COMPLIANCE CERTIFICATE

(Pursuant to Regulation 163(2), Part III of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 including any amendment/modification thereof)

To,
The Board of Directors,
Jainik Power Cables Limited
39/101A, 1st Floor, Community Centre,
Wazirpur Industrial Area, Wazirpur III,
North West Delhi, India, 110052

Subject: Certificate by Practicing Company Secretary in respect of compliance of provision of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Dear Sir/Madam,

1. In connection with the proposed preferential issue by the Company of up to 30,00,000 (Thirty Lakh) Warrants, each carrying an entitlement to subscribe to 1 (One) fully paid-up Equity Share of the Company upon exercise, for cash consideration at an issue price of ₹151.50 per Warrant (including a premium of ₹141.50 per Warrant) (the "Warrants"), to the identified investors listed in Annexure A (the "Proposed Preferential Issue"), the Company is required, in terms of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations"), to obtain a certificate from a Practicing Company Secretary certifying that the Proposed Preferential Issue is in compliance with the provisions of Chapter V of the ICDR Regulations (the "Compliance Certificate").

2. Accordingly, I, Abhishek Gupta, Practicing Company Secretaries, have been appointed by the Company, having CIN: L27205DL2011PLC218425 and having its registered office at 39/101A, 1st Floor, Community Centre, Wazirpur Industrial Area, Wazirpur III, North West Delhi, India, 110052 to issue this Compliance Certificate.

3. The Proposed Preferential Issue was approved at the Meeting of Board of Directors of the Company held on 21st July, 2026.

4. As per Regulation 163(2) of the ICDR Regulations, this Compliance Certificate shall be placed before the General Meeting of the shareholders of the Company considering the Proposed Preferential Issue. Since the resolution is proposed to be passed at the Extra-Ordinary Meeting of the Members of the Company("EOGM"), this Compliance Certificate shall be available for inspection at the registered office of the Company from July 22, 2026 to August 14, 2026 on all days (except Saturday, Sunday and other public holidays) during the business hours of 10.00 A.M. to 06.00 P.M. This Compliance Certificate shall also be available on the website of the Company at the link specified in the notice of the Extra-Ordinary Meeting of the Members of the Company.

5. **Practicing Company Secretary's Responsibility:**

Abhishek Gupta & Associates
Delhi

Pursuant to the requirements of Regulation 163(2) of the ICDR Regulations, it is our responsibility to conclude whether the Proposed Preferential Issue is being made in accordance with the requirements of the ICDR Regulations and the Act, as applicable to the preferential issue of Equity Shares and Warrants.

On the basis of the relevant management inquires, necessary representations and information received from / furnished by the Management, as required under the ICDR Regulations, we have verified that the Proposed Preferential Issue is being made in accordance with the requirements of the ICDR Regulations as applicable to the Proposed Preferential Issue. More specifically, we have performed the following procedures for the purposes of this verification:

a) verified, basis the statutory registers of the Company and the list of shareholders issued by the RTA, that: (i) all the present Equity Shares are fully paid up; and (ii) all the Equity Shares held by the Proposed Allottee are in dematerialised form;

b) reviewed the draft notice of EOGM, inter alia, seeking approval of the shareholders of the Company for the Proposed Preferential Issue and the accompanying explanatory statement and verified: (i)that the explanatory statement contains the relevant disclosures as required under Regulation 163(1) of the ICDR Regulations and the Act; (ii) the tenure of the Warrants and confirmed that it would not exceed 18 (eighteen) months from the date of allotment; (ii) the lock-in period as required under Regulation 167 of the ICDR Regulations; and (iv) the terms of the payment of consideration and allotment as required under Regulation 169 of the ICDR Regulations;

c) verified that the Company has obtained the Permanent Account Number of the Proposed Allottee;

d) reviewed the certified copy of the Board resolution dated July 21, 2026, approving the Proposed Preferential Issue;

e) verified that the proposed allotment of securities will be made in dematerialised form;

f) noted the relevant date for the Proposed Preferential Issue as July 15, 2026 basis the Board resolution dated July 21, 2026;

g) certified that the Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchanges where the existingequity shares 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 Securities and Exchange Board of India thereunder;

h) confirmed that the Company will file an application seeking in-principle approval for the Proposed Preferential Issue on the same day when the notice is being sent in respect of the general meeting seeking shareholders' approval for the Proposed Preferential Issue;

i) confirmed that the Company has no outstanding dues to the Securities and Exchange Board of India, Stock Exchanges where the securities of the Company are listed (i.e. BSE Ltd. and National Stock Exchange of India Ltd.).

j) certified, on the basis of documents produced before us and undertaking produced by the Proposed Allottee, that none of the entities in the promoter and promoter group entities

Abhishek Gupta & Associates Company Secretaries Delhi (including the Proposed Allottee) have sold any Equity Shares during the 90 (ninety) trading days preceding the relevant date;

k) certified, on the basis of documents produced before us and undertaking produced by the Proposed Allottee, that the Proposed Allottee is eligible for allotment in terms of Regulation 159 of the ICDR Regulations;

l) confirmed that the Proposed Preferential Issue is being made in compliance with the provisions of the Memorandum of Association and Articles of Association of the Company. It is further confirmed that the Articles of Association of the Company does not require that the price of the Equity Shares for preferential issue is to be determined through valuation requirements;

m) verified the calculation of the floor price of the Equity Shares and the Warrants to be allotted pursuant to the Proposed Preferential Issue in accordance with Regulation 164 of the ICDR Regulations. The floor price for the Proposed Preferential Issue, based on the pricing formula under the ICDR Regulations, has been computed to be Rs. Rs. 151.02.

n) reviewed 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.

Assumptions & 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 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 our 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, we hereby certify that proposed preferential issue is being made in accordance with the requirements of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 including any amendment/modification thereof.

For Abhishek Gupta & Associates
Company Secretaries

21/07/2026

Abhishek Gupta & Associates Company Secretaries Delhi

Abhishek Gupta
Proprietor
M. No.: 9857; C.P. No.: 12262
UDIN: F009857H000904212
Peer Review Certificate No. 2375/2022
Firm Registration No. S2013DE223400

Place: New Delhi
Date: 21.07.2026