



SAMEER KISHORE BHATNAGAR

COMPANY SECRETARY

Date: May 18, 2026

**The Board of Directors
Marble City (India) Limited
A - 30, S - 11, Kailash Colony,
Second Floor,
New Delhi-110048**

Dear Sirs

Independent Practicing Company Secretary's certificate – Preferential Allotment of Equity Shares.

- 1) This certificate is issued in accordance with the terms of our engagement letter dated 15th May, 2026, and as per the requirement of sub-regulation 2 of Regulation 163 under Chapter V of the Securities and Exchange Board of India (the 'SEBI') (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI Regulations').
- 2) As required, we have examined the compliance with the Regulation 159, 160, 163(1) and 164(4) of Chapter V of the SEBI Regulations (the 'Regulations') for preferential issue of Convertible Warrants of M/s Marble City (India) Limited (the 'Company') approved by the Board of Directors (the 'Board') in its meeting held on 15th May, 2026.
- 3) In terms of the SEBI Regulations, the Company has issued a Notice of Extra Ordinary General Meeting along with the explanatory statement dated 15th May, 2026 (together referred to as the 'Notice') to the shareholders of the Company pursuant to provisions of Section 110 of the Companies Act, 2013 (the 'Act') read with the Companies (Management and Administration) Rules, 2014 as amended and other applicable provisions of the Act, if any, seeking the consent of the shareholders to the proposed issue of up to 30,00,000 (Thirty Lakhs Only) convertible warrants into equivalent number of equity shares of the Company of face value of Rs. 5/- each, fully paid up at a price in compliance with applicable provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

Management's Responsibility

- 4) The compliance with the aforesaid SEBI Regulations for the preferential issuance of up to 30,00,000 (Thirty Lakhs Only) Convertible Warrants convertible in to equivalent number of equity shares of Rs 5/- each and preparation of the aforesaid Notice, is the responsibility of

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management of the Company. Management is also responsible for preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Notice and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

5) Management is also responsible for providing all relevant information to the SEBI and/or BSE Limited.

Our's Responsibility

6) For the purpose of this certificate, we have planned and performed the following procedures to determine whether anything has come to our attention that causes us to believe that the proposed preferential issue of convertible warrants as set out in Notice of Extra Ordinary General Meeting is not in accordance with the requirements of the Regulations:

a) With respect to conditions specified in Regulation 159 & 160 of the SEBI Regulations, we have performed the following procedures to confirm the compliance with required conditions:

- verified that the Company has obtained requisite undertaking from the proposed allottees to ensure that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the relevant date;
- obtained confirmation from the Registrar and Transfer Agent of the Company (i.e. MAS Services Limited) to verify the 'pre-preferential holding' of equity shares of the Company held by the proposed allottees, if any and such 'pre-preferential holding' is held in the dematerialized form;
- examined the Notice and confirmed that the special resolution for proposed preferential issue of Convertible Warrants is included in the same;
- enquired with the management of the Company and obtained representation to confirm that the Company has adhered to conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchanges where the equity shares of the issuer is listed; and
- verified that the Company has obtained Permanent Account Number ('PAN') of the proposed allottees. The Company has relied on the email provided by the proposed allottees for the PAN and verified the PAN independently from the NSDL website.

b) Read the Notice and verified that the following disclosures have been made in accordance with Regulation 163(1) of the SEBI Regulations in the Notice:

- the objects of the preferential issue;
- the maximum number of warrants convertible into equity shares to be issued;



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- the intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer;
 - the shareholding pattern of the issuer before and after the preferential issue
 - the time frame within which the preferential issue shall be completed;
 - the 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 issue capital that may be held by them and change in control in the issuer consequent to the preferential issue except in the case of listed company, mutual fund, scheduled commercial bank, Insurance company registered with the Insurance Regulatory and Development Authority of India where the regulation exempts disclosure of ultimate beneficial owner of such proposed allottees;

 - the undertaking that the issuer shall re-compute the price of the equity shares in terms of the provision of Regulation 164(3) of the SEBI Regulations where it is required to do so;

 - the undertaking that if the amount payable on account of the re-computation of price where it is required to do so is not paid within the time stipulated, the equity shares shall continue to be locked in till the time such amount is paid by the allottees if the provision of Regulation 164(3) of the SEBI Regulations is applicable;

 - disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower.
- c) With respect to compliance with minimum price for preferential issue in accordance with Regulation 165 of the SEBI Regulations, company has obtained Valuation Report from Independent Registered Valuer dated 15th May, 2026 and also has obtained valuation report from independent registered valuer in terms of Regulation 166A of SEBI ICDR Regulation;
- 7) The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement and consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

CONCLUSION

- 8) Based on the procedures performed as mentioned above and information, explanations and representations provided by the Company, I hereby confirm that the proposed preferential issue of convertible warrants is being made in accordance with the requirements of these SEBI (ICDR) Regulations, 2018.



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RESTRICTION OF USE

9) This certificate is addressed to and provided to the Company solely for being made available on the website of the Company to facilitate online inspection by the members to comply with the requirement of Regulation 163(2) of the Regulations and should not be used by any other person or for any other purpose.

Signature

Sameer Kishore Bhatnagar
Practicing Company Secretary
M. No. 30997
CoP 13115
UDIN: A030997H000396439

Dated: 18.05.2026

Place: Delhi