

To,  
The Board of Directors  
Rexnord Electronics and Controls Limited  
CIN No: L31200MH1988PLC047946  
92D, Government Industrial Estate, Charkop,  
Kandivali (W), Mumbai, Maharashtra, 400067

**CERTIFICATE ON COMPLIANCE OF CHAPTER V - "PREFERENTIAL ISSUE" OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AS AMENDED**

We, M/s. GMJ & Associates, Practicing Company Secretaries, have been requested by Rexnord Electronics and Controls Limited ("**the Company**") to certify compliance with the requirements of Chapter V - Preferential Issue of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (*hereinafter referred to as "SEBI (ICDR) Regulations"*), for the purpose of presenting at the Extra Ordinary General Meeting (EGM) of the Company to be held on May 12, 2023.

This certificate is in relation to the proposed preferential issue, to Promoter/Promoter Group and Non - Promoter on preferential basis upto 21,00,000 (Twenty One Lakh) Warrants convertible into equal number of Equity Shares of face value of Rs. 10/- each, at a price of Rs. 109/- each [Rupees One Hundred and Nine Only] (including premium of Rs. 99/- each [Rupees Ninety Nine Only]) or at a price being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter V of SEBI (ICDR) Regulations, whichever is higher.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the Chapter V - Preferential Issue of SEBI (Issue of Capital and Disclosure Requirements) Regulation 2018 as amended thereto, to the extent applicable, in regard to the proposed Preferential issue to Promoter/Promoter Group and Non-Promoter, on preferential basis upto 21,00,000 (Twenty One Lakh) Warrants convertible into equal number of Equity Shares of face value of Rs. 10/- each, at a price of Rs. 109/- each [Rupees One Hundred and Nine Only] (including premium of Rs. 99/- each [Rupees Ninety Nine Only]) or at a price being not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter V of SEBI (ICDR) Regulations, whichever is higher.

This Certificate is issued solely for the purpose of presenting at the Extra Ordinary General Meeting (EGM) of the Company to be held on May 12, 2023 and for the purpose of submission to the BSE Limited, the only Stock Exchange where the equity shares of the Company is listed.

For GMJ & ASSOCIATES  
Company Secretaries

  
[MAHESH SONI]  
PARTNER  
FCS: 3706 COP: 2324  
UDIN: F003706E000090727



PLACE: MUMBAI  
DATE: APRIL 13, 2023.