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CHARTERED ACCOUNTANTS

CA INDIA

Practicing Chartered Accountant's Certificate on minimum issue price for the proposed preferential issue of equity shares and convertible warrants by Fabtech Cleanrooms Limited (Formerly known as Fabtech Technologies Cleanrooms Limited), determined in accordance with Regulation 164 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018

July 20,2026

To,

Fabtech Cleanrooms Limited
(Formerly known as Fabtech Technologies Cleanrooms Limited)
615, Janki Center Off. Veera Desai Road,
Andheri West, Mumbai-400053,
Maharashtra, India

BSE Limited
The Chief General Manager
Listing Operation,BSE Limited,
20th Floor, P.J.Towers,
Dalal Street,
Mumbai – 400 001.

Scrip Symbol: FABCLEAN | Scrip Code: 544332

Dear Sir/Ma'am,

Sub: Application for "In-principle approval" prior to issue and allotment of 3,80,711 (Three Lakh Eighty Thousand Seven Hundred and Eleven) Convertible Warrants ("Warrants") on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

1. This certificate is issued in accordance with the terms of our engagement letter dated June 16, 2026 with the Company.
2. We have been requested by the management of the Company, to certify the accompanying calculation of minimum issue price as prescribed under Chapter V of SEBI ICDR Regulations for the proposed preferential allotment of equity shares and convertible warrants on a private placement basis (hereinafter **"Proposed Preferential Issue"**) as approved by the Board of Directors of the Company in its meeting dated July 20, 2026 and confirm the pre-preferential holding of the proposed allottee and that the same is in dematerialized form.
3. The proposed allottees holds equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment as below:

Sr. No.	Name of the Proposed Allottees	No. of equity shares	%
1.	Amer Aasif Khan	Nil	0.00%
2.	Hemant Mohan Anavkar	10,41,153	8.45%
3.	Manisha Hemant Anavkar	10,38,756	8.43%
4.	Aarif Ahsan Khan	12,48,100	10.13%

4. The issuers share being frequently traded shares in terms of Regulation 164(5) of the SEBI ICDR Regulations, the minimum issue price of the proposed preferential issue in accordance with Regulation 164 of the SEBI ICDR Regulations is the highest of:

   a) **90-trading day Volume Weighted Average Price (VWAP)**
   The VWAP of the equity shares quoted on the recognized stock exchange of the company for the 90 trading days preceding the Relevant Date.

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b) 10-trading day Volume Weighted Average Price (VWAP)

The VWAP of the equity shares quoted on the recognized stock exchange of the company for the 10 trading days preceding the Relevant Date.

c) Price arrived at as per methodology specified in the Articles of Association:

The price arrived at as per the method of determination specified in the Articles of Association, if any, if such price is higher than the prices determined in paragraphs 3(a) or (b) above.

5. The management is responsible for ensuring that the Company complies with the SEBI ICDR Regulations/ SEBI LODR Regulations and other applicable requirements, including compliance with determination of the 'Relevant Date' (being the date 30 (thirty) days prior to the date of approval of the preferential issuance of equity shares and convertible warrants by the shareholders of the Company), determination of the minimum issue price of the proposed preferential issue in accordance with Regulation 164 of the SEBI ICDR Regulations and for providing all relevant information to the Stock exchange.

6. Pursuant to the requirements, it is our responsibility to obtain reasonable assurance and report on the mathematical accuracy of the minimum issue price in accordance with the pricing formula given in 4 above and provide confirmation on the pre-preferential holding (held in dematerialized form) of the allottee. Accordingly, we have performed following procedures in relation to the annexure:

   a. Obtained and read the certified copy of the resolution passed at the meeting of the Board of Directors held on July 20, 2026 in respect of the proposed preferential issue.

   b. Obtained copy of the Extraordinary General Meeting (EGM) Notice issued and confirmed
      i. that the special resolution for proposed preferential issue is included in the same;
      ii. the maximum number of equity shares/ convertible warrants to be issued; and
      iii. the Relevant Date, being the date 30 (thirty) days prior to the date of approval of the preferential issuance of equity shares and convertible warrants by the shareholders of the Company.

   c. Obtained demat statement of the proposed allotee to confirm the pre-preferential holding of the proposed allotee.

   d. Obtained and examined the Articles of Association to check whether it provides for a method of determination of issue price as required under SEBI ICDR Regulations.

   e. Historical price data of equity shares of the issuer extracted from the stock exchanges website.

   f. With respect to the compliance with minimum price for preferential issue in accordance with Regulation 164 (1) of the SEBI Regulations, we have obtained the calculation of minimum price of Equity Shares as given in the accompanying Annexure-A for the proposed preferential issue calculated in accordance with pricing formula given in 4 above and verified the mathematical accuracy of the same.

   g. Conducted relevant inquiries and obtained the necessary representations from the management of the Company.

