PRACHI BANSAL AND ASSOCIATES
COMPANY SECRETARIES
Address- House no 837 Sector 28, Faridabad,121008
Phone no- 9899563128; Mail id- Prachi.jain2805@gmail.com

October 26, 2026

To,
The Shareholders
Marco Cables & Conductors Limited
CIN: L27320MH1989PLC051376
Regd Address: Shop No 100, Opposite Bhai Gangaram Market,
Main Road, Ulhasnagar, Thane - 421005 Mumbai, Maharashtra, India

Sub.: Certificate under Regulation 163 (2) of the SEBI (ICDR) Regulations, 2018.

Pursuant to the requirements of sub-regulation 2 of Regulation 163 of Part III of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('ICDR Regulations'), it is my responsibility to obtain limited assurance and conclude as to whether the details of the proposed preferential issue of securities is in accordance with the requirements of the ICDR Regulations as applicable to the Preferential Issue of Securities. Accordingly, my scope of work did not include verification of compliance with other requirements of the ICDR Regulations, Companies Act, 2013, Rules and Regulations framed thereunder, other circulars, notifications, etc. as issued by relevant regulatory authorities from time to time, and any other laws and regulations applicable to the company.

In respect of the proposed issuance of up to 63,00,000 equity warrants of Marco Cables & Conductors Limited (CIN: L27320MH1989PLC051376) (hereinafter referred to as the "Issuer" or "MARCO") having its registered office at Shop No 100, Opposite Bhai Gangaram Market, Main Road, Ulhasnagar, Thane - 421005 Mumbai, Maharashtra, India in terms of Notice dated October 19, 2026 convening the Extra Ordinary General Meeting of the Company (hereinafter referred to as the "EGM Notice"), I, Prachi Bansal, Practicing Company Secretary, have verified the relevant records and documents of the issuer and state that:

In respect of agenda item No. 1 of the EGM Notice i.e. 1. to approve Issue of Equity Warrants of the Company to certain identified promoters and non-promoter persons / entities on Preferential Basis, based on information, explanations and representations provided by the Company, I certify that the proposed preferential issue is in compliance with the provisions of Chapter V of ICDR Regulations.

Management's Responsibility

1. The compliance with the aforesaid SEBI ICDR Regulations for the preferential allotment of equity warrants and preparation of the aforesaid Notice, including its content is the responsibility of 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.

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2. Determine the relevant date, being the weekday thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue;

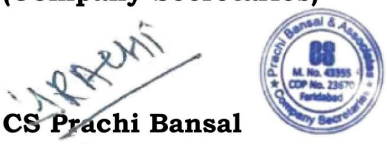
3. Determination of the minimum price of equity shares in accordance with Regulation 164 of the ICDR Regulations.

4. Management is also responsible for providing all relevant information to the SEBI, and/or National Stock Exchange of India Limited.

Restriction of use

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 aforementioned Regulations and should not be used by any other person or for any other purpose. Accordingly, our certificate should not be quoted or referred to in any other document or made available to any other person or persons without our prior written consent. Also, we neither accept nor assume any duty or liability for any other purpose or to any other party to whom our certificate is shown or into whose hands it may come without our prior written consent.

For Prachi Bansal & Associates
(Company Secretaries)



CS Prachi Bansal
Proprietor
Membership No: 43355
COP No: 23670
UDIN: A043355H002015591

Date: October 26, 2026
Place: Faridabad