

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

INDEPENDENT AUDITORS' CERTIFICATE

1. This certificate is issued in accordance with the terms of our engagement letter dated July 01, 2021.
2. We, Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration Number 117366W/W-100018), the Statutory Auditors of Capri Global Capital Limited (the "Company"), have verified the implementation of Employee Stock Options Scheme of the Company for the year ended March 31, 2021 to examine compliance of the SEBI (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999, as superseded by clause 13 of the SEBI (Share Based Employee Benefits) Regulations, 2014 (the "Regulations") by the Company and the Resolution of the Company passed by the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 (the "Scheme").

Management's Responsibility

3. 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.

Auditors' Responsibility

4. Our 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, 2021.
5. We conducted our statutory audit of the financial statements of the Company for the year ended March 31, 2021 in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and issued an unmodified opinion vide our report dated June 17, 2021. Our report included an emphasis of matter paragraph relating to the potential impact of the COVID-19 Pandemic on the Company's financial statements. Our report on the financial statements was not modified in respect of this matter. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. With regard to the assurance on the specific elements and the information contained in the Scheme, our procedures have been planned to obtain all information and explanations that we consider necessary to support our certification. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our certification
7. We conducted our verification in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India and Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate, which include the concepts of test checks and materiality. The Guidance Note requires



**Deloitte
Haskins & Sells LLP**

that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

9. On the basis of our verification of the Scheme, and other relevant records and documents and to the best of our information and according to the explanations and representations provided to us by the Management of the Company, we certify that the Scheme has been implemented in accordance with the Regulations and the Resolution.

Restriction on Use

10. This certificate has been issued at the request of the Company. As a result, our certificate may not be suitable for any other purpose. Our certificate is intended solely for the information of the Shareholders and the Board of Directors of the Company and is not intended to be and should not be used by anyone other than these specified parties.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants (Firm's
Registration No. 117366W/W-100018)



Anjum A. Qazi

Partner
(Membership No. 104968)
UDIN: 21104968AAAAIK4750

Mumbai, September 08, 2021