

**RAMESH CHANDRA BAGDI & ASSOCIATES**  
**COMPANY SECRETARIES**  
**31, SHRADDHANAND MARG, CHHAWANI, INDORE(MP)-452001**  
**Email : [rcbagdipcs@yahoo.in](mailto:rcbagdipcs@yahoo.in)      Mobile – 9827244043**

The Chief General Manager  
 Listing Operation,  
 BSE Limited,  
 20th Floor, P. J. Towers,  
 Dalal Street,  
 Mumbai – 400001

Dear Sir,

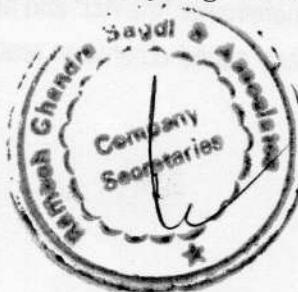
**Sub: Application for “In-principle approval” prior to issue and allotment of 90,00,000 0% Convertible Equity Warrants on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.**

We, Ramesh Chandra Bagdi (Prop. of Ramesh Chandra Bagdi & Associates), Practicing Company Secretary have verified the relevant records and documents of New Markets Advisory Limited with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that

- a) None of the proposed Allottee(s) has/ have sold any equity shares of the company during the 90 trading days preceding the relevant date. Further, the proposed Allottee(s) is/ are not promoter/ promoter group entity.
- b) Four proposed allottees are holding equity shares of the issuer for a period starting from the relevant date till the date of preferential allotment as follows:

Sr. No	Name of the proposed allottee	The natural persons who are ultimate beneficial owner	Category (Promoter/Non-Promoter)	No. of Shares	Percentage holding (%)
1	Mr. Purshottam R Bohra	Individual	Non Promoter	19,700	1.59
2	M/s. Purushotam R Bohra HUF	Individual	Non Promoter	12200	0.98
3	Mrs. Anita Ganesh Devmane	Individual	Non Promoter	4000	0.32
4	Mrs. Divya Gulechha	Individual	Non Promoter	8000	0.64

- c) The pre-preferential shareholding of each of proposed allottee(s) has been locked in accordance with Regulation 167 (6) SEBI (ICDR) Regulations, 2018. Further, there is no sale/ pledge of pre-preferential.



Name of Proposed Allottee	DP ID *	Pre-preferential holding	Lock-in details		Pledge d with	Pledge end date
			From	To		
Mr. Purshottam R Bohra	1206440000006480	19,700	02/07/2025	06/02/2026	NA	NA
M/s. Purushotam R Bohra HUF	1206440000016518	12200	02/07/2025	06/02/2026	NA	NA
Mrs. Anita Ganesh Devmane	1202000000352811	4000	02/07/2025	06/02/2026	NA	NA
Mrs. Divya Gulechha	1203320354206727	8000	02/07/2025	06/02/2026	NA	NA

d) None of the proposed allottees belonging to promoter(s) or the promoter group is ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.

e) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no Statutory Authority has restrained the company from issuing these proposed securities.

f) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MOA) and Article of Association (AOA) of the company. It is further confirmed that for the proposed preferential issue, the price of the convertible equity warrants and Equity shares of the company has been determined in compliance with the valuation requirement as mentioned in the AOA of the company."

g) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 2025-2026 is more than 5% of the post issue fully diluted share capital of the issuer.

OR

~~The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. 2024-25 is less than 5% of the post issue fully diluted share capital of the issuer.~~

**FOR RAMESH CHANDRA BAGDI & ASSOCIATES,  
Practicing Company Secretaries,**

CS RAMESH CHANDRA BAGDI

ACS: F8276

COP: 2871

Peer Review Certificate No.: 1560/2021

UDIN: F008276G000693147

Date: 02/07/2025



*R. C. Bagdi*