



PRACHI BANSAL AND ASSOCIATES  
COMPANY SECRETARIES

Address- House no 837 Sector 28, Faridabad, 121008  
Phone no- 9899563128; Mail id- Prachi.jain2805@gmail.com

February 27, 2026

To,  
The Shareholders  
MAC Hotels Limited  
CIN: L55101GA1990PLC001100  
First Floor Beach Plaza (Annexee) Nomxin Caranzalem,  
Ilhas Goa, Panaji, Goa, India, 403001

**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 our 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, our 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 48,00,500 Equity Shares and up to 73,68,712 convertible warrants of MAC Hotels Limited (CIN: L55101GA1990PLC001100) (hereinafter referred to as the "issuer" or "MACH") having its registered office at First Floor Beach Plaza (Annexee) Nomxin Caranzalem, Ilhas Goa, Panaji, Goa, India, 403001 in terms of Notice dated February 19, 2026 convening the Extra Ordinary General Meeting of the Company (hereinafter referred to as the "EGM Notice"), We, Prachi Bansal & Associates, Practicing Company Secretaries, have verified the relevant records and documents of the issuer and state that:

In respect of Agenda item, No 2 and 3 of the EGM Notice i.e. to consider and approve issue of equity shares of the company to certain identified persons/entities on Preferential Basis and to approve Issue of equity warrants of the company to certain identified promoters/members of promoter group on Preferential Basis based on information, explanations and representations provided by the Company we 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 shares and warrants and preparation of the aforesaid Notice, including its content is the



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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.

2. Determine the relevant date, being the date 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:** A043355G004008239

**Date:** February 27, 2026

**Place:** Faridabad