



RITE ZONE CHEMCON INDIA LIMITED

Date: October 31, 2026

To,
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block
Bandra Kurla Complex, Bandra – East
Mumbai- 400051.

Sub.: Intimation of Notice of 1st Extra Ordinary General Meeting of Rite Zone Chemcon India Limited

Ref.: Rite Zone Chemcon India Limited, NSE Symbol: RITEZONE

Dear Sir,

We wish to inform the Exchange that the 1st Extra Ordinary General Meeting (EGM) for FY 2026-2027 of Rite Zone Chemcon India Limited will be held on Monday, November 23, 2026 at 11.00 a.m. at JP North Club House, Near Vinay Nagar, off. Kashimira Road, Mira Bhayander Road, Mira Road East, Thane -401107, Maharashtra, India.

The copy of Notice of 1st Extra Ordinary General Meeting (EGM) for FY 2026-2027 of the Company is enclosed herewith.

Your good office is requested to take note of the same and acknowledge us.

Thanking you.

Yours Faithfully,
For Rite Zone Chemcon India Limited

Bhavesh
Babulal
Bhandari

Digitally signed
by Bhavesh
Babulal Bhandari
Date: 2026.10.31
19:50:51 +05'30'

RITE ZONE
CHEMCON INDIA LTD

Bhavesh Bhandari
Managing Director
DIN: 07082054

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RITE ZONE CHEMCON INDIA LIMITED

CIN :L24100MH2015PLC262574

Regd. Office: Row no.11, Beverly Park Row House CHSLtd., Kanakia Rd., Opp. N.G. Vikas Buldg. Beverly Park, Mira road East Thane-401107



bhavesh@ritezone.in/info@ritezone.in
www.ritezone.in



+91 9323963136, +91 7977312703
+02268849680



RITE ZONE CHEMCON INDIA LIMITED

CIN: L24100MH2015PLC262574

NOTICE OF EXTRAORDINARY GENERAL MEETING



Day : Monday, November 23, 2026



Time : 11:00 A.M.



Venue : JP North Club House, Near Vinay Nagar,
off. Kashimira Road, Mira Bhayander Road,
Mira Road East, Thane – 401 107,
Maharashtra, India



RITE ZONE CHEMCON INDIA LIMITED

CIN: L24100MH2015PLC262574;

Registered Office: Row House 11, Beverly Park, Row House Chs. Ltd., Mira Road Thane – 401107;

Email Id: cs@ritezone.in; **Website:** www.ritezone.in; **Contact No.:** +91 22 6884 9680

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Dear Member(s),

Notice is hereby given that the 1/Extra Ordinary General Meeting of the Members of **Rite Zone Chemcon India Limited** will be held on **Monday, November 23, 2026** at 11:00 A.M. at JP North Club House, Near Vinay Nagar, off. Kashmirira Road, Mira Bhayander Road, Mira Road East, Thane – 401 107, Maharashtra, India to transact the following business:

SPECIAL BUSINESS:

ITEM 01. TO APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of Rite Zone Chemcon India Limited (“**Company**”) from existing INR 4,28,00,000/- (Indian Rupees Four Crore Twenty-Eight Lakhs Only) divided into 42,80,000 (Forty-Two Lakhs Eighty Thousand) Equity Shares of INR 10/- (Indian Rupees Ten Only) each to INR 7,28,00,000/- (Indian Rupees Seven Crore Twenty-Eight Lakhs Only) divided into 72,80,000 (Seventy-Two Lakhs Eighty Thousand) Equity Shares of INR 10/- (Indian Rupees Ten Only) each, which shall rank pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the shareholders of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting the following in its place:

“V. The Authorised Share Capital of the Company is INR 7,28,00,000/- (Indian Rupees Seven Crore Twenty-Eight Lakhs Only) divided into 72,80,000 (Seventy-Two Lakhs Eighty Thousand) Equity Shares of INR 10/- (Indian Rupees Ten Only) each.”

RESOLVED FURTHER THAT approval of the shareholders of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) and/or Company Secretary and Compliance Officer of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

ITEM 02. TO APPROVE OFFER, ISSUE AND ALLOTMENT OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL ISSUE BASIS:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to (i) the provisions of Sections 23, Section 42, 62(1)(c), and other applicable provisions of the Companies Act, 2013 (“**Act**”) read with the Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any, of the Act any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; (ii)

applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI (ICDR) Regulations, 2018**”); (iii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI (LODR) Regulations, 2015**”); (iv) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SEBI (SAST) Regulations, 2011**”); (v) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (“**SEBI**”), stock exchange where the shares of Rite Zone Chemcon India Limited (herein referred as “**Company**”) are listed i.e. National Stock Exchange of India Limited (“**NSE**” or “**Stock Exchange**”) and/or any other statutory / regulatory authority; (vi) the Memorandum and Articles of Association of the Company, subject to obtaining all necessary approvals, consents, permissions and/or sanctions, if any, from the relevant third parties and statutory or regulatory authorities, including the National Stock Exchange of India Limited (“**NSE**”), and subject to any amendments, modifications, variations, enactments or re-enactments of the applicable statutes, regulations and rules, and any other applicable laws, rules, regulations, circulars, notifications, orders or directions, as well as such terms and conditions as may be imposed by the relevant authorities while granting such approvals, consents, permissions and/or sanctions and which may be agreed to by the board of directors of the Company (the “**Board**”, which term shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) the approval of the shareholders of the Company be and is hereby accorded:

- (a) to create, offer, issue and allot upto 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 an issue price of INR 23.70 (Indian Rupees Twenty-Three and Seventy Paise Only) per equity share including a premium of INR 13.70/- (Indian Rupees Thirteen and Seventy Paise Only) each, aggregating upto INR 4,96,78,779/- (Indian Rupees Four Crore Ninety-Six Lakhs Seventy-Eight Thousand Seven Hundred Seventy-Nine Only) (“**Purchase Consideration**”), for consideration other than cash on a share swap basis in the ratio of 1:1 (i.e., 1 equity share of the Company for 1 equity share of Cleanux Green Solution Limited (“**Cleanux**”)), as full and final consideration in terms of Share Purchase and Swap Agreement dated October 28, 2026 (“**SPSA**”), entered between the Company, Cleanux and the shareholders of Cleanux (“**Sellers**”) as mentioned below, for acquisition of 20,96,151 (Twenty Lakhs Ninety-Six Thousand One Hundred Fifty-One) equity shares of Cleanux representing 51% of the total paid-up equity share capital of Cleanux by the Company, to the Sellers (proposed allottees, belonging to the non-promoter category of the Company) on a preferential basis (“**Preferential Issue 1**”) subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 and the Act, as the Board may determine:

Sr. No.	Name of the Sellers / Category	PAN	No. of equity shares of Cleanux to be acquired by the Company (Sale Shares)	Percentage of paid-up capital of Cleanux to be acquired (%)	Maximum number of Equity shares of the Company to be issued (Swap Shares)	Aggregate value of Swap Shares (in ₹)
1	Vishal S Maheshwari / Non-Promoter	AQNPM5357M	10,68,960	26.01	10,68,960	2,53,34,352
2	Abhay Gautam / Non-Promoter	BWNPG9336H	8,07,840	19.65	8,07,840	1,91,45,808
3	Ashok Kumar Bilgaiyan / Non-Promoter	ACBPB1446J	1,27,500	3.10	1,27,500	30,21,750
4	Sarita Maheshwari / Non-Promoter	AJOPM7735P	18,360	0.45	18,360	4,35,132
5	Vinod Kumar Maheshwari / Non-Promoter	AGEPM4084A	18,360	0.45	18,360	4,35,132
6	Shri Narain Laddha / Non-Promoter	AEBPL8613F	18,360	0.45	18,360	4,35,132
7	Deepa Maheshwari / Non-Promoter	ARCPM6326J	18,360	0.45	18,360	4,35,132
8	Vrinda V Maheshwari / Non-Promoter	BMIPM7173H	18,360	0.45	18,360	4,35,132
9	Shweta Maheshwari / Non-Promoter	AIPPM8224P	51	0.00	51	1,209
	TOTAL		20,96,151	51.00	20,96,151	4,96,78,779

