



Ragini Chokshi & Co.

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Company Secretaries

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Date : 30/07/2024

COMPLIANCE CERTIFICATE

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

To,
Board of Directors

I, Ragini Chokshi, Partner of Ragini Chokshi & Co, Company Secretaries have been re-appointed as Secretarial Auditor for the financial year 2023-24, vide a resolution passed at its meeting held on November 02, 2023 by Board of Directors of **MIRC Electronics Limited** having CIN :- L32300MH1961PLC023637 and having its registered office at Onida House, G-1,MIDC,Mahakali Caves, Andheri East, Mumbai-400 093. 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 'Regulations')

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 and effective internal controls to ensure compliance with the provisions of all applicable laws and regulations.

Verification

The members of the Company through process of Postal Ballot on January 17,2024 have passed Special Resolution, approving the MIRC Electronics Employee Stock Option Plan, 2023 (hereinafter referred to as ESOP Scheme) ('Scheme').

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

1. Scheme received from/furnished by the Company
2. The Articles of Association of the Company;
3. Minutes of the meeting of the Board of Directors;
4. Minutes of the Postal Ballot held for approving the scheme;
5. Minutes of the meeting of the Compensation Committee;
6. Minutes of the meeting of the Nomination and Remuneration Committee;
7. Detailed Terms and Conditions of the scheme as approved by Nomination & Remuneration Committee.
8. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder
9. Information, Documents and other relevant documents made available to me for verification.

Certification

In my opinion and to the best of my knowledge and according to the verifications as considered necessary and explanations furnished to me by the Company and its Officers, I certify that the issue is being made in strict compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

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. My 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.

Place: Mumbai
Date: 30.07.2024

For. Ragini Chokshi & Co.
Company Secretaries



R. K. Chokshi

Ragini Chokshi
Partner

Membership No.: 2390

COP: 1436

UDIN: F002390F000858828