



Yogesh D. Dabholkar & Co.

Practicing Company Secretary

COMPLIANCE CERTIFICATE

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

To,
The Members,
GRP Limited,
Plot No.8, GIDC Estate, Ankleshwar,
Gujarat, India, 393002.

I, Yogesh D. Dabholkar, Proprietor of M/s. Yogesh D. Dabholkar & Co., Practicing Company Secretary, have been appointed as the Secretarial Auditor vide a resolution passed by the Board of Directors of **GRP Limited** (hereinafter referred to as "the Company"), at its meeting held on 9th May, 2025. This certificate of compliance, for the year ended March 31, 2026, 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:

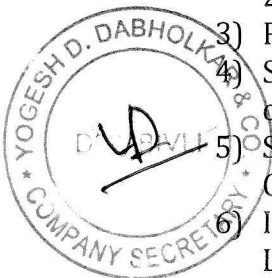
It is the responsibility of the Management of the Company to implement the Scheme including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Verification:

The Company has implemented the 'GRP Limited Employee Stock Option Plan, 2024' ("the Scheme"), in accordance with the Regulations and in accordance with the approval of members by way of a Special Resolution passed at Annual General Meeting of the Company held on 2nd August, 2024 and subsequently modified by way of special resolution passed at Extra Ordinary General Meeting of the Company held on 14th December, 2024.

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

- 1) Scheme received from the Company;
- 2) Resolution passed by Nomination and Remuneration Committee dated 29th June, 2024
- 3) Resolution passed by the Board of Directors dated 29th June, 2024;
- 4) Shareholders Resolution passed at Annual General Meeting of the Company held on 2nd August, 2024 for approving the Scheme;
- 5) Shareholders Resolution passed at Extra Ordinary General Meeting of the Company held on 14th December, 2024 for modification of Scheme;
- 6) In-principle approval from BSE Limited and National stock Exchange of India Limited dated 3rd October, 2024;



- 7) Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder

Certification:

In my opinion and to the best of my information and according to the verifications, as considered necessary and explanations furnished to me by the Company and its officers, I 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) My responsibility is to give the certificate based on my 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.

For Yogesh D. Dabholkar & Co.,
Practicing Company Secretary



Yogesh D. Dabholkar

Yogesh D. Dabholkar
Proprietor
FCS No: 6336
COP No: 6752

Place: Dombivli
Date: 15/07/2026.
UDIN: F006336H000841038
PR No: 7086/2025.