

**COMPLIANCE CERTIFICATE**

**[PURSUANT TO REGULATION 13 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021]**

The Board of Directors  
Jamna Auto Industries Limited  
Jai Spring Road Industrial Area  
Yamuna Nagar Haryana 135001

We **RSM & CO. Company Secretaries in practice** have been appointed as the Secretarial Auditor vide a resolution passed at its meeting held on May 29, 2023, by the Board of Directors of Jamna Auto Industries Limited (hereinafter referred to as 'the Company'), having CIN: L35911HR1965PLC004485 and having registered office at Jai Spring Road, Industrial Area, Yamuna Nagar, Haryana, 135001. This Certificate is issued under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations") for the year ended March 31, 2024.

**Management Responsibility:**

It is the responsibility of the Management of the Company to implement the plan/scheme including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

**Verification:**

The Company has implemented Employees Stock Option Scheme, 2017 ('ESOP-2017'), which was approved by the shareholders of the Company on August 1, 2017 in accordance with the Regulations and the resolutions passed by the shareholders of the Company.

For the purpose of verifying the compliance of the Regulations, we have examined the following documents:

1. ESOP-2017 received from/ furnished by the Company;
2. Resolution passed at the Meeting of the Board of Directors;
3. Shareholder resolutions passed at the General Meeting;
4. Minutes of the meetings of the Compensation Committee;
5. Detailed terms and conditions of the Scheme as approved by Compensation Committee;
6. Bank Statements towards application money received under the scheme;
7. Exercise Price/Pricing Formula;
8. Statement filed with recognized Stock Exchange(s) in accordance with Regulation 10 of these Regulations;
9. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder;
10. Other relevant documents/filing/records/information as sought and made available to us and the explanations provided by the Company.



RSM & Co.  
Company Secretaries

**Certification:**

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its officers, we certify that the Company has implemented the Plans in accordance with the applicable provisions of the Regulations and resolutions passed by the shareholders of the Company.

**Assumption & Limitation of Scope and Review:**

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give a certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is solely for your information, and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

For RSM & Co.  
Company Secretaries



**CS RAVI SHARMA**  
**Partner**

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Peer Review Number: 978/2020

Date : 24.05.2024  
Place : New Delhi