalents per person	1.30
Data coverage (as % of denominator)		percentage of:	100%
Scope 3 Category	Emissions in the reporting year (metric tonnes CO2e)	Emissions calculation methodology	Exclusions
Category 1 - Purchased Goods & Services	279.76	Spend based method	2% of total goods and services purchased in FY 2024-25 has been excluded due to unavailability material classification
Category 2 - Capital Goods	10.68	Spend based method	2% of total goods and services purchased in FY 2024-25 has been excluded due to unavailability material classification
Category 5 - Waste generated from operations	0.01	Actual waste generation data and disposal method	Wastewater treatment and related emissions excluded
Category 6 - Business Travel	243.08	Distance-based method Exclusions	Any business travel related booking through reimbursement system International Cab travels

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Social Dimension

13 Labour Practices

13.1 Labor Practices Commitment

JMFL strives to uphold fair labour practices across its operations, contractors, and partners. The Company is committed to treating everyone in its value chain with dignity and respect. Its aim is to provide fair compensation, manage working hours responsibly, and comply with all legal standards regarding employment. JMFL supports equal pay for equal work. Employee well-being initiatives such as employee assistance programs, annual and sick leave are provided to promote a positive work culture. Additionally, JMFL seeks to maintain transparency by providing reasonable consultation or notice periods in the event of workforce changes. This approach reflects its broader commitment to ethical labour standards throughout its business ecosystem.

13.2 Labor Practices Programs

JMFL is committed to maintaining fair and responsible labour practices across its operations. The Company has introduced thoughtful initiatives to help align wages with local cost-of-living standards and regularly monitors working hours to encourage a healthy work-life balance.

In support of gender equality, JMFL periodically reviews its pay structures to promote equitable remuneration for men and women performing work of similar value. The Company also extends social protection beyond statutory requirements by offering Group Medclaim, Term Life, and Accident insurance. Maternity benefits are provided in accordance with legal standards, and employee well-being, including mental health, is supported through dedicated programs.

Employees are encouraged to take their entitled annual leave, reinforcing the Company's commitment to a balanced and supportive work environment.

13.3 Discrimination & Harassment

It is the policy of the Company to ensure equal employment opportunity without discrimination or harassment on the basis of race, colour, caste, national and social origin, religion, gender, age, disability, citizenship, marital status, gender identity, sexual orientation, military status or any other characteristic protected by applicable law. The Company is committed to a work environment in which all individuals are treated with respect and dignity. Each individual should have the ability to work in a professional atmosphere that promotes equal employment opportunities and prohibits discriminatory practices, including harassment. The Company expects that all relationships amongst the stakeholders in the workplace is business-like and free of bias, prejudice and harassment.

13.4 Workforce Breakdown: Gender

Following table highlights the workforce breakdown according to the gender. The data shared below is for the 409 employees of the Company:

Diversity Indicator	Percentage (0 - 100 %)
Share of women in total workforce (as % of total workforce)	33.00
Share of women in all management positions, including junior, middle and top management (as % of total management positions)	29.70
Share of women in junior management positions, i.e. first level of management (as % of total junior management positions)	46.07
Share of women in top management positions, i.e. maximum two levels away from the CEO or comparable positions (as % of total top management positions)	09.52
Share of women in management positions in revenue-generating functions (e.g. sales) as % of all such managers (i.e. excluding support functions such as HR, IT, Legal, etc.)	23.74
Share of women in STEM-related positions (as % of total STEM positions)	43.80

13.5 Workforce Breakdown: Race/ Ethnicity or Nationality

All employees at JMFL, are Indian and belong to the South Asian ethnicity. However, we strictly do not discriminate against any race, caste, gender, or religion at any stage - recruitment, hiring, during an employee's time in the Company.