- (b) to create, offer, issue and allot upto 6,73,579 (Six Lakhs Seventy-Three Thousand Five Hundred Seventy-Nine) fully paid-up equity shares of the Company of face value of INR 10/- (Indian Rupees Ten Only) each (“**Subscription Shares**”) at an issue price of INR 24/- (Indian Rupees Twenty-Four Only) per equity share including a premium of INR 14/- (Indian Rupees Fourteen Only) each, aggregating upto INR 1,61,65,896/- (Indian Rupees One Crore Sixty-One

Lakhs Sixty-Five Thousand Eight Hundred Ninety-Six Only), payable in cash to the proposed allottees belonging to the promoter category of the Company, mentioned herein below (hereinafter referred to as “**Proposed Allottees**”), on a preferential basis in accordance with the terms and conditions as set out herein (“**Preferential Issue 2**”), subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 and the Act, as the Board may determine:

Sr. No.	Name of the Proposed Allottees	Category	PAN	Maximum number of Equity Shares proposed to be allotted	Aggregate value of Subscription Shares (in ₹)
1	Bhavesh Babulal Bhandari	Promoter	AEWPB8974L	3,40,212	81,65,088
2	Arti Bhavesh Bhandari	Promoter	AJEPB1237F	3,33,367	80,00,808
	TOTAL			6,73,579	1,61,65,896

RESOLVED FURTHER THAT the “Relevant Date” for the purpose of determination of the issue price of the Swap Shares and Subscription Shares to be issued and allotted as above as per Regulation 161 and the explanation thereto of Chapter V of SEBI (ICDR) Regulations, 2018 and other applicable laws is Friday, October 23, 2026, being the date 30 (Thirty) days prior to the date of the EGM of the Company i.e. on Monday, November 23, 2026.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Swap Shares to the Sellers under the Preferential Issue 1 and Subscription Shares to the Proposed Allottees under the Preferential Issue 2 (“collectively referred as **Preferential Issues**”) shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

- 1) The Swap Shares and Subscription Shares to be issued and allotted shall be fully paid-up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- 2) The issue price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- 3) The Swap Shares and Subscription Shares shall be allotted by the Company to the Sellers and the Proposed Allottees, respectively in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Shareholders’ approval, provided that, where the issue and allotment of the said Swap Shares and Subscription Shares is pending on account of pendency of approval of any regulatory authority (including, but not limited to Stock Exchange and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- 4) The Swap Shares and Subscription Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 and any other applicable law for the time being in force.
- 5) The Swap Shares and Subscription Shares to be allotted to the Sellers and the Proposed Allottees, respectively shall be listed on the Stock Exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- 6) The Swap Shares so offered, issued and allotted to the Sellers are being issued as swap of Equity Shares of the Company as fully paid which are to be issued and allotted by the Company to the Sellers pursuant to this resolution.
- 7) The Subscription Shares so offered, issued and allotted to the Proposed Allottees are being issued for cash paid in full by the Proposed Allottees for the Subscription Shares to be issued and allotted by the Company to the Proposed Allottees pursuant to this resolution.
- 8) The Swap Shares and Subscription Shares, respectively so offered, issued and allotted herein shall not exceed the number of equity shares as approved herein above.
- 9) Pre-preferential allotment shareholding of the Sellers and the Proposed Allottees, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI (ICDR) Regulations, 2018.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Shareholders of the Company is hereby accorded to record the name and details of the Sellers and the Proposed Allottees, respectively in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Sellers and the Proposed Allottees, respectively through Letter of Offer/ Private Placement Offer Letter cum Application Letter in Form PAS 4 or such other form as prescribed under the Act and SEBI (ICDR) Regulations, 2018 containing the terms and conditions (“**Offer Document**”) after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange, and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Swap Shares and the Subscription Shares, respectively subject to the provisions of the Act and the SEBI (ICDR) Regulations, 2018 without being required to seek any further consent or approval of the Shareholders.

RESOLVED FURTHER THAT the Board and / or Company Secretary and Compliance Officer be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Swap Shares and the Subscription Shares, respectively, to be allotted to the Sellers and the Proposed Allottees, respectively, for effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, (ii) making applications to the stock exchange for obtaining in-principle approvals, (iii) listing of equity shares so issued and allotted under this Preferential Issues, (iv) filing requisite documents with the Ministry of Corporate Affairs and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the Preferential Issue, (vii) issue and allotment of the Swap Shares and Subscription Shares, respectively, and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Shareholders of the Company, and that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board and / or Company Secretary and Compliance Officer be and are hereby severally authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any of the directors of the Company or the Company Secretary of the Company, signed physically or by digital means, be forwarded to the authorities concerned for necessary action.”

ITEM 03. TO APPROVE RELATED PARTY TRANSACTION FOR PURCHASE OF OFFICE PREMISES FROM A DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 188 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'), as amended from time to time, and the applicable provisions of the Articles of Association of the Company, and based on the recommendation of the Audit Committee of Directors, and subject to such approvals, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution), to enter into and consummate a related party transaction with Mr. Bhavesh Bhandari, Managing Director of the Company, for the purchase/acquisition of office premises situated at T2, JP Imperia, Shop No. 313, Near Arch Garden, Vinay Nagar, Mira Road (East), Thane – 401107, Maharashtra, India, admeasuring approximately 488 square feet, together with all rights, title, interest and appurtenances attached thereto, for an aggregate consideration not exceeding ₹3,50,00,000 (Rupees Three Crore Fifty Lakh only), on such terms and conditions as may be mutually agreed upon between the Company and the said Related Party.

RESOLVED FURTHER THAT the Members hereby take note that the proposed transaction constitutes a related party transaction within the meaning of Section 188(1)(b) of the Act and Regulation 2(1)(zb) of the SEBI LODR Regulations, and that the transaction shall be undertaken subject to the applicable approvals of the Audit Committee and the Board, and on the terms and conditions placed before the Members, including the valuation and commercial justification for the acquisition.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise, execute and deliver the sale deed, conveyance deed, agreements, declarations and all other documents as may be necessary for completing the acquisition, arrange payment of the purchase consideration, stamp duty, registration charges and other incidental expenses, and take all such steps as may be necessary to give effect to this resolution, provided that the aggregate consideration shall not exceed ₹3,50,00,000 (Rupees Three Crore Fifty Lakh only) and the transaction shall be completed in accordance with applicable law.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution, within the scope of the approval granted by the Members and subject to applicable laws and regulations.”

**By Order of the Board
For Rite Zone Chemcon India Limited**

Place: Mira Road, Thane
Date: October 28, 2026

**Sd/-
Bhavesb Bbandari
Chairman
DIN: 07082054**

Notes:

(a) The Statement pursuant to Section 102 of the Companies Act, 2013 (Act), in respect of the special business to be transacted at Extra Ordinary General Meeting (the "Meeting") is annexed herewith.

