NEW MARKETS ADVISORY LIMITED

Regd. Office: G2 & G3, Samarpan Complex, Next to Mirador Hotel, Chakala, Andheri East, Mumbai – 400 099
Email ID: newmarkets@ymail.com CIN: L74120MH1982PLC028648, Mobile: 9112181032

Date: 05th July, 2025

To,
The Deputy General Manager
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai-400001

Scrip Code: 508867
Scrip Id: NEWMKTADV

Sub.: **Notice of 43rd Annual General Meeting of the Company**

Dear Sir/Madam,

We are enclosing herewith the Notice of 43rd Annual General Meeting ("AGM") of Markobenz Ventures Limited to be held on Thursday, July 31st, 2025 at 03:00 p.m. at the registered office at G2 & G3 Samarpan Complex, Next To Mirador Hotel, Opp Satam Wadi, Chakala Andheri East, Mumbai-400099.

As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members the facility to cast their vote(s) on all resolutions set forth in the Notice by electronic means ("e-voting").

Kindly take the above on record and acknowledge the receipt of the same.

Thanking You

Yours Faithfully

For & on behalf of the Board of Directors
New Markets Advisory Limited

Kishore Kanhiyalal Jain
Digitally signed by Kishore Kanhiyalal Jain
Date: 2025.07.05 18:18:15 +05'30'

Kishore Kanhiyalal Jain
Director
DIN: 02385072
Encl.: As Above

43RD

ANNUAL REPORT

2024-25

NEW MARKETS ADVISORY LIMITED

CIN: L74120MH1982PLC028648

G2 & G3 Samarpan Complex, Next To Mirador Hotel, Opp Satam Wadi, Chakala Andheri East,
Mumbai – 400099

BOARD OF DIRECTORS & KMP	AUDITORS
• **Ms. YUKTI ARYA** (Executive Director & CFO resigned from the post on 24th April, 2025) • **Mr. YOGESH DARJI** (Non- Executive Independent Director – resigned from the post on 09th December 2024) • **Mr. ABDULRAHIM ALLABUX KHAN** (Non – Executive Non-Independent Director resigned from the post on 09th November 2024) • **Mr. KISHORE KANHIYALAL JAIN** (CFO and Whole Time Director appointed on 12th February 2025) • **Ms. SEJAL DATTARAM YERAPALE** (Non-Executive-Non-Independent Director appointed on 24th April 2025) • **Ms. KAVITA SANDEEP PAWAR** (Non-Executive - Independent Director appointed on 24th September 2024) • **Mr. UDAY ANANT SAWANT** (Non-Executive - Independent Director appointed on 24th September 2024) • **Mr. CHIRAG SHAH** (Executive Director – appointed on 24th September 2024 and resigned on 09th December 2024) • **Mr. PRASHANT PRAKASH LATHI** (Appointed as Company Secretary and Compliance Officer on 24th September 2024)	• Suvarna & Katdare Chartered Accountants, Mumbai **SECRETARIAL AUDITOR** • Pooja Gandhi & Co, Practicing Company Secretaries, Mumbai **REGISTERED OFFICE** • G2 & G3 Samarpan Complex, Next To Miradorhotel, Opp Satam Wadi, Chakala Andheri East, Airport (Mumbai), Mumbai-400099. Email: newmarkets@ymail.com CIN: L74120MH1982PLC028648 **BANKERS** • Canara Bank Mumbai **SHARE TRANSFER AGENT** • **PURVA SHAREGISTRY INDIA PVT. LTD.,** Shiv Shakti Industrial Estates, G. Floor, Unit No. 9, 7-B, J. R. Boricha Marg, Sitaram Mill Compound, Mumbai – 400 011 Phone: (022) 2301 6761/ 2301 8261 Fax: (022) 2301 8261

Special Notice to Shareholders holding shares in Physical Mode:

As per SEBI circular dated April, 2018 shareholders whose ledger folio not mapped with PAN and Bank details are required to compulsorily furnish the details to the RTA/Company for registering the same with the respective folios.

As per SEBI circular SEBI/LAD-NRO/GN/2018/24 dated 8th June 2018, BSE circular no. LIST/COMP/15/2018-19 dated 5th July, 2018 and NSE circular Ref. No NSE/CML/2018/26 dated 9th July, 2018, shareholders are advised to dematerialize their physical securities since requests for effecting transfer of physical securities (except in case of transmission or transposition of securities) shall not be processed from 1st April 2019. Hence, we request you to open a demat account and submit your physical securities with the depository participant for dematerializing your securities enabling you to trade in electronic form. If shareholder already has demat account then kindly submit the same for dematerialization at the earliest.

Shareholders are requested to refer SEBI/HO/MIRSD/RTAMB/CIR/P/2019/122 dated November 05, 2019 for Enhanced Due Diligence for Dematerialization of Physical Securities and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination

For any queries on the subject matter and the rules, please contact the Company's Registrar and Share Transfer Agent at: PURVA SHAREGISTRY INDIA PVT. LTD., Shiv Shakti Industrial Estates, G. Floor, Unit No. 9, 7-B, J.R. Boricha Marg, Sitaram Mill Compound, Mumbai – 400 011

Telephone Number: 23016761, 23018261
Email ID: support@purvashare.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FORTY- THIRD ANNUAL GENERAL MEETING OF NEW MARKETS ADVISORY LIMITED WILL BE HELD ON THURSDAY, 31ST JULY, 2025 AT G2 & G3 SAMARPAN COMPLEX, NEXT TO MIRADOR HOTEL, OPP SATAM WADI, CHAKALA ANDHERI EAST, AIRPORT (MUMBAI), MUMBAI – 400099 AT 3:00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025, including the Audited Balance Sheet as at March 31, 2025, the Statement of Profit and Loss & Cash Flow Statement for the Year ended on that date together with the Reports of the Board of Directors and Auditors there on.**

   To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon, be and are hereby received, considered and adopted.

2. **To appoint a Director in place of Ms. Sejal Dattaram Yerapale (DIN: 08544413), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.**

   To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the member of the company be, and is hereby accorded to their appointment of Ms. Sejal Dattaram Yerapale (DIN: 08544413), as a director, to extent that she is required to retire by rotation."

SPECIAL BUSINESS

3. **Re-appointment of Mr. Kishore Kanhiyalal Jain (DIN: 02385072) as a Whole time Director and Chief Financial Officer of the Company.**

   To consider and, if deemed fit, to pass the following Resolution as a Special Resolution:

   "**RESOLVED THAT** in accordance with the provisions of Sections 2(54), 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory being in force) and subject to the requisite approvals, if any required (including any amendment, modification, variation or re-enactment as may be required) and on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for the appointment of ***Mr. Kishore Kanhiyalal Jain (DIN: 02385072)*** *as* ***Whole time Director and Chief Financial Officer*** of the Company, liable to retire by rotation, for a period of five years **w.e.f. 12th February, 2025 up to 11th February, 2030**, on the terms and conditions including terms of remuneration as decided by the board.

   RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V of the Companies Act, 2013, the Board be and is hereby authorized to vary and alter the terms of appointment including salary, perks and other benefits payable to **Mr. Kishore Kanhiyalal Jain** within such prescribed limit or ceiling as agreed by and between the Board and **Mr. Kishore Kanhiyalal Jain** without any further reference to the Company in General Meeting.

RESOLVED FURTHER THAT the Board of Directors/ Nomination and Remuneration Committee of the Company be and is hereby authorized to alter and vary the remuneration, terms and conditions, to the extent approved by members and recommended by the Nomination and Remuneration Committee, from time to time to the extent the Board may consider appropriate, subject to the overall limits specified in the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution."

4. **Re-appointment of Ms. Sejal Dattaram Yerapale (DIN: 08544413) as a Non-Executive and Non-Independent Director of the Company.**

To consider and if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the 'Companies Act, 2013 ('the Act')' (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors in their meeting held on 24th April 2025, for a period of 5 consecutive years, consent of the members in terms of Regulation 17(1) (c) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby accorded for appointment of ***Ms. Sejal Dattaram Yerapale (DIN: 08544413) as a Director (Non-Executive and Non-Independent Director)*** of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution."

