

April 28, 2023

**BSE Limited**

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

Dear Sirs,

**Sub: Intimation under Regulation 54 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 54 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circular dated May 19, 2022, we are enclosing the security cover certificate in the prescribed format certified by the Statutory Auditors of the Company for the quarter ended March 31, 2023.

We request you to take the above on your record.

Thank you.

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

**Vineet Singh**

Company Secretary

Encl: as above

MS: J19 (1.1)/08/2023

**Private and Confidential**

**The Board of Directors,  
JM Financial Asset Reconstruction Company Limited**  
7<sup>th</sup> Floor, Cnergy, Appasaheb Marathe Marg,  
Prabhadevi, Mumbai - 400025.

**Independent Auditors' Certificate on the "Statement of maintenance of Security Cover" as on March 31, 2023 (the "Statement").**

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1. This certificate is issued in accordance with the terms of our engagement request letter dated April 17, 2023.
2. We, Sharp & Tannan Associates, Chartered Accountants (Firm Registration No. 0109983W), Statutory Auditors of **JM Financial Asset Reconstruction Company Limited** (the "Company"), having its Registered Office at 7<sup>th</sup> Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400025, have examined the records, documents and relevant calculation made by the Company for the purpose of certifying the accompanied Statement, stamped and initialled by us, showing 'Security Cover' in relation to assets of the Company offered as security for the listed non-convertible debt securities (NCDs) as at March 31, 2023, for submission to BSE Limited pursuant to the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**"), as amended.

**Management's responsibility for the Statements**

3. The Management of the Company is responsible for preparation of accompanying Statement from the audited standalone financial results of the Company for the quarter and year ended March 31, 2023 and also responsible for maintenance of all accounting and other relevant records and supporting documents. This responsibility includes the designing, implementation and maintenance of internal controls relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.
4. The Management of the Company is also responsible for maintaining hundred percent security cover or higher security cover as per the terms of offer document / Information Memorandum and / or Debenture Trust Deed, sufficient to discharge the outstanding principal amount and the interest thereon for the said NCDs as on March 31, 2023.
5. The Management of the Company is also responsible for adherence with all other relevant requirements as mentioned in the Listing Regulations and the SEBI circulars in connection with the Statement related to the said NCDs.





**Independent Auditors' responsibility**

6. Pursuant to the requirements of the Listing Regulations, our responsibility is to provide a limited assurance, certifying that as nothing has come to our attention that cause us to believe that the particulars mentioned in the accompanying Statement is not in agreement with the audited standalone financial results of the Company for the quarter and year ended March 31, 2023 and other relevant records and documents maintained by the Company and that the Company has not maintained hundred percent security cover or security cover as per the terms of the Information Memorandum and/or Debenture Trust Deeds. This does not include the evaluation of adherence by the Company with all applicable guidelines of the Listing Regulations. We have obtained the management representation letter for aforementioned matters.
7. The procedures performed in a limited assurance engagement vary in nature and timing from and are less in extent than for, a reasonable assurance engagement and consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.
8. We have carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (ICAI) and Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate. This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for firms that Perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.
10. Obtained and read on a test check basis, the Debenture Trust Deeds and the Information Memorandum in respect of the secured Debentures and noted the particulars of security cover and the security cover percentage required to be maintained by the Company in respect of such NCDs, as indicated in the Statement.

**Conclusion**

11. Based on our examination, as above and according to the information, explanation given to us and based on representation provided to us by the management of the Company and considering note to the Statement, we hereby certify that nothing has come to our attention that cause us to believe that the particulars furnished by the Company in the said Statement is not in agreement with the audited standalone financial results of the Company for the quarter and year ended as at March 31, 2023 and other relevant records of the Company and that the Company has not maintained hundred percent security cover or higher security cover as per the terms of the Information Memorandum and Debenture Trust Deeds, sufficient to discharge the outstanding principal amount and the interest thereon for the said NCDs as on March 31, 2023.

We have attached **Annexure I** (Number of page 1), stamped and initialled by us for identification purpose and forms integral part of this certificate.



**Restriction on use**

12. This certificate is addressed to and provided to the Board of Directors of the Company, our work was performed solely to assist the Company in meeting the responsibilities in relation to calculation of minimum requirement of Security Cover in accordance with the Listing Regulations as mentioned above for the purpose of submission to BSE Limited to comply with the applicable regulations of the Listing Regulations and should not be used for any other purpose without our prior approval. Our obligations in respect of this certificate is entirely separate from, and our responsibility and liability are in no way changed by any other role we may have (or may have had) as auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as auditors of the Company.
13. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.