(b) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.** A person can act as a proxy on behalf of members, not exceeding fifty and in the aggregate not more than 10% of the total share capital of the company, carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The proxy forms should be lodged with the Company at its Registered Office at least 48 hours before commencement of the meeting.

(c) With reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter IX as per SEBI (ICDR) Regulations, 2018 are exempted from e-voting provisions. Your Company is listed on the Emerge platform of NSE. Therefore, Company is not providing an e-voting facility to its shareholders.

(d) Members are requested to intimate all changes pertaining to their bank details, ECS mandates Nominations, Power of Attorney, Change of Address/name etc. to their Depository Participant only and not to the Company or Company's Registrar and Transfer Agent. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and the Registrar & Transfer Agent to provide efficient service to the members.

(e) Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

(f) Relevant documents and registers will also be available for inspection by the members at the Registered Office of the Company on the date of EGM.

(g) As per Securities and Exchange Board of India (SEBI) notification, submission of Permanent Account Number (PAN) is compulsorily required for participating in the securities market, deletion of name of deceased shareholder or /transposition of shares. Members holding shares in dematerialized mode are requested to submit PAN details to their Depository Participant whereas Members holding shares in physical form are requested to submit their PAN details to the Company's Registrar & Transfer Agent.

(h) Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Act, are requested to submit details to the Registrar & Transfer Agents of the Company, in the prescribed Form SH 13 for this purpose.

(i) The instrument of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the EGM. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution or authority as applicable.

(j) Members/Proxy holder/Authorised Representative are requested to bring duly filled Attendance Slip enclosed herewith along with their copy of the Notice to attend the Meeting.

(k) In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.

(l) The Board of Directors has appointed Ms. Heena Jaysinghani, Advocate (M. no: MAH/2099/2025) as Scrutinizer for conducting the voting process in a fair and transparent manner.

(m) Electronic copy of the Notice is being sent to all the Members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Notice is being sent in the permitted mode upon receiving written request on Company's email id at cs@ritezone.in. Members may note that this Notice will also be available on the Company's website i.e. www.ritezone.in.

(n) The route map showing directions to reach the venue of the EGM is annexed and forms part of the Notice.

EXPLANATORY STATEMENT UNDER SECTION 102 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER AND THE DISCLOSURE UNDER THE SEBI (ICDR) REGULATIONS, 2018 AND THE SECRETARIAL STANDARD - 2.

ITEM 01: TO APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

This is to inform you that:

- (a) The Board of Directors in their meeting held on October 28, 2026, proposed to raise funds by way of issue and allotment of equity shares of the Company.
- (b) The present Authorized Share Capital of the Company is INR 4,28,00,000/- (Indian Rupees Four Crore Twenty-Eight Lakhs Only) divided into 42,80,000 (Forty-Two Lakhs Eighty Thousand) Equity Shares of INR 10/- (Indian Rupees Ten Only) each and Issued, Subscribed and Paid-up Share Capital is INR 4,23,02,700/- (Indian Rupees Four Crore Twenty-Three Lakhs Two Thousand Seven Hundred Only) divided into 42,30,270 (Forty-Two Lakhs Thirty Thousand Two Hundred Seventy) Equity Shares of INR 10/- (Indian Rupees Ten Only) each.
- (c) To accommodate the proposed further issue and allotment of equity shares, it is necessary to increase the Authorised Share Capital of the Company to INR 7,28,00,000/- (Indian Rupees Seven Crore Twenty-Eight Lakhs Only) divided into 72,80,000 (Seventy-Two Lakhs Eighty Thousand) Equity Shares of INR 10/- (Indian Rupees Ten Only) each.
- (d) Pursuant to the increase in the Authorised Share Capital of the Company, Clause V of the Company's Memorandum of Association ("MoA") has to be amended.
- (e) Therefore, the Board of Directors of the Company in their meeting held on October 28, 2026 recommended to increase the ASC of the Company and amend the Clause V of the Company's MoA.

As per the provisions of the Companies Act, 2013, approval of the shareholders is required for increase in Authorised Share Capital and consequent alteration in the Memorandum of Association of the Company by passing an ordinary resolution. Accordingly, the approval of the shareholders of the Company is sought for the said changes.

The draft of the revised Memorandum of Association reflecting the said change will be available for inspection by the members at the registered office of the Company on all working days except Saturday & Sunday (from 9:00 A.M. to 05.30 P.M.) up to the date of the EGM.

The Board recommends the Resolution set forth in Item No. 01 for the approval of the shareholders of the Company by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution no. 01 as set out in this Notice except to the extent of their shareholding, if any.

ITEM 02: TO APPROVE OFFER, ISSUE AND ALLOTMENT OF EQUITY SHARES OF THE COMPANY ON PREFERENTIAL ISSUE BASIS:

The Members are hereby informed that the Board in its meeting held on October 28, 2026, has approved:

- (i) the acquisition of 20,96,151 (Twenty Lakhs Ninety-Six Thousand One Hundred Fifty-One) fully paid-up equity shares of Cleanux Green Solution Limited ("Cleanux") constituting 51% of equity share capital of Cleanux from the equity shareholders of the Cleanux through Share Purchase and Swap Agreement dated October 28, 2026 ("SPSA"), entered between the Company, Cleanux and the shareholders of Cleanux. Cleanux is engaged in municipal solid waste management, wastepaper handling and recycling, and installation of solar energy plant structures, and proposes to expand into e-waste and plastic recycling. The reason and impact of acquisition is as below:
 - Diversification into the environmental and renewable energy sector.
 - Access to an existing operating platform of Cleanux, where, a management team and a governance structure are in place, including a board with qualified directors. Acquiring it allows the Company to enter the sector faster and with less execution risk than setting up a new business.
 - Growth and value creation for shareholders, where the waste management and solar sectors offer long-term growth and recurring revenue. They are expected to diversify the Company's revenue base, reduce its dependence on the construction cycle, and strengthen its environmental, social and governance (ESG) profile.

As a purchase consideration for the said acquisition, the Company has proposed to allot its equity shares to the shareholders of the Cleanux being consideration towards the swap shares. For acquisition of the equity shares of

Cleanux, it is proposed to issue and allot equity shares of the Company on a preferential basis for consideration other than cash.

Accordingly, the Board pursuant to its resolution dated October 28, 2026, has approved the issue of upto 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 an issue price of INR 23.70 (Indian Rupees Twenty-Three and Seventy Paise Only) per equity share including a premium of INR 13.70/- (Indian Rupees Thirteen and Seventy Paise Only) each, aggregating upto INR 4,96,78,779/- (Indian Rupees Four Crore Ninety-Six Lakhs Seventy-Eight Thousand Seven Hundred Seventy-Nine Only) (“**Purchase Consideration**”), for consideration other than cash on a share swap basis in the ratio of 1:1 (i.e., 1 equity share of the Company for 1 equity share of Cleanux).

- (ii) Further, the Board pursuant to its resolution dated October 28, 2026, has approved the issue of upto 6,73,579 (Six Lakhs Seventy-Three Thousand Five Hundred Seventy-Nine) fully paid-up equity shares of the Company of face value of INR 10/- (Indian Rupees Ten Only) each (“**Subscription Shares**”) at an issue price of INR 24/- (Indian Rupees Twenty-Four Only) per equity share including a premium of INR 14/- (Indian Rupees Fourteen Only) each, aggregating upto INR 1,61,65,896/- (Indian Rupees One Crore Sixty-One Lakhs Sixty-Five Thousand Eight Hundred Ninety-Six Only) payable in cash to the proposed allottees belonging to the promoter category of the Company, by way of preferential issue.

