

Corporate Governance Report

Annexure I to be submitted by listed entity on quarterly basis

1. Name of Listed Entity : J. A. Finance Ltd.

2. Quarter ending: 31-03-2022

I. Composition of Board of Directors

| Title (Mr. / Ms) | Name of the Director | PAN\$ & DIN | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) & | Initial Date of Appointment | Date of Appointment | Date of cessation | Tenure* | Date of Birth | Whether special resolution passed ? | Date of passing special resolution | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
|------------------|-----------------------|----------------------------------|--|-----------------------------|---------------------|-------------------|------------------|-----------------|-------------------------------------|------------------------------------|--|--|---|--|
| Mr. | Dilip Kumar Goyal | PAN: AFRPG1000L DIN: 00033590 | NED | 30th April, 1993 | 30th April, 1993 | Nil | Nil | 13th Sep. 1959 | NA | NA | 2 | Nil | 3 | Nil |
| Mr. | Akshay Goyal | PAN: ADNPG2270N DIN: 00201393 | ED-MD | 31st March, 2014 | 17th Sep., 2019 | Nil | Nil | 27th Nov, 1984 | YES | 17th Sep., 2019 | 1 | Nil | 1 | Nil |
| Mr. | Ankit Goyal | PAN: AIUPG1229K DIN: 00963125 | NED | 31st Jan, 2014 | 31st Jan, 2014 | Nil | Nil | 8th April, 1987 | NA | NA | 2 | Nil | 2 | Nil |
| Mr. | Murari Lal Khandelwal | PAN: ACKPK5476E DIN: 00434495 | ID | 21st Sep, 2006 | 14th August, 2020 | Nil | 7 year 6 months | 15th Oct, 1964 | YES | 17th Sep., 2019 | 2 | 2 | 6 | 6 |
| Mr. | Amit Agarwal | PAN: ABLPA6169N DIN: 07274291 | ID | 14th August, 2020 | 14th August, 2020 | Nil | 1 year 7 Months | 17th July, 1976 | YES | 28th Sep, 2020 | 1 | 1 | 3 | Nil |
| Ms. | Medhavi Lohia | PAN: AHOPK4020F DIN: 06489775 | ID | 30th April, 2015 | 14th August, 2020 | Nil | 6 years 7 Months | 7th Feb, 1983 | YES | 28th Sep, 2020 | 1 | 1 | Nil | Nil |

Whether regular Chairman appointed- NO

Whether Chairperson is related to managing director or CEO- NO

\$ PAN number of any director would not be displayed on the website of Stock Exchange

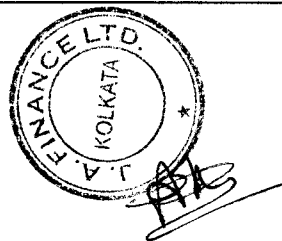
& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

| Name of Committee | Whether regular chairperson appointed | Name of Committee Members | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$ | Date of Appointment | Date of Cessation |
|--|---------------------------------------|---------------------------|---|---------------------|-------------------|
| 1. Audit Committee | Yes | Murari Lal Khandelwal | Chairman-Non-Executive & Independent | 14th August, 2020 | Nil |
| | | Amit Agarwal | Member- Non-Executive & Independent | 14th August, 2020 | Nil |
| | | Akshay Goyal | Member-Executive & non Independent | 14th August, 2020 | Nil |
| 2. Nomination & Remuneration Committee | Yes | Murari Lal Khandelwal | Chairman- Non-Executive & Independent | 14th August, 2020 | Nil |
| | | Amit Agarwal | Member- Non-Executive & Independent | 14th August, 2020 | Nil |
| | | Ankit Goyal | Member-Non-Executive & Non Independent | 2nd August, 2021 | Nil |

3. Risk Management Committee(if applicable): Not Applicable



| | | | | | |
|--|-----|-----------------------|--|-------------------|-----|
| 4. Stakeholders Relationship Committee | Yes | Murari Lal Khandelwal | Chairman- Non-Executive & Independent | 14th August, 2020 | Nil |
| | | Amit Agarwal | Member- Non-Executive & Independent | 14th August, 2020 | Nil |
| | | Ankit Goyal | Member-Non-Executive & Non Independent | 2nd August, 2021 | Nil |

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of Quorum met* | Number of Directors Present* | Number of Independent Directors Present* | Maximum gap between any two consecutive (in no. of days) |
|---|---|------------------------------------|------------------------------|--|---|
| 6th October, 2021 and November, 2021 | 12th February, 2022 | YES | 6 | 3 | 12th Nov. 2021 to 12th Feb. 2022 to = 93 Days |

