



COMPLIANCE CERTIFICATE

(Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 including any amendment/modification thereof)

Date: 19th February, 2026

To,
The Board of Directors
Fabtech Technologies Cleanroom Limited
615, Janki Centre, off. Veera Desai Road,
Andheri (W), Mumbai 400053.

We, the undersigned, M/s. D A Kamat & Co. , Practicing Company Secretaries, have been appointed by **Fabtech Technologies Cleanroom Limited** (hereinafter referred to as "**Company**") having CIN **L74999MH2015PLC265137** and having its Registered Office at 615, Janki Centre, off. Veera Desai Road, Andheri (W), Mumbai 400053 to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as "Regulations").

In accordance with the Regulations, the Company has proposed issue of up to 1,24,440 (One Lakh Twenty-Four Thousand Four Hundred and Forty) Equity Shares of face value Rs. 10/- (Rupees Ten only) each at an issue price of Rs. 320/- (Rupees Three Hundred Twenty Only) per equity share [including premium of Rs. 310/- (Rupees Three Hundred and Ten only) per equity share]. The issuance of equity shares on preferential basis was approved at the meeting of Board of Directors of the Company held on February 12, 2026.

Management's Responsibility:

The compliance with the aforesaid and relevant Regulations and the Companies Act, 2013 ("Act") for the preferential issue of Equity Shares on Private Placement basis and preparation of the Notice convening Extra-Ordinary General Meeting, including its content and authenticity 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 me for my examination are correct and complete. The management is also responsible for providing all relevant information to SEBI and/or stock exchange(s).

Practicing Company Secretary's Responsibility:

Pursuant to the requirements of Regulation 163(2) of Chapter V of the Regulations, as amended, it is our responsibility to provide limited assurance that the Preferential Issue of Equity Shares on Private Placement basis to the proposed allottee, are being made in accordance with the requirements of "Chapter V-Preferential Issue" of the 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 aforesaid Regulations, I have verified that the Preferential Issue is being made in accordance with the requirements of Regulations as applicable to the preferential issue of equity shares on private placement basis, more specifically, the following:



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- i. Memorandum of Association and Articles of Association of the Company;
- ii. The Present capital structure including the details of the Authorised, Subscribed, Issued and Paid up share capital of the Company along with the shareholding pattern;
- iii. Resolutions passed at the meeting of the Board of Directors;
- iv. List of proposed allottee;
- v. The relevant date in accordance with Regulation 161 of the Regulations. The relevant date for the purpose of minimum issue price is **Thursday, February 12, 2026 ("Relevant Date")**, being the date 30 (Thirty) days prior to the date on which the Extra Ordinary General Meeting of the company is proposed to be held on Friday, March 14, 2026 to consider and approve the Preferential Issue.
- vi. The statutory registers of the Company and list of shareholders as on February 13, 2026 issued by Registrar and Transfer Agent:
 - a. To note that the equity shares are fully paid up.
 - b. In present case, the proposed allottee does not hold any shares in the Company. However, post allotment the equity shares held by the proposed allottee in the Company shall be in dematerialized form.
- vii. Disclosures under the SEBI (Prohibition of Insider Trading) Regulations, 2015 & the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, if any, made by proposed allottees during the 90 trading days preceding the relevant date;
- viii. In present case, the proposed allottee does not hold any shares in the Company. Hence, disclosures on details of buying, selling and dealing in the Equity Shares of the Company by the proposed allottee is not applicable on the Company;
- ix. Permanent Account Numbers of the proposed allottee;
- x. Draft notice of Extra Ordinary General Meeting and Explanatory Statement thereto (if any):
 - a. to verify the disclosure in Explanatory Statement as required under Companies Act, 2013 & the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the Regulations.
 - b. to verify the lock-in period as required under Regulation 167 of the Regulations
 - c. to verify the terms for payment of consideration and allotment as required under Regulation 169 of the Regulations.
- xi. Computation of the minimum price of the Equity Shares to be allotted in preferential issue in accordance with the Regulations. The minimum issue price for the proposed preferential issue of the Company, based on the pricing formula prescribed under these Regulations has been worked out at Rs. 320/- (Indian Rupees Three Hundred and Twenty only), basis the pricing certificate issued by us as on event date.



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xii. Valuation Report dated February 12, 2026 issued by Mr. Manish Kumar Bhagat, registered under IBBI/RV/06/2020/13484, Independent Registered Valuer obtained under Regulation 166A of Regulations.

xiii. Verified the relevant statutory records of the company to confirm that:

a. it has no outstanding dues to the SEBI, the stock exchanges or the depositories except those whose are the subject matter of a pending appeal or proceeding(s), which has been admitted by the relevant Court, Tribunal or Authority.

b. it is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder.

Assumptions & Limitation of scope and Review:

1. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

2. This certificate is solely for the intended purpose of compliance in terms of aforesaid Regulations and for your information and it is not to be used, circulated, quoted or otherwise referred to for any other purpose other than compliance with the aforesaid Regulations.

Certification:

Based on our examination of such information/documents and explanation furnished to us by the management and employees of the Company and to the best of our knowledge and belief, we hereby certify that proposed preferential issue is being made in accordance with the requirements of the Regulations.

**For D. A. Kamat & Co.
Company Secretaries**

**CS Rachana Shanbhag
Partner
M. No: 8227
C.P No: 9297
UDIN: F008227G003963728
P. R. No: 1714/2022**

**Place: Mumbai
Date: 19.02.2026**