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company. The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018. There will be no change in the control or management of the Company pursuant to the proposed preferential issue.

The disclosure as required under Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and Regulation 163(1) of the SEBI (ICDR) Regulations, 2018 and the SEBI (LODR) Regulations, 2015, as amended from time to time, and any other applicable rules and regulations are as follows:

- 1) Particulars of the Preferential Issues including terms of the issue, issue size, date of passing of Board resolution, kind of Securities offered, nominal value, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price:**

The Board at their meeting held on October 28, 2026, approved to issue and allot upto 27,69,730 (Twenty-Seven Lakhs Sixty-Nine Thousand Seven Hundred Thirty) fully paid-up equity shares of the Company of face of INR 10/- (Indian Rupees Ten only) each on a preferential basis in below manner:

- (a) 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 an issue price of INR 23.70 (Indian Rupees Twenty-Three and Seventy Paise Only) per equity share including a premium of INR 13.70/- (Indian Rupees Thirteen and Seventy Paise Only) each, aggregating upto INR 4,96,78,779/- (Indian Rupees Four Crore Ninety-Six Lakhs Seventy-Eight Thousand Seven Hundred Seventy-Nine Only) (“**Purchase Consideration**”), for consideration other than cash on a share swap basis in the ratio of 1:1 (i.e., 1 equity share of the Company for 1 equity share of Cleanux Green Solution Limited (“**Cleanux**”)), as full and final consideration in terms of Share Purchase and Swap Agreement dated October 28, 2026 (“**SPSA**”), entered between the Company, Cleanux and the shareholders of Cleanux (“**Sellers**”) as mentioned below, for acquisition of 20,96,151 (Twenty Lakhs Ninety-Six Thousand One Hundred Fifty-One) equity shares of Cleanux representing 51% of the total paid-up equity share capital of Cleanux by the Company, to the Sellers (proposed allottees, belonging to the non-promoter category of the Company) on a preferential basis (“**Preferential Issue 1**”) subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 and the Act, as the Board may determine:

Sr. No.	Name of the Sellers / Category	PAN	No. of equity shares of Cleanux to be acquired by the Company (Sale Shares)	Percentage of paid-up capital of Cleanux to be acquired (%)	Maximum number of Equity shares of the Company to be issued (Swap Shares)	Aggregate value of Swap Shares (in ₹)
1	Vishal S Maheshwari / Non-Promoter	AQNPM5357M	10,68,960	26.01	10,68,960	2,53,34,352
2	Abhay Gautam / Non-Promoter	BWNPG9336H	8,07,840	19.65	8,07,840	1,91,45,808
3	Ashok Kumar Bilgaiyan / Non-Promoter	ACBPB1446J	1,27,500	3.10	1,27,500	30,21,750

4	Sarita Maheshwari / Non-Promoter	AJOPM7735P	18,360	0.45	18,360	4,35,132
5	Vinod Kumar Maheshwari / Non-Promoter	AGEPM4084A	18,360	0.45	18,360	4,35,132
6	Shri Narain Laddha / Non-Promoter	AEBPL8613F	18,360	0.45	18,360	4,35,132
7	Deepa Maheshwari / Non-Promoter	ARCPM6326J	18,360	0.45	18,360	4,35,132
8	Vrinda V Maheshwari / Non-Promoter	BMIPM7173H	18,360	0.45	18,360	4,35,132
9	Shweta Maheshwari / Non-Promoter	AIPPM8224P	51	0.00	51	1,209
	TOTAL		20,96,151	51.00	20,96,151	4,96,78,779

- (b) upto 6,73,579 (Six Lakhs Seventy-Three Thousand Five Hundred Seventy-Nine) fully paid-up equity shares of the Company of face value of INR 10/- (Indian Rupees Ten Only) each (“**Subscription Shares**”) at an issue price of INR 24/- (Indian Rupees Twenty-Four Only) per equity share including a premium of INR 14/- (Indian Rupees Fourteen Only) each, aggregating upto INR 1,61,65,896/- (Indian Rupees One Crore Sixty-One Lakhs Sixty-Five Thousand Eight Hundred Ninety-Six Only), payable in cash to the proposed allottees mentioned herein below (hereinafter referred to as “**Proposed Allottees**”), by way of preferential issue basis in accordance with the terms and conditions as set out herein (“**Preferential Issue 2**”), subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 and the Act, as the Board may determine:

Sr. No.	Name of the Proposed Allottees	Category	PAN	Maximum number of Equity Shares proposed to be allotted	Aggregate value of Subscription Shares (in ₹)
1	Bhavesh Babulal Bhandari	Promoter	AEWPB8974L	3,40,212	81,65,088
2	Arti Bhavesh Bhandari	Promoter	AJEPB1237F	3,33,367	80,00,808
	TOTAL			6,73,579	1,61,65,896

Preferential Issue 1 and Preferential Issue 2 hereinafter collectively referred to as Preferential Issues.

The terms and conditions of the Preferential Issues are as stated in the Resolutions 2.

2) Objects of the Preferential Issues and aggregate amount proposed to be raised:

(a) For Preferential Issue 1

The object of Preferential Issue 1 is to discharge the purchase consideration payable for the acquisition of paid-up equity share capital of Cleanux by acquiring 20,96,151 equity shares, representing 51% of the shareholding of the Cleanux, from the Sellers. The Purchase Consideration is aggregating upto INR 4,96,78,779/- (Indian Rupees Four Crore Ninety-Six Lakhs Seventy-Eight Thousand Seven Hundred Seventy-Nine Only).

(b) For Preferential Issue 2

The Board of Directors has proposed to raise upto INR 1,61,65,896/- (Indian Rupees One Crore Sixty-One Lakhs Sixty-Five Thousand Eight Hundred Ninety-Six Only) for:

A	Working Capital: Meeting the working capital requirements for expansion of the Company’s business, including inventory, receivables, and other operational expenses.
B	General Corporate Purpose - Up to 25% (Twenty-five percent) of proceeds will be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws including SEBI (ICDR) Regulations, 2018.

Note: (a) The amount of issue proceeds to be utilized shall be inter-se decided by the Board at their own discretion; and (b) The requirement stipulated by NSE Circular Reference No. NSE/CML/2022/56 dated December 13, 2022 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than INR 100 Crore.

3) Basis of justification for the price (including premium, if any) at which the offer or invitation is being made and basis of the price at which arrived at along with the report of the registered valuer and pricing as per the SEBI (ICDR) Regulations, 2018:

The Equity Shares of the Company are listed on Emerge Platform of National Stock Exchange of India Limited ("NSE") ("Stock Exchange") for a period of more than 90 trading days as on the relevant date i.e. Friday, October 23, 2026 and are frequently traded in accordance with Regulation 164 of the SEBI (ICDR) Regulations, 2018.