* to be filled in only for the current quarter meeting

IV. Meeting of Committees

| Name of the Committee | Date(s) of Meeting (if any) in the relevant quarter | Whether requirement of Quorum met* | Number of Directors Present* | Number of Independent Directors Present* | Date(s) of Meeting (if any) in the previous quarter | Maximum gap between any two consecutive (in no. of days) |
|-------------------------------------|---|------------------------------------|------------------------------|--|---|---|
| Audit Committee | 12th February, 2022 | Yes | 3 | 2 | 12th Nov. 2021 | 12th Nov. 2021 to 12th Feb. 2022 to = 93 Days |
| Nomination & Remuneration Committee | 12th February, 2022 | Yes | 3 | 2 | 12th Nov. 2021 | 12th Nov. 2021 to 12th Feb. 2022 to = 93 Days |
| Stakeholders Relationship Committee | 12th February, 2022 | Yes | 3 | 2 | 12th Nov. 2021 | 12th Nov. 2021 to 12th Feb. 2022 to = 93 Days |

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

| Subject | Compliance status (Yes/No/NA)refer note below |
|--|---|
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | Not Applicable |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes |


Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015-Yes
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015:
 - a. Audit Committee-Yes
 - b. Nomination & remuneration committee-Yes
 - c. Stakeholders relationship committee-Yes
 - d. Risk management committee (applicable to the top 100 listed entities)-N.A.
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015-Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015-Yes
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors-Yes
b. Any comments/observations/advice of Board of Directors may be mentioned here:

For, J. A. Finance Limited


Raju Patro
Company Secretary and Compliance
Date: 15/04/2022
Place: Jamshedpur




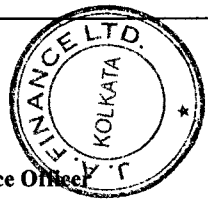
Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

| | | |
|--|--|--|
| Name of the Company | J. A. Finance Limited | |
| Financial Year ended on | 31st March, 2022 | |
| I. Disclosure on website in terms of SEBI Listing Regulations | | |
| Item | Compliance status (Yes/No/NA) | Web Address |
| Details of business | Yes | www.jafinance.co.in |
| Terms and conditions of appointment of Independent director | Yes | www.jafinance.co.in |
| Composition of various committees of board of directors | Yes | www.jafinance.co.in |
| Code of conduct of board of directors and senior management personnel | Yes | www.jafinance.co.in |
| Details of establishment of vigil mechanism/Whistle Blower Policy | Yes | www.jafinance.co.in |
| Criteria of making payments to non-executive directors | Yes | www.jafinance.co.in |
| Policy on dealing with related party transactions | Yes | www.jafinance.co.in |
| Policy for determining 'material' subsidiaries | NA | |
| Details of familiarization programmes imparted to independent directors | Yes | www.jafinance.co.in |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | www.jafinance.co.in |
| Email address for grievances redressal and other relevant details | Yes | www.jafinance.co.in |
| Financial results | Yes | www.jafinance.co.in |
| Shareholding pattern | Yes | www.jafinance.co.in |
| Details of agreement entered into with the media companies and/or their associates | NA | |
| Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | None | |
| New name and old name of the listed entity | NA | |
| Advertisements as per regulation 47(1) | Yes | www.jafinance.co.in |
| Credit rating or revision in credit rating obtained | None | |
| Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | NA | |
| Whether the company has provided information under separate section on its website under Regulation 46(2) | Yes | www.jafinance.co.in |
| Materiality Policy as per Regulation 30 | Yes | www.jafinance.co.in |
| Dividend Distribution policy as per Regulation 43A (as applicable) | NA | |
| It is certified that these contents on the website of the listed entity are correct | Yes | www.jafinance.co.in |