5. **Re-appointment of Ms. Kavita Sandeep Pawar (DIN: 02717275) as a Non-Executive - Independent Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT in terms of the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment or modification or re-enactment thereof for the time being in force) ("Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended from time to time), and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) ("SEBI LODR Regulations"), consent of member be and is hereby accorded to re-appointment of ***Ms. Kavita Sandeep Pawar (DIN: 02717275)*** who is presently serving as an Additional Non Executive Independent Director of the Company and who has submitted a declaration that she meets the criteria for independence as provided in the applicable provisions of the Act and the SEBI LODR Regulations and who is eligible for re-appointment, as an Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of

5 (five) consecutive years effective from ***24th September, 2024 up to 23rd September 2029 (both days inclusive),*** be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary - statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to generally do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient and incidental for the purpose of giving effect to the above resolution including to authorise any of the Directors and/or Key Managerial Personnel and/or Officers of the Company to take necessary actions on behalf of the Company in that regard."

6. **Re-appointment of Mr. Uday Anant Sawant (DIN: 08189082) as a Non-Executive - Independent Director of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT in terms of the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment or modification or re-enactment thereof for the time being in force) ("Act"), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended from time to time), and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) ("SEBI LODR Regulations"), consent of member be and is hereby accorded to re-appointment of **Mr. Uday Anant Sawant (DIN: 08189082)** who is presently serving as an Additional Non Executive Independent Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in the applicable provisions of the Act and the SEBI LODR Regulations and who is eligible for re-appointment, as an Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years effective from ***24th September, 2024 up to 23rd September 2029 (both days inclusive),*** be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary - statutory, contractual or otherwise, in relation to the above, to settle all matters arising out of and incidental thereto, to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to generally do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient and incidental for the purpose of giving effect to the above resolution including to authorise any of the Directors and/or Key Managerial Personnel and/or Officers of the Company to take necessary actions on behalf of the Company in that regard."

7. **Approval for Change in Name of the Company:**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13 sub section 4 and other applicable provisions, if any, of the Companies act 2013, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of the Registrar of Companies or any other authority as may be necessary, the consent is hereby given to change the name of the Company from:

New Markets Advisory Limited

To

New Markets Avenue Limited

"RESOLVED FURTHER THAT the name New Markets Advisory Limited wherever appearing in the Memorandum and Articles of Association, documents etc. be substituted by the new name **New Markets Avenue Limited** upon approval of the same by the Central Government and Registrar of Companies."

"RESOLVED FURTHER THAT any Director be and is hereby authorized to make the necessary application to the Central Government for the approval of the aforesaid name and to take all such steps that may be required to give effect to this resolution."

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard"

8. **Increase in Authorised Share Capital of the Company and alteration of Capital clause of Memorandum of Association of the Company.**

To consider and if thought fit, to pass, with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder by the Members of the Company, consent of the Members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing ***₹ 1,25,00,000/- (Rupees One Crore Twenty-Five Lakhs only) divided into 12,50,000 (Twelve Lakh Fifty Thousand) shares of Rs. 10 each to ₹ 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lacs) shares of Rs. 10 each*** ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place, the following: -

"V. ***The Authorised Share Capital of the Company is ₹ 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lacs) shares of Rs. 10 each***

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard"

9. To Change Object Clause of the Memorandum of Association of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special resolution:

"RESOLVED THAT pursuant to the provisions of Section 13, Section 4 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder and subject to such other requisite approvals, if any, in this regard from ROC and such appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for effecting the alterations in the existing Object Clause of the Memorandum of Association ("the MoA") of the Company in the following manner:

Clause III (A) of the MOA be altered by inserting the additional clause in continuation with the existing object clause in the main object.

To carry on the business as traders, exporters, agents, representatives, dealers, producers, stockists, importers or distributors of industrial, commercial, agricultural, scientific, household, domestic, farm and forest products, goods, plants, machineries, equipments, apparatus, Timber & Furniture, Wood & Wooden Products, Home Furnishings, Building & constructions Materials, gadgets, appliances, accessories, spare parts or other merchandise including tea, coffee, jute and jute goods, textiles, cotton, yarn, wool and woollen goods, handicrafts, piece of arts, Gems & Jewellery, Precious & Semi Precious Stones, Artificial Jewellery, ornaments, minerals, electronic, musical and sports goods, cloth, dresses, garments, transport vehicles, food products, live stocks, books, reading and educative materials, paper and paper products and dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere.

To manufacture, produce, refine, process, formulate, buy, sell, export, import or otherwise deal in heavy and light chemicals, chemical elements and compounds, including without limiting to the generality of foregoing laboratory and scientific chemicals or any of any nature used in the pharmaceutical industry, agriculture chemicals, glass and ceramic industries, tiles, poultry feeds, cattle feeds, rubber and paints, chemicals, Organic and Inorganic Chemicals, Alkalis, Acids, Gases, Petrochemicals, Salts, Electro-chemicals, Chemical Elements and compound pesticides, Insecticides, Explosives, Light and Heavy Chemicals of any nature used or any mixture, derivatives and compounds thereof including calcite, feldspar, dolomite, gypsum, quartz, silicon, earth, rock phosphate, soap-stone and franchiser, consultant, collaborator, stockist, liasioner, job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, on retail as well as on wholesale basis.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard"

10. To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013

To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being in force), and the rules framed thereunder the consent of the members on the Company be and is hereby accorded to the Board of Directors to, inter alia, give any loan to any person(s) or other body corporate(s);give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company

RESOLVED FURTHER THAT that the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to or in all other body corporate along with the investments, loans, guarantees or securities proposed to be made or given by the Company, from time to time, shall not exceed, at any time ***₹ 50,00,00,000 (Rupees Fifty Crores Only)*** over and above the limit of sixty per cent of the paid up share capital, free reserves and securities premium account of the Company or one hundred percent of free reserves and securities premium account of the Company, whichever is more.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable without being required to seek any further consent or approval of the members or otherwise in this regard and intent that they shall be deemed to have given their approval expressly by the authority of this resolution.

11. To approve the overall Borrowing Limits u/s 180(1)(c) of the Companies Act, 2013:

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company ('hereinafter referred to as the 'Board', which term shall be deemed to include any

Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution') to borrow any sum or sums of money by obtaining loans, overdraft facilities, lines of credit, commercial papers, convertible/ nonconvertible debentures, external commercial borrowings (loans/bonds), INR denominated offshore bonds or in any other forms from Banks, Financial Institutions, other Bodies Corporate or other eligible investors, from time to time, which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital and free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed ***₹ 50,00,00,000 (Rupees Fifty Crores Only).***

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable without being required to seek any further consent or approval of the members or otherwise in this regard and intent that they shall be deemed to have given their approval expressly by the authority of this resolution.

