

To,  
The Members of  
**Kriti Industries (India) Limited**  
(CIN: L25206MP1990PLC005732)  
Mehta Chambers, 34, Siyaganj,  
Indore – 452007 (M.P.)

**Secretarial Auditors' Certificate on implementation of Employees Stock Option Scheme(s) in accordance with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and resolutions passed by the shareholders thereof, at the general meeting of the Company**

1. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('ESOP Regulations, 2021') was notified with effect from August 13, 2021.
2. As per Regulation 13 of the ESOP Regulations, 2021, *"in the case of every company which has passed a resolution for the scheme(s) under these regulations, the Board of Directors shall at each annual general meeting place before the shareholders a certificate from the secretarial auditors of the company that the scheme(s) has been implemented in accordance with these regulations and in accordance with the resolution of the Company in the general meeting."*
3. Kriti Industries (India) Limited (the Company') has approached us, being Secretarial Auditors of the Company, to issue this certificate as required under Regulation 13 of the ESOP Regulations, 2021 to be placed at the ensuing Annual General Meeting to be held for the financial year ended on March 31, 2025 that the Scheme has been implemented in accordance with the ESOP Regulations, 2021 and in accordance with the resolution passed by the shareholders at the general meeting of the Company.
4. The shareholders of the Company by way of the special resolution approved "Kriti Industries Employee Stock Option Plan 2024" in their extraordinary general meeting held on July 15, 2024, which was subsequently amended by Board of Directors in their meeting held on May 22, 2025.

#### **Management's Responsibility**

5. The preparation and maintenance of all accounting and other records are solely the responsibility of the Management of the Company. This responsibility includes the design, implementation and maintenance of internal controls that are reasonable in the circumstances.



6. The Management is also responsible for ensuring that the Company complies with the requirements of the ESOP Regulations, 2021 and the resolutions passed by the shareholders of the Company and for providing all the relevant information to its shareholders and the Stock Exchanges.

#### Auditor's Responsibility

7. It is our responsibility to obtain reasonable assurance and form an opinion as to whether the Scheme have been implemented, in all material respects during the year ended March 31, 2025, in accordance with the ESOP Regulations, 2021 and the resolution(s) passed by the shareholders of the Company in the general meeting.

#### Opinion

8. Based on our examination and the information and explanations given to us, we are of the opinion that the Scheme namely "Kriti Industries Employee Stock Option Plan 2024" has been implemented, in all material respects, during the year ended March 31, 2025, in accordance with the ESOP Regulations, 2021 and the resolution passed by the shareholders of the Company at the general meeting.

#### Restriction-on Use

9. This certificate is addressed to the Board of Directors of the Company for the purpose of placing before the shareholders of the Company at the forthcoming Annual General Meeting pursuant to the requirements of the ESOP Regulations, 2021 or may be submitted with stock exchange for listing permission or with any other regulatory authority if required for any other purpose. It should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

Place: Indore  
Dated: 22.05.2025



For Ajit Jain & Co.,  
Practicing Company Secretaries

A. K. Jain

CS Ajit Jain  
(Proprietor)  
M. No. F3933/C.P. No. 2876  
UDIN: F003933G000401627  
Peer Review No.: 6478/2025  
PCS Unique ID No.: S1998MP023400