

	<b>Bhupendra Dave</b>
	Practicing Company Secretary
	57-F, 3rd Floor, Bhupen Chambers, 9-Dalal Street Opposite Bombay
	Stock exchange, Fort Mumbai, Maharashtra India - 400001
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**Annexure V**

The Chief General Manager  
Listing Operation,  
BSE Limited,  
20<sup>th</sup> Floor, P.J.Towers,  
Dalal Street,  
Mumbai - 400 001.



Dear Sir,


**Sub: Application for "In-principle approval" prior to issue and allotment of 63,33,334 Equity Shares of Rs.1/- each at a price of Rs.3/- each on preferential basis under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.**

1. I, Bhupendra Dave, Practicing Company Secretary, hereby certify that the minimum issue price for the proposed preferential issue of Muzali Arts Limited, based on the pricing formula prescribed under Regulation 164 / 165 of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 has been worked out at Rs.2.85/- per equity Share. The Board has fixed the floor price as Rs. 3/- per equity share. The relevant date for the purpose of said minimum issue price was 30<sup>th</sup> August 2022.
2. Based on the information provided by the Company the proposed allotment of 6333334 equity shares do not fall under the provisions of Regulation 166A of ICDR Regulations as no allottee or allottees acting in concert is proposed to allot more than 5% of shares on post issue diluted share capital.
3. The volume of shares traded during the period of 90 trading days (prior to the Relevant Date) in Bombay Stock Exchange (BSE) was considered for the computation of price under the Regulation 164 of SEBI (ICDR) Regulation, 2018.
4. In terms of provisions of proviso to Regulation 164(1) of SEBI (ICDR) Regulations, the Company obtained Valuation Report from Rashmi Shah, Registered Valuer (IBBI/RV/06/2018/10240) vide Report dated 7<sup>th</sup> September, 2022 and the price according to the said Report is Rs.2.85/-



5. I hereby certify that the Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under ICDR Regulations, 2018.
6. This certificate should be read with the workings for arriving at such minimum issue price and explanatory note have been attached herewith.



  
CS Bhupendra Dave  
Membership No.31921  
Certificate of practice No. 24293  
UDIN: A031921D000964811

Date:07/09/2022  
Place: Mumbai

**Annexure I: Calculation of minimum issue price as per prescribed under Chapter V of SEBI (ICDR) Regulations, 2018, as amended**

Date of EGM: September 30, 2022

Relevant Date (30 days prior to EGM) : August 30, 2022

**A) Average or the volume weighted average price (VWAP) of the Equity Shares of Muzali Arts Limited quoted on the Bombay Stock Exchange during the 90 trading days preceding the relevant date. (As the days preceding the relevant date i.e. 29<sup>th</sup> August, 2022)**

Day	Date	Total Turnover (INR)	Volume of traded shares
1	21 April, 2022	541,295	154,700
2	22 April, 2022	353,329	99,867
3	25 April, 2022	283,874	81,486
4	26 April, 2022	266,457	81,174
5	27 April, 2022	181,632	56,053
6	28 April, 2022	115,531	35,348
7	29 April, 2022	307,426	91,174
8	2 May, 2022	123,343	38,441
9	4 May, 2022	128,567	41,651
10	5 May, 2022	80,229	25,576
11	6 May, 2022	282,323	90,843
12	9 May, 2022	135,603	44,458
13	10 May, 2022	101,795	34,196
14	11 May, 2022	190,144	67,313
15	12 May, 2022	48,707	17,134
16	13 May, 2022	103,082	34,115
17	16 May, 2022	93,241	31,101
18	17 May, 2022	83,805	28,131
19	18 May, 2022	31,770	10,628
20	19 May, 2022	187,879	62,323
21	20 May, 2022	101,685	34,410
22	23 May, 2022	83,018	27,951
23	24 May, 2022	65,590	21,533
24	25 May, 2022	26,467	9,004
25	26 May, 2022	29,252	10,131
26	27 May, 2022	70,212	23,912
27	30 May, 2022	111,676	37,522
28	31 May, 2022	212,116	71,445
29	1 June, 2022	223,363	80,488
30	2 June, 2022	133,162	45,977
31	3 June, 2022	345,298	112,512
32	6 June, 2022	415,205	135,998
33	7 June, 2022	178,705	61,143
34	8 June, 2022	117,675	40,789
35	9 June, 2022	193,335	65,378
36	10 June, 2022	214,944	71,637
37	13 June, 2022	308,742	111,991
38	14 June, 2022	108,939	39,224
39	15 June, 2022	234,946	83,021
40	16 June, 2022	401,137	148,242
41	17 June, 2022	62,443	24,570
42	20 June, 2022	126,675	54,700
43	21 June, 2022	122,642	52,088
44	22 June, 2022	446,529	166,228
45	23 June, 2022	362,357	138,741



