



Misquita Engineering Limited

Corporate Identity Number(CIN): L74210GA1998PLC002537

Manufacturers of Precision Machined Components

An ISO 9001:2015 Certified Company

Date: 20.12.2023

To,
The Listing Compliance
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Ref. BSE Scrip Code: 542801

Subject- Extra Ordinary General Meeting - Notice of EGM

Dear Sir/ Madam,

This is to inform that the Extra Ordinary General Meeting ("EGM") of the company will be held on Friday, 12th January, 2024 at 11:00 a.m. (IST), at the registered office of the company situated at 182/1 Vaiginim Vaddo Nachinol, North Goa, Aldona, Goa, India, 403508.

The Notice of EGM is also uploaded on the Company's website www.misquitaengg.com

Kindly take same on your records.

Thanking You,
FOR MISQUITA ENGINEERING LIMITED

Thomas Constance Avinash Misquita
Managing Director
DIN: 00060846

Encl: As Above.

Regd. Office & Works : GHAR BHAT, VAIGINNIM VADDO,
NACHINOLA, BARDEZ, GOA- 403508
GSTIN: 30AADCM2850Q1ZD
Tel. Office: 8308848233 / 08322955336
Email: avimisquita@gmail.com



MISQUITA ENGINEERING LIMITED

**REG. OFFICE : 182/1 VAIGINIM VADDO NACHINOL, NORTH GOA,
ALDONA, GOA, INDIA, 403508**

**CIN: L74210GA1998PLC002537 || E-mail : avimisquita@gmail.com
Website: www.misquitaengg.com || Phone: 8308848233**

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Extra Ordinary General Meeting of the members for FY 2023-24 of MISQUITA ENGINEERING LIMITED (“the Company”), will be held on Friday, 12th January, 2024 at 11:00 a.m. (IST), at the registered office of the company situated at 182/1 Vaiginim Vaddo Nachinol, North Goa, Aldona, Goa, India, 403508 to transact the following businesses:

SPECIAL BUSINESS:

ITEM NO. 1 – INCREASE OF AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT TO THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed there under, (including any statutory amendment(s) or modification(s) thereto or substitution (s) or re-enactment(s) made thereof for the time being in force) and in accordance with the applicable provisions of the Articles of Association of the Company, consent of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 3,00,00,000/- (Rupees Three Crores only) divided into 30,00,000 (Thirty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 4,70,00,000/- (Rupees Four Crore Seventy lakhs only) divided into 47,00,000 (Forty Seven Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each by creating additional 17,00,000 (Seventeen Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking pari passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT, the Capital Clause of the Memorandum of Association of the Company accordingly be and is hereby substituted with the following Clause V:

V. The Authorised Share Capital of the Company is Rs. 4,70,00,000/- (Rupees Four Crore Seventy lakhs only) divided into 47,00,000 (Forty Seven Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT any one of the Directors and/or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds and things, and to execute all such documents, instruments and writings as may be required to give effect to this resolution.”

ITEM NO. 2 – ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

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

“RESOLVED THAT pursuant to provisions of Sections 42, 62 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) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“SEBI (ICDR) Regulations, 2018”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (“Takeover Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and other applicable law including any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), the Ministry of Corporate Affairs, the stock exchange where the equity shares of the Company are listed (“Stock Exchange”), and or any other competent regulatory authority and in accordance with the uniform listing agreement entered into with the Stock Exchange and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to the Stock Exchanges and SEBI and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) constituted / to be constituted by the Board or committee constituted/ to be constituted of management to exercise its powers including the powers conferred by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the Board be and is hereby authorized to create, issue, offer and allot by way of Preferential Allotment, upto 7,50,000 (Seven Lakhs Fifty Thousand) Equity Shares of Face Value of Rs. 10/- (Rupees Ten only) each at a premium of Rs. 30/- (Rupees Thirty only) each aggregating to Rs. 3,00,00,000/- (Rupees Three Crores only) to Non-Promoters, on preferential allotment basis in compliance with Chapter V of SEBI (ICDR) Regulations, 2018 and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, to the following persons/entities as mentioned below:

| Sr. No | Name of Proposed Allottee | No. of Equity Shares proposed to be allotted | Name of the Ultimate Beneficial Owner | Allottee is QIB/ MF/ FII/ Trust/ Banks |
|--------|------------------------------|--|---------------------------------------|--|
| 1 | Kamal Vasantlal Joisher | 85,000 | Kamal Vasantlal Joisher | No |
| 2 | Haresh Vasantlal Joisher | 85,000 | Haresh Vasantlal Joisher | No |
| 3 | Abhishek Kamal Kishore Kabra | 50,000 | Abhishek Kamal Kishore Kabra | No |
| 4 | Gautam Jaigopal Kabra | 60,000 | Gautam Jaigopal Kabra | No |
| 5 | Vinil Kabra | 60,000 | Vinil Kabra | No |
| 6 | Hardik Kishor Motta | 85,000 | Hardik Kishor Motta | No |
| 7 | Jayshree Kishor Motta | 85,000 | Jayshree Kishor Motta | No |

| | | | | |
|----|--------------------------------|----------|----------------------------|----|
| 8 | Heena Ullash Shah | 1,00,000 | Heena Ullash Shah | No |
| 9 | Ishan Ullash Shah | 70,000 | Ishan Ullash Shah | No |
| 10 | Hiten N Shah HUF | 35,000 | Hiten N Shah | No |
| 11 | Amit Umarshi Bhanushali HUF | 17,500 | Amit Umarshi Bhanushali | No |
| 12 | Krupa A Bhanushali | 17,500 | Krupa A Bhanushali | No |

RESOLVED FURTHER THAT:

- I. The Relevant Date for the purpose of pricing of issue of Equity Shares in accordance with the Regulation 161 of SEBI (ICDR) Regulations, 2018 (as amended) be fixed as Wednesday, 13th December, 2023 to consider the proposed preferential issue of Equity Shares.
- II. The Equity Shares as may be offered, issued, and allotted in accordance with the terms of this resolution, shall be in dematerialized form.
- III. The Equity Shares to be allotted shall rank pari passu in all respects with the existing Equity Shares of the Company, including dividend.
- IV. The Equity Shares shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 days from the date of passing of this special resolution provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment shall be completed within a period of 15 days from the date of such approval or permission, as the case may be in compliance with Regulation 170 of the SEBI (ICDR) Regulations, 2018.

