



CERTIFICATE FROM PRACTICING COMPANY SECRETARY ON THE COMPLIANCE WITH THE CONDITIONS OF PROPOSED PREFERENTIAL ISSUE BY JAY JALARAM TECHNOLOGIES LIMITED IN TERMS OF CHAPTER V OF THE SECURITIES EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS 2018

To
The Board of Directors
Jay Jalaram Technologies Limited
Showroom 6, Videocon Arizona, Opp. Gujarat Vidyapith,
Near Navgujarat College, Usmanpura, Ahmedabad, Gujarat - 380014

Respected Sir(s)/Mam(s),

1. This certificate is issued in accordance with the terms of our engagement with Jay Jalaram Technologies Limited (hereinafter 'the Company').
2. In connection with the proposed issuance of 7,50,000 Equity Shares & 2,50,000 fully convertible warrants on a preferential issue on a private placement basis (hereinafter 'Proposed Equity Shares & Warrants') of the Company to below mentioned Allottees (hereinafter 'Proposed Allottees'), the Company is required to obtain a certificate from Practicing Company Secretary, with regard to compliance with the conditions of the proposed preferential issue, as per the requirements of Regulation 163 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018, as amended (the "ICDR Regulations").

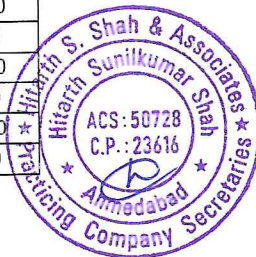
Name of Proposed Allottees for Equity Shares:

Sr. No.	Name of Proposed Allottees	Category	PAN No.	Quantity
1	Blue Lotus Capital Multi Bagger Fund II	Non-Promoter	AAETB5142Q	50,000.00
2	India Emerging Giants Fund Limited	Non-Promoter	AAFIC9293P	75,000.00
3	Mukesh Mittal (On behalf of Sarv Ventures)	Non-Promoter	AEPFS5033N	80,000.00
4	Nandan P Rao	Non-Promoter	BRZPR2188B	32,500.00
5	Jinendra G & Gotham Chand (On behalf of 1955 Venture Fund)	Non-Promoter	AADFZ2935J	25,000.00
6	H K Thaker	Non-Promoter	ADFPT6287N	6,300.00
7	Vummidi Amarendran	Non-Promoter	AAEPA3310M	6,300.00
8	Rajindra Valsalan	Non-Promoter	ADNPR2969P	6,300.00
9	Rupal Jinesh Shah & Sonal Nilesh Shah (On behalf of R S Financial Solutions)	Non-Promoter	AAWFR7093L	6,300.00
10	Sandeep Bhandari	Non-Promoter	AKDPB4199E	6,300.00
11	Prakashbhai Arvindbhai Shah	Non-Promoter	ACKPS9423R	4,000.00
12	Malav Prakashkumar Shah HUF	Non-Promoter	AAMHM9299P	4,000.00
13	Swapnil Jatinbhai Shah & Hemant Ishwarlal Modi (On behalf of Svar Family Trust)	Non-Promoter	ABGTS2950N	5,000.00





