

**MISQUITA ENGINEERING LIMITED**

Our Company was originally incorporated as a private limited company under the Companies Act, 1956 in the name and style of "Misquita Engineering Private Limited" vide Certificate of Incorporation No. 24-02537 dated March 04, 1998 issue by the Registrar of Companies, Goa, Daman & Diu. Subsequently, our company was converted into public limited company pursuant to a shareholders' resolution passed at the Annual General Meeting held on August 29, 2017 and name of our Company was changed to "Misquita Engineering Limited" and fresh Certificate of Incorporation dated October 18, 2017 was issued by Registrar of Companies, Goa. The Corporate Identification number of our Company is U74210GA1998PLC002537. For further details of Incorporation, Change of Name and Registered Office of our company, please refer to chapter titled "*History and Certain Other Corporate Matters*" beginning on page 115 of this Prospectus.

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

Tel: +91 83088 48233; **E-mail:** info@misquitaengg.com; **Website:** www.misquitaengg.com

Contact Person: Ms. Bhawini Surana, Company Secretary and Compliance Officer

PROMOTERS OF OUR COMPANY: MR. THOMAS CONSTANCE AVINASH MISQUITA AND MS. GAIL LUCIA MISQUITA

THE ISSUE

PUBLIC ISSUE OF UPTO 7,16,000 EQUITY SHARES OF FACE VALUE OF ₹10.00 EACH ("EQUITY SHARES") OF MISQUITA ENGINEERING LIMITED (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹27.00 PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹17.00 PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO ₹193.32 LAKH ("THE ISSUE") COMPRISING OF A FRESH ISSUE OF 4,44,000 EQUITY SHARES AGGREGATING TO ₹119.88 LAKH (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UPTO 2,72,000 EQUITY SHARES BY THE PROMOTER SELLING SHAREHOLDER ("OFFER FOR SALE") AGGREGATING TO ₹73.44 LAKH OF WHICH 36,000 EQUITY SHARES OF FACE VALUE OF ₹10.00 EACH FOR CASH AT A PRICE OF ₹27.00 PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹17.00 PER EQUITY SHARE AGGREGATING TO ₹9.72 LAKH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION i.e. NET ISSUE OF 6,80,000 EQUITY SHARES OF FACE VALUE OF ₹10.00 EACH AT A PRICE OF ₹27.00 PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹17.00 PER EQUITY SHARE AGGREGATING TO ₹183.60 LAKH (THE "NET ISSUE"). THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.58% AND 25.24% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY

THE FACE VALUE OF THE EQUITY SHARE IS ₹10.00 AND THE ISSUE PRICE IS 2.7 TIMES OF THE FACE VALUE

In terms of Rule 19(2)(b)(i) of the SCRR this Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. This Issue is being made through Fixed Price process in accordance and compliance with Chapter IX and other applicable provisions of SEBI ICDR Regulations wherein a minimum 50% of the Net Issue is allocated for Retail Individual Applicants and the balance shall be offered to individual applicants other than Retail Individual Applicants and other investors including corporate bodies or institutions, QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price. Additionally, if the Retail Individual Applicants category is entitled to more than fifty per cent on proportionate basis, the Retail Individual Applicants shall be allocated that higher percentage. For further details please refer the section titled "*Issue Information*" beginning on page 186 of this Prospectus.

All potential Retail Individual Investors are required to mandatorily use the Unified Payment Interface ("UPI"), while NIIs and QIBs can use Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details of the irrespective bank accounts which will be blocked by the Self Certified Syndicate Banks ("SCSBs"). For details in this regard, specific attention is invited to "*Issue Procedure*" on page 195 of this Prospectus.

RISK IN RELATION TO THE FIRST ISSUE

This being the first Public Issue of our Company, there has been no formal market for the securities of our Company. The Issue Price as stated in "*Basis for Issue Price*" on page 76 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have neither been recommended nor approved by Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of this Prospectus. Specific attention of the investors is invited to the section titled "*Risk Factors*" beginning on page 21 of this Prospectus.

COMPANY'S AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and the Issue which is material in the context of the Issue, that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. The Selling Shareholder, assumes responsibility only for statements included in this Prospectus, in relation to the Selling Shareholders, to the extent of information specifically pertaining to him and his respective portion of offered shares and also assume responsibility that such statements are true and correct in all material respect and not misleading in any material respect.

LISTING

The Equity Shares offered through the Prospectus are proposed to be listed on the SME Platform of BSE Limited ("BSE SME"). Our Company has received an In-Principal approval letter dated September 12, 2019 from BSE Ltd for using its name in this offer document for listing of our shares on the SME Platform of BSE Ltd. For the purpose of this Issue, the designated Stock Exchange will be the BSE Limited ("BSE").

LEAD MANAGER TO THE ISSUE**GRETEX CORPORATE SERVICES PRIVATE LIMITED**

Office No.13, 1st Floor, New Bansilal Building, Raja Bahadur Mansion,
9-15, Homi Modi Street, Fort, Mumbai – 400 001

Tel No.: +91 – 22 – 4002 5273; **Fax No.:** NA

Email: info@gretexgroup.com / mb@gretexgroup.com;

Website: www.gretexcorporate.com

Contact Person: Ms. Amina Khan/Ms. Kritika Rupda

SEBI Registration No: INM000012177

CIN: U74999MH2008PTC288128

REGISTRAR TO THE ISSUE**BIGSHARE SERVICES PRIVATE LIMITED**

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,
Makwana Road, Marol, Andheri East, Mumbai – 400 059

Tel. No.: +91 22 6263 8200; **Fax No.:** +91 22 6263 8299

Email: ipo@bigshareonline.com;

Website: www.bigshareonline.com

Investor Grievance Email: investor@bigshareonline.com

Contact Person: Mr. Babu Rapheal

SEBI Registration No.: INR000001385

CIN: U99999MH1994PTC076534

ISSUE PROGRAMME

ISSUE OPENS ON: SEPTEMBER 23, 2019

ISSUE CLOSES ON: SEPTEMBER 25, 2019

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates, requires or implies, the following terms shall have the following meanings in this Prospectus. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments, modifications or reenactments notified thereto.

Notwithstanding the foregoing, terms in “*Main Provisions of the Articles of Association*”, “*Statement of Possible Tax Benefits*”, “*Our Industry*”, “*Key Industry Regulations and Policies*”, “*Financial Statements as Restated*”, “*Outstanding Litigations and Material Developments*”, will have the meaning ascribed to such terms in these respective sections.

COMPANY AND SELLING SHAREHOLDER RELATED TERMS

Term	Description
“Misquita Engineering Limited”, “MEL”, “We” or “us” or “Our Company” or “the Issuer”	Misquita Engineering Limited, a public limited Company incorporated under the Companies Act, 1956
AOA/Articles / Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of Misquita Engineering Limited, as amended from time to time
Audit Committee	The committee of the Board of Directors constituted as the Company’s Audit Committee in accordance with Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014
Bankers to the Company	Such banks which are disclosed as bankers to the Company in the chapter titled “ <i>General Information</i> ” on page 47 of this Prospectus
Board/ Board of Directors / Our Board	The Board of Directors of our Company, including all duly constituted Committees thereof
Chief Financial Officer / CFO	The Chief Financial Officer of our Company, Ms. Gail Lucia Misquita
CIN / Corporate Identity Number	U74210GA1998PLC002537
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company, Ms. Bhawini Surana
Director(s)	Director(s) on the Board of our Company, as appointed from time to time, unless otherwise specified
Equity Shareholders / Shareholders	The holders of the Equity Shares of the Company
Equity Shares / Shares	The equity shares of our Company of a face value of ₹10.00 each unless otherwise specified in the context thereof
Financial Statements as Restated	The restated Financial Statements of our Company
Group Companies/Entities	Such companies/entities as covered under the applicable accounting standards and such other companies as considered material by the Board. For details of our Group Companies/ entities, please refer “ <i>Group Entities of Our Company</i> ” on page 141 of this Prospectus
ISIN	International Securities Identification Number, being INE957W01025
Key Management Personnel / KMP	Key management personnel of our Company in terms of the SEBI (ICDR) Regulations and the Companies Act, 2013. For details, please refer “ <i>Our Management</i> ” on page 119 of this Prospectus

Misquita Engineering Limited

Term	Description
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on July 17, 2019 in accordance with the requirements of the SEBI (ICDR) Regulations
MoA / Memorandum of Association	The Memorandum of Association of our Company, as amended from time to time
Nomination & Remuneration Committee	The committee of the Board of Directors constituted as the Company's Nomination & Remuneration Committee in accordance with Section 178(1) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014
Promoters	Mr. Thomas Constance Avinash Misquita and Ms. Gail Lucia Misquita
Promoter Group	Persons and entities constituting the promoter group of our Company, pursuant to Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018
Registered Office	The registered office of our Company situated at 182/1, Vaiginim Vaddo, Nachinol, Aldona, North Goa, Goa – 403 508
RoC / Registrar of Companies	Registrar of Companies, Goa, Daman and Diu, Company Law Bhawan, EDC Complex, Plot No.21, Patto, Panaji, Goa
Selling Shareholder	Mr. Thomas Constance Avinash Misquita
Stakeholders' Relationship Committee	The committee of the Board of Directors constituted as the Company's Stakeholders' Relationship Committee in accordance with and Section 178(5) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014
Statutory Auditor and Peer Review Auditor	The Statutory Auditor of our Company being M/s. Gupta Agarwal & Associates, holding a valid peer review certificate dated April 21, 2017

ISSUE RELATED TERMS

Term	Description
Acknowledgement Slip	The acknowledgement slips or document issued by the Designated Intermediary to an Applicant as proof of having accepted the Application Form
Allocation/ Allocation of Equity Shares	The Allocation of Equity Shares of our Company pursuant to Issue of Equity Shares to the successful applicants
Allot / Allotment /Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Issue of Equity Shares to the successful Applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee(s)	A successful Applicant(s) to whom the Equity Shares are Allotted
Application Form	The form in terms of which an Applicant shall make an Application and which shall be considered as the application for the Allotment pursuant to the terms of this Prospectus
Application Supported by Blocked Amount/ ASBA	The application (whether physical or electronic) by an ASBA Applicant to make an Application authorizing the relevant SCSB to block the Application Amount in the relevant ASBA Account including the bank account maintained with such SCSB and will include amounts blocked by RIIs using UPI Mechanism
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB or the account of the RII Bidder blocked upon acceptance of UPI Mandate Request by RIIs using the UPI mechanism to the extent of the Application Amount of the Applicant

Term	Description
ASBA Applicant(s) / Applicant	Any prospective investor who makes an Application pursuant to the terms of the Prospectus and the Application Form including through UPI mode (as applicable)
Bankers to the Issue/Refund Banker	Bank which is a clearing member and registered with SEBI as banker to an issue and with whom the Public Issue Account will be opened, in this case being ICICI Bank Limited
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue, described in “ Issue Procedure ” on page 195 of this Prospectus
Broker Centers	Broker centers notified by the Stock Exchanges, where the Applicants can submit the Application Forms to a Registered Broker. The details of such broker centers, along with the name and contact details of the Registered Brokers, are available on the website of the BSE Limited on the following link- www.bseindia.com
Brokers to the Issue	All recognized members of the stock exchange would be eligible to act as the Brokers to the Issue
Business Day	Any day on which commercial banks are open for the business
CAN / Confirmation of Allocation Note	Confirmation of Allocation Note/the note or advice or intimation of Allotment, sent to each successful Applicant who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange
Circular on Streamlining of Public Issues	Circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of the Circular on Streamlining of Public Issues
Client ID	Client identification number of the Applicant’s beneficiary account
Collection Centers	Centers at which the Designated Intermediaries shall accept the ASBA Forms
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the Lead Manager, the Registrar to the Issue and the Stock Exchange and a list of which is available at www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details and UPI ID wherever applicable
Depository / Depositories	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 1996
Depository Participant / DP	A depository participant as defined under the Depositories Act
Designated CDP Locations	Such locations of the CDPs where Applicants can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the website of the Stock Exchange (www.bseindia.com)

Term	Description
Designated Date	The date on which the amounts blocked by the SCSBs are transferred from the ASBA Accounts to the Public Issue Account or unblock such amounts, as appropriate in terms of this Prospectus
Designated Intermediaries / Collecting Agent	An SCSB with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Registered Broker, Designated CDP Locations for CDP, a Registrar to an Issue and Share Transfer Agent (RTA) (whose names are mentioned on website of the stock exchange as eligible for this activity)
Designated Market Maker / Market Maker	In our case, Gretex Share Broking Private Limited having its registered office at Office No. 13, 1 st Floor, New Bansilal Building, Raja Bahadur Mansion, 9-15, Homi Modi Street, Fort Mumbai – 400 023, Maharashtra, India.
Designated RTA Locations	Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the website of the Stock Exchange (www.bseindia.com)
Designated SCSB Branches	Such branches of the SCSBs which shall collect the Application Forms, a list of which is available on the website of SEBI at http://www.sebi.gov.in/ or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange/ Stock Exchange	BSE Limited
Eligible NRI	A non-resident Indian, resident in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to subscribe for the Equity Shares
Eligible QFI	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares offered thereby and who have opened dematerialized accounts with SEBI registered Qualified Depository Participants as QFIs and are deemed as FPIs under the SEBI FPI Regulations
First Applicant	The Applicant whose name appears first in the Application Form or the Revision Form
Fresh Issue	Fresh Issue of 4,44,000 Equity Shares of face value ₹10.00 each of Misquita Engineering Limited for cash at a price of ₹27.00 per Equity Shares aggregating ₹119.88 Lakh by our Company
General Information Document	The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 notified by the SEBI and included in “ Issue Procedure ” on page 195 of this Prospectus
Issue / Public issue / Issue size / Initial Public issue / Initial Public Offer / Initial Public Offering/IPO/Present Issue	Public issue of 7,16,000 Equity Shares of face value of ₹10.00 each of our Company for cash at a price of ₹27.00 per Equity Share (including a share premium of ₹17.00 per Equity Share) aggregating to ₹193.32 Lakh comprising of Fresh Issue of 4,44,000 Equity Shares of face value ₹10.00 each of our Company for cash at a price of ₹27.00 per Equity Share aggregating to ₹119.88 Lakh and Offer for Sale of 2,72,000 equity Shares of face value ₹10.00 each for cash at a price of ₹27.00 per Equity Share aggregating to ₹73.44 Lakh by the Selling Shareholder

Term	Description
Issue Agreement	The agreement dated July 30, 2019 entered into between our Company, Selling Shareholder and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue
Issue Closing Date	The date on which the Issue closes for subscription, September 23, 2019
Issue Opening Date	The date on which the Issue opens for subscription, September 25, 2019
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days during which prospective Applicants can submit their Applications, including any revisions thereof
Issue Price	The price at which Equity Shares are being issued by our Company being ₹27.00 per Equity Share
Issue Proceeds	The proceeds of the Issue as stipulated by the Company. For further information about use of the Issue Proceeds please see the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 69 of this Prospectus
Lead Manager / LM	The Lead Manager to the Issue, in this case being Gretex Corporate Services Private Limited
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the BSE Limited.
Lot Size	The Market lot and Trading lot for the Equity Share is 4,000 and in multiples of 4,000 thereafter; subject to a minimum allotment of 4,000 Equity Shares to the successful applicants.
Market Maker	In this case being Gretex Share Broking Private Limited
Market Making Agreement	Market Making Agreement dated July 30, 2019 between our Company, Selling Shareholder, Lead Manager and Market Maker
Market Maker Reservation Portion	36,000 Equity Shares of ₹10.00 each at ₹27.00 per Equity Share aggregating to ₹9.72 Lakh reserved for subscription by the Market Maker
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on July 17, 2019 accordance with the requirements of the SEBI (ICDR) Regulations
Net Issue	The Issue excluding the Market Maker Reservation Portion of 6,80,000 Equity Shares of face value of ₹10.00 each fully paid up for cash at a price of ₹27.00 per Equity Share aggregating ₹183.60 Lakh by our Company
Net Proceeds	Proceeds of the Issue that will be available to our Company, which shall be the gross proceeds of the Issue less the issue expenses
Non-Institutional Investors / NIIs	All Applicants, including Category III FPIs that are not QIBs or Retail Individual Investors who have made Application for Equity Shares for an amount of more than ₹2.00 Lakh (but not including NRIs other than Eligible NRIs)
Non-Resident	A person resident outside India, as defined under FEMA Regulations
Offer for Sale/OFS	The offer for sale of up to 2,72,000 Equity Shares aggregating up to ₹73.44 Lakh by the Selling Shareholder at the Issue Price in terms of the Prospectus
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Prospectus	The Prospectus to be filed with the RoC in accordance with the provisions of Section 26 and Section 28 of the Companies Act, 2013 dated September 12, 2019

Term	Description
Public Issue Account	The account to be opened with the Banker to the Issue under Section 40 of the Companies Act, 2013 to receive monies from the ASBA Accounts on the Designated Date
Qualified Institutional Buyers or QIBs	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, 2018
Refund Account	Account to which Application monies to be refunded to the Applicants
Refund Bank	The Banker to the Issue with whom the Refund Account(s) will be opened, in this case being ICICI Bank Limited.
Registered Brokers	Stock brokers registered with the stock exchanges having nationwide terminals
Registrar Agreement	The Agreement between the Registrar to the Issue and the Issuer Company dated July 30, 2019 in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registrar to the Issue	Bigshare Services Private Limited
Retail Individual Investors/ RIIs	Applicants (including HUFs, in the name of Karta and Eligible NRIs) whose Application Amount for Equity Shares in the Issue is not more than ₹2.00 Lakh.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s), as applicable
Self-Certified Syndicate Banks or SCSB's	Banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at www.sebi.gov.in and updated from time to time and at such other websites as may be prescribed by SEBI from time to time
Share Escrow Agent	Share Escrow agent appointed pursuant to the Share Escrow Agreement, being Bigshare Services Private Limited
Share Escrow Agreement	Agreement dated July 30, 2019 entered into between the Selling Shareholder, our Company, the Escrow Agent and the Lead Manager in connection with the transfer of Equity Shares under the Offer for Sale by the Selling Shareholder and credit of such Equity Shares to the demat account of the Allottees
SME Platform of BSE	The SME platform of BSE Limited, approved by SEBI as an SME Exchange for listing of equity shares offered under Chapter IX of the SEBI ICDR Regulations
Sponsor Bank	The Banker to the Issue registered with SEBI which is appointed by the issuer to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the mandate collect requests and / or payment instructions of the RIIs into the UPI, the Sponsor Bank in this case being ICICI Bank Limited
Underwriters	Altina Securities Private Limited and Gretex Corporate Services Private Limited
Underwriting Agreement	The agreement dated July 30, 2019 entered into between the Underwriters, Our Company and Selling Shareholder
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI)

Term	Description
UPI Mandate Request	A request (intimating the RII by way of a notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII initiated by the Sponsor Bank to authorize blocking of funds on the UPI application equivalent to Application Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that may be used by an RII to make an Application in the Issue in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018
UPI PIN	Password to authenticate UPI transaction
Working Day(s)	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulations, 2018 working days means, all days on which commercial banks in the city as specified in the Prospectus are open for business <ol style="list-style-type: none"> 1. However, in respect of announcement of price band and bid/issue period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in the city as notified in the Prospectus are open for business 2. In respect to the time period between the bid/issue closing date and the listing of the specified securities on the stock exchanges, working day shall mean all trading days of the stock exchanges, excluding Sundays and bank holidays in accordance with circular issued by SEBI

CONVENTIONAL AND GENERAL TERMS AND ABBREVIATIONS

Term	Description
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
AIF(s)	Alternative Investment Funds as defined in and registered with SEBI under SEBI AIF Regulations
Air Act	The Air (Prevention and Control of Pollution) Act, 1981
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
Authorized Dealers	Authorized Dealers registered with RBI under the Foreign Exchange Management (Foreign Currency Accounts) Regulations, 2000
AY	Assessment Year
BIS Act	The Bureau of Indian Standards Act, 2016
Bn	Billion
CAGR	Compounded Annual Growth Rate
Category I Foreign Portfolio Investor(s)	FPIs registered as Category I Foreign Portfolio Investors under the SEBI FPI Regulations.
Category II Foreign Portfolio Investor(s)	An FPI registered as a Category II Foreign Portfolio Investor under the SEBI FPI Regulations
Category III Foreign Portfolio Investor(s)	FPIs registered as category III FPIs under the SEBI FPI Regulations, which shall include all other FPIs not eligible under category I and II foreign portfolio investors, such as endowments, charitable societies, charitable trusts, foundations, corporate bodies, trusts, individuals and family offices
CCI	The Competition Commission of India
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer

Term	Description
CGST	Central GST
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CST	Central Sales Tax
Companies Act	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections) and the Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications and modifications thereunder
Companies Act 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the Notified Sections)
Companies Act 2013	Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections, read with the rules, regulations, clarifications and modifications thereunder
Consolidated FDI Policy	The current consolidated FDI Policy, effective from August 28, 2017, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
CSR	Corporate Social Responsibility
Depositories Act	The Depositories Act, 1996
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
DGFT	Director General of Foreign Trade
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GOI
DP	Depository Participant
DP ID	Depository Participant's identity number
DTC	Direct Tax Code, 2013
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortization
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EPF Act	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
ESI Act	The Employees' State Insurance Act, 1948
FCNR Account	Foreign Currency Non-Resident (Bank) account established in accordance with the FEMA
FDI	Foreign Direct Investments
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations there under
FEMA 2000	The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000
FII(s)	Foreign Institutional Investors as defined under SEBI FPI Regulations
Financial Year / Fiscal Year / FY	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FIPB	Foreign Investment Promotion Board
Foreign Portfolio Investor or FPIs	A foreign portfolio investor, as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India.

Term	Description
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000) registered with SEBI
GAAP	Generally Accepted Accounting Principles
GIR Number	General Index Registry Number
GoI/Government	Government of India
GST Act	The Central Goods and Services Tax Act, 2017
GSTIN	Goods and Service Tax Identification Number
ICAI	The Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
IEC	Import Export Code
IEM	Industrial Entrepreneurs Memorandum
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
IGST	Integrated GST
IT Act	Income Tax Act, 1961
Indian GAAP	Generally Accepted Accounting Principles in India
INR or Rupee or ₹ or Rs.	Indian Rupee, the official currency of the Republic of India
Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.
IPO	Initial Public Offering
ISIN	International Securities Identification Number
KMP	Key Managerial Personnel
L.M. Act	The Legal Metrology Act, 2009
Ltd.	Limited
MCA	The Ministry of Corporate Affairs, GoI
MCI	Ministry of Commerce and Industry, GoI
MSME	Micro, Small and Medium Enterprise
MWA	Minimum Wages Act, 1948
Mn	Million
MOU	Memorandum of Understanding
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
NA	Not Applicable
NAV	Net asset value
No.	Number
Noise Regulation Rules	The Noise Pollution (Regulation & Control) Rules 2000
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the MCA and are currently in effect
NPV	Net Present Value
NR/ Non-resident	A person resident outside India, as defined under the FEMA and includes a Non-resident Indian
NRE Account	Non-Resident External Account established and operated in accordance with the FEMA
NRIs	Non-Resident Indians
NRO Account	Non-Resident Ordinary Account established and operated in accordance with the FEMA
NSDL	National Securities Depository Limited
OCB	Overseas Corporate Bodies

Term	Description
p.a.	per annum
Pcs	Pieces
P/E Ratio	Price/Earnings Ratio
PAN	Permanent account number
PAT	Profit after Tax
PIL	Public Interest Litigation
PPP	Public Private Partnership
Pvt./(P)	Private
PWD	Public Works Department of state governments
QFI(s)	Qualified Foreign Investor(s) as defined under the SEBI FPI Regulations
QIC	Quarterly Income Certificate
RBI	The Reserve Bank of India
R&D	Research & Development
RoC or Registrar of Companies	The Registrar of Companies
ROE	Return on Equity
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
Rule 144A	Rule 144A under the U.S. Securities Act, 1933
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI (ICDR) Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, including instructions and clarifications issued by SEBI from time to time
SEBI (LODR) Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including instructions and clarifications issued by SEBI from time to time
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternate Investment Funds) Regulations, 2012
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
Sec.	Section
SGST	State GST
SME	Small and Medium Enterprise
STT	Securities Transaction Tax
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
TDS	Tax Deducted at Source
TM Act	The Trademarks Act, 1999
UPI	Unified Payments Interface as a payment mechanism through National Payments Corporation of India with Application Supported by Block Amount for applications in public issues by retail individual investors through SCSBs
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
U.S. Securities Act	The United States Securities Act, 1933
US\$ or USD or US Dollars	United States Dollar, the official currency of the United States of America
USA or U.S. or US	United States of America

Term	Description
UTGST Act	The Union Territory Goods and Service Tax Act, 2017
VAT	Value Added Tax
Water Act	The Water (Prevention and Control of Pollution) Act, 1974
Wilful Defaulter	A wilful defaulter, as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations, means a person or an issuer who or which is categorized as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India

TECHNICAL / INDUSTRY RELATED TERMS

Term	Description
GDP	Gross Domestic Product
RBI	Reserve Bank of India
GVA	Gross Value Added
ASSOCHAM	Associated Chambers of Commerce and Industry of India
PE	Private Equity
VC	Venture Capital
PMI	Purchasing Managers' Index
PMEGP	Prime Minister's Employment Generation Programme
CCEA	Cabinet Committee on Economic Affairs
EHTPs	Electronic Hardware Technology Parks
SEZs	Special Economic Zones
MSIPS	Modified Special Incentive Package Scheme
NPE	National Policy on Electronics
R&D	Research and Development
SID	Society of Innovation and Development
PMP	Phased manufacturing programme
M-SIPS	Modified Special Incentive Package Scheme
ACE	Appliances and Consumer Electronics
IoT	Internet of Things
IIP	Index of Industrial Production
FDI	Foreign Direct Investment
GST	Goods and Service Tax



Misquita Engineering Limited

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

In this Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, “Misquita Engineering Limited” and “MEL”, unless the context otherwise indicates or implies, refers to Misquita Engineering Limited.

CERTAIN CONVENTIONS

All references to “India” are to the Republic of India and all references to the “Government” are to the Government of India.

FINANCIAL DATA

Unless stated otherwise, the financial data included in this Prospectus are extracted from the Financial Statements, as at and for the financial year ended March 31, 2019, 2018, 2017 of our Company, prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI ICDR Regulations and Guidance Note on “*Reports in Company Prospectus (Revised 2019)*” issued by ICAI, as stated in the report of our Statutory and Peer Reviewed Auditor, as set out in the chapter titled “*Financial Statements as Restated*” beginning on page 144 this Prospectus.

Our Financial Statements are derived from our audited financial statements prepared in accordance with Indian GAAP, the Companies Act, and have been restated in accordance with SEBI ICDR Regulations and Guidance Note on “*Reports in Company Prospectus (Revised 2019)*” issued by ICAI. Our Fiscal commences on April 1st of each year and ends on March 31st of the next year. All references to a particular Fiscal are to the twelve (12) months period ended March 31st of that year. In this Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company’s financial data. Accordingly, to what extent, the financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices / Indian GAAP. Any reliance by persons not familiar with Indian Accounting Practices on the financial disclosures presented in this Prospectus should accordingly be limited. Any percentage amounts, as set forth in section titled “Risk Factors”, and chapters titled “*Our Business*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and elsewhere in this Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s Financial Statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI ICDR Regulations and Guidance Note on “*Reports in Company Prospectus (Revised 2019)*” issued by ICAI as stated in the report of our Statutory and Peer Reviewed Auditor, set out in the chapter titled “*Financial Statements as Restated*” beginning on page 144 of this Prospectus.

CURRENCY AND UNITS OF PRESENTATION

In this Prospectus, unless the context otherwise requires, all references to (a) ‘Rupees’ or ‘₹’ or ‘Rs.’ or ‘INR’ are to Indian rupees, the official currency of the Republic of India; (b) ‘US Dollars’ or ‘US\$’ or ‘USD’ or ‘\$’ are to United States Dollars, the official currency of the United States of America.

All references to the word ‘Lakh’ or ‘Lac’ or ‘Lacs’, means ‘One hundred thousand’ and the word ‘Million’ means ‘Ten Lakh’ and the word ‘Crore’ means ‘Ten Million’ and the word ‘Billion’ means ‘One Thousand Million’.

INDUSTRY AND MARKET DATA

Unless stated otherwise, Industry and Market data and various forecasts used throughout this Prospectus have been obtained from publicly available Information, Industry Sources and Government Publications.



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Industry Sources as well as Government Publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Although we believe that industry data used in this Prospectus is reliable, it has not been independently verified by the Lead Manager or our Company or any of their affiliates or advisors. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section “***Risk Factors***” on page 21 of this Prospectus. Accordingly, investment decisions should not be based solely on such information.

Future looking statements speak only as of the date of this Prospectus. Neither we, our Directors, Lead Manager, Underwriter nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, the LM and our Company will ensure that investors in India are informed of material developments until the grant of listing and trading permission by the Stock Exchange.

FORWARD LOOKING STATEMENTS

All statements contained in this Prospectus that are not statements of historical facts constitute 'Forward Looking Statements'. All statements regarding our expected financial condition and results of operations, business, objectives, strategies, plans, goals and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, our revenue and profitability, planned projects and other matters discussed in this Prospectus regarding matters that are not historical facts. These forward looking statements and any other projections contained in this Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections.

These forward looking statements can generally be identified by words or phrases such as “will”, “aim”, “will likely result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- general economic and business conditions in the markets in which we operate and in the local, regional and national and international economies;
- our ability to successfully implement strategy, growth and expansion plans and technological initiatives;
- our ability to respond to technological changes;
- our ability to attract and retain qualified personnel;
- the effect of wage pressures, seasonal hiring patterns and the time required to train and productively utilize new employees;
- general social and political conditions in India which have an impact on our business activities or investments;
- potential mergers, acquisitions restructurings and increased competition;
- occurrences of natural disasters or calamities affecting the areas in which we have operations;
- market fluctuations and industry dynamics beyond our control;
- changes in the competition landscape;
- our ability to finance our business growth and obtain financing on favorable terms;
- our ability to manage our growth effectively;
- our ability to compete effectively, particularly in new markets and businesses;
- changes in laws and regulations relating to the industry in which we operate changes in government policies and regulatory actions that apply to or affect our business;
- developments affecting the Indian economy; and
- Inability to meet our obligations, including repayment, financial and other covenants under our debt financing arrangements.

For a further discussion of factors that could cause our current plans and expectations and actual results to differ, please refer “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on page 21, 93 and 145 respectively of this Prospectus.

Forward looking statements reflects views as of the date of this Prospectus and not a guarantee of future performance. By their nature, certain market risk disclosures are only estimating and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither our Company / our Directors nor the Lead Manager, nor any of its affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the Lead Manager will ensure that investors in India are informed of material developments until such time as the listing and trading permission is granted by the Stock Exchange.



SECTION II: SUMMARY OF OFFER DOCUMENT

OVERVIEW OF INDUSTRY

Indian consumer durables market is broadly segregated into urban and rural markets and is attracting marketers from across the world. The sector comprises of a huge middle class, relatively large affluent class and a small economically disadvantaged class. Global corporations view India as one of the key markets from where future growth is likely to emerge. The growth in India's consumer market would be primarily driven by a favourable population composition and increasing disposable incomes.

Per capita GDP of India is expected to reach US\$ 3,273.85 in 2023 from US\$ 1,983 in 2012. The maximum consumer spending is likely to occur in food, housing, consumer durables, and transport and communication sectors.