RESOLVED FURTHER THAT the Equity Shares to be offered, issued and allotted shall be subject to lock in for such periods as prescribed in Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

RESOLVED FURTHER THAT the Equity Shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions and size of the issue, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority, if any, may impose at the time of their approval as agreed by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of Equity Shares of the Company as it may in its absolute discretion deem fit and proper.

RESOLVED FURTHER THAT any of the Director / KMP be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Registrar of Companies, Stock Exchanges, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

ITEM NO. 3 – TO ISSUE FULLY CONVERTIBLE WARRANTS ON A PREFERENTIAL ISSUE BASIS

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 Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of the provisions of the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 (the “SEBI Takeover Regulations”) each as amended from time to time, the listing agreement entered into by the Company with BSE Limited (the “Stock Exchange”) where the securities of the Company are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”) and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and such approvals, consents, permissions and sanctions as may be necessary or required from the lenders or any other authority, if any and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) constituted / to be constituted by the Board or committee constituted/ to be constituted of management to exercise its powers including the powers conferred by this Resolution), the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, in one or more tranches, upto 12,50,000 (Twelve Lakhs Fifty Thousand) fully convertible warrants (“warrants”), each convertible into, or exchangeable, at an option of Proposed Allottees, within a maximum period of 18 months from the date of allotment of warrants into equivalent number of fully paid up equity share of the Company of face value of Rs.10/- (Rupee Ten Only) each at a price of Rs. 40/- (Rupees Forty Only) each payable in cash (“Warrant Issue Price”), aggregating upto Rs. 5,00,00,000/- (Rupees Five Crores Only), to the below mentioned proposed allottees (“Proposed Allottees”), on preferential issue basis in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, in such manner and on such terms and conditions as are stipulated in the explanatory statement

attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI ICDR Regulations and other applicable laws.

List of Proposed allottees:

| Sr. No. | Name of Proposed Allottee | Maximum number of Warrants | Category | Name of the Ultimate Beneficial Owner | Allottee is QIB/ MF/ FII/ Trust/ Banks |
|--------------|-----------------------------------|----------------------------|----------------|---------------------------------------|--|
| 1 | Thomas Constance Avinash Misquita | 8,00,000 | Promoter | Thomas Constance Avinash Misquita | No |
| 2 | Gail Lucia Misquita | 2,00,000 | Promoter | Gail Lucia Misquita | No |
| 3 | Desiderio Anthony Misquita | 1,00,000 | Promoter Group | Desiderio Anthony Misquita | No |
| 4 | Deanne Silvia Sybil Misquita | 50,000 | Promoter Group | Deanne Silvia Sybil Misquita | No |
| 5 | Delia Vianne Misquita | 50,000 | Promoter Group | Delia Vianne Misquita | No |
| 6 | Denise Lilia Antonia Misquita | 50,000 | Promoter Group | Denise Lilia Antonia Misquita | No |
| Total | | 12,50,000 | | | |

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the preferential issue of the warrants is Wednesday, December 13, 2023, being the date 30 days prior to the date on which the meeting of shareholders i.e. Extra Ordinary General Meeting is held to consider the special resolution of the preferential issue.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the warrants and equity shares to be allotted on exercise of the option attached to the warrants under the preferential issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The warrants shall be allotted in dematerialized form within a period of fifteen days from the date of passing of the special resolution by the Members, provided that where the allotment of warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of fifteen days from the date of receipt of last of such approvals or permissions.
- b) The equity shares to be allotted on exercise of warrants shall be in dematerialized form only and subject to the provisions of the Memorandum and Article of Association of the Company and shall rank pari passu in all respects including dividend, with the existing equity shares of the Company.
- c) An amount equivalent to at least 25% of the warrant issue price shall be payable upfront along with the application and the balance 75% shall be payable by the Proposed Allottees on the exercise of option of conversion of the warrant(s). The amount paid against warrants shall be adjusted/ set-off against the issue price for the resultant equity shares.

- d) The issue of warrants as well as equity shares arising from the conversion of the warrants shall be governed by the regulations issued by the SEBI or any other statutory authority as the case may be or any modifications thereof.
- e) The pre-preferential allotment shareholding of the proposed allottees, if any, in the Company and warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of option attached to such warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.
- f) The price determined above and the number of equity shares to be allotted on exercise of the option attached to the warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- g) The option attached to the warrants may be exercised by the proposed allottees, in one or more tranches, at any time on or before the expiry of eighteen months from the date of allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the balance of the warrant issue price in cash. The company shall accordingly, without any further approval from the members, allot the corresponding number of equity shares in dematerialized form.
- h) In the event, the proposed allottee does not exercise the conversion option within eighteen months from the date of allotment of the warrants, the warrants shall lapse, and the consideration paid in respect of such warrants shall stand forfeited by the Company, in terms of applicable SEBI ICDR Regulations.
- i) The warrants so allotted under this resolution shall not be sold, hypothecated, or encumbered in any manner during the period of lock-in as provided under the SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- j) The warrants by itself until converted into equity shares, does not give any voting rights in the Company to the proposed allottees. However, the warrant holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into equity shares.
- k) In the event that the Company completes any form of capital restructuring prior to the conversion of the warrants, then, the number of equity shares that each warrant converts into and the price payable for such equity shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, proposed allottees: (a) receives such number of equity shares that proposed allottees would have been titled to receive; and (b) pays such consideration for such equity shares to the Company which Proposed Allottees would have been required to pay, had the warrants been exercised immediately prior to the completion of such capital restructuring.
- l) The equity shares arising from the exercise of the warrants will be listed on the stock exchange(s) subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- m) The warrant by itself does not give to the holder(s) thereof any rights of the shareholders of the Company except mentioned herein above.