12. Issue of 0% Convertible Equity Warrants on Preferential Basis to Certain Identified Non Promoter Persons/Entities and Preferential Allotment of Equity Shares to Non-Promoters:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Sections 23, 42, 62(1)(c) and all other applicable provisions & Rules made there under, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, the listing agreement entered into by the Company with BSE Limited, on which the Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten Only) each ("Equity Shares") are listed, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "SEBI SAST Regulations"), the Foreign Exchange Management Act, 1999 and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities"), wherever applicable and subject to such approvals, consents and permissions as may be necessary or required and subject to such conditions as may be applicable (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be required) by any other regulatory authorities which may be agreed to and/or accepted by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to create, offer, issue, and allot up to **90,00,000 (Ninety Lakh) 0% Convertible Equity Warrants (hereinafter referred to as "Warrant(s)")** on preferential basis to the Non-Promoters, with each Warrant convertible into one equity share of the Company of nominal value of Rs. 10/- each on preferential basis to the Non-Promoter Group or at such price as may be determined in accordance with Regulation 164 of SEBI ICDR Regulations to the following Investor (the "Allottee") by way of Preferential Allotment on a Private Placement basis ("Preferential Allotment"), in accordance with the SEBI ICDR Regulations, the Companies Act, 2013 and other applicable laws and, on such terms and conditions as mentioned hereunder:

Sr. No.	Name of the Proposed Allottees	Category	No of warrants	No. of Equity
1.	NISHA HASMUKH PANCHAL	Non- Promoter	250000	250000
2.	CHAITALI KALPATARU SHAH	Non- Promoter	250000	250000
3.	ANJANA HARDIK SHAH	Non- Promoter	250000	250000
4.	MAMTA SECURITIES PRIVATE LIMITED	Non- Promoter	1000000	1000000
5.	SPRING TRADE MERCANTILE PRIVATE LIMITED	Non- Promoter	500000	500000
6.	MS. CHHAYA GAURANG SHAH	Non- Promoter	1000000	1000000
7.	ANITA GANESH DEVMANE	Non- Promoter	150000	150000
8.	RAMESH JAIN	Non- Promoter	150000	150000
9.	SAROJ JAIN	Non- Promoter	100000	100000
10.	LALIT JAIN	Non- Promoter	150000	150000
11.	KALPANA JAIN	Non- Promoter	100000	100000
12.	PURSHOTTAM R. BOHRA	Non- Promoter	250000	250000
13.	PURUSHOTAM R. BOHRA HUF	Non- Promoter	200000	200000
14.	MANISH PARASMAL GULECHHA	Non- Promoter	400000	400000
15.	DIVYA RAJENDRABHAI SETHIA	Non- Promoter	200000	200000
16.	RUPAL NAHATA	Non- Promoter	200000	200000
17.	MANISH NAHATA	Non- Promoter	200000	200000
18.	PRAKASH BHOORCHAND SHAH	Non- Promoter	1800000	1800000
19.	SUSHEELA HARIPRASAD GUPTA	Non- Promoter	250000	250000
20.	HARIPRASAD SUKHARI GUPTA	Non- Promoter	250000	250000
21.	DIVYA GULECHHA	Non- Promoter	350000	350000
22.	PLUTUS CAPITAL MANAGEMENT LLP	Non- Promoter	1000000	1000000
	TOTAL		**9000000**	**9000000**

"RESOLVED FURTHER THAT the 0% Convertible Equity Warrants shall be fully paid-up and listed on the Stock Exchanges and rank pari passu with the then existing Equity Shares of the Company in all aspects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than any statutory lock-in under the SEBI ICDR Regulations), and shall be subject to the requirements of all applicable laws and the provisions of the Memorandum of Association and Articles of Association of the Company."

"RESOLVED FURTHER THAT the issue of 0% Convertible Equity Warrants, if any, as above, shall be subject to the following terms and conditions: The Warrants shall be convertible (at the sole option of the non-Promoter) at any time from the date of allotment of Warrants up to a period of 18 months.

(a) Each Warrant shall be convertible into one equity share of nominal value of Rs. 10/- each, based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI ICDR Regulations.

(b) The Non- Promoters shall on the date of allotment of Warrants, pay an amount equivalent to 25% of the total consideration per warrant.

(c) The Non-Promoters, on the date of allotment of equity shares pursuant to the exercise of option against each such warrant, pay the balance 75% of the consideration

(d) The amount referred to in (iii) above shall be non-interest bearing and shall be forfeited, if the option to acquire shares is not exercised within a period of 18 months from the date of allotment of the Warrants.

(e) The number of Warrants and the price per Warrant shall be appropriately adjusted, subject to the Companies Act, 2013 and SEBI (ICDR) Regulations for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

(f) The Warrants allotted in terms of this resolution and the resultant Equity shares arising on exercise of rights attached to such Warrants shall be subject to a lock-in requirement as prescribed under the SEBI (ICDR) Regulations as amended from time to time.

(g) The Convertible Equity Warrants to be allotted pursuant to such conversion in the manner aforesaid shall rank pari passu in all respects including dividend with other existing shareholders.

(h) The "Relevant Date" as per the Chapter V of the SEBI ICDR Regulations, for determination of floor price of the Equity Shares shall be 01st July, 2025;

(i) The 0% Convertible Equity Warrants and Equity Shares shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations;

(j) Allotment of 0% Convertible Equity Warrants and Equity Shares shall only be made in dematerialised form;

(k) The 0% Convertible Equity Warrants and Equity Shares so offered, issued and allotted will be listed on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals as the case may be;

(l) The 0% Convertible Equity Warrants and Equity Shares so offered, issued and allotted shall not exceed the number of Shares as approved hereinabove; and

(m) Without prejudice to the generality of the above, the issue of the 0% Convertible Equity Warrants and Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act, annexed hereto, which shall be deemed to form part hereof."

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the members of the Company be and is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottee inviting them to subscribe to the Convertible Equity Warrants in accordance with the provisions of the Act."

RESOLVED FURTHER THAT the Board / Committee of the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient or desirable for such purpose and for the purpose of giving effect to the foregoing resolution, including without limitation

a. to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Convertible Equity Warrants and Equity Shares,
b. making applications to the Stock Exchanges for obtaining in-principle approvals,
c. listing of shares, filing requisite documents with MCA and other regulatory authorities,
d. filing of requisite documents with the depositories,
e. to resolve and settle any questions and difficulties that may arise in the preferential offer,
f. issue and allotment of the Convertible Equity Warrants and Equity Shares, and
g. to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board / Committee of the Board in relation to the foregoing shall be final and conclusive and all actions taken by the Board in connection with any matter(s) referred to contemplated in any of the foregoing resolution(s) be and are hereby approved, ratified and confirmed in all respects."

Date: 2nd July, 2025
Place: Mumbai

For & on behalf of the Board of Directors
New Markets Advisory Limited

REGISTERED OFFICE
G2 & G3 Samarpan Complex, Next To
Miradorhotel, Opp Satam Wadi, Chakala
Andheri East, Mumbai-400099,
Maharashtra, India,

Sd/-
KISHORE KANHIYALAL JAIN
Director
DIN: 02385072

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

2. The instrument appointing proxy should, however be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

4. The Register of Members and Share Transfer Books of the Company will remain closed from 25th July, 2025 to 31st July, 2025 (both days inclusive).

5. Members are requested to expeditiously intimate any change in their address registered with the Company. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agents, M/s. Purva Sharegistry (India) Pvt. Ltd.

6. Members are requested to bring their attendance slip along with copy of the Annual Report at the time of Annual General Meeting.

7. The Notice of AGM along with the Annual Report 2024-25 is being sent by electronic mode to those members whose email addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same.

8. Shareholders desiring any information as regards the proposed resolutions are requested to write to the Company at least seven working days in advance so as to enable the management to keep the information ready at the meeting.

9. In the terms of Section 72 of the Companies Act, 2013, nomination facility is available to the individual shareholder. The shareholders who are desirous of availing this facility may kindly write to the Registrars & Transfer Agents in Form SH-13 prescribed by the Government which can be obtained from the Company's R&T Agents.

10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide remote e-voting facility to its members to enable them to exercise their right to vote in respect of the business(es) to be transacted at the 43rd Annual General Meeting of the Company scheduled to be held on 31st July, 2025 at 3:00 P.M. The Company has engaged National Securities Depositories Limited (NSDL) as the authorized agency to provide the remote e-voting facility. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	9.00 A.M. on 28th July, 2025
End of remote e-voting	5.00 P.M. on 30th July, 2025

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
iv. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in Demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in Demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

v. Your password details are given below:
a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'

(i) If your email ID is registered in your Demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

vi. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your Demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on **www.evoting.nsdl.com.**

c) If you are still unable to get the password by aforesaid two options, you can send a request at **evoting@nsdl.co.in** mentioning your Demat account number/folio number, your PAN, your name and your registered address.

vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

viii. Now, you will have to click on "Login" button.

ix. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

I. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

II. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

III. Select "EVEN" of company for which you wish to cast your vote.

IV. Now you are ready for e-Voting as the Voting page opens.

V. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

VI. Upon confirmation, the message "Vote cast successfully" will be displayed.

VII. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

VIII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to suhas62@yahoo.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

4. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 25th July, 2025.

5. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 25th July, 2025 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.

6. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

7. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

8. Mr. Suhas Ganpule, Practicing Company Secretary, (COP No. 5722) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at AGM and remote e-voting process in a fair and transparent manner.

9. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

10. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 24 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

11. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.newmarketsadvisory.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Date: 2nd July, 2025
Place: Mumbai

For & on behalf of the Board of Directors
New Markets Advisory Limited

Sd/-
KISHORE KANHIYALAL JAIN
Director
DIN: 02385072

EXPLANATORY STATEMENT
[Pursuant to Section 102 of the Companies Act, 2013]

Item: 03 Re-appointment of Mr. Kishore Kanhiyalal Jain (DIN: 02385072) as a Whole Time Director and Chief Financial Officer of the Company.

The members may note that Mr. Kishore Kanhiyalal Jain was inducted into Board as Additional Whole Time Director and CFO of the company, with effect from 12th February 2025 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and holds the office as such up to the date of ensuing Annual General Meeting or the last date on which the annual general meeting should have been held, whichever is earlier. As per the provisions of section 160 of the Act, any such proposal ought to be approved by the members in the General Meeting.

However, in terms of the amended Regulation 17(1C) of the Listing Regulations, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the Listing Regulations. Mr. Kishore Kanhiyalal Jain is eligible for appointment as a Director liable to retire by rotation. Mr. Kishore Kanhiyalal Jain has given his consent to act as a Director of the Company pursuant to Section 152 of the Act.
Accordingly, approval of the shareholders is sought to comply with the Listing Regulations.

Mr. Kishore Kanhiyalal Jain has given his consent to act as a Whole Time Director and Chief Financial Officer of the Company pursuant to Section 152 of the Act. The Company has received a Notice under Section 160(1) of the Act from a Member signifying his intention to propose Mr. Kishore Kanhiyalal Jain appointment as a Whole Time Director and Chief Financial Officer. Mr. Kishore Kanhiyalal Jain has further confirmed that he is neither disqualified nor debarred from holding the Office of Whole Time Director and Chief Financial Officer under the Companies Act or pursuant to any Order issued by SEBI.

The Board of Directors in its meeting held on 12th February 2025, subject to the approval of the Shareholders, and upon the recommendation of Nomination and Remuneration committee appointed Mr. Kishore Kanhiyalal Jain as Whole-time Director of the Company with effect from 12th February 2025 for a period of 5 years from 12th February, 2025 upto 11th February, 2030, at a remuneration with liberty to the Board of directors to fix, alter or vary from time to time the terms and conditions of the said appointment including the remuneration in such manner as it may deem fit within the limits in that behalf contained in Schedule V of the said Act including any Statutory modification(s) in force or that may hereinafter be made thereto and as may be agreed by the Board of Directors and Mr. Kishore Kanhiyalal Jain in this behalf. Brief particulars of the Directors seeking appointment as required under regulation 36 (3) of the SEBI (LODR), Regulations, 2015, is given below:

Name of Director	Mr. Kishore Kanhiyalal Jain
DIN	02385072
Date of Birth	03/05/1979
Date of original appointment	12/02/2025
Relationship with Directors	Mr. Kishor Kanhiyalal Jain is not related to any of the Directors of the Company.
Expertise in specific functional Area	Mr. Kishor Kanhiyalal Jain pursued higher secondary education and he has over 15 years of experience in the field of Investment and trading. His experience will be of immense help to the Company.
Qualification(s)	Higher Secondary Education
Directorship held in other Listed Companies	N.A.

Chairmanship/Membership of committees of other public companies	Nil
Number of Shares held in the Company as on 31st March, 2025	Nil

Information in accordance with Schedule V of Companies Act, 2013

I. General information:

- Nature of industry – Consultancy & Advisory and Investment and trading
- Date or expected date of commencement of commercial production- Not applicable, since the Company has already commenced its business.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – NOT APPLICABLE
- Foreign investments or collaborations, if any – NOT APPLICABLE

II. Information about the appointee:

- Background details Mr. Kishor Kanhiyalal Jain pursued higher secondary education and he has over 15 years of experience in the field of Investment and trading. His experience will be of immense help to the Company.
- Past remuneration - NOT APPLICABLE
- Recognition or awards - NOT APPLICABLE
- Job profile and his suitability – he is responsible for overall growth and profitability of the Company. He is responsible for developing and implementing strategic initiatives to offer competitive, scalable, simplified products, building terminal network, deploying capacity effectively and developing new revenue streams.

  As a Whole Time Director of the Company, he is responsible to provide strategic directions to commercial teams, engagement with stakeholders to drive policy changes for business growth, oversee market intelligence activities, collaborate with business development team etc.

- Remuneration proposed- within the limits specified under Schedule V of Companies Act as approved by the Nomination and Remuneration Committee and Board of Directors,
- Comparative remuneration profile with respect to industry, size of the company, profile of the position and person - Taking into consideration of the size of the Company, the remuneration as finalised in between Mr. Kishore Kanhiyalal Jain and the company is commensurate with the remuneration package paid to managerial positions in other companies.
- Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel if any – NOT APPLICABLE

III. Other information:

- Reasons of loss or inadequate profits- – NOT APPLICABLE

- Steps taken or proposed to be taken for improvement- Necessary efforts are being made to increase the operations including diversification of business which may take time depending upon the various circumstances.

- Expected increase in productivity and profits in measurable terms - The Company has taken various initiatives to maintain its leadership, improve performance and business growth. It has been aggressively pursuing and implementing its strategies to improve performance.

Accordingly, the Board of Directors recommends the passing of the above resolution as an Special Resolution set out in the items 3 of the notice for appointment of Mr. Kishore Kanhiyalal Jain.

Save and except Mr. Kishore Kanhiyalal Jain, Whole-time Director and Chief Financial Officer, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice

Additional information in respect of Mr. Kishore Kanhiyalal Jain, pursuant to Regulation 36 of the Listing Regulations and the SS-2, is given under Annexure I of this Notice.

Item 04 Re-appointment of Ms. Sejal Dattaram Yerapale (DIN: 08544413) as a Non-Executive and Non-Independent Director of the Company.

The Board of Directors of the Company ('the Board') at its meeting held on 24th April 2025, based on the recommendation of the Nomination & Remuneration Committee of the Board (the Committee), recommended for the approval of the Members, the appointment of Ms. Sejal Dattaram Yerapale (DIN: 08544413) as a Non-Executive & Non-Independent Director as an Additional Director of the Company to hold office up to the date of the next Annual General Meeting as per the provisions of the Companies Act, 2013 and Articles of Association of the Company.

However, in terms of the amended Regulation 17(1C) of the Listing Regulations, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the Listing Regulations. Ms. Sejal Dattaram Yerapale (DIN: 08544413) is eligible for appointment as a Director liable to retire by rotation. Ms. Sejal Dattaram Yerapale has given her consent to act as a Director of the Company pursuant to Section 152 of the Act. She is not entitled to any remuneration.

The Company has received a Notice under Section 160 of the Act from a Member signifying his candidature as a Director of the Company.

Ms. Sejal Dattaram Yerapale is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act 2013 read with applicable rules made thereunder and has given his consent to act as a Non-Executive and Non-Independent Director of the Company.

Ms. Sejal Dattaram Yerapale has further confirmed that she is neither disqualified nor debarred from holding the Office of Director under the Companies Act or pursuant to any Order issued by SEBI.