For the purpose of computation of the issue price per equity share for the offer, issue and allotment of above mentioned equity shares to the Sellers and the Proposed Allottees, the Issue Price shall not be less than the price determined in accordance with the SEBI (ICDR) Regulations, 2018. SEBI (ICDR) Regulations, 2018 provides that the pricing for the issue of securities on preferential basis by a listed company is to be based on the following parameters:

Regulation 164(1) of the SEBI (ICDR) Regulations, 2018:

The equity shares of the Company are frequently traded, hence in terms of Regulation 164(1) of SEBI (ICDR) Regulations, 2018, trading volume of the equity shares on the NSE has been considered to determine the issue price as the Company is listed on NSE Emerge, during the preceding 90 trading days prior to the Relevant Date. Further, in accordance with the provisions of Regulation 164(1) of SEBI (ICDR) Regulations, 2018, the price at which Equity Share shall be allotted shall not be less than and higher of the following:

- the 90 trading days volume weighted average price of the equity shares of the Company quoted on the NSE preceding the Relevant Date is INR 19.03; or
- the 10 trading days volume weighted average price of the equity shares of the Company quoted on the NSE preceding the Relevant Date is INR 17.78.

Further, in terms of the proviso of Regulation 164(1) of SEBI (ICDR) Regulations, 2018, method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a price of the shares issued on preferential basis.

Regulation 164(4) of the SEBI (ICDR) Regulations, 2018:

None of the Sellers and the Proposed Allottees categorised as the qualified institutional buyers, hence Regulation 164(4) of the SEBI (ICDR) Regulations, 2018 is not applicable.

Regulation 166A(1) of the SEBI (ICDR) Regulations, 2018:

In terms of Regulation 166A(1) of the SEBI (ICDR) Regulations, 2018 the proposed Preferential Issues shall result in an allotment exceeding five percent of the post-issue fully diluted share capital of the Company to an allottee or to allottees acting in concert. Accordingly, in compliance with the provisions of Regulation 166A(1) of the SEBI (ICDR) Regulations, 2018, a valuation report from a registered valuer determining the price of the equity shares proposed to be allotted has been obtained and made available for inspection by the Members.

Pursuant to the Regulation 166A(1) of SEBI (ICDR) Regulations, 2018 the Company has obtained a valuation report from CA Shwet Bhanushali, an Independent Registered Valuer with Registration No. IBBI/RV/06/2025/15875, having address at Office No. 1204, 12th Floor, The Affaires, Sector 18, Sanpada, Navi Mumbai- 400705 and the price determined by such Independent Registered Valuer in the Valuation Report dated October 28, 2026 is INR 23.68 (Indian Rupees Twenty-Three And Sixty-Eight Paise Only) per equity share.

Pursuant to the above, the minimum floor price of INR 23.68 (Indian Rupees Twenty-Three and Sixty-Eight Paise Only) per equity share has been determined in accordance with Regulation 164(1) read with Regulation 166A(1) of Chapter V of the SEBI (ICDR) Regulations, 2018 for Preferential Issues.

Accordingly, the Board of the Company has fixed the issue price of each equity share for (a) consideration other than cash is INR 23.70 (Indian Rupees Twenty-Three and Seventy Paise Only) each which include premium of INR 13.70 (Indian Rupees Thirteen and Seventy Paise Only) each; and (b) for cash is INR 24 (Indian Rupees Twenty-Four Only) each which include premium of INR 14 (Indian Rupees Fourteen Only) each, which is above the floor price i.e. minimum issue price as determined in compliance with the requirements of the SEBI (ICDR) Regulations, 2018.

In terms of Regulation 163(3) of the SEBI (ICDR) Regulations, 2018 the consideration other than cash comprises only a swap of shares pursuant to the valuation reports dated October 28, 2026 issued by CA Shwet Bhanushali, bearing RV Registration No. IBBI/RV/06/2025/15875, an independent registered valuer, and the said valuation report shall be submitted to the Stock Exchange.

The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link <https://tiimg.tistatic.com/fm/5596239/valuation-report.pdf>

4) Name and address of valuer who performed the valuation:

For the Company and Cleanux:

Name: CA Shwet Bhanushali, an Independent Registered Valuer

Registration No.: IBBI/RV/06/2025/15875

Address: Office No. 1204, 12th Floor, The Affaires, Sector 18, Sanpada, Navi Mumbai- 400705

5) Amount which the Company intends to raise by way of such securities:

Aggregate amount upto INR 6,58,44,675 (Indian Rupees Six Crore Fifty-Eight Lakhs Forty-Four Thousand Six Hundred Seventy-Five Only) by way of issue of equity shares of the Company on preferential basis out of which upto INR 4,96,78,779/- (Indian Rupees Four Crore Ninety-Six Lakhs Seventy-Eight Thousand Seven Hundred Seventy-Nine Only) is for consideration other than cash on a share swap basis and upto INR 1,61,65,896/- (Indian Rupees One Crore Sixty-One Lakhs Sixty-Five Thousand Eight Hundred Ninety-Six Only) payable in cash by the Proposed Allottees, as mentioned in point 1 above.

6) Monitoring agency of Utilization of Funds

Since the issue size is below One hundred Crores Rupees, the appointment of Credit Rating Agency registered with SEBI is not required pursuant to Regulation 162A of SEBI (ICDR) Regulations, 2018.

7) Principal terms of Assets charged as securities:

Not Applicable.

8) Relevant Date with reference to which the price has been arrived at:

In terms of the Regulation 161 and the explanation thereto of Chapter V of the SEBI (ICDR) Regulations, 2018, the 'Relevant Date', for the purpose of determining the minimum issue price of the equity shares proposed to be issue under Preferential Issues is Friday, October 23, 2026 (i.e. being the date, which is 30 days prior to the date of passing of the resolution at the Extraordinary General Meeting of the Company which is to be held on Monday, November 23, 2026).

9) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer and Valuation for consideration other than cash:

The issue price of INR 23.70 (Indian Rupees Twenty-Three and Seventy Paise Only) per equity share for issue of the Swap Shares of the Company to Sellers, and the price as INR 23.70 (Indian Rupees Twenty-Three and Seventy Paise Only) per share for the Sale Shares of Cleanux for the consideration other than cash, both per equity share value has been arrived at on the basis of the valuation reports dated October 28, 2026 issued by CA Shwet Bhanushali, bearing RV Registration No. IBBI/RV/06/2025/15875, Independent Registered Valuer. Accordingly, the swap ratio for issue of Swap Shares against purchase of Sale Shares is 1:1, i.e., 1 equity share of the Company shall be issued and allotted to the Sellers for 1 equity share of Cleanux.

In terms of Regulation 163(3) of the SEBI ICDR Regulations, 2018 the consideration other than cash comprises only a swap of shares pursuant to the valuation report of an independent registered valuer, and the said valuation report shall be submitted to the Stock Exchanges.

10) The intent of the promoters, directors or key management personnel or senior management of the Company to subscribe to the Preferential Issues; contribution being made by the Promoters or Directors either as part of the Preferential Issues or separately in furtherance of the objects:

The equity shares shall be issued to Bhavesh Bhandari and Arti Bhandari, forming part of Promoters, and they have indicated their intention to subscribe to the equity shares on preferential basis as per below details.

Sr. No.	Name	Category	Maximum number of Equity Shares proposed to be allotted	Aggregate value (in ₹)
1	Bhavesh Babulal Bhandari	Promoter	3,40,212	81,65,088
2	Arti Bhavesh Bhandari	Promoter	3,33,367	80,00,808
	TOTAL		6,73,579	1,61,65,896

Other than above, none of the Directors or Key Managerial Personnel or Senior Management of the Company intends to subscribe to any of equity share under the current Preferential Issues or otherwise contribute to the Preferential Issues or separately in furtherance of the objects specified herein above.

