



NEXOME CAPITAL MARKETS LIMITED

(formerly SMIFS Capital Markets Limited)

April 20, 2026

**The Secretary
BSE Limited**

Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001

Dear Sir,

Sub: Submission of Certificate from Statutory Auditor in terms of Regulation 169(5) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations")

Dear Sir/Madam,

With reference to the allotment of 19,20,000 equity shares, pursuant to the conversion of 19,20,000 Equity Convertible Warrants on preferential basis and in compliance of Regulation 169(5) of the ICDR Regulations, please find enclosed herewith, a certificate issued by M/s S.K Agrawal and Co Chartered Accountants LLP (Firm's Registration No: 306033E/E300272) Statutory Auditors of the Company, certifying that Nexome Capital Markets Limited (Formerly SMIFS Capital Markets Limited) ("Issuer" or "Company") is in compliance with Regulation 169(4) of ICDR Regulations and the relevant documents thereof are maintained by the Issuer as on the date of the certificate.

This is for your information and record.

Yours faithfully,

**For Nexome Capital Markets Limited
(Formerly SMIFS Capital Markets Limited)**

(Sanjana Gupta)
Company Secretary-cum-Compliance Officer
Encl. : a/a





**S K AGRAWAL AND CO CHARTERED
ACCOUNTANTS LLP**
(Formerly S K AGRAWAL AND CO)
Chartered Accountants
LLPIN – AAV-2926
FRN- 306033E/E300272

Suite Nos. – 606-608
The Chambers, Opp. Gitanjali Stadium
1865, Rajdanga Main Road, Kasba
Kolkata- 700107
Phone: 033-40089902/9903/9904/9905
Website: www.skagrawal.co.in
Email: Info@skagrawal.co.in

To
The Board of Directors,
Nexome Capital Markets Limited
(Formerly SMIFS Capital Markets Limited)
“Vaibhav”, 4F, 4, Lee Road,
Kolkata- 700020

Independent Auditor's Certificate on receipt of consideration towards allotment of Equity Shares upon conversion of Warrants by Nexome Capital Markets Limited (Formerly SMIFS Capital Markets Limited) pursuant to the requirement of Chapter V of SEBI (ICDR) Regulations, 2018 including sub- regulation (5) of the Regulation 169 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended)

1. This certificate is issued in accordance with the terms of our engagement letter dated 16th April 2026 with Nexome Capital Markets Limited (Formerly SMIFS Capital Markets Limited).
2. The accompanying Statement (the 'Statement') containing details of receipt of consideration towards allotment of equity shares (the 'shares') upon conversion of Warrants and confirming compliance with the requirements of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, (the 'ICDR Regulations') including Regulation 169(5) of chapter V of the ICDR Regulations, section 42(6) of the Companies Act, 2013 (the 'Act') and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the 'Rules'), to the extent applicable has been prepared by the Company's management for the purpose of submission along with this certificate to BSE Limited (the stock exchange) pursuant to the requirements of Regulation 169(5) of the ICDR Regulations and stock exchange checklist on preferential issue (post allotment) (the checklist). We have initialled the Statement for identification purposes only.

Management's Responsibility for the Statement

3. The preparation of the Statement, including the preparation and maintenance of all accounting and other relevant supporting records and documents is solely the responsibility of the management of the Company. This responsibility includes design, implementation, and maintenance of internal controls relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.



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4. The management is also responsible for:
- ensuring that the consideration for the allotment of equity shares upon conversion of convertible warrants is received from the respective allottee's bank account;
 - maintenance of relevant records and documents in relation to point (a) above;
 - compliance with the requirements of the ICDR Regulations, the Act and the Rules; and
 - providing all relevant information to Securities and Exchange Board of India (the 'SEBI') and the stock exchange.

Auditor's Responsibility

5. Pursuant to the requirements of Regulation 169(5) of Part VI of Chapter V of the ICDR Regulations, it is our responsibility to provide limited assurance in the form of a conclusion as to whether the following details, as set forth in the Statement, are, in all material respects, fairly stated:
- The Company has received 25% upfront money against the allotment of 19,20,000 convertible warrants on the dates as stated in the accompanying Statement and further, the Company has also received the balance 75% allotment money against the allotment of equity shares upon conversion of 19,20,000 convertible warrants on the dates as stated in the accompanying Statement and there is no circulation of funds or mere passing of book entries in this regard.
 - The aforesaid consideration has been received from the allottee's bank account and the relevant documents in this respect, including records of bank account statements of allottees are maintained by the Company as on 16 April 2026; and
 - The Company has complied with the requirement of Chapter V of the ICDR Regulations including sub-regulation (5) of Regulation 169 of the ICDR Regulations and section 42(6) of the Act, and rule 14 of the Rules, to the extent applicable.
6. We conducted our examination of the Annexure-A for the purpose of this certificate in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('the ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.



