

May 27, 2022

BSE Limited

Department of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai - 400 001

National Stock Exchange of India Limited

Exchange Plaza
Plot No.C-1, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai- 400 051

Dear Sirs,

Sub: Secretarial Compliance Report for the financial year 2021-22

Pursuant to Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing a copy of the Secretarial Compliance Report for the financial year 2021-22, as received from Naren Shroff & Associates, Practicing Company Secretaries.

We request you to kindly take the above compliance report on your record.

Thank you.

Yours faithfully,
for **JM Financial Asset Reconstruction Company Limited**



Vineet Singh
Company Secretary

KS

Encl: as above

Naren Shroff & Associates

COMPANY SECRETARIES

CS Naren S. Shroff
B.Com., LL.B., F.C.S., ACIS (London)

Mob.: +91-9820219233
Email : narenshroffcs@gmail.com

6, "Meghdoot", 2nd Floor, Road No. 31, Opp. Kikabhai Hospital, Near Sanmukhanand Hall, Sion (E), Mumbai - 400 022.

Secretarial Compliance Report of

JM FINANCIAL ASSET RECONSTRUCTION COMPANY LIMITED for the year ended March 31, 2022

To,

JM FINANCIAL ASSET RECONSTRUCTION COMPANY LIMITED
7th Floor, Energy, Appasaheb Marathe Marg, Prabhadevi,
Mumbai - 400025

We, Naren Shroff & Associates, Company Secretaries, have examined:

(a) all the documents and records made available to us through electronic platform by the Company due to the COVID 19 pandemic induced restrictions, and explanation provided and the representation made by **JM FINANCIAL ASSET RECONSTRUCTION COMPANY LIMITED** (CIN: U67190MH2007PLC174287) ("the listed entity") and its compliance officer;

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which have been relied upon to make this certification,

for the year ended March 31, 2022 ("Review Period"), in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder, as amended and to the extent applicable to the listed entity; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI"), as amended and to the extent applicable to the listed entity;

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('this regulation'), as amended and to the extent applicable to the listed entity during the Review Period, subject to the following,

The listed entity, being a high value debt listed entity, as per the Regulation 15(1A) of this regulation inserted by, The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2021, with effect from September 7, 2021, the provisions of regulations 15 to 27 of the chapter IV of this regulation



shall be applicable to listed entity on "comply or explain" basis until March 31, 2023 and on mandatory basis thereafter;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable to the listed entity during the Review Period);

(c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended and to the extent applicable to the listed entity during the Review Period;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the listed entity during the Review Period);

(e) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 (upto August 12, 2021) and The Securities and Exchange Board of India (Share based Employee Benefits and Sweat Equity) Regulations, 2021, as amended; (Not applicable to the listed entity during the Review Period);

(f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (upto August 15, 2021) and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended and to the extent applicable to the listed entity.

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (Not applicable to the listed entity during the Review Period);

(h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended and to the extent applicable to the listed entity during the Review Period;

and based on the above examination and relying on the representation made by the listed entity and its compliance officer for the compliance, we hereby report that, during the Review Period:

(a) The listed entity has complied with the applicable provisions of the above Act, Regulations and Circulars / Guidelines.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder, and to the extent applicable, in so far as it appears from our examination of those records.

(c) The listed entity does not have any material subsidiaries and no action was taken against the listed entity/ its promoters/ directors, either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:



(d) The listed entity was not required to take the Secretarial Compliance Report for the previous year ended March 31, 2021, as the listed entity being a high value debt listed entity, Regulation 24A of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, became applicable to the listed entity with effect from September 7, 2021.

For Naren Shroff & Associates
Company Secretaries



Naren S. Shroff
Proprietor
FCS-2414, CP-1563
UDIN: F002414D000398601
Unique Code: S1989MH005700
Peer Review Certificate No.: 1137/2021
Place: Mumbai
Date: May 26, 2022