Employee Type	Share in total workforce (as % of total workforce)	Management Position (junior, middle and senior management)	Share in management positions (as % of total management workforce)
South Asian	100%	100%	100%

13.6 Gender Pay Indicators

	FY 2024-25
Indicator	Difference between men and women employees (%)
Mean gender pay gap	48.96
Median gender pay gap	42.85
Mean bonus gap	58.83
Median bonus gap	49.04

**Note: The Company maintains a strong commitment to pay equity, with compensation structures designed to ensure parity irrespective of gender. The reported gender pay gap is primarily influenced by the current gender composition of the workforce. The Company continues to strengthen its diversity and inclusion efforts with a view to improving gender representation across functions.*

13.7 Freedom of Association

% of employees represented by an independent trade union or covered by collective bargaining agreements	<p>Nil.</p> <p>JMFL respects the rights and freedoms of employees, the Company maintains open and constructive dialogue with employee and upholds the principles of freedom of association and collective bargaining in line with applicable laws and ethical standards.</p>
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14 Human Rights

14.1 Human Rights Commitment

JMFL has developed a Human Rights Policy in line with the UN Guiding Principles (UNGP) Principles 15 and 16. The Company recognizes its responsibility towards stakeholders and are committed to respecting human rights across all operations and business relationships. The Company strives to uphold highest human rights standards and actively encourages clients in aligning their practices with these principles. Our policy is designed to reflect globally recognized standards, including the UN Guiding Principles on Business and Human Rights, the Universal Declaration of Human Rights, the eight Fundamental International Labour Organization (ILO) Conventions, and the UN Global Compact principles.

14.2 Human Rights Assessment

JMFL's Human Rights Assessment (HRA) process is structured to align with the UNGPs and is fully integrated into our ESG framework. The objective of this process is to identify, prevent, mitigate, and address human rights risks across our operations and business relationships. It includes a detailed review of our own operations and stakeholders (including own employees, third-party workers, first-tier supplier & contractors). The assessment approach also extends to new business partnerships to ensure continuous monitoring and compliance. Currently, JMFL is not engaged in mergers or joint ventures, allowing us to focus on strengthening internal governance.

To uphold global human rights standards, the Company has conducted a comprehensive HRA with the help of external consultants. This review covered JMFL's operations and considered potential impacts on employees, third-party workers, women, persons with disabilities, and vulnerable communities. The Company's approach is structured and ongoing, ensuring that human rights risks are systematically monitored and addressed across the entire value chain.

Category	A. % of total assessed in last three years	B. % of total assessed (column A) where risks have been identified	C. % of risk (column B) with mitigation actions taken
Own operations	100	67.5	62.96
Contractors and Tier I suppliers	100	33	75

Understanding of Existing Governance and Policy Framework

The review was conducted based on a comprehensive analysis of the existing Human Resources management structure to evaluate how effectively it supports and enforces human rights principles within the organization. This included an in-depth examination of current human rights policies and procedures, focusing on critical areas such as the prevention of child labour, forced labour, discrimination, and workplace harassment. The Company's objective was to ensure that these policies are not only comprehensive but also are consistently implemented across all levels of the Company.

Parallely, we conducted a detailed review of our ESG framework to ensure its alignment with the UNGPs. This evaluation was critical to confirm that human rights considerations are fully integrated into our ESG practices and reflect globally recognized standards for responsible business conduct.

Furthermore, the Company evaluated its overall position on key human rights issues, identifying gaps and areas for improvement. This review included an assessment of compliance with applicable laws and regulations, as well as verification that all statutory permits and certifications related to human rights and labour standards were current and valid. Through this comprehensive process, we aim to reinforce our commitment to safeguarding human rights across our operations and supply chain.

Document Review

The Company reviewed project documents from the past three years (FY 2023, 2024, and 2025) related to human rights and social performance. The purpose of this review was to evaluate the effectiveness of our current human rights practices and management systems across all sites. As part of this process, we also examined statutory records to confirm compliance with applicable regulatory requirements.