Additional information in respect of Ms. Sejal Dattaram Yerapale, pursuant to Regulation 36 of the Listing Regulations and the SS-2, is given under Annexure I of this Notice.

Item 05 and 06 Re-appointment of Ms. Kavita Sandeep Pawar (DIN: 02717275) and Mr. Uday Anant Sawant (DIN: 08189082) as a Non-Executive - Independent Director of the Company.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("Board") at its meeting held on September 24, 2024 had appointed Ms. Kavita Sandeep Pawar and Mr. Uday Anant Sawant as Additional Directors (Non-Executive, Independent) of the Company for a first term of three (5) years effective from 24th September, 2024 i.e. up to 23rd September, 2029 not liable to retire by rotation, subject to approval of the shareholders of the Company.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

The Company has received from Ms. Kavita Sandeep Pawar and Mr. Uday Anant Sawant

(i) consents in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014,

(ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and

(iii) a declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. They do not hold any equity shares of the Company. The Company has also received a Notice under Section 160 of the Act from a member proposing candidature of Ms. Kavita Sandeep Pawar and Mr. Uday Anant Sawant for the office of Directors of the Company.

Brief profile of Ms. Kavita Sandeep Pawar and Mr. Uday Anant Sawant is as under:

Ms. Kavita Sandeep Pawar

Ms. Kavita Sandip Pawar, aged 48 years, is a Commerce graduate with over 17 years of experience in management and administration. She brings a diverse set of skills and in-depth knowledge in organizational leadership and corporate governance.

Ms. Kavita Sandeep Pawar has also served as an Independent Director on the boards of several listed companies, including Deccan Bearings Limited, Garware Synthetics Limited, and G. D. Trading and Agencies Limited, reflecting her strong credentials in corporate oversight and strategic decision-making.

Mr. Uday Anant Sawant

Mr. Uday Anant Sawant is a qualified Company Secretary and a member of the Institute of Company Secretaries of India. He holds a Bachelor's degree in Law (General) and is a Commerce graduate.

He has significant professional experience in corporate governance and compliance. He began his career as the Company Secretary & Compliance Officer at Sungold Capital Limited, serving from August 22, 2014, to November 11, 2014. He then held a similar position at Vadilal Dairy International Ltd from December 22, 2014, to December 23, 2020. Subsequently, he joined Vikabh Securities Private Limited as Company Secretary and Compliance Officer on December 24, 2020.

In addition to his executive roles, Mr. Uday Anant Sawant has also contributed as an Independent Director for companies such as Vuenow Infratech Limited and Flamingo Pharmaceuticals Limited, showcasing his expertise and leadership in corporate management and regulatory compliance.

The terms and conditions for appointment of Ms. Kavita Sandeep Pawar and Mr. Uday Anant Sawant as Independent Directors of the Company shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

The Board recommends passing of the Special Resolutions as set out in Items no. 5 & 6 of this Notice, for approval by the Members of the Company, as the rich experience and the vast knowledge they bring with them would benefit the Company.

They also possess requisite skills, expertise and competencies in the business restructuring, capital market regulations, international taxation, regulatory matters and business leadership.

Ms. Kavita Sandeep Pawar and Mr. Uday Anant Sawant are deemed to be interested in the resolution relating to their appointment. None of the other Directors or key managerial personnel or their relatives are, in anyway, concerned or interested in the said resolution, as set out in the Items No. 1 & 2 of this Notice.

Additional information in respect of Ms. Kavita Sandeep Pawar and Mr. Uday Anant Sawant, pursuant to Regulation 36 of the Listing Regulations and the SS-2, is given under Annexure II of this Notice.

Item No 07. Approval for Change in Name of the Company

The Company wants to change the name as to the Directors of the Company prefer new name over the present name of the company.

Hence, it is proposed to change the name of the Company.

Further, since the name of the Company is being changed, the name wherever it appears in the Memorandum of Association and Articles of Association of the Company needs to be replaced with the new name.

In terms of Sub Section 4 and Section 13 of the Act, the consent of the Members by way of Special Resolution is required for change of name clause of the Memorandum of Association of the Company

The Board recommends for approval by the members the resolution as set out at Item No. 1 of the Notice as a Special Resolution

None of the Directors of the Company and their relatives are, in anyway, concerned or interested, financially or otherwise, in the resolutions, as set out at Item No. 1 of the Notice.

Item No 08. Increase in Authorised Share Capital of the Company and alteration of Capital clause of Memorandum of Association of the Company.

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

In order to broad base the Capital Structure and to meet funding requirements of the Company and to enable the Company to issue further shares, it is proposed to increase the Authorised Share Capital of the Company from **₹1,25,00,000/- (Rupees One Crore Twenty-Five Lakhs only) divided into 12,50,000 (Twelve Lakh Fifty Thousand) shares of Rs. 10 each to ₹15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lacs) shares of Rs. 10 each** ranking pari passu in all respect with the existing Equity Shares of the Company.

As a consequence of increase of Authorised Share Capital of the Company, the existing Authorised Share Capital Clause in Memorandum of Association of the Company be altered accordingly. The proposed increase of Authorised Share Capital requires the approval of members in general meeting u/s 13 and 61 of the Companies Act, 2013.

The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours. The Board of Directors recommends the above special resolution for your approval.

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

Item No 09. To Change Object Clause of the Memorandum of Association of the Company

The Board approved alteration of the Memorandum of Association of the Company and the approval of the members of the Company has been sought for the same.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

To tap the emerging business opportunities in the changed business environment it is proposed to expand the objects of the Company by amending the object clause of Memorandum of Association.

The amendments proposed is as under:

Clause III (A) of the MOA be altered by inserting the additional clause in continuation with the existing object clause in the main object.

To carry on the business as traders, exporters, agents, representatives, dealers, producers, stockists, importers or distributors of industrial, commercial, agricultural, scientific, household, domestic, farm and forest products, goods, plants, machineries, equipments, apparatus, Timber & Furniture, Wood & Wooden Products, Home Furnishings, Building & constructions Materials, gadgets, appliances, accessories, spare parts or other merchandise including tea, coffee, jute and jute goods, textiles, cotton, yarn, wool and woollen goods, handicrafts, piece of arts, Gems & Jewellery, Precious & Semi Precious Stones, Artificial Jewellery, ornaments, minerals, electronic, musical and sports goods, cloth, dresses, garments, transport vehicles, food products, live stocks, books, reading and educative materials, paper and paper products and dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere.

To manufacture, produce, refine, process, formulate, buy, sell, export, import or otherwise deal in heavy and light chemicals, chemical elements and compounds, including without limiting to the generality of foregoing laboratory and scientific chemicals or any of any nature used in the pharmaceutical industry, agriculture chemicals, glass and ceramic industries, tiles, poultry feeds, cattle feeds, rubber and paints, chemicals, Organic and Inorganic Chemicals, Alkalis, Acids, Gases, Petrochemicals, Salts, Electro-chemicals, Chemical Elements and compound pesticides, Insecticides, Explosives, Light and Heavy Chemicals of any nature used or any mixture, derivatives and compounds thereof including calcite, feldspar, dolomite, gypsum, quartz, silicon, earth, rock phosphate, soap-stone and franchiser, consultant, collaborator, stockist, liaisoner, job worker, export house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, on retail as well as on wholesale basis.

The Board recommends the resolution given at Sr. No. 9 of this notice for your approval as a Special Resolution. Further, no other Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Resolution, except to the extent of their shareholding in the Company.

Item No 10. To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

As per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of the Members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

The current loans and investments of the Company is although well within the limits specified under the law, it was thought expedient by the Board that as a measure of achieving greater financial flexibility and to enable optimal financial structuring and to keep sufficient safeguard, the said limits specified under Section 186 be increased to ₹ 50,00,00,000 (Rupees Fifty Crores Only) with the approval of shareholders.

The approval of the members is being sought by way of a Special Resolution pursuant to Section 186 of the Act read with the Rules made thereunder, to enable the Company to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher. It is proposed that the investment activities of the Company shall be carried on in accordance with the Investment Policy of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in passing of resolution.