14	Avinash V	Non-Promoter	AHLPA1008J	5,000.00
15	Manoj Amlokchand Gadiya	Non-Promoter	ABQPM1629Q	5,000.00
16	M Nirmal Kumar	Non-Promoter	ABAPK4425C	10,000.00
17	Raju Rameshchand Lunawath	Non-Promoter	AEDPR0179J	7,500.00
18	Pannalal Rathore	Non-Promoter	AFTPP2170C	5,000.00
19	Padamkumar R Soni	Non-Promoter	AAEPS5458A	10,000.00
20	Ajay	Non-Promoter	AVJPA4691B	5,000.00
21	Pawan Pagaria	Non-Promoter	AARPP3734D	10,000.00
22	M Bharat Kumar	Non-Promoter	AAEPB1580G	5,000.00
23	D Prakash Devi	Non-Promoter	AAPPP5023P	10,000.00
24	Vital Wealth Catalyst and Logistics LLP	Non-Promoter	AAUFV8236B	10,000.00
25	Shripal Bhandari; Chetan Bhandari & Yogesh Bhandari (On behalf of VM Finserve and Asset Management)	Non-Promoter	AAUFV9646F	2,500.00
26	Aakash Jain	Non-Promoter	AJKPJ3618A	2,500.00
27	Prasanth Suresh Kothari	Non-Promoter	AWWPP1402B	5,000.00
28	Rishabh Umedmal Golecha	Non-Promoter	DIJPG2653D	5,000.00
29	Sanjay Kumar Singhal	Non-Promoter	AATPS2482B	6,300.00
30	Shilpa Jhabak	Non-Promoter	ACEPP4345F	5,000.00
31	Chirag Kothari	Non-Promoter	INIPK3821G	2,500.00
32	Ritik Bagmar Jain	Non-Promoter	DRMPB5390A	2,500.00
33	Pawan Kumar Jain	Non-Promoter	AIUPJ9384N	2,500.00
34	Sanjeev Kumar Aggarwal	Non-Promoter	AAQPA8822N	6,300.00
35	Balkrishan Poddar	Non-Promoter	AFOPP0409D	6,300.00
36	Shah Surabhi Yash	Non-Promoter	BOVPK6451F	6,300.00
37	Shifali Mehta	Non-Promoter	AFAPM2372Q	7,500.00
38	Noida Holdings Private Limited	Non-Promoter	AAECN6385L	5,000.00
39	Pranali Rajnikant Shah	Non-Promoter	BIUPS7384E	2,500.00
40	Kavita Jain	Non-Promoter	ACYPJ9601J	6,300.00
41	Murtaza Hasan Dariwala	Non-Promoter	AIOPD7581M	6,300.00
42	A G Mehta HUF	Non-Promoter	AAHHA6774Q	6,300.00
43	Rinku Jain	Non-Promoter	AAAP01276C	4,000.00
44	Anushree Gadodia	Non-Promoter	ALSPB7787Q	6,300.00
45	Nikita Mohit Munot	Non-Promoter	AEYPN4636D	4,000.00
46	Munot Sumangla Gautam	Non-Promoter	AJMPK7337H	2,500.00
47	Chetan Sahebrao Tupe	Non-Promoter	ADAPT3410G	2,500.00
48	Sagar Brijmohan Bakshi	Non-Promoter	AFZPB9642P	2,500.00
49	Priti C Kothari	Non-Promoter	ADHPK2328M	3,800.00
50	Pavan Sethia	Non-Promoter	BYXPS6655M	6,300.00
51	Nav Ratan Bhaiya HUF	Non-Promoter	AAIHN7893J	6,300.00
52	Vivek Dasot	Non-Promoter	ADSPD5084A	6,300.00
53	Anju Vaid	Non-Promoter	ADGPA7571H	12,500.00
54	Amarchand Sancheti	Non-Promoter	AIJPS3846B	3,800.00
55	Jai Shankar Raghava Chandra	Non-Promoter	AOYPS5956B	12,500.00
56	Premavathy C	Non-Promoter	BCNPP8541H	6,200.00
57	Nirmal Rajnikant Shah	Non-Promoter	AAHPS3534J	12,500.00
58	Karan Rameshbhai Mandhani HUF	Non-Promoter	AALHK5839E	2,500.00

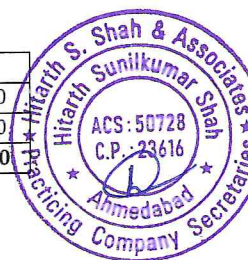




59	Anjali Gupta	Non-Promoter	ACTPG1743P	6,200.00
60	Manish Mardia (On behalf of Manish Mardia & Family)	Non-Promoter	AADHM2034F	6,200.00
61	Sailendra Kumar K	Non-Promoter	AAFPK8983P	5,000.00
62	Nikunj Kumar Chimanlal Patel	Non-Promoter	BLPPP4410C	12,500.00
63	Tara Vati Dahiya	Non-Promoter	AILPD7286N	50,000.00
64	Sunil Fatehchand Motwani	Non-Promoter	ACLPM5774A	12,500.00
65	Sunil Fatehchand Motwani; Kusumben Sunil Motwani; Fatehchand Bhagwandas Motwani (On behalf of Emsun Marketing)	Non-Promoter	AACFE7859B	25,000.00
66	Manoharlal Bansilal Kanjani	Non-Promoter	ACYPK5544R	11,000.00
67	Reshma Manoharlal Kanjani	Non-Promoter	ADPPK8598K	11,000.00
68	Jagdish Bansilal Kanjani	Non-Promoter	ACYPK5546P	7,000.00
69	Vinita Jagdish Kanjani	Non-Promoter	ACVPK0350L	7,000.00
70	Patel Nidhiben Nikunj Kumar	Non-Promoter	ATLPP1967H	12,500.00
71	Mahek Sanjay Kumar Chandibhamar	Non-Promoter	HUIPM7619Q	5,000.00
72	Thakkar Arpit K	Non-Promoter	AGEPT4362J	8,500.00
			Total	7,50,000.00