11) The Equity Shareholding Pattern of the Company before and after the Preferential Issues:

Sr. No.	Category	Pre Preferential Issues Shareholding (as on 30/09/2026)		No. of Subscription Shares to be Allotted	No. of Swap Shares to be Allotted	Post Preferential Issues Shareholding (Presuming allotment of Subscription Shares and Swap Shares)	
		No. of Equity Shares	%				
A. Promoters and Promoter Group Holding:							
1	Indian:						
	Individual	17,72,178	41.89	6,73,579	-	24,45,757	34.94
2	Foreign	-	-	-	-	-	-
	Sub Total (A = 1+2)	17,72,178	41.89	6,73,579	-	24,45,757	34.94
B. Non – Promoters’ Holding:							
1	Institutions (Domestic)	-	-	-	-	-	-
2	Institutions (Foreign)	-	-	-	-	-	-
3	Central Government/ State Government(s)	-	-	-	-	-	-
4	Non-Institutions:						
	a) Resident Individuals	19,77,692	46.75	-	20,96,151	40,73,843	58.20
	b) Non-Resident Indians	65,600	1.55	-	-	65,600	0.94
	c) Bodies Corporate	2,53,600	5.99	-	-	2,53,600	3.62
5	Any Other (Specify)						
	HUF	1,38,800	3.28	-	-	1,38,800	1.98
	Firm	22,400	0.53	-	-	22,400	0.32
	Sub Total (B = 1+2+3+4+5)	24,58,092	58.11	-	-	45,54,243	65.06
	Grand Total (A + B)	42,30,270	100.00	6,73,579	20,96,151	70,00,000	100.00

12) Proposed time limit within which the allotment shall be completed:

In terms of SEBI (ICDR) Regulations, 2018 the Preferential Issues, shall be completed within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock exchange or other concerned authorities.

13) Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

No allotment on preferential basis has been made by the Company, during the financial year 2026 – 2027.

14) Lock-in Period:

- Equity shares to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018.
- The entire pre-preferential allotment shareholding, if any, of the Sellers and the Proposed Allottees shall be locked-in as per Chapter V of the SEBI (ICDR) Regulations, 2018.

15) Holding of shares in demat form, non-disposal of shares by the Sellers and Proposed Allottees and lock-in

period of shares:

The entire shareholding of the Sellers and the Proposed Allottees, if any is held by them in dematerialized form. The Sellers and the Proposed Allottees including the promoter and promoter group have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of equity shares on preferential basis. The Sellers and the Proposed Allottees have Permanent Account Number. For the lock-in kindly refer to above point.

16) Pending Preferential Issue:

Presently there has been no preferential issue pending or in process except as proposed in this notice.

17) Payment of Consideration:

Since the Subscription Shares are offer and to be issued at cash, full consideration shall be paid by the Proposed Allottees at the time of allotment of Subscription Shares. The Company shall make sure that the consideration is received from each Proposed Allottees from their respective bank account, and in this regard a certificate from the statutory auditors of the Company shall be obtained and submitted with the Stock Exchange.

Since the Swap Shares are offer and issued at consideration other than cash, no consideration shall be received from the Sellers. However, the Swap Shares of the Company shall be allotted to Sellers for Sale Shares of Cleanux.

18) The current and proposed status of the Sellers and Proposed Allottees post the Preferential Issues namely, promoter or non-promoter:

Sr. No.	Name of the Sellers / Proposed Allottees	Current Status of Sellers/ Proposed Allottees	Post Allotment Status of Sellers/ Proposed Allottees
1	Bhavesh Babulal Bhandari	Promoter	Promoter
2	Arti Bhavesh Bhandari	Promoter	Promoter
3	Vishal S Maheshwari	Non-Promoter	Non-Promoter
4	Abhay Gautam	Non-Promoter	Non-Promoter
5	Ashok Kumar Bilgaiyan	Non-Promoter	Non-Promoter
6	Sarita Maheshwari	Non-Promoter	Non-Promoter
7	Vinod Kumar Maheshwari	Non-Promoter	Non-Promoter
8	Shri Narain Laddha	Non-Promoter	Non-Promoter
9	Deepa Maheshwari	Non-Promoter	Non-Promoter
10	Vrinda V Maheshwari	Non-Promoter	Non-Promoter
11	Shweta Maheshwari	Non-Promoter	Non-Promoter

19) Practicing Company Secretary's Certificate:

The certificate, from Ms. Komal Mayur Parekh, (ACS No: 66328, COP No. 28658), from M/s Komal Parekh & Associates, Practicing Company Secretaries, having office at Vinod Apartment, 3rd Floor, Flat No 8, Rahaviji Road, Grant Road Mumbai-400026, dated October 28, 2026, certifying that the preferential issue of Swap Shares and Subscription Shares, are being made in accordance with requirements of Chapter V of SEBI (ICDR) Regulations, 2018, shall be available for inspection by the members and the same may also be accessed on the Company's website by clicking on this link <https://tiimg.tistatic.com/fm/6462732/certificate-under.pdf>

20) Dues toward SEBI, Stock Exchange(s) or Depositories:

There are no outstanding dues of the Company payable to SEBI, Stock Exchange or Depositories.

21) The names of the proposed allottees, identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees and the percentage of post Preferential Issues capital that may be held by the proposed allottees and change in control, if any, in the Company consequent to the Preferential Issues, expected dilution in equity share capital upon issuance of securities:

Sr. No.	Name of the Sellers / Proposed Allottee	Category	Pre-Preferential Issues Shareholding	Maximum no. of Equity	Post Shareholding (Presuming maximum allotment of Swap Shares)
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					Shares to be Allotted	and Subscription Shares)	
			No of Equity Shares	%		No of Equity Shares	%
1	Bhavesh Babulal Bhandari	Promoter / Individual	17,09,788	40.42	3,40,212	20,50,000	29.29
2	Arti Bhavesh Bhandari	Promoter / Individual	62,389	1.47	3,33,367	3,95,756	5.65
3	Vishal S Maheshwari	Non-Promoter / Individual	Nil	Nil	10,68,960	10,68,960	15.27
4	Abhay Gautam	Non-Promoter / Individual	Nil	Nil	8,07,840	8,07,840	11.54
5	Ashok Kumar Bilgaiyan	Non-Promoter / Individual	Nil	Nil	1,27,500	1,27,500	1.82
6	Sarita Maheshwari	Non-Promoter / Individual	Nil	Nil	18,360	18,360	0.26
7	Vinod Kumar Maheshwari	Non-Promoter / Individual	Nil	Nil	18,360	18,360	0.26
8	Shri Narain Laddha	Non-Promoter / Individual	Nil	Nil	18,360	18,360	0.26
9	Deepa Maheshwari	Non-Promoter / Individual	Nil	Nil	18,360	18,360	0.26
10	Vrinda V Maheshwari	Non-Promoter / Individual	Nil	Nil	18,360	18,360	0.26
11	Shweta Maheshwari	Non-Promoter / Individual	Nil	Nil	51	51	0.00

Since all the Sellers and Proposed Allottees are individual, the ultimate beneficial owner is not applicable.

There shall not be any change in control, in the Company consequent to the Preferential Issues. However, the percentage of shareholding and voting rights exercised by the shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Issues. For detailed holding of the Promoter and Promoter Group and Public, please refer to shareholding pattern provided above.

22) Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution:

In the Preferential Issues, the equity shares proposed to be issued to Promoter of the Company and Non-Promoter on a preferential basis. Except as mentioned in Preferential Issue 2, none of the other Directors / Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 02 of this Notice. In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018 approval of the Members for issue and allotment of the Swap Shares and Subscription Shares to the persons belonging to the Non-promoter and Promoter category, is being sought by way of a “Special Resolution” as set out in the said item no. 02 of this Notice.

None of the Promoters, Directors, Manager or Key Managerial Personnel of the Company holds any equity shares in Cleanux, and accordingly none of them holds 2% (two percent) or more of the paid-up share capital of Cleanux, in terms of proviso to Section 102(2) of the Companies Act, 2013.

23) Undertakings:

- None of the Directors or Promoters of the Company are fugitive economic offenders as defined under the SEBI (ICDR) Regulations, 2018.
- As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI (ICDR) Regulations, 2018 governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable. However, the Company shall re-compute the issue price of the equity shares to be allotted in terms of the provision of SEBI (ICDR) Regulations, 2018, if it is required to do so, including pursuant to Regulation 166 of the SEBI (ICDR) Regulations, 2018. The Company further undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

- (c) The Company is and post Preferential Issues, would be 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 company are listed and the SEBI (LODR) Regulations, 2015, as amended, and any circular or notification issued by SEBI.
- (d) None of the Sellers and the Proposed Allottees have sold or transferred any equity shares of the Company during the 90 (Ninety) trading days preceding the Relevant Date.
- (e) None of the persons belonging to Promoter / Promoter Group has previously subscribed to any warrants of the Company and failed to exercise the same.
- (f) The Company has obtained the Permanent Account Numbers (PAN) of the Sellers and the Proposed Allottees, before an application seeking in-principle approval is made by the Company to the stock exchange where its equity shares are listed.
- (g) The Company is eligible to make the Preferential Issues under Chapter V of the SEBI (ICDR) Regulations, 2018.
- (h) The Sellers and the Proposed Allottees have confirmed that the Sellers and the Proposed Allottees shall be an entity eligible under SEBI (ICDR) Regulations, 2018 to undertake the Preferential Issues.

24) Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of its promoters or directors is a wilful defaulter

The Company or any of the Company's promoters or directors have not been declared as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI (ICDR) Regulations, 2018 are not applicable.

25) Listing:

The Company will make an application to NSE Emerge at which the existing equity shares are presently listed, for listing of the Swap Shares and Subscription Shares to be allotted to the Sellers and the Proposed Allottees, respectively. Such Swap Shares and Subscription Shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects, including dividend, and voting rights.

26) Compliances:

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (LODR) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public.

27) SEBI (SAST) Regulations, 2011:

In the present case none of the Sellers and the Proposed Allottees would attract SEBI (SAST) Regulations, 2011 and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchange, if required.

28) Pursuant to the proposed investment and in accordance with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

29) Other disclosures:

- (a) The Authorized Equity Share Capital of the Company is proposed to be increased subject to shareholders' approval, in order to permit the Company to further issue equity shares of the Company.
- (b) Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of a special resolution. Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or Regulations and the provisions of the SEBI (LODR) Regulations, 2015 for authorizing the Board to offer, issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company to the member of promoter and non-promoter of the Company on a preferential basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Shareholders / Members of the Company as per applicable law.

Except, Bhavesh Babulal Bhandari and Arti Bhavesh Bhandari, being the related parties with whom the above transactions are proposed to be entered into, are interested/concerned in the resolution, none of the other Directors or Key Managerial Personnel of the Company, or their relatives, are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018 the Board of Directors believes that the proposed Preferential Issues is in the best interest of the Company and its Shareholder and, therefore approval of the Shareholders for issue and allotment of the said equity shares to the Promoter/Non-Promoter being sought by way of a special resolution as set out in the said item no. 02 of this Notice.

ITEM 03: TO APPROVE RELATED PARTY TRANSACTION FOR PURCHASE OF OFFICE PREMISES FROM A DIRECTOR OF THE COMPANY

The Company proposes to purchase office premises situated at T2, JP Imperia, Shop No. 313, Near Arch Garden, Vinay Nagar, Mira Road (East), Thane – 401107, Maharashtra, India, admeasuring approximately 488 square feet, as its Corporate Office, which premises are currently taken on rent from Mr. Bhavesh Bhandari, Managing Director of the Company.

Mr. Bhavesh Bhandari, Managing Director of the Company and is a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 ('the Act') and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'). The proposed transaction involves the purchase of immovable property from a Related Party and falls within the scope of Section 188(1)(b) of the Act. The proposed consideration for the acquisition shall not exceed ₹3,50,00,000 (Rupees Three Crore Fifty Lakh only).

The financial particulars and the calculation of the applicable threshold are as follows:

Particulars	Amount
Net Worth of the Company as per last audited financial statements	₹1,542.44 lakh
Applicable threshold	10% of Net Worth
Threshold amount	₹154.24 lakh (₹1.54 crore)
Proposed Purchase Consideration	₹350.00 lakh (₹3.50 crore)
Amount by which proposed consideration exceeds threshold	₹195.75 lakh (₹1.95 crore)

Accordingly, the proposed purchase consideration of ₹350.00 lakh exceeds the prescribed threshold of ₹154.24 lakh under Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014. Further, since the proposed transaction is not in the ordinary course of business of the Company, approval of the Members by way of an Ordinary Resolution is being sought pursuant to Section 188 of the Act.

In terms of Regulation 23(1) of the SEBI LODR Regulations, applicable to listed entities are subject to the prescribed applicability conditions, a transaction with a Related Party shall be considered material if the transaction, individually or together with previous transactions during a financial year, exceeds ₹50 crore or 10% of the annual consolidated turnover of the listed entity as per its last audited financial statements, whichever is lower.

The calculation of the applicable materiality threshold is as follows:

Particulars	Amount
Annual Consolidated Turnover as per last audited financial statements	₹2,554.43 lakhs
Applicable threshold	10% of Annual Consolidated Turnover
10% of Annual Consolidated Turnover	₹255.44 lakhs (₹2.55 crores)
SME-specific absolute threshold	₹50 crores
Applicable Materiality Threshold (lower of the above)	₹2.554 crores
Proposed Purchase Consideration	₹3.50 crores
Amount by which proposed consideration exceeds threshold	₹94.55 lakhs (₹0.94 crore)

Accordingly, subject to the applicability of Regulation 23 to the Company and taking into account the aggregate value of transactions with the Related Party during the relevant financial year, the proposed transaction exceeds the materiality threshold prescribed under Regulation 23(1) of the SEBI LODR Regulations. Consequently, prior approval of the Members by way of an Ordinary Resolution is required under Regulation 23(4) of the SEBI LODR Regulations.

In view of the above, the approval of the Members is being sought under Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and, wherever applicable, Regulation 23 of the SEBI LODR Regulations.

The proposed acquisition is being considered with a view to securing permanent ownership of the premises presently occupied by the Company, ensuring continuity of its corporate office operations, reducing dependence on rented premises and avoiding recurring rental expenditure. The acquisition is also expected to provide long-term stability in respect of the Company's office infrastructure and business operations.

The proposed purchase consideration shall not exceed ₹3,50,00,000 (Rupees Three Crore Fifty Lakh only), subject to the valuation of the property, prevailing market conditions and other relevant commercial considerations. The proposed transaction involves the purchase of immovable property from a Related Party and falls within the scope of Section 188(1)(b) of the Act. The transaction is not in the ordinary course of business of the Company and accordingly, the requisite approvals under the Act and the rules made thereunder are being sought.

