Chandanbala O. Mehta
F.C.S., LL.B., B. Com.

CHANDANBALA JAIN & ASSOCIATES
Practicing Company Secretaries

COMPLIANCE CERTIFICATE
(PURSUANT TO REGULATION 163(2) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018)

To,
The Board of Directors,
Highness Microelectronics Limited
Office 1C3, 1st Floor,
Gundecha Onclave,
Andheri (East), Mumbai-400072.

Subject: Certificate of Practicing Company Secretary in respect of compliance of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations") in relation to the proposed issue and allotment of up to 3,44,000 (Three Lakh Forty-Four Thousand) fully paid-up equity shares of the Company on a preferential basis.

Respected Sir/Ma'am,

We, M/s. Chandanbala Jain & Associates, Practicing Company Secretary, having Office at No.3, 1st Floor, 20/24 Morarji Velji Bldg., Dr. M.B. Velkar Street (Kolbhat Lane), Chira Bazar, Mumbai 400 002 have been appointed by the Board of Directors of **Highness Microelectronics Limited (CIN: L72900MH2007PLC173854) ("the Company")** to certify compliance with the requirements of Regulation 163(2) of Chapter V-Preferential Issue of the SEBI ICDR Regulations, as amended from time-to-time in respect of the proposed preferential issue of Equity Shares by the Company.

In accordance with the SEBI ICDR Regulations, the Company has proposed to issue upto 3,44,000 equity shares, having a face value of Rs. 10/- (Rupees Ten Only) at a price of Rs. 315/- (Rupees Three Hundred and Fifteen Only) per equity share (including a premium of Rs. 305/- (Rupees Three Hundred and Five Only), aggregating to Rs.10,83,60,000/- (Ten Crore Eighty-Three Lakh Sixty Thousand Only) (the "Preferential Issue").

As per the requirements of Regulation 163(2) of the SEBI ICDR Regulations, this certificate shall be placed before the ensuing Extraordinary General Meeting of the Members of the company considering the proposed Preferential Issue. Further, the company is also placing this certificate on its website at the link specified in the Notice of the Extraordinary General Meeting.

Management Responsibility

The compliance with the relevant provisions of the SEBI ICDR Regulations and the Act for the proposed preferential issue of Equity Shares and preparation of the Notice of the Extraordinary General Meeting, including its content, is the responsibility of the management of the company. This responsibility includes the design, implementation, maintenance of and adherence to the internal controls relevant to the preparation and maintenance of the relevant records and providing all

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relevant information. Also, this responsibility includes ensuring that the relevant records provided to us for our examination are correct and complete.

The management is also responsible for providing all relevant information to the Securities and Exchange Board of India and/or the Stock Exchange(s).

In terms of Regulation 164(1) of the SEBI ICDR Regulations, the management of the company has obtained a Valuation Report from an independent Registered Valuer, Mr. Aditya Chokhra, Chartered Accountant Registered Valuer – Securities or Financial Assets (SFA) having Registration No. – IBBI / RV / 06 / 2020 / 12719, to consider the same for determining the price of the shares to be allotted pursuant to the preferential issue.

Our Responsibility

Pursuant to the requirements of Regulation 163(2) of the SEBI ICDR Regulations, it is our responsibility to provide assurance that the proposed preferential issue of the Shares to the proposed Allottees as mentioned below, is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations to the extent applicable and applicable provisions of the Act and rules framed thereunder.

On the basis of the relevant management inquiries, necessary representations and information received from/ furnished by the management of the Company, as required under the SEBI ICDR Regulations, we have verified that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations as applicable to the preferential issue, more specifically, the following:

i We have verified that all the present equity shares are fully paid-up;

ii We have verified that the present capital structure of the Company, including the details of the authorised, subscribed, issued and paid-up share capital of the Company along with the shareholding pattern;

iii We have reviewed the certified copy of the resolution of the Board of Directors of the Company passed on November 05, 2026, approving the preferential issue;

iv We have reviewed the proposed list of allottees **as detailed hereunder:**

Sr. No.	Names of the Proposed Allottees	Category	Maximum No. of Equity Shares to be allotted	Aggregate Consideration (in Rs.)
1.	India Equity Fund (SEBI Registered Category 3 AIF)	Public - AIF	1,30,000	4,09,50,000
2.	Amit Agarwal HUF	Public - HUF	63,000	1,98,45,000
3.	Shruti Agarwal	Public -	63,000	1,98,45,000

