

Annexure III

To,
Head - Listing
Metropolitan Stock Exchange of India Limited (MSE)
Building A, Unit 205A, 2nd Floor,
Piramal Agastya Corporate Park,L.B.S Road,
Kurla West, Mumbai - 400 070

Dear Sir,

Sub: Application for "In-principle approval" prior to issue and allotment of 6,50,000 Equity Shares on preferential basis under Regulation 28(1) of SEBI (LODR) Regulations, 2015.

We, Mr. Anand Khandelia, Practicing Company Secretary, have verified the relevant records and documents of **J R D Finance Limited** with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

1. The pre-preferential shareholding of the proposed allottee is **NIL**, hence locked in provisions in accordance with Regulation 167(6) SEBI (ICDR) Regulations, 2018 is not applicable.
2. On the basis of documents produced before us of the proposed allottee, we certify that the proposed allottee has not sold/pledge any equity shares of the Company preceding the relevant date i.e. 16th January, 2025.
3. The proposed allottee has not sold any equity shares of the company during the six months period preceding the relevant date i.e. 16th January, 2025.
4. None of the proposed allottee belonging to promoters or the promoter group has sold any equity shares during the six months preceding the relevant date till relevant date. Further no person belonging to promoters or the promoter group who has previously subscribed to warrants of the issuer has failed to exercise the warrants within the time period mandated for the same in the SEBI (ICDR) Regulations. **Not applicable since the proposed allottee is not belonging to promoters or the promoter group.**

ANAND KHANDELIA

Company Secretaries

7/1A, GRANT LANE
2ND FLOOR, ROOM NO.206
KOLKATA-700012
(M) 9831123140

5. The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.
6. None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018. **Not applicable since the proposed allottee is not belonging to promoters or the promoter group**

For Anand Khandelia
Company Secretaries

Anand Khandelia
FCS: 5803; CoP. No. : 5841
PR No. 3985/2023
UDIN: F005803F003723990

Place: Kolkata
Date: 18-01-2025