



## COMPLIANCE CERTIFICATE

[Pursuant to Regulation 163(2), Part III of Chapter V of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018]

To,  
**The Board of Directors,**  
**Jagsonpal Finance & Leasing Limited,**  
Level 3B, DLF Centre, Sansad Marg,  
Connaught Place, New Delhi 110001.

I, Pooja Sawarkar, proprietor of M/s. Pooja Sawarkar & Associates have been appointed by **Jagsonpal Finance & Leasing Limited (Company)** and having its registered office at Level 3B, DLF Centre, Sansad Marg, Connaught Place, New Delhi 110001 to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as "Regulations")

In accordance with the Regulations, the Company has proposed an issue of upto 1,27,05,000 (One Crore Twenty Seven Lakhs and Five Thousand) fully paid-up Equity Shares at a price of Rs. 12.50/- (Rupees Twelve and Fifty Paise Only) per Equity Share, for cash, aggregating upto Rs. 15,88,12,500/- (Rupees Fifteen Crores Eighty Eight Lakhs Twelve Thousand Five Hundred only)

The proposed preferential issue was approved at the Meeting of Board of Directors of the Company held on 15<sup>th</sup> January, 2025.

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company, as required under the aforesaid Regulations, I have verified that the issue is being made in accordance with the requirements of these Regulations as applicable to the preferential issue, more specifically, the following:

- i. Memorandum of Association and Articles of Association of the Company;
- ii. The Present capital structure including the details of the Authorised, Subscribed, Issued and Paid up share capital of the Company along with the shareholding pattern;
- iii. Resolutions passed at the meeting of the Board of Directors;
- iv. List of Proposed Allottees;
- v. The relevant date in accordance with Regulation 161 of the Regulations - 16<sup>th</sup> January, 2025;
- vi. The statutory registers of the Company and List of shareholders issued by RTA, to note that the equity shares are fully paid up;
- vii. Disclosures under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, if any, made by proposed allottees during the 90 trading days preceding the relevant date;



- viii. Details of buying, selling and dealing in the Equity Shares of the Company by the proposed allottees, Promoter or Promoter Group during the 90 trading days preceding the relevant date;
- ix. Permanent Account Numbers of the proposed allottees;
- x. Draft Notice of the Postal Ballot and Explanatory Statement;
  - a. to verify the disclosure in Explanatory Statement as required under Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the Regulations.
  - b. to verify the lock-in period as required under Regulation 167 of the Regulations.
  - c. to verify the terms for payment of consideration and allotment as required under Regulation 169 of the Regulations.
- xi. Computation of the minimum price of the equity shares to be allotted in preferential issue in accordance with the Regulations. The issue price for the proposed preferential issue of the Company, based on the valuation report dated 15<sup>th</sup> January, 2025 of A. Someswara Rao, Chartered Accountants, Registered Valuer (ICAI RVO Membership No.: IBBI/RV/02/2019/11544) has been worked out at Rs. 6.71/- per Equity Share;
- xii. Board/shareholders' resolution and statutory registers to verify that promoter(s) or the promoter group has not failed to exercise any warrants of the Company which were previously subscribed by them;
- xiii. Verified the relevant statutory records of the Company to confirm that:
  - a. it has no outstanding dues to the SEBI, the stock exchanges or the depositories except those whose are the subject matter of a pending appeal or proceeding(s), which has been admitted by the relevant Court, Tribunal or Authority.
  - b. it is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder.

### **Management Responsibility:**

It is the responsibility of the Management to comply with the requirements of the Regulations, including the preparation and maintenance of all accounting and other relevant supporting records, designing, implementing and maintaining internal control relevant to preparation of Notice and explanatory statement, determination of relevant date and minimum price of shares and making estimates that are reasonable in the circumstances.

### **Assumptions and Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.



3. We are not expressing any opinion on the price computed / calculated and/or the price at which the shares are being issued by the Company.
4. This certificate is solely for the intended purpose of compliance in terms of aforesaid Regulations and for your information and it is not to be used, circulated, quoted or otherwise referred to for any other purpose other than compliance with the aforesaid Regulations.

**Certification:**

Based on my examination of such information/documents and explanation furnished to us by the management and employees of the Company and to the best of our knowledge and belief, I hereby certify that proposed preferential issue of equity shares is being made in accordance with the requirements of the Regulations.

For M/s. Pooja Sawarkar & Associates  
Company Secretary

Pooja Sawarkar  
Proprietor  
Membership No: FCS 10262  
COP: 15085; PR no. 1343/2021

UDIN: F010262F003694140

Date: 16<sup>th</sup> January, 2024  
Place: Mumbai