The material particulars of the proposed related party transaction are set out below:

Particulars	Details
Name of Related Party	Mr. Bhavesh Bhandari
Relationship with the Company	Managing Director of the Company
Nature of Transaction	Purchase of existing Corporate Office premises
Details of Property	T2, JP Imperia, Shop No. 313, Near Arch Garden, Vinay Nagar, Mira Road (East), Thane – 401107, Maharashtra, India,
Area of Property	Approximately 488 square feet
Present Use	Corporate Office of the Company
Existing Arrangement	Premises currently occupied by the Company on rental basis
Existing Monthly Rent	₹ 87,846
Proposed Purchase Consideration	Not exceeding ₹3,50,00,000
Nature of Consideration	Monetary consideration
Terms of Payment	Lump sum
Purpose of Transaction	Acquisition of ownership of the existing Corporate Office premises
Whether in Ordinary Course of Business	No
Whether on Arm's Length Basis	Yes
Maximum Transaction Value	₹3,50,00,000
Other Material Terms	Existing rental arrangement shall be dealt with upon completion of the acquisition, as mutually agreed and legally documented

The proposed acquisition is expected to be commercially beneficial to the Company as it would enable the Company to acquire ownership of the premises already being used for its Corporate Office, thereby ensuring continuity of operations and avoiding future rental obligations in respect of the said premises.

The proposed transaction shall be subject to the prior approval of the Audit Committee and the Board of Directors, as applicable, and approval of the Members of the Company under Section 188 of the Act and Regulation 23 of the SEBI LODR Regulations, wherever applicable.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Bhavesh Bhandari and Ms. Arti Bhandari, who are interested in the proposed transaction, and his/her relatives to the extent of their shareholding or interest, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any.

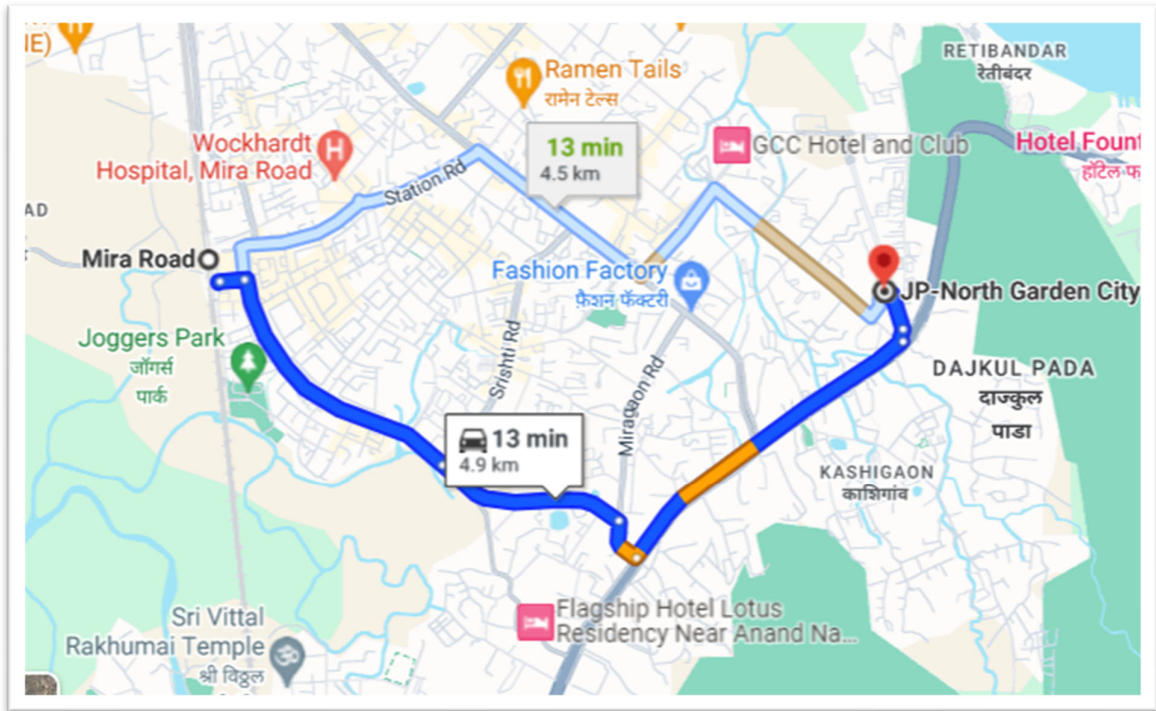
In this Notice, any discrepancy in any table between the total and sums of the amount listed are due to rounding off.

Place: Mira Road, Thane
Date: October 28, 2026

**By Order of the Board
For Rite Zone Chemcon India Limited**

**Sd/-
Bhavesh Bhandari
Chairman
DIN: 07082054**

ROUTE MAP TO THE EGM VENUE



Venue:

JP North Club House, Near Vinay Nagar
Off. Kashmiri Road, Mira Bhayander Road
Mira Road East, Thane -401107
Maharashtra, India.

ATTENDANCE SLIP

(To be presented at the entrance)

EXTRA ORDINARY GENERAL MEETING ON MONDAY, NOVEMBER 23, 2026 AT 11.00 A.M. IST

at JP North Club House, Near Vinay Nagar, off. Kashmirira Road, Mira Bhayander Road,
Mira Road East, Thane - 401107, Maharashtra, India.

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Monday, November 23, 2026 at 11.00 A.M. at JP North Club House, Near Vinay Nagar, off. Kashmirira Road, Mira Bhayander Road, Mira Road East, Thane - 401107, Maharashtra, India.

Folio No.	DP ID No.	Client ID No.	Name of the Member

Signature: _____

Name of the Proxyholder/ Authorised Representative _____

Signature: _____

1. Only Member/Proxyholder/Authorised Representative can attend the Meeting.
2. Member/Proxyholder/Authorised Representative should bring his/her copy of the Notice of the EGM for reference at the Meeting.

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Name of the Member(s): _____

Registered address: _____

Folio No.	DP ID No.	Client ID No.	Name of the Member

I/We, being the member(s) of _____ Equity Shares of Rite Zone Chemcon India Limited, hereby appoint:

Particulars

1. Name: _____
Address: _____
E-mail ID: _____
Signature: _____
OR FAILING HIM/HER
2. Name: _____
Address: _____
E-mail ID: _____
Signature: _____
OR FAILING HIM/HER
3. Name: _____
Address: _____
E-mail ID: _____
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting on Monday, November 23, 2026 at 11.00 A.M. IST at JP North Club House, Near Vinay Nagar, off. Kashmirira Road, Mira Bhayander Road, Mira Road East, Thane -401107, Maharashtra, India, and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolution	For	Against
Special Business			
1	To approve Increase in Authorised Share Capital of the Company and consequential alteration in Capital Clause of the Memorandum of Association of the Company		
2	To approve offer, issue and allotment of equity shares of the Company on preferential issue basis		
3	To approve related party transaction for purchase of office premises from a Director of the Company		

Signed this _____ day of _____ 2026

Signature of Shareholder _____ Signature of Proxy holder(s) _____

NOTES:

1. This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at Row House 11, Beverly Park, Row House Chs Ltd Mira Road, Thane - 401107, Maharashtra, India, not less than 48 hours before the commencement of the Meeting.
2. **This is only optional. Please put a '√' in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Appointing proxy does not prevent a member from attending in person if he so wishes.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.