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

To,
The Members,
SG Mart Limited

We, Parikh & Associates, Practising Company Secretaries, have been appointed as the Secretarial Auditors vide a resolution passed at the meeting held on July 25, 2025 by the Board of Directors of SG MART LIMITED (hereinafter referred to as 'the Company'), having CIN L46102DL1985PLC426661 and having its registered office at H No. 37, Ground Floor, Hargovind Enclave, Vikas Marg, East Delhi - 110092. 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'), for the year ended March 31, 2026.

Management Responsibility:

It is the responsibility of the Management of the Company to implement the Scheme(s) 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.

I. Verification:

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

1. Scheme(s) received from/furnished by the Company - **SG Mart Limited Employees Stock Option Scheme-2023 (Scheme 2023)**
2. Articles of Association of the Company;
3. Resolutions passed and minutes of the meeting of the Board of Directors;
4. Shareholders Resolutions passed at the General Meetings of the Company and through Postal Ballot (collectively referred to as 'Shareholders Resolutions') respectively approving the Scheme;
5. Minutes of the meetings of the Board of Directors and Nomination and Remuneration Committee;
6. Relevant Accounting Standards as prescribed by the Central Government;
7. Detailed terms and conditions of the Scheme as approved by the Board of Directors;
8. Statement filed with recognised Stock Exchange(s) in accordance with Regulation 10 of these Regulations;
9. Disclosure by the Board of Directors in the Board's report;
10. Relevant provisions of the Regulations, the Companies Act, 2013 and Rules made thereunder;

Certification:

In our opinion and to the best of our knowledge 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 **SG Mart Limited Employees Stock Option Scheme-2023 (Scheme 2023)** in accordance with the provisions of the Regulations and the Shareholders' Resolutions.

II. Verification:

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

1. Scheme(s) received from/furnished by the Company - **SG Mart Employees Stock Option Plan 2025 (ESOP 2025)**
2. Articles of Association of the Company;
3. Resolutions passed and minutes of the meeting of the Board of Directors;
4. Shareholders resolutions passed at the General Meeting of the Company (collectively referred to as 'Shareholders Resolutions') respectively approving the Scheme;

Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the Shareholders at the AGM held on September 20, 2025 have approved the **SG Mart Employees Stock Option Plan 2025** and the said Plan is yet to be implemented by the Company.

Assumption & 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 certificate based upon 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. This certificate can be shared with statutory/regulatory authorities, if required.
5.This certificate has been issued on the basis that no stock options have been exercised by any of the eligible employees under the ESOP 2023 during the relevant period.

For Parikh & Associates
Company Secretaries
P/R No.: 7327/2025

Sarvari Rajesh Shah

Digitally signed by Sarvari Rajesh Shah
DN: c=IN, o=Personal, title=7498, pseudonym=EE3DFBA6474SC9A0EC48A7F3FA444C2C, 2.5.4.20=c97148f012e9a36876c868f1ee0f8e77923e53f594d3ee2e1db31718cffcdfcc74, postalCode=400104, st=Maharashtra, serialNumber=B7D1DD48A4658F2A2EBF8E9726ED3E8F8E8FA754A2F17A0225264A5DE20BF4651, cn=Sarvari Rajesh Shah
Date: 2026.09.18 11:42:21 +05'30'

Sarvari Shah
Partner
FCS No.: 9697 C. P. No.: 11717
UDIN: F009697H001526938
Date: September 18, 2026
Place: Mumbai