**For Sharp & Tannan Associates**  
Chartered Accountants  
ICAI Firm Reg. No. 0109983W  
by the hand of

  
**Parthiv S. Desai**  
Partner  
Membership No. 042624  
UDIN: 23042624BGYOWN9224

Mumbai: April 28, 2023



Column A	Column B	Column C	Column D	Column E	Column F	Column G	Column H	Column I	Column J	Column K	Column L	Column M	Column N	Column O
Particulars	Description of asset for which this certificate relate	Exclusive charge	Exclusive charge	Pari-passu charge	Pari-passu charge	Pari-passu charge	Assets not offered as security	Elimination on (amount in negative)	(Total C to H)	Related to only those items covered by this certificate				
		Debt for which this certificate being issued	Other secure Debt	Debt for which this certificate being issued	Assets shared by pari passu debt holder (includes debt for which this certificate is issued & other debt with pari-passu charge)	Other assets on which there is pari-passu charge (excluding items covered in column F)		debt amount considered more than once (due to exclusive plus pari passu charges)		Market value for Assets charged on Exclusive basis	Carrying/book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg. Bank balance, DSRA market value is not applicable)	Market value for Pari passu charge Assets	Carrying value/book value for Pari passu charge assets where market value is not ascertainable or applicable. (For Eg. Bank balance, DSRA market value is not applicable)	Total Value (=K+L+M+N)
		Book value	Book value	Yes/No	Book value	Book value								
ASSETS														
Property, Plant and Equipment		-	-		-	-	0.47	-	0.47	-	-	-	-	-
Capital Work in Progress		-	-		-	-	-	-	-	-	-	-	-	-
Right of Use Assets		-	-		-	-	13.05	-	13.05	-	-	-	-	-
Goodwill		-	-		-	-	-	-	-	-	-	-	-	-
Intangible Assets		-	-		-	-	0.03	-	0.03	-	-	-	-	-
Intangible Assets under Development		-	-		-	-	-	-	-	-	-	-	-	-
Investments	Security Receipts & Equity Shares	1,627.95	829.62	No	-	-	1,164.76	-	3,622.33	-	1,627.95	-	-	1,627.95
Loans	Additional Loans	522.43	-	-	-	-	20.85	-	543.28	-	522.43	-	-	522.43
Inventories		-	-		-	-	-	-	-	-	-	-	-	-
Trade receivables		-	-		-	-	304.23	-	304.23	-	-	-	-	-
Cash and cash Equivalents		-	-		-	-	39.20	-	39.20	-	-	-	-	-
Bank Balances other than cash & cash Equivalents		-	-		-	-	2.73	-	-	-	-	-	-	-
Others		-	-		-	-	185.74	-	185.74	-	-	-	-	-
Total		2,150.38	829.62	-	-	-	1,731.06	-	4,711.06	-	2,150.38	-	-	2,150.38
LIABILITIES														
Debt securities to which this certificate pertains		1,709.80	-	No	-	-	-	-	1,709.80	-	1,709.80	-	-	1,709.80
Other debt sharing pari-passu charge with above debt		-	-	-	-	-	-	-	-	-	-	-	-	-
Other Debt		-	-	-	-	-	-	-	-	-	-	-	-	-
Subordinated debt		-	-	-	-	-	-	-	-	-	-	-	-	-
Borrowings		-	-	-	-	-	-	-	-	-	-	-	-	-
Banks		287.60	No	-	-	-	-	-	287.60	-	-	-	-	-
Debt securities		-	-	-	-	-	-	-	-	-	-	-	-	-
Others		199.10	No	-	-	-	921.43	-	1,120.53	-	-	-	-	-
Trade payables		-	-	-	-	-	2.77	-	2.77	-	-	-	-	-
Lease Liabilities		-	-	-	-	-	16.08	-	16.08	-	-	-	-	-
Provisions		-	-	-	-	-	2.09	-	2.09	-	-	-	-	-
Others		-	-	-	-	-	39.10	-	39.10	-	-	-	-	-
Total		1,709.80	486.70	-	-	-	981.47	-	3,177.97	-	1,709.80	-	-	1,709.80
Cover on Book value		1.26	1.70											
Cover on Market Value		1.26												1.26
		Exclusive Security cover ratio	1.36		Pari-passu Security cover ratio	NA								

## Notes-

The assets which are offered as Security cover are in the nature of Security receipts and Additional Loans. Since these Security receipts are unlisted instrument and are issued on private placement basis, therefore Market value of the same is not ascertainable and hence book value is considered as Market value. Similarly for Additional Loans, book value is considered.

This annexure forms part of Certificate Reference No MS: J19 (1.1)08/2023