Salience Assessment

At JMFL, a high-level salience assessment was conducted to identify and prioritize the most significant human rights risks within its operations. This process involved mapping risks based on their scale, scope, and its ability to remediate the same. The assessment focused on key issues relevant to the financial services sector, including employee rights and well-being, privacy and data protection, non-discrimination, access to grievance mechanisms, regulatory and reputational risks, occupational health and safety, supply chain integrity, and modern slavery. Following the assessment, the Company engaged with internal management to review and align on the findings, ensuring a collaborative and targeted approach to addressing critical human rights risks and reinforcing JMFL's commitment to ethical and responsible business practices across our operations and value chain.

Stakeholder Consultation

An essential part of the Company's Human Rights Assessment was engaging with stakeholders to gain a comprehensive understanding of human rights challenges and their management within the organization. These consultations aimed to identify and address critical issues such as child labor, discrimination, harassment, unfair labor practices, and potential regulatory non-compliance.

The consultations covered key human rights topics and included both internal stakeholders (permanent and contractual employees) and external stakeholders (vendors, contractors, and tier-1 service providers). Discussions focused on awareness of human rights policies, compliance with regulations, employee rights and well-being, grievance mechanisms, occupational health and safety, supply chain integrity, and stakeholder engagement.

Internal stakeholders demonstrated strong familiarity with human rights policies and grievance mechanisms, while external stakeholders showed lower awareness but are being engaged through ongoing communication. No major human rights violations were reported during the process.

JMFL complies with labour laws and incorporates ESG clauses in vendor agreements, through a formal Supplier Code of Conduct. Continuous monitoring is supported through stakeholder engagement plans and human rights KPIs,

including workplace safety and grievance trends. Overall, the consultation reaffirmed JMFL's commitment to uphold human rights and identify opportunities to strengthen communication and enforcement across the value chain.

Identification of Human Rights Issues and Risk Categorization

Criteria for Risk Rating:

The UNGP outline specific criteria for assessing the severity of human rights impact. Adverse impacts arising from business activities are classified using a two-level risk framework:

- a. Vulnerability – Identifies the vulnerable group affected, such as women, children, persons with disabilities, indigenous communities, and own or third-party employees.
- b. Severity of the Issue – Further evaluated based on three sub-criteria:
 - Likelihood – Probability of occurrence in the short term and long term.
 - Scale – Whether the impact spans across business operations or is limited to a specific project.
 - Scope of Impact – Determines if the impact is direct or indirect.

Assessment of Financial Sector Specific Issues

The financial sector faces several critical human rights issues due to its high social factor, characterized by a large number of employees and field agents, which increases exposure to such concerns.

Employee rights and wellness are of paramount importance because failures in regulatory compliance or improper execution of company procedures can cause significant reputational damage and operational disruptions, making this a critical issue due to its high vulnerability and severity.

Forced labor and human trafficking, though less immediately apparent in the sector, pose a high risk as vulnerable groups including women, children, disabled individuals, and indigenous populations may be affected through third-party vendors, exploitative business funding, or employment practices such as excessive overtime and low wages.

Discrimination and inequality similarly present a high risk, particularly where procedural systems are absent, potentially leading to non-compliance with regulations like POSH and the Minimum Wages Act, thereby adversely impacting vulnerable groups. Child labor, while primarily an indirect issue due to its association with third-party vendors rather than direct operations, remains a concern with low vulnerability and severity, classifying it as a minor risk.

Lack of access to remedies is a critical requirement for justice and fair practice, with inadequate systems potentially causing dissatisfaction and social unrest, thereby constituting a high risk. Regulatory and reputational risks are likewise critical, as failure to take restrictive or remedial actions could severely impact vulnerable populations and attract significant reputational damage and regulatory non-compliance.

- The rights of vulnerable populations demand high attention because non-compliance and procedural failures may disrupt operations and tarnish reputation.
- Privacy and data protection also emerge as a critical issue owing to the high volume of sensitive personal data handled by the financial sector; any breach or non-compliance directly affects individuals and can severely impact business operations.
- Finally, supply chain concerns play a vital role in maintaining business continuity, but given their limited extent in this sector, they represent a moderate risk with medium vulnerability and severity.