RESOLVED FURTHER THAT the monies received by the Company from the proposed allottee, for subscription of the warrants and exercise of option of conversion of the warrants into equity shares pursuant to the preferential issue shall be kept by the Company in a

separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the SEBI Regulations and the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do/accept any modification(s) in the terms of issue of warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members and that the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and equity shares upon conversion and listing of equity shares with the stock exchanges as appropriate and utilization of proceeds of the issue, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

**BY THE ORDER OF THE BOARD OF DIRECTORS
FOR MISQUITA ENGINEERING LIMITED**

**Sd/-
THOMAS CONSTANCE AVINASH MISQUITA
MANAGING DIRECTOR
DIN: 00060846**

Registered Office:
182/1 VAIGINIM VADDO NACHINOL,
North Goa, ALDONA,
Goa, India, 403508

Date: 15 December, 2023
Place: Goa

Notes:

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013, is annexed herewith and forms part of the Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 (FORTY-EIGHT) HOURS BEFORE 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 Authorised Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
4. Members are requested to bring their dully filled attendance slip at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names as per the Register of Members of the Company will be entitled to vote.
6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days during business hours (10.00 a.m. to 05.00 p.m.) up to the date of the Meeting.
7. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Bigshare Services Pvt. Ltd (RTA), to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company or its Registrars & Transfer Agents (RTA).
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
9. Non-Resident Indian Members are requested to inform RTA immediately of: a. Change in their residential status on return to India for permanent settlement. b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

10. To support the 'Green Initiative' members who have not registered their e-mail addresses so far are requested to register their e-mail address with RTA /Depository Participants for receiving all communication including annual report, notices, circulars, etc. from the company electronically. Electronic copy of the Annual Report including Notice of the General Meeting of the Company inter-alia indicating the manner of voting along with Attendance Slip, Proxy Form is being sent to all the members whose email Ids are registered with the Company/ Depository Participant(s) for communication purposes. The Notice of this General Meeting will also be available on the Company's website www.misquitaengg.com.
11. Members desirous of obtaining any information of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the General Meeting so that the information required may be made available at the General Meeting.
12. With reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB as per SEBI (ICDR) Regulations, 2009 are exempted from e-voting facility to its shareholders.
13. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date i.e. 5th January,2024, only shall be entitled to avail facility of voting at the venue of meeting. A person who is not a member as on the cut off date should treat this notice for information only.
14. Any person, who acquires shares of the company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote as provided in the Notice conveying the Meeting, which is available on the website of the Company.
15. The board of directors has appointed Krushang Shah, Company Secretary, to act as Scrutinizer for the extra ordinary general meeting. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the meeting shall be announced by the Chairman or any other person authorized by him immediately after the results are declared. The results declared along with the Scrutinizer's report, will be posted on the website of the Company www.misquitaengg.com and will be displayed on the Notice Board of the Company at its Registered Office immediately after the declaration of the results by the Chairman or any other person authorized by him and communicated to the Stock Exchanges.
16. Members are requested to bring their copy of the attendance slips duly filled in for attending the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act"), given hereunder sets out all material facts relating to the special business mentioned at the said Item of the accompanying Notice dated 15th December, 2023.

ITEM NO. 1

Considering the overall business growth, future expansion and the operational needs of the Company, the Company needs to raise funds for its operations by means of equity. It is proposed to increase the Authorised Share Capital as per applicable provisions of the Companies Act, 2013.

The present Authorized Share Capital stands at Rs. 3,00,00,000/- Crores only and it is proposed to increase the Authorized Share Capital from Rs. 3,00,00,000/- (Rupees Three Crores only) divided into 30,00,000 (Thirty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 4,70,00,000/- (Rupees Four Crores Seventy Lakhs only) divided into 47,00,000 (Forty Seven Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each by creating additional 17,00,000 (Seventeen Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each.

Pursuant to Section 61 of the Companies Act, 2013 increase of authorised share capital requires the approval of the members by way of ordinary resolution. Further the alteration of Authorised Share capital requires modification of capital clause of Memorandum of Association of the Company.

A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice.

The board recommends the said resolution No. 1 to be passed as an ordinary resolution.

None of the directors, managers, key managerial personnel, and relatives of the directors, managers, key managerial personnel is interested or concerned either directly or indirectly in the above resolution except to the extent of their shareholding in the Company.

ITEM NO. 2

The Board of Directors of the Company ("Board") at its meeting held on December 15, 2023, subject to the approval of the members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, have decided/approved the proposal for raising of fund by issuance upto 7,50,000 (Seven Lakhs Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten), at a price of Rs. 40/- (Rupees Forty Only) each payable in cash, aggregating upto a consideration not exceeding an amount of Rs. 3,00,00,000/- (Rupees Three Crores Only) to Specified Investors being non promoters on preferential issue basis in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

In terms of Section 62(1)(c) read with Sections 42 of the Companies Act, 2013 and rules made thereunder ("Act"), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Issue requires approval of the shareholders of the Company by way of a special resolution.

Accordingly, consent of the members is being sought in terms of Section 42 & 62 of the Companies Act 2013 and Chapter V of the SEBI (ICDR) Regulations, 2018.