Day	Date	Total Turnover (INR)	Volume of traded shares
46	24 June, 2022	230,942	94,427
47	27 June, 2022	80,922	34,077
48	28 June, 2022	57,436	24,150
49	29 June, 2022	211,186	78,448
50	30 June, 2022	16,224	6,115
51	1 July, 2022	29,965	11,627
52	4 July, 2022	65,458	25,099
53	5 July, 2022	321,935	129,514
54	6 July, 2022	248,686	90,663
55	7 July, 2022	76,954	28,831
56	8 July, 2022	85,565	31,481
57	11 July, 2022	68,337	24,836
58	12 July, 2022	57,528	21,708
59	13 July, 2022	278,268	105,715
60	14 July, 2022	57,819	22,058
61	15 July, 2022	122,554	46,933
62	18 July, 2022	32,662	12,581
63	19 July, 2022	90,424	34,439
64	20 July, 2022	106,659	38,745
65	21 July, 2022	24,544	8,708
66	22 July, 2022	286,369	98,452
67	25 July, 2022	110,042	39,351
68	26 July, 2022	105,112	37,207
69	27 July, 2022	410,165	150,608
70	28 July, 2022	116,592	42,099
71	29 July, 2022	79,075	28,357
72	1 August, 2022	167,812	58,855
73	2 August, 2022	614,910	213,676
74	3 August, 2022	78,226	28,319
75	4 August, 2022	75,746	26,865
76	5 August, 2022	6,715	2,418
77	8 August, 2022	201,716	72,856
78	10 August, 2022	391,466	142,260
79	11 August, 2022	449,380	174,374
80	12 August, 2022	152,889	60,752
81	16 August, 2022	147,236	57,496
82	17 August, 2022	3,338,827	1,132,394
83	18 August, 2022	1,005,065	366,142
84	19 August, 2022	137,104	51,082
85	22 August, 2022	146,585	54,738
86	23 August, 2022	136,215	50,752
87	24 August, 2022	279,725	107,112
88	25 August, 2022	85,667	32,425
89	26 August, 2022	80,511	30,119
90	29 August, 2022	139,071	55,664
	<b>Total</b>	<b>19,342,434</b>	<b>6,778,875</b>
VWAP of 90 trading days volume weighted average price ("VWAP") preceding the relevant date (INR)			<b>2.85</b>



B) Average of the volume weighted average price (VWAP) of the Equity Shares of Muzali Arts Limited quoted on the Bombay Stock Exchange during the 10 trading days preceding the relevant date (As the days preceding the relevant date i.e. 29<sup>th</sup> August, 2022)

Day	Date	Total Turnover (INR)	Volume of traded shares
1	16 August, 2022	147,236	57,496
2	17 August, 2022	3,338,827	1,132,394
3	18 August, 2022	1,005,065	366,142
4	19 August, 2022	137,104	51,082
5	22 August, 2022	146,585	54,738
6	23 August, 2022	136,215	50,752
7	24 August, 2022	279,725	107,112
8	25 August, 2022	85,667	32,425
9	26 August, 2022	80,511	30,119
10	29 August, 2022	139,071	55,664
	<b>Total</b>	<b>5,496,006</b>	<b>1,937,924</b>
<b>VWAP of 10 trading days volume weighted average price ("VWAP") preceding the relevant date (INR)</b>			<b>2.84</b>

In terms of explanation provided in regulation 164 of SEBI(ICDR) Regulations, 2018 (as amended from time to time), the price quoted on National Stock Exchange Limited has been considered to derive the price in terms of the said regulation as the trading volume is the highest in respect of equity shares of Muzali Arts Limited.

A] Average of 90 Trading days VWAP	2.85
B] Average of 10 Trading days VWAP	2.84
C] Floor price as determined by Independent Registered Valuer	2.85

Applicable Minimum Price



## Annexure II: Explanatory notes to Certificate

1. Certificate for calculation of minimum issue price for application of “in-principle approval” by Muzali Arts Limited prior to issue and allotment of 6333334 equity shares on preferential basis under Regulation 28(1) of the SEBI (Listing obligations and Disclosures Requirements), Regulations 2015:

We have been requested by the Board of Directors of Muzali Arts Limited (“the Company”) to issue a certificate stating that the minimum issue price for the proposed preferential issue as per Chapter V of SEBI (Issue of Capital and Disclosure Requirements) (ICDR) Regulations, 2018, as amended. In accordance with the requirements of Chapter V of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 this certificate is directly issued to the recognized stock exchange.

The certificate is issued in accordance with the terms of our engagement letter dated 1<sup>st</sup> September, 2022.

### 2. Management Responsibilities

The preparation of details for calculation of minimum issue price for the proposed preferential issue as per regulation 164 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, is the responsibility of the Management of the Company including maintenance of all relevant supporting records and documents.

The Management is also responsible for ensuring that the Company complies with the requirements of the recognized stock Exchange and SEBI (ICDR) regulation for providing all relevant information to the Securities and Exchange Board of India and recognized stock exchange.

### 3. Practising Company Secretaries Responsibility

Pursuant to the requirements as given in para I above, it is our responsibility to provide a reasonable assurance as regards mathematical accuracy of minimum issue price for the proposed preferential issue is in accordance with Regulation 164 of Chapter V of SEB I (Issue of Capital and Disclosure Requirements) regulations. 2018, as amended.

We have performed the following procedures

- a. Ensured that the calculation of the minimum issue price of equity shares as per prescribed pricing formula under the ICDR Regulations prepared by the Management (refer Annexure I above);
- b. Verified the Relevant Date from the board resolution approving the proposed issue;
- c. Obtained and read a certified copy of resolutions of the Board of Directors of the Company dated 3<sup>rd</sup> March 2022 in respect of the proposed issue;
- d. For the purpose of calculation of minimum issue price for warrants on preferential basis, we have lied on the historical data extracted by the management from recognized stock exchanges website;



#### 4. Restriction on Use

This certificate is provided solely for the purpose of submission to stock exchange in respect of application for in-principal approval and to enable the Company to comply with requirements of regulation as mentioned in para 1 above and should not be used for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

