Public Announcement under Regulation 15(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Open Offer for acquisition of upto 3,22,400 (Three Lakhs Twenty Two Thousand Four Hundred Only) fully paid up equity shares from shareholders of New Markets Advisory Ltd (hereinafter referred to as "Target Company" or "NMAL") by Mohammed Fasihuddin (hereinafter referred to as "Acquirer") pursuant to and in accordance with regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, as amended ("Regulation").

1. Offer Details

- **Offer Size**: The Acquirer is hereby making a mandatory Open Offer in terms of SEBI (SAST) Regulations, 2011 to the equity shareholders of the Target Company to acquire up to 3,22,400 (Three Lakhs Twenty Two Thousand Four Hundred Only) fully paid up equity shares ("Offer Size") bearing a face value of Rs. 10/- each representing 26.00% of the total issued, subscribed, paid up and voting capital of the Target Company pursuant to Share Purchase Agreement (SPA) dated March 28, 2014.

- **Price/ consideration** : An offer price of Rs.13 /- (Rupees Thirteen only) per fully paid up equity share of Rs. 10/- each of the Target Company (hereinafter referred to as "Offer Price") will be offered to the equity shares tendered in the Offer. Assuming full consideration, the total consideration payable by the Acquirer will be Rs.41,91,200/- (Rupees Forty One Lakhs Ninety One Thousand and Two Hundred Only) (hereinafter referred to as "Offer Consideration").

- **Mode of payment (cash/ security)**: The Offer Price will be payable in cash, in accordance with the Regulation 9(1)(a) of the Regulations.

- **Type of offer**: This is a Triggered Offer under Regulations 3(1) & 4 of SEBI (SAST) Regulations, 2011.

2. Transaction which has triggered the open offer obligations (Underlying Transaction)

Details of underlying transaction						
Type of Transaction (direct/ indirect)	**Mode of Transaction (Agreement/ Allotment/ market purchase)**	**Shares/Voting rights acquired/ Proposed to be acquired**		**Total Consideration for shares /VRs acquired (In Rs.)**	**Mode of payment (Cash/ securities)**	**Regulation which has triggered**
		Number	**% vis a vis total equity /voting capital**			
Direct	Share Purchase Agreement	6,82,750	55.06	75,10,250	Cash	3(1) & 4

3. Acquirer

Details	Acquirer
Name of Acquirer	Mohammed Fasihuddin
Address	104, L2C Oakland Park, Yamuna Nagar, Lokhandwala Complex, Andheri (West), Mumbai-400053 Tel no.: 09821313786, Fax: 022-26351470, email: cmd@showmangroup.com and website: www.showmangroup
Name(s) of persons in control/Promoter of Acquirer	N.A.
Name of the Group, if any, to which the Acquirer belongs to	Showman group
Pre Transaction shareholding • Number • % of total share capital	Nil
Proposed shareholding after the acquisition of shares which triggered the Open Offer	6,82,750 (55.06%)
Any other interest in the Target Company	Nil

4. Details of selling shareholders:

Name	Part of Promoter group (Yes/No)	Details of shares/voting rights held by the selling shareholders			
		Pre Transaction		Post Transaction	
		Number	%*	Number	%*
Prakash Shah	Yes	1,79,000	14.44	Nil	Nil
Suman Shah		120,000	9.67		
M/s. Gulecha Investment & Trading Co.Pvt.Ltd		1,19,000	9.60		
M/s. Rapport Investment & Trading Pvt.Ltd		1,19,000	9.60		
M/s. Prakash Shah HUF		1,17,750	9.49		
M/s. Khem Sum Apparels Overseas Ltd		20,000	1.61		
Surbhi Shah		8,000	0.65		
Total		**6,82,750**	**55.06**	**Nil**	**Nil**

**Percentage has been calculated vis-à-vis total equity/voting capital of the Target Company.*

5. Target Company

- **New Markets Advisory Ltd**, a company incorporated under the Companies Act, 1956 and having its registered office at 71, Laxmi Building, 4th Floor, P.M. Road, Fort, Mumbai – 400001, Tel No: 022-22618452/022-22661541, Fax No: 022-22618327, Email: newmarkets@ymail.com.

- The shares of the Target Company are listed at Bombay Stock Exchange Limited ("BSE") having scrip Code and scrip Id as 508867 and NEWMKTADV respectively.

6. Other details

- A Detailed Public Statement ("DPS") specifying the detailed terms and conditions of this Offer will be published as per Regulation 14(3) of SEBI (SAST) Regulations, 2011 on or before April 07, 2014.

- The Acquirer hereby undertakes that he is fully aware of and will comply with their obligations under the Regulations and has adequate financial resources to meet the Offer obligations in terms of Regulation 25(1) under the Regulations.

- This offer is not conditional upon any minimum level of acceptance in terms of regulation 19(1) of the Regulations and is not a competing bid in terms of regulation 20 of the regulation.

- The Acquirer accepts the full responsibility for the information contained in this Public Announcement.

Issued by Manager to the offer

Intensive

Intensive Fiscal Services Private Limited
914, 9th Floor, Raheja Chambers,
Nariman Point, Mumbai- 400021
Tel. Nos.:- 022 22870443/44/45
Fax No.:- 022 22870446
E-mail:- rishabh@intensivefiscal.com
Contact Person: - Rishabh Jain/Nikesh Jain
SEBI Registration No.: INM000011112

sd/-
(Mohammed Fasihuddin)
Place: Mumbai
Date: March 28, 2014