		Individual		
4.	Amit Charodiya	Public - Individual	32,000	1,00,80,000
5.	Avora SME Fund 1 (SEBI Registered Category 1 AIF)	Public - AIF	16,000	50,40,000
6.	Kamal Poonamchand Dharewa	Public - Individual	8,000	25,20,000
7.	Kaushal Kedia	Public - Individual	8,000	25,20,000
8.	Raghav Mansinghka	Public - Individual	8,000	25,20,000
9.	Vibha Gupta	Public - Individual	16,000	50,40,000
		Total	**3,44,000**	**10,83,60,000**

v We have reviewed and verified the draft notice of the Extraordinary General Meeting to be held on December 04, 2026, inter alia seeking approval of the Members of the company for the preferential issue, including the explanatory statement as required under the Act and Regulation 163(1) of the SEBI ICDR Regulations;

vi We have noted that the relevant date for proposed preferential issue is November 04, 2026 ("Relevant Date"), being 30 (thirty) days prior to the Extraordinary General Meeting which is to be held to consider the proposed preferential issue in accordance with Regulation 161 of the SEBI ICDR Regulations;

vii The Company has no outstanding dues to SEBI and/or the Stock Exchange where the securities of the Company are listed (i.e. BSE Limited ("BSE")) and the Depositories (i.e. NSDL/ CDSL);

viii The proposed preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations, Section 42 and 62 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and other requirements of Act, if any. Further, the Company has complied with all legal and statutory formalities, and no statutory authority has restrained the Company from issuing these proposed securities;

ix The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association ("MoA") and Articles of Association ("AoA") of the Company. It is further confirmed that AoA of the Company does not provide for any method of determination for the valuation of shares except that the Clause 22(2) of the Articles of Association of the Company provides that further shares can be issued to any person, if authorised by a Special Resolution, either for cash or for consideration other than cash, provided that the price of such shares is determined by the valuation report of a registered valuer, as per the applicable provision and subject to such conditions as

may be prescribed;

x Valuation Report dated November 05, 2026 issued by the independent Registered Valuer, Mr. Aditya Chokhra, Chartered Accountant Registered Valuer – Securities or Financial Assets (SFA) having Registration No. – IBBI / RV / 06 / 2020 / 12719 for issuance of securities for cash consideration and its submission to the Stock Exchange where the equity shares of the Company are listed;

xi The equity shares of the Company are listed on BSE and are frequently traded in accordance with the SEBI ICDR Regulations. With regard to the trading volume of the equity shares during the applicable period Rs. 313.56 (Rupees Three Hundred and Thirteen and Fifty-Six Paisa Only) price is being worked out as the floor price in accordance with the valuation mechanism as per Regulation 164(1) of the SEBI ICDR Regulations. For the purpose of computation of the price for each equity share, trading volumes at BSE for the period set out below has been accordingly considered:

a. the 90 (Ninety) trading days volume weighted average price of the equity shares of the Company quoted on BSE, preceding the Relevant Date, i.e. Rs. 202.53 (Rupees Two Hundred and Two and Fifty-Three Paisa Only) per Equity Share; or

b. the 10 (Ten) trading days volume weighted average price of the equity shares of the Company quoted on BSE, preceding the Relevant Date, i.e. Rs. 313.56 (Rupees Three Hundred and Thirteen and Fifty-Six Paisa Only) per Equity Share.

Accordingly, the floor price in terms of Regulation 164(1) of the SEBI ICDR Regulation, is Rs.313.56 (Rupees Three Hundred and Thirteen and Fifty-Six Paisa Only) per Equity Share, being higher of the above two prices.

xii We have enquired with the management of the Company to confirm that the Company has adhered to conditions for continuous listing of equity shares as specified in the listing agreement with BSE and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

xiii The proposed allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date, wherever applicable under the SEBI ICDR Regulations;

xiv We have verified that the proposal preferential issue will not result in change in control or allotment of more than 5% of the post issue fully diluted share capital of the Company; and

xv We have verified the Permanent Account Number of the Proposed Allottees subscribing to the preferential issue.

Conclusion

Based on our examination, as above and the information, explanations and written representation provided to us by the management of the company as well as Proposed Allottees, we hereby state that the proposed preferential issue of Shares is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations to the extent applicable and applicable provisions of the Act and rules framed thereunder.

Restriction of use

This Certificate is issued solely for the information and use of the board of directors/shareholders of the Company and hosting it on the website of the Company and for the purpose of further submission to BSE and should not be used, circulated, quoted or other referred by any person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this Certificate is shown or into whose hands it may come without our prior consent in writing.

Assumptions & Limitations of Scope and Review

Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

For **Chandanbala Jain & Associates**
Practicing Company Secretaries

CHANDANBALA OJAS MEHTA

Digitally signed by CHANDANBALA OJAS MEHTA
DN: c=IN, o=Personal, 2.5.4.20=88546511023E94653BFB2FEC25B0781600481BA8EF7988CA92CF60C08395F4DB, postalCode=400026, st=Maharashtra, serialNumber=21877C5112D9E1AB30E0C09F1BF856DC98B32A7852A8CDA9E7EFE5316E0DAEAB, cn=CHANDANBALA OJAS MEHTA
Date: 2026.11.12 17:59:11 +05'30'

Chandanbala O. Mehta
Proprietor
CP No.: 6400 (FCS: 6122)
PR No. 8480/2026

Dated: November 12, 2026
Place: Mumbai

UDIN: F006122H002216946