Indian appliance and consumer electronics (ACE) market is expected to increase at a 9 per cent CAGR to reach Rs 3.15 trillion (US\$ 48.37 billion) in 2022. Demand growth is likely to accelerate with rising disposable incomes and easy access to credit. Increasing electrification of rural areas and wide usability of online sales would also aid growth in demand. Indian appliance and consumer electronics (ACE) market reached Rs 2.05 trillion (US\$ 31.48 billion) in 2017. It is expected to increase at a 9 per cent CAGR to reach Rs 3.15 trillion (US\$ 48.37 billion) in 2022. Electronics hardware production in the country reached Rs 3.88 trillion (US\$ 60.13 billion) in FY18, growing at a CAGR of 26.7 per cent between FY14-18. Demand for electronics hardware in India is expected to reach US\$ 400 billion by FY24.

For further details please see the chapter titled "Our Industry" beginning on page 82 of this Prospectus.

OVERVIEW OF BUSINESS

Our Company was incorporated in the year 1998 under the name Misquita Engineering Private Limited under the provisions of Companies Act, 1956 later it converted into a public limited company. Our company is engaged in the manufacturing of the front-loading washers. Our registered office and corporate office is situated at 182/1, Ghar Bhat, Vaiginim Vaddo, Nachinola, Bardez, Goa-403 508, India.

Our Company is the major component supplier and job worker to a manufacturer of washing machines in the Indian market for Front Loading washers.

Our Company has consistently believed in supplying **Zero Defect** products and all manufacturing and operating systems in the company are geared up towards the goal and vision of Zero Defect=Zero Effect, Zero effect with respect to zero wastage of resources and utilization of all resources efficiently and effectively. This consistency has enabled our company to consistently supply components with Zero defect every time on time without defaulting for a single instance in **Delivery** and **Quality**.

Our Company has presently Five CNC turning centres and several supporting conventional machines to achieve a consistent size machined in a tolerance band of maximum ten microns. This narrow tolerance needs to be achieved in 100% of components 24 hours a day.

For, further details regarding business see the chapter titled "Our Business" beginning on page 93 of this Prospectus and risk involved in Business of the Company and risk in relation to the Issue, refer to chapter titled "Risk Factors" beginning on page 21 of this Prospectus.

DETAILS OF THE ISSUE

Initial public issue consisting of fresh issue of 4,44,000 equity shares and 2,72,000 equity shares as offer for sale of face value of ₹10.00 each ("equity shares") of Misquita Engineering Limited (the "company" or the "issuer") for



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cash at a price of ₹27.00 per equity share including a share premium of ₹17.00 per equity share (the “issue price”) aggregating to ₹193.32 Lakh (“the issue”), of which 36,000 equity shares of face value of ₹10.00 each for cash at a price of ₹27.00 per equity share including a share premium of ₹17.00 per equity share aggregating to ₹9.72 lakh will be reserved for subscription by market maker to the issue (the “market maker reservation portion”). the issue less the market maker reservation portion i.e. net issue of 6,80,000 equity shares of face value of ₹10.00 each at a price of ₹27.00 per equity share aggregating to ₹183.60 Lakh are herein after referred to as the “net issue”. the issue and the net issue will constitute 26.58% and 25.24 % respectively of the post issue paid up equity share capital of our company.

OBJECT OF THE ISSUE

Our Company proposes to utilize the funds which are being raised through this Issue towards the below mentioned objects and gain benefits of listing on SME Platform of BSE Limited:

Sl. No.	Particulars	Amount (₹ in Lakh)
1.	Prepayment/ repayment of certain debt facilities availed by our Company (Loan for shed expansion)	25.00
2.	To Meet working capital requirement	49.88
3.	To meet issue expenses	45.00
	Total	119.88

The Selling Shareholder will be entitled to the proceeds of the Offer for Sale of his respective portion of the Offered Shares, respectively net of his proportion of Issue related expenses. The fees and expenses relating to Issue shall be shared in proportion mutually agreed between our Company and the respective Selling Shareholder in accordance with applicable law. Our Company will not receive any proceeds from the Offer for Sale.

We believe that listing will enhance our corporate image and brand name and create a public market for Equity Share of our Company in India and will further enable us to avail future growth opportunities.

PRE-ISSUE SHAREHOLDING OF PROMOTERS AND PROMOTER GROUP

Our Promoters and Promoter Group are collectively holding 22,50,000 equity shares of our Company aggregating to 100.00% of the pre-issue paid-up share capital of our Company. Following are the details of shareholding of Promoters and promoter group:

Particulars	Pre-Issue	
	Number of Shares	Percentage (%) holding
Promoters (A)		
Thomas Constance Avinash Misquita	15,49,900	68.88
Gail Lucia Misquita	3,00,000	13.34
Total (A)	18,49,900	82.22
Promoter Group (B)		
Deanne Silvia Sybil Misquita	1,00,000	4.44
Desiderio Anthony Misquita	1,00,000	4.44
Delia Vianne Misquita	1,00,000	4.44
Denise Lilia Antonia Misquita	1,00,000	4.44
Silvia Misquita	100	0.02
Total (B)	4,00,100	17.78
Total(A+B)	22,50,000	100.00

SUMMARY OF FINANCIAL INFORMATION

Following are details as per the restated financial statements for the financial years ended on March 31, 2019, 2018 and 2017:

(₹ in Lakh)

Particulars	March 31, 2019	March 31, 2018	March 31, 2017
Share Capital	225.00	225.00	225.00
Net Worth	384.27	343.15	317.90
Total Revenue	760.70	677.35	577.26
Profit after tax	42.12	25.26	15.71
Earnings per share (in ₹)			
-Pre-Bonus	1.87	1.12	27.64
-Post Bonus	1.87	1.12	1.56
NAV per equity share (in ₹)	17.08	15.25	14.13
Total borrowings	296.82	253.33	106.06

AUDITOR QUALIFICATIONS

There are no Auditor's Qualifications for the financial year ended March 31, 2019, 2018 and 2017 which would require adjustments in the Restated Financial Statements of the Company.

SUMMARY OF OUTSTANDING LITIGATIONS

Our Company, Subsidiaries, Promoters and Directors are currently involved in certain litigation which is currently pending at various stages, the details of the same are summarized in the table set forth below:

Category	Type of cases	Number of Outstanding Matters	Aggregate Amount involved (₹ in Lakh)
A. Cases filed against our Company			
Taxation	Income Tax	NIL	NIL
	Tax Deduction at Source	3	3.28
	GST, Sales Tax and Service Tax	NIL	NIL
Other pending litigations	Civil proceedings	NIL	NIL
B. Cases filed against our Promoters			
Criminal	Section 409/465/468/469/501/120B of Indian Penal Code, 1860	NIL	NIL
Taxation	Income Tax	1	0.08
Other pending litigations	Civil proceedings	NIL	NIL
C. Cases filed against our Directors			
Taxation	Income Tax	1	0.53
D. Cases filed against our Group Companies			
Taxation	Income Tax	NA	NA
	Tax Deduction at Source	NA	NA

For further details in relation to legal proceedings involving our Company, Promoters and Directors, refer chapter titled "**Outstanding Litigations and Material Developments**" on page 163 of this Prospectus.

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RISK FACTORS

Please see the chapter “*Risk Factors*” beginning on page 21 of this Prospectus.

SUMMARY OF CONTINGENT LIABILITIES

Our Company does not have any Contingent Liability.

For further details regarding the same, refer the Chapter titled “*Financial Statements as Restated*” beginning on page 144 of this Prospectus

SUMMARY OF RELATED PARTY TRANSACTIONS

Following is the summary detail of the related party transactions entered by the Company for the financial year ended on March 31, 2019, 2018 and 2017:

(₹ in Lakh)

Name	Relationship	Nature of Transaction	March 31, 2019	March 31, 2018	March 31, 2017
Thomas Constance Avinash Misquita	Managing Director	Remuneration	18.05	9.00	9.00
Thomas Constance Avinash Misquita	Managing Director	Rent	-	-	12.00
Thomas Constance Avinash Misquita	Managing Director	Bonus	-	-	2.65
Thomas Constance Avinash Misquita	Managing Director	Loan Taken	2.07	24.64	-
Thomas Constance Avinash Misquita	Managing Director	Loan Repaid	4.93	21.40	-
Gail Lucia Misquita	Relative of KMP and Whole Time Director	Remuneration	9.05	9.00	9.00
Gail Lucia Misquita	Relative of KMP and Whole Time Director	Bonus	-	-	2.65
Silvia Misquita	Relative of KMP and Whole Time Director	Remuneration	9.05	9.00	9.00
Silvia Misquita	Relative of KMP and Whole Time Director	Bonus	-	-	2.65
Desiderio Misquita	Relative of KMP	Remuneration	-	3.20	2.28



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Desiderio Misquita	Relative of KMP	Bonus	-	0.42	-
Bhawini Surana	KMP	Remuneration	0.28	-	-

For further details of the same refer the *Annexure - XXVIII* under Chapter titled “*Financial Statements as Restated*” beginning on page 144 of this Prospectus.

DETAILS OF FINANCING ARRANGEMENTS

There are no financing arrangements whereby the Promoters, member of Promoter Group, the Directors of the Company which a Promoter of the Issuer, the Director of our company and their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of the Business of the financing entity during the period of six months immediately preceding the date of filing of this Prospectus.

WEIGHTED AVERAGE PRICE AT WHICH THE EQUITY SHARES ACQUIRED BY EACH OF OUR PROMOTERS AND SELLING SHAREHOLDER

The weighted average price at which equity shares acquired by our Promoters in last one year is set forth in the table below:

Name of the Promoters	No. of Equity Shares held	Weighted Average Price (in ₹)
Thomas Constance Avinash Misquita	200	10.00

Our Promoter, Ms. Gail Lucia Misquita has not acquired any shares in last one year, hence the disclosure is not required in that case.

AVERAGE COST OF ACQUISITION OF SHARES

The average cost of acquisition of or subscription to Equity Shares by our Promoters is set forth in the table below:

Name of the Promoters	No. of Equity Shares held	Average cost of Acquisition (in ₹)
Thomas Constance Avinash Misquita	15,49,900	10.37
Gail Lucia Misquita	3,00,000	0.50

DETAILS OF PRE-IPO PLACEMENT

Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Prospectus till the listing of the Equity Shares.

EQUITY SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH IN LAST ONE YEAR

Our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Prospectus.

SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR



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Our Company has not undertaken any split or consolidation of Equity Shares during the last one year from the date of this Prospectus.

SECTION III: RISK FACTORS

An investment in Equity Shares involves a high degree of risk. You should carefully consider all the information in this Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of this offer including the merits and risks involved. Any potential investor in, and subscriber of, the Equity Shares should also pay particular attention to the fact that we are governed in India by a legal and regulatory environment in which some material respects may be different from that which prevails in other countries. The risks and uncertainties described in this section are not the only risks and uncertainties we currently face. Additional risks and uncertainties not known to us or that we currently deem immaterial may also have an adverse effect on our business. If any of the following risks, or other risks that are not currently known or are now deemed immaterial, actually occur, our business, results of operations and financial condition could suffer, the price of our Equity Shares could decline, and you may lose all or part of your investment. Additionally, our business operations could also be affected by additional factors that are not presently known to us or that we currently consider as immaterial to our operations.

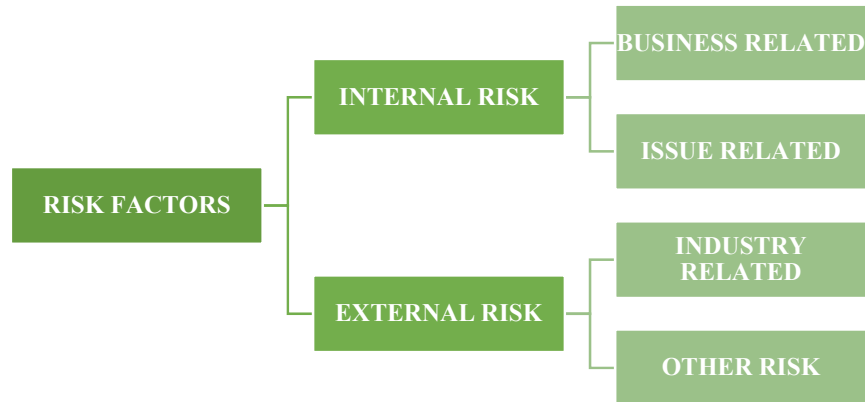
Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein. Unless otherwise stated, the financial information of our Company used in this section is derived from our restated financial statements prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI ICDR Regulations. To obtain a better understanding, you should read this section in conjunction with the chapters titled “**Our Business**” beginning on page 93 “**Our Industry**” beginning on page 82 and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on page 145 respectively, of this Prospectus as well as other financial information contained herein.

The following factors have been considered for determining the materiality of Risk Factors:

- Some events may not be material individually but may be found material collectively;
- Some events may have material impact qualitatively instead of quantitatively;
- Some events may not be material at present but may have material impact in future.

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence the same has not been disclosed in such risk factors. Unless otherwise stated, the financial information of the Company used in this section is derived from our financial statements under Indian GAAP, as restated in this Prospectus. Unless otherwise stated, we are not in a position to specify or quantify the financial or other risks mentioned herein. For capitalized terms used but not defined in this chapter, refer to the chapter titled “**Definitions and Abbreviations**” beginning on page 1 of this Prospectus. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk factor over another.

The risk factors are classified as under for the sake of better clarity and increased understanding:



INTERNAL RISKS

A. BUSINESS RELATED RISKS

1. *There are outstanding legal proceedings involving our Company, Promoters, Directors and Group Companies. Any adverse decision in such proceeding may have a material adverse effect on our business, results of operations and financial condition.*

We are involved in certain legal proceedings which are pending at different levels of adjudication before various courts, tribunals, enquiry officers, and appellate authorities. We cannot provide assurance that these legal proceedings will be decided in our favour. Any adverse decisions in any of the proceedings may have a significant adverse effect on our business, results of operations, cash flows and financial condition. A summary of the pending civil and other proceedings involving Our Company is provided below:

A classification of legal proceedings is mentioned below:

Category	Type of cases	Number of Outstanding Matters	Aggregate Amount involved (₹ in Lakh)
E. Cases filed against our Company			
Taxation	Income Tax	NIL	NIL
	Tax Deduction at Source	3	3.28
	GST, Sales Tax and Service Tax	NIL	NIL
Other pending litigations	Civil proceedings	NIL	NIL
F. Cases filed against our Promoters			
Criminal	Section 409/465/468/469/501/120B of Indian Penal Code, 1860	NIL	NIL
Taxation	Income Tax	1	0.08
Other pending litigations	Civil proceedings	NIL	NIL
G. Cases filed against our Directors			
Taxation	Income Tax	1	0.53
H. Cases filed against our Group Companies			

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Taxation	Income Tax	NA	NA
	Tax Deduction at Source	NA	NA

2. ***There are certain discrepancies/errors noticed in some of our corporate records relating to forms filed with the Registrar of Companies and other provisions of Companies Act, 1956/2013. Any penalty or action taken by any regulatory authorities in future for non-compliance with provisions of corporate and other law could impact the financial position of the Company to that extent.***

The Company has not complied with certain statutory provisions and there are the following discrepancies have been noticed in the forms filed by the company with the ROC under provisions of Companies Act, 2013/1956:

- Provisions of SS-1 and SS-2 of the Companies Act, 2013 were not fully complied by the company at the time of preparation of the documents for filling of forms.
- Resolution for the Appointment of Mr. Thomas Constance Avinash Misquita as Managing Director, Mrs. Gail Lucia Misquita and Silvia Misquita as Whole Time Directors and Appointment of Independent Directors of the Company were passed as on August 29, 2017 in the Annual General Meeting by the shareholders whereas the required forms have been filed by the company with ROC in the year 2019.
- There was a charge created on January 31, 2003 for Rs. 15,00,000/- in favour of M/s State Bank of India and satisfied on October 31, 2009 which ought to have been filed on or before November 30, 2009 pursuant to the provisions of Section 138 of the Companies Act, 1956 and which was actually filed with the Registrar of Companies, Goa, Daman & Diu on February 26, 2011, with the delay for the period from December 01, 2009 to February 26, 2011. The same has been filed by getting the CLB order dated June 28, 2011.
- Form GNL-2 related to the allotment made as on March 30, 2017 was not filed by the company with ROC, whereas the same has been rectified in the year 2019 along with the additional fees.

Any penalty or action taken by any regulatory authority in future for non-compliance with provisions of corporate and other law could impact financial position of the company to that extent.

3. ***Steel and Iron are the primary raw materials for the manufacture machine metals components. Consequently, volatility in the supply or price of steel and iron could adversely affect our operations and profitability.***

Steel and iron are the primary raw materials for manufacturing of machine metals components by us. We are exposed to volatility in the price of steel and iron. The prices of the aforesaid commodities are highly volatile and cyclical in nature. Numerous factors, most of which are beyond our control, influence their respective prices. These factors include general economic conditions, worldwide production capacity, capacity-utilization rates, downturns in purchase by traditional bulk end users of these commodities or their customers, a slowdown in basic manufacturing industries, import duties and other trade restrictions and currency exchange rates. If the price of steel and iron increase in the future, there can be no assurance that we will be able to pass on such increases to our customers. Increased prices of these commodities may also cause potential customers to defer purchase of our products, which would have an adverse effect on our operations, financial condition and profitability.

4. ***Our top 5 customers contribute major portion of our revenues for the year ended March 31, 2019. Any loss of business from one or more of them may adversely affect our revenues and profitability.***

Our top five and ten customers contribute to a substantial portion of our revenues for the year ended March 31, 2019. Further, these customers are generally wholesalers and retailers. Any decline in our quality standards, growing competition and any change in the demand for our service by these customers may adversely affect our ability to retain them. We believe we have maintained good and long term relationships with our customers. However, there can be no assurance that we will continue to have such long term relationship with them, also any delay or default in payment by these customers may adversely affect our business, financial condition and results of operations. We cannot assure that we shall generate the same quantum of business, or any business at all, from these customers, and



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loss of business from one or more of them may adversely affect our revenues and profitability. The contribution of our top 5 customers to our total revenue are as follows:

Particulars	For the year ended March 31, 2019
% wise top 5 of total Sales	99.91

One of our major customers contributes around 60% of the total sales. Any future disruption may lead to significant decline in the revenue and profit of our company. There is over dependency on a single customer. We cannot assure that we shall generate the same quantum of business, or any business at all, from this customer, and loss of business from one or more of them may adversely affect our revenues and profitability.

5. ***We are dependent on our Top 5 suppliers for uninterrupted supply of raw materials. Any disruption in supply of raw materials from these suppliers will adversely affect our operations.***

We are highly dependent on the suppliers of raw material for our products. Major raw material suppliers are from Rajkot and Mumbai also major consumables as in inserts are imported from China, Major and critical raw materials suppliers are approved by our customers. However, our Top 5 suppliers contribute significantly to supply of raw materials. While our company believes that we would not face difficulties in finding additional suppliers of raw materials, any disruption of supply of raw materials from these suppliers or our procurement of raw materials at term not favorable to us can adversely affect our operations and financial cost.

6. ***We generally do business with our customers on purchase order basis and do not enter into long term contracts with most of them.***

Our business is dependent on our continuing relationships with our customers. Our Company neither has any long-term contract with any of customers nor has any marketing tie up for our products. Further, our Company has not appointed any exclusive agents for handling its operations. Any change in the buying pattern of our end users or disassociation of major customers can adversely affect the business of our Company. The loss of or interruption of work by, a significant customer or a number of significant customers or the inability to procure new orders on a regular basis or at all may have an adverse effect on our revenues, cash flows and operations. We have not entered in any agreement with our customers, we work on the basis of purchase order basis.

7. ***Our Industry is labour intensive and our business operations may be materially adversely affected by strikes, work stoppages or increased wage demands by our employees or those of our suppliers.***

Our industry being labour intensive is dependent on labour force for carrying out its manufacturing operations. Shortage of skilled/unskilled personnel or work stoppages caused by disagreements with employees could have an adverse effect on our business and results of operations. Though we have not experienced any major disruptions in our business operations due to disputes or other problems with our work force in the past; however, there can be no assurance that we will not experience such disruptions in the future. Such disruptions may adversely affect our business and results of operations and may also divert the management's attention and result in increased costs.

India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. We are also subject to laws and regulations governing relationships with employees, in such areas as minimum wage and maximum working hours, overtime, working conditions, hiring and terminating of employees and work permits. Although our employees are not currently unionized, there can be no assurance that they will not unionize in the future. If our employees unionize, it may become difficult for us to maintain, flexible labour policies, and we may face the threat of labour unrest, work stoppages and diversion of our management's attention due to union intervention, which may have a material adverse impact on our business, results of operations and financial condition.



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- 8. We do not own our registered office and corporate office premises, which we have taken on lease. Any termination of agreements may require us to vacate such premises and adversely affect our business operations.**

Our registered office situated at 182/1, Ghar Bhat, Vaiginim Vaddo, Nachinalo, Bardez, Goa-403508 is taken on lease from Mr. Thomas Constance Avinash Misquita If such lease agreement under which we occupy the premises is not renewed on terms and conditions that are favorable to us, or at all, we may suffer a disruption in our operation which could have a material adverse effect on our business, financial condition and results of operations. If we do not comply with certain conditions of the lease, the lessor may terminate the lease, which could have an adverse effect on our operations and there can be no assurance that renewal of lease agreement with the owner will be entered into. In the event of non-renewal of lease, we may be required to shift our office to a new location and there can be no assurance that the arrangement we enter into in respect of new premises would be on such terms and conditions as the present one. For more details on properties taken on lease by our Company, please refer section “**Land and Properties**” in the chapter titled “**Our Business**” beginning on page 93 of the Prospectus.

- 9. The logo used by our Company is not registered. Failure to protect our intellectual property from being infringed by others may adversely affect our reputation, goodwill and business operations.**



As on the date of this Prospectus, we have not yet obtained registration for our corporate logo Our ability to market and sell our products depends upon the recognition of our brand names and associated consumer goodwill. Currently, we do not have registered trademarks for our own or our corporate name and logo under the Trade Marks Act, 1999. Consequently, we do not enjoy the statutory protections accorded to registered trademarks in India for the corporate name and logo of our company. In the absence of such registrations, competitors and other companies may challenge the validity or scope of our intellectual property right over these brands or our corporate name or logo. As a result, we may be required to invest significant resources in developing new brands or names, which could materially and adversely affect our business, financial condition, result of operations and prospects.

- 10. Some of our Corporate records including forms filed with Registrar of Companies are not traceable.**

Our Company was incorporated as a private limited company in the year 1998 under the provisions of the Companies Act, 1956. Online filing of RoC documents was initiated in the year 2006 and all forms prior to the said year were physically filed, hence certain forms could not be retrieved from the office of Registrar of Companies, Goa, Daman and Diu. Further the Company could not retrieve some forms and some of the related documents including but not limited to Return of Allotment, Registration of charges and modification of charges, Increase in Authorized Capital. Our Company cannot assure you that the filings were made in a timely manner or the information gathered through other available documents of the Company are correct. Our Company may not be in a position to attend and / or respond appropriately to any legal or business matter due to lack of lost / destroyed records and to that extent the same could affect our Company adversely in future.

- 11. The average cost of acquisition of Equity Shares by our Promoters is lower than the issue price.**

Our Promoters’ average cost of acquisition of Equity Shares in our Company is lower than the Issue Price as decided by the Company in consultation with the Lead Manager. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters in our Company, please refer chapter title “**Capital Structure**” beginning on page 56 of this Prospectus.

- 12. We require a number of approvals, NOCs, licences, registrations and permits in the ordinary course of our business. Some of our approvals are required to be transferred in the name of “Misquita Engineering Limited” from “Misquita Engineering Private Limited” pursuant to conversion of the private limited company into limited company and failure or delay in obtaining the same in a timely manner may adversely affect our operations.**

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We require several statutory and regulatory permits, NOCs, licenses and approvals in the ordinary course of our business, some of which our Company has either received, applied for or is in the process of application in case of renewal as and when required in the ordinary course. Previously we were a private limited company in the name of “Misquita Engineering Private Limited”, thereafter the company converted into a limited company under the name “Misquita Engineering Limited.” There are some of the approvals which are in the previous name, we are taking necessary steps for transferring the same in the new name of our company. In case we fail to transfer/obtain the same in the name of our company same may adversely affect our business or we may not be able to carry our business.

Any failure to apply for and obtain the required approvals, licences, NOCs, registrations or permits in a timely manner, or any suspension or revocation of any of the approvals, licences, registrations and permits would result in a delay in the our business operations which could otherwise adversely affect our financial condition, results of operations and prospects of the Company. We cannot assure you that the approvals, licences, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. In addition to same, our failure to comply with existing or increased regulations, or the introduction of changes to existing regulations, could adversely affect our business and results of operations. please see chapters titled “**Key Industry Regulations and Policies**” and “**Government and Other Statutory Approvals**” at pages 105 and 167 respectively of this Prospectus.

- 13. We are dependent on third party transportation providers for delivery of raw materials and finished goods to us from our suppliers and delivery of our products to our clients. Any failure on part of such service providers to meet their obligations could have a material adverse effect on our business, financial condition and results of operation.**

We use third party transportation providers for the transportation of our raw materials and finished goods. Disruption in transportation due to strikes could have an adverse effect on supplies and deliveries to and from our customers and suppliers. In addition, raw materials may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of raw materials which may also affect our business and our results of operation negatively. A failure to maintain a continuous supply of raw materials in an efficient and reliable manner could have a material and adverse effect on our business, financial condition and results of operations.

- 14. Our Company requires significant amounts of working capital for a continued growth. Our inability to meet our working capital requirements may have an adverse effect on our results of operations.**

Our business is working capital intensive. A significant portion of our working capital is utilized towards trade receivables. Summary of our working capital position is given below:

Amount (₹ In Lakh)

Particulars	March 31		
	2019	2018	2017
A. Current Assets			
Current Investments	199.75	389.04	294.78
Inventories	99.90	53.56	17.86
Trade Receivables	106.45	59.24	139.28
Cash and Cash Equivalents	2.61	1.54	0.35
Short Term Loans & Advances	0.84	11.79	-
Other Current Assets	249.39	119.20	44.21
B. Current Liabilities			
Short Term Borrowings	105.12	94.21	46.26
Trade Payables	97.80	130.95	95.50
Other Current Liabilities	32.74	23.29	12.35

Particulars	March 31		
	2019	2018	2017
Short Term Provisions	1.99	1.33	2.33
Working Capital (A-B)	421.29	384.59	340.04
Trade receivables as % of total current assets	16.15	9.34	28.05
Inventory as % of total current assets	15.16	8.44	3.60

We intend to continue growing by expanding our business operations. This may result in increase in the quantum of current assets particularly trade receivables. Our inability to maintain sufficient cash flow, credit facility and other sources of fund, in a timely manner, or at all, to meet the requirement of working capital could adversely affect our financial condition and result of our operations. For further details regarding working capital requirement, please refer to the chapter titled “*Objects of the Issue*” beginning on page 69 of this Prospectus.

15. Any prolonged business interruption at our manufacturing facilities could have a material adverse effect on results of operation and financial conditions.

Any material interruption at our manufacturing facilities, including power failure, fire and unexpected mechanical failure of equipment, could reduce our ability to produce and thereby impact earnings for the affected period.

Irregular or interrupted supply of power or water, electricity shortages or government intervention, particularly in the form of power rationing are factors that could adversely affect our daily operations. If there is an insufficient supply of electricity or water to satisfy our requirements or a significant increase in electricity prices, we may need to limit or delay our production, which could adversely affect our business, financial condition and results of operations. We cannot assure that we will always have access to sufficient supplies of electricity in the future to accommodate our production requirements and planned growth.

Similarly, there is no assurance that those of our manufacturing facilities unaffected by interruption will have the capacity to increase their output to manufacture products to make up the affected manufacturing facilities. In the event of prolonged disruptions our manufacturing facilities, we may have to import various supplies and products in order to meet our production requirements, which could affect our profitability.

16. We may be affected by obsolescence of our assets that could adversely affect our operations.

Asset obsolescence due to fast changing technology & processes could affect the Company’s operations by causing production at one or more facilities to shut down or slowdown thereby having a material adverse effect on the Company’s results of operations and financial condition. Any interruption in production capability may require the Company to make significant and unanticipated capital expenditures, which could have an adverse effect on the Company’s profitability and cash flows.

17. Any unfavorable changes in the factors affecting our operating results may adversely affect our operations and profitability.

Our business and results of operations may be adversely affected by, among other factors, the following:

- Unusual or infrequent events of transactions;
- Significant economic changes that materially affected or are likely to affect income from continuing operations;
- Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations
- Future changes in relationship between cost and revenues in case of events such future increase in labour or material cost or prices that will cause material change;



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- The extent to which material increases in net sales or revenue due to increased sales volume or increased prices;

All of the above factors may affect our revenues and therefore have an impact on our operating results.

18. The Offer for Sale Proceeds will not be available to our company

As on the date of this Prospectus, following shareholder has specifically confirmed that he holds 15,49,900 Equity Shares and that he has consented to offer 2,72,000 at ₹27.00 each Equity Shares for sale in offer for sale.

Sr No.	Name of the Selling Shareholder	No. of Equity Shares Held	No. of Equity Shares Offered
1)	Thomas Constance Avinash Misquita	15,49,900	2,72,000

For further details, please refer chapter entitled “*The Issue*” on page 42 of this Prospectus. The proceeds from the Offer for Sale will be remitted to the Selling Shareholder and our Company will not benefit from such proceeds.

19. Our future success will depend on our ability to anticipate and respond to technological advances, new standards and changing consumer preferences.

Our success will depend on our ability to anticipate technological advances, new standards and changing consumer preferences and develop new products to meet consumer needs. There is a significant shift towards the energy efficient products driven by the Governments’ drive to reduce energy costs. In several categories, products which are more energy efficient are being promoted and preferred.

Our future success in the manufacturing segment depends upon our ability to keep up with the continuing evolution of technology to capture the growing market opportunity. The development and introduction of new products may result in additional product introduction expenses.

20. Our operating expenses include overheads that may remain fixed in the medium term. In case there is any decline in our operating performance, we may be unable to reduce such expenses.

Our operating expenses include various fixed costs, which are as such, not dependent on sales revenue. Any shortfall in sales may cause significant variations in operating results in any particular quarter, as we would not be able to reduce our fixed operating expenses in the short term. The effect of any decline in sales may thereby be magnified because a portion of our earnings are committed to paying these fixed costs. Accordingly, we believe that period-to-period comparisons of our results may not necessarily give a correct presentation of the performance and should not be relied upon as indications of future performance.

21. If we are unable to raise additional capital, our business prospects could be adversely affected.

We operate in a capital-intensive industry, which requires substantial levels of funding. We will continue to incur significant expenditure in maintaining and growing our existing infrastructure. We expect our long-term capital requirements to increase significantly to fund our intended growth.

We cannot assure you that we will have sufficient capital resources for any future expansion plans that we may have. While we expect our cash on hand, cash flow from operations to be adequate to fund our existing commitments, our ability to pay these amounts is dependent upon the success of our operations. Additionally, the inability to obtain sufficient financing could adversely affect our ability to complete expansion plans. Moreover, we cannot assure you that market conditions and other factors would permit us to obtain future financing on terms acceptable to us, or at all.