The Board of Directors of you Company recommends the same to the shareholders for passing of Special Resolution.

Item No. 11. To approve the overall Borrowing Limits u/s 180(1)(c) of the Companies Act, 2013:

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, provided that the total amount of moneys so borrowed upto INR ₹ 50,00,00,000 (Rupees Fifty Crores Only).

Under the provisions of Section 180(1)(c) of the Companies Act, 2013, the borrowing powers can be exercised only with the consent of the members obtained by a special resolution. As such it is necessary to obtain approval of the members by means of a special resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the paid up capital of the Company and free reserves of the Company. It is proposed to increase the borrowing limit of the Board provided the total amount so borrowed by the Board shall not, at any time exceed the limit of ₹ 50,00,00,000 (Rupees Fifty Crores Only).

The Company might be required to create charge/ mortgage/ pledge/ hypothecation/ lien in favour of its lenders for the purpose of securing the loan of credit facility raise by the Company up to the limits as may be approved under section 180(1)(c) of the act, and in order to authorize the Board to create charge or mortgage the property of the Company, the Company needs to take approval of the members by Special Resolution in accordance with provisions of Section 180(1) of the Act.

The Board therefore, submits the item No. 10 for your consideration and recommends it to be passed as a special Resolution.

None of the Directors or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the Resolution.

Item No. 12. Issue of 0% convertible equity warrants on a preferential basis to members of the promoter group of the company

The Company's long-stated strategy of balanced product mix, diversified distribution, continuous product innovation and re-imagining insurance through effective use of technology has enabled it to deliver long-term value for all the stakeholders despite the ever-changing external environment.

The Company has proposed raising additional working capital to support its future growth objectives and to further augment its capital position. With the intent of Meeting the capital requirements of the Company and for the ease of operations, it is Proposed that warrants convertible into equal number of equity shares and Equity Shares of the Company be issued to following investors on preferential basis, at price of Rs. 10/- per equity share on par, in such manner and on such terms and conditions as Prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018 (SEBI ICDR Regulations) and in compliance with Section 42 and Section 62 and other applicable Provisions of the

Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014. The Board, at their meeting held on 24th April 2025, accorded its approval to the said preferential issue of equity shares. The issue Price of the warrants convertible into equal number of equity shares is not less the price as may be determined in accordance with the ICDR Regulations. The aforementioned approval of the Board is subject to approval of the shareholders and BSE Limited ("BSE").

The above issue price per warrants convertible into equal number of equity shares and Equity Shares has been determined based on consideration of:

Pricing certificate from **M/s. Ramesh Chandra Bagdi, Practicing Company Secretaries**, certifying compliance with the floor price for the proposed Preferential Issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI ICDR Regulations. The issue price of the Equity Shares is the higher of the price determined under the price of the Equity Shares as calculated in accordance with the provisions of SEBI ICDR Regulations.

The consent of the members is being sought by way of a special resolution to issue Equity Shares on preferential basis to the Proposed Allottees in accordance with the provisions of Sections 23(1)(b), 42 and 62, and other applicable provisions, if any, of the Act, and rules framed there under including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended (collectively as "Rules"), SEBI ICDR Regulations, SEBI LODR Regulations and any other applicable laws, circulars, rules, regulations, guidelines, notifications and clarifications issued by Ministry of Corporate Affairs ("MCA") and other regulatory authorities, from time to time, including with respect to the pricing of the Equity Shares proposed to be issued by way of a Preferential Issue.

It is to be noted that the issue of warrants convertible into equal number of equity shares and issue of Equity shares on a preferential basis, subject to compliance of the requirements under the SEBI LODR Regulations is exempted from the definition of "related party transaction" under SEBI LODR Regulations. Therefore, the Preferential Issue is not a 'related party transaction' under the provisions of SEBI LODR Regulations and the approval of the shareholders as per the provisions of Regulation 23 of SEBI LODR Regulations is not required. Necessary information/ details in respect of the proposed preferential allotment in terms of Sections 42 and 62 of the Act, read with the Rules and Chapter V of the SEBI ICDR Regulations are as under:

1. Particulars of the issue of warrants convertible into equal number of equity shares and Equity Shares including the material terms of issue, date of passing of Board resolution, kind of securities offered, and the issue price:

Details of the Equity Shares to be issued, price of the Equity Shares, date of approval by the Board in relation to the preferential allotment, and details of the Proposed Allottees are set out in the previous paragraphs. The warrants convertible into equal number of equity shares shall be fully paid-up and listed on the Stock Exchanges, and rank pari passu with the then existing Equity Shares of the Company in all aspects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than statutory lock-in under the SEBI ICDR Regulations), in accordance with applicable laws, and shall be subject to the requirements of all applicable laws, rules and regulations and to the provisions of the Memorandum of Association and Articles of Association of the Company.

The allotment of warrants and equity shares is proposed to be made at a price of Rs. 10/- each based on the pricing criteria mentioned in Chapter V of SEBI ICDR Regulations, Registered Valuer Report and pricing certificate obtained in terms of SEBI ICDR Regulations.

2. Objects of the Issue
The proceeds of the Preferential Issue will be utilized to infuse additional funds in the form of further capitalization in order to meet Company's working capital requirement, growth objectives, and to further strengthen its financial position.

3. Maximum Number of warrants and Equity Shares offered, the manner of issue of warrants and Equity Shares and the pricing of preferential issue:
The Company proposes to issue up to 90,00,000 (Ninety Lakhs) warrants convertible into equal number of equity shares of the face value of Rs. 10/- (Rupees ten only) each at a price of Rs. 10/- to the Proposed Allottees by way of Preferential Issue on a private placement basis. Please refer to Para 4 below for the basis for determining the price for the preferential issue.

4. Basis on which the price has been arrived and justification for the price (including premium, if any):
The issue price has been determined based on consideration of:
i) Pricing certificate from M/s. Ramesh Chandra Bagdi, Practicing Company Secretaries, certifying compliance with the floor price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI ICDR Regulations.
The Equity Shares of the Company are listed and frequently traded on the Stock Exchanges in accordance with SEBI ICDR Regulations. In terms of Regulation 164 (1) of SEBI ICDR Regulations, the price at which Equity Shares will be allotted shall not be less than higher of the following:

(a) Volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the 90 trading days preceding the Relevant Date i.e. 01st July, 2025, which is Rs. 10/- per equity share; or

(b) Volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the 10 trading days preceding the Relevant Date i.e. 01st July, 2025, which is Rs. 10/- per equity share. The share price on the BSE has been considered for arriving at the floor price of the shares to be allotted under the Preferential Issue, as BSE is the stock exchange with higher trading volumes of the equity shares of the Company for the 90 trading days prior to the Relevant Date.

In view of the above, the issue price of the equity shares to be issued is Rs. 10/- per equity share i.e. the higher of the price determined under the price of the Equity Shares as calculated in accordance with the provisions of SEBI ICDR Regulations. Since the equity shares of the Company have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertaking specified under Regulations 163 of the SEBI ICDR Regulations.

5. Price/ price band at/ within which the Equity Shares are proposed to be issued:
The price per Equity Share, to be issued, is fixed at Rs. 10/- which consists of Rs. 10/- (Rupees ten only) as face value. Please see paragraph 4 above for the basis of determination of the issue price.

6. Relevant Date:
The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price of Equity Shares to be issued is 01st July, 2025. The resolution proposed under this notice is deemed to be passed on 31st July, 2025 i.e. DAY which is the last date for remote e-voting.
Relevant date is defined under SEBI ICDR Regulations as the date 30 (thirty) days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue.