Gap Assessment

JMFL conducted Company-wide gap analysis to compare its current practices against applicable regulatory frameworks, including laws on wages, social security regulations, and workplace welfare standards. In addition, the Company benchmarked its practices against international standards such as the UN Global Compact Principles and human rights safeguard frameworks like the National Guidelines on Responsible Business Conduct.

This analysis enabled us to assess our compliance status and identify areas for improvement. Based on these findings, we have developed targeted recommendations to address the identified gaps.

Category	Actions Required	Status	Alignment Level
Equal opportunities	At the time of recruitment, during course of employment, and at the time of separation, without any discrimination	It was observed that JMFL has human rights and ESG Policy. Further, as part of their HR Manual & Recruitment Policy, JMFL maintained each employee records such as resume, interview assessment sheets, acknowledged engagement letter with salary break-up.	Aligned

14.3 Mitigation & Remediation

After identifying key gaps, JMFL implemented a comprehensive framework to proactively identify, mitigate, and continuously monitor human rights risks across its operations. This process is designed not only to address existing challenges but also to anticipate and prevent potential issues, driving continuous improvement in its performance against human rights standards.

As part of JMFL's commitment to sustainability and ethical business practices, the Company has a comprehensive POSH policy and provides annual trainings on POSH to its employees. JMFL has an active employee redressal mechanism to report any type of discriminations and retaliations. Additionally, the Company has a well-established communication measure which ensure employees are being heard and are taken care of. Further, to ensure mental well-being of the employees an employee assistance program is provided. The Company thus, promotes an inclusive and non-discriminatory work culture. This approach ensures that human rights considerations are deeply embedded in decision-making and operational processes, reinforcing JMFL's dedication towards responsible and transparent governance.

Identification of Risks and Development of Mitigation Plans

At JMFL, managing human rights risks begins with a comprehensive identification of potential issues across our operations and business relationships. This process, led by the Human Resource team in collaboration with the ESG team, involves detailed risk mapping and analysis to uncover vulnerabilities such as labour rights violations, discrimination, workplace harassment, unfair lending practices, data privacy concerns, and regulatory non-compliance.

For each identified risk, JMFL formulates a mitigation plan with clearly defined actions, timelines, and accountability. These measures include strengthening contractual agreements with partners and vendors, enhancing employee and partner training on human rights and ethical practices, improving grievance redressal mechanisms for employees, clients, and stakeholders, and increasing monitoring and audits across operations and supply chains. By embedding human rights principles into its governance and operational framework, JMFL reinforces its commitment to ethical, responsible, and sustainable business practices.

Implementation & Tracking by Internal Teams

After the mitigation plans are established, the Human Resource team and ESG team will work on addressing the specific risks arising. Both the teams will develop customized strategies to implement the mitigation actions effectively.

Key Mitigation Measures

JMFL is committed to enhancing its human rights framework by implementing a comprehensive and proactive approach. The Company will establish key performance indicators (KPIs) focused on human rights regulatory compliance, regularly monitoring these metrics to assess progress and pinpoint opportunities for improvement. Comprehensive Human Rights Due Diligence (HRDD) will be conducted to address identified concerns, including diligent tracking of remediation efforts and adherence to regulatory requirements.

To uphold accountability, JMFL will enforce suitable actions as deemed fit for non-compliance with contractual human rights commitments, which may entail fines, corrective actions, or termination of agreements where violations occur. Ensuring continuous compliance, the Company will carry out periodic human rights audits of its suppliers and

contractors, complemented by targeted training programs designed to align their practices with JMFL's standards and expectations.

Furthermore, JMFL will implement feedback channels that empower suppliers to share insights and propose improvements related to human rights within the supply chain. Through these initiatives, JMFL reaffirms its dedication to conducting business responsibly, ethically, and sustainably.

