

MIC Electronics Limited

CIN: L31909TG1988PLC008652

Regd. Off: Plot No. 192/B, Phase-II, IDA, Cherlapally, Hyderabad,
Rangareddi, Telangana - 500051.

Ph: +91 40 27122222, Fax: +91 40 27133333.

Website: www.mic.co.in, Email id: cs@mic.co.in.

ISO 9001:2008 ISO 14001:2004 Certified Company



Date: May 16, 2023

To

**Listing Compliance Department
M/s. BSE Limited**

Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Scrip code: 532850

Listing Compliance Department

M/s. National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai 400 051

Scrip Symbol: MICEL

Dear Sir/Madam

Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2023.

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular Ref. No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, as amended from time to time, please find enclosed herewith the Annual Secretarial Compliance Report issued by M/s RPR & Associates, Company Secretaries, for the financial year ended March 31, 2023.

Kindly take the above on record.

Thanking you.

Yours truly

For MIC Electronics Limited

Sivanand

Swamy Mitikiri

Digitally signed by
Sivanand Swamy Mitikiri
Date: 2023.05.16
18:14:02 +05'30'

Mr Sivanand Swamy Mitikiri

Company Secretary

Encl: A/a.



**Annual Secretarial Compliance Report
of
M/s. MIC Electronics Limited
for the year ended March 31, 2023**

(Pursuant to Regulation 24A of the SEBI (LODR) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD1/27/2019 dated 08th February 2019 and amendments thereof)

We, M/s. RPR and Associates, Company Secretaries, Hyderabad have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by M/s. **MIC Electronics Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at Plot No. 192/B, Phase-II, IDA, Cherlapally, Medchal-Malkajgiri District, Hyderabad, Telangana - 500051, India. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We, M/s. RPR and Associates, Company Secretaries, Hyderabad, have examined:

- (a) all the documents and records made available to us, and explanation provided by M/s. MIC Electronics Limited ("the listed entity");
- (b) the filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity; and
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification/report,

for the year ended March 31, 2023 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992("SEBI Act") and the Regulations, circulars, guidelines issued there under; and



(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - *No buyback of securities during the review period.*

(e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - *Not applicable during the review period.*

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - *Not applicable during the review period.*

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - *Not applicable during the review period.*

(h) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021; - *Not applicable during the review period.*

(i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments from time to time;

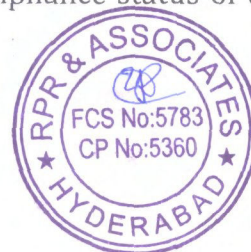
(j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) (Amendment) Regulations, 2018 regarding the Companies Act and dealing with client;

and circulars/ guidelines issued there under and the additional affirmations as per the circulars issued by the stock exchanges on 16th March 2023 and subsequent amendments thereon;

and based on the above examination, we hereby report that, during the Review Period:

The compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD/114/2019 dated 18th October 2019; - *Not applicable during review period.*

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:



S. No.	Particulars	Compliance status (Yes/No/NA)	Observations / Remarks by
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-
2.	<u>Adoption and timely updated of the Policies:</u> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	Yes	-
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website. Timely dissemination of the documents/information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	Yes	-
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	-
5.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	Yes	-
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-



7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	-
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	-
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed there under.	Yes	-
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	-
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued there under except in respect of matters specified in Annexure A & B.	Yes	Refer Annexure A & B of this report.
12.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	-



Annexure-A

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:

Sl. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action Advisory /Clarification/ Fine/Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
	No deviations / non-compliance during the review period									



Annexure-B

The listed entity has taken the following actions to comply with the observations made in previous reports;

Sl. No	Compliance Requirement (Regulations/ circular/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action		Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.	Fines / Fines					
1	Annual Secretarial Compliance Report	Reg. 23(9) of SEBI (LODR) Regulations, 2015	Not submitted within the stipulated period	BSE & NSE	Clarification / Fines	Not submitted to SEs within time	Nil	Delay in compliance of various regulations under SEBI LODR. The fines/penalties levied by the exchanges for the said violations were waived by the stock exchanges during the year under review.	Submitted to SEs with delay	Fines were waived based on Resolution Plan approved by the Hon'ble NCLT, Hyderabad.	
2	Delay in compliance with various regulations of SEBI LODR like Regulation 7, 13, 17, 23(9), 31, 33, 46 etc.,	Regulation 7, 13, 17, 23(9), 31, 33, 46 etc., of SEBI (LODR) Regulations, 2015	Delay in compliance	BSE & NSE	Clarification / Fines	Delay in compliance	Nil				
3	CFO Appointment	Reg. 2(f)(d) of SEBI (LODR) Regulations, 2015	Delay in appointment of CFO	Not appointed CFO at the start of FY 2021-22	Nil	Delay in appointment of CFO	Nil	Appointed the CFO w.e.f. October 01, 2021.	Appointed the CFO w.e.f. October 01, 2021.	The company was in the process of implementing NCLT order	



Assumptions & Limitation of Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Hyderabad
Date: 16th May, 2023



For RPR & ASSOCIATES
Company Secretaries

Y Ravi Prasada Reddy

Y Ravi Prasada Reddy
Proprietor

FCS No: 5783, C P No. 5360

Peer Review Certificate No. 1425/2021

UDIN: F005783E000316247