

October 30, 2019

BSE Limited
Bad Delivery Cell,
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**

Security Code: 523405

Symbol: JMFINANCIL

Dear Sirs,

Re: Certificate pursuant to Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are forwarding herewith a copy of the certificate received by us from M/s Naren Shroff & Associates, Practicing Company Secretary, Mumbai. The said certificate is for the half year ended on September 30, 2019.

Kindly acknowledge receipt.

Yours faithfully, for JM Financial Limited

P K Choksi

Group Head – Compliance, Legal & Company Secretary

Encl: a/a

Naren Shroff & Associates

COMPANY SECRETARIES

CS Naren S. Shroff B.Com., L.L.B., F.C.S., ACIS (London) Mob.: +91-9820219233

Email: narenshroffcs@gmail.com

6, Meghdoot, 2nd Floor, Road No. 31, Opp. Kikabhai Hospital, Near Shanmukhanand Hall, Sion (East), Mumbai – 400 022.

TO WHOMSOEVER IT MAY CONCERN

We have examined the relevant Books, Registers and records of *JM FINANCIAL LIMITED* (hereinafter referred to as 'the Company') having its registered office at 7th Floor, Cnergy, Appasaheb, Marathe Marg, Prabhadevi, Mumbai - 400 025, maintained by its Registrar and Transfer Agent (hereinafter referred to as 'RTA'), Karvy Fintech Private Limited, produced before us for the purpose of issuing certificate under Regulation 40(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on our such examination as well as information, explanation and confirmation furnished to us which to the best of our knowledge and belief were necessary for the purpose of our certificate, we hereby certify that in our opinion and according to the best of our information and belief the Company has, in relation to half year ended *30th September*, *2019*, issued all the certificates within thirty days of the date of lodgement for transfer, as reported to us by the Company's RTA.

Place: Mumbai

Dated: 30th October, 2019

For Naren Shroff & Associates

Proprietor

FCS- 2414 CP- 1563

UDIN: F002414A000188083