

VARUNA MITTAL & ASSOCIATES
COMPANY SECRETARIES

Date: April 15, 2025

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

Subject: Proposed Preferential Issue of up to 79,19,683 Equity Shares to the persons belonging to the “Promoter and Non-Promoter Group” Category, by Jaykay Enterprises Limited (‘the Company’), in terms of Chapter V of the Securities and 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 79,19,683 (Seventy Nine Lakh Nineteen Thousand Six Hundred Eighty-Three) Equity Shares** to persons belonging to ‘Promoter and Non-Promoter Group’ Category at an issue price of Rs. 142/- (Rupees One Hundred and Forty-Two 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. 1,12,45,94,986/- (Rupees One Hundred Twelve Crore Forty Five Lakh Ninety Four Thousand Nine Hundred Eighty Six Only)**, by the Company, as approved by the Board of Directors and Committee of Directors at their meeting held on April 11, 2025 and April 15, 2025, respectively, 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 SEBI ICDR Regulations, we hereby certify that the proposed preferential issue is being in accordance with the applicable provisions of SEBI ICDR Regulations, to the preferential issue.

For Varuna Mittal & Associates
Company Secretaries
Firm Registration No. S2020DE762400
Peer Review Certificate No. 6087/2024



Varuna Mittal
Membership No. 57727
Certificate of Practice: 23575
UDIN: A057727G000119910

Date: April 15, 2025
Place: Delhi