

Smita Prabhu & Associates,
Company Secretaries,
E/1304, Palacia CHS, Opp. Swastik Regalia,
Near Bhoomi Acres, Waghbil, Off Ghodbunder Road,
Thane West, Pin – 400615.
Mob - +91 9920403775 ✉ cs.smitaprabhu@gmail.com

COMPLIANCE CERTIFICATE

Kopran Limited – Kopran Employee Stock Option Plan, 2023.’ (“ESOP 2023”/ “Plan”)
[Pursuant to Regulation 13 of the Securities Exchange Board of India
(Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,
The Members,
Kopran Limited
CIN: L24230MH1958PLC011078
Parijat House, 1076,
Dr. E. Moses Road, Worli,
Mumbai - 400018.

We, Smita Prabhu & Associates, Company Secretaries, have been appointed as the Secretarial Auditor vide a resolution passed by the Board of Directors of **KOPRAN LIMITED** (hereinafter referred to as ‘the Company’), at its meeting held on May 16, 2024. This certificate of compliance, for the year ended March 31, 2025, 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”).

Management’s responsibility:

It is the responsibility of the Management of the Company to implement the 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 the Kopran Limited – Kopran Employee Stock Option Plan, 2023.’ (“ESOP 2023”/ “Plan” (“the Scheme”), in accordance with the Regulations and in accordance with the approval of members by way of a Special Resolution passed through Postal Ballot dated May 22, 2023 (“Shareholders Resolution”).

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

1. Scheme received from the Company;
2. The Articles of Association of the Company;
3. Resolution by Circulation of the Nomination and Remuneration Committee passed on September 29, 2023;

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4. Resolution passed by the Board of Directors at its Meeting held on February 10, 2023;
5. Shareholders Resolution passed through Postal Ballot for approving the Scheme;
6. Detailed terms and conditions of the Scheme as approved by Nomination and Remuneration Committee;
7. Disclosure by the Board of Directors in their Board's Report;
8. Relevant provisions of the Regulations, the Companies Act, 2013 and Rules made thereunder;
9. Relevant accounting standards as prescribed by the Central government; and
10. In-principle approval from BSE Limited received on July 24, 2023 and National stock Exchange of India Limited received on July 20, 2023.

Certification:

In our opinion and to the best of our information 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 Scheme in accordance with the applicable provisions of the Regulations and Shareholders Resolution.

Assumption and 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 the certificate based on 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.

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For Smita Prabhu & Associates

Smita Prabhu
Proprietor
FCS: 8337, COP: 10859

UDIN: F008337G000808939
Peer Review Certificate no. 1536/2021
Date: 18/07/2025
Place: MUMBAI