RA GALA & ASSOCIATES
COMPANY SECRETARIES

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014*]*

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **EVERGREEN RECYCLEKARO (INDIA) LIMITED** *(formerly known as Evergreen Recyclekaro (India) Private Limited)* as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31st March, 2025. In our opinion and to the best of my information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. As per the audit conducted, during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1. its status under the Act;

2. maintenance of registers/records & making entries therein within the time prescribed therefor;

3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, ~~Regional Director, Central Government, the Tribunal , Court or other authorities~~ within/beyond the prescribed time;

4. calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the Members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings ~~including the circular resolutions~~ and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;

5. Closure of Register of Members / Security holders, as the case may be.

6. Advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;

7. Contracts/arrangements with related parties as specified in section 188 of the Act;

8. Issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
(During the year under review, the Company has issued and allotted securities by way of Equity Shares, Compulsorily Convertible Preference Shares (CCPS), and Non-Convertible Debentures (NCDs) in accordance with the applicable provisions of the Companies Act, 2013. The details of allotment are attached in below Annexure A)

4/94, Malad CHS Ltd., Poddar Road, Malad (East), Mumbai-400097
E-mail id: rinkeshgala94@gmail.com | Cell: 9699320586

9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;

10. declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;

11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;

12. constitution/ ~~appointment~~/ ~~re-appointments~~/ ~~retirement/ filling up casual vacancies~~/ disclosures of the Directors, ~~Key Managerial Personnel~~ and the remuneration paid to them;

13. appointment/ reappointment~~/ filling up casual vacancies/ Ratification~~ of auditors as per the provisions of section 139 of the Act;
(During the period under review, a casual vacancy arose in the office of the Statutory Auditors due to the resignation of M/s. Naik Mehta & Co., Chartered Accountants (FRN: 124529W). The Company has appointed M/s. M S K C & Associates LLP, Chartered Accountants (FRN: 001595S/S000168) at the Extra-Ordinary General Meeting held on April 15, 2025, to fill the said casual vacancy and for a further term of five years from the conclusion of the ensuing Annual General Meeting till the conclusion of the AGM to be held in FY 2030–31, in accordance with the provisions of the Act.)

14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
(During the period under review, there were no instances which requires approval of the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act)

15. acceptance/ renewal/ repayment of deposits;
(During the period under review, there were no instances of acceptance / renewal/ repayment of deposits during the year)

16. borrowings from its directors, members, ~~public financial institutions~~, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;

17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;

18. alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;
(During the year under review, the Authorized Share Capital of the Company was increased from ₹5,00,000 divided into 50,000 equity shares of ₹10/- each to ₹5,05,000 divided into 50,000 equity shares of ₹10/- each and 500 CCPS of ₹10/- each, pursuant to approval of the shareholders at the Extra-Ordinary General Meeting held on October 14, 2024.

Further, the Members at the Extra-Ordinary General Meeting held on February 25, 2025, approved the conversion of the Company from a Private Limited to a Public Limited Company by passing a Special Resolution. The Registrar of Companies approved the change in status effective from April 1, 2025, and the name of the Company was altered accordingly.)

For RA Gala & Associates,
Practicing Company Secretaries,
FRN: P2019MH075400

RINKESH RASHIKLAL GALA
Digitally signed by RINKESH RASHIKLAL GALA
Date: 2026.03.17 10:25:35 +05'30'

Rinkesh Gala
Partner
ACS No.42486 | C.P. No.20128
Peer review no. 6726/2025
UDIN: A042486G004078201

Place: Mumbai
Date: March 17, 2026

A. Equity Shares:

Date of Allotment	*No. of Equity Shares*	*Face Value (₹)*	*Issue Price (₹)*
23-10-2024	*91*	*10/-*	*7,01,304*
04-11-2024	*59*	*10/-*	*7,01,304*
11-11-2024	*28*	*10/-*	*7,01,304*
21-11-2024	*06*	*10/-*	*7,01,304*
23-01-2025	*148*	*10/-*	*7,01,304*
29-01-2025	*43*	*10/-*	*7,01,304*
Total	*375*		

B. Compulsorily Convertible Preference Shares (CCPS)

Date of Allotment	*No. of CCPS*	*Face Value (₹)*	*Issue Price (₹)*
28-11-2024	*21*	*10/-*	*7,01,304*
03-12-2024	*160*	*10/-*	*7,01,304*
05-12-2024	*84*	*10/-*	*7,01,304*
Total	*265*		

C. Non-Convertible Debentures (NCDs)

Date of Allotment	*No. of NCDs*	*Face Value (₹)*
02-01-2025	*1000*	*100000/-*
21-01-2025	*500*	*100000/-*
Total	*1,500*	