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- 22. Our insurance policies do not cover all risks, specifically risks like loss of profits, terrorism, etc. In the event of occurrence of such events, our insurance coverage may not adequately protect us against possible risk of loss.***

Our company has obtained insurance coverage in respect of certain risks. Our significant accounting policies consists of, amongst others, standard fire and special perils, earthquakes, etc. While we believe that we maintain insurance coverage in adequate amounts consistent with size of our business, our insurance policies do not cover all risks, specifically risks like loss of profits, terrorism, etc. There can be no assurance that our insurance policies will be adequate to cover the losses in respect of which the insurance has been availed. If we suffer a significant uninsured loss or if insurance claim in respect of the subject-matter of insurance is not accepted or any insured loss suffered by us significantly exceeds our insurance coverage, our business, financial conditions and results of operations may be materially and adversely affected.

- 23. We have not entered into long term contracts with the suppliers of raw material and components for our manufacturing facilities and with the vendors of the products marketed and sold by us. Our inability to obtain raw material and/or source our products from our suppliers/vendors in a timely manner, insufficient quantities and/or at competitive prices could adversely affect our operations, financial condition and/or profitability.***

In case our suppliers/vendors are unable to supply (a) the raw material and/or components required for the manufacture of our products, and/or (b) the products that are marketed and sold by us, in sufficient quantities, or there is a loss of one or more significant suppliers/vendors, our ability to obtain our raw material, components and/or products at competitive rates could be adversely affected. In such event, our cost of purchasing such raw material/components/products from alternate sources could be higher thereby adversely affecting our operating margins and results of our operations. Further we do not enter into long term agreements with suppliers of raw material and components for our manufacturing facilities and with the vendors of the products marketed and sold by us. Any severance of our relations with these suppliers and/or vendors could adversely affect our operations and profitability.

- 24. There are no alternate arrangements for meeting our working capital requirements for the Objects of the Issue. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.***

As on date, we have not made any alternate arrangements for meeting our capital requirements for the Objects of the Issue. We meet our working capital requirements through our owned funds and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our working capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not yet identified any alternate source of funding and hence any failure or delay on our part to raise money from this Issue or any shortfall in the Issue Proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details please refer chapter titled “*Objects of the Issue*” on page 69 of this Prospectus.

- 25. The industry segments in which we operate being fragmented we face competition from other players, which may affect our business operations and financial conditions.***

The market in which our company is doing business is highly competitive on account of both the organized and unorganized players. Players in this industry generally compete with each other on key attributes such as technical competence, distribution network, pricing and timely delivery. Some of our competitors may have longer industry experience and greater financial, technical and other resources, which may enable them to react faster in changing market scenario and remain competitive. Moreover, the unorganized sector offers their products at highly competitive prices which may not be matched by us and consequently affect our volume of sales and growth prospects. Growing competition may result in a decline in our market share and may affect our margins which may adversely affect our business operations and our financial condition.

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26. Guarantees from Promoters, Directors as well as others have been taken in relation to the debt facilities provided to us.

In an event any of the guarantors withdraws or terminates this guarantee, the lender for such facilities may ask for alternate guarantee/s, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantee/s satisfactory to the lender and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could adversely affect our financial condition. For more information please see the chapter titled “***Statement of Financial Indebtedness***” beginning on page 160 of this Prospectus.

27. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements.

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Additionally, under some of our loan agreements, we may not be permitted to declare any dividends, if there is a default under such loan agreements or unless our Company has paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our dividend history, see “***Dividend Policy***” on page 143 of this Prospectus.

28. Failure to manage our inventory could have an adverse effect on our net sales, profitability, cash flow and liquidity.

The results of operations of our business are dependent on our ability to effectively manage our inventory and stocks. To effectively manage our inventory, we must be able to accurately estimate customer demand and supply requirements and manufacture new inventory accordingly. If our management has misjudged expected customer demand it could adversely impact the results by causing either a shortage of products or an accumulation of excess inventory. Further, if we fail to sell the inventory we manufacture or get manufactured by third parties on our account, we may be required to write down our inventory or pay our suppliers without new purchases or create additional vendor financing, which could have an adverse impact on our income and cash flows.

29. Our lenders have charge over our movable and immovable properties in respect of finance availed by us.

Our company has taken secured loans from banks by creating a charge over our movable and immovable properties in respect of loans/facilities availed by us. The total amount outstanding and payable by us for secured loans were ₹296.29 Lakh as on March 31, 2019. In the event we default in repayment of the loans/facilities availed by us and any interest thereof, our properties may be forfeited by lenders, which in turn could have significant adverse effect on our business, financial condition and results of operations. For further detail please refer to chapter titled “***Financial Statements as Restated***” beginning on page 144 and financial indebtedness in chapter titled “***Statement of Financial Indebtedness***” on page 160 of this Prospectus.

30. Our future funds requirements, in the form of fresh issue of capital or securities and/or loans taken by us, may be prejudicial to the interest of the shareholders depending upon the terms on which they are eventually raised.

We may require additional capital from time to time depending on our business needs. Any fresh issue of shares or convertible securities would dilute the shareholding of the existing shareholders and such issuance may be done on terms and conditions, which may not be favorable to the then existing shareholders. If such funds are raised in the



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form of loans or debt, then it may substantially increase our interest burden and decrease our cash flows, thus prejudicially affecting our profitability and ability to pay dividends to our shareholders.

31. Our success depends largely upon the services of our Directors, Promoter and other Key Managerial Personnel and our ability to attract and retain them.

Our success is substantially dependent on the expertise and services of our Directors, Promoter and our Key Managerial Personnel. They provide expertise which enables us to make well informed decisions in relation to our business and our future prospects. Our future performance will depend upon the continued services of these persons. Demand for Key Managerial Personnel in the industry is intense. We cannot assure you that we will be able to retain any or all, or that our succession planning will help to replace, the key members of our management. The loss of the services of such key members of our management team and the failure of any succession plans to replace such key members could have an adverse effect on our business and the results of our operations.

32. Underutilization of capacity of our manufacturing facility may adversely affect our business, results of operations and financial conditions.

We cannot assure that we shall be able to utilize our proposed manufacturing facility to their full capacity or up to an optimum capacity, and non-utilization of the same may lead to loss of profits or can result in losses, and may adversely affect our business, results of operations and financial condition. Even use of the proposed production capacity is subject to several variables like availability of raw material, power, water, proper working of machinery, orders on hand, supply/demand, manpower, etc.

33. In addition to normal remuneration or benefits and reimbursement of expenses, some of our Directors, Promoters and Key Management Personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company.

Our Directors, Promoters and Key Managerial Personnel are interested in our Company to the extent of remuneration paid to them for services rendered and reimbursement of expenses payable to them. In addition, some of our Directors and Promoters may also be interested to the extent of their shareholding and dividend entitlement, if any and loan availed from them by our Company etc. For further information, see “*Capital Structure*” and “*Our Management*” on pages 56 and 119 respectively, of this Prospectus.

34. We may not be successful in implementing our business strategies.

The success of our business depends substantially on our ability to implement our business strategies effectively. Even though we have successfully executed our business strategies in the past, there is no guarantee that we can implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted clients. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and results of operations.

35. Changes in technology may render our current technologies obsolete or require us to make substantial capital investments.

Modernization and technology up-gradation is essential to provide better products. Although we strive to keep our technology in line with the latest standards, we may be required to implement new technology or upgrade the existing employed by us. Further, the costs in upgrading our technology could be significant which could substantially affect our finances and operations.

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- 36. We could be harmed by employee misconduct or errors that are difficult to detect and any such incidence could adversely affect our financial condition, results of operations and reputation.**

Employee misconduct or errors could expose us to business risks or losses, including regulatory sanctions and cause serious harm to our reputation. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our employees and agents may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions on account of which our business, financial condition, results of operations and goodwill could be adversely affected.

- 37. Our lenders have imposed certain restrictive conditions on us under our financing arrangements. Under our financing arrangements, we are required to obtain the prior, written lender consent for, among other matters, changes in our capital structure, and formulation of a scheme of amalgamation or reconstruction and entering into any other borrowing arrangement. Further, we are required to maintain certain financial ratios.**

There can be no assurance that we will be able to comply with these financial or other covenants or that we will be able to obtain the consents necessary to take the actions we believe are necessary to operate and grow our business. Our level of existing debt and any new debt that we incur in the future has important consequences. Any failure to comply with these requirements or other conditions or covenants under our financing agreements that are not waived by our lenders or are not otherwise cured by us, may require us to repay the borrowing in whole or part and may include other related costs. Our Company may be forced to sell some or all of its assets or limit our operations. This may adversely affect our ability to conduct our business and impair our future growth plans. Though these covenants are restrictive to some extent to the Company however it ensures financial discipline, which would help the Company in the long run to improve its financial performance. We did not get most of the NOC from our lenders.

For further information, see the chapter titled “*Statement of Financial Indebtedness*” on page 160 of the Prospectus.

- 38. Our future funds requirements, in the form of fresh issue of capital or securities and/or loans taken by us, may be prejudicial to the interest of the shareholders depending upon the terms on which they are eventually raised.**

We may require additional capital from time to time depending on our business needs. Any fresh issue of shares or convertible securities would dilute the shareholding of the existing shareholders and such issuance may be done on terms and conditions, which may not be favorable to the then existing shareholders. If such funds are raised in the form of loans or debt, then it may substantially increase our interest burden and decrease our cash flows, thus prejudicially affecting our profitability and ability to pay dividends to our shareholders.

- 39. Our Company has a negative cash flow in its operating activities, investing activities as well as financing activities in the past 3 years, details of which are given below. Sustained negative cash flow could impact our growth and business.**

Our Company had negative cash flows from our operating activities, investing activities as well as financing activities in the previous year(s) as per the Restated Financial Statements and the same are summarized as under:

(₹ in Lakh)

Particulars	March 31, 2019	March 31, 2018	March 31, 2017
Net Cash from Operating Activities	57.55	14.53	(211.43)
Net Cash from Investing Activities	(55.16)	(83.02)	8.44
Net Cash from Financing Activities	(1.33)	69.67	203.10
Net Increase/ (Decrease) in Cash & Cash Equivalents	1.07	1.18	0.11



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Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. If we are not able to generate sufficient cash flows in future, it may adversely affect our business and financial operations.

40. Insufficient cash flows to meet required payments on our debts and working capital requirements could adversely affect our Company's operations and financial results

The business of our Company requires a significant amount of working capital to finance the payments for Man-power, day to day Expenses and term loans for establishment of office facilities and acquisition of equipments/vehicles. The working capital requirements of our Company are also affected by the credit lines that our Company extends to its customers, in line with industry practice. Moreover, our Company may need to raise further term loans and working capital loans in the future to meet its capital expenditure and to satisfy its working capital requirements. There can be no assurance that our Company will continue to be successful in arranging adequate working capital and term loans for its existing or expanded operations on acceptable terms or at all, which could adversely affect our Company's operations and financial results.

41. We are subject to strict quality requirements and any failure by us or our component suppliers to comply with quality standards may lead to cancellation of existing and future orders.

We and our component suppliers may not meet quality standards imposed by our customers, applicable to our manufacturing processes, which could have an adverse effect on our business, financial condition, and results of operations. We cannot assure you that we or our component suppliers comply or can continue to comply with quality requirement standards of our customers. Our failure to do so could lead to cancellation of existing and future orders and have a material adverse effect on our business and revenue.

42. Certain agreements/deeds may be inadequately stamped or may not have been registered as a result of which our operations may be impaired.

Our certain agreements/deeds may not have been stamped adequately or registered. The effect of inadequate stamping is that the document is not admissible as evidence in legal proceedings and parties to that agreement may not be able to legally enforce the same, except after paying a penalty for inadequate stamping. The effect of non-registration, in certain cases, is to make the document inadmissible in legal proceedings. Any potential dispute vis-à-vis the said premises and our non-compliance of local laws relating to stamp duty and registration may adversely impact the continuance of our activity from such premises. Our deed of registered office and corporate office are not registered.

43. Certain Agreements /deeds may be in the previous name of the company.

Our certain agreements and deeds may be in the name of the erstwhile name of the company i.e. Misquita Engineering Private Limited. In case we fail to change the name in the agreements and deeds, it may cause adverse effect on Our company's business.

44. Some of the KMPs are associated with our company for less than one year.

Our Key Management Personnel, Company Secretary is associated with the Company for a period of less than one year therefore they may not have been accustomed to the company affairs till date. For details of Key Management Personnel and their appointment, please refer to chapter "***Our Management***" beginning on page 119 of this Prospectus.



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45. Fraud, theft, employee negligence or similar incidents may adversely affect our results of operations and financial condition.

Our operations may be subject to incidents of theft or damage to inventory in transit, prior to or during stocking and display. Although till date we have never experienced any such instance, there can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse, loss in transit or similar incidents in the future, which could adversely affect our results of operations and financial condition.

Additionally, losses due to theft, fire, breakage or damage caused by other casualties, could adversely affect our results of operations and financial condition.

46. There is no guarantee that our Equity Shares will be listed on the Stock Exchanges in a timely manner or at all.

In accordance with Indian law and practice, permission to list the Equity Shares will not be granted until after the Equity Shares have been issued and allotted. Approval will require all other relevant documents authorizing the issuing of our Equity Shares to be submitted. There could be a failure or delay in listing our Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

47. Any defects in our service could make our company liable for customer claims, which in turn could affect our Company's results of operation.

We are into service industry and our business is dependent mainly on how we maintain our relationship with our existing clients who helps to retain existing clients and to attract the new ones. Hence an unsatisfied client may be more damaging in our business than in other businesses. Our activities may subject us to the risk of significant legal liabilities to our clients and aggrieved third parties. In recent years, the volume of claims and amount of damages claimed in litigation and regulatory proceedings against financial intermediaries have been increasing due to strict regulations and investor awareness. These risks often may be difficult to assess or quantify and their existence and magnitude often remain unknown for substantial periods of time. Hence, we may incur significant legal expenses in defending against litigation. Substantial legal liability or significant regulatory action against us could have material financial effects on our Company or could even cause significant harm to our reputation, which could harm our business prospects.

48. If we are unable to source business opportunities effectively, we may not achieve our financial objectives.

Our ability to achieve our financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business, we will need to hire, train, supervise and manage new employees and to implement systems capable of effectively accommodating our growth. However, we cannot assure you that any such employees will contribute to the success of our business or that we will implement such systems effectively. Our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It is also possible that the strategies used by us in the future may be different from those presently in use. No assurance can be given that our analyses of market and other data or the strategies we use or plans in future to use will be successful under various market conditions.

49. Excessive reliance on our information technology systems and their failure could harm our relationship with customers, expose us to lawsuits or administrative sanctions or otherwise adversely affect our provision of service to customers and our internal operation.

As part of our business strategy, we use high quality of information technology system to deliver our services in the best possible way. We have a exemplary tract record for completion of the projects within the stipulated time period but there may be the system interruptions, errors, or downtime which could result from a variety of causes including

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changes in technology, technology failure, changes in system, and power failure etc. these may affect our business adversely.

50. The deployment of funds raised through this Issue shall not be subject to any Monitoring Agency and shall be purely dependent on the discretion of the management of Our Company.

Since, the Issue size is less than ₹10,000 Lakh, there is no mandatory requirement of appointing an Independent Monitoring Agency for overseeing the deployment of utilization of funds raised through this Issue. The deployment of these funds raised from this Issue, is hence, at the discretion of the management and the Board of Directors of Our Company and Our Company's management will have flexibility in applying the proceeds of the Issue and will not be subject to monitoring by any independent agency. The fund requirement and deployment mentioned in the Objects of the Issue is based on internal management estimates and have not been appraised by any bank or financial institution. Any inability on our part to effectively utilize the Issue proceeds could adversely affect our financials. However, our Audit Committee will monitor the utilization of the proceeds of this Issue and prepare the statement for utilization of the proceeds of this Issue. Also, in accordance with Section 27 of the Companies Act, 2013, a company shall not vary the objects of the Issue without the Company being authorized to do so by our shareholders by way of special resolution and other compliances as applicable in this regard. Our Promoters and controlling shareholders shall provide exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

51. Our operations may be adversely affected in case of industrial accidents at our working sites

Usage of heavy machinery, handling of sharp parts of machinery by labour during production processor otherwise, short circuit of power supply for machines, etc. may result in accidents and fires, which could cause indirect injury to our labour, employees, other persons on the site and could also damage our properties thereby affecting our operations. Further, our plant and machinery and personnel may not be covered under adequate insurance for occurrence of particular types of accidents which could adversely hamper our cash flows and profitability.

52. We have not made any alternate arrangements for meeting our capital requirements for the 'Objects of the Issue'. Further, we have not identified any alternate source of financing the 'Objects of the issue'. Any shortfall in raising/meeting the same could adversely affect our growth plans, operations and financial performance.

As on date, we have not made any alternate arrangements for meeting our capital requirements for the objects of the Issue. We meet our capital requirements through our owned funds, bank borrowings and internal accruals. Any shortfall in our net owned funds, internal accruals and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this issue or any shortfall in the Issue Proceeds may delay the implementation schedule and could adversely affect our growth plans. For further detail please refer to the chapter titled "Objects of the Issue" beginning on page 69 of this Prospectus.

53. Our Promoters and members of the Promoter Group will continue jointly to retain majority control over our Company after the Issue, which will allow them to determine the outcome of matters submitted to shareholders for approval.

After completion of the Issue, our Promoters and Promoter Group will collectively own 73.42% of the Equity Shares. As a result, our Promoters together with the members of the Promoter Group will be able to exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company In addition, our Promoters will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or minority shareholders,



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and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.

54. Negative publicity could adversely affect our revenue model and profitability.

We work in the market where trust of the customers on us and upon the services provided by us matters a lot. Any negative publicity regarding our company or the services rendered by the company due to any other unforeseen events may affect our reputation and image which leads to the adverse effect on our business and goodwill as well.

55. Industry information included in this Prospectus has been derived from industry reports commissioned by us for such purpose. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.

We have relied on the reports of certain independent third party for purposes of inclusion of such information in this Prospectus. These reports are subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from such industry reports and other sources. Although we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed and their depend ability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us, or any of our respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Prospectus.

56. The requirements of being a public listed company may strain our resources and impose additional requirements.

With the increased scrutiny of the affairs of a public listed company by shareholders, regulators and the public at large, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur in the past. We will also be subject to the provisions of the listing agreements signed with the Stock Exchanges which require us to file unaudited financial results on a half yearly basis. In order to meet our financial control and disclosure obligations, significant resources and management supervision will be required. As a result, management's attention may be diverted from other business concerns, which could have an adverse effect on our business and operations. There can be no assurance that we will be able to satisfy our reporting obligations and/or readily determine and report any changes to our results of operations in a timely manner as other listed companies. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge and we cannot assure that we will be able to do so in a timely manner.

B. ISSUE SPECIFIC RISKS

57. There are restrictions on daily/weekly/monthly movements in the price of the Equity Shares, which may adversely affect a shareholders' ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.

Once listed, we would be subject to circuit breakers imposed by all stock exchanges in India, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on circuit breakers is set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchanges do not inform us of the percentage limit of the circuit breaker in effect from time to time, and may change it without our knowledge. This circuit breaker

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limits the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

58. After this Issue, the price of the Equity Shares may be highly volatile, or an active trading market for the Equity Shares may not develop.

The price of the Equity Shares on the Stock Exchanges may fluctuate as a result of the factors, including:

- a. Volatility in the Indian and global capital market;
- b. Company's results of operations and financial performance;
- c. Performance of Company's competitors,
- d. Adverse media reports on Company or pertaining to the agriculture Industry;
- e. Changes in our estimates of performance or recommendations by financial analysts;
- f. Significant developments in India's economic and fiscal policies; and
- g. Significant developments in India's environmental regulations.

Current valuations may not be sustainable in the future and may also not be reflective of future valuations for our industry and our Company. There has been no public market for the Equity Shares and the prices of the Equity Shares may fluctuate after this Issue. There can be no assurance that an active trading market for the Equity Shares will develop or be sustained after this Issue or that the price at which the Equity Shares are initially traded will correspond to the price at which the Equity Shares will trade in the market subsequent to this Issue.

59. You will not be able to sell immediately on Stock Exchange any of the Equity Shares you purchase in the Issue until the Issue receives appropriate trading permissions.

The Equity Shares will be listed on the Stock Exchange. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading may commence. We cannot assure you that the Equity Shares will be credited to investor's demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in the Prospectus. Any failure or delay in obtaining the approval would restrict your ability to dispose of the Equity Shares. In accordance with section 40 of the Companies Act, 2013, in the event that the permission of listing the Equity Shares is denied by the stock exchanges, we are required to refund all monies collected to investors.

60. The Issue price of our Equity Shares may not be indicative of the market price of our Equity shares after the issue.

The Issue price of our equity Shares has been determined by fixed price method. This price is based on numerous factors and may not be indicative of the market price of our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuation after the issue and may decline below the issue price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue price. For further details you may refer chapter titled "***Basis for Issue Price***" beginning on the page 77 of this Prospectus.

Some of the factors which may affect our share price without limitations are as follows:

- Reports on research by analysts.
- Changes in revenue.
- Variations in growth rate of our financial indicators such as earning per share, income, profit etc.
- General Market Condition
- Domestic and International Economy.

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61. Sale of Equity Shares by our Promoter or other significant shareholder(s) may adversely affect the Trading price of the Equity Shares.

Any instance of disinvestments of equity shares by our Promoter or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sales of Equity Shares might occur.

EXTERNAL RISKS

C. INDUSTRY RELATED RISKS

62. Changes in government regulations or their implementation could disrupt our operations and adversely affect our business and results of operations.

Our business and industry is regulated by different laws, rules and regulations framed by the Central and State Government. These regulations can be amended/ changed on a short notice at the discretion of the Government. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change adversely, we may incur increased costs or be subject to penalties, which could disrupt our operations and adversely affect our business and results of operations.

63. Malpractices by some players in the industry affect overall performance of emerging Companies

The industry in which our Company operates is subject to risk associated with unethical business practices such as unethical marketing, dishonest advertising, questionable pricing practices, inaccurate claims with regards to safety and efficacy of the product etc. Consumers' attitude toward the industry today is dominated by a sense of mistrust, paving a way for regulators for stricter entry barriers and introduction of code of conducts; making the entire industry environment regulated and controlled. Malpractices by some players in the industry affects the overall performance of the emerging Companies like us as the industry norms are applicable to all at parity. Any unethical business practices by any industry player or intermediary may impact our business and results of operations.

D. OTHER RISKS

64. You may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian Company are generally taxable in India. Any gain on the sale of shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if the securities transaction tax ("STT") has been paid on the transaction. The STT will be levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain on the sale of shares held for more than 12 months to an Indian resident, which are sold other than on a stock exchange and as a result of which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain on the sale of shares held for a period of 12 months or less will be subject to capital gains tax in India. Further, any gain on the sale of listed equity shares held for a period of 12 months or less which are sold other than on a stock exchange and on which no STT has been paid, will be subject to short term capital gains tax at a relatively higher rate as compared to the transaction where STT has been paid in India.

In Finance Bill 2017, section 10(38) was amended to provide that exemption under this section for income arising on transfer of equity share acquired on or after 1st day of October 2004 shall be available only if the acquisition of share is chargeable to Securities Transactions Tax (STT) under Chapter VII of the Finance (No 2) Act, 2004. In case this provision becomes effective, sale shares acquired on or after 1st day of October 2004 on which STT was not charged will attract tax under provisions of Long-Term Capital Gains.

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As per Finance Bill 2018, exemption under section 10(38) for income arising from long term gains on transfer of equity share shall not be available on or after 1st day of April 2018 if the long-term capital gains exceed ₹ 1,00,000/- p.a. Such income arising from long term gains on transfer of equity share on or after 1st day of April 2018 in excess of ₹1,00,000/- pa. shall be chargeable at the rate of 10%. Capital gains arising from the sale of shares will be exempt from taxation in India in cases where an exemption is provided under a tax treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of the shares subject to relief available under the applicable tax treaty or under the laws of their own jurisdiction.

65. Significant differences exist between Indian GAAP and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the financial statements, prepared and presented in accordance with SEBI ICDR Regulations contained in this Prospectus.

As stated in the reports of the Auditor included in this Prospectus under chapter "***Financial Statements as Restated***" beginning on page 144 the financial statements included in this Prospectus are based on financial information that is based on the audited financial statements that are prepared and presented in conformity with Indian GAAP and restated in accordance with the SEBI ICDR Regulations, and no attempt has been made to reconcile any of the information given in this Prospectus to any other principles or to base it on any other standards. Indian GAAP differs from accounting principles and auditing standards with which prospective investors may be familiar in other countries, such as U.S. GAAP and IFRS. Significant differences exist between Indian GAAP and U.S. GAAP and IFRS, which may be material to the financial information prepared and presented in accordance with Indian GAAP contained in this Prospectus. Accordingly, the degree to which the financial information included in this Prospectus will provide meaningful information is dependent on familiarity with Indian GAAP, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian GAAP on the financial disclosures presented in this Prospectus should accordingly be limited.

66. Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization could change, and specific laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

67. Financial instability in Indian Financial Markets could adversely affect our Company's results of operation and financial condition.

In this globalized world, the Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, say in the United States of America, Europe, China or other emerging economies, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil. Any prolonged financial crisis may have an adverse impact on the Indian economy, thereby resulting in a material and adverse effect on our Company's business, operations, financial condition, profitability and price of its Shares. Stock exchanges in India have in the past experienced substantial fluctuations in the prices of listed securities.

68. *We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and our industry contained in the Prospectus.*

While facts and other statistics in this Prospectus relating to India, the Indian economy and our industry has been based on various government publications and reports from government agencies that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled “***Our Industry***” beginning on page 82 of this Prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

69. *Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price.*

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, fluctuations in commodities markets, consumer debt levels, unemployment trends and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency a magnitude, which may negatively affect our stock prices.

70. *Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.*

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

71. *The extent and reliability of Indian infrastructure could adversely affect our Company’s results of Operations and financial condition.*

India’s physical infrastructure is in developing phase compared to that of many developed nations. Any congestion or disruption in its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our Company’s normal business activity. Any deterioration of India’s physical infrastructure would harm the national economy; disrupt the transportation of goods and supplies, and costs to doing business in India. These problems could interrupt our Company’s business operations, which could have an adverse effect on its results of operations and financial condition.

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72. Natural calamities could have a negative impact on the Indian economy and cause Our Company's business to suffer.

India has experienced natural calamities such as earthquakes, tsunami, floods etc. In recent years, the extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

73. Terrorist attacks, civil unrests and other acts of violence or war involving India or other countries could adversely affect the financial markets, our business, financial condition and the price of our Equity Shares.

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Incidents such as the terrorist attacks, other incidents such as those in US, Indonesia, Madrid and London, and other acts of violence may adversely affect the Indian stock markets where our Equity Shares will trade as well the global equity markets generally. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our Company's business and profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

74. The nationalized goods and services tax (GST) regimes implemented by the Government of India have impact on our operations.

The Government of India has from July 01, 2017 has implemented the Goods and Service Tax a comprehensive national goods and service tax (GST) regime that combines taxes and levies by the Central and State Governments into a unified rate structure.

75. Any downgrading of India's sovereign rating by an independent agency may harm our ability to raise financing.

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing may be available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of our Equity Shares.

SECTION IV: INTRODUCTION

THE ISSUE

The following is the summary of the Issue:

Issue of Equity Shares	7,16,000 Equity Shares of ₹10.00 each fully paid-up of our Company for cash at a price of ₹27.00 per Equity Share aggregating to ₹193.32 Lakh
Consisting Of:	
Fresh Issue	4,44,000 Equity Shares of ₹10.00 each fully paid-up of our Company for cash at a price of ₹27.00 per Equity Share aggregating to ₹119.88 Lakh
Offer for Sale	2,72,000 Equity Shares of ₹10.00 each fully paid-up of our Company for cash at a price of ₹27.00 per Equity Share aggregating to ₹73.44 Lakh
Out of which:	
Market Maker Reservation Portion	36,000 Equity Shares of ₹10.00 each fully paid-up of our Company for cash at a price of ₹27.00 per Equity Share aggregating to ₹9.72 Lakh
Net Issue to the Public	6,80,000 Equity Shares of ₹10.00 each fully paid-up of our Company for cash at a price of ₹ 27.00 per Equity Share aggregating to ₹183.60 Lakh
Out of which:	
Allocation to Retail Individual Investors	3,40,000 Equity Shares of ₹10.00 each fully paid-up of our Company for cash at a price of ₹27.00 per Equity Share aggregating to ₹ 91.80 Lakh
Allocation to Non-Institutional Investors	3,40,000 Equity Shares of ₹10.00 each fully paid-up of our Company for cash at a price of ₹27.00 per Equity Share aggregating to ₹ 91.80 Lakh
Pre and Post-Issue Equity Shares	
Equity Shares outstanding prior to the Issue	22,50,000 Equity Shares of ₹10.00 each
Equity Shares outstanding after the Issue	26,94,000 Equity Shares of ₹10.00 each
Objects of the Issue	Please refer to the chapter titled “ <i>Objects of the Issue</i> ” beginning on page 69 of this Prospectus

Public Issue of up to 7,16,000 Equity Shares of ₹10.00 each for cash at a price of ₹27.00 per Equity Share of our Company aggregating to ₹193.32 Lakh is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details please refer to chapter “*Terms of the Issue*” on page 186 of this Prospectus. The present Issue has been authorized pursuant to a resolution of our Board of Directors dated July 17, 2019 and by special resolution passed under Section 62(1) (c) of the Companies Act, 2013 at the Annual General Meeting of the members held on July 29, 2019.

The Offer for Sale of 2,72,000 Equity Shares by Mr. Thomas Constance Avinash Misquita, the Selling Shareholder, has been authorized vide consent letter dated July 15, 2019.

Misquita Engineering Limited

As per Regulation 253 of the SEBI (ICDR) Regulations, 2018, as amended, the allocation in the net issue to the public category shall be made as follows:

- Minimum fifty percent to retail individual investors; and
- Remaining to:
 - a) Individual applicants other than retail individual investors; and
 - b) Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

If the retail individual investor category is entitled to more than fifty per cent on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.

