

# New Markets Advisory Limited

Reg Office: - 71, Laxmi Building, 4<sup>th</sup> Floor, P.M. Road, Fort, Mumbai – 400001,  
Tel No: 022-22618452/022-22661541, Fax No: 022-22618327 and  
Email: newmarkets@ymail.com

Recommendations of the Committee of Independent Directors (IDC) on the Open Offer to the equity shareholders of New Markets Advisory Limited (hereinafter referred to as "Target Company") by Mohammed Fasihuddin (hereinafter referred to as "Acquirer") under Regulation 26(7) of Securities & Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

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|-----|-----------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1)  | Date                                                                                                                        | June 09, 2014                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| 2)  | Name of the Target Company                                                                                                  | New Markets Advisory Limited                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| 3)  | Details of the Offer pertaining to the Target Company                                                                       | 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").                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| 4)  | Name of the Acquirer and PAC with the Acquirer                                                                              | Acquirer - Mohammed Fasihuddin.<br>There is no Person(s) Acting in Concert with the Acquirer.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| 5)  | Name of the Manager to the offer                                                                                            | Intensive Fiscal Services Pvt. Ltd.<br>914, 9th Floor, Raheja Chambers, Nariman Point, Mumbai- 400021, Tel. Nos.:- 022 22870443/44/45, Fax No.: -02222870446,<br>E-mail: rishabh@intensivefiscal.com<br>Contact Person:- Rishabh Jain/Nikesh Jain                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| 6)  | Members of the Committee of Independent Directors ("IDC")                                                                   | Shirish Suryakant Shetye - Chairman and Komal Singh Madanlal Jaroli.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| 7)  | IDC Member's relationship with the Target Company (Director, Equity shares owned, any other contract/ relationship), if any | IDC members are Independent Directors of the Target Company. They do not hold any equity shares in the Target Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| 8)  | Trading in the Equity shares/other securities of the Target Company by IDC Members                                          | None of members of the IDC have done trading in the equity shares/other securities of the Target Company since their appointment.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| 9)  | IDC Members relationship with the Acquirer (Director, Equity shares owned, any other contract/relationship), if any.        | None of the IDC members have any relationship with the Acquirer                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| 10) | Trading in the Equity shares/other securities of the Acquirer by IDC Members                                                | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| 11) | Recommendation on the Open offer, as to whether the offer, is or is not, fair and reasonable                                | IDC members believe that the Open Offer is fair and reasonable.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| 12) | Summary of reasons for recommendation                                                                                       | IDC recommends acceptance of the Open offer made by the Acquirer as the Offer price of Rs. 13/- (Rupees Thirteen Only) per fully paid up equity share is fair and reasonable based on the following reasons:<br>1.The Offer price appears to be reasonable considering that there is no major business activities in the Target Company.<br>2.Valuation report on the fair value of equity shares of the Target Company vide dated April 07, 2014 issued by A.W. Ketkar & Co., Chartered Accountants signed by Proprietor, CAA.W. Ketkar has applied the valuation methodology prescribed by the Honorable Supreme Court of India in the case of Hindustan Lever Employees Union vs. Hindustan Lever Limited, 1995 (83 Com. Case 30). Considering the valuation methodology, the fair value of equity shares is Rs. 5.60. Therefore, the Offer Price of Re. 13/- (Rupee Thirteen Only) per share is justified.<br>3.The offer price of Rs. 13/- per fully paid up equity share offered by the Acquirer is higher than the price paid to outgoing promoters who sold their holdings via SPA at Rs. 11/- per fully paid up equity share.<br>4.The equity shares of the Target Company are infrequently traded shares within the meaning of explanation provided in Regulation 2(j) of SEBI (SAST) Regulations, 2011.<br>5.Looking to the past trend, it is being observed that trading by general public is limited which restraints exit to investor to the Market. This Open offer will provide an exit opportunity to the existing investors/ shareholders.<br>Keeping in view above facts IDC is of opinion that Open Offer price is fair and reasonable. |
| 13) | Details of Independent Advisors, if any.                                                                                    | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| 14) | Any other matter to be highlighted                                                                                          | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |

"To the best of our knowledge and belief after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the Target Company under the Takeover Code."

**For New Markets Advisory Limited**  
**Sd/-**

**Place: Mumbai**  
**Date: June 09, 2014.**

**Shirish Suryakant Shetye**  
**(Chairman-Committee of Independent Directors)**