The details of the issue and other particulars as required in terms of Regulation 163 of the Chapter V of the SEBI (ICDR) Regulations, 2018, Rule 13 of Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and allotment of securities) Rules, 2014 in relation to the above said Special Resolution are given as under.

1. List of Allottees for Preferential Allotment of Equity Shares:

| Sr. No | Name of Proposed Allottee | No. of Equity Shares proposed to be allotted | Name of the Ultimate Beneficial Owner |
|--------|------------------------------|--|---------------------------------------|
| 1 | Kamal Vasantlal Joisher | 85,000 | Kamal Vasantlal Joisher |
| 2 | Haresh Vasantlal Joisher | 85,000 | Haresh Vasantlal Joisher |
| 3 | Abhishek Kamal Kishore Kabra | 50,000 | Abhishek Kamal Kishore Kabra |
| 4 | Gautam Jaigopal Kabra | 60,000 | Gautam Jaigopal Kabra |
| 5 | Vinil Kabra | 60,000 | Vinil Kabra |
| 6 | Hardik Kishor Motta | 85,000 | Hardik Kishor Motta |
| 7 | Jayshree Kishor Motta | 85,000 | Jayshree Kishor Motta |
| 8 | Heena Ullash Shah | 1,00,000 | Heena Ullash Shah |
| 9 | Ishan Ullash Shah | 70,000 | Ishan Ullash Shah |
| 10 | Hiten N Shah HUF | 35,000 | Hiten N Shah |
| 11 | Amit Umarshi Bhanushali HUF | 17,500 | Amit Umarshi Bhanushali |
| 12 | Krupa A Bhanushali | 17,500 | Krupa A Bhanushali |

2. Objects of the Issue:

The Company shall utilize the proceeds from the preferential issue of the Warrants/Equity Shares to finance working capital requirements of the Company, Repayment of Debts, Expansion of Business by way of purchase of Machineries or other things and general corporate purpose.

3. Maximum number of specified securities to be issued and price of the securities:

The resolution set out in the accompanying notice authorizes the Board to issue 7,50,000 (Seven Lakhs Fifty Thousand) Equity Shares of Rs. 10/- each at a price of Rs. 40/- each (including premium of Rs. 30/- each) on preferential basis for Cash consideration.

4. Pricing and / or Basis on which the price has been arrived at and justification for the price (including premium, if any)

The equity shares of the company are listed on stock exchange (BSE Limited) and are frequently traded in accordance with regulation 164 of the ICDR Regulations. The floor price of Rs.40/- is determined as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of warrant and it is higher of the following:

- 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: Rs. 39.25/- per Share
- 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: Rs. 36.34/- per Share

The Board proposes to issue Equity Shares at a price of Rs. 40/- (Rupees Forty Only) per Equity Share, which is not less than the floor price determined in accordance with SEBI ICDR Regulations. The Board found it justified considering current scenario of the Company etc.

| | | | | | | | |
|------------------------------|--------------|---|---|----------|------|------------------------------|-----------|
| Kamal Vasantlal Joisher | Non-Promoter | 0 | 0 | 85,000 | 2.47 | Kamal Vasantlal Joisher | No Change |
| Haresh Vasantlal Joisher | Non-Promoter | 0 | 0 | 85,000 | 2.47 | Haresh Vasantlal Joisher | No Change |
| Abhishek Kamal Kishore Kabra | Non-Promoter | 0 | 0 | 50,000 | 1.45 | Abhishek Kamal Kishore Kabra | No Change |
| Gautam Jaigopal Kabra | Non-Promoter | 0 | 0 | 60,000 | 1.74 | Gautam Jaigopal Kabra | No Change |
| Vinil Kabra | Non-Promoter | 0 | 0 | 60,000 | 1.74 | Vinil Kabra | No Change |
| Hardik Kishor Motta | Non-Promoter | 0 | 0 | 85,000 | 2.47 | Hardik Kishor Motta | No Change |
| Jayshree Kishor Motta | Non-Promoter | 0 | 0 | 85,000 | 2.47 | Jayshree Kishor Motta | No Change |
| Heena Ullash Shah | Non-Promoter | 0 | 0 | 1,00,000 | 2.90 | Heena Ullash Shah | No Change |
| Ishan Ullash Shah | Non-Promoter | 0 | 0 | 70,000 | 2.03 | Ishan Ullash Shah | No Change |
| Hiten N Shah HUF | Non-Promoter | 0 | 0 | 35,000 | 1.02 | Hiten N Shah | No Change |
| Amit Umarshi Bhanushali HUF | Non-Promoter | 0 | 0 | 17,500 | 0.51 | Amit Umarshi Bhanushali | No Change |
| Krupa A Bhanushali | Non-Promoter | 0 | 0 | 17,500 | 0.51 | Krupa A Bhanushali | No Change |

*Assuming full Allotment.

13. The Current and Proposed status of the allottees post the preferential issue namely, promoter or non-promoter:

| Sr. No | Name of the Proposed Allottees | Current status of the allottees namely promoter or non promoter | Proposed status of the allottees post the preferential issue namely promoter or non-promoter |
|--------|--------------------------------|---|--|
| 1 | Kamal Vasantlal Joisher | Not Applicable | Non Promoter |
| 2 | Haresh Vasantlal Joisher | Not Applicable | Non Promoter |
| 3 | Abhishek Kamal Kishore Kabra | Not Applicable | Non Promoter |
| 4 | Gautam Jaigopal Kabra | Not Applicable | Non Promoter |
| 5 | Vinil Kabra | Not Applicable | Non Promoter |
| 6 | Hardik Kishor Motta | Not Applicable | Non Promoter |
| 7 | Jayshree Kishor Motta | Not Applicable | Non Promoter |
| 8 | Heena Ullash Shah | Not Applicable | Non Promoter |
| 9 | Ishan Ullash Shah | Not Applicable | Non Promoter |

| | | | |
|----|-----------------------------|----------------|--------------|
| 10 | Hiten N Shah HUF | Not Applicable | Non Promoter |
| 11 | Amit Umarshi Bhanushali HUF | Not Applicable | Non Promoter |
| 12 | Krupa A Bhanushali | Not Applicable | Non Promoter |

14. The number of persons to whom allotment through preferential issue have already been made during the year in terms of number of securities as well as price:

No preferential allotment has been made to any person during the year during financial year. However, the Board of Directors, subject to approval of Members, approved the proposal for preferential issue of 12,50,000 warrants to be issue to 6 promoters and promoter group persons.

