Nishant Jain & ASSOCIATES
Company Secretaries

COMPLIANCE CERTIFICATE

[Pursuant to Regulations 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018]

September 01, 2025

To
The Board of Directors,
Jetmall Spices and Masala Limited,
No S101, Spencer Plaza, 2nd Floor Phase 3,
Anna Salai, Anna Road, Chennai,
Tamil Nadu, India, 600002.

Subject: Certificate of Practicing Company Secretary in respect of compliance of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 for issue and allotment of 1,52,82,000 (One Core Fifty Two Lakh Eighty Two Thousand Only) warrants convertible into equivalent number of equity shares of the face value of Rs.10/-each on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Dear Sir/ Madam,

I, Nishant Jain, a Practising Company Secretary having office at F-10, Om Apartment, Mundka, Delhi- 110041 has been appointed by the Jetmall Spices and Masala Limited (the "Company") to certify that the proposed preferential issue of ,52,82,000 (One Core Fifty Two Lakh Eighty Two Thousand Only) Warrants convertible into equivalent number of equity shares of the face value of Rs.10 /- each of the Company, is in compliance with the requirements of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the applicable provisions of the Companies Act, 2013 (the "Act") and rules framed thereunder subject to approval of the Members of the Company.

As per requirement of Regulations 163(2) of the SEBI ICDR Regulations, this certificate shall be placed before the shareholders of the Company considering the proposed preferential issue. Since the resolution is being proposed to be passed through Postal Ballot, this certificate shall be available on website of the Company at link specified in the notice of postal ballot.

Managements' Responsibility

The compliance with the relevant provision of SEBI ICDR Regulations and the Act for the proposed preferential issue of warrants convertible into equivalent number of equity shares and preparation of the Postal Ballot Notice, including its content is the responsibility of the management of the Company. This responsibility includes the design- implementation, maintenance of and adherence to the internal controls relevant to the preparation and maintenance of the relevant records and providing all relevant information. Also, this responsibility includes ensuring that the relevant records provided to us for our examination are correct and complete.

The management is also responsible for providing all relevant information to the Securities and Exchange Board of India and/or the Stock exchange(s).

Nishant Jain and Associates
CP No 27747
New Delhi
Company Secretaries

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Practicing Company Secretary's Responsibility

Pursuant to the requirements of Regulation 163(2) of the SEBI ICDR Regulations, it is our responsibility to provide limited assurance that the proposed preferential issue of the warrants convertible into equivalent number of equity shares to the proposed allottee(s) as mentioned above, are being made in accordance with the requirements of the SEBI ICDR Regulations to the extent applicable and applicable provisions of the Act and rules framed thereunder.

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 SEBI ICDR 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:

1. I have verified that all the present equity shares are fully paid up.

2. I have reviewed and verified the draft notice of postal ballot, inter alia seeking approval of the shareholders of the Company for the preferential issue of above said warrants convertible into equivalent number of equity shares

3. I have noted that the relevant date for proposed preferential issue is September 01, 2025.

4. On the basis of documents produced before us, we certify that the none of the proposed allottee(s) has/ have sold any equity shares of the Company during the ninety (90) trading days preceding the relevant date. Further the proposed allottee is Non - Promoter, and does not belong to the promoter(s) or promoter(s) group(s).

5. The proposed allotee does not hold any equity share in the Company and hence the requirement of lock-in of pre-preferential shareholding in accordance with Regulation 167 (6) SEBI ICDR Regulations, 2018 is not applicable.

6. The proposed issue is being made in accordance with the requirements of Chapter V of SEBI ICDR Regulations, Section 42 and 62 of the Act and Rule 13 and 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of the Act. Further, the Company has complied with all legal and statutory formalities and to best of my knowledge no statutory authority has restrained the Company from issuing these proposed securities.

7. The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the Company. It is further confirmed that AoA of the Company does not provide the method of determination of price of the equity shares of the Company for preferential issue. However, the proposed preferential issue is for more than 5% of the post issue fully diluted share capital of the issuer, the Company has obtained valuation report from the independent registered valuer to consider same for determining issue price in terms of Regulation 166A of the SEBI ICDR Regulations.

8. The equity shares of the Company are listed on BSE Limited. Ninety (90) trading days' volume weighted average price of equity shares of the Company quoted on BSE Limited preceding the relevant date is Rs.13.93. Ten (10) trading days' volume

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weighted average price of equity shares of the Company quoted on BSE Limited preceding the relevant date is Rs.22.52. In terms of Valuation report received from independent registered valuer the minimum issue price of the equity shares to be allotted pursuant to preferential issue is Rs. 22.52. Accordingly, the minimum issue price shall be Rs.22.52.

9. The total allotment to the allottee(s) in the present preferential issue or in the same financial year i.e. FY 2025-26 is more than 5% of the post issue fully diluted share capital of the Issuer.

Conclusion

Based on my examination, as above and the information, explanations and written representation provided to us by the management and employees of the Company as well as proposed allottee(s). I hereby state that the proposed preferential issue of warrants convertible into equivalent number of equity shares is being made in accordance with the requirements of the SEBI ICDR Regulations to the extent applicable and applicable provisions of the Act and rules framed thereunder.

Restriction of Use

This Certificate is issued solely for the information and use of the Board of Directors of the Company in connection with the proposed preferential issue of shares and listing thereof and should not be used by any person or for any other purpose. Accordingly, I 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 my prior consent in writing.

***For* NISHANT JAIN & ASSOCIATES**
Company Secretaries
Firm Registration No.: S2024DE1004700

Nishant Jain & Associates
CP No. 27747
New Delhi
Company Secretaries

N-Jain

CS Nishant Jain
Proprietor
Membership No. A75032
C.P. No.: 27747
PR No. 6836/2025
UDIN:

Date: September 01, 2025
Place: New Delhi