However, where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the Holiday will be reckoned to be the relevant date. The resolution pursuant to this notice is deemed to be passed on July 30, 2025 i.e. Wednesday. The date 30 (thirty) days prior to July 30, 2025 is July 01, 2025 i.e. Tuesday is the relevant date.

xii) Shareholding pattern of the Company before and after the Preferential Issue

The pre-issue and post-issue shareholding pattern of the Company (considering full allotment of equity shares issued on preferential basis) is given below:

Category	Pre-Preferential issue		Post-Preferential issue	
	No. of Shares	**Percentage**	**No. of Shares**	**Percentage**
Promoters and Promoter Group (A)	682750	55.06	682750	6.67
Public (B)	5,57,250	44.94	95,57,250	93.33
Total (A) + (B)	12,40,000	100	**1,02,40,000**	**100**
Custodian (C)	-	-		
Grand Total (A) + (B) + (C)	**12,40,000**	**100**	**1,02,40,000**	**100**

Note:
1) The pre-issue shareholding pattern is as on 30th June 2025.

8. Amount which the Company intends to raise by way of such securities/ size of the issue:
Issuance of 90,00,000 warrants convertible into equal number of equity shares at a price of Rs 10/- per equity share.

9. Proposal/ Intention of the Promoters, Directors or Key Managerial Personnel to subscribe the offer; contribution being made by the Promoters or Directors either as part of the preferential allotment or separately in furtherance of the objects:
None of the Directors or key managerial personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the Preferential Issue or otherwise contribute to the preferential issue or separately in furtherance of the objects specified herein above.

10. Proposed time frame within which the Preferential Issue shall be completed:
As required under the SEBI ICDR Regulations, the Company shall complete the allotment of shares on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the members of the Company for issue of Equity Shares, provided that where the issue and allotment of the shares is pending on account of pendency of any approval or permission by any regulatory authority or the Central Government (including but not limited to the in-principle approval of the stock exchanges for the issuance of the Equity Shares to the Proposed Allottees on a preferential basis), the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

11. Principal terms of assets charged as securities:
Not applicable.

12. Change in control, if any, in the Company that would occur consequent to the preferential offer:
There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

13. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:
Not Applicable

14. Valuation for consideration other than cash:
Not Applicable

15. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:
Not applicable.

16. Lock-in Period:
The subscription shares to be issued shall be locked in for such period as specified under Regulation 167 and 168 of the SEBI ICDR Regulations.

17. Listing:
The Company will make an application to the stock exchanges at which the existing shares are listed, for listing of the Equity Shares.

18. Class or classes of persons to whom the allotment is proposed to be made and current and post allotment status:

Category of Shareholder(s)	Pre – Issue (as on June 20, 2025		New Allotment of Warrants		Post – Issue	
	No. of shares held	% of share holding	No of shares	% of shares	No. of shares Held	% of share Holding
Promoters & Promoter Group Holding						
Indian	6,82,750	55.06	-	-	6,82,750	6.67
Individual			-	-		
Mohammed Fasihuddin	6,82,750	55.06	-	-	6,82,750	6.67
Family Trust	-	-	-	-	-	-
LLP	-	-	-	-	-	-
Sub-Total (A)(1)	**6,82,750**	**55.06**	-	-	**6,82,750**	**6.67**
Foreign	-	-	-	-	-	-
Bodies Corporate	-	-	-	-	-	-
Sub- Total (A)(2)	-	-	-	-	-	-
Total Promoters & Promoter Group Holding (A)	**6,82,750**	**55.06**	-	-	**6,82,750**	**6.67**
Non-Promoters Holding						
Institutional Investors						
Mutual Funds	-	-	-	-	-	-
FPI	-	-	-	-	-	-
Alternate Investment Funds	-	-	-	-	-	-
Foreign Companies	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-
Sub-Total (B)(1)	-	-	-	-	-	-

Central Government/ State Government	-	-	-	-	-	-
Sub-Total (B)(2)	-	-	-	-	-	-
Non-Institutions						
Key Managerial Personnel	**100**	**0.00**	-	-	**100**	**0.00**
Resident Individuals holding nominal share capital up to Rs. 2 lakhs	**1,20,950**	**9.75**	**12,50,000**	-	**1370950**	**13.39**
Jayesh Ramchandra Patil	12,500	1.01	-	-	12,500	0.12
Pratik Sureshkumar Bhandari	20,000	1.61	-	-	20,000	0.20
Premlata P Bohra	14,150	1.14	-	-	14,150	0.14
Purshottam R Bohra	19,700	1.59	-	-	19,700	0.19
Divya Rajendrabhai Sethia	-	-	2,00,000	-	2,00,000	1.95
Rupal Nahata	-	-	2,00,000	-	2,00,000	1.95
Manish Nahata	-	-	2,00,000	-	2,00,000	1.95
Anita Ganesh Devmane	-	-	1,50,000	-	1,50,000	1.46
Ramesh Jain	-	-	1,50,000	-	1,50,000	1.46
Saroj Jain	-	-	1,00,000	-	1,00,000	0.97
Lalit Jain	-	-	1,50,000	-	1,50,000	1.46
Kalpana Jain	-	-	1,00,000	-	1,00,000	0.97
Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	**4,20,000**	**33.87**	**50,50,000**	-	**54,70,000**	**53.42**
Dwarika Prasad Singh	50,000	4.03	-	-	50,000	0.49
Vaishali Sankhla	50,000	4.03	-	-	50,000	0.49
Rakhi J Salecha	1,00,000	8.06	-	-	1,00,000	0.97
Vicky Pratapbhai Shah	2,20,000	17.74			2,20,000	2.15
Nisha Hasmukh Panchal	-	-	2,50,000	-	2,50,000	2.44
Chaitali Kalpataru Shah	-	-	2,50,000	-	2,50,000	2.44
Anjana Hardik Shah	-	-	2,50,000	-	2,50,000	2.44
Chhaya Gaurang Shah	-	-	10,00,000	-	10,00,000	9.76
Purshottam R Bohra	-	-	2,50,000	-	2,50,000	2.44

Manish Parasmal Gulechha	-	-	4,00,000	-	4,00,000	3.90
Prakash Bhoorchand Shah	-	-	18,00,000	-	18,00,000	17.57
Susheela Hariprasad Gupta	-	-	2,50,000	-	2,50,000	2.44
Hariprasad Sukhari Gupta	-	-	2,50,000	-	2,50,000	2.44
Divya Gulechha	-	-	3,50,000	-	3,50,000	3.42
Bodies Corporate	**4,000**	**0.32**	**25,00,000**	-	**25,04,000**	**24.45**
Mamta Securities Private Limited	-	-	10,00,000	-	10,00,000	9.76
Spring Trade Mercantile Private Limited	-	-	5,00,000	-	5,00,000	4.88
Plutus Capital Management LLP	-	-	10,00,000	-	10,00,000	9.76
Any Other (specify)	**12,200**	**0.98**	**2,00,000**	-	**2,12,200**	**2.07**
Purushotam R Bohra HUF	12,200	0.98	2,00,000	-	2,12,200	2.07
Sub Total B4	5,57,250	44.94	-	-	**95,57,250**	**93.33**
B=B1+B2+B3+B4	5,57,250	44.94	**90,00,000**	-	**95,57,250**	**93.33**
Total A=B	**12,40,000**	**100**	**90,00,000**	-	**1,02,40,000**	**100**

* The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.

19. Practicing Company Secretary's Certificate:
The certificate from Mr. Ramesh Chandra Bagdi & Associates, Practicing Company Secretaries, certifying that the proposed Preferential Issue is in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the members at the registered office of the Company during working hours, during the e-voting period and is also hosted on website of the Company.

20. Other Disclosures:
(a) The Proposed Allottee has confirmed that it has not sold any Equity Shares of the Company during the period of 90 trading days preceding the Relevant Date.

(b) The Company is in compliance with the conditions for continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.

(c) Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.

(d) Neither the Company nor any of its Directors and/ or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

(e) The Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR

Regulations, the relevant securities to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid.

(f) The Company does not have any outstanding dues towards SEBI, the Stock Exchanges or the depositories.