7. Calculation of Pricing (As detailed in Annexure A)

Particulars	*in INR.*
90 trading days volume weighted average price preceding the relevant date	302.37
10 trading days volume weighted average price preceding the relevant date	393.60
Floor Price (Higher of above)	**393.60**

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8. We hereby certify that the Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under ICDR Regulations, 2018.

9. Relevant Date Considered:

   The "Relevant Date" in accordance with SEBI ICDR Regulations is **Friday, July 17, 2026**, the date preceding Saturday, July 18, 2026, (which is a weekend/holiday) being the date 30 (thirty) days prior to the date of approval of the preferential issuance of equity shares and convertible warrants by the shareholders of the Company i.e. August 17, 2026 in terms of Regulation 161 of the SEBI ICDR Regulations.

10. Opinion

    Based on our examination, as above, and the information (including stock exchange data as available) and explanations given to us, we are of the opinion that the minimum issue price for proposed preferential issue under Regulation 164 of SEBI ICDR Regulations is Rs. 393.60 only.

11. We conducted our examination of the statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes ("the Guidance Note") issued by the Institute of Chartered Accountants of India (ICAI) and also Standards on Auditing issued by the ICAI, which include the concept of test check and materiality. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

12. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

13. This report has been issued for the sole use of the Board of Directors of the Company, to whom it is addressed, for submission to the Stock exchanges considering the proposed preferential issue and therefore should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other party to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For K S N C & Co LLP
Chartered Accountants
Firm Registration No. W100609

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Mr. Kunal Jhaveri
Partner
Membership No. 149286
Place: Mumbai
UDIN: 26149286ACUKIL9764
Date: 20th June, 2026

Annexure - A

I. The Extra-ordinary general meeting of the Company for the purpose of obtaining shareholder's approval for the proposed warrants issue is proposed to be scheduled to be held on Monday, 17 August, 2026.

II. **Relevant Date determined in accordance with Regulation 161 of SEBI ICDR, 2018:**

Particulars	Date
Date of Shareholders Meeting	Monday, 17 August, 2026
Relevant Date as per Reg. 161(a) of ICDR: 30 Days prior to Date of Shareholders Meeting	Saturday, 18 July, 2026
Relevant Date as per Reg. 161(a) - Explanation of ICDR: Where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the holiday will be reckoned to be the relevant date	Friday, 17 July, 2026
Calculation Commencement Date: Reg. 164 of ICDR - Day preceding to Relevant Date	Thursday, 16 July, 2026

III. **Relevant stock exchange for the purpose of determining the highest trading volume of the Company's equity shares in terms of the SEBI ICDR, 2018:**

The Company equity shares are listed only on BSE SME Platform and thus test for determining the stock exchange which has highest trading volume is not applicable.

IV. **Determining frequent trading status of the Company in terms of the SEBI ICDR, 2018:**

Freq Traded: turnover on any recognised stock exchange during the **240 trading days preceding the relevant date**, is at least ten per cent of the total number of shares of such class of shares of the issuer	
Total number of paid-up equity shares of the Company	1,23,19,362
Volume	33,93,600
% of trading to total number of paid-up equity shares of the Company	**27.55%**

V. **Determining floor price in terms of the SEBI ICDR, 2018:**

Particulars #	*in INR.*
90 trading days volume weighted average price preceding the relevant date	302.37
10 trading days volume weighted average price preceding the relevant date	393.60
Floor Price (Higher of above)	**393.60**

The Article of Association of the Company does not provide for any methodology for valuation.