SUMMARY OF FINANCIAL INFORMATION

RESTATED SUMMARY STATEMENT OF PROFIT AND LOSS

(₹ In Lakh)

Particulars	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
I. EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	225.00	225.00	225.00
Reserve And Surplus (excluding Revaluation Reserves, if any)	159.27	118.15	92.90
Non - Current Liabilities			
Long-term Borrowings	177.99	146.61	55.21
Current Liabilities			
Short-term Borrowings	105.12	94.21	46.26
Trade Payables	97.80	130.95	95.50
Other Current Liabilities	32.74	23.29	12.35
Short-term Provisions	1.99	1.33	2.33
Total	799.91	739.56	529.55
II. ASSETS			
Non Current Asset			
Fixed Asset			
(i) Tangible Asset	77.77	102.65	30.74
(ii) Capital Work-In-Progress	58.39	-	-
Deferred tax Asset (Net)	4.82	2.53	2.33
Current Asset			
Current Investment	199.75	389.04	294.78
Inventories	99.90	53.56	17.86
Trade Receivables	106.45	59.24	139.28
Cash and Cash Equivalents	2.61	1.54	0.35
Short-term Loan and Advances	249.94	129.53	44.21
Other Current Asset	0.29	1.46	-
Total	799.91	739.56	529.55

RESTATED SUMMARY STATEMENT OF PROFIT AND LOSS

(₹ In Lakh)

Particulars	For the year ending on March 31, 2019	For the year ending on March 31, 2018	For the year ending on March 31, 2017
Revenue from Operations	720.29	634.41	540.25
Other Income	40.41	42.94	37.01
Total Revenue	760.70	677.35	577.26
Expenses:			
Cost of Material Consumed	635.64	516.00	394.46
Changes in Inventories of Finished Goods	(71.66)	(8.32)	19.36
Employee Benefits Expenses	59.20	58.52	67.23
Finance Costs	31.71	21.73	18.27
Depreciation and Amortization Expense	24.86	15.70	7.27
Other Expenses	28.90	46.43	48.49
Total Expenses	708.64	650.06	555.08
Profit before exceptional and extraordinary items and tax (A-B)	52.05	27.29	22.18
Exceptional/Prior Period items	-	-	-
Profit before extraordinary items and tax	52.05	27.29	22.18
Extraordinary items	-	-	-
Profit Before Tax	52.05	27.29	22.18
Provision for Tax			
- Current Tax	11.01	3.59	7.22
- Deferred Tax Liability / (Asset)	(2.29)	(0.20)	(0.75)
- MAT Credit	1.21	(1.46)	-
Short/(Excess) Tax adjustment of prior years	-	0.10	-
Restated profit after tax for the period from continuing operations	42.12	25.26	15.71
Profit/(Loss) from Discontinuing operations	-	-	-
Tax expenses of discontinuing operations	-	-	-
Restated profit for the period	42.12	25.26	15.71

RESTATED SUMMARY STATEMENT OF CASH FLOW**(₹ In Lakh)**

Particulars	For the Year Ended on		
	31.03.2019	31.03.2018	31.03.2017
CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before tax	52.05	27.29	22.18
Adjustment for:			
Add: Depreciation	24.86	15.70	7.27
Add: Interest Expenses	31.71	21.73	18.27
Less Interest Income	(3.21)	(4.60)	(12.45)
Operating profit before working capital changes	105.41	60.12	35.27
Adjustment for:			
(Increase)/Decrease in Trade Receivable	(47.21)	80.04	(2.19)
(Increase)/Decrease in Current Investment	189.29	(94.26)	(150.28)
(Increase)/Decrease in Inventories	(46.34)	(35.70)	19.30
(Increase)/Decrease in Short-term Loan and Advances	(119.38)	(76.18)	(13.97)
(Increase)/Decrease in other Current Asset	(0.04)	-	-
Increase/(Decrease) in Trade Payables	(33.15)	35.46	4.84
Increase/(Decrease) in Provisions	0.66	(0.03)	1.36
Increase/(Decrease) in Other Current Liabilities	9.44	10.94	8.03
Increase/(Decrease) in Short-term Borrowings	10.90	47.95	(107.35)
Net Adjustments	(35.81)	(31.78)	(240.26)
Cash generated from / (used in) operations	69.60	28.34	(204.99)
Income Tax Paid (Net)	(12.05)	(13.81)	(6.44)
Net cash generated from/ (used in) Operating Activities - (A)	57.55	14.53	(211.43)
CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of tangible fixed assets	(58.37)	(87.62)	(4.01)
Interest Income	3.21	4.60	12.45
Net cash generated from/ (used in) Investing Activities - (B)	(55.16)	(83.02)	8.44
CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from Issue of Share Capital (including Share Premium)	-	-	168.75
IPO Expenses	(1.00)	-	(2.59)
Borrowing from Bank / Related Party	31.38	91.40	55.21
Finance cost	(31.71)	(21.73)	(18.27)
Net cash generated from/ (used in) Financing Activities - (C)	(1.33)	69.67	203.10
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	1.07	1.18	0.11
Cash and cash equivalents at the beginning of the year	1.54	0.35	0.25
Cash and cash equivalents at the end of the year	2.61	1.54	0.35

SECTION V: GENERAL INFORMATION

Our Company was originally incorporated as a private limited company under the Companies Act, 1956 in the name and style of “Misquita Engineering Private Limited” vide Certificate of Incorporation No. 24-02537 dated March 04, 1998 issue by the Registrar of Companies, Goa, Daman & Diu. Subsequently, our company was converted into public limited company pursuant to a shareholders’ resolution passed at the Annual General Meeting held on August 29, 2017 and name of our Company was changed to “Misquita Engineering Limited” and fresh Certificate of Incorporation dated October 18, 2017 was issued by Registrar of Companies, Goa. The Corporate Identification number of our Company is U74210GA1998PLC002537.

BRIEF COMPANY AND ISSUE INFORMATION	
Registration Number	002537
Corporate Identification Number	U74210GA1998PLC002537
Address of Registered Office and Factory Unit of our Company	182/1, Vaiginim Vaddo, Nachinol Aldona, North Goa, 403 508, Goa, India Tel: +91-8308848233 E-mail: info@misquitaengg.com Website: http://www.misquitaengg.com/
Address of Registrar of Companies	Registrar of Companies, Goa, Daman and Diu Company Law Bhawan, EDC Complex, Plot No.21, Patto, Panaji, Goa Tel: 0832-2438618/ 2438617
Designated Stock Exchange	BSE Limited (SME Platform of BSE Limited) Registered Office: 25 th Floor, P J Towers, Dalal Street, Fort, Mumbai – 400 001
Issue Programme	Issue Opens on: September 23, 2019 Issue Closes on: September 25, 2019
Company Secretary and Compliance Officer	Ms. Bhawini Surana, Company Secretary & Compliance Officer, 182/1, Vaiginim Vaddo, Nachinol Aldona, North Goa, 403 508, Goa, India Tel: +91-8308848233 E-mail: info@misquitaengg.com Website: http://www.misquitaengg.com/
Chief Financial Officer	Ms. Gail Lucia Misquita 182/1, Vaiginim Vaddo, Nachinol Aldona, North Goa, 403 508, Goa, India Tel: +91-8308848233 E-mail: info@misquitaengg.com Website: http://www.misquitaengg.com/

For details in relation to the changes to the name of our Company, Registered office and other details, please refer to the chapter titled “*History and Certain Other Corporate Matters*” beginning on page 115 of this Prospectus.

OUR BOARD OF DIRECTORS

Details regarding our Board of Directors as on the date of this Prospectus are set forth in the table hereunder:

Misquita Engineering Limited

Name	Designation	Address	Age (Years)	DIN
Mr. Thomas Constance Avinash Misquita	Managing Director	House No. 208, Ranoi Aldona, Corjuim Bardez 403508, Goa, India	55	00060846
Ms. Silvia Misquita	Whole Time Director	House No. 208, Ranoi Aldona, Corjuim Bardez 403508, Goa, India	79	00060946
Ms. Gail Lucia Misquita	Whole Time Director	House No. 208, Ranoi Aldona, Corjuim Bardez 403508, Goa, India	51	00060932
Mr. Ravindra Raghu Mesta	Non-Executive - Independent Director	H No. 31, Ambhekhanem, Near Shanta Durga Temple Verem, Reis Magos, Pilerne, Bardez, North Goa, 403 114, Goa, India	34	07794423
Mr. Noel Luizinho Quadros	Non-Executive - Independent Director	H. No. 315, Bairro Curra Raia Salcele, South Goa 403 720	45	07794406
Mr. Edgar Maximiano Do Rosario Cotta	Non-Executive - Independent Director	Flat 402, Shalon - A, Miramar, Panaji 403 002, Goa, India	50	00124357

For detailed profile of our Managing Director, Whole Time Directors and other Directors, refer “*Our Management*” and “*Our Promoters and Promoter Group*” on page 119 and 137 respectively of this Prospectus.

SELLING SHAREHOLDER

Name	Address	PAN
Mr. Thomas Constance Avinash Misquita	House No. 208, Ranoi Aldona, Corjuim Bardez 403508, Goa, India	ABAPT5972H

Note: Investors can contact our Company Secretary and Compliance Officer, the Lead Manager or the Registrar to the Issue, in case of any pre-issue or post-issue related problems, such as non-receipt of letters of allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode etc.

All grievances relating to the ASBA process and UPI Mechanism may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Applicant should give full details such as name of the sole or first applicant, ASBA Form Number, Applicant DP ID, Client ID, PAN, date of the ASBA Form, address of the applicant, number of Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the ASBA Applicant.

Further, the investors shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents/ information mentioned above.

DETAILS OF KEY INTERMEDIARIES PERTAINING TO THIS ISSUE OF OUR COMPANY

LEAD MANAGER OF THE ISSUE	REGISTRAR TO THE ISSUE & SHARE ESCROW AGENT
Gretex Corporate Services Private Limited Office No.13, 1st Floor, New Bansilal Building, Raja Bahadur Mansion, 9-15, Homi Modi Street, Fort, Mumbai – 400 001, Maharashtra, India Tel. No.: +91 22 4002 5273	Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059, Maharashtra, India Tel No.: +91 – 22 – 6263 8200

Fax No.: NA Email: info@gretexgroup.com/mb@gretexgroup.com Website: www.gretexcorporate.com Contact Person: Ms. Amina Khan/Ms. Kritika Rupda SEBI Registration No.: INM000012177 CIN: U74999MH2008PTC288128	Fax No.: +91 – 22 – 6263 8299 Email: ipo@bigshareonline.com Website: www.bigshareonline.com Contact Person: Mr. Babu Rapheal SEBI Registration No.: INR000001385 CIN: U99999MH1994PTC076534
LEGAL ADVISOR TO THE ISSUE	STATUTORY AUDITOR OF THE COMPANY*
M V Kini, Law Firm Kini House, Near Citibank, D.N. Road, Fort Mumbai - 400001 Tel No.: +91-22-22612527/ 28/29 Fax No.: +91-22-2261 2530 Email: vidisha@mvkini.com Website: www.mvkini.com Contact Person: Ms. Vidisha Krishan	Gupta Agarwal & Associates, Chartered Accountants, Imax Lohia Square, 23, Gangadhar Babu Lane, 3rd Floor, Room No. 3A, Kolkata – 700 012 Tel No.: +91-33-4604 1743 E-mail: guptaagarwal.associate@gmail.com Contact Person: Mr. J. S. Gupta Membership Number: 059535 Firm Registration No: 329001E
BANKER TO THE COMPANY	BANKERS TO THE ISSUE/SPONSOR BANK
HDFC Bank Limited Shop No. 6,7 & 8, Fortune Square, Morod, Mapusa Bardez, Goa – 403507 Tel No.: +91 9822388090 Fax No.: NA Email: eric.ferrao@hdfcbank.com Website: www.hdfcbank.com Contact Person: Eric Ferrao	ICICI Bank Limited Capital Market Division, 1 st Floor, 122, Mistry Bhavan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai – 400 020 Tel No.: +91 22 6681 8911/23/24 Fax No. : +91 22 611138 Email: kmr.saurabh@icicibank.com , Webiste: www.icicibank.com Contact Person: Saurabh Kumar SEBI Registration No.: INBI000000004

***M/s. Gupta Agarwal & Associates are appointed as peer review auditor of our Company and hold a valid peer review certificate No. 009865 dated April 21, 2017 issued by the "Peer Review Board" of the ICAI.*

SELF-CERTIFIED SYNDICATE BANKS

The lists of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (ASBA) Process are provided on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on Designated Branches of SCSBs collecting the Application Forms, please refer to the above-mentioned SEBI link.

REGISTERED BROKERS

Applicants can submit Application Forms in the Issue using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the SEBI (www.sebi.gov.in) and updated from time to time. For details on Registered Brokers, please refer <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

REGISTRAR AND SHARE TRANSFER AGENTS

The list of the RTAs eligible to accept Bid cum Applications forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, are provided on the website of the SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, as updated from time to time.

COLLECTING DEPOSITORY PARTICIPANTS

The list of the CDPs eligible to accept Bid cum Application Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the website of Stock Exchange. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Bid cum Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time.

STATEMENT OF INTER SE ALLOCATION OF RESPONSIBILITIES

Since Gretex Corporate Services Private Limited is the sole Lead Manager to this Issue, a statement of inter se allocation of responsibilities amongst Lead Managers is not required.

CREDIT RATING

This being an issue of Equity Shares, there is no requirement of credit rating for the Issue.

IPO GRADING

Since the issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, there is no requirement of appointing an IPO Grading agency.

EXPERT OPINION

Except as stated below, our Company has not obtained any expert opinions:

Except the report of the Auditor on statement of special tax benefits and report on restated financial statements for the financial year ended March 31, 2019, 2018 and 2017 as included in this Prospectus, our Company has not obtained any expert opinion.

TRUSTEES

This is an issue of equity shares hence appointment of trustees is not required.

DEBENTURE TRUSTEES

This is an issue of equity shares hence appointment of debenture trustees is not required.

MONITORING AGENCY

As per regulation 262(1) of the SEBI (ICDR), 2018, the requirement of Monitoring Agency is not mandatory if the issue size is below ₹10,000 Lakh. Since the issue size is only of ₹193.32 Lakh, our Company has not appointed any monitoring agency for this issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the issue.

APPRAISAL AGENCY

Our Company has not appointed any appraising agency for appraisal of the Project.

FILING OF OFFER DOCUMENT

The Draft Prospectus has not been filed with SEBI, nor has SEBI issued any observation on the Offer Document in terms of Regulation 246 of SEBI (ICDR), 2018. However, pursuant to sub regulation (5) of regulation 246, the copy of Draft Prospectus shall also be furnished to the board in a soft copy. Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>. A copy of the Prospectus along with the documents required to be filed under Section 26 and 28 of the Companies Act, 2013 will be delivered to the Registrar of Companies, Goa, Daman and Diu, Company Law Bhawan, EDC Complex, Plot No.21, Patto, Panaji, Goa.

WITHDRAWAL OF THE ISSUE

Our Company and Selling Shareholder, in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

If our Company withdraws the Issue any time after the Issue Opening Date but before the allotment of Equity Shares, a public notice will be issued by our Company within two (2) Working Days of the Issue Closing Date, providing reasons for not proceeding with the Issue. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly.

The Lead Manager, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one (1) working Day from the day of receipt of such instruction. If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will file a fresh Prospectus with the stock exchange where the Equity Shares may be proposed to be listed. Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares Issued through the Prospectus, which our Company will apply for only after Allotment; and (ii) the final RoC approval of the Prospectus.

UNDERWRITING AGREEMENT

This Issue is 100% Underwritten. The Underwriting agreement is dated July 30, 2019. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions specified therein.

The Underwriters have indicated its intention to underwrite the following number of specified securities being offered through this Issue:

Details of the Underwriters	No. of shares underwritten *	Amount Underwritten (₹ in Lakh)	% of the Total Issue Size Underwritten
Altina Securities Private Limited 303, Anand House, 13 th Road Off Linking Road, Khar West, Mumbai – 400052 Tel. No.:9820024185 Email: info@altinasecurities.com Website: www.altinasecurities.com Contact Person: Mr. Clifton Desilva SEBI Registration No.: INZ000276032	6,08,000	164.16	84.92
Gretex Corporate Services Private Limited Registered Office: Office No. 13, 1st Floor, Bansilal Mansion, 9-15 Homi Modi Street, Fort, Mumbai – 400001, Maharashtra, India	1,08,000	29.16	15.08

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Tel. No.: +91 22 4002 5273 Email: info@gretexgroup.com Website: www.gretexcorporate.com Contact Person: Mr. Alok Harlalka SEBI Registration No.: INM000012177			
TOTAL	7,16,000	193.32	100.00

*Includes 36,000 Equity shares of ₹10.00 each for cash of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended.

In the opinion of the Board of Directors of the Company, the resources of the above-mentioned underwriter are sufficient to enable them to discharge their respective underwriting obligations in full.

CHANGES IN AUDITORS DURING LAST THREE FINANCIAL YEARS

Except as mentioned below, there has been no change in the Auditors of the company during the last three years:

Effective Date	Particulars of Previous Auditor	Particulars of New Auditor	Reason
June 01, 2017	Prashant Karekar & Co. Chartered Accountants, House No. 475, Bhawto Wado, Assagao, Goa – 403507 Tel No.: 0832-2268303/ 9822130013 Email: pkarekar@gmail.com Contact person: Prashant R. Karekar Membership No.: 114169 Firm Registration No.: 123532W	Neeru Agnihotri & Associates, Chartered Accountants, A-3, Sangolda Residency, Livramento Vaddo, Sangolda, Goa – 403 511, India Tel No.: +91-9823049466 Email: caneeruagnihotri@gmail.com Contact person: Neeru Agnihotri Membership No.: 098657 Firm Registration No.: 143100W	Resignation
July 17, 2019	Neeru Agnihotri & Associates, Chartered Accountants, A-3, Sangolda Residency, Livramento Vaddo, Sangolda, Goa – 403 511, India Tel No.: +91-9823049466 Email: caneeruagnihotri@gmail.com Contact person: Neeru Agnihotri Membership No.: 098657 Firm Registration No.: 143100W	Gupta Agarwal & Associates, Chartered Accountants, Imax Lohia Square, 23, Gangadhar Babu Lane, 3rd Floor, Room No. 3A, Kolkata – 700 012, West Bengal, India Tel No.: +91-33-4604 1743 E-mail: guptaagarwal.associate@gmail.com Contact Person: J. S. Gupta Membership No.: 059535 Firm Registration No.: 329001E	Resignation

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company has entered into Market Making Agreement dated July 30, 2019, with the Lead Manager and Market Maker to fulfill the obligations of Market Making:

The details of Market Maker are set forth below:

Name	Gretex Share Broking Private Limited
Address	Office No.13, 1 st Floor, New Bansilal Building, Raja Bahadur Mansion, 9-15, Homi Modi Street, Fort, Mumbai-400 023, Maharashtra, India
Tel no.	+91-22-4002 5273
Email	sherwoodpvtltd@yahoo.co.in
Contact Person	Mr. Alok Harlalka
CIN	U65900MH2010PTC289361

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SEBI Registration No.	INZ000166934
Market Maker Registration No. (SME Segment of BSE)	SME MM0617628062012

GreteX Share Broking Private Limited, registered with SME Platform of BSE Limited will act as the market maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI (ICDR) Regulations.

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the BSE Limited and SEBI regarding this matter from time to time.

Following is a summary of the key details pertaining to the Market Making arrangement:

- 1) The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the Stock Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
- 2) The minimum depth of the quote shall be ₹1.00 Lakh. However, the investors with holdings of value less than ₹1.00 Lakh shall be allowed to offer their holding to the Market Maker in that scrip provided that they sell their entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
- 3) After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Shares of market maker in our Company reaches to 25%. (Including the 5% of Equity Shares of the Issue) Any Equity Shares allotted to Market Maker under this Issue over and above 25% of equity shares would not be taken in to consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to 24%, the market maker will resume providing 2-way quotes.
- 4) There shall be no exemption/threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.
- 5) Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
- 6) There would not be more than five Market Makers for a scrip at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors. At this stage, GreteX Share Broking Private Limited is acting as the sole Market Maker.
- 7) The shares of the Company will be traded in continuous trading session from the time and day the company gets listed on SME Platform of BSE Limited and Market Maker will remain present as per the guidelines mentioned under the BSE Limited and SEBI circulars.
- 8) There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while *force-majeure* will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.

Misquita Engineering Limited

- 9) The Market Maker shall have the right to terminate said arrangement by giving a three month notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker.
- 10) In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations. Further the Company and the Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our Registered Office from 11.00 a.m. to 5.00 p.m. on working days.
- 11) BSE Limited SME Exchange will have all margins which are applicable on the BSE Limited Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE Limited can impose any other margins as deemed necessary from time-to-time.
- 12) BSE Limited SME Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties/ fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties/ fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities/ trading membership.
- 13) The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties/ fines/ suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.
- 14) Price Band and Spreads: SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹ 250 crores, the applicable price bands for the first day shall be:
 - a. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
 - b. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.

Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The following spread will be applicable on the SME Exchange Platform.

S. No.	Market Price Slab (in ₹)	Proposed Spread (in % to sale price)
1.	Up to 50	9
2.	50 to 75	8
3.	75 to 100	6
4.	Above 100	5

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- 15) Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market maker(s) during market making process has been made applicable, based on the issue size and as follows:

Issue Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of the Issue Size)	Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Issue Size)
Up to ₹20 Crores	25%	24%
₹20 to ₹50 Crores	20%	19%
₹50 to ₹80 Crores	15%	14%
Above ₹80 Crores	12%	11%

- 16) All the above-mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.

SECTION VI: CAPITAL STRUCTURE

Certain documents such as bank statements of the Company and the promoters are not traceable by the Company. Hence, this chapter is prepared based on ROC search report, data provided by management and to the best of information available.

The Equity Share capital of our Company, as on the date of this Prospectus and after giving effect to the Issue is set forth below:

Sl. No.	Particulars	Amount (₹ in Lakh)	
		Aggregate Nominal Value	Aggregate value at Issue Price
A.	Authorised Share Capital		
	30,00,000 Equity Shares of ₹10.00 each	300.00	-
B.	Issued, Subscribed and Paid-Up Share Capital before the Issue		
	22,50,000 Equity Shares of ₹10.00 each	225.00	-
C.	Present Issue in terms of this Prospectus*		
	Issue of 7,16,000 Equity Shares of ₹10.00 each for cash at a price of ₹27.00 per Equity Share	71.60	193.32
	Of Which		
	Fresh Issue of 4,44,000 Equity Shares of ₹10.00 each for cash at a price of ₹27.00 per Equity Share	44.40	119.88
	Offer for Sale of 2,72,000 Equity Shares of ₹10.00 each for cash at a price of ₹27.00 per Equity Share	27.20	73.44
	Which comprises:		
	36,000 Equity Shares of ₹10.00 each at a price of ₹27.00 per Equity Share reserved as Market Maker portion	3.60	9.72
	Net Issue to the Public of 6,80,000 Equity Shares of ₹10.00 each at a price of ₹27.00 per Equity Share	68.00	183.60
	Of which:		
	3,40,000 Equity Shares of ₹10.00 each at a price of ₹27.00 per Equity Share will be available for allocation to Retail Individual Investors	34.00	91.80
	3,40,000 Equity Shares of ₹10.00 each at a price of ₹27.00 per Equity Share will be available for allocation to Non-Institutional Investors including Qualified Institutional Buyers	34.00	91.80
D.	Issued, Subscribed and Paid-up Share Capital after the Issue		
	26,94,000 Equity Shares of ₹10.00 each	269.40	-
E.	Securities Premium Account		
	Before the Issue	38.66	
	After the Issue	114.14	

- The present Issue of 7,16,000 Equity Shares in terms of Prospectus has been authorized pursuant to a resolution of our Board of Directors dated July 17, 2019 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the Annual General Meeting of the members held on July 29, 2019.*

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2. The Selling Shareholder have consented to participate in the Offer for Sale in the following manner:

Name of the Selling Shareholder	Consent Letter dated	No. of Equity Shares Held	No. of equity Shares Offered
Thomas Constance Avinash Misquita	July 15, 2019	15,49,900	2,72,000

3. Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spillover from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

The Selling Shareholder has confirmed that the Equity Shares proposed to be offered and sold in this Offer is eligible in term of SEBI (ICDR) Regulations and that has not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third-party rights. The Selling Shareholder has also confirmed that he is the legal and beneficial owner of the Equity Shares being offered by him under the Offer for Sale.

CLASS OF SHARES

Our Company has only one class of share capital i.e. Equity Shares of ₹10.00 each only. All Equity Shares issued are fully paid up. Our Company does not have any outstanding convertible instruments as on the date of the Prospectus.

NOTES TO CAPITAL STRUCTURE
1. Details of changes in Authorized Share Capital of Our Company since incorporation

Particulars of Change		Date of Shareholders' Meeting	AGM/EGM
From	To		
5,000 Equity Shares of ₹100.00 each		On Incorporation	
Split of each share of ₹100.00 each into 10 shares of ₹10.00 each		February 20, 2017	EGM
50,000 shares of ₹10.00 each	30,00,000 shares of ₹10.00 each	February 20, 2017	EGM

2. History of Issued and Paid Up Share Capital of our Company

The history of the equity share capital of our Company is set forth below:

Date of allotment	Number of Equity Shares allotted	Face value (₹)	Issue Price (₹)	Nature of Consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)	Cumulative Securities Premium (₹)
On Incorporation	30	100.00	100.00	Cash	Subscription to MoA upon Incorporation ⁽ⁱ⁾	30	3,000	-
June 20, 2002	970	100.00	100.00	Cash	Further Allotment ⁽ⁱⁱ⁾	1,000	1,00,000	-
April 20, 2005	4,000	100.00	100.00	Cash	Further Allotment ⁽ⁱⁱⁱ⁾	5,000	5,00,000	-

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Date of allotment	Number of Equity Shares allotted	Face value (₹)	Issue Price (₹)	Nature of Consideration	Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)	Cumulative Securities Premium (₹)
Split of each share of ₹100.00 each into 10 shares of ₹10.00 each								
After split of shares	-	10.00	10.00			50,000	5,00,000	-
February 25, 2017	9,50,000	10.00	-	Other than cash	Bonus Issue in the ratio 19:1 ^{(iv)*}	10,00,000	1,00,00,000	-
March 30, 2017	12,50,000	10.00	13.50	Other than Cash	Conversion of unsecured loan and by share swap ^(v)	22,50,000	2,25,00,000	43,75,000

**Bonus Issues dated February 25, 2017 have been made out of Capitalization of amount standing to the credit of Reserves and Surplus Account as on March 31, 2016*

(i) Initial Subscribers to the Memorandum of Association of our Company:

S.N.	Name	No. of Equity Shares
1.	Thomas Constance Avinash Misquita	10
2.	Gail Lucia Misquita	10
3.	Silvia Misquita	10
Total		30

(ii) Further issue of 970 Equity Shares on June 20, 2002:

S.N.	Name	No. of Equity Shares
1.	Thomas Constance Avinash Misquita	600
2.	Gail Lucia Misquita	370
Total		970

(iii) Further Issue of 4,000 Equity Shares on April 20, 2005:

S.N.	Name	No. of Equity Shares
1.	Thomas Constance Avinash Misquita	1,600
2.	Gail Lucia Misquita	1,200
3.	Silvia Misquita	1,200
Total		4,000

(iv) Bonus Issue of 9,50,000 Equity Shares in ration 19:1 on February 25, 2017:

S.N.	Name	No. of Equity Shares
1.	Thomas Constance Avinash Misquita	3,80,000
2.	Gail Lucia Misquita	2,85,000
3.	Silvia Misquita	2,85,000
Total		9,50,000

(v) Issue of 12,50,000 Equity Shares on March 30, 2017*:



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S.N.	Name	No. of Equity Shares
1.	Thomas Constance Avinash Misquita	12,50,000
Total		12,50,000

* The amount of outstanding unsecured loan and share swap as on the date of allotment i.e. 30.03.2017 were Rs.26,95,860/- Rs. 1,41,79,140/- respectively. The company has allotted 12,50,000 equity shares @ Rs. 13.50 including a premium of Rs. 3.50 against the total outstanding balance of unsecured loan and share swap of Rs. 1,68,75,000/- on 30.03.2017.

3. No Equity Shares have been allotted pursuant to any scheme approved under Section 391-394 of the Companies Act, 1956 and Section 230-234 of the Companies Act, 2013.
4. We have not re-valued our assets since inception and have not issued any equity shares (including bonus shares) by capitalizing any revaluation reserves.
5. Our Company has not issued any Equity Shares in the one year immediately preceding the date of this letter at a price which is lower than the Issue Price.
6. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.

7. Our Shareholding Pattern

Pursuant to Regulation 31 of the SEBI (LODR) Regulations, 2015, the shareholding pattern of our company is as below:



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Our Shareholding Pattern: -

Category	Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held (b)	No.	As a % of total Shares held (b)	
								Class Equity Shares of ₹10/- each	Class eg: y	Total								
I	II	III	IV	V	VI	VII = IV+V+VI	IX				X	XI=VIII+IX	XII	XIII	XIV			
(A)	Promoter & Promoter Group	7	22,50,000	-	-	22,50,000	100.00	22,50,000	-	22,50,000	-	-	100.00	-	-	22,50,000		
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
	Total	7	22,50,000	-	-	22,50,000	100.00	22,50,000	-	22,50,000	-	-	100.00	-	-	22,50,000		

****All Pre IPO-Equity shares of our Company will be locked in as mentioned above prior to listing of shares on SME Platform of BSE Ltd.**

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Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI Listing Regulations, one day prior to the listing of the Equity shares. The Shareholding pattern will be uploaded on the website of BSE before commencement of trading of such Equity Shares.

In terms of SEBI circular no. Cir/ISD/3/2011 dated June 17, 2011 and SEBI circular bearing no. SEBI/Cir/ISD/ 05 /2011, dated September 30, 2011, our Company has ensured that the Equity Shares held by the Promoters / members of the Promoter Group are in dematerialized form prior to listing of shares.

8. The shareholding pattern of our Promoters and Promoter Group before and after the Issue is set forth below:

Sl. No.	Particulars	Pre-Issue		Post Issue	
		No. of Shares	% Holding	No. of Shares	% Holding
a)	Promoters				
1.	Thomas Constance Avinash Misquita	15,49,900	68.88	12,77,900	47.44
2.	Gail Lucia Misquita	3,00,000	13.34	3,00,000	11.14
	Total (A)	18,49,900	82.22	15,77,900	58.58
b)	Promoter Group				
1.	Deanne Silvia Sybil Misquita	1,00,000	4.44	1,00,000	3.71
2.	Desiderio Anthony Misquita	1,00,000	4.44	1,00,000	3.71
3.	Delia Vianne Misquita	1,00,000	4.44	1,00,000	3.71
4.	Denise Lilia Antonia Misquita (Minor)	1,00,000	4.44	1,00,000	3.71
5.	Silvia Misquita	100	0.02	100	Negligible
	Total (B)	4,00,100	17.78	4,00,100	14.84
	Total(A+B)	22,50,000	100.00	19,78,000	73.42

9. Details of Major Shareholders:

(a) List of shareholders holding 1% or more of the paid-up capital of our company as on date of this Prospectus:

Sr. No.	Name of shareholder	No. of Equity Shares	% of Pre-Issue Capital
1.	Thomas Constance Avinash Misquita	15,49,900	68.88
2.	Gail Lucia Misquita	3,00,000	13.34
3.	Deanne Silvia Sybil Misquita	1,00,000	4.44
4.	Desiderio Anthony Misquita	1,00,000	4.44
5.	Delia Vianne Misquita	1,00,000	4.44
6.	Denise Lilia Antonia Misquita (Minor)	1,00,000	4.44
	Total	22,49,900	99.98

Our Company has not issued any convertible instruments like warrants, debentures etc. since its Incorporation and there are no outstanding convertible instruments as on date of the Prospectus.

(b) List of shareholders holding 1% or more of the paid-up capital of our company as on date ten days prior to the date of the Prospectus:

Sr. No.	Name of shareholder	No. of Equity Shares	% of Pre-Issue Capital
1.	Thomas Constance Avinash Misquita	15,49,900	68.88
2.	Gail Lucia Misquita	3,00,000	13.34
3.	Deanne Silvia Sybil Misquita	1,00,000	4.44

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Sr. No.	Name of shareholder	No. of Equity Shares	% of Pre-Issue Capital
4.	Desiderio Anthony Misquita	1,00,000	4.44
5.	Delia Vianne Misquita	1,00,000	4.44
6.	Denise Lilia Antonia Misquita (Minor)	1,00,000	4.44
	Total	22,49,900	99.98

(c) List of shareholders holding 1% or more of the paid-up capital of our company one year prior to the date of the Prospectus:

Sr. No.	Name of shareholder	No. of Equity Shares	% of Pre-Issue Capital
1.	Thomas Constance Avinash Misquita	15,49,700	68.88
2.	Gail Lucia Misquita	3,00,000	13.34
3.	Deanne Silvia Sybil Misquita	1,00,000	4.44
4.	Desiderio Anthony Misquita	1,00,000	4.44
5.	Delia Vianne Misquita	1,00,000	4.44
6.	Denise Lilia Antonia Misquita (Minor)	1,00,000	4.44
	Total	22,49,700	99.98

(d) List of shareholders holding 1% or more of the paid-up capital of our company as on date two years prior to the date of the Prospectus:

Sr. No.	Name of shareholder	No. of Equity Shares	% of Pre-Issue Capital
1.	Thomas Constance Avinash Misquita	15,49,700	68.88
2.	Gail Lucia Misquita	3,00,000	13.34
3.	Deanne Silvia Sybil Misquita	1,00,000	4.44
4.	Desiderio Anthony Misquita	1,00,000	4.44
5.	Delia Vianne Misquita	1,00,000	4.44
6.	Denise Lilia Antonia Misquita (Minor)	1,00,000	4.44
	Total	22,49,700	99.98

10. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, and rights issue or in any other manner during the period commencing from the date of this Prospectus until the Equity Shares have been listed. Further, our Company presently does not have any intention or proposal to alter our capital structure for a period of six months from the date of opening of this Issue, by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or otherwise, except that if we enter into acquisition(s) or joint venture(s), we may consider additional capital to fund such activities or to use Equity Shares as a currency for acquisition or participation in such joint ventures.

11. Details of our Promoters' Shareholding

As on the date of this Prospectus, our Promoters hold 18,49,900 Equity Shares, constituting 82.22% of the pre-issued, subscribed and paid-up Equity Share capital of our Company.

Build-up of our Promoters' shareholding in Our Company

(i) Thomas Constance Avinash Misquita

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Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Cumulative No. of Equity Share	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of transaction	% of pre-issue equity share capital	% of post issue equity share capital	Sources of funds
On Incorporation	10	10	100.00	100.00	Cash	Subscription to Memorandum	Negligible	Negligible	Owned
June 20, 2002	600	610	100.00	100.00	Cash	Further Issue of Shares	0.03	0.02	Owned
March 24, 2003	(210)	400	100.00	100.00	Cash	Transferred to Sylvia Misquita	(0.01)	(0.01)	Owned
April 12, 2006	1,600	2,000	100.00	100.00	Cash	Further Issue of Shares	0.07	0.06	Owned
Split of Shares of ₹100/- each into 10 shares of ₹10/- each on February 20, 2017									
February 20, 2017	-	20,000	10.00	10.00	-	-	0.89	0.74	-
February 20, 2017	3,80,000	4,00,000	10.00	-	Other than Cash	Bonus Issue in ratio 19:1	16.89	14.11	NA
March 30, 2017	12,50,000	16,50,000	10.00	13.50	Other Than Cash	Conversion of Unsecured Loan and Share Swap	55.56	46.40	NA
July 15, 2017	(100)	16,49,900	10.00	10.00	Cash	Transfer to Anita Gomes Pereira	Negligible	Negligible	Owned
July 15, 2017	(100)	16,49,800	10.00	10.00	Cash	Transfer to Onofre Gomes Pereira	Negligible	Negligible	Owned
July 15, 2017	(100)	16,49,700	10.00	10.00	Cash	Transfer to Delia Vianne Misquita	Negligible	Negligible	Owned
July 15, 2017	(1,00,000)	15,49,700	10.00	10.00	Cash	Transfer to Denise Lilia Antonia Misquita (Minor)	(4.44)	(3.71)	Owned
July 15, 2019	100	15,49,800	10.00	10.00	Cash	Transfer from	Negligible	Negligible	Owned

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Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Cumulative No. of Equity Share	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of transaction	% of pre-issue equity share capital	% of post issue equity share capital	Sources of funds
						Anita Gomes Pereira			
July 15, 2019	100	15,49,900	10.00	10.00	Cash	Transfer from Onofre Gomes Pereira	Negligible	Negligible	Owned
Total		15,49,900					68.88	57.53	

(ii) Gail Lucia Misquita

Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Cumulative No. of Equity Share	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)	Nature of Consideration (Cash/ Other than Cash)	Nature of transaction	% of pre-issue equity share capital	% of post issue equity share capital	Sources of funds
On Incorporation	10	10	100.00	100.00	Cash	Subscription to Memorandum	Negligible	Negligible	Owned
June 20, 2002	370	380	100.00	100.00	Cash	Further Issue of Shares	0.02	0.01	Owned
March 24, 2003	(80)	300	100.00	100.00	Cash	Transferred to Sylvia Misquita	Negligible	Negligible	Owned
April 12, 2006	1200	1,500	100.00	100.00	Cash	Further Issue of Shares	0.05	0.04	Owned
Split of Shares of ₹100/- each into 10 shares of ₹10/- each on February 20, 2017									
February 20, 2017	-	15,000	10.00	10.00	-	-	0.67	0.56	-
February 20, 2017	2,85,000	3,00,000	10.00	-	Other than Cash	Bonus Issue in ratio 19:1	12.67	10.58	NA
Total		3,00,000					13.34	11.14	

All the Equity Shares allotted and held by our Promoters were fully paid at the time of allotment itself. Further, none of the Equity Shares held by our Promoters are subject to any pledge.

12. The average cost of acquisition of or subscription to Equity Shares by our Promoters are set forth in the table below:

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Name of the Promoters	No. of Equity Shares held	Average cost of Acquisition (in ₹)
Thomas Constance Avinash Misquita	15,49,900	10.37
Gail Lucia Misquita	3,00,000	0.50

13. We have 7 (Seven) Shareholders as on the date of this Prospectus.

14. No financing arrangements have been entered into by the members of the Promoter Group, the Directors, Selling Shareholder or their relatives for the purchase by any other person of the securities of our Company other than in the normal course of business of the financing entity during a period of six months preceding the date of filing of this Prospectus.

15. Details of Promoters' Contribution and Lock-in for Three Years

Pursuant to the Regulation 236 and 238 of SEBI (ICDR) Regulations, 2018, an aggregate of at least 20% of the post Issue Equity Share capital of our Company held by our Promoters shall be considered as Promoters' contribution ("Promoters' Contribution") and locked-in for a period of three years from the date of Allotment.

Our Promoters have granted consent to include such number of Equity Shares held by them as may constitute of the post issue Equity Share capital of our Company as Promoters' Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters' Contribution from the date of filing of this Prospectus until the commencement of the lock-in period specified above. Details of the Equity Shares forming part of Promoters' Contribution and proposed to be locked-in for a period of three years are as follows:

Date of Allotment/ transfer/ made fully paid up	Nature of acquisition	Number of Equity Shares	Face Value per Equity Share (₹)	Issue price per Equity Share (₹)	% of Pre-Issue Equity Share Capital	% of Post-Issue Equity Share Capital
Thomas Constance Avinash Misquita						
March 30, 2017	Allotment of Shares against Conversion of Unsecured Loan and Share Swap	4,40,000	10.00	13.50	19.56	16.33
		4,40,000			19.56	16.33
Gail Lucia Misquita						
March 24, 2003	Further Issue of Shares	3,000	10.00	10.00	0.13	0.11
April 12, 2006	Further Issue of Shares	12,000	10.00	10.00	0.53	0.45
February 20, 2017	Bonus Issue of Shares in ratio 19:1	85,000	10.00	-	3.78	3.16
		1,00,000			4.44	3.72
Total		5,40,000			24.00	20.05

The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Promoters' Contribution under Regulation 237 of the SEBI (ICDR) Regulations, 2018. In this computation, as per Regulation 237 of the SEBI (ICDR) Regulations, our Company confirms that the Equity Shares locked-in do not, and shall not, consist of:

- The Equity Shares offered for minimum 20 % Promoters' Contribution have not been acquired in the three years preceding the date of this Prospectus for consideration other than cash and revaluation of assets or capitalization of intangible assets nor resulted from a bonus issue out of the revaluation reserves or unrealized

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profits of the Company or against Equity Shares which are otherwise ineligible for computation of Promoters' contribution;

- The minimum Promoters' contribution does not include Equity Shares acquired during the one year preceding the date of this Prospectus at a price lower than the Issue Price;
- No equity shares have been issued to our promoters upon conversion of a partnership firm during the preceding one year at a price less than the Issue price.
- The Equity Shares held by the Promoters and offered for minimum Promoters' contribution are not subject to any pledge;
- All the Equity Shares of our Company held by the Promoters are in dematerialized form; and
- The Equity Shares offered for Promoter's contribution do not consist of Equity Shares for which specific written consent has not been obtained from the Promoter for inclusion of its subscription in the Promoter's contribution subject to lock-in.

16. Equity Shares locked-in for one year other than Minimum Promoters' Contribution

Pursuant to regulation 238(b) and 239 of the SEBI (ICDR) Regulations, other than the Equity Shares held by our Promoters, which will be locked-in as minimum Promoters' contribution for three years, all pre-Issue Equity Shares shall be subject to lock-in for a period of one year from the date of Allotment in this Issue.

17. Inscription or Recording of non-transferability

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, our Company confirms that certificates of Equity Shares which are subject to lock in shall contain the inscription "Non-Transferable" and specify the lock-in period and in case such equity shares are dematerialized, the Company shall ensure that the lock in is recorded by the Depository.

18. Pledge of Locked in Equity Shares

Pursuant to Regulation 242 of the SEBI (ICDR) Regulations, the locked-in Equity Shares held by our Promoters can be pledged with any scheduled commercial bank or public financial institution or systematically important non-banking finance company or a housing finance company as collateral security for loans granted by them, provided that:

- a) if the equity shares are locked-in in terms of clause (a) of regulation 238, the loan has been granted to the company or its subsidiary(ies) for the purpose of financing one or more of the objects of the issue and pledge of equity shares is one of the terms of sanction of the loan;
- b) if the specified securities are locked-in in terms of clause (b) of regulation 238 and the pledge of specified securities is one of the terms of sanction of the loan.

Provided that such lock-in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the equity shares till the lock-in period stipulated in these regulations has expired.

19. Transferability of Locked in Equity Shares

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 and subject to provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable;

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- a) The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoters' Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.
 - b) The equity shares held by persons other than promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoters' Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.
20. Our Company, our Directors, Selling Shareholder and the Lead Manager to this Issue have not entered into any buy-back or similar arrangements with any person for purchase of our Equity Shares issued by our Company.
 21. As on date of the Prospectus, there are no partly paid-up equity shares and all the Equity Shares of our Company are fully paid up. Further, since the entire money in respect of the Issue is being called on application, all the successful applicants will be issued fully paid-up equity shares.
 22. Neither the Lead Manager viz. Gretex Corporate Services Private Limited, nor their associates hold any Equity Shares of our Company as on the date of the Prospectus.
 23. Prior to this Initial Public Offer, our Company has not made any public issue or right issue to public at large.
 24. There are no safety net arrangements for this public issue.
 25. As on the date of filing of this Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.
 26. As per RBI regulations, OCBs are not allowed to participate in this Issue.
 27. Our Company has not raised any bridge loan against the proceeds of this Issue. However, depending on business requirements, we might consider raising bridge financing facilities, pending receipt of the Net Proceeds.
 28. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.
 29. Our Company shall comply with such accounting and disclosure norms as specified by SEBI from time to time.
 30. No payment, direct or indirect in the nature of discount, commission, allowances or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Issue.
 31. Our Promoters and the members of our Promoter Group will not participate in this Issue.
 32. Our Company has not made any public issue since its incorporation.
 33. As on the date of this Prospectus, the Lead Manager and their respective associates (determined as per the definition of 'associate Company' under Section 2(6) of the Companies Act, 2013) do not hold any Equity Shares in our Company.
 34. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing this Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.



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35. For the details of transactions by our Company with our Promoter Group, Group Companies during the financial years ended March 31, 2019, 2018 and 2017 please refer “***Financial Statements as Restated***” on page 144 of this Prospectus.

SECTION VII: PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

The Issue includes a fresh Issue of 4,44,000 Equity Shares and an Offer for Sale of 2,72,000 Equity Shares by the Selling Shareholder of our Company at an Issue Price of ₹27/- per Equity Share.

OFFER FOR SALE

The Selling Shareholder will be entitled to the proceeds of the Offer for Sale of his respective portion of the Offered Shares, respectively net of his proportion of Issue related expenses. The fees and expenses relating to Issue shall be shared in proportion mutually agreed between our Company and the respective Selling Shareholder in accordance with applicable law. Our Company will not receive any proceeds from the Offer for Sale.

FRESH ISSUE

The details of the proceeds of the Fresh Issue are summarized below:

Particulars	₹ in Lakh
Gross Proceeds from the Fresh Issue	119.88
Less: Issue related expenses*	45.00
Net Proceeds of the Fresh Issue	74.88

**The fees and expenses relating to the Issue include only the Fresh Issue expenses in the proportion mutually agreed between the Company and the Selling Shareholder in accordance with applicable law.*

REQUIREMENT OF FUNDS

After deducting the Issue related expenses in relation to the Fresh Issue, we estimate the proceeds of the fresh Issue to be ₹74.88 Lakh (“Net Proceeds”). The Object for which our Company intends to use the Net Proceeds is:

Sl. No.	Particulars	₹ in Lakh
1.	Prepayment/ repayment of certain debt facilities availed by our Company (Loan for shed expansion)	25.00
2.	To Meet working capital requirement	49.88
	Total	74.88

We believe that listing will enhance our corporate image and brand name and create a public market for Equity Share of our Company in India and will further enable us to avail future growth opportunities. The main object clause and the ancillary object clause of the Memorandum of Association of our Company enable us to undertake our existing activities and the activities for which we are raising funds through the Issue. The existing activities of our Company are within the object clause of our Memorandum. The Fund requirement and deployment is based on internal management estimates and has not been appraised by any bank and financial institution.

UTILISATION OF NET ISSUE PROCEEDS

The Net Proceeds are proposed to be used in the manner set out in the following table:

Sr. No.	Particulars	Amount to be financed from Net Proceeds of the Fresh Issue (₹ in Lakh)	% of Gross Proceeds from Fresh Issue	% of Net Proceeds from the Fresh Issue
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Misquita Engineering Limited

1.	Funding the working capital requirements of our Company	49.88	41.61%	66.61%
2.	Prepayment/ repayment of certain debt facilities availed by our Company (Loan for shed expansion)	25.00	20.85%	33.39%
	TOTAL	74.88	62.46%	100.00%

MEANS OF FINANCE

The above-mentioned fund requirement will be met from the proceeds of the Issue. We intend to fund the shortfall, if any, from internal accruals. Set forth below are the means of finance for the above-mentioned fund requirement:

Sl. No.	Particulars	Amount (₹ in Lakh)
1.	Net Issue Proceeds	74.88

The requirements of the objects detailed above are intended to be funded from the Proceeds of the Fresh Issue and Internal Accruals.

Since the entire fund requirements are to be funded from the proceeds of the Issue and internal accruals. Accordingly, there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of SEBI (ICDR), Regulations, 2018 through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue.

The fund requirements are based on internal management estimates and have not been appraised by any bank or financial institution or any other independent agency. These are based on current conditions and are subject to change in the light of changes in external circumstances or costs or other financial conditions and other external factors.

In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required. In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards any of the above-mentioned Objects through a combination of Internal Accruals or Unsecured Loans.

As we operate in competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company's historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company's management.

For further details on the risks involved in our business plans and executing our business strategies, please see the chapter titled "**Risk Factors**" beginning on page 21 of this Prospectus.

DETAILS OF THE USE OF THE PROCEEDS
1. To Meet Working Capital Requirement

Our business is working capital intensive. We finance our working capital requirement from our internal accruals. Considering the existing and future growth, the incremental working capital needs of our Company, as assessed based on the internal workings of our Company is expected to reach ₹ 499.25 Lakh and ₹ 576.07 Lakh respectively for FY 2019-2020 and FY 2020-2021. We intend to meet our working capital requirements to the extent of ₹49.88

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Lakh from the Net Proceeds of this Issue and the balance will be met from internal accruals at an appropriate time as per the requirement.

Basis of estimation of working capital

The details of our Company's composition of working capital as at March 31, 2019 and March 31, 2020 based on the Restated Summary Statements. Further the source of funding of the same are as set out in the table below:

(₹ in Lakh)

Particulars	March 31, 2019	March 31, 2020
	Restated	Estimated
Current Assets		
Current Investments	199.75	182.00
Inventories	99.90	104.13
Trade Receivables	106.45	123.03
Cash and Cash Equivalents	2.61	12.04
Short Term Loans & Advances	0.84	25.75
Other Current Assets	249.39	227.00
Total (I)	658.94	673.95
Current Liabilities		
Trade Payables	97.80	55.00
Other Current Liabilities	32.74	8.37
Short Term Borrowings	105.12	100.00
Short Term Provisions	1.99	11.33
Total (II)	237.65	174.70
Net Working Capital (I) – (II)	421.29	499.25
Incremental Working Capital		77.96
Funding Pattern:		
Internal Accruals		28.08
Part of the IPO Proceeds		49.88

Assumptions for working capital requirement

Assumptions for Holding Levels

(In days)

Particulars	Holding level as on March 31, 2019	Holding level as on March 31, 2020
Current Assets		
Inventories	51	46
Trade Receivables	54	54
Current Liabilities		
Trade Payables	58	32

Justification for Holding Period Levels

Particulars	Detail
Inventories:	
Finished Goods	We have assumed inventories holding level of 46 days in the financial year 2019-20 which is almost in line with the holding level of financial year 2018-19 as 51 days, we intend to continue the same holding policy and expect the same clearance levels as maintained in past.

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Trade Receivables	We have assumed trade receivables credit period of 54 days in the financial year 2019-20 which is in line with the credit period of financial year 2018-19 as we expect to realise our receivables in the same manner as <u>done previously</u> to grow our operations.
Trade Payables	We have assumed trade payables credit period of 32 days for the financial year 2019-20 as against 58 days in the financial year 2018-19, as going forward, we intend to pay our creditors more quickly than past as more funds would be available with us through our proposed initial public offer which would help us in paying our liabilities quickly. This would help us in maintaining good terms with our creditors. This would help us to avail good cash discounts and negotiate with our vendors on better price to our advantage.

Pursuant to the certificate dated September 05, 2019, M/s Gupta Agarwal & Associates, Chartered Accountants, have verified the working capital requirements for the Financial Year 2019 from the Restated Standalone Financial Information and working capital estimates for the financial year 2020 as approved by the Board pursuant to its resolution dated September 05, 2019.

2. Prepayment/ repayment of certain debt facilities availed by our Company

Our Company has entered into various financing arrangements with bank. The loan facilities entered into by our Company include borrowings in the form of term loans and fund-based facilities. For further details, including indicative terms and conditions of such loan facilities, see “**Statement of Financial Indebtedness**” beginning on page 160 of this Prospectus. As at March 31, 2019, the amount outstanding under the loan facilities (all or part of which are proposed to be repaid to the extent of ₹ 25.00 Lakh from the Objects of the Issue) availed by our Company was ₹ 296.68 Lakh on a standalone basis.

Our Company proposes to utilise an aggregate amount of ₹ 25.00 Lakh from the Net Proceeds towards full or partial repayment or prepayment of certain borrowing availed by our Company from bank. The selection and extent of loans proposed to be repaid from our Company’s borrowings mentioned below will be based on various commercial considerations including, among others, the costs, expenses and charges relating to the facility including interest rate of the relevant loan, the amount of the loan outstanding, the remaining tenor of the loan, presence of onerous terms and conditions under the facility, levy of any prepayment penalties and the quantum thereof, provisions of any law, rules, regulations governing such borrowings, terms of prepayment to lenders, if any and mix of credit facilities provided by lenders.

Given the nature of these borrowings and the terms of repayment, the aggregate outstanding amounts under these loans may vary from time to time and our Company may, in accordance with the relevant repayment schedule, repay or refinance some of its existing borrowings prior to Allotment. Accordingly, our Company may utilise the Net Proceeds for part prepayment of any such refinanced loans or repayment of any additional loan facilities obtained by it. However, the aggregate amount to be utilised from the Net Proceeds towards prepayment or repayment of loans (including refinanced or additional loans availed, if any), in part or full, would not exceed ₹ 25.00 Lakh. The prepayment or repayment will help reduce our outstanding indebtedness and debt servicing costs, assist us in maintaining a favourable debt to equity ratio and enable utilisation of our internal accruals for further investment in business growth and expansion. In addition, we believe that the leverage capacity of our Company will improve our ability to raise further resources in the future to fund potential business development opportunities and plans to grow and expand our business in the future.

The following table provides details of loans availed by our Company as on March 31, 2019 on a standalone basis, out of which all or any of the facilities may be prepaid or repaid, in full or in part, from the Net Proceeds to the extent of an aggregate amount of ₹ 25.00 Lakh:

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Sl. No.	Name of Lender	Nature of the Borrowings and Date of Sanction Letter	Purpose of the Loan	Rate of Interest (%)	Sanctioned Amount (₹ in Lakh) as on March 31, 2019	Amount Outstanding as on March 31, 2019 (including interest (₹ in Lakh))	Tenure
1	HDFC Bank	Cash credit 15.03.18	Working Capital	9.60%	100.00	98.89	20.02.20
2	HDFC Bank	3/EEG WC Term Loan 15.03.18	CNC Machine	9.60%	30.00	22.45	20.02.20
3	HDFC Bank	Fixed first non-housing loan scheme 01.10.16	Purchase of Office space	11.20%	50.00	49.20	15 years (180 installments)
4	HDFC Bank	Fixed first non-housing loan scheme 01.10.16	Purchase of Office space	11.20%	45.67	44.23	15 years (180 installments)
5	HDFC Bank	Vehicle Loan 04.08.17	4-wheeler – New Nexa Ignis 1.2	8.75% (i.e. at PLR 3.25%) payable monthly	7.26	5.26	60 equated monthly installments @ ₹ 14,983/- per month
6	HDFC Bank	Auto Premium Loan 12.07.18	Mercedes Benz GLA200 CDI	8.00%	30.00	23.58	60 equated monthly installments @ ₹ 60,829/- per month
7	HDFC Bank	Fixed first non-housing loan scheme 01.10.16	Construction of shed	13.00% p.m.- upto 24 months from date of disbursement. RPLR-3.30%	50.00	46.98	15 years (180 installments) @ ₹ 55,689/- per month
8	HDFC Bank	Overdraft facility	Business Loan	9.26%	7.20	5.70	-
9	Thomas Constance Avinash Misquita	Unsecured Loan	Business Loan	Nil	-	0.39	On demand

As certified by M/s. Gupta Agarwal & Associates, Chartered Accountants, pursuant to their certificate dated September 05, 2019 the above-mentioned loans have been deployed towards the purposes mentioned in the respective loan agreements.

In due course of business, due to various operational benefits, our Company may explore possibilities of other banks participating in existing loans either in full or in part, including the loans mentioned above. Some of our financing agreements provide for the levy of prepayment penalties. In the event that there are any prepayment penalties

Misquita Engineering Limited

required to be paid under the terms of the relevant financing agreements, such prepayment penalties shall be paid by our Company out of its internal accruals.

PROPOSED YEAR-WISE DEPLOYMENT OF FUNDS AND SCHEDULE OF IMPLEMENTATION

The proposed year wise break up of deployment of funds and Schedule of Implementation of Net Issue Proceeds is as under:

(₹ in Lakh)

Sl. No.	Particulars	Amount already incurred	Amount to be deployed in F.Y. 2019-20
1.	Issue Expenses	5.09	39.91
	Total	5.09	39.91

PUBLIC ISSUE EXPENSE

The estimated Issue related expenses include Issue Management Fee, Underwriting and Selling Commissions, Printing and Distribution Expenses, Legal Fee, Advertisement Expenses, Registrar's Fees, Depository Fee and Listing Fee. The total expenses for this Issue are estimated to be approximately ₹45.00 Lakh. All the Issue related expenses shall be met out of the proceeds of the Issue and the break-up of the same is as follows:

Particulars	Expenses (₹ in Lakh)	Expenses (% of Gross Issue Proceeds)
Payment to Merchant Banker including fee and reimbursement of payment to other intermediaries such as Listing, Depository Fees, Legal Advisors, Statutory, Registrars, Marketing & Advertisement, Printing & Distribution, other Miscellaneous expense and out of pocket expenses etc.	45.00	37.54%

*** SCSBs will be entitled to a processing fee of ₹10/- per Application Form for processing of the Application Forms procured by other Application Collecting Intermediary and submitted to them.*

Selling commission payable to Registered broker, SCSBs, RTAs, CDPs on the portion directly procured from Retail Individual Applicants and Non-Institutional Applicants, would be 0.005 % on the Allotment Amount# or ₹ 100/- whichever is less on the Applications wherein shares are allotted.

The commissions and processing fees shall be payable within 30 working days post the date of receipt of final invoices of the respective intermediaries

#Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.

FUNDS DEPLOYED AND SOURCES OF FUNDS DEPLOYED

Our Statutory Auditors, M/s. Gupta Agarwal & Associates, Chartered Accountants, vide their certificate dated September 12, 2019 have confirmed that as on September 12, 2019 the following funds have been deployed for the proposed object of the Issue:

(₹ in Lakh)

Sl. No.	Particulars	Amount deployed
1.	Issue Expenses	5.09
	Total	5.09

Sources of Financing for the Funds Deployed

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Our Statutory, M/s. Gupta Agarwal & Associates, Chartered Accountants, vide their certificate dated September 12, 2019 have also confirmed the amount deployed so far towards part of the Issue expenses has been financed through internal sources.

(₹ in Lakh)

Sl. No.	Particulars	Amount deployed
1.	Internal Accruals	5.09
	Total	5.09

APPRAISAL

None of the Objects have been appraised by any bank or financial institution or any other independent third-party organization. The funding requirements of our Company and the deployment of the proceeds of the Issue are currently based on management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including variations in interest rate structures, changes in our financial condition and current commercial conditions and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

BRIDGE FINANCING FACILITIES

As on the date of this Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement/ cash credit facility with our lenders, to finance additional working capital needs until the completion of the Issue.

MONITORING UTILIZATION OF FUNDS

As the size of the Fresh Issue does not exceed ₹10,000 lakh, in terms of Regulation 262 of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee shall monitor the utilization of the Net Proceeds.

Pursuant to Regulation 32 of the Listing Regulations, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds. Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the utilization of the Net Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Net Proceeds have been utilized so far, and details of amounts out of the Net Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Net Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a Fiscal Year, we will utilize such unutilized amount in the next financial year. Further, in accordance with Regulation 32(1)(a) of the Listing Regulations our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Prospectus.

INTERIM USE OF PROCEEDS

Pending utilization of the Issue proceeds of the Issue for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act.

Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any listed Company or for any investment in the equity markets or investing in any real estate product or real estate linked products.

VARIATION IN OBJECTS



Misquita Engineering Limited

In accordance with Section 13(8) and 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules thereunder. As per the current provisions of the Companies Act, our Promoter or controlling Shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

OTHER CONFIRMATIONS

No part of the Net Proceeds will be paid by us as consideration to our Promoters and Promoter Group, our Directors, associates or Key Managerial Personnel, except in the normal course of business and in compliance with the applicable laws.

BASIS FOR ISSUE PRICE

Investors should read the following summary with the chapter titled “Risk Factors”, the details about our Company under the chapter titled “Our Business” and its financial statements under the chapter titled “Financial Statements as Restated” beginning on pages 21, 93 and 144 respectively of the Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.

The Issue Price has been determined by the Company in consultation with the Lead Manager on the basis of the key business strengths of our Company. The face value of the Equity Shares is ₹10.00 each and the Issue Price is ₹27.00 which is 2.70 times of the face value.

QUALITATIVE FACTORS

- Experienced Management Team
- Growing Domestic Economy
- Quality Assurance and Standards
- Need of Clients and Locational Advantages
- Cordial relationships with our suppliers
- Fully integrated manufacturing facility

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to chapter titled “*Our Business*” beginning on page 93 of this Prospectus.

QUANTITATIVE FACTORS

Information presented in this section is derived from our Company’s restated financial statements prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

Basic Earnings and Diluted Earnings per Equity Share (EPS) as adjusted for change in capital (Including effect of Bonus Issue of Shares made on February 25, 2017)

As per Restated Standalone Financial Statements (Post Bonus):

Period	Basic and Diluted EPS (in ₹)	Weight
March 31, 2017	1.56	1
March 31, 2018	1.12	2
March 31, 2019	1.87	3
Weighted Average	1.57	

Note: The earnings per share has been calculated by dividing the net profit as restated, attributable to equity shareholders by restated weighted average number of Equity Shares outstanding during the period. Restated weighted average number of equity shares has been computed as per AS 20. The face value of each Equity Share is ₹10/-.

Price / Earnings Ratio (P/E) (Post Bonus) in relation to the Issue Price of ₹27/-

Particulars	P/E Ratio
P/E ratio based on the Basic & Diluted EPS (Post Bonus) as restated for FY 2018-19	14.42
P/E ratio based on the Weighted Average Basic & Diluted EPS, as restated	17.19

Misquita Engineering Limited
Return on Net Worth
As per Restated Standalone Financial Statements:

Period	RONW (%)	Weight
March 31, 2017	4.94%	1
March 31, 2018	7.36%	2
March 31, 2019	10.96%	3
Weighted Average	8.76%	

Note: The RONW has been computed by dividing net profit after tax (as restated), by Net worth (as restated) as at the end of the year.

As per Restated Standalone Financial Statements:

Minimum return on Post Issue Net Worth to maintain the Pre-Issue EPS for the year ended March 31, 2019 – 9.09%.

Net Asset Value (NAV) per Equity Share

Sl. No.	Particulars	On the basis of Restated Standalone Financial Statements (₹)
a)	As on March 31, 2019	17.08
b)	As on March 31, 2018	15.25
c)	After Issue	18.71
d)	Issue Price	27.00

Note: NAV has been calculated as net worth divided by number of Equity Shares at the end of the year.

Peer Group Comparison of Accounting Ratios:

Particulars	EPS (₹)	PE Ratio	RONW (%)	NAV (₹)	Face Value (₹)
Misquita Engineering Limited ⁽ⁱ⁾	1.87	14.42	10.96%	17.08	10.00
Peer Group					
Whirlpool of India Limited	32.08	47.44	19.00%	168.89	10.00
Voltas Limited	14.04	44.90	12.41%	113.15	1.00
Bluestar Limited	12.65	53.63	12.67%	99.79	2.00

Source: Annual Report 2019 of Whirlpool of India Limited, Voltas Limited, Bluestar Limited

Notes:

- (i) The figures as on March 31, 2019 of Misquita Engineering Limited are based on restated financial statements.

The face value of our share is ₹10/- per share and the Issue Price is of ₹27/- per share are 2.7 times of the face value.

The Company in consultation with the Lead Manager believes that the Issue Price of ₹27/- per share for the Public Issue is justified in view of the above parameters. Investor should read the above mentioned information along with the chapter titled “**Risk Factors**” beginning on page 21 of this Prospectus and the financials of our Company including important profitability and return ratios, as set out in the chapter titled “**Financial Statements as Restated**” beginning on page 144 of this Prospectus.

Misquita Engineering Limited

STATEMENT OF POSSIBLE TAX BENEFITS

To
The Board of Directors,
Misquita Engineering Limited
182/1 Vaiginim Vaddo
Nachinol Aldona
North Goa – 403 508

Dear Sirs,

Sub: Statement of possible special tax benefits (“the Statement”) available to Misquita Engineering Limited (“the Company”) and its shareholders prepared in accordance with the requirements in Point No. 9 (L) of Part A of Schedule VI of the Securities Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2018, as amended (“the Regulations”)

We hereby report that this certificate along with the annexure (hereinafter referred to as “The Statement”) states the possible special tax benefits available to the Company and the shareholders of the Company under the Income Tax Act, 1961 (‘IT Act’) (read with Income Tax Rules, Circulars and Notifications) as amended by the Finance Act, 2019 (i.e. applicable to F.Y. 2019-20 relevant to A.Y. 2020-21) (hereinafter referred to as the “IT Regulations”) and under the Goods And Service Tax Act, 2017 (read with Goods And Service Tax[GST] Rules, Circulars and Notifications), presently in force in India. The Statement has been prepared by the management of the Company in connection with the proposed Public Issue, which we have initialled for identification purposes only.

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the said relevant provisions of the tax laws and regulations applicable to the Company. Hence, the ability of the Company or its shareholders to derive the special tax benefits, if any, is dependent upon fulfilling such conditions which based on business imperatives which the Company may or may not choose to fulfil or face in the future.

The benefits discussed in the enclosed annexure cover only special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to the Company or its shareholders. Further, the preparation of enclosed statement and the contents stated therein is not exhaustive and is the responsibility of the Company’s management. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. A shareholder is advised to consult his/her/ its own tax consultant with respect to the tax implications arising out of his/her/its participation in the proposed issue, particularly in view of ever-changing tax laws in India. Further, we give no assurance that the income tax authorities/ other indirect tax authorities/courts will concur with our views expressed herein.

We do not express any opinion or provide any assurance as to whether:

- the Company or its shareholders will continue to obtain these benefits in future; or
- the conditions prescribed for availing the benefits have been/would be met.

The contents of this annexure are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company and the provisions of the tax laws.

No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We would not assume responsibility to update the view, consequence to such change.

Our views are based on facts indicated to us, the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time. Any such changes, which could also be retrospective, could



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have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any such events subsequent, which may have a material effect on the discussions herein. Our views are exclusively for the limited use of the captioned Company in connection with its proposed public issue referred to herein above and shall not, without our prior written consent, be disclosed to any other person.

We shall not be liable to Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We are not liable to any other person in respect of this statement.

This certificate along with the annexure is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for inclusion in the Draft Prospectus/ Prospectus in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our written consent.

**For Gupta Agarwal & Associates,
Chartered Accountants,
Firm Registration No.: 329001E**

Sd/-

Jay Shanker Gupta

Partner

Membership No.: 059535

Date: September 05, 2019

Place: Kolkata

Misquita Engineering Limited

ANNEXURE TO THE STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO MISQUITA ENGINEERING LIMITED (“THE COMPANY”) AND IT’S SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

Outlined below are the possible special tax benefits available to the Company and its shareholders under the current direct tax laws in India for the financial year 2019-20. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

1. Special Tax Benefits to the Company

There are no Special tax benefits available to the Company.

2. Special Tax Benefits available to the shareholders of the Company

There are no Special tax benefits available to the shareholders of the Company.

Notes:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.
3. The above statement of possible special tax benefits are as per the current direct tax laws relevant for the F.Y. 2019-20 relevant to A.Y. 2020-21.
4. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION.

We hereby give our consent to include our above referred opinion regarding the tax benefits available to the Company and to its shareholders in the offer document.

**For Gupta Agarwal & Associates,
Chartered Accountants,
Firm Registration No.: 329001E**

**Sd/-
Jay Shanker Gupta
Partner
Membership No.: 059535**

**Date: September 05, 2019
Place: Kolkata**

SECTION VIII: ABOUT THE ISSUER

OUR INDUSTRY

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly, investment decisions should not be based on such information. You should read the entire Prospectus, including the information contained in the sections titled “Risk Factors” and “Financial Statements as Restated” and related notes beginning on page 21 and 144 respectively of this Prospectus before deciding to invest in our Equity Shares.

OVERVIEW OF GLOBAL ECONOMY

Global economic growth is projected to soften from a downwardly revised 3 percent in 2018 to 2.9 percent in 2019 amid rising downside risks to the outlook, the World Bank said on Tuesday. International trade and manufacturing activity have softened, trade tensions remain elevated, and some large emerging markets have experienced substantial financial market pressures.

Growth among advanced economies is forecast to drop to 2 percent this year, the January 2019 Global Economic Prospects says. Slowing external demand, rising borrowing costs, and persistent policy uncertainties are expected to weigh on the outlook for emerging market and developing economies. Growth for this group is anticipated to hold steady at a weaker-than-expected 4.2 percent this year.

“At the beginning of 2018 the global economy was firing on all cylinders, but it lost speed during the year and the ride could get even bumpier in the year ahead”, said World Bank Chief Executive Officer Kristalina Georgieva. “As economic and financial headwinds intensify for emerging and developing countries, the world’s progress in reducing extreme poverty could be jeopardized. To keep the momentum, countries need to invest in people, foster inclusive growth, and build resilient societies.”

The upswing in commodity exporters has stagnated, while activity in commodity importers is decelerating. Per capita growth will be insufficient to narrow the income gap with advanced economies in about 35 percent of emerging market and developing economies in 2019, with the share increasing to 60 percent in countries affected by fragility, conflict, and violence.

A number of developments could act as a further brake on activity. A sharper tightening in borrowing costs could depress capital inflows and lead to slower growth in many emerging market and developing economies. Past increases in public and private debt could heighten vulnerability to swings in financing conditions and market sentiment. Intensifying trade tensions could result in weaker global growth and disrupt globally interconnected value chains.

“Robust economic growth is essential to reducing poverty and boosting shared prosperity,” said World Bank Group Vice President for Equitable Growth, Finance and Institutions, Ceyla Pazarbasioglu. “As the outlook for the global economy has darkened, strengthening contingency planning, facilitating trade, and improving access to finance will be crucial to navigate current uncertainties and invigorate growth.”

Regional Outlooks:

East Asia and Pacific: East Asia and Pacific remains one of the world’s fastest-growing developing regions. Regional growth is expected to moderate to 6 percent in 2019, assuming broadly stable commodity prices, a moderation in global demand and trade, and a gradual tightening of global financial conditions. Growth in China

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is expected to slow to 6.2 percent this year as domestic and external rebalancing continue. The rest of the region is expected to grow at 5.2 percent in 2019 as resilient demand offsets the negative impact of slowing exports. Indonesia's growth is expected to hold steady at 5.2 percent. The expansion of the Thai economy is expected to slow in 2019 to 3.8 percent.

Europe and Central Asia: The lingering effects of financial stress in Turkey are anticipated to weigh on regional growth this year, slowing it to 2.3 percent in 2019. Turkey is forecast to experience weak activity and slow to a 1.6 percent pace due to high inflation, high interest rates, and low confidence, dampening consumption and investment. Growth in the western part of the region, excluding Turkey, is projected to slow. Poland is anticipated to slow to 4 percent as Euro Area growth slows. Growth in the eastern part of the region is also anticipated to slow as large economies including Russia, Kazakhstan, and Ukraine decelerate.

Latin America and the Caribbean: Regional growth is projected to advance to a 1.7 percent pace this year, supported mainly by a pickup in private consumption. Brazil is forecast to expand 2.2 percent, assuming fiscal reforms are quickly put in place, and that a recovery of consumption and investment will outweigh cutbacks to government spending. In Mexico, policy uncertainty and the prospect of still subdued investment is expected to keep growth at a moderate 2 percent, despite the fall in trade-related uncertainty following the announcement of the U.S.-Mexico-Canada Agreement. Argentina is forecast to contract by 1.7 percent as deep fiscal consolidation leads to a loss of employment and reduced consumption and investment.

Middle East and North Africa: Regional growth is projected to rise to 1.9 percent in 2019. Despite slower global trade growth and tighter external financing conditions, domestic factors, particularly policy reforms, are anticipated to bolster growth in the region. Growth among oil exporters is expected to pick up slightly this year, as GCC countries as a group accelerate to a 2.6 percent rate from 2 percent in 2018. Iran is forecast to contract by 3.6 percent in 2019 as sanctions bite. Algeria is forecast to ease to 2.3 percent after a rise in government spending last year tapers off. Egypt is forecast to accelerate to 5.6 percent growth this fiscal year as investment is supported by reforms that strengthen the business climate and as private consumption picks up.

South Asia: Regional growth is expected to accelerate to 7.1 percent in 2019, underpinned by strengthening investment and robust consumption. India is forecast to accelerate to 7.3 percent in FY 2018/19 as consumption remains robust and investment growth continues, Bangladesh is expected to slow to 7 percent in FY2018/19 as activity is supported by strong private consumption and infrastructure spending. Pakistan's growth is projected to decelerate to 3.7 percent in FY2018/19, with financial conditions tightening to help counter rising inflation and external vulnerabilities. Sri Lanka is anticipated to speed up slightly to 4 percent in 2019, supported by robust domestic demand and investment boosted by infrastructure projects. Nepal's post-earthquake momentum is forecast to moderate, and growth should slow to 5.9 percent in FY2018/19.

Sub-Saharan Africa: Regional growth is expected to accelerate to 3.4 percent in 2019, predicated on diminished policy uncertainty and improved investment in large economies together with continued robust growth in non-resource intensive countries. Growth in Nigeria is expected to rise to 2.2 percent in 2019, assuming that oil production will recover and a slow improvement in private demand will constrain growth in the non-oil industrial sector. Angola is forecast to grow 2.9 percent in 2019 as the oil sector recovers as new oil fields come on stream and as reforms bolster the business environment. South Africa is projected to accelerate modestly to a 1.3 percent pace, amid constraints on domestic demand and limited government spending.

(Source: <https://www.worldbank.org/en/news/press-release/2019/01/08/darkening-prospects-global-economy-to-slow-to-29-percent-in-2019-as-trade-investment-weaken>)

INDIAN ECONOMY OVERVIEW

India has emerged as the fastest growing major economy in the world and is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and partnerships.

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India's GDP is estimated to have increased 7.2 per cent in 2017-18 and 7 per cent in 2018-19. India has retained its position as the third largest startup base in the world with over 4,750 technology start-ups.

India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute.

India's foreign exchange reserves were US\$ 405.64 billion in the week up to March 15, 2019, according to data from the RBI.

With the improvement in the economic scenario, there have been various investments in various sectors of the economy. The M&A activity in India reached record US\$ 129.4 billion in 2018 while private equity (PE) and venture capital (VC) investments reached US\$ 20.5 billion. Some of the important recent developments in Indian economy are as follows:

- During 2018-19 (up to February 2019), merchandise exports from India have increased 8.85 per cent year-on-year to US\$ 298.47 billion, while services exports have grown 8.54 per cent year-on-year to US\$ 185.51 billion.
- Nikkei India Manufacturing Purchasing Managers' Index (PMI) reached a 14-month high in February 2019 and stood at 54.3.
- Net direct tax collection for 2018-19 had crossed ₹10 trillion (US\$ 144.57 billion) by March 16, 2019, while goods and services tax (GST) collection stood at ₹10.70 trillion (US\$ 154.69 billion) as of February 2019.
- Proceeds through Initial Public Offers (IPO) in India reached US\$ 5.5 billion in 2018 and US\$ 0.9 billion in Q1 2018-19.
- India's Foreign Direct Investment (FDI) equity inflows reached US\$ 409.15 billion between April 2000 and December 2018, with maximum contribution from services, computer software and hardware, telecommunications, construction, trading and automobiles.
- India's Index of Industrial Production (IIP) rose 4.4 per cent year-on-year in 2018-19 (up to January 2019).
- Consumer Price Index (CPI) inflation stood at 2.57 per cent in February 2019.
- Net employment generation in the country reached a 17-month high in January 2019.

The interim Union Budget for 2019-20 was announced by Mr Piyush Goyal, Union Minister for Finance, Corporate Affairs, Railways and Coal, Government of India, in Parliament on February 01, 2019. It focuses on supporting the needy farmers, economically less privileged, workers in the unorganised sector and salaried employees, while continuing the Government of India's push towards better physical and social infrastructure.

Total expenditure for 2019-20 is budgeted at Rs 2,784,200 crore (US\$ 391.53 billion), an increase of 13.30 per cent from 2018-19 (revised estimates).

Numerous foreign companies are setting up their facilities in India on account of various government initiatives like Make in India and Digital India. Mr. Narendra Modi, Prime Minister of India, has launched the Make in India initiative with an aim to boost the manufacturing sector of Indian economy, to increase the purchasing power of an average Indian consumer, which would further boost demand, and hence spur development, in addition to benefiting investors. The Government of India, under the Make in India initiative, is trying to give boost to the contribution made by the manufacturing sector and aims to take it up to 25 per cent of the GDP from the current 17 per cent. Besides, the Government has also come up with Digital India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy.

Some of the recent initiatives and developments undertaken by the government are listed below:

- In February 2019, the Government of India approved the National Policy on Software Products – 2019, to develop the country as a software hub.

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- The National Mineral Policy 2019, National Electronics Policy 2019 and Faster Adoption and Manufacturing of (Hybrid) and Electric Vehicles (FAME II) have also been approved by the Government of India in 2019.
- Village electrification in India was completed in April 2018. Universal household electrification is expected to be achieved by March 2019 end.
- The Government of India released the maiden Agriculture Export Policy, 2018 which seeks to double agricultural exports from the country to US\$ 60 billion by 2022.
- Around 1.29 million houses have been constructed up to December 24, 2018, under Government of India's housing scheme named Pradhan Mantri Awas Yojana (Urban).
- Prime Minister's Employment Generation Programme (PMEGP) will be continued with an outlay of Rs 5,500 crore (US\$ 755.36 million) for three years from 2017-18 to 2019-20, according to the Cabinet Committee on Economic Affairs (CCEA).

(Source: <https://www.ibef.org/economy/indian-economy-overview>)

INDIAN MANUFACTURING INDUSTRY

The Gross Value Added (GVA) from the manufacturing sector is estimated at US\$ 395.89 billion in FY19. During April-December 2018, GVA from manufacturing at current prices grew 12.4 per cent year-on-year to Rs 288.56 trillion (US\$ 395.89 billion). During 2017-18, Index of Industrial Production for manufacturing sector grew 4.50 per cent. India's Index of Eight Core Industries advanced 4.3 per cent year-on-year during 2018-2019.

Nikkei Manufacturing sector PMI of India stood at 51.7 in April 2019. Also, companies start to spend more on hiring and anticipate good growth in future prospects.

The electronic goods industry is one of the fastest growing industries and is expected to be worth US\$ 400 billion by 2020. Government is working on an export-oriented policy for Electronic products. The idea behind this policy is to promote greater exports of electronics and drive larger investments by setting up port-based electronic manufacturing clusters. Also, in October 2018, Ministry of Electronics and Information Technology had released a draft National Policy on Electronics.

The Government of India has been supportive towards this growth. It set up Electronic Hardware Technology Parks (EHTPs), Special Economic Zones (SEZs) and brought about a favourable climate for Foreign Direct Investment (FDI). The government has also increased liberalisation and relaxed tariffs to promote growth in the sector. In addition, it has given the nod to Modified Special Incentive Package Scheme (MSIPS) under which the central government will be offering up to US\$ 1.7 billion in benefits to the electronics sector in next five years. Under the scheme, subsidy for investment in capital expenditure is provided to the extent of 20 per cent of investment in SEZs and 25 per cent of investment in non-SEZs.

The growing customer base and the increased penetration in consumer durables segment have provided enough scope for the growth of the Indian electronics sector. Also, digitisation of cable could lead to increased broadband penetration in the country and open up new avenues for companies in the electronics industry.

During April-January 2019, GVA from manufacturing at current prices grew 12.8 per cent year-on-year to Rs 28.54 trillion (US\$ 395.56 billion).

India's merchandise exports grew 9.78 per cent year-on-year to US\$ 302.84 billion in 2017-18. Merchandise exports recorded 9.06 per cent year-on-year growth to reach US\$ 331.02 billion in FY19.

In February 2019, the Union Cabinet passed the National Policy on Electronics (NPE) which has envisaged creation of a US\$ 400 billion electronics manufacturing industry in the country by 2025. 32 per cent growth rate has been targeted globally in next five years.

Introduction

Manufacturing has emerged as one of the high growth sectors in India. Prime Minister of India, Mr Narendra Modi, had launched the 'Make in India' program to place India on the world map as a manufacturing hub and give global recognition to the Indian economy. India is expected to become the fifth largest manufacturing country in the world by the end of year 2020*.

Market Size

The Gross Value Added (GVA) at basic current prices from the manufacturing sector in India grew at a CAGR of 4.34 per cent during FY12 and FY18 as per the second advance estimates of annual national income published by the Government of India. During April-September 2018, GVA from manufacturing at current prices grew 14.8 per cent year-on-year to Rs 138.99 trillion (US\$ 198.05 billion). Under the Make in India initiative, the Government of India aims to increase the share of the manufacturing sector to the gross domestic product (GDP) to 25 per cent by 2022, from 16 per cent, and to create 100 million new jobs by 2022. Business conditions in the Indian manufacturing sector continue to remain positive.

Investments

With the help of Make in India drive, India is on the path of becoming the hub for hi-tech manufacturing as global giants such as GE, Siemens, HTC, Toshiba, and Boeing have either set up or are in process of setting up manufacturing plants in India, attracted by India's market of more than a billion consumers and increasing purchasing power.

Cumulative Foreign Direct Investment (FDI) in India's manufacturing sector reached US\$ 76.82 billion during April 2000-June 2018.

India has become one of the most attractive destinations for investments in the manufacturing sector. Some of the major investments and developments in this sector in the recent past are:

- As of December 2018, premium smartphone maker OnePlus is anticipating that India will become its largest Research and Development (R&D) base within the next three years.
- India's manufacturing PMI stood at 51.7 in May 2019. Also companies start to spend more on hiring and anticipate good growth in future prospects.
- As of October 2018, Filatex India, a polymer manufacturer, is planning to undertake forward integration by setting up a fabric manufacturing and processing unit.
- As of August 2018, IISC's Society of Innovation and Development (SID) and WIPRO 3D are collaborating to produce India's first industrial scale 3D printing machine.
- For its Commercial Vehicles, Ashok Leyland is utilising machine learning algorithms and its newly created telematics unit to improve the performance of the vehicle, driver and so on.

Government Initiatives

The Government of India has taken several initiatives to promote a healthy environment for the growth of manufacturing sector in the country. Some of the notable initiatives and developments are:

- In October 2018, the Government of India released the draft National Policy on Electronics (NPE) which has envisaged creation of a US\$ 400 billion electronics manufacturing industry in the country by 2025.
- In September 2018, the Government of India exempted 35 machine parts from basic custom duty in order to boost mobile handset production in the country.

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- Government of India is in the process of coming up with a new industrial policy which envisions development of a globally competitive Indian industry. As of December 2018, the policy has been sent to the Union Cabinet for approval.
- In Union Budget 2018-19, the Government of India reduced the income tax rate to 25 per cent for all companies having a turnover of up to Rs 250 crore (US\$ 38.75 million).
- Under the Mid-Term Review of Foreign Trade Policy (2015-20), the Government of India increased export incentives available to labour intensive MSME sectors by 2 per cent.
- The Government of India has launched a phased manufacturing programme (PMP) aimed at adding more smartphone components under the Make in India initiative thereby giving a push to the domestic manufacturing of mobile handsets.
- The Government of India is in talks with stakeholders to further ease foreign direct investment (FDI) in defence under the automatic route to 51 per cent from the current 49 per cent, in order to give a boost to the Make in India initiative and to generate employment.
- The Ministry of Defence, Government of India, approved the “Strategic Partnership” model which will enable private companies to tie up with foreign players for manufacturing submarines, fighter jets, helicopters and armoured vehicles.
- The Union Cabinet has approved the Modified Special Incentive Package Scheme (M-SIPS) in which, proposals will be accepted till December 2018 or up to an incentive commitment limit of Rs 10,000 crore (US\$ 1.5 billion).

Road Ahead

India is an attractive hub for foreign investments in the manufacturing sector. Several mobile phone, luxury and automobile brands, among others, have set up or are looking to establish their manufacturing bases in the country.

The manufacturing sector of India has the potential to reach US\$ 1 trillion by 2025 and India is expected to rank amongst the top three growth economies and manufacturing destination of the world by the year 2020. The implementation of the Goods and Services Tax (GST) will make India a common market with a GDP of US\$ 2.5 trillion along with a population of 1.32 billion people, which will be a big draw for investors.

With impetus on developing industrial corridors and smart cities, the government aims to ensure holistic development of the nation. The corridors would further assist in integrating, monitoring and developing a conducive environment for the industrial development and will promote advance practices in manufacturing.

Exchange Rate Used: INR 1 = US\$ 0.0142 as of Q2 FY19



(Source: <https://www.ibef.org/industry/manufacturing-sector-india.aspx>)

INDIAN CONSUMER DURABLE INDUSTRY**Introduction**

Indian consumer durables market is broadly segregated into urban and rural markets, and is attracting marketers from across the world. The sector comprises of a huge middle class, relatively large affluent class and a small economically disadvantaged class. Global corporations view India as one of the key markets from where future growth is likely to emerge. The growth in India's consumer market would be primarily driven by a favorable population composition and increasing disposable incomes.

Per capita GDP of India is expected to reach US\$ 3,273.85 in 2023 from US\$ 1,983 in 2012. The maximum consumer spending is likely to occur in food, housing, consumer durables, and transport and communication sectors.

Market Size

- The growing purchasing power and rising influence of the social media have enabled Indian consumers to splurge on good things. Import of electronic goods reached US\$ 53 billion in FY18.
- Indian appliance and consumer electronics (ACE) market reached Rs 2.05 trillion (US\$ 31.48 billion) in 2017. India is one of the largest growing electronics markets in the world. Indian electronics market is expected to grow at 41 per cent CAGR between 2017-20 to reach US\$ 400 billion.
- As of FY18, washing machine, refrigerator and air conditioner market in India were estimated around Rs 7,000 crore (US\$ 1.09 billion), Rs 19,500 crore (US\$ 3.03 billion) and Rs 20,000 crore (US\$ 3.1 billion), respectively.
- India's smartphone market in 2018 grew by 14.5 per cent with a shipment of 142.3 million units. India is expected to have 829 million smartphone users by 2022.
- Index of Industrial Production (IIP) has grown 5.5 per cent year-on-year between April 2018-March 2019.

Investments

According to the Department for Promotion of Industry and Internal Trade, during April 2000 – March 2019, FDI inflows into the electronics sector stood at US\$ 2.36 billion. The S&P BSE Consumer Durables Index has grown at 20 per cent CAGR between 2010-17.

Following are some recent investments and developments in the Indian consumer market sector.

- India is now the world's second largest mobile phone manufacturer with presence of 120 factories as of July 2018.
- In July 2018, Samsung announced an investment of Rs 5,000 crore (US\$ 745.82 million) for expansion of manufacturing capacity to 120 million from 68 million devices at its Noida plant in India.
- Intex Technologies will invest around Rs 60 crore (US\$ 9.27 million) in 2018 in technology software and Internet of Things (IoT) start-ups in India in order to create an ecosystem for its consumer appliances and mobile devices.
- Micromax plans to invest US\$ 89.25 million by 2020 for transforming itself into a consumer electronics company.
- Haier announced an investment of Rs 3,000 crore (US\$ 415.80 million) as it aims a two-fold increase in its revenue by 2020.

Government Initiatives

- National Policy on Electronics Policy was passed by the Ministry of Electronics & Information Technology in February 2019.

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- A new Consumer Protection Bill has been approved by the Union Cabinet; Government of India that will make the existing laws more effective with a broader scope.
- The mobile phone industry in India expects that the Government of India's boost to production of battery chargers will result in setting up of 365 factories, thereby generating 800,000 jobs by 2025.
- The Union Cabinet has approved incentives up to Rs 10,000 crore (US\$ 1.47 billion) for investors by amending the M-SIPS scheme, in order to further incentivise investments in electronics sector, create employment opportunities and reduce dependence on imports by 2020.
- The Government of India has allowed 100 per cent Foreign Direct Investment (FDI) under the automatic route in Electronics Systems Design & Manufacturing sector. FDI into single brand retail has been increased from 51 per cent to 100 per cent; the government is planning to hike FDI limit in multi-brand retail to 51 per cent.

Road Ahead

Indian appliance and consumer electronics (ACE) market is expected to increase at a 9 per cent CAGR to reach Rs 3.15 trillion (US\$ 48.37 billion) in 2022. Demand growth is likely to accelerate with rising disposable incomes and easy access to credit. Increasing electrification of rural areas and wide usability of online sales would also aid growth in demand.

Exchange Rate Used: INR 1 = US\$ 0.0139 as of Q3 FY19

(Source: <https://www.ibef.org/industry/indian-consumer-market.aspx>)

Indian appliance and consumer electronics (ACE) market reached Rs 2.05 trillion (US\$ 31.48 billion) in 2017. It is expected to increase at a 9 per cent CAGR to reach Rs 3.15 trillion (US\$ 48.37 billion) in 2022. Electronics hardware production in the country reached Rs 3.88 trillion (US\$ 60.13 billion) in FY18, growing at a CAGR of 26.7 per cent between FY14-18. Demand for electronics hardware in India is expected to reach US\$ 400 billion by FY24.

There is a lot of scope for growth from rural markets with consumption expected to grow in these areas as penetration of brands increases. Overall consumer durable exports reached US\$ 0.78 billion in 2017. Consumer electronics exports from India reached US\$ 451.29 million in FY19. Also demand for durables like refrigerators as well as consumer electronic goods are likely to witness growing demand in the coming years in the rural markets as the government plans to invest significantly in rural electrification. The S&P BSE Consumer Durables Index has grown at 16 per cent CAGR between 2010-18. The consumer durables sector in India is expected to grow 8.5 per cent in 2018-19. Consumer durables index under the Index of Industrial Production (IIP) has grown 5.5 per cent year-on-year between April 2018-March 2019.

White goods industry in India is highly concentrated. In washing machines and refrigerators, top five players have more than 75 per cent market share, while in air conditioners and fans it is around 55-60 per cent. On the other hand, kitchen appliances segment is fragmented with top five players having 30-35 per cent market share.

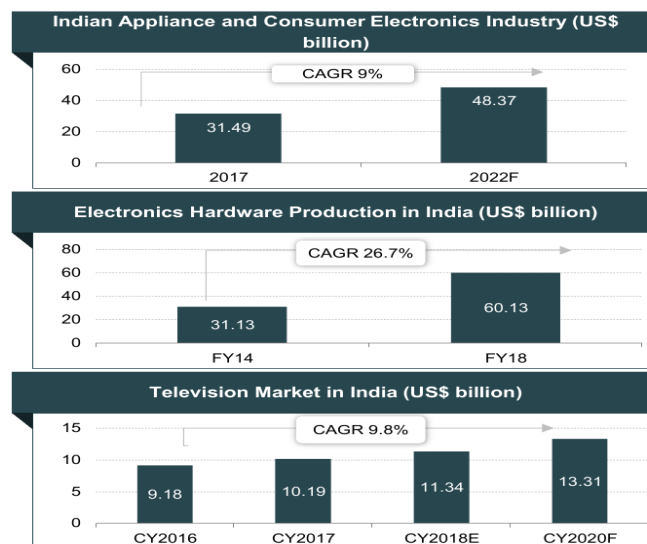
Growing awareness, easier access, and changing lifestyles have been the key growth drivers for the consumer market. The Government of India's policies and regulatory frameworks such as relaxation of license rules and approval of 51 per cent foreign direct investment (FDI) in multi-brand and 100 per cent in single-brand retail are some of the major growth drivers for the consumer market. According to the Department for Promotion of Industry and Internal Trade, during April 2000 – March 2019, FDI inflows into the electronics sector stood at US\$ 2.36 billion.

(Source: <https://www.ibef.org/industry/consumer-durables-presentation>)

Executive Summary

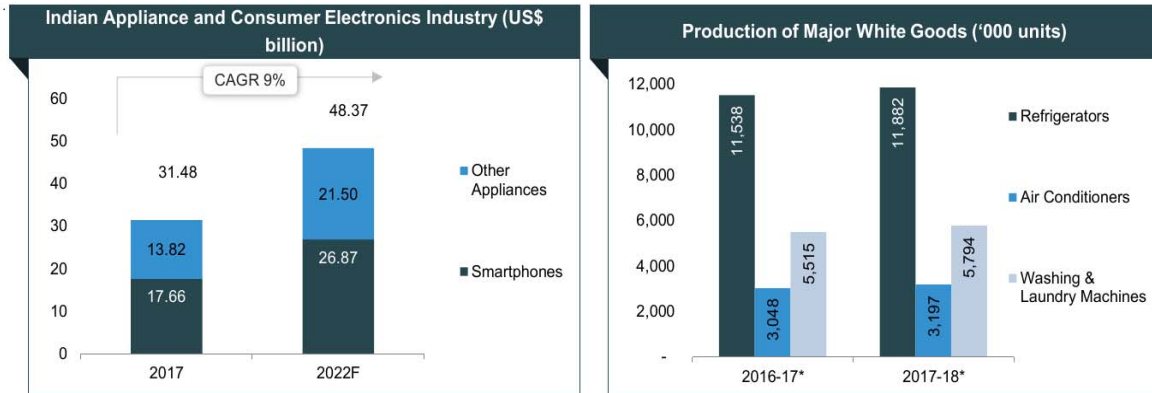
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- Indian appliance and consumer electronics (ACE) market reached Rs 2.05 trillion (US\$ 31.49 billion) in 2017.
- It is expected to increase at a 9 per cent CAGR to reach Rs 3.15 trillion (US\$ 48.37 billion) in 2022.
- Electronics hardware production in the country increased from Rs 1.90 trillion (US\$ 31.13 billion) in FY14 to Rs 3.88 trillion (US\$ 60.13 billion) in FY18. Demand for electronics hardware in India is expected to reach US\$ 400 billion by FY24*.
- Overall consumer durable exports reached US\$ 0.78 billion in 2017. Consumer electronics exports from India reached US\$ 451.29 million in FY19.
- Television industry in India is estimated to have reached Rs 660 billion (US\$ 10.19 billion) in CY2017 and projected to reach Rs 862 billion (US\$ 13.31 billion) in CY2020.

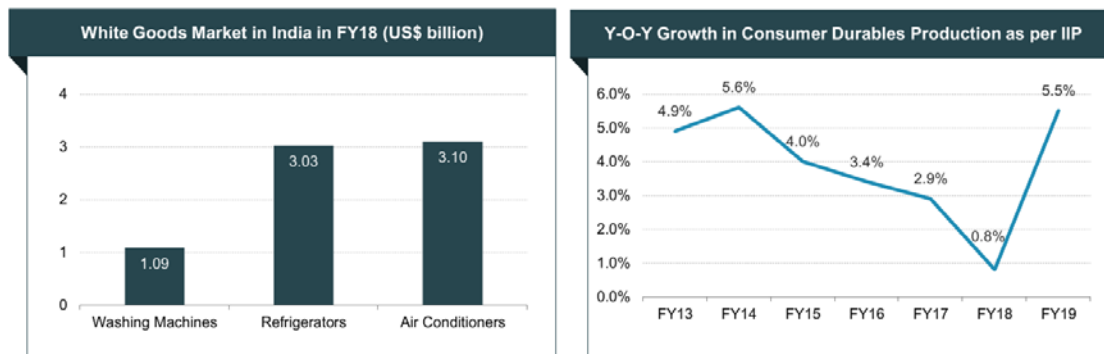


Growth in Consumer Durables

- Appliance and consumer electronics (ACE) industry is expected to grow at 9 per cent CAGR during 2017-22 to reach Rs 3.15 trillion (US\$ 48.37 billion) in 2022 from Rs 2.05 trillion (US\$ 31.48 billion) in 2017.
- Import of electronic goods reached US\$ 53 billion in FY18.
- India's smartphone market grew by 14.5 per cent year-on-year with a shipment of 142.3 million units in 2018. India is expected to have 829 million smartphone users by 2022. In 2019, India is expected to manufacture around 302 million handsets.
- Xiaomi India's major revenue came from smartphones as over 80 per cent of the top line comes from this segment despite other segments like smart TVs and fitness wearables.
- The power bank industry in India can reach Rs 18,000 crore (US\$ 2.49 billion) and create 80,000 jobs by 2025



- The consumer durables sector in India is expected to grow 8.5 per cent in 2018-19. Production of consumer durables under the Index of Industrial Production has grown 5.5 per cent year-on-year during April 2018-March 2019.
- As of FY18, washing machine, refrigerator and air conditioner market in India were estimated around Rs 7,000 crore (US\$ 1.09 billion), Rs 19,500 crore (US\$ 3.03 billion) and Rs 20,000 crore (US\$ 3.1 billion), respectively.
- Imports contributed 20 per cent of domestic market for washing machines and refrigerators and around 30 per cent for air conditioners in FY18.

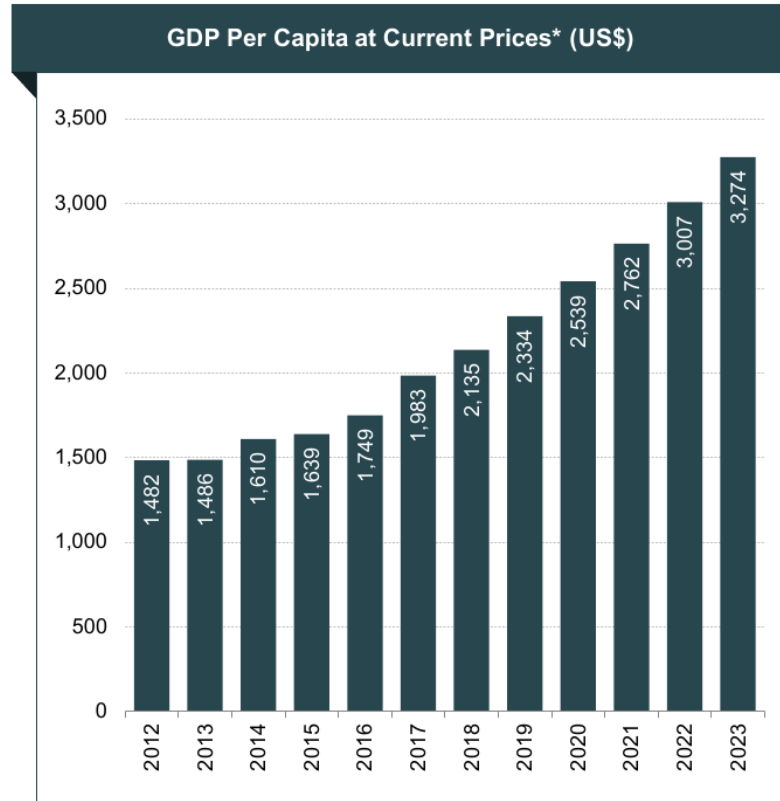


Income Growth will be the Key Driver of Demand for Consumer Durables

- Demand for consumer durables in India has been growing on the back of rising incomes; this trend is set to continue even as other factors like rising rural incomes, increasing urbanisation, a growing middle class and changing lifestyles aid demand growth in the sector
- Significant increase in discretionary income and easy financing schemes have led to shortened product replacement cycles and evolving life styles where consumer durables, like ACs and LCD TVs, are perceived as utility items rather than luxury possessions
- Growth in demand from rural and semi-urban markets to outpace demand from urban markets
- Growth in online retailing is a key factor to reach out as a newer channel for buyers, with increase in demand.

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- Per capita GDP of India is expected to reach US\$ 3,274 in 2023 from US\$ 2,135 in 2018.
- Non metro markets namely Vishakhapatnam, Bhopal, Vadodara, Chandigarh etc. have grown rapidly in regard to consumption, becoming the main target markets, posing a huge potential transforming themselves into new business centers as compared to metro cities.



(Source: <https://www.ibef.org>)

OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our business plans and strategies, contain forward looking statements that involve risks and uncertainties. You should read the chapter titled “*Forward Looking Statements*” beginning on page 14 of this Prospectus, for a discussion of the risks and uncertainties related to those statements and also the section “*Risk Factors*” for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the twelve-month period ended March 31 of that year.

The financial information used in this section, unless otherwise stated, is derived from our Financial Information, as restated prepared in accordance with Indian GAAP, Companies Act and SEBI Regulations. The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Prospectus, including the information contained in the sections titled “*Risk Factors*” and “*Financial Statements as Restated*” beginning on pages 21 and 144 respectively

Unless the context otherwise requires, in relation to business operations, in this section of this Prospectus, all references to “we”, “us”, “our”, “ours” and “our Company” are to Misquita Engineering Limited as the case may be.

OVERVIEW

Our Company was incorporated in the year 1998 under the name Misquita Engineering Private Limited under the provisions of Companies Act, 1956 later it converted into a public limited company. Our company is engaged in the manufacturing of the front-loading washers. Our registered office and corporate office is situated at 182/1, Ghar Bhat, Vaiginim Vaddo, Nachinola, Bardez Goa-403 508, India.

Our Company is the major component supplier and job worker to a manufacturer of washing machines in the Indian market for Front Loading washers.

Our Company has consistently believed in supplying **Zero Defect** products and all manufacturing and operating systems in the company are geared up towards the goal and vision of Zero Defect=Zero Effect, Zero effect with respect to zero wastage of resources and utilization of all resources efficiently and effectively. This consistency has enabled our company to consistently supply components with Zero defect every time on time without defaulting for a single instance in **Delivery** and **Quality**.

Our Company is an ISO 9001:2008 certified company for the last seven years being certified every year by TUV SUD South Asia Private Limited, a premier certification agency. Our Company is now upgraded its systems to be ISO 9001:2015 compliant from May 2018.

Our Company is now planning to expand its production and building capacities for the same. Our Company has been qualified as a Strategic Supplier for supply of Machined parts to “Commscope USA.”

With 3 CNC Turning Centres presently in use the company is able to consistently maintain the close Tolerances of up to 10 microns (0.010mm) in its components supplied. Our Company is actively looking at newer technologies in this respect to increase automation and better process control levels.

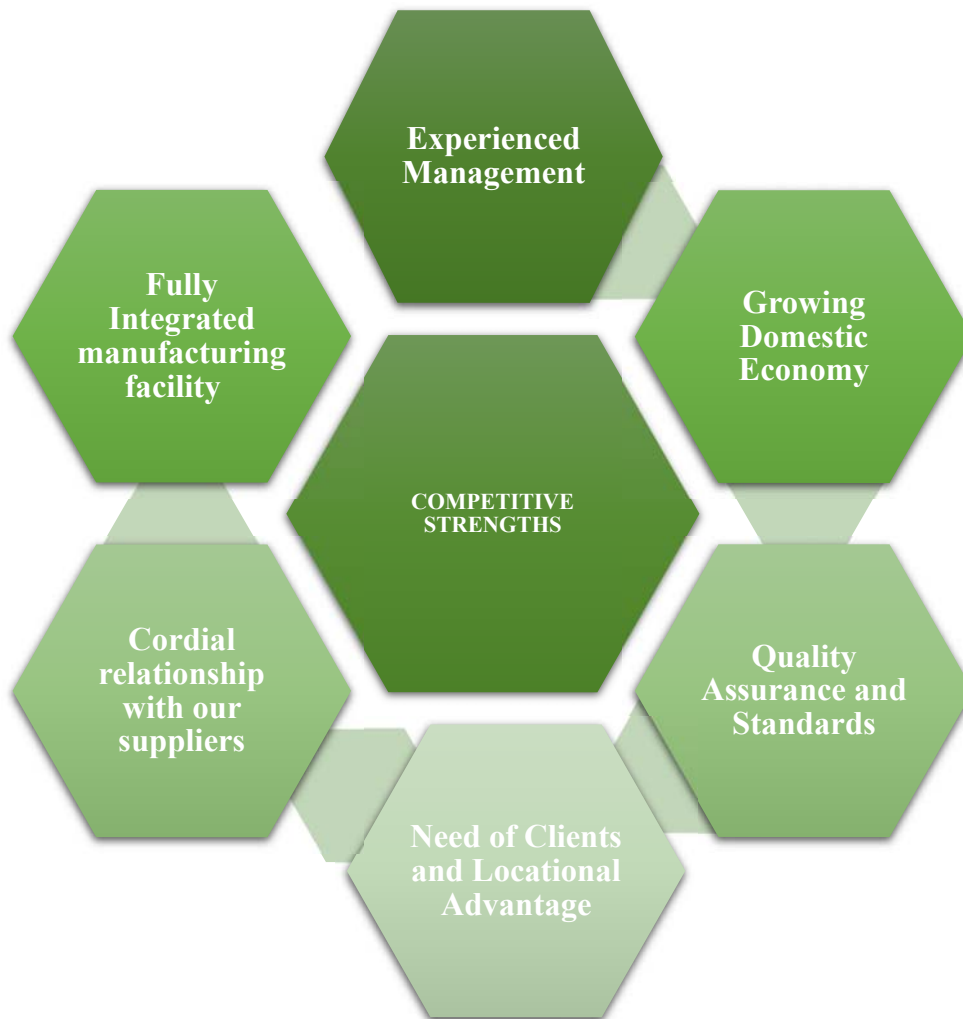
Our Company has presently Five CNC turning centres and several supporting conventional machines to achieve a consistent size machined in a tolerance band of maximum ten microns. This narrow tolerance needs to be achieved in 100% of components 24 hours a day.

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Our Company believes that its consistency in five main areas of Quality, Delivery, Cost, Response and Customer satisfaction is its USP and strives to excel in these areas. Our Company looks at proposals to introduce Robot based loading and unloading systems on its machines as well as installing new advanced technology in metal cutting on its shop floor.

For the year ended March 31, 2019 the total revenue of Our Company as per the restated financials was ₹760.70 Lakh as compared to the ₹677.35 Lakh for the year ended March 31, 2018. Further, our PAT as per the restated financials for the fiscal year ended on March 31, 2019 was ₹ 42.12 Lakh on March 31, 2018 was ₹ 25.26 Lakh and on March 31, 2017 was ₹15.71 Lakh.

OUR COMPETITIVE STRENGTHS



1. Experienced Management Team

Our Promoter Mr. Thomas C. Avinash Misquita and Ms. Gail L. Misquita brings their entrepreneurial vision and leadership having experience of more than 21 years which has been instrumental in growing and sustaining our business operations. They have been actively involved in the business with continued personal attention. We believe that our management teams have good knowledge of the processes and markets that assist in identifying opportunities.

Misquita Engineering Limited

Our Company is managed by a team of experienced personnel exclusively focused on different aspects of business and also growth oriented and has ability to manage growth in rapidly changing business environment and delivery of high-quality materials at sustainable cost. There is a good communication system between all levels of management i.e from Top Level to Bottom Level. We believe that our management teams' experience and their understanding of the business will enable us to continue to take advantage of both current and future market opportunities.

2. Growing Domestic Economy

India is moving as developed country from developing country now. The GDP rate of India is also higher as compared to the other countries. It forecast more demand for our products and there will be a huge expansion of disposable incomes and our main products will have huge demand.

3. Quality Assurance and Standards

Our Company, an ISO 9001:2015 certified company, believes in the quality in our manufacturing systems and process and products. We are committed to deliver the good quality components in proper manner at all steps of the manufacturing chain from procurement materials to dispatch. The quality checks ensure that no defective products reached to the customers and ensure reduced process rejection. Our dedicated internal quality control team ensures the compliance with good manufacturing systems and practices. We give prime focus to providing quality components to our customers and follows high quality standards.

4. Need of Clients and Locational Advantages

We have high level of knowledge about the needs of the customers, resulting from continuous two-way communication between our representatives and customers. We carefully cover the needs of each and every customer. We make them aware of all available options and provide them with a competent advice enabling them to take an informed business decision. Our aim is to earn customer's trust and confidence through personal attention, passion for what we do and commitment to long lasting relationship.

Our manufacturing facility is presently situated in 182/1, Vaiginim Vaddo, Nachinalo, Bardez, Goa-403 508. It is well connected by road to all our customers.

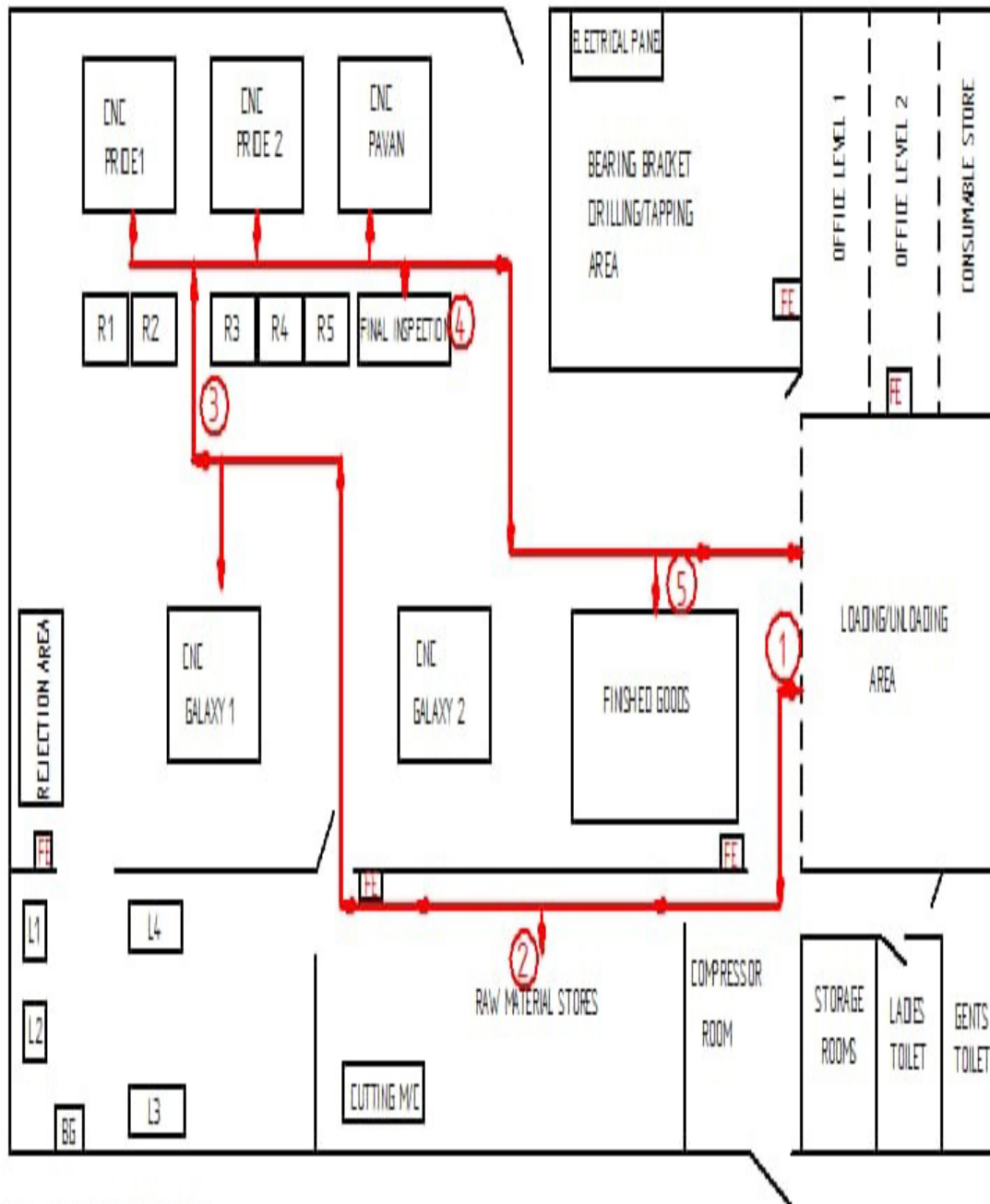
5. Cordial relationships with our suppliers

We have cordial relationship with our suppliers for supply of materials, which we believe provides us with the competitive advantage of effective and timely sourcing of raw materials. We also believe effective sourcing of materials ensures timely delivery of our products to our customers, thereby enhancing the value provided to our customers.

6. Fully integrated manufacturing facility

We carry on all our manufacturing activities in-house and there is no substantial dependence on job-work or external manufacturing. Our manufacturing facility is mainly headed by Mr. Desiderio Misquita (2 year of experience in same industry) and is a fully integrated and self-sufficient facility. All infrastructure facilities like water, fuel, power and human resources have posed no hurdles till date. All the equipment required for manufacturing the products are in place. We have one manufacturing facility located at 182/1, Vauginnim Vaddo, Nachinalo, Bardez, Goa-403 508.

PROCESS FLOW CHART



FE - FIRE EXTINGUISHER L - LATHE R - ROM

PRODUCT PORTFOLIO

	<p>Ultra Cast Iron Bearing Sleeve used in Front Loading washing machines of four different sizes, said to be the heart of every washing machine, is machined by us within 10 microns bore accuracy, 30 microns concentricity between both bearing bores and surface finish of 1.6uRa.</p>
	<p>Old Model Bearing Sleeves, made of Cast Iron, now being supplied as spares in 2 variants of 40 lts and 34 lts used for Front Loading Washing Machines. Bore Tolerance is total 30 microns.</p>
	<p>Adjuster Bush made of Aluminium Alloy, 2 nos used in each 2 Ft Microwave Antenna.</p>
	<p>Adjuster Boss made of Aluminium alloy used for 2 Ft Microwave Antennas, 1 no used per Antenna.</p>
	<p>Spacer of Aluminium Alloy 1 no used for each 2 Ft Micro wave Antenna.</p>
	<p>Washer assemblies used for Base Station Antennas, each antenna uses between 6 to 8 washer asslys. They are of 4 different models.</p>

	<p>Drive Screws, of different sizes made of stainless steel supplied for remote controlled movement of base station antennas.</p>
	<p>Booms used in Telecom Industry made of Aluminium Alloy of various lengths and diameters based on the frequency required, speciality if Diameter control in 20 microns, Circularity control in 15 microns and Perpendicularity control in 20 microns.</p>
	<p>ODE, DE Terminal Box, Bearing Cover and Adaptor made of Cast Iron, supplied for Flame retardant Motors used in Petrol pumps.</p>

OUR BUSINESS STRATEGIES



Misquita Engineering Limited

Our business strategies are to grow our business by increasing the scale and reliability of our business and building trust with our clients. Our strategy will be to focus on capitalizing on our core strengths and expanding the operations of our business. The following are the key strategies of Our Company for its business:

1. Improving Operational Efficiencies

Our Company makes continuous efforts to improve efficiencies to achieve cost reductions so that we can be competitive in market. We believe that we can achieve the same by gaining economies of scale in our operations and continuous research and development. Our operating team including senior management adopts good practices in line with industry standards across our trading facilities.

We will continue to invest in increasing our operational efficiency throughout the organization. We are addressing the increase in operational output through continuous process improvement, quality check and technology development. Our employees are regularly motivated to increase efficiency with error free exercise.

2. Work with existing suppliers

Instead of finding new suppliers, we support our existing suppliers. It helps us to save the time in the procurement phase of the raw material.

3. Expand geographical reach

Our Company seek to expand and enhance our presence in our existing business segments by identifying markets where we can provide cost-effective and quality materials to prospective consumers. We seek to capitalize on our existing experience, established contracts with suppliers and entering into the new products considering the local working conditions.

4. Strengthening Our Company

Our Company to invest in developing and enhancing recognition of Our Company, through continuous efforts, communication and promotional initiatives such as participation in industry events, public relations and investor relations efforts. This will help us to maintain and improve our reach. We believe that our branding exercise will enhance the recall value and trust in the minds of our customers and will help in increasing demand of our products.

5. To build up a professional organization

We believe in transparency, commitments and co-ordinations in our work, with our suppliers and customers. We have a blend of experiences and sufficient staff for taking care of our day to day operations. We also consult with external agencies on a case to case basis on technical and financial aspects of our business. We wish to make it sounder and stronger in time to come.

6. Training of our employees

Our Company believe that the successful implementation of our business and growth strategies depends on our employee's commitment to our vision. We also believe that to sustain our future growth, we need to continue to train and empower our employees. As we expand our business into other geographical region, our ability to successful train our existing and new employees will play a crucial role.

LAND AND PROPERTIES

Our Registered Office, Corporate Office and Work Unit are situated at 182/1, Ghar Bhat, Vaiginim Vaddo, Nachinol, Bardez, Goa-403508.

Taken on the rent by our company

Sr No.	Name of the Licensor	Location of the property	Date of the Agreement	Rent P.M. (Amount in ₹)	Period of Agreement
1	Thomas C. Avinash Misquita and Ms Gail Lucia Misquita	182/1, Ghar Bhat, Vaiginim Vaddo, Nachinol, Bardez, Goa-403508	December 5, 2014	Rent Free	15 Years

AWARDS AND RECOGNITIONS

Our Company believes in adding value to its customers enabling supplies at very competitive costs to its customers. All this resulted in our company being awarded by IFB Industries Limited.

- “Silver Supplier Award” in FY 2013-14
- the “Diamond Award” in FY 2014-15 which is the incidentally the Highest award given to Suppliers by M/S I.F.B. Industries Ltd for Excellence in Quality, Cost, Delivery, Response and Satisfaction (QCDRS) Ratings among more than 150 suppliers to the Company Worldwide including from Germany, South Korea, China etc.
- The “Best Supplier of Castings and Machined Parts” as well as Best Quality Processes in FY 2016-2017 and
- The Best Supplier of Cast Machined Parts in FY 2017-2018.

INTELLECTUAL PROPERTY RIGHTS

Our Company confirms that no applications have been made by the company nor has it registered any type of intellectual property including trademarks/copyrights/patents etc.

QUALITY ASSURANCE

We have implemented quality assurance management systems and procedures that are aimed at ensuring consistency in the standard of our products and services across various products categories. Our facilities operate in strict accordance with ISO certifications. Our products are rigorously inspected, tested and certified for quality, in-house. We continue to strive to upgrade and meet our customer’s requirements, to have edge over competitors and to deliver quality products which give customer satisfaction. We invest in upgrading our equipment and technology and add new equipment from time to time. We believe that with whom we are associated, deals with high quality and reliability.

HEALTH, SAFETY AND ENVIRONMENT

We are committed to health and safety of our employees and protection of the environment. Our goal is to provide an injury and accident free work environment by applying leading safety management systems.

COLLABORATIONS AND JOINT VENTURES

Our Company has not entered into any collaboration agreements as on date of this Prospectus.

COMPETITION

Our Company faces competition from established Indian and International Establishments. Our Company intend to continue competing vigorously to capture more market share and manage our growth in an optimal way. Some of

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our competitors have greater financial, marketing, sales and other resources than our company do. However, we expect that our commitment to quality, cost, past record of timely delivery, response and customer satisfaction as well as transparency will provide to our company with an edge over our competitors. Further our company believes that competitiveness also depends on several factors which includes our geographical location close to our Customers changing business framework, competitive price, established relationship with customers, brand recognition etc work in our favour.

EXPORT AND EXPORT OBLIGATIONS

As on the date of filling of this Prospectus, Our Company does not have any export obligations.

MARKETING AND DISTRIBUTION STRATEGY

Our success lies in the strength of our relationship with our customers who have been associated with Our Company for a long period. Our team through their relevant experience and under the guidance of an experienced management able to provide best services to the customers within stipulated time. The Senior Management is actively involved in managing client relationships and business development through targeted interaction with multiple contacts at different levels. Our Company also has panel of the industry experts acting as the advisors of efficiently organizing and managing project work.

We intend to focus on following marketing strategies:

- a) Focus on existing markets and increasing our customer base.
- b) Emphasizing on Services with Value Added.
- c) Efficient delivery of goods to attain customer satisfaction.

LIST OF CUSTOMERS AND SUPPLIERS

TOP 5 CUSTOMERS

1. IFB Industries Ltd
2. Vignesh Polymers
3. Andrew Telecommunications (I) Pvt Ltd
4. Varnada Industries
5. Crompton Greaves Ltd.

TOP 5 SUPPLIERS

1. Steelcon Impex Pvt Ltd
2. Lotus Tapes Pvt Ltd
3. Aldhatu
4. Jyoti Founders
5. Taizhou City W Tools Mfg Co Ltd.

LIST OF PLANT AND MACHINERY

- S.P.M (IFB Property)
- Stabilizer
- CNC Turning Centre
- Radial Drilling Machine
- Hydraulic Tapping Machine
- Bench Grinder
- Hydraulic Lathe

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- Lathe
- Air-Compressor
- Angle Grinder
- Portable Drilling Machine
- CNC Turning Centre
- Stabiliser
- CNC Turning Centre
- Air-Compressor
- Cutting Machine (Andrew Property)
- Ultrasonic cleaning m/c
- Compressor

CAPACITY AND CAPACITY UTILISATION

Product Name	Installed	Actual			Projected		
		2016-2017	2017-2018	2018-2019	2019-2020	2020-2021	2021-2022
Bearing Sleeves- Ultra CI Sleeves	5,75,000	3,64,340	4,31,714	3,95,670	4,50,000	5,00,000	5,50,000
Flame retardant motors	7,000	6,843	2,957	1,251	500	500	500
Aluminium Alloy Parts Adjuster Bush and Boss, Spacer, Washer Asslys and Booms as well as Stainless Steel drive screws	7,00,000	NIL	78,793	3,82,958	5,00,000	6,00,000	7,00,000

END USERS

Our products form part of the manufacturing industry and are mainly sold to the clients operating in the manufacturing sector specially in the manufacturing of Washing Machines.

UTILITIES AND INFRASTRUCTURE FACILITIES
Infrastructure Facilities

Our Manufacturing Facility cum Registered Office and Corporate Office situated at Goa and is well equipped with computer system, internet connectivity, other communication equipment, security and other facilities which are required for our business operations to function smoothly. Our manufacturing facility is well equipped with requisite utilities and infrastructure facilities which also include the following basis requirements such as:

Power

The registered office and manufacturing facility of our company meets its power requirements by purchasing the electricity from Government of Goa.

Water

Misquita Engineering Limited

Water is a key and indispensable resources requirement in our manufacturing process. Our Company has made adequate arrangements to meet its water requirements. Water requirements at our manufacturing facilities is met through Government supply.

INSURANCE DETAILS

The following are the details of the insurance policy obtained by our company:

Sr No.	Name of the Insured	Name of the Insurer	Policy No.	Description	Property Assets Insured	Validity Period	Sum Insured (₹)	Premium (₹)
1	Misquita Engineering Limited	Bajaj Allianz General Insurance Company Ltd	OG-19-1718-4001-00000992	Standard Fire and Special Perils and Addons	Lathe Machine	November 10, 2018 to November 09, 2019	19,65,808	2,717
2	Misquita Engineering Private Limited	Bajaj Allianz General Insurance Company Ltd	P11712508	General Insurance	Vehicle	May 11, 2019 to May 10, 2020	NA	4,656
3	Misquita Engineering Limited	Bajaj Allianz General Insurance Company Ltd	OG-19-1718-4008-00000132	Standard Fire and Special Perils and Addons	Stock	October 17, 2018 to October 16, 2019	40,00,000	2,816
4	Misquita Engineering Private Limited	Bajaj Allianz General Insurance Company Ltd	OG-20-1718-4001-00000088	Standard Fire and Special Perils Policy	Plant and Machinery	May 21, 2019 to May 20, 2020.	14,73,829	2,521
5	Misquita Engineering Limited	Reliance General Insurance Co. Ltd	PIRG18011423	General Insurance	Vehicle	December 14, 2018 to December 13, 2019	28,67,120	55,105
6	Misquita Engineering Limited	Bajaj Allianz General Insurance Company Ltd	OG-19-1718-4001-00001178	Standard Fire and Special Perils Policy	Plant and Machinery	January 12, 2019 to January 11, 2020	14,28,826	1,956

HUMAN RESOURCE

We believe that our employees are key contributors to the success of our business. We focus on attracting and retaining of best possible talent. We in our company always take care of our employees with a feeling that they are part of a family. This attribute helps employees with a sense of brotherhood for the management which ultimately produces exemplary results for the entire organization. Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. Our work processes and skilled, semi-skilled and unskilled resources together with our management team have enabled us to implement our growth plans.

Our Company believes that the human resources are a very important part of its strengths and hence ensures that all facilities like EPFO, ESIC, Annual/Performance Bonus, Leave Entitlement, Gratuity and other facilities, uniforms, safety equipments is provided to all staff as applicable. Housing facility is available for outstation employees. Our Company maintains a strict policy of not employing any individual below the age of 18 years.

As on the month of July 2019, there are 15 employees and 11 contract labourers. The following is the employees' structure of Our Company:

Name of the Department	No. of Employees
Management	4
Works Manager	1
Production Supervisor	1
Quality	3
Operation	2
Purchase	1
Human Resource and Admin	3
Total	15

KEY INDUSTRY REGULATIONS AND POLICIES

Except as otherwise specified in this Prospectus, the Companies Act, 1956 / the Companies Act, 2013, we are subject to a number of central and state legislations which regulate substantive and procedural aspects of our business. Additionally, our operations require sanctions from the concerned authorities, under the relevant Central and State legislations and local bye-laws. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business as a player in business of manufacturing and Job Work of Engineering components industry. Taxation statutes such as the I.T. Act, and applicable Labour laws, environmental laws, contractual laws, intellectual property laws as the case may be, apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The regulations set out below may not be exhaustive, and are only intended to provide general information to Applicants and is neither designed nor intended to be a substitute for professional legal advice.

APPROVALS

For the purpose of the business undertaken by our Company, our Company is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled “**Government and Other Statutory Approvals**” beginning on page number 167 of this Prospectus.

APPLICABLE LAWS AND REGULATIONS**BUSINESS/TRADE RELATED LAWS/REGULATIONS****The Micro, Small and Medium Enterprises Development Act, 2006**

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the Micro, Small and Medium Enterprises Development Act, 2006 is enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951 as “micro enterprise”, where the investment in plant and machinery does not exceed twenty-five lakh rupees; “Small enterprise”, where the investment in plant and machinery is more than twenty-five lakh rupees but does not exceed five crore rupees; or a medium enterprise , where the investment in plant and machinery is more than five crore but does not exceed ten crore rupees and in the case of the enterprise engaged in the services, “Micro – enterprise” , where the investment in equipment does not exceed ten lakh rupees, “Small Enterprise” where the investment in equipment is more than ten lakh rupees but does not exceed two crore rupees, or “ Medium Enterprise” where the investment in equipment is more than two crore rupees but does not exceed five crore rupees.

Legal Metrology Act, 2009(“L.M. Act”)

The Legal Metrology Act, 2009 governs the standards/units/denominations used for weights and measures as well as for goods which are sold or distributed by weight, measure or number. It also states that any transaction/contract relating to goods/class of goods shall be as per the weight/measurement/numbers prescribed by the L.M. Act. Moreover, the L.M. Act prohibits any person from quoting any price, issuing a price list, cash memo or other document, in relation to goods or things, otherwise than in accordance with the provisions of the L.M. Act. The specifications with respect to the exact denomination of the weight of goods to be considered in transactions are contained in the Rules made by each State. The Act also provides Legal Metrology (General) Rules, 2011, which may be followed for due compliance, if the respective State does not provide for Rules in this regard. State of Maharashtra has prescribed the Maharashtra Legal Metrology (Enforcement) Rules, 2011 for due compliance.

Bureau of Indian Standards Act, 2016 (the “BIS Act”)

BIS Act was notified on March 22, 2016 and came into effect from October 12, 2017. The BIS Act establishes the Bureau of Indian Standards (BIS) as the National Standards Body of India. The BIS Act has enabling provisions for the Government to bring under compulsory certification regime any goods or article of any scheduled industry, process, system or service which it considers necessary in the public interest or for the protection of human, animal or plant health, safety of the environment, or prevention of unfair trade practices, or national security. The BIS Act also allows multiple type of simplified conformity assessment schemes including self-declaration of conformity against a standard which will give simplified options to manufacturers to adhere to the standards and get certificate of conformity. The BIS Act enables the Central Government to appoint any authority/agency, in addition to the BIS, to verify the conformity of products and services to a standard and issue certificate of conformity. Further, there is also a provision for repair or recall, including product liability of the products bearing standard mark but not conforming to the relevant Indian Standard.

INDUSTRIAL POLICY OF RELEVANT STATE**The Goa Industrial Policy**

The policy document strives to achieve overall economic growth of the State through accelerated industrial development. The policy document focuses on the creation of sustainable employment opportunities for the people of the State. This will be achieved by providing industry an access to high quality infrastructure, extending institutional support, technology upgradation, deregulating the business environment for an efficient, proactive and transparent administrative framework and catalyzing the entrepreneurial as well as creative capabilities of the human resources and providing market support.

The policy document aims at ensuring a facilitative regime that explores and unleashes the energies of the private sector to create an environment in which industry, both existing and new, can prosper.

ANTI-TRUST LAWS**Competition Act, 2002**

An act to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect interest of consumer and to ensure freedom of trade in India. The act deals with prohibition of agreements and Anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act.

The prima facie duty of the commission is to eliminate practices having adverse effect on competition, promote and sustain competition, protect interest of consumer and ensure freedom of trade. The commission shall issue notice to show cause to the parties to combination calling upon them to respond within 30 days in case it is of the opinion that there has been an appreciable adverse effect on competition in India. In case a person fails to comply with the directions of the Commission and Director General he shall be punishable with a fine which may exceed to ₹ 1 lakh for each day during such failure subject to maximum of Rupees One Crore.

GENERAL CORPORATE COMPLIANCE**The Companies Act 1956 and the Companies Act, 2013 and amendments thereof**

The consolidation and amendment in the law relating to the Companies Act, 1956 made way to the enactment of the Companies Act, 2013. The Companies Act 1956 is still applicable to the extent not repealed and the Companies Act, 2013 is applicable to the extent notified. The act deals with incorporation of companies and the procedure for

Misquita Engineering Limited

incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the act. The provision of this act shall apply to all the companies incorporated either under this act or under any other previous law. It shall also apply to banking companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force. A company can be formed by seven or more persons in case of public company and by two or more persons in case of private company. A company can even be formed by one person i.e., a One Person Company. The provisions relating to forming and allied procedures of One Person Company are mentioned in the act.

Further, Schedule V (read with sections 196 and 197), Part I lays down the conditions to be fulfilled for the appointment of a managing or whole-time director or manager. It provides the list of acts under which if a person is prosecuted, he cannot be appointed as the director or Managing Director or Manager of the firm. The provisions relating to remuneration of the director's payable by the companies is under Part II of the said schedule.

EMPLOYMENT AND LABOUR LAWS

Employees' Provident Funds and Miscellaneous Provisions Act, 1952 ("the EPF Act") and the Employees Provident Fund Scheme, 1952

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees' provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees Provident Scheme, 1952.

Employees Deposit Linked Insurance Scheme, 1976

The scheme shall be administered by the Central Board constituted under section 5A of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under Section 8A of the act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer's contribution and also Central Government's contribution to the insurance fund shall be credited to an account called as "Deposit-Linked Insurance Fund Account."

The Employees' Pension Scheme, 1995

Family pension in relation to this act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this act. Every employee who is member of EPF or PF has an option of the joining scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the entire employee who is member of the fund.

Employees' State Insurance Act, 1948 (the "ESI Act")

It is an act to provide for certain benefits to employees in case of sickness, maternity and 'employment injury' and to make provision for certain other matters in relation thereto. It shall apply to all factories (including factories belonging to the Government) other than seasonal factories. Provided that nothing contained in this sub-section shall apply to a factory or establishment belonging to or under the control of the Government whose employees are

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otherwise in receipt of benefits substantially similar or superior to the benefits provided under this Act. The ESI Act requires all the employees of the establishments to which this Act applies to be insured in the manner provided there under. Employer and employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the Employee State Insurance department.

Minimum Wages Act, 1948 (“MWA”)

The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Under the MWA, every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, manual or clerical (including out-workers) in any employment listed in the schedule to the MWA, in respect of which minimum rates of wages have been fixed or revised under the MWA. Construction of Buildings, Roads, and Runways are scheduled employments. It prescribes penalties for non-compliance by employers for payment of the wages thus fixed.

Maternity Benefit Act, 1961

The Maternity Benefit Act, 1961 provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months’ notice shall apply any of the provisions of this act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

Equal Remuneration Act, 1979

The Equal Remuneration Act 1979 provides for payment of equal remuneration to men and women workers and for prevention discrimination, on the ground of sex, against female employees in the matters of employment and for matters connected therewith. The act was enacted with the aim of state to provide Equal Pay and Equal Work as envisaged under Article 39 of the Constitution.

Child Labour Prohibition and Regulation Act, 1986

The Child Labour Prohibition and Regulation Act 1986 prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Employment of Child Labour in our industry is prohibited as per Part B (Processes) of the Schedule.

Trade Union Act, 1926 and Trade Union (Amendment) Act, 2001

Provisions of the Trade Union Act, 1926 provides that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which is connected with the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union has to be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013

In order to curb the rise in sexual harassment of women at workplace, this act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms sexual harassment and

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workplace are both defined in the act. Every employer should also constitute an “Internal Complaints Committee” and every officer and member of the company shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organising awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979

This Act has been enacted with an aim to regulate the employment of inter-state migrant workmen and to provide for their conditions of service. It is applicable to every establishment employing five or more inter-state migrant workmen or having employed in the past twelve months and to every contractor who employs or who employed five or more inter-state migrant workmen in the past twelve months. Every Principal Employer of the establishment employing inter-state migrant workmen has to make an application for the registration of the establishment in the prescribed manner and time. Also, a contractor employing inter-state migrant workmen has to obtain a license for the same from the licensing officer appointed for the purpose by the Central or the state Government. The license is valid only for a specified period and requires to be renewed at its expiry. The Act levies some duties on the principal employer and the contractor. The contractor has to provide for adequate wages, medical facilities and other benefits while it is the responsibility of the principal employer to provide for the displacement allowance and journey allowance to the workmen.

TAX RELATED LEGISLATIONS

Value Added Tax (“VAT”)

VAT is a system of multi-point Levy on each of the purchases in the supply chain with the facility of set-off input tax on sales whereby tax is paid at the stage of purchase of goods by a trader and on purchase of raw materials by a manufacturer. VAT is based on the value addition of goods, and the related VAT Liability of the dealer is calculated by deducting input tax credit for tax collected on the sales during a particular period. VAT is a consumption tax applicable to all commercial activities involving the production and distribution of goods and the provisions of services, and each state that has introduced VAT has its own VAT Act, under which, persons Liable to pay VAT must register and obtain a registration number from Sales Tax Officer of the respective State.

Note: The VAT Act now has been replaced by the Goods and Service Tax (GST) Act, 2017

Service Tax

Chapter V of the Finance Act, 1994 as amended, provides for the levy of a service tax in respect of ‘taxable services’, as specified in entry 39 defined therein. The service provider of taxable services is required to collect service tax from the recipient of such services and pay such tax to the Government. Every person who is liable to pay this service tax must register himself with the appropriate authorities. According to Rule 6 of the Service Tax Rules, every assessee is required to pay service tax in TR 6 challan by the 5th / 6th of the month immediately following the month to which it relates. Further, under Rule 7 (1) of Service Tax Rules, the Company is required to file a half yearly return in Form ST 3 by the 25th of the month immediately following the half year to which the return relates.

Note: The Service Tax now has been replaced by the Goods and Service Tax (GST) Act, 2017

Central Sales Tax Act, 1956 (“CST”)

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The main object of this act is to formulate principles for determining (a) when a sale or purchase takes place in the course of trade or commerce (b) when a sale or purchase takes place outside a State (c) when a sale or purchase takes place in the course of imports into or export from India, to provide for levy, collection and distribution of taxes on sales of goods in the course of trade or commerce, to declare certain goods to be of special importance trade or commerce and specify the restrictions and conditions to which State Laws imposing taxes on sale or purchase of such goods of special importance (called as declared goods) shall be subject. CST Act imposes the tax on interstate sales and states the principles and restrictions as per the powers conferred by Constitution.

Note: The CST Act now has been replaced by the Goods and Service Tax (GST) Act, 2017

Customs Act, 1962

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods i.e. bringing into India from a place outside India or at the time of export of goods i.e. taking out of India to a place outside India. Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code). Imported goods in India attract basic customs duty, additional customs duty and education cess. The rates of basic customs duty are specified under the Customs Tariff Act 1975. Customs duty is calculated on the transaction value of the goods. Customs duties are administrated by Central Board of Excise and Customs under the Ministry of Finance.

The Central Excise Act, 1944

The Central Excise Act, 1944 (“Central Excise Act”) consolidates and amends the law relating to Central Duties of Excise on goods manufactured or produced in India. Excisable goods under the Act means goods specified in the Schedule to the Central Excise Tariff Act, 1985 as being subject to duty of excise. Factory means any premises, including the precincts thereof, wherein or in any part of which excisable goods are manufactured, or wherein or in any part of which any manufacturing process connected with the production of these goods being carried on or is ordinarily carried out. Under the Act a duty of excise is levied on all excisable goods, which are produced or manufactured in India as and at the rates, set forth in the First Schedule to the Central Excise Tariff Act, 1985.

Note: The Central Excise Act now has been replaced by the Goods and Service Tax (GST) Act, 2017

Goods and Service Tax (GST)

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by Centre on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination-based consumption tax GST would be a dual GST with the centre and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder. It replaces following indirect taxes and duties at the central and state levels:

Central Excise Duty, Duties of Excise (Medicinal and Toilet Preparations), additional duties on excise – goods of special importance, textiles and textile products, commonly known as CVD – special additional duty of customs, service tax, central and state surcharges and cesses relating to supply of goods and services, state VAT, Central Sales Tax, Luxury Tax, Entry Tax (all forms), Entertainment and Amusement Tax (except when levied by local bodies), taxes on advertisements, purchase tax, taxes on lotteries, betting and gambling.

It is applicable on all goods except for alcohol for human consumption and five petroleum products.

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Taxpayers with an aggregate turnover of ₹ 20 Lakh would be exempt from tax. The exemption threshold for special category of states like North-East shall be ₹ 10 Lakh. Small taxpayers with an aggregate turnover in preceding financial year upto ₹ 75 Lakh (50 Lakh in case of special category states) may opt for composition levy. Under GST, goods and services are taxed at the following rates, 0%, 5%, 12% and 18%. There is a special rate of 0.25% on rough precious and semi-precious stones and 3% on gold. In addition, a cess of 15% or other rates on top of 28% GST applies on few items like aerated drinks, luxury cars and tobacco products.

Export and supplies to SEZ shall be treated as zero-rated supplies. Import of goods and services would be treated as inter-state supplies. Every person liable to take registration under these Acts shall do so within a period of 30 days from the date on which he becomes liable to registration. The Central/State authority shall issue the registration certificate upon receipt of application. The Certificate shall contain fifteen-digit registration number known as Goods and Service Tax Identification Number (GSTIN). In case a person has multiple business verticals in multiple location in a state, a separate application will be made for registration of each and every location. The registered assessee are then required to pay GST as per the rules applicable thereon and file the appropriate returns as applicable thereon.

OTHER LAWS

Goa, Daman and Diu Shops and Establishment Act, 1975

The Act regulates the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

ENVIRONMENTAL LEGISLATIONS

The Environment Protection Act, 1986 ("Environment Protection Act")

The purpose of the Environment Protection Act is to act as an "umbrella" legislation designed to provide a frame work for Central government co-ordination of the activities of various central and state authorities established under previous laws. The Environment Protection Act authorizes the central government to protect and improve environmental quality, control and reduce pollution from all sources, and prohibit or restrict the setting and /or operation of any industrial facility on environmental grounds. The Act prohibits persons carrying on business, operation or process from discharging or emitting any environmental pollutant in excess of such standards as may be prescribed. Where the discharge of any environmental pollutant in excess of the prescribed standards occurs or is apprehended to occur due to any accident or other unforeseen act, the person responsible for such discharge and the person in charge of the place at which such discharge occurs or is apprehended to occur is bound to (a) prevent or mitigate the environmental pollution caused as a result of such discharge and should intimate the fact of such occurrence or apprehension of such occurrence; and (b) be bound, if called upon, to render all assistance, to such authorities or agencies as may be prescribed.

Air (Prevention and Control of Pollution) Act, 1981 ("Air Act")

The Air Act was enacted with an objective to protect the environment from smoke and other toxic effluents released in the atmosphere by industries. With a view to curb air pollution, the Air Act has declared several areas as air pollution control area and also prohibits the use of certain types of fuels and appliances. Prior written consent is required of the board constituted under the Air Act, if a person intends to commence an industrial plant in a pollution control area.

Water (Prevention and Control of Pollution) Act, 1974 ("Water Act")

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The Water Act was enacted with an objective to protect the rivers and streams from being polluted by domestic and industrial effluents. The Water Act prohibits the discharge of toxic and poisonous matter in the river and streams without treating the pollutants as per the standard laid down by the Pollution control boards constituted under the Act. A person intending to commence any new industry, operation or process likely to discharge pollutants must obtain prior consent of the board constituted under the Water Act.

The Public Liability Insurance Act, 1991

This Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. A list of hazardous substances covered by the legislation has been enumerated by the Government by way of a notification. The owner or handler is also required to take out an insurance policy insuring against liability under the legislation. The rules made under the Public Liability Act mandate that the employer has to contribute towards the environment relief fund, a sum equal to the premium paid on the insurance policies. The amount is payable to the insurer.

National Environmental Policy, 2006

This Policy seeks to extend the coverage, and fill in gaps that still exist, in light of present knowledge and accumulated experience. This policy was prepared through an intensive process of consultation within the Government and inputs from experts. It does not displace, but builds on the earlier policies. It is a statement of India's commitment to making a positive contribution to international efforts. This is a response to our national commitment to a clean environment, mandated in the Constitution in Articles 48 A and 51 A (g), strengthened by judicial interpretation of Article 21. The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource. Following are the objectives of the National Environmental Policy:

- Conservation of Critical Environmental Resources
- Intra-generational Equity: Livelihood Security for the Poor
- Inter-generational Equity
- Integration of Environmental Concerns in Economic and Social Development
- Efficiency in Environmental Resource Use
- Environmental Governance
- Enhancement of resources for Environmental Conservation

INTELLECTUAL PROPERTY LEGISLATIONS

In general, the Intellectual Property Rights includes but is not limited to the following enactments:

- The Patents Act, 1970
- Indian Copyright Act, 1957
- The Trade Marks Act, 1999

Indian Patents Act, 1970

A patent is an intellectual property right relating to inventions and is the grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling, importing the patented product or process producing that product. The term invention means a new product or process involving an inventive step capable of industrial application.

The Copyright Act, 1957

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Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including, inter alia, rights of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work.

Trade Marks Act, 1999 (“TM Act”)

The Trade Marks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

GENERAL LAWS

Apart from the above list of laws – which is inclusive in nature and not exhaustive - general laws like the Indian Contract Act 1872, Specific Relief Act 1963, Negotiable Instrument Act 1881, The Information Technology Act, 2000, Sale of Goods Act 1930 and Consumer Protection Act 1986 are also applicable to the company.

OTHER LAWS

Foreign Trade (Development and Regulation) Act, 1992

The Development and Regulation of foreign trade by facilitating imports and exports from and to India. The Import-Export Code number and licence to import or export includes a customs clearance permit and any other permission issued or granted under this act. The Export and Import policy, provision for development and regulation of foreign trade shall be made by the Central Government by publishing an order. The Central Government may also appoint Director General of Foreign Trade (“DGFT”) for the purpose of Export-Import Policy formulation.

If any person makes any contravention to any law or commits economic offence or imports/exports in a manner prejudicial to the trade relations of India or to the interest of other person engaged in imports or exports then there shall be no Import Export Code number granted by Director-General to such person and if in case granted shall stand cancelled or suspended. Provision of search and seizure of Code of Criminal Procedure, 1973 shall apply to every search and seizure made under this Act. In case of appeals in a case the order made by the appellate authority shall be considered to be final. The powers of the civil court under Code of Civil Procedure, 1908 shall vest in him.

The EXIM Policy is a set of guidelines and instructions established by the DGFT in matters related to the export and import of goods in India. This policy is regulated under the said act. DGFT is the main governing body in matters related to the EXIM Policy. The Act shall provide development and regulation of foreign trade by facilitating imports into, and augmenting exports from India. Trade Policy is prepared and announced by the Central Government (Ministry of Commerce).

THE FOREIGN DIRECT INVESTMENT

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“FDI”) through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”), has issued consolidated FDI Policy Circular of 2017 (“**FDI Policy 2017**”), which with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2017 will be valid until the DIPP issues an updated circular.

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The Reserve Bank of India (“RBI”) also issues Master Directions Foreign Investment in India and updates at the same from time to time. Presently, FDI in India is being governed by Master Directions on Foreign Investment No. RBI/FED/2017-18/60 FED Master Direction No. 11/2017-18 dated January 4, 2018, as updated from time to time by RBI. In terms of the Master Directions, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including the filing of Form FC-GPR.

Under the current FDI Policy of 2017, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. In case of investment in sectors through Government Route approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2017 has to be obtained by the company.

HISTORY AND CERTAIN OTHER CORPORATE MATTERS

Certain forms and resolutions filed with Registrar of Companies (prior to 2006), bank statements of the Company are not traceable by our Company. With respect to changes in capital structure these include forms and resolutions for increase in authorised share capital, share capital allotment, annual returns, etc. Hence, this chapter is prepared based on the ROC search reports, data provided by management and to the best of information available.

CORPORATE PROFILE AND BRIEF HISTORY

Our Company was originally incorporated as a private limited company under the Companies Act, 1956 in name and style of “Misquita Engineering Private Limited” vide Certificate of Incorporation dated March 04, 1998 bearing Registration Number 24-02537 issued by the Registrar of Companies, Goa, Daman & Diu. Subsequently, our Company was converted into Public Limited Company pursuant to shareholders resolution passed at the Annual General Meeting held on August 29, 2017 and name of our Company was changed to “Misquita Engineering Limited” and fresh Certificate of Incorporation dated October 18, 2017 was issued by Registrar of Companies, Goa. The Corporate Identification number of our Company is U74210GA1998PLC002537.

Our company is engaged in the manufacturing and supply of Metal Machining Components. Our Company is the major component supplier and job worker to a manufacturer of washing machines in the Indian market for Front Loading washers.

For information on our Company’s business profile, activities, services, managerial competence, and customers, refer chapters titled, “**Our Business**”, “**Financial Statements as Restated**”, and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on page 93, 144 and 145 respectively of this Prospectus.

CHANGES IN OUR REGISTERED OFFICE

From	To	Effective Date	Reason	BM/EGM/AGM
LG-22, Gomes Catao Complex, Near Alankar Theatre, Mapusa, Goa – 403507	187/1, Vaiginim Vaddo, Nachinol, Aldona, Goa - 403508	June 27, 2014	Administrative Convenience	BM
187/1, Vaiginim Vaddo, Nachinol, Aldona, Goa - 403508	182/1, Vaiginim Vaddo, Nachinol, Aldona, Goa - 403508	August 01, 2014	Administrative Convenience	BM

MAJOR EVENTS AND MILESTONES

The table below sets forth some of the key events in the history of our Company:

Calendar Year	Event
1998	Incorporation of Company as “Misquita Engineering Private Limited”
2014	Awarded the “Silver Supplier Award” by IFB Industries Limited
2015	Awarded the “Diamond Award” by IFB Industries Limited for Excellence in Quality, Cost, Delivery, Response and Satisfaction (QCDRS) Ratings
2016	Certified ISO 9001:2008 by the Certification Body of TUV SUD South Asia Pvt Ltd
2017	Conversion into public limited as “Misquita Engineering Limited”
2017	Awarded as the “best Supplier of Castings and Machined Parts” by IFB Industries Limited
2018	Certified ISO 9001:2015 by the Certification Body of TUV SUD South Asia Pvt Ltd

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2018	Awarded as the “best Supplier of Castings and Machined Parts” by IFB Industries Limited
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MAIN OBJECTS OF OUR COMPANY

The main objects of our Company to be pursued by the company are: -

1. *To carry on business of engineers, founders smiths, metal workers, machinists and ship and mill wrights, and manufacturers and patentees such patents as the company may in the discretion of its directors acquire and to enter into contracts in relation to, and to erect, construct, alter, repair, demolish and restore (either alone or jointly with, or as subcontractors for, any other companies or persons) works of all descriptions, including wharves, docks, piers, railways, waterways, roads, bridges, warehouses, factories, mills, engines, machinery, boilers, railway locomotives, carriages and wagons, ships and vessels of every description, gas works power stations, waterworks, drainage and sewage works, and building and installations of every description.*

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF OUR COMPANY SINCE INCORPORATION

The following changes have been made in the Memorandum of Association of our Company since inception:

Date of Shareholders’ Resolution	Nature of Amendment
February 20, 2017	Alteration of existing Clause V (Capital clause) of the Memorandum of Association by Subdividing 5,000 Equity Shares of ₹100.00 each to 50,000 Equity Shares of ₹10.00 each.
February 20, 2017	Alteration of existing Clause V (Capital clause) of the Memorandum of Association by inserting clause V (a) pursuant to increase in the authorized share capital of our Company from ₹5,00,000/- consisting of 50,000 Equity Shares of ₹10.00 each to ₹3,00,00,000/- consisting of 30,00,000 Equity Shares of ₹10.00 each.
August 29, 2017	Change in the name clause from “Misquita Engineering Private Limited” to “Misquita Engineering Limited” pursuant to conversion from private limited company to public limited company.

REVALUATION OF ASSETS

There has been no revaluation of our assets in last 10 years and we have not issued any Equity Shares including bonus shares by capitalizing any revaluation reserves.

INJUNCTIONS OR RESTRAINING ORDER AGAINST OUR COMPANY

There are no injunctions or restraining orders against our Company.

GUARANTEES PROVIDED BY OUR PROMOTERS

Our Promoters have given guarantees to financial institutions in respect of credit facility availed by our company as of the date of this Prospectus.

CHANGES IN THE ACTIVITIES OF OUR COMPANY DURING THE LAST FIVE YEARS

There have been no changes in the activities of our Company during the last five years which may have had a material effect on the profits and loss account of our Company, including discontinuance of lines of business, loss of agencies or markets and similar factors.

DEFAULTS OR RESCHEDULING OF BORROWINGS FROM FINANCIAL INSTITUTIONS/BANKS AND CONVERSION OF LOANS INTO EQUITY

No defaults have been called by any financial institution or bank in relation to borrowings from financial institutions or banks. For details of our financing arrangements, please refer “*Statement of Financial Indebtedness*” on page 160 of this Prospectus. Further, none of our loans have been rescheduled or been converted into Equity Shares.

LOCK OUTS AND STRIKES

There have been no lock outs or strikes at any of the units of our Company.

TIME AND COST OVER RUNS

Our Company has not implemented any projects and has not, therefore, experienced any time or cost overrun in relation thereto.

DETAILS REGARDING ACQUISITION OF BUSINESS/UNDERTAKINGS, MERGERS, AMALGAMATIONS AND REVALUATION OF ASSETS

Our Company has neither acquired any entity, business or undertakings nor undertaken any mergers, amalgamation or revaluation of assets.

HOLDING COMPANY OF OUR COMPANY

As on the date of this Prospectus, our Company does not have a holding Company.

SUBSIDIARY OF OUR COMPANY

As on the date of this Prospectus, our Company does not have a subsidiary Company.

COLLABORATION AGREEMENTS

As on the date of this Prospectus, our Company is not a party to any collaboration agreements.

SHAREHOLDERS’ AGREEMENTS

As on the date of this Prospectus, our Company has not entered into any shareholders’ agreements.

MATERIAL AGREEMENTS

Except as described in this section, we have not entered into any material contract, not being a contract entered into in the ordinary course of business carried on or intended to be carried on by us or contract entered into more than two years before the filing of this Prospectus.

STRATEGIC PARTNERS

As of the date of this Prospectus, our Company does not have any strategic partners.

FINANCIAL PARTNERS



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As on the date of this Prospectus, apart from the various arrangements with bankers and financial institutions which our Company undertakes in the ordinary course of business, our Company does not have any other financial partners.

NUMBER OF SHAREHOLDERS

Our Company has 7(Seven) shareholders on date of this Prospectus.

OUR MANAGEMENT

BOARD OF DIRECTORS

Our Articles of Association require us to have not less than 3 Directors and not more than 15 Directors, subject to the applicable provisions of the Companies Act, 2013. As of the date of this Prospectus, Our Company has 6 (Six) Directors on our Board.

Set forth below are details regarding our Board as on the date of this Prospectus:

Name, Father's/Husband's Name, Age, Designation, Address, Occupation, Nationality, DIN and Term	Date of Appointment/ Reappointment	Other Directorships/Designated Partners
<p>Name: Thomas Constance Avinash Misquita</p> <p>Father's Name: Desiderio Eusebio Misquita</p> <p>Date of Birth: February 11, 1964</p> <p>Age: 55 Years</p> <p>Designation: Chairman and Managing Director</p> <p>Address: House No. 208, Ranoi Aldona, Corjuim Bardez, Goa - 403 508</p> <p>Occupation: Salaried</p> <p>Nationality: Indian</p> <p>DIN: 00060846</p> <p>Term: Appointed as the Managing Director for a period of 3 Years w.e.f August 29, 2017</p>	<p>Designated as Managing Director on August 29, 2017</p> <p>Appointed as Chairman on July 17, 2019</p>	<p><i>Indian public limited companies</i></p> <ul style="list-style-type: none"> • Nil <p><i>Indian private limited companies</i></p> <ul style="list-style-type: none"> • Nil <p><i>Indian Limited Liability Partnerships</i></p> <ul style="list-style-type: none"> • Nil
<p>Name: Gail Lucia Misquita</p> <p>Father's Name: Querobino Ecknar Das Magos Siquera Fernando</p> <p>Date of Birth: December 03, 1967</p> <p>Age: 51 Years</p> <p>Designation: Whole Time Director and Chief Financial Officer</p>	<p>Designated as Whole Time Director on August 29, 2017</p>	<p><i>Indian public limited companies</i></p> <ul style="list-style-type: none"> • Nil <p><i>Indian private limited companies</i></p> <ul style="list-style-type: none"> • Nil <p><i>Indian Limited Liability Partnerships</i></p> <ul style="list-style-type: none"> • Nil

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Name, Father's/Husband's Name, Age, Designation, Address, Occupation, Nationality, DIN and Term	Date of Appointment/ Reappointment	Other Directorships/Designated Partners
<p>Address: House No. 208, Ranoi Aldona, Corjuim Bardez, Goa - 403 508</p> <p>Occupation: Salaried</p> <p>Nationality: Indian</p> <p>DIN: 00060932</p> <p>Term: Appointed as the Whole Time Director for a period of 3 Years w.e.f August 29, 2017</p>		
<p>Name: Silvia Misquita</p> <p>Father's Name:</p> <p>Date of Birth: April 12, 1940</p> <p>Age: 79 Years</p> <p>Designation: Whole Time Director</p> <p>Address: House No. 208, Ranoi Aldona, Corjuim Bardez, Goa - 403 508</p> <p>Occupation: Salaried</p> <p>Nationality: Indian</p> <p>DIN: 00060946</p> <p>Term: Appointed as the Whole Time Director for a period of 3 Years w.e.f August 29, 2017</p>	<p>Designated as Whole Time Director on August 29, 2017</p>	<p>Indian public limited companies</p> <ul style="list-style-type: none"> • Nil <p>Indian private limited companies</p> <ul style="list-style-type: none"> • Nil <p>Indian Limited Liability Partnerships</p> <ul style="list-style-type: none"> • Nil
<p>Name: Ravindra Raghu Mesta</p> <p>Father's Name: Raghu Hovuyya Mesta</p> <p>Date of Birth: November 20, 1984</p> <p>Age: 34 Years</p> <p>Designation: Independent Director</p>	<p>Appointed as Independent Director on August 29, 2017</p>	<p>Indian public limited companies</p> <ul style="list-style-type: none"> • Nil <p>Indian private limited companies</p> <ul style="list-style-type: none"> • Nil <p>Indian Limited Liability Partnerships</p> <ul style="list-style-type: none"> • Nil

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Name, Father's/Husband's Name, Age, Designation, Address, Occupation, Nationality, DIN and Term	Date of Appointment/ Reappointment	Other Directorships/Designated Partners
<p>Address: 31, Ambekhanem Reis-Magos Bardez, North Goa – 403 114 Goa</p> <p>Occupation: Salaried</p> <p>Nationality: Indian</p> <p>DIN: 07794423</p> <p>Term: Appointed as the Independent Director for a period of 5 Years w.e.f August 29, 2017</p>		
<p>Name: Noel Luizinho Quadros</p> <p>Father's Name: Babylon Luizinho Quadros</p> <p>Date of Birth: April 10, 1974</p> <p>Age: 45 Years</p> <p>Designation: Independent Director</p> <p>Address: H No. 315, Bairro Curra Raia Salcete, Goa - 403 720</p> <p>Occupation: Salaried</p> <p>Nationality: Indian</p> <p>DIN: 07794406</p> <p>Term: Appointed as the Independent Director for a period of 5 Years w.e.f August 29, 2017</p>	<p>Appointed as Independent Director on August 29, 2017</p>	<p>Indian public limited companies</p> <ul style="list-style-type: none"> • Nil <p>Indian private limited companies</p> <ul style="list-style-type: none"> • Nil <p>Indian Limited Liability Partnerships</p> <ul style="list-style-type: none"> • Nil
<p>Name: Edgar Maximiano Do Rosario Cotta</p> <p>Father's Name: Eustaquio Cotta</p> <p>Date of Birth: October 13, 1968</p> <p>Age: 50 Years</p> <p>Designation: Independent Director</p>	<p>Appointed as Additional Director on June 25, 2019</p> <p>Regularised as Independent Director on July 29, 2019</p>	<p>Indian public limited companies</p> <ul style="list-style-type: none"> • Mac Hotels Limited <p>Indian private limited companies</p> <ul style="list-style-type: none"> • Hotel Miramar Comfort Pvt Ltd <p>Indian Limited Liability Partnerships</p>

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Name, Father's/Husband's Name, Age, Designation, Address, Occupation, Nationality, DIN and Term	Date of Appointment/ Reappointment	Other Directorships/Designated Partners
Address: Flat 402, Shalon - A, Miramar, Panaji - 403 002, Goa Occupation: Business Nationality: Indian DIN: 00124357 Term: Appointed as the Independent Director for a period of 5 Years w.e.f July 29, 2019		<ul style="list-style-type: none"> • Mac Vacations Global LLP

BRIEF PROFILE OF OUR DIRECTORS
Thomas Constance Avinash Misquