



KOMAL PAREKH & ASSOCIATES

PRACTISING COMPANY SECRETARIES

Add: Vinod Building, Gowalia Tank, Mumbai- 400036

Contact: (M) +91 9920868356 | (E) cskomalparekh@gmail.com

To,
The Board of Directors,
Rite Zone Chemcon India Limited
Row House 11, Beverly Park,
Row House CHS Ltd., Mira Road,
Thane 401 107

Sub: Certificate of Practising Company Secretary in respect of compliance under Regulation 163(2) Part III of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018 including any amendment/modification thereof ("SEBI ICDR Regulations") in the matter of Preferential issue by the Company.

I, Komal Parekh, Practising Company Secretary having office at Vinod Apartment, 3rd Floor, Flat No 8, Rahaviji Road, Grant Road Mumbai-400026, have been appointed by 'Rite Zone Chemcon India Limited' ("Company"), to certify that the proposed preferential issue upto 20,96,151 fully paid-up equity shares of the Company of face value of INR 10/- (Indian Rupees Ten Only) at INR 23.70 (Indian Rupees Twenty-Three and Seventy Paise Only) per equity share, aggregating to INR 4,96,78,779 (Indian Rupees Four Crore Ninety-Six Lakhs Seventy-Eight Thousand Seven Hundred Seventy-Nine Only) to shareholders of 'Cleanux Green Solution Limited' ("**Preferential Issue 1**") and Preferential issue up to 6,73,579 (Six Lakhs Seventy-Three Thousand Five Hundred Seventy-Nine) equity shares of the Company of face value of INR 10/- (Indian Rupees Ten Only) each at INR 24 (Indian Rupees Twenty-Four Only) per equity share, payable in cash, aggregating up to INR 1,61,65,896 (Indian Rupees One Crore Sixty-One Lakhs Sixty-Five Thousand Eight Hundred Ninety-Six Only), to the Promoters of the Company ("**Preferential Issue 2**") in compliance with requirements of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and the rules framed thereunder.

As per the requirements of Regulations 163(2) of the SEBI ICDR Regulations, this certificate shall be placed before the ensuing Extra Ordinary 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 Extra Ordinary 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 relevant information. Also, this responsibility includes ensuring that the relevant records provided to us for our examination are correct and complete.

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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 163 of the SEBI ICDR Regulations, the management of the Company has obtained a valuation report from an independent registered valuer - CA Shwet Bhanushali Registered Valuer – Securities or Financial Assets, IBBI Registration No. IBBI/RV/06/2025/15875, Membership No. ICAIRVO/06/RV-P011/2025-2026, having its office at Office No. 1204, 12th Floor, The Affaires, Sector 18, Sanpada, Navi Mumbai- 400705 to consider the same for determining the price of the equity shares to be allotted pursuant to the preferential issue.

The Management of the Company has also obtained a pricing certificate from the undersigned in terms of Regulation 164(1) and 166A(1) of the SEBI ICDR Regulations.

My Responsibility

Pursuant to the requirements of Regulation 163(2) of the SEBI ICDR Regulations, it is our responsibility to provide limited assurance that the proposed preferential issue of the equity shares to the proposed allottees as mentioned above, is being made in accordance with the requirements 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, verified the relevant records and documents of Rite Zone Chemcon India Limited (“**Company**”) with respect to the proposed preferential issue(s) by the Company as per Chapter V of SEBI ICDR Regulations and certify that:

- (a) In accordance with the SEBI ICDR Regulations, the Company has proposed to offer, issue and allot:
 - (i) up to 20,96,151 (Twenty Lakhs Ninety-Six Thousand One Hundred Fifty-One) fully paid-up equity shares of the Company of face value of INR 10/- (Indian Rupees Ten Only) each (“**Swap Shares**”) at INR 23.70 (Indian Rupees Twenty-Three and Seventy Paise Only) per equity share, aggregating to INR 4,96,78,779 (Indian Rupees Four Crore Ninety-Six Lakhs Seventy-Eight Thousand Seven Hundred Seventy-Nine Only) to shareholders of Cleanux for acquisition of 51% of share capital of Cleanux Green Solution Limited (“**Preferential Issue 1**”); and
 - (ii) up to 6,73,579 (Six Lakhs Seventy-Three Thousand Five Hundred Seventy-Nine) equity shares of the Company of face value of INR 10/- (Indian Rupees Ten Only) each (“**Subscription Shares**”) at INR 24/- (Indian Rupees Twenty-Four Only) per equity share, payable in cash, aggregating up to INR 1,61,65,896 (Indian Rupees One Crore Sixty-One Lakhs Sixty-Five Thousand Eight Hundred Ninety-Six Only), to the Promoters of the Company (“**Preferential Issue 2**”).
- (b) The Proposed Preferential Issue 1 and Preferential Issue 2 is approved at the meeting of Board of Directors of the Company held on October 28, 2026;

