



PRACTICING COMPANY SECRETARY CERTIFICATE

To,
The Board of Directors
JTL Industries Limited
(Formerly known as JTL Infra Limited)
SCO 18-19, Sector 28-C,
Chandigarh-160002

Dear Sir / Ma'am,

Reg: Certificate under Regulation 163(2) of the SEBI (ICDR) Regulations, 2018

Sub: Proposed issue and allotment of up to 1,33,50,000 fully convertible warrants of Rs. 2/- each on preferential basis to the 'Non-Promoter, Public Category' by JTL Industries Limited in terms of Chapter V of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("ICDR Regulations").

In connection with the proposed issue and allotment of the Company by way of preferential issue on a private placement basis (hereinafter 'proposed preferential issue') to various allottees belonging to 'Non-Promoter Public Category' of up to **1,33,50,000 Fully Convertible Warrants ('Warrants')** carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant, at an issue price of Rs. 300/- (Rupees Three Hundred only) each, which is a price higher than the minimum price determined in accordance with the provisions of Chapter V of ICDR Regulations, for an aggregate amount of up to Rs. 4,00,50,00,000/- (Rs. Four Hundred Crores Fifty Lakhs Only) for cash as approved by the Board of Directors of the Company in their meeting held on January 20, 2023, subject to approval of shareholders of the Company, approval of stock exchanges and any other regulatory authority approval, and in terms of requirements of sub-regulation 2 of Regulation 163 of Part III of Chapter V of the ICDR Regulations, We, S.V. Associates, Practicing Company Secretaries, hereby certify that the proposed preferential issue is being made in accordance with the applicable provisions of ICDR Regulations, to the preferential issue.

Date: 21/01/2023
Place: CHANDIGARH

for S.V. Associates
Company Secretaries



CS Sahil Malhotra
(Prop.)

M.No: 38204
COP No. 14791

UDIN: A038204D003029148