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, as the proposed allotment is made for Cash consideration.

16. Undertakings:

- I. The Issuer Company undertakes that they shall recompute the price of the specified securities in terms of the provision of SEBI (ICDR) Regulations, 2018, as amended where it is required to do so.
- II. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2018, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.

17. Disclosure as specified under Regulation 163(1)(i) of SEBI(ICDR) Regulations 2018

Disclosure is not applicable in the present case as neither the company nor its promoters/ directors are willful defaulters or fraudulent borrower.

18. Name and the address of Valuer who performed valuation

Not Applicable

19. Company Secretary's Certificate

The certificate from M/s. Krushang Shah & Associates, Practicing Company Secretary (ICSI Membership No.: 42187 CP No: 26085) certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link www.misquitaengg.com.

20. Lock-in period

The aforesaid allotment of Equity Shares on a preferential basis shall be locked in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended. The entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in as per Regulation 167 (6) of Chapter V of the SEBI (ICDR) Regulations, 2018.

21. Material Terms of Issue of Equity Shares

Issue and allotment of 7,50,000 Equity Shares at a price of Rs. 40/- per share (Face Value of Rs. 10/- per share and Premium Rs. 30/- per share) on preferential allotment basis for cash consideration. The Equity Shares allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.

22. Disclosure pursuant to the provisions of Schedule VI of SEBI (ICDR) Regulations 2018:

It is hereby declared that neither the Company nor its promoters and directors are willful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and none of its directors or Promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR)

Regulations 2018 does not arise.

23. Particulars of the offer, Kinds of Securities Offered, Price of the Securities Offered including date of passing of Board resolution:

Issue of 7,50,000 Equity Shares of Face Value of Rs. 10/- (Rupees Ten) each at an issue price of Rs. 40/- each including premium of Rs. 30/- each on preferential basis for Cash consideration. Date of passing Board Resolution for aforesaid Preferential Issue is 15th December, 2023.

24. Amount which the company intends to raise by way of such securities:

The Company intends to raise Rs. 3,00,00,000/- by way of Preferential Issue of 7,50,000 Equity Shares.

25. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

Except intent to subscribe warrant, No contribution is being made by the existing promoters or directors either as part of the offer or separately in furtherance of objects.

26. Principle terms of assets charged as securities:

Not Applicable

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, the approval of the members for issue of equity shares to the Investor is being sought by way of a special resolution as set out in the said item no. 2 of the Notice.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members and, therefore, recommends the resolution at Item No.2 of the accompanying Notice for approval by the members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives there of are in any way financially or otherwise concerned or interested in the passing of this special resolution as set out at Item No. 2 of this notice except and to the extent of their shareholding in the Company. The documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

ITEM NO. 3

The Board of Directors of the Company ("Board") at its meeting held on December 15, 2023, subject to the approval of the members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, have decided/approved the proposal for raising of fund by issuance upto 12,50,000 (Twelve Lakhs Fifty Thousand) fully convertible warrants ("Warrants"), each convertible into, or exchangeable into equivalent number of fully paid up equity shares of the Company of face value of Rs.10/- (Rupees Ten Only) each at a price of Rs. 40/- (Rupees Forty Only) each payable in cash ("Warrant Issue Price") which may be exercised in one or more tranches during the period commencing from the date of allotment of the warrants until expiry of 18 (eighteen) months, aggregating upto a consideration not exceeding an amount of Rs. 5,00,00,000/- (Rupees Five Crores Only) to Specified Investors on preferential issue basis in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

Pursuant to the above transaction, there would be no change in the management or control or would not result in transfer of ownership of the Company to Specified (collectively called the "Investors").

List of specified investors to which the shares are to be offered is provided hereunder:

| Sr. No. | Name of Allottees | No. of Warrants to be allotted | Category |
|----------------|-----------------------------------|---------------------------------------|-----------------|
| 1 | Thomas Constance Avinash Misquita | 8,00,000 | Promoter |
| 2 | Gail Lucia Misquita | 2,00,000 | Promoter |
| 3 | Desiderio Anthony Misquita | 1,00,000 | Promoter Group |
| 4 | Deanne Silvia Sybil Misquita | 50,000 | Promoter Group |
| 5 | Delia Vianne Misquita | 50,000 | Promoter Group |
| 6 | Denise Lilia Antonia Misquita | 50,000 | Promoter Group |

Necessary information/details/disclosures in relation to the preferential issue as required under the SEBI ICDR Regulations and the Companies Act, 2013 ("Act") read with the rules issued thereunder, are set forth below:

1. Particulars of the Preferential Issue including date of passing of Board Resolution

The Board of Directors at its meeting held on December 15, 2023 has passed the resolution, subject to the approval of the members and such other approvals as may be required, to issue up to 12,50,000 (Twelve Lakhs Fifty Thousand) fully convertible warrants ("Warrants") each convertible into, or exchangeable into equivalent number of fully paid up equity shares of the Company of face value of Rs.10/- (Rupees Ten Only) each at a price of Rs. 40/- (Rupees Forty Only) each payable in cash aggregating upto Rs. 5 Crore, by way of a preferential issue on a private placement basis.

2. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued:

Upto 12,50,000 (Twelve Lakhs Fifty Thousand) fully convertible warrants ("Warrants"), each convertible into, or exchangeable into equivalent number of fully paid up equity shares of the Company of face value of Rs.10/- (Rupees Ten Only) each at a price of Rs. 40/- (Rupees Forty Only) (including premium of Rs. 30/-) payable in cash being not less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations aggregating to not exceeding Rs. 5,00,00,000.

3. Objects of the Issue:

The Company shall utilize the proceeds from the preferential issue of the Warrants/Equity Shares to finance working capital requirements of the Company, Repayment of Debts, Expansion of Business by way of purchase of Machineries or other things and general corporate purpose.

4. Basis on which the price has been arrived at and justification for the price (including premium, if any)

The equity shares of the company are listed on stock exchange (BSE Limited) and are frequently traded in accordance with regulation 164 of the ICDR Regulations. The floor price of Rs. 40/- is determined as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of warrant and it is higher of the following:

- 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: Rs. 39.25/- per warrant
- 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: Rs.36.34/- per warrant

The Board proposes to issue Equity Shares and warrants (each carrying a right to subscribe to one equity share per warrant) at a price of Rs. 40/- (Rupees Forty) per Equity Share/Warrant, which is not less than the floor price determined in accordance with SEBI ICDR Regulations. The Board found it justified considering current scenario of the Company etc.

5. The price or price band at/within which the allotment is proposed:

The issue price is Rs. 40/- per Equity share. Kindly refer to the above mentioned point no. (4) for the basis of determination of the price.

6. Relevant Date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for the preferential issue is December 13, 2023 being the working day preceding 30 days prior to the date of Extra-Ordinary General Meeting (EGM).

7. The class or classes of persons to whom the allotment is proposed to be made

The preferential Issue of the Equity Shares is proposed to be made to the below mentioned investors under the class/ category as mentioned below:

| Sr. No. | Name of Allottees | No. of Warrants to be allotted | Category | Disclosure as per Reg 163(1)(j) Current Status/change in Status |
|---------|-----------------------------------|--------------------------------|----------------|---|
| 1 | Thomas Constance Avinash Misquita | 8,00,000 | Promoter | Promoter |
| 2 | Gail Lucia Misquita | 2,00,000 | Promoter | Promoter |
| 3 | Desiderio Anthony Misquita | 1,00,000 | Promoter Group | Promoter Group |
| 4 | Deanne Silvia Sybil Misquita | 50,000 | Promoter Group | Promoter Group |
| 5 | Delia Vianne Misquita | 50,000 | Promoter Group | Promoter Group |
| 6 | Denise Lilia Antonia Misquita | 50,000 | Promoter Group | Promoter Group |

8. Intent of the Promoters, directors, key managerial personnel or senior management of the Company to subscribe to the Preferential Issue

All proposed allottees are part of promoter and promoter group. No Directors (except being part of promoter and promoter group) or Key Managerial Personnel or senior management intend to subscribe to the preferential issue.

9. Proposed time frame within which the Preferential Issue shall be completed

As required under the SEBI ICDR Regulations, the shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this resolution provided that where the allotment of the proposed warrant/equity shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

10. Principal terms of assets charged as securities

Not applicable.

11. Shareholding pattern of the Company before and after the Preferential Issue

Please refer Annexure - B to this notice for details.

12. Consequential Changes in the Voting Rights:

Upon conversion into equity shares voting rights will change according to the change in the shareholding pattern mentioned above.

13. Name and address of valuer who performed valuation:

Not Applicable

14. Amount which the Company intends to raise by way of such securities

The Company intends to raise an amount upto Rs. 5,00,00,000/- (Rupees Five Crores)

15. Material terms of the proposed Preferential Issue of the Warrants

Issue and allotment of 12,50,000 Warrants at a price of Rs. 40/- per Warrants on preferential allotment basis for cash consideration. The Warrants once converted into Equity Shares in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.

16. Number 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

No preferential allotment has been made to any person during the year during financial year. However, the Board of Directors, subject to approval of Members, approved the proposal for preferential issue of 7,50,000 equity shares to be issue to non promoters.

17. Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue.

The Warrant are proposed to be allotted to persons belonging to the promoters / promoter group of the Company. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of warrants and resultant Equity Shares being allotted. The pre and post issue holding of the proposed allottees are as under:

| Name of the Proposed Allottee | Category | Present pre-issue Shareholding | | Post issue shareholding* | | Ultimate beneficial owners | Change in control, if any |
|-----------------------------------|----------------|--------------------------------|---------------------------|--------------------------|---------------------------|----------------------------|---------------------------|
| | | Pre-issue Holding | % of total equity capital | Post-issue Holding | % of total equity capital | | |
| Thomas Constance Avinash Misquita | Promoter | 12,77,900 | 47.44 | 20,77,900 | 44.27 | Self | No Change |
| Gail Lucia Misquita | Promoter | 3,00,000 | 11.14 | 5,00,000 | 10.65 | Self | No Change |
| Desiderio Anthony Misquita | Promoter Group | 1,30,000 | 4.83 | 2,30,000 | 4.90 | Self | No Change |
| Deanne Silvia Sybil Misquita | Promoter Group | 1,00,000 | 3.71 | 1,50,000 | 3.20 | Self | No Change |
| Delia Vianne Misquita | Promoter Group | 1,00,000 | 3.71 | 1,50,000 | 3.20 | Self | No Change |
| Denise Lilia Antonia Misquita | Promoter Group | 1,00,000 | 3.71 | 1,50,000 | 3.20 | Self | No Change |

*The post-issue shareholding as shown above is calculated assuming full allotment of Pref. Allotment of 7,50,000 Equity shares and allotment of shares pursuant to conversion of Warrant.

18. Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects

The Issue will be fully subscribed by promoter and promoter group. No contribution is being made by Directors (except who are promoter and promoter group).

19. Valuation and Justification for the allotment proposed to be made for consideration other than cash

Not applicable. The consideration for issue of warrants shall be paid in cash.

20. Listing

The equity shares arising from the exercise of the warrants will be listed on the Stock Exchange at which the existing shares are listed i.e. BSE Limited, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

21. Lock-in Period

The equity shares to be allotted pursuant to the preferential issue shall be subject to 'lock-in' as per chapter V of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the above Allottees, if any, shall be locked-in as per the SEBI ICDR Regulations. The equity shares to be allotted on a preferential basis shall be locked-in for such period and upto the extent as specified under Regulations 167 of the SEBI ICDR Regulations.

22. Undertakings

- a) Neither the Company nor any of its Directors and/ or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations.

- b) Neither the Company nor any of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- c) The Company is eligible to make the preferential issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- d) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- e) The proposed allottees have confirmed that they have not sold any equity shares of the Company during the 90 (Ninety) trading days preceding the Relevant Date.
- f) As the equity shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of the SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- g) The Company shall re-compute the price of the equity shares to be allotted under the preferential allotment in terms of the regulation 166 of SEBI ICDR Regulations if it is required to do so.
- h) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the preferential allotment shall continue to be locked-in till the time such amount is paid by the allottees.

The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of warrants and equity shares upon conversion of warrants.

23. Company Secretary's Certificate

The certificate from M/s. Krushang Shah & Associates, Practicing Company Secretary (ICSI Membership No.: 42187 CP No: 26085) certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link www.misquitaengg.com

24. Other disclosures

- a) The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- b) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Equity Shares/Warrants under the preferential issue is for a cash consideration.
- c) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares of the Company are listed.
- D) The current and proposed status of the allottee(s) post the preferential issues will be same i.e. promoter.

25. Disclosure pursuant to the provisions of Schedule VI of SEBI (ICDR) Regulations 2018:

It is hereby declared that neither the Company nor its promoters and directors are willful defaulters or fraudulent borrowers as defined under SEBI (ICDR) Regulations, 2018 and none of its directors or Promoters are fugitive economic offender as defined under SEBI (ICDR) Regulations, 2018 and hence providing disclosures specified in Schedule VI of SEBI (ICDR) Regulations 2018 does not arise.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, the approval of the members for issue of warrants fully convertible to equity shares to the Investor is being sought by way of a special resolution as set out in the said item no. 3 of the Notice.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members and, therefore, recommends the resolution at Item No.3 of the accompanying Notice for approval by the members of the Company as a Special Resolution.

Except Directors, Key Managerial Personnel forms part of promoters and promoter group, None of the Directors, Key Managerial Personnel or their relatives there of are in any way financially or otherwise concerned or interested in the passing of this special resolution as set out at Item No. 3 of this notice except and to the extent of their shareholding in the Company. The documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

**BY THE ORDER OF THE BOARD OF DIRECTORS
FOR MISQUITA ENGINEERING LIMITED
Sd/-
THOMAS CONSTANCE AVINASH MISQUITA
MANAGING DIRECTOR
DIN: 00060846**

Registered Office:
182/1 VAIGINIM VADDO NACHINOL,
North Goa, ALDONA,
Goa, India, 403508

Date: 15 December, 2023
Place: Goa

Annexure - A - Pre and Post Preferential Issue Shareholding Pattern of the Company

| Sr. No. | Category of Shareholder(s) | Pre-Issue (As on 15.12.2023) | | Post-Issue (Assuming full Allotment) | |
|-----------|--|---------------------------------|--------------------|---|--------------------|
| | | No. of Shares held | % of share holding | No. of Shares held | % of share holding |
| A | Promoters & Promoter Group Holding | | | | |
| A1 | Indian | | | | |
| | Individuals/Hindu undivided Family | 20,08,000 | 74.54 | 20,08,000 | 58.30 |
| | Bodies Corporate | 0 | 0 | 0 | 0 |
| | Sub Total A1 | 20,08,000 | 74.54 | 20,08,000 | 58.30 |
| A2 | Foreign | | | | |
| | Individuals/Hindu undivided Family | 0 | 0 | 0 | 0 |
| | Bodies Corporate | 0 | 0 | 0 | 0 |
| | Sub Total A | 0 | 0 | 0 | 0 |
| | Total Promoters & Promoter Group Holding A1 + A2 | 20,08,000 | 74.54 | 20,08,000 | 58.30 |
| | | | | | |
| B | Public shareholders | | | | |
| B1 | Institutions | 0 | 0 | 0 | 0 |
| B2 | Institutions (Domestic) | 0 | 0 | 0 | 0 |
| B3 | Institutions (Foreign) | 0 | 0 | 0 | 0 |
| B4 | Central Government/ State Government(s)/ President of India | 0 | 0 | 0 | 0 |
| B5 | Non-Institutions | | | | |
| | Resident Individuals | 6,53,000 | 24.24 | 13,50,500 | 39.21 |
| | Non Resident Indians (NRIs) | 4,000 | 0.15 | 4,000 | 0.12 |
| | Bodies Corporate | 17,000 | 0.63 | 17,000 | 0.49 |
| | HUF | 12,000 | 0.45 | 64,500 | 1.87 |
| | Total Public Holding B1+B2+B3+B4+B5 | 6,86,000 | 25.46 | 14,36,000 | 41.70 |
| C | Shares held by custodians | 0 | 0 | 0 | 0 |
| | Grand Total A + B + C | 26,94,000 | 100 | 34,44,000 | 100 |

