

VARUNA MITTAL & ASSOCIATES
COMPANY SECRETARIES

Date: 14.02.2025

To,
The Board of Directors,
Jaykay Enterprises Limited
Kamla Tower, Kanpur,
Uttar Pradesh, 208001

Subject: Proposed Preferential Issue of 54,53,754 Equity Shares to the persons/entities belonging to the “Promoter and Non-Promoter Group” Category, by Jaykay Enterprises Limited (‘the Company’), in terms of Chapter V of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (“SEBI ICDR Regulations”).

Dear Sir / Madam,

In connection with the proposed preferential issue of **up to 54,53,754 (Fifty Four Lakh Fifty Three Thousand Seven Hundred Fifty Four) Equity Shares** to persons/entities belonging to ‘Promoter and Non-Promoter Group’ Category at an issue price of Rs.163/- (Rupees One Hundred and Sixty Three Only) for consideration other than cash (being swap of shares), which is a price higher than the minimum price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to **Rs. 88,89,61,902/- (Rupees Eighty-Eight Crore Eighty-Nine Lakh Sixty-One Thousand Nine Hundred and Two Only)**, by the Company, as approved by the Board of Directors of the Company in their meeting held on **February 11, 2025** subject to the approval of the shareholders of the Company and consent, exemptions and approvals of Securities and Exchange Board of India (‘SEBI’), BSE Limited (‘BSE’) and any other regulatory authority, and in terms of requirements of regulation 163(2), Part III of Chapter V of the ICDR Regulations, we hereby certify that the proposed preferential issue is being in accordance with the applicable provisions of ICDR Regulations, to the preferential issue.

For Varuna Mittal & Associates
Company Secretaries
Firm Registration No. S2020DE762400
Peer Review Certificate No. 2745/2022

Varuna Mittal
Membership No.: 57727
Certificate of Practice: 23575
UDIN: A057727F003928682