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- (c) Pursuant to the requirements of sub-para 2 of Regulation 163 of part III of Chapter V of the ICDR Regulations, it is our responsibility to obtain limited assurance and conclude as to whether the details of the Proposed Preferential Issue 1 and Preferential Issue 2 is in accordance with the requirements of the SEBI ICDR Regulations as applicable to the preferential issue;
- (d) I have conducted my examination of the statement / records in accordance with the applicable Guidance are issued by the Institute of Company Secretaries of India (the “ICSI”). The guidance requires that I comply with the ethical requirements of the Code of Conduct issued by ICSI.
- (e) With respect to conditions specified in Regulation 159 and 160 of the SEBI ICDR Regulations, I have performed the following procedures to confirm the compliance with required conditions:
- (i) Noted the relevant date i.e. October 23, 2026, being the date thirty days prior to the date of the Extraordinary General Meeting (“EGM”) of the Company, i.e. November 23, 2026;
 - (ii) Verified that the Company has obtained requisite undertaking / consent from the proposed allottees to ensure that (i) they have not sold or transferred any equity shares of the Company during 90 trading days preceding the relevant date, (ii) hold / not hold any shares prior to this Preferential Issue 1 and Preferential Issue 2;
 - (iii) Read the EGM Notice and verified that proposed special resolution for proposed Preferential Issue 1 for consideration other than cash and Preferential Issue 2 for cash consideration of the Company is included in the same and the requisite disclosures in the EGM Notice have been made in accordance with Regulation 163(1) of the SEBI ICDR Regulations and other applicable laws and regulations.
 - (iv) With respect to compliance with minimum price for proposed Preferential Issue 1 and Preferential Issue 2 which is in accordance with applicable provisions of the SEBI ICDR Regulations and based on the valuation report obtained from the registered valuer.
 - (v) Conducted relevant management inquiries and obtained necessary representations.

Based on the above, with respect to the proposed Preferential Issue 1 and Preferential Issue 2, I hereby further certify that:

- (a) None of the proposed allottees are ineligible for allotment in proposed promoter / non-promoter category in terms of Regulation 159 of SEBI ICDR Regulations.
- (b) None of the allottees, except Mr. Bhavesh Bhandari and Ms. Arti Bhandari, has pre-preferential holding in the Company. Further, in respect of pre-preferential holding of Mr. Bhavesh Bhandari and Ms. Arti Bhandari, the process of lock-in of such pre-preferential holdings from the Relevant Date i.e., October 23, 2026 is under process.
- (c) The proposed Preferential Issue 1 and Preferential Issue 2 is being made in accordance with the requirements of Chapter V of SEBI ICDR Regulations, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013.

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Further, the Company has complied with all legal and statutory formalities and no statutory authority has restrained the Company from issuing the proposed securities.

Conclusion:

Based on my examination as above, and the information and explanations given to me, nothing has come to my attention that causes me to believe that the details of the proposed Preferential Issue 1 and Preferential Issue 2 are not in accordance with the requirements of the SEBI ICDR Regulations, as applicable to the respective preferential issue.

Restriction on distribution or use

- (a) The audit / verification conducted by me is solely to assist you in meeting your responsibilities in relation to the compliance with the SEBI ICDR Regulations by the Company and this certificate is addressed to and provided to the Board of Directors of the Company solely with the purpose of placing before shareholders of the Company (and on the website of the Company) so as to provide them requisite information for approving the proposed Preferential Issue 1 and Preferential Issue 2 and for the purpose of further submission to the stock exchange and should not be used by any other person or for any other purpose.
- (b) Accordingly, I 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 my prior consent in writing. Also, I neither accept nor assume any duty or liability for any other purpose or to any other party to whom my certificate is shown or into whose hands it may come without my prior written consent.

Assumptions and Limitations of Scope and Review

Compliance of the applicable laws and ensuring the authenticity of the 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 Komal Parekh & Associates

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Komal Mayur Parekh

ACS No: 66328

COP No.: 28658

ICSI UDIN: A066328H002057231

PEER REVIEW NO.: 8242/2026

Date: October 28, 2026

Place: Mumbai