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8. The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement; and consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. The procedures selected depend on the auditor's judgement, including the assessment of the areas where a material misstatement of the subject matter information is likely to arise. Accordingly, we have performed the following procedures in relation to the accompanying Statement:
- Obtained and read the certified copy of the resolutions passed at the meeting of the Board of Directors held on 11th September 2024 in respect of the preferential issue of the convertible warrants.
 - Obtained and read the certified copy of the minutes of Postal Ballot through remote e-voting for the special resolutions passed by the members on 14th October 2024 in respect of the issuance of convertible warrants into equity shares of the company on a preferential basis to Promoter & Promoter Group Entities.
 - Obtained and read the certified copy of the resolution passed through circulation by the Board of Directors on 20 April 2026 in respect of the allotment of 19,20,000 Equity Shares upon Conversion of 19,20,000 Warrants.
 - Obtained details of allotment of equity shares upon conversion of warrants including details of allottees from the management. Also, obtained details of the consideration received against the aforementioned allotment.
 - Obtained confirmations from the allottees as provided by the management and ensured that the consideration has been received from the respective allottees bank accounts. Further, we have relied on management representations and supporting documents, including confirmations provided.
 - Verified the amount of consideration received towards preferential issue with the bank statement of the Company and traced it to the respective receipt dates as mentioned in the accompanying Statement.
 - Conducted relevant management enquiries and obtained necessary representations from the management of the Company.

Conclusion

9. Based on the procedures performed as above, evidence obtained and the information and explanations given to us, along with representations provided by the Management, nothing has



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come to our attention that causes us to believe that the details included in the accompanying Statement are, in all material respects, materially misstated:

- a) The Company has received 25% upfront money amounting to ₹3,07,20,000 on 22nd October 2024 against the allotment of 19,20,000 convertible warrants, at the price of ₹ 64 per warrant, pursuant to the in-principle approval of the Board of Directors obtained on 11th September 2024 and further, the company has also received the balance 75% allotment monies amounting to ₹9,21,60,000 from the bank account of the respective allottees on 14th April 2026 against allotment of 19,20,000 equity shares allotted on 20th April 2026 on conversion of 19,20,000 warrants from the applicants of the aforesaid shares and as represented by the management there is no circulation of funds or mere passing of book entries in this regard.
- b) The aforesaid consideration has been received from the respective allottee's bank account and the relevant confirmations in this respect from each allottee are maintained by the Company as on 20th April 2026.
- c) The Company has complied with the requirements of Companies Act, 2013, Chapter V of SEBI (ICDR) Regulations, 2018 including sub-regulation (5) of Regulation 169 of SEBI (ICDR) Regulations, 2018, sub-section (6) of Section 42 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, to the extent applicable.

Restriction on Distribution or Use

10. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with Regulation 169(5) of the ICDR Regulations and the checklist. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability are in no way affected by, any other role we may have as statutory auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as statutory auditors of the Company.

For S K Agrawal & Co Chartered Accountants LLP
Chartered Accountants
FRN: 306033E/E300272

Vivek Agarwal
Partner
M. No.: 301571
UDIN: 26301571MDRGVA7804
Place: Kolkata
Date: 20th April 2026



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Annexure- A

Nexome Capital Markets Limited

Statement of Fund Received (“Statement”)

Name of Allottee(s)	Number of Securities Issued	Remarks	Receipt Date	Receipt Amount – (in Rs.) (Which is 75% of the total Issue Price)
Utsav Parekh	3,88,000	Promoter	14.04.2026	1,86,24,000
Panchganga Advisors Pvt. Ltd.	3,85,000	Non-promoter	13.04.2026	1,84,80,000
Monet Securities Pvt. Ltd.	3,85,000	Non-promoter	09.04.2026	1,84,80,000
FORBES EMF	3,82,000	Non-promoter	09.04.2026	1,83,36,000
Chivas Trading Pvt. Ltd.	3,80,000	Non-promoter	08.04.2026	1,82,40,000
Total	19,20,000			9,21,60,000

For **S K Agrawal & Co Chartered Accountants LLP**
Chartered Accountants
FRN: 306033E/E300272

Vivek Agarwal
Partner
M. No.: 301571
UDIN: 26301571MDRGVA7804
Place: Kolkata
Date: 20th April 2026