15 Human Capital Management

15.1 Training & Development Inputs

	Senior Management	Middle Management	Junior Management	Total
Avg. hours per Full Time Employee (FTE)	6.73	14.95	6.51	1
Avg. amt. spent per FTE (₹)	1360			

Data Breakup:

Senior Management						
Gender	Male			Female		
Age	<30	30 to 50	>50	<30	30 to 50	>50
Avg. hours per FTE	0	3.23	1.50	0	1	1
Avg. amt. spent (₹)	0	58,480	5,440	0	1,360	4,080

Middle Management						
Gender	Male			Female		
Age	<30	30 to 50	>50	<30	30 to 50	>50
Avg. hours per FTE	4.75	2.18	1.16	0	1.86	1
Avg. amt. spent (₹)	5,440	82,960	16,320	0	29,920	1360

Junior Management						
Gender	Male			Female		
Age	<30	30 to 50	>50	<30	30 to 50	>50
Avg. hours per FTE	1.09	1.09	1.33	1	1	1
Avg. amt. spent (₹)	82,960	57,120	8,160	39,440	66,640	10,880

15.2 Employee Development Programs

JMFL supports employee development through coaching, mentorship, and collaborative learning. Through its in-house 'iLearn' platform, the Company provides access to curated training resources that help employees enhance their skills and grow professionally.

- Leadership Development Programs are designed to strengthen individual leadership capabilities and prepare employees for future roles and responsibilities. These programs focus on building personal effectiveness, improving communication, enhancing decision-making, and developing a confident professional presence. Topics include attention to detail, time management, financial wellness, analytical thinking, conflict resolution, and high-impact presentation skills, among others empowering participants to lead with confidence and clarity.
- Cultural education programs are designed to promote awareness, understanding, and respect for diverse backgrounds and perspectives. These include POSH Training, which helps employees understand the Prevention of Sexual Harassment Act and recognize appropriate workplace behaviour, and Self-Defence workshops that equip participants with practical techniques to enhance personal safety and confidence. These initiatives contribute to a respectful and secure work environment.
- Transition program for retiring and terminated employees are designed to support retiring and transitioning employees by helping them plan for financial stability. One such initiative is the National Pension Scheme (NPS) session, which guides participants in understanding the features and benefits of NPS, enabling informed decisions for long-term retirement planning.
- Digital transition program is designed to help employees adapt to evolving technologies and enhance digital proficiency. These include sessions on AI-powered marketing strategies, Power BI fundamentals, and effective use of Microsoft PowerPoint. Additional workshops cover PR content writing using AI, data storytelling, and Excel skills—ranging from essential formulas to handy productivity hacks. These initiatives aim to build digital capabilities and support employees in leveraging technology for smarter, more efficient work.

Name & Description of the program	AI Powered Marketing: Transforming Strategies for the digital Age helped participants explore how artificial intelligence is revolutionizing marketing, enabling data-driven strategies, personalized customer experiences, and improved campaign effectiveness in the digital age.
Business benefits of the program	Equips participants with the ability to leverage artificial intelligence for smarter, data-driven decision-making. By understanding AI-driven personalization, predictive analytics, and automated campaign optimization, businesses can enhance customer engagement, improve marketing ROI, and gain a competitive edge in the digital marketplace. This program empowers teams to adopt innovative strategies that reduce costs, increase efficiency, and deliver highly targeted, impactful campaigns.
Quantitative impact of business benefits (monetary or non-monetary)	<ul style="list-style-type: none"> • Customer Engagement Increase: • Enhanced personalization and targeting through AI.

Name & Description of the program	Data Storytelling Helped participants learn how to translate data into compelling stories using analysis, visualization, and narrative techniques to drive understanding and decision-making.
Business benefits of the program	The Data Storytelling program empowers participants to transform raw data into compelling narratives by combining analytical thinking, visualization techniques, and storytelling frameworks. This enables clearer communication of insights, fostering better understanding across teams and stakeholders. As a result, businesses benefit from improved decision-making, enhanced strategic alignment, and reduced misinterpretation of data. The program also boosts data literacy across the organization, helping teams become more confident and effective in using data to drive outcomes. Ultimately, it supports a culture of informed, insight-driven action that leads to more impactful business decisions.
Quantitative impact of business benefits (monetary or non-monetary)	<ul style="list-style-type: none"> Stakeholder Understanding Increase Data Literacy Improvement

15.3 Hiring

Following table details the total number of employees hired, percentage of Percentage of open positions filled by internal candidates (internal) and their respective hiring costs for four (4) years. The data is segregated according to the gender, age, management level, nationality of the employees.

