

Compliance Certificate

(Pursuant to Regulation 163(2) of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended))

To,
The Board of Directors
Mini Diamonds (India) Limited
DW-9020, Bharat Diamond Bourse,
Bandra Kurla Complex, Bandra East,
Mumbai-400051, Maharashtra, India.

Dear Sir/Madam,

Subject: Certificate on the compliance with the requirements of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, in relation to proposed preferential issue of 1,11,00,000 (One Crore and Eleven Lakhs) Convertible Warrants by Mini Diamonds (India) Limited.

1. This Certificate is issued in accordance with the terms of our engagement letter dated July 07, 2026 with Mini Diamonds (India) Limited ("the Company").
2. In connection with the proposed issuance of up-to 1,11,00,000 (One Crore and Eleven Lakhs) Convertible Warrants, each convertible into 1 (one) fully paid-up equity share of face value of INR 2/- (Indian Rupees Two Only) each of the Company, by way of preferential issue on private placement basis (hereinafter "proposed preferential issue"), the Company is required to obtain a certificate from a Practicing Company Secretary with regard to compliance with the conditions of the proposed preferential issue as per requirements of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations").
3. In terms of SEBI ICDR Regulations, the Company is in the process of issuing a Notice along with Explanatory Statement dated July 09, 2026 (together referred to as "the Notice") to the member of the Company for convening an Extra-Ordinary General Meeting ("EGM") scheduled to be held on **Friday, August 07, 2026**, seeking approval of members by way of Special Resolution for the proposed preferential issue of up-to 1,11,00,000 Convertible Warrants as per Item No. 1 of the Notice.



Management Responsibility

4. The compliance with the aforesaid SEBI ICDR Regulations for the preferential issue and allotment of Convertible Warrants and preparation of the aforesaid Notice, including its content in respect of Item No. 1 is the responsibility of Management of the Company.
5. Management is also responsible for providing all relevant information to the Securities and Exchange Board of India, and/or BSE Limited ("BSE") being the Stock Exchange where its equity shares are listed.
6. The Management is also responsible for ensuring that the Company complies with the below requirements of the SEBI ICDR Regulations:
 - i) Determine the relevant date, being the date 30 (thirty) days prior to the date on which the meeting of members is held to consider the proposed preferential issue;
 - ii) Determination of the minimum price of equity shares in accordance with Chapter V of the SEBI ICDR Regulations.
 - iii) Compliance with requirements of the ICDR Regulations.
 - iv) Compliance of the applicable laws and ensuring the authenticity of documents and information furnished.

Verification

7. For the purpose of verifying the compliance of the Regulations, we have examined/performed the following documents/procedures:
 - a) With respect to conditions specified in Regulations 159 & 160 of the SEBI ICDR Regulations, we have performed the following procedures to confirm the compliance with required conditions:
 - noted that the relevant date i.e., Wednesday, July 08, 2026, being the date 30 (thirty) days prior to the date of EGM being convened on Friday, August 07, 2026 in which the resolution approving the proposed preferential issue shall be considered by members;
 - verified that the Company has obtained requisite undertaking from the proposed allottees to ensure that they have not sold or transferred any equity shares of the Company during the 90 (ninety) trading days preceding the relevant date i.e. Wednesday, July 08, 2026;
 - verified from the undertaking and DP statement obtained by the Company from proposed allottee, the "pre-preferential holding" of equity shares of the Company held by the proposed allottees, if any, is held in the dematerialized form;
 - examined the Notice of EGM (as approved in the meeting of Board of Directors of the Company held on Thursday, July 09, 2026) being issued



and confirmed that the payment of consideration for the proposed preferential issue of Convertible Warrants of the Company shall be made in accordance with Regulation 169 of the SEBI ICDR Regulations;

- examined the aforesaid Notice of EGM and confirmed that the special resolution for proposed preferential issue of Convertible Warrants of the Company is included in the same;
 - enquired with the management of the Company and obtained representation to confirm that the Company has adhered to conditions for continuous listing of equity shares as specified in the listing agreement with BSE where the equity shares of the issuer is listed.
 - verified that the Company has obtained Permanent Account Number ("PAN") of the proposed allottees; and
 - conducted relevant management inquiries and obtained necessary representations from the Management in this regard.
- b) Reviewed the Memorandum of Association and Articles of Association of the Company;
- c) Reviewed the present capital structure including the details of the authorized, subscribed, issued and paid up share capital of the Company along with the shareholding pattern;
- d) Obtained and read a certified copy of resolution of the Board of Directors of the Company approving the proposed preferential issue;
- e) Verified the Permanent Account Number ("PAN") of the Proposed Allottees subscribing to the preferential issue from the copy of the PAN card;
- f) Read the Notice and verified that the required disclosures in the Notice have been made in accordance with Regulation 163(1) of the SEBI ICDR Regulations and other applicable laws and Regulations; and
- g) With respect to compliance with minimum price for preferential issue which is in accordance with Regulation 164 of the SEBI ICDR Regulations, M/s. Mittal & Associates, Chartered Accountants, Statutory Auditors of the Company, have issued Certificate dated July 09, 2026.

Certification:

8. Based on the verification procedures performed as mentioned above and information, explanations and representations provided by the Company, we certify that the proposed preferential issue is in compliance with the provisions of Chapter V of SEBI ICDR Regulations.

Assumption & Limitation of Scope and Review:

9. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
10. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.



11. 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.
12. This certificate is solely for your information and for being made available on the website of the Company to facilitate online inspection by the members till Friday, August 07, 2026 being the date of EGM, to comply with the requirement under SEBI ICDR Regulations and accordingly it is not to be used, circulated, quoted, or otherwise referred to for any other purpose.



Place: Mumbai
Date: July 15, 2026
UDIN: F006252H000837005

For Manish Ghia & Associates
Company Secretaries

CS Mannish L. Ghia
Partner

M. No. FCS 6252 C.P. No. 3531
Peer Review No.: - PR 6759/2025
(FRN/Unique ID: P2006MH007100)