| II. Annual Affirmations | Regulation Number | Compliance status (Yes/No/NA) |
|---|-------------------------|-------------------------------|
| Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes |
| Board composition | 17(1), 17(1A), 17(1B) | Yes |
| Meeting of Board of directors | 17(2) | Yes |
| Quorum of Board meeting | 17(2A) | Yes |
| Review of Compliance Reports | 17(3) | Yes |
| Plans for orderly succession for appointments | 17(4) | Yes |
| Code of Conduct | 17(5) | Yes |
| Fees/compensation | 17(6) | Yes |
| Minimum Information | 17(7) | Yes |
| Compliance Certificate | 17(8) | Yes |
| Risk Assessment & Management | 17(9) | Yes |
| Performance Evaluation of Independent Directors | 17(10) | Yes |
| Recommendation of Board | 17(11) | Yes |
| Maximum number of Directorships | 17A | Yes |
| Composition of Audit Committee | 18(1) | Yes |
| Meeting of Audit Committee | 18(2) | Yes |
| Composition of Nomination & Remuneration Committee | 19(1) & (2) | Yes |
| Quorum of Nomination & Remuneration Committee | 19(2A) | Yes |
| Meeting of Nomination & Remuneration Committee | 19(3A) | Yes |
| Composition of Stakeholder Relationship Committee | 20(1), 20(2), 20(2A) | Yes |
| Meeting of Stakeholder Relationship Committee | 20(3A) | Yes |
| Composition and role of Risk Management Committee | 21(1),(2),(3),(4) | NA |
| Meeting of Risk Management Committee | 21(3A) | NA |
| Vigil Mechanism | 22 | Yes |
| Policy for Related Party Transaction | 23(1),(5),(6),(7) & (8) | Yes |
| Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2),(3) | Yes |
| Approval for material related party transactions | 23(4) | Yes |
| Disclosure of related party transaction on consolidated basis | 23(9) | Yes |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | NA |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & | NA |
| Annual Secretarial Compliance Report | 24(A) | Yes |
| Alternate Director to Independent Director | 25(1) | NA |
| Maximum Directorship & Tenure | 25(2) | Yes |
| Meeting of independent directors | 25(3) & (4) | Yes |
| Familiarization of independent directors | 25(7) | Yes |
| Declaration from Independent Director | 25(8) & (9) | Yes |
| D & O Insurance for Independent Directors | 25(10) | No |
| Memberships in Committees | 26(1) | Yes |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes |
| Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes |
| Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes |
| III. Affirmations | | |
| The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | | NA |
| For, J. A. Finance Limited  Raju Patro Company Secretary and Compliance Officer Date: 15/04/2022 Place: Tanchandpore | | |
|  | | |

Annexure IV to be submitted by listed entity at the end of the financial year

| | |
|----------------------------|------------------------------|
| Name of the Company | J. A. Finance Limited |
| Half year ended | 31st March, 2022 |

I. Disclosure of Loans/guarantees/comfort letters/securities etc.

(A) Any Loan or any other form of debt advanced by the listed entity directly or indirectly to:

| Entity | Aggregate amount advanced during six months | Balance outstanding at the end of six months |
|---|--|---|
| Promoter or any other entity controlled by them | Refer Note below | Refer Note below |
| Promoter Group or any other entity controlled by them | Refer Note below | Refer Note below |
| Directors(including relatives or any other entity controlled by them) | Refer Note below | Refer Note below |
| KMPs or any other entity controlled by them | Refer Note below | Refer Note below |

**** The listed entity is RBI Registered non deposit taking, non systematically important-non banking financial company (ND-NSI-NBFC) engaged in the business of lending and investing, Hence loans and other form of debt may be advance by the listed entity as a part of regular business activity wherein promoter, Promoter Group, Directors including relatives , KMP and other entity controled by them.**

(B) Any gurantee/comfort letter (by whatever name called)provided the listed entity directly or indirectly, in connection with any loan(s) or other form of debt availed by:**

| Entity | Type(guarantee,comf ort letter etc.) | Aggregate amount of issuance during six months | Balance outstanding at the end of six months (taking into account any invocation) |
|---|---|---|--|
| Promoter or any other entity controlled by them | NIL | NIL | NIL |
| Promoter Group or any other entity controlled by them | NIL | NIL | NIL |
| Directors(including relatives or any other entity controlled by them) | NIL | NIL | NIL |
| KMPs or any other entity controlled by them | NIL | NIL | NIL |



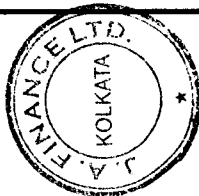
(c) Any security provided by the listed entity or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity | Type of security (cash, shares etc.) | Aggregate value of security provided during six months | Balance outstanding at the end of six months |
|--|--------------------------------------|--|--|
| Promoter or any other entity controlled by them | NIL | NIL | NIL |
| Promoter Group or any other entity controlled by them | NIL | NIL | NIL |
| Directors (including relatives or any other entity controlled by them) | NIL | NIL | NIL |
| KMPs or any other entity controlled by them | NIL | NIL | NIL |

II. Affirmations:

with any loan(s) or other form of debt given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

For, J. A. Finance Limited

Raju Patro

Company Secretary and Compliance Officer

Date: 15/04/2022

Place: Jamshedpur

Note:

- These disclosures shall exclude any loan (or other form of debt), guarantee/comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - by a government company to/for the Government or government company
 - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - by a banking company or an insurance company; and
 - by the listed entity to its employees or directors as a part of the service conditions
- If the listed would like to provide any other information, the same may be indicated as Para D in the above table.