	FY 2021-22	FY 2022-23	FY 2023-24	FY 2024-25
Total number of new employee hires	35	40	61	71
Percentage of open positions filled by internal candidates (internal hires)	7.89%	6.98%	4.69%	6.58%
Average hiring cost/FTE Currency: INR	525900	452622	383912	735895

Data Breakup:

	FY 2021-22	FY 2022-23	FY 2023-24	FY 2024-25
Total number of new employee hires (Give bifurcation according to the following)				
Age group				
<30	20	29	26	38
30 – 50	15	11	35	33
>50	0	0	0	0
Gender				
Male	22	25	38	46
Female	13	15	23	25
Management level (e.g. junior/low level, middle, senior/top level management)				
Junior	25	34	41	49
Middle	3	2	12	11
Senior	7	4	8	11
Race, ethnicity, nationality, country of origin or cultural background	100%	100%	100%	100%
Average hiring cost/ FTE				
Male	607309	469686	443502	887219
Female	346800	422760	105822	251660
Currency:	INR	INR	INR	INR

100% employees hired in JMFL are Indians

15.4 Employee Turnover Rate

	FY 2021-22	FY 2022-23	FY 2023-24	FY 2024-25
Total employee turnover rate	17%	15%	19%	17%
Voluntary employee turnover rate	17%	13%	17%	16%
Data coverage (as % of all FTEs globally)	100%	100%	100%	100%

Turnover	FY 2021-22	FY 2022-23	FY 2023-24	FY 2024-25
Total employee turnover rate				
Age group				
<30	17%	11%	21%	18%
30-50	20%	20%	21%	18%
>50	10%	3%	8%	10%
Gender				
Male	3%	15%	17%	17%
Female	8%	13%	24%	16%
Management level (e.g. junior/low level, middle, senior/top level management)				
Junior	20%	8%	24%	17%
Middle	7%	33%	12%	16%
Senior	21%	13%	15%	18%
Race, ethnicity, nationality, country of origin or cultural background	100%	100%	100%	100%
Voluntary employee turnover rate	17%	13%	17%	16%
Data coverage (as % of all FTEs globally)	100%	100%	100%	100%

100% employees in JMFL are Indian

15.5 Long-Term Incentives for Employees

The Company provides Employee Stock Options (ESOPs) as incentives to employees below the senior management level.

The type of long-term incentive program and the type of employees below the senior management level the program applies to	Our long-term incentives for employees below the senior management levels are on average paid out after:	Please report the percentage of your workforce below senior management level (max. two levels from the CEO) that this program applies to:
Type of long-term incentive program: 1. Stock Options Eligible employees: 1. All employees below the senior management level are eligible	Longer than 3 years	100%

15.6 Employee Support Programs

At JMFL, the Company is committed to creating a human-centric and sustainable workplace culture through holistic employee support programmes. The Thrive initiative promotes health and well-being across multiple dimensions, addressing workplace stress through mental health webinars, therapy sessions, and an enhanced Employee Assistance Program (Thrive U2.0). Physical well-being is supported through posture-corrective exercises and nutrition workshops. To support employees in effectively managing personal and professional responsibilities, JMFL offers flexible work arrangements on a need- or request-based basis. These initiatives are regularly communicated through internal channels and social media such as LinkedIn and Instagram, reinforcing our values of care, connection, and purpose.