Annexure - B - Pre and Post Preferential Issue Shareholding Pattern of the Company

| Sr. No. | Category of Shareholder(s) | Pre-Issue (As on 15.12.2023) | | Assuming Full Allotment of 7,50,000 shares | | Post-Issue (Assuming full Allotment of 7,50,000 shares and Post Exercise of Warrants into Equity Shares) | |
|-----------|--|---------------------------------|--------------------|--|--------------------|---|--------------------|
| | | No. of Shares held | % of share holding | No. of Shares held | % of share holding | No. of Shares held | % of share holding |
| A | Promoters & Promoter Group Holding | | | | | | |
| A1 | Indian | | | | | | |
| | Individuals/Hindu undivided Family | 20,08,000 | 74.54 | 20,08,000 | 58.30 | 32,58,000 | 69.41 |
| | Bodies Corporate | 0 | 0 | 0 | 0 | 0 | 0 |
| | Sub Total A1 | 20,08,000 | 74.54 | 20,08,000 | 58.30 | 32,58,000 | 69.41 |
| A2 | Foreign | | | | | | |
| | Individuals/Hindu undivided Family | 0 | 0 | 0 | 0 | 0 | 0 |
| | Bodies Corporate | 0 | 0 | 0 | 0 | 0 | 0 |
| | Sub Total A | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total Promoters & Promoter Group Holding A1 + A2 | 20,08,000 | 74.54 | 20,08,000 | 58.30 | 32,58,000 | 69.41 |
| | | | | | | | |
| B | Public shareholders | | | | | | |
| B1 | Institutions | 0 | 0 | 0 | 0 | 0 | 0 |
| B2 | Institutions (Domestic) | 0 | 0 | 0 | 0 | 0 | 0 |
| B3 | Institutions (Foreign) | 0 | 0 | 0 | 0 | 0 | 0 |
| B4 | Central Government/ State Government(s)/ President of India | 0 | 0 | 0 | 0 | 0 | 0 |
| B5 | Non-Institutions | | | | | | |

| | | | | | | | |
|----------|--|------------------|--------------|------------------|--------------|------------------|--------------|
| | Resident Individuals | 6,53,000 | 24.24 | 13,50,500 | 39.21 | 13,50,500 | 28.77 |
| | Non Resident Indians (NRIs) | 4,000 | 0.15 | 4,000 | 0.12 | 4,000 | 0.09 |
| | Bodies Corporate | 17,000 | 0.63 | 17,000 | 0.49 | 17,000 | 0.36 |
| | HUF | 12,000 | 0.45 | 64,500 | 1.87 | 64,500 | 1.37 |
| | Total Public Holding B1+B2+B3+B4+B5 | 6,86,000 | 25.46 | 14,36,000 | 41.70 | 14,36,000 | 30.59 |
| | | | | | | | |
| C | Shares held by custodians | 0 | 0 | 0 | 0 | 0 | 0 |
| | Grand Total A + B + C | 26,94,000 | 100 | 34,44,000 | 100 | 46,94,000 | 100 |



MISQUITA ENGINEERING LIMITED
REG. OFFICE : 182/1 VAIGINIM VADDO NACHINOL, NORTH GOA,
ALDONA, GOA, INDIA, 403508
CIN: L74210GA1998PLC002537 || E-mail : avimisquita@gmail.com
Website: www.misquitaengg.com || Phone: 8308848233

ATTENDANCE SLIP

Date _____

Please fill Attendance Slip and hand it over at the entrance of the meeting venue.

| | |
|--------------------|--|
| Name | |
| Address | |
| DP ID* | |
| Client ID* | |
| Folio No. | |
| No. of shares held | |

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Friday, 12th January, 2024 at 11:00 a.m. (IST), at the registered office of the company situated at 182/1 Vaiginim Vaddo Nachinol, North Goa, Aldona, Goa, India, 403508.

* Applicable for investors holding shares in electronic form.

Signature of Shareholder / Proxy

FORM OF PROXY
(Form MGT-11)

(Pursuant to section 105(6) of The Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

CIN: L74210GA1998PLC002537

Name of the Company: MISQUITA ENGINEERING LIMITED

Registered office: 182/1 Vaiginim Vaddo Nachinol, North Goa, Aldona, Goa, India, 403508

| | |
|-------------------------------|--|
| Name of the Member(s): | |
| Registered Address: | |
| E-mail ID: | |
| Folio No. / Client ID: | |
| DP ID: | |

I/We, being the member(s) of _____ shares of the Company, hereby appoint:

1. Name: _____

Address: _____

Email ID: _____

Signature: _____ or failing him;

2. Name: _____

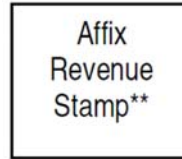
Address: _____

Email ID: _____

Signature: _____ or failing him.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Friday, 12th January, 2024 at 11:00 a.m. (IST), at the registered office of the company situated at 182/1 Vaiginim Vaddo Nachinol, North Goa, Aldona, Goa, India, 403508 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Particulars of Resolutions | Optional* | |
|--------------------------|---|-----------|---------|
| | | For | Against |
| Special Business: | | | |
| 1 | Increase of Authorised Share Capital of the Company and Consequential Amendment to the Capital Clause in the Memorandum of Association of the Company | | |
| 2 | Issue of Equity Shares on Preferential Basis | | |
| 3 | To Issue fully Convertible Warrants on a Preferential Issue Basis | | |



Signed this _____ day of January, 2024

Signature of shareholder _____

Signature of Proxy holder(s) _____

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

** Kindly cancel the Revenue Stamp after affixing the same.

ROAD MAP TO THE VENUE OF EXTRA ORDINARY GENERAL MEETING

Venue of the EGM: 182/1 Vaiginim Vaddo Nachinol, North Goa, Aldona, Goa, India, 403508