BSE data of volume weighted average price:

SI.	Trading Day Date	Quantity of Equity Shares Traded	Total Turnover (in INR)
1.	16 July 2026	3,600	14,03,640
2.	15 July 2026	2,800	1,139,980
3.	14 July 2026	2,800	1,137,480
4.	13 July 2026	12,000	4,807,860
5.	10 July 2026	8,400	3,256,800
6.	09 July 2026	17,600	6,794,080
7.	08 July 2026	15,200	5,875,500

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8.	07 July 2026	3,200	1,296,060
9.	06 July 2026	5,600	2,270,240
10.	03 July 2026	1,600	672,800
11.	02 July 2026	3,200	1,323,600
12.	01 July 2026	1,600	652,000
13.	30 June 2026	3,200	1,306,700
14.	29 June 2026	4,800	1,905,520
15.	25 June 2026	6,000	2,407,200
16.	24 June 2026	4,400	1,792,400
17.	23 June 2026	2,800	1,159,200
18.	22 June 2026	4,000	1,645,800
19.	19 June 2026	13,600	5,518,000
20.	18 June 2026	12,000	5,128,900
21.	17 June 2026	7,200	3,127,980
22.	16 June 2026	15,200	6,456,220
23.	15 June 2026	16,000	6,840,060
24.	12 June 2026	12,800	5,277,640
25.	11 June 2026	5,200	2,036,240
26.	10 June 2026	9,600	3,860,240
27.	09 June 2026	8,400	3,283,220
28.	08 June 2026	3,200	1,222,860
29.	05 June 2026	2,400	926,000
30.	04 June 2026	6,400	2,466,980
31.	03 June 2026	7,600	2,926,560
32.	02 June 2026	4,800	1,873,360
33.	01 June 2026	23,600	9,235,480
34.	29 May 2026	11,600	4,173,860
35.	27 May 2026	15,600	5,429,280
36.	26 May 2026	8,400	2,891,000
37.	25 May 2026	23,200	7,990,120
38.	22 May 2026	11,600	3,862,120
39.	21 May 2026	5,200	1,659,600
40.	20 May 2026	15,600	4,941,280
41.	19 May 2026	11,600	3,604,760
42.	18 May 2026	12,400	3,739,920
43.	15 May 2026	11,200	3,404,380
44.	14 May 2026	14,400	4,414,060
45.	13 May 2026	53,200	16,046,660
46.	12 May 2026	42,000	12,590,580
47.	11 May 2026	13,600	4,110,520
48.	08 May 2026	14,000	4,215,020
49.	07 May 2026	121,200	37,285,320
50.	06 May 2026	33,200	10,562,020
51.	05 May 2026	8,400	2,506,500
52.	04 May 2026	12,400	3,769,500
53.	30 April 2026	11,200	3,286,940
54.	29 April 2026	30,800	9,070,720

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55.	28 April 2026	18,000	5,068,320
56.	27 April 2026	3,600	998,580
57.	24 April 2026	28,400	7,671,580
58.	23 April 2026	42,000	11,601,940
59.	22 April 2026	5,600	1,467,220
60.	21 April 2026	8,800	2,394,300
61.	20 April 2026	2,000	544,200
62.	17 April 2026	11,200	2,935,740
63.	16 April 2026	11,600	2,910,660
64.	15 April 2026	36,400	9,107,100
65.	13 April 2026	8,000	1,961,280
66.	10 April 2026	3,600	843,220
67.	09 April 2026	4,000	925,260
68.	08 April 2026	12,800	3,075,340
69.	07 April 2026	8,800	2,057,640
70.	06 April 2026	2,000	483,800
71.	02 April 2026	3,600	907,280
72.	01 April 2026	15,200	3,567,320
73.	30 March 2026	27,200	5,702,980
74.	27 March 2026	66,000	14,348,680
75.	25 March 2026	38,800	8,852,980
76.	24 March 2026	3,600	838,440
77.	23 March 2026	4,800	1,109,600
78.	20 March 2026	8,000	1,946,960
79.	19 March 2026	8,400	2,062,020
80.	18 March 2026	10,000	2,601,340
81.	17 March 2026	4,800	1,189,840
82.	16 March 2026	11,600	3,027,920
83.	13 March 2026	38,000	9,189,220
84.	12 March 2026	1,200	311,980
85.	11 March 2026	4,400	1,121,980
86.	10 March 2026	19,200	4,651,900
87.	09 March 2026	17,600	4,529,500
88.	06 March 2026	13,600	3,591,620
89.	05 March 2026	10,400	2,506,500
90.	04 March 2026	4,800	1,160,000

For K S N C & Co LLP
Chartered Accountants
Firm Registration No. W100609

Kunal Jhaveri

Mr. Kunal Jhaveri
Partner
Membership No. 149286
Place: Mumbai
UDIN: 26149286ACUKIL9764
Date: 20th June, 2026

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