JMFL also provides a comprehensive suite of family-friendly benefits. Childcare support is available through partnerships with third-party day care centers, offered as needed. Paid parental leave includes six months (approximately 26 weeks) of maternity leave for the primary caregiver and five working days (1 week) of paternity leave for the non-primary caregiver. Employees are entitled to additional leave benefits such as seven working days of sick leave annually, five working days of marriage leave, three working days of compassionate leave in the event of the death of an immediate family member, and medical care leave granted under exceptional circumstances like hospitalization. All employees are covered under a comprehensive health insurance policy that extends protection to their families throughout their tenure.

15.7 Type of Performance Appraisal

JMFL follow a structured and fully digitalized performance evaluation process for annual reviews, supported by a dedicated performance evaluation calendar. This approach enables us to effectively assess employee capabilities, leverage their strengths, and identify areas for improvement. Development needs are addressed through targeted training programs based on a comprehensive Training Needs Analysis. Additionally, orientation sessions are conducted for new joiners to familiarize them with the appraisal process and related systems. The Company conducts regular performance appraisals and feedback processes through its internal management system. HR sets Key Result Areas (KRAs), and employees complete forms to display metrics. These are reviewed by the Executive Director and the reporting manager, followed by a discussion meeting where feedback is provided. Based on this review and discussion, performance outcomes are determined, which influence incentives. This process ensures structured goal setting, review, and professional development for employees.

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	Performance Appraisal Frequency:
Management by objectives	At least Yearly
Multidimensional performance appraisal (e.g. 360-degree feedback)	At least Yearly
Team-based performance appraisal	At least Yearly
Agile conversations	Ongoing

15.8 Trend of Employee Well-being

Core Focus	Unit	FY 2021-22	FY 2022-23	FY 2023-24	FY 2024-25
Employee Satisfaction	% of employees with top level of engagement, satisfaction	77%	80%	79%	80%
Data coverage	% of employees who responded to the survey	86%	93%	93%	96%

15.12 Support for degree programs or certifications for employees

Support for degree programs or professional certifications depends on the relevance to the employee's role and the value it brings to the team. If the program or certification directly supports the employee's current responsibilities or future growth within the role, the manager may provide approval or recommendation. In such cases, the Company may offer fee reimbursement as per applicable policy.

15.14 Scope of workforce eligibility for variable performance-based component to pay

The variable performance-based pay component is available to all employees, except those on probation.

16 Occupational Health & Safety

16.1 Occupational Health & Safety Programs

JMFL aims to maintain a safe and healthy workplace through a structured Occupational Health & Safety (OHS) framework. Safety measures are embedded in our operational processes, including protocols for emergency preparedness. Employees experiencing work-related health issues are supported with appropriate medical care, including access to our Employee Assistance Program (EAP) and health insurance coverage. To build awareness and reduce safety risks, we offer OHS training to employees and relevant stakeholders. Our vendor Code of Conduct, along with procurement and contractual requirements, incorporates OHS criteria reinforcing safety standards across our value chain.

16.2 Absentee Rate

Following table highlights the absentee rate of the employees i.e. [Number of absentee days in the accounting period / Total days scheduled to be worked in the accounting period] x 100.

Absentee Rate	FY 2021-22	FY 2022-23	FY 2023-24	FY 2024-25
Employees (% of total days scheduled)	0.3%	1%	1%	0.5%
Data Coverage	100%	100%	100%	100%

17 Financial Inclusion

17.1 Non-Financial Inclusion

Non-Financial Support	Targeted Clients	Quantitative social impact
Scholarship support for school fees and ancillary education needs	Students up to grade 12 in India, who have lost either or both parents to Covid-19	<ul style="list-style-type: none"> 1,564 students 100% of beneficiaries supported are from vulnerable and marginalized groups
Preventive and curative mobile healthcare services	Rural and tribal communities residing in 30 villages and 50+ hamlets in Sikandra and Khaira blocks of Jamui, Bihar	<ul style="list-style-type: none"> 11,443 persons 100% of beneficiaries supported are from vulnerable and marginalized groups

17.2 Local community engagement approach

JM Financial Foundation - the CSR implementing arm for the Company and for the JM Financial group designs, executes and monitors projects with a community-centric approach. Our interventions under each project are aimed at addressing community needs, recorded through baseline surveys, needs assessments, extensive community meetings and coordination with local key stakeholders as well wherever feasible. To this effect, JM Financial Foundation, carries out community-based projects and operates a Grievance Redressal Mechanism (GRM) that is organically accessible at the grassroots level.

