Yogesh Singhvi
Practicing Company Secretary

Secretarial Auditor's Certificate

To,
The Board of Directors
Kalpataru Limited
(CIN: L45200MH1988PLC050144)
91, Kalpataru Synergy, Opp. Grand Hyatt,
Santacruz (East), Mumbai - 400055

I, Yogesh Singhvi, Company Secretary in Practice (ICSI UIN: I2009MH703100), Secretarial Auditor of Kalpataru Limited having CIN: L45200MH1988PLC050144 *(hereinafter referred to as the "**Company**")* in terms of Section 204 and Section 179(3)(k) of the Companies Act, 2013 **("the Act")**.

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"**).

1. Verification:

The Company has approved an employee stock option plan namely **'Kalpataru Limited Employees Stock Option Scheme 2024'** (*hereinafter referred to as the* **"Kalpataru Limited ESOS 2024"/ "Scheme")** for employees of the Company and its Subsidiary(ies), by way of Special Resolution(s) passed by the members of the Company dated August 3, 2024. ESOS 2024 was approved prior to Company's initial public offer (*hereinafter referred to as the* **"IPO")**.

Subsequently, the Company completed its IPO and shares, on July 1, 2025 were listed on the BSE Limited and the National Stock Exchange of India Limited.

Post listing, the Kalpataru Limited ESOS 2024 for eligible employees of the Company and its Subsidiary(ies), were ratified and for eligible employees of the Group Company(ies), including Associate Company(ies) of the Company were approved by way of Special Resolution(s) passed by the members of the Company, in accordance with the Regulations, through Postal Ballot on August 30, 2025 for which Notice dated July 16, 2025, was issued to members and e-voting commenced on August 1, 2025 (9:00 A.M.) and ended on August 30, 2025 (5:00 P.M.) and result of the Postal Ballot was declared on September 2, 2025.

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

i. Kalpataru Limited ESOS 2024 received from/furnished by the Company;
ii. Articles of Association of the Company;
iii. Resolutions passed at the Meeting of the Board of Directors;
iv. Relevant Special Resolutions passed by Members/ Shareholders dated August 3, 2024 and further ratified/approved through the Postal Ballot e-voting process.
v. Detailed terms and conditions of the Scheme as approved by the Nomination and Remuneration Committee of the Company.
vi. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder;
vii. Information, Documents and other relevant documents made available to me for verification.

YOGESH SINGHVI
M. No. 16471
C. P. No. 8770
MUMBAI
COMPANY SECRETARY

24, Kritika 'A', Sector V, Srishti, Mira Road (East), Mumbai - 401107
Email: yogeshsinghvi@yahoo.co.in | | Ph: +91-98202-31330

2. **Certificate:**

Based on my examination of the records and documents maintained by the Company as aforesaid and according to the information and explanations provided to me, I certify that the issue is being made in compliance with the Regulations.

3. **Management Responsibility:**

It is the responsibility of the Management of the Company to implement the Scheme including designing, maintaining records and devising proper systems and effective internal controls to ensure compliance with the provisions of all applicable laws and regulations.

4. **Auditor's Responsibility:**

It is my responsibility to certify whether the Company has complied with the applicable provisions of the Regulations in implementing the Plan on the basis of information compiled or collated by the Management and the accounting and other relevant supporting records and documents provided to me for my examination.

5. **Assumption, Limitation and Restriction on Use:**

i. My responsibility is to examine the relevant documents and information and issue the Certificate accordingly. This is neither an audit nor an investigation.
ii. This Certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
iii. This Certificate is provided in terms of the Regulations. This Certificate should not be circulated, used, quoted or otherwise referred to for any purpose other than for the Regulations.

Accordingly, I do not accept or assume any liability or any duty of care of for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

YOGESH SINGHVI
Practicing Company Secretary
M.NO. ACS 16471 || C.P. No. 8770
ICSI UIN: I2009MH703100 || PR 2770/2022

YOGESH SINGHVI
M. No.16471
C. P. No.8770
MUMBAI
COMPANY SECRETARY

Mumbai. May 12, 2026
UDIN: A016471H000341587

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