21. Identity of the Proposed Allottee (including natural persons who are the ultimate beneficial owners of Equity Shares proposed to be allotted and/or who ultimately control), class of the Proposed Allottee, the percentage (%) of post preferential issue capital that may be held by them and change in control, if any, consequent to the preferential issue:

Name of the Proposed Allottee	Category	Post-issue Shareholding of Warrant		Ultimate Beneficial Owner
Ms. Nisha Hasmukh Panchal	Non-Promoter	2,50,000		NA
Ms. Chaitali Kalpataru Shah	Non-Promoter	2,50,000		NA
Ms. Anjana Hardik Shah	Non-Promoter	2,50,000		NA
M/s. Mamta Securities Private Limited	Non-Promoter	10,00,000		NA
M/s. Spring Trade Mercantile Private Limited	Non-Promoter	5,00,000		NA
Ms. Chhaya Gaurang Shah	Non-Promoter	10,00,000		NA
Ms. Anita Ganesh Devmane	Non-Promoter	1,50,000		NA
Mr. Ramesh Jain	Non-Promoter	1,50,000		NA
Ms. Saroj Jain	Non-Promoter	1,00,000		NA
Mr. Lalit Jain	Non-Promoter	1,50,000		NA
Ms. Kalpana Jain	Non-Promoter	1,00,000		NA
Mr. Purshottam R Bohra	Non-Promoter	2,50,000		NA
M/s. Purushotam R Bohra HUF	Non-Promoter	2,00,000		NA
Mr. Manish Parasmal Gulechha	Non-Promoter	4,00,000		NA
Ms. Divya Rajendrabhai Sethia	Non-Promoter	2,00,000		NA
Ms. Rupal Nahata	Non-Promoter	2,00,000		NA
Mr. Manish Nahata	Non-Promoter	2,00,000		NA
Mr. Prakash Bhoorchand Shah	Non-Promoter	18,00,000		NA
Ms. Susheela Hariprasad Gupta	Non-Promoter	2,50,000		NA
Mr. Hariprasad Sukhari Gupta	Non-Promoter	2,50,000		NA
Ms. Divya Gulechha	Non-Promoter	3,50,000		NA
M/s. Plutus Capital Management LLP	Non-Promoter	10,00,000		

The Board, accordingly, recommends the passing of special resolution as set out at Item No. 12 of this notice, for the approval of the members. None of the other Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding and the Company, are concerned/ interested in the above resolution.

Date: 2nd July, 2025
Place: Mumbai

For & on behalf of the Board of Directors
New Markets Advisory Limited

REGISTERED OFFICE
G2 & G3 Samarpan Complex, Next To
Miradorhotel, Opp Satam Wadi, Chakala
Andheri East, Mumbai-400099,
Maharashtra, India,

Sd/-
KISHORE KANHIYALAL JAIN
Director
DIN: 02385072

ANNEXURE-I

DETAILS UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ ALONG WITH SEBI CIRCULAR CIR/CFD/CMD/4/2015 DATED SEPTEMBER 9, 2015:

Name of Director	Mr. Kishore Kanhiyalal Jain	Ms. Sejal Dattaram Yerapale
Directors Identification Number (DIN)	02385072	08544413
Designation	Whole time Director and Chief financial Officer	Non-Executive and Non-Independent Director
Nationality	Indian	Indian
Date of Birth	03/05/1979	23/10/1997
Qualification	Higher Secondary Education	Graduate
Age	46	27
Terms and Condition of Appointment / re-appointment	w.e.f. 12th February, 2025 for a period of 2 consecutive years	w.e.f. 24th April, 2025 for a period of 2 consecutive years
Date of first appointment on the Board	12th February 2025	24th April 2025
Brief resume & Nature of expertise in specific functional areas	Mr. Kishor Kanhiyalal Jain pursued higher secondary education and he has over 15 years of experience in the field of Investment and trading. His experience will be of immense help to the Company.	Mrs. Sejal Dattaram Yerapale pursued higher secondary education and has knowledge and expertise in the field of accounts, administration, Finance, etc. Her experience will be of immense help to the Company.
Disclosure of relationship between Directors inter-se	Mr. Kishor Kanhiyalal Jain is not related to any of the Directors of the Company	Mrs. Sejal Dattaram Yerapale is not related to any of the Directors of the Company.
Names of listed entities in which the personal so holds the Directorship	NA	RRP SEMICONDUCTOR LIMITED
No. of Shares held in the company	NA	NA
Membership & Chairmanships of Committees of the Board of the Company	NA	NA
No. of board meetings attended during the financial year	**NA**	NA
Board membership of other Companies as on 31st March, 2025 (Listed / Unlisted)	NA	• Jaychandra Leasing & Investments Ltd • Simansi Solutions Private Limited • Ceres Company Private Limited • RRP Semiconductor Limited • Mascot Constructions Private Limited
Membership/Chairmanship of Committees of the Board of Directors of other Companies as on 31st March, 2025	NA	
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	NA	NA

ANNEXURE-II

DETAILS UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 READ ALONG WITH SEBI CIRCULAR CIR/CFD/CMD/4/2015 DATED SEPTEMBER 9, 2015:

Name of Director	**Mr. Uday Anant Sawant**	**Ms. Kavita Sandip Pawar**
Directors Identification Number (DIN)	08189082	02717275
Designation	Non-Executive - Independent Director	Non-Executive - Independent Director
Nationality	Indian	Indian
Date of Birth	27/11/1985	07/12/1976
Qualification	Graduate	Graduate
Age	39	49
Terms and Condition of Appointment / re-appointment	w.e.f. 24th September, 2024 for a period of 5 consecutive years	w.e.f. 24th September, 2024 for a period of 5 consecutive years
Date of first appointment on the Board	24th September, 2024	24th September, 2024
Brief resume & Nature of expertise in specific functional areas	<u>Mr. Uday Anant Sawant</u> Mr. Uday Anant Sawant is a qualified Company Secretary and a member of the Institute of Company Secretaries of India. He holds a Bachelor's degree in Law (General) and is a Commerce graduate. He has significant professional experience in corporate governance and compliance. He began his career as the Company Secretary & Compliance Officer at Sungold Capital Limited, serving from August 22, 2014, to November 11, 2014. He then held a similar position at Vadilal Dairy International Ltd from December 22, 2014, to December 23, 2020. Subsequently, he joined Vikabh Securities Private Limited as Company Secretary and Compliance Officer on December 24, 2020. In addition to his executive roles, Mr. Sawant has also contributed as an Independent Director for companies such as Vuenow Infratech Limited and Flamingo Pharmaceuticals Limited, showcasing his expertise and leadership in corporate management and regulatory compliance.	<u>Ms. Kavita Sandeep Pawar</u> Ms. Kavita Sandip Pawar, aged 48 years, is a Commerce graduate with over 17 years of experience in management and administration. She brings a diverse set of skills and in-depth knowledge in organizational leadership and corporate governance. Ms. Pawar has also served as an Independent Director on the boards of several listed companies, including Deccan Bearings Limited, Garware Synthetics Limited, and G. D. Trading and Agencies Limited, reflecting her strong credentials in corporate oversight and strategic decision-making.
Disclosure of relationship between Directors inter-se	Mr. Uday Anant Sawant is not related to any of the Directors of the Company	Ms. Kavita Sandip Pawar is not related to any of the Directors of the Company.
Names of listed entities in which the personal so holds the Directorship	1.RAMASIGNS INDUSTRIES LIMITED	1.RAMASIGNS INDUSTRIES LIMITED
No. of Shares held in the company	NA	NA

Membership & Chairmanships of Committees of the Board	NIL	NIL
No. of board meetings attended during the financial year	3	3
Board membership of other Companies as on 31st March, 2025 (Listed / Unlisted)	1.RAMASIGNS INDUSTRIES LIMITED	1.RAMASIGNS INDUSTRIES LIMITED
Membership/Chairmanship of Committees of the Board of Directors of other Companies as on 31st March, 2025	NA	NA
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	NA	NA