# NEW MARKETS ADVISORY LIMITED

71, LAXMI BUILDING, 4TH FLOOR, SIR P. M. ROAD, FORT, MUMBAI 400 001
Email ID: newmarkets@ymail.com CIN: L74120MH1982PLC028648, Tel.: 22661541, Tel/Fax: 22618327

**02nd September, 2022**

To,
**BSE Limited**
First Floor, New Trade Wing
Rotunda Building, Phiroze Jeejeebhoy Towers
Dalal Street, Fort Mumbai 400 023
Fax No.2272 3121/2037/2039

Dear Sir/Madam,

**SUB: OUTCOME OF BOARD MEETING HELD ON 2ND SEPTEMBER, 2022 IN ACCORDANCE WITH REGULATION 30 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

WITH REGARDS TO THE CAPTIONED MATTER AND IN COMPLIANCE WITH THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015 ("LISTING REGULATIONS"), THIS IS TO INFORM YOU THAT AT THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY WHICH COMMENCED AT 04.30 P.M. AND CONCLUDED AT 05.20 P.M. TODAY I.E. FRIDAY, 02ND SEPTEMBER, 2022, THE BOARD OF DIRECTORS HAVE INTER ALIA CONSIDERED AND APPROVED THE FOLLOWING:

1. ISSUE OF UPTO 10,00,000 WARRANTS CONVERTIBLE INTO EQUITY SHARES HAVING FACE VALUE OF RE. 10/- EACH PROPOSED TO BE ISSUED AT RS. 10/- EACH ON A PREFERENTIAL BASIS ("PREFERENTIAL ISSUE") TO NON PROMOTERS IN ACCORDANCE WITH CHAPTER V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 ("SEBI ICDR REGULATIONS"), AS AMENDED, AND OTHER APPLICABLE LAWS, SUBJECT TO THE APPROVAL OF THE MEMBERS OF THE COMPANY AND SUCH REGULATORY/ STATUTORY AUTHORITIES AS MAY BE APPLICABLE.

   THE INFORMATION IN THIS REGARDS PURSUANT TO REGULATION 30 OF THE SEBI LISTING REGULATIONS READ WITH SEBI CIRCULAR NO. CIR/CFD/CMD/4/2015 DATED SEPTEMBER 9, 2015 AS ANNEXURE I.

2. APPROVED NOTICE OF 40TH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 30TH SEPTEMBER, 2022 ALONGWITH DIRECTORS REPORT AND THE ANNEXURES THEREON FOR THE F.Y.2021-22.

3. CONSIDERED AND APPROVED 23RD SEPTEMBER, 2022 AS RECORD DATE FOR THE PURPOSE OF ANNUAL GENERAL MEETING TO BE HELD ON 30TH SEPTEMBER, 2022.

4. CONSIDERED AND APPROVED BOOK CLOSURE DATES FOR THE PURPOSE OF THE ANNUAL GENERAL MEETING FROM 24TH SEPTEMBER, 2022 TO 30TH SEPTEMBER,2022 (BOTH DAYS INCLUSIVE).

5. CONSIDERED AND APPROVED E- VOTING FACILITY FROM 27TH SEPTEMBER, 2022 AT 09.00 AM TO 29TH SEPTEMBER, 2022 AT 05.00 PM.

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6. CONSIDERED AND APPROVED APPOINTMENT OF MR.SUHAS S. GANPULE OF M/s. S. G. & ASSOCIATES AS SCRUTINIZER FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 30TH SEPTEMBER, 2022.

7. CONSIDERED AND APPROVED REAPPOINTMENT OF **M/S. LAXMIKANT KABRA & CO. LLP,** CHARTERED ACCOUNTANTS, (ICAI FIRM REGISTRATION NO. 117183W), AS THE STATUTORY AUDITORS OF THE COMPANY FOR A SECOND TERM OF FIVE (5) YEARS.

8. CONSIDERED AND APPROVED RECOMMENDATION FOR APPOINTMENT OF A DIRECTOR IN PLACE OF MR. PRAKASH SHAH (DIN: 01136800), WHO RETIRES BY ROTATION AT THIS ANNUAL GENERAL MEETING AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

9. CONSIDERED AND APPROVED SUBJECT TO APPROVAL OF SHAREHOLDERS, THE INCREASE IN AUTHORISED SHARE CAPITAL FROM EXISTING RS. 1,25,00,000/- DIVIDED INTO 12,50,000 EQUITY SHARES OF RS. 10/- EACH TO RS. 3,00,00,000/- DIVIDED IN TO 30,00,000 EQUITY SHARES OF RS. 10/- EACH.

10. CONSIDERED AND APPROVED ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

11. CONSIDERED AND APPROVED REAPPOINTMENT OF MR. KISHOR KANHIYALAL JAIN (DIN: 02385072) AS WHOLE TIME DIRECTOR OF THE COMPANY SUBJECT TO APPROVAL OF SHAREHOLDERS.