Name of Proposed Allottees for Fully Convertible Warrants:

Sr. No.	Name of Proposed Allottees	Category	PAN No.	Quantity
1	Bhatt Mukeshkumar N	Promoter	AJPPB8304G	1,25,000.00
2	Vipul Thakkar	Promoter	AJTPT2939B	1,25,000.00
			Total	2,50,000.00



Management's Responsibility

3. The compliance with Chapter V of the ICDR Regulations for the preferential issue and allotment of equity shares is the responsibility of the management of the Company. Management is also responsible for preparation and maintenance of all accounting and other relevant support records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation of internal controls relevant to the preparation/ presentation of the Notice and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.



4. The Management is also responsible for providing all relevant information to the SEBI, and/or BSE Limited.
5. The Management is also responsible for ensuring that the Company complies with the below requirements of the ICDR Regulations:
 - i. Determine the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue;
 - ii. Determine the minimum price of the equity shares in accordance with Regulation 164 of the ICDR Regulations.
 - iii. Compliance with the all other requirements of the ICDR Regulations.

Certifier's Responsibility

6. Pursuant to the requirements of sub-para 2 of Regulation 163 of Part III of chapter V of the ICDR Regulations, it is our responsibility to obtain limited assurance and conclude as to whether the details of the Proposed Preferential Issue is in accordance with the requirements of the ICDR Regulations as applicable to the preferential issue.
7. We conducted our examination of the statement/ records in accordance with the applicable guidance's issued by the Institute of Company Secretaries of India (the "ICSI"). The guidance's requires that we comply with the ethical requirements of the Code of Conduct issued by ICSI.
8. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence that vary in nature, timing and extent than a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement. Accordingly, we have performed the following procedures in relation to the engagement:
 - a. With respect to conditions specified in Regulation 159 & 160 of the ICDR Regulations, we have performed the following procedures to confirm the compliance with required conditions:
 - i. Noted the relevant date i.e. the 06th May, 2024, being the date thirty days prior to the date on which the resolution shall be deemed to be passed, i.e. the 05th June, 2024.
 - ii. Verified that the Company has obtained requisite undertaking and/or DP Transaction Statement from the Proposed Allottees to ensure that they have not sold or transferred any equity shares of the Company from the relevant date up to a period of 90 trading days from the date of allotment of such securities;
 - iii. Verified from the undertaking and DP statement obtained by the Company from Proposed Allottees, the 'pre-preferential holding' of equity shares of the Company held by the proposed allottees, is held in the dematerialized form;





- iv. Verified that the Company has obtained Permanent Account Number ('PAN') of the Proposed Allottees; and
- b. Read the Extra Ordinary General Meeting Notice and verified that special resolution for Proposed Preferential Issue of equity shares & fully convertible warrants of the Company is included in the same and the requisite disclosures in the Notice have been made in accordance with Regulation 163(1) of the SEBI (ICDR) Regulations and other applicable laws and Regulations;
- c. With respect to compliance with minimum price for proposed issue which is in accordance with applicable provisions of the SEBI (ICDR) Regulations, and recomputed the arithmetical accuracy of calculation of the minimum price of the proposed issue;
- d. Read the certified copy of the resolution passed at the Board meeting held on the 09th May, 2024 produced before us by the management containing the list of the Proposed Allottees;
- e. Conducted relevant management inquiries and obtained necessary representations.

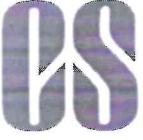
Conclusion

9. Based on our examination as above, and the information and explanations given to us, nothing has come to our attention that causes us to believe that the details of the proposed issue provided is not in accordance with the requirements of the ICDR Regulations as applicable to the preferential issue.

Restriction on distribution or use

10. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the ICDR Regulations and this certificate is addressed to and provided to the Board of Directors of the Company solely with the purpose of placing before shareholders of the Company (on the website of the Company) so as to provide them requisite information for approving the proposed preferential issue of equity shares and fully convertible warrants (convertible into equity shares) and for the purpose of further submission to the stock exchanges and should not be used by any other person or for any other purpose.





11. 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. Also, we neither accept nor assume any duty or liability for any other purpose or to any other party to whom our certificate is shown or into whose hands it may come without our prior written consent.

Thanking you,

For Hitarth S Shah & Associates,

Hitarth Sunilkumar Shah

Proprietor

ACS: 50728

C.P. No. 23616

PR No.: 5674/2024

UDIN: A050728F000343229



Date: 09/05/2024

Place: Ahmedabad