18 Privacy Protection

18.1 Customer Privacy Information

Nature of Information Captured

JMFL collects sensitive customer data and critical client information necessary for delivering financial services. This includes personally identifiable information (such as Aadhaar and PAN details), transactional data, and other essential information required for operational and regulatory compliance.

Use of Collected Information

Customer data is used exclusively for the purposes communicated at the time of collection, including facilitating financial transactions, account management, compliance with legal and regulatory obligations, and service delivery. Data is never used beyond the scope explicitly specified and consented to by the customer.

Customer Control Over Data

JMFL ensures customers are informed about the purpose of data collection and requires written consent (via letter, fax, or email) before usage. Data is retained only as long as necessary for its intended purpose and securely deleted upon expiry of retention periods or when no longer needed.

- Opt-in Consent: Mandatory before data collection and usage.

- **Access Rights:** Measures are in place to ensure that data disclosure is restricted to authorized personnel and only as per lawful contracts. The document refers to customer rights to access their data under controlled access by JMFL employees and authorized agents.
- **Data Portability:** Transfers to other service providers are permitted only with customer consent and assurance of equivalent data protection standards.

Data Retention

Retention periods are defined by policy, ensuring data is not kept longer than necessary for its intended purpose.

Data Protection Measures

The Company safeguards confidentiality, integrity, and availability of data through:

- Restricted access to authorized personnel
- Blocking external devices
- Biometric access controls, manned receptions, and CCTV surveillance
- Secure storage environments
- Encryption during storage and transmission
- Masking of personal information in applications
- Employee and vendor training on data protection policies

Third-Party Disclosure

Customer data is shared with third parties only under valid contracts, with strict confidentiality commitments and prior client permission unless legally mandated. Designated employees oversee disclosures and obtain necessary government authorizations where applicable.

Monitoring Secondary Use

The Company tracks the percentage of customer data used for secondary purposes. Currently, JMFL does not use customer data for secondary purposes without explicit consent. Public evidence of this practice can be provided upon request.

19 Responsible Investment

19.1 Responsible investment policy

The Company is committed to integrating Environmental, Social, and Governance (ESG) considerations into its investment approach. While the ESG Policy has been formally approved by the Board, the Responsible Investment Policy—designed to embed ESG principles into the investment process is currently in draft stage. Once finalized, this policy will outline clear procedures and guidelines to ensure responsible and sustainable investment practices.

19.2 Extent of ESG integration into relevant asset classes

Within the Private Equity asset class, the Company actively assesses the ESG maturity of its portfolio companies and works with them to align their operations with ESG principles. This includes evaluating environmental, social, and governance practices during the investment process and supporting improvements where necessary to ensure responsible and sustainable growth.

19.3 Detailed engagement policy that addresses environmental, social and governance issues

JMFL's Private Equity arm engages on environmental, social, and governance (ESG) issues and the same is reflected through detailed reporting. Also, ESG section as a part of Annual report for each portfolio company is available to the Limited Partners (LPs).

Anchored in its vision to create long-term, responsible value and guided by a strong mission of integrity, excellence, and stakeholder inclusivity, JMFL remains committed to strengthening its ESG performance over time. This ESG Factbook reflects the Company's ongoing journey toward embedding sustainability into decision-making, risk management, and growth strategies. As regulatory expectations evolve and stakeholder priorities deepen, JMFL will continue to enhance transparency, improve disclosures, and refine its practices in alignment with global ESG standards. Through continuous learning, measured progress, and accountable action, the Company aspires to advance resilient, ethical, and sustainable outcomes for its clients, communities, and the broader financial ecosystem.

Connect with us



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