12. CONSIDERED AND APPROVED REAPPOINTMENT OF MR. PRATEEK GAUTAM CHOPRA (DIN: 07303755) AS AN INDEPENDENT DIRECTOR SUBJECT TO APPROVAL OF SHAREHOLDERS.

13. CONSIDERED AND APPROVED 31ST AUGUST,2022 AS RELEVENT DATE BEING 30 DAYS PRIOR TO THE DATE OF PASSING OF THE RESOLUTION BY THE MEMBERS AT THE ANNUAL GENERAL MEETING IN RELATION TO ISSUE OF WARRANTS ON PREFERNTIAL BASIS

14. OTHER ROUTINE BUSINESS.

Thanking You,

Yours Sincerely,

For **New Markets Advisory Ltd**

NEW MARKETS ADVISORY LTD. MUMBAI

**Prakash Shah**
**Director**
**DIN: 01136800**

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**Annexure A**

1. Type of securities proposed to be issued (viz. Equity shares, convertibles etc.):-

Convertible Warrants

2. Type of issuance (further public offering, rights issue, depository recei pts (ADR/ GDR), qualified institutions placement, pref erential allotment etc.):-
Preferential allotment
Preferential Issue in accordance with Chapter V of SEBI ICDR Regulations and other applicable laws.

3. Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately):-

The Company will issue and allot 10,00,000 (Ten Lakhs) Convertible Warrants at a price of Rs.10 per share (face value of Rs. 10 each) aggregating to the amount of Rs. 1,00,00,000/- (Rupees One Crore Only).

4. Details furnished in case of convertible Warrant on preferential issue:

i. Investor details:

| Sr.No. | Name of the Investor | Category (Promoter/ Non Promoter) | Preferential Issue Number of Warrants |
|---|---|---|---|
| 1 | PRAKASH BHOORCHAND SHAH | Non Promoter- PUBLIC | 4,00,000 |
| 2 | KISHORE KANHIYALAL JAIN | Non Promoter -PUBLIC | 3,00,000 |
| 3 | KAMLESH DHARAMCHAND BHATIYA | Non Promoter-PUBLIC | 1,00,000 |
| 4 | DILIP RUPCHAND JAIN | Non Promoter- PUBLIC | 2,00,000 |
| | Total | | 10,00,000 |

ii. No of Investors: 4

iii. Post allotment of securities- outcome of the subscription, Issue Price/Alloted Price( in case of Convertibles):

The issue and allotment of Equity shares is subject to the approval of Members of the Company by special resolution at Annual General Meeting.

iv. In case of convertibles ( intimation of conversion of securities or on lapse of the tenure of the instrument):

25% of the consideration of the warrant would be payable at the time of application and the balance would be payable at the time of conversion of the warrants into Equity Shares.

Each Warrant is convertible into 1 Equity share and the conversion can be exercised at any time within a period of 18 months from the date of allotment, in one or more tranches,as the case may be and on such other terms and conditions as applicable.

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5. DETAILS OF THE SHAREHOLDING AND VOTING RIGHTS OF THE PROPOSED ALLOTTEE AFTER ISSUANCE OF 10,00,000 CONVERTIBLE WARRANT ON PREFERENTIAL ISSUE IS AS UNDER:

| | | | | | PRE PREFERENTIAL ISSUE | | POST PREFERENTIAL ISSUE * | |
|---|---|---|---|---|---|---|---|---|
| SR. NO. | PROPOSED ALLOTTEE/ NAME OF THE INVESTOR | CATEGORY | ULTIMATE BENEFICIAL OWNER | NO OF WARRANTS TO BE ALLOTTED | PRE HOLDING SHARES | % OF PRE HOLDING | POST HOLDING SHARES NO OF SHARES HELD (ASSUMING FULL CONVERSION OF WARRANTS INTO EQUITY SHARES) AND SHARES ISSUED THROUGH THIS NOTICE | % OF POST HOLDING |
| 1 | PRAKASH BHOORCHAND SHAH | PUBLIC | NA | 4,00,000 | NIL | 0.00% | 4,00,000 | 17.86 |
| 2 | KISHOR KANHIYALAL JAIN | PUBLIC | NA | 3,00,000 | 8,000 | 0.65% | 3,08,000 | 13.75 |
| 3 | KAMLESH DHARAMCHAND BHATIYA | PUBLIC | NA | 1,00,000 | NIL | 0.00% | 1,00,000 | 4.46 |
| 4 | DILIP RUPCHAND JAIN | PUBLIC | NA | 2,00,000 | NIL | 0.00% | 2,00,000 | 8.93 |
| **TOTAL** | | | | **10,00,000** | **8,000** | **0.65%** | **1008000** | **45%** |

6. Issue Price:
The issue of Warrants convertible into equity shares on preferential basis shall be at a price of 10/- each .

The Board to issue such Convertible warrants for payment consideration as follows:

1. 25% of Issue Price i. e Rs . 2.5 (Rupees Two and Half Only) per warrant at the time of receipt of Application.

2. And remaining 75% of Issue Price i.e Rs. 7.5 (Rupees Seven And Half Only) each warrant within 18 Months from the date of allotment.