



# Sandeep P Parekh & Co

## Company Secretaries

### COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,  
The Board of Directors,  
**Capri Global Capital Limited**  
502, Tower - A, Peninsula Business Park,  
Senapati Bapat Marg, Parel, Mumbai 400013

**Certificate on Employee Stock Option Plan (ESOP) in accordance with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (as amended) of Capri Global Capital Limited**

I, Sandeep P. Parekh, the Secretarial Auditor of Capri Global Capital Limited (the "Company"), have verified the implementation of the Employee Stock Options Scheme of the Company for the year ended March 31, 2023 to examine the compliance of the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, as superseded by clause 13 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2014 (the "Regulations"), by the Company and the Resolution of the Company passed by the shareholders in this regard at the Annual General Meetings held on September 22, 2009 (the "Resolution") to grant under the Employee Stock Option Scheme, 2009 (the "Scheme").

The Management of the Company is responsible for the preparation of the Scheme and ensuring its implementation in accordance with the Regulations and the Resolution. This includes ensuring that none of the terms of the Scheme contravenes the provisions of the Regulations and the Resolution and collecting, collating and validating data and the design, implementation and maintenance of internal control relevant to the implementation of the Scheme that are free from material misstatement, whether due to fraud or error.

The Management is also responsible for maintaining the information and documents, which are required to be kept and maintained under the relevant laws and regulations and for providing all relevant information to the SEBI.

My responsibility is to certify that the implementation of the Scheme by the Company is in accordance with the Regulations and the Resolution for the year ended March 31, 2023.

On the basis of my findings from the examination of the records produced, explanations and information furnished to me and the representation made by the Management, I certify that during the year ended March 31, 2023, the Company has implemented the ESOP Scheme in accordance with the SEBI Regulations and the Resolution passed by the Shareholder at the Annual General Meeting.

This certificate is issued solely at the request of the Company for the purpose of compliance with Regulation 13 of the SEBI Regulations and placing at the ensuing Annual General Meeting of the Shareholder of the Company to be held for the Financial Year 2022-23 and may not be suitable for any other purpose.

For **Sandeep P Parekh & Co**  
Company Secretaries

Sandeep Parekh  
Mem. No. 7118; CP No. 7693  
Place: Mumbai  
Date: 24/05/2023  
UDIN: F007118E000366411