



Ragini Chokshi & Co.

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Company Secretaries

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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,
Rashi Peripherals Limited,
Ariisto House, 5th Floor,
Corner of Telli Galli,
Andheri (East),
Mumbai - 400069

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 February 29, 2024 by Board of Directors of **RASHI PERIPHERALS LIMITED** having CIN: L30007MH1989PLC051039 and having its registered office at Ariisto House, 5th Floor, Corner of Telli Galli, Andheri (East), Mumbai, Maharashtra, India, 400069. 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 by passing Special Resolution on September 23, 2022 have approved the **Rashi Peripherals Employees Stock Option Scheme, 2022** (hereinafter referred to as "**ESOP Scheme 2022 / ESOP Scheme**") and modified the said scheme by passing Special Resolution on September 29, 2023. Further the said scheme is proposed to be modified in ensuing Annual General Meeting to be held on September 17, 2024.

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 meeting of the Nomination and Remuneration Committee;
5. Detailed Terms and Conditions of the scheme as approved by Nomination & Remuneration Committee;
6. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder;
7. 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: 10.09.2024



For. Ragini Chokshi & Co.
Company Secretaries

A handwritten signature in black ink, appearing to be "Makarand Patwardhan".

Makarand Patwardhan
Partner
Membership No.: A11872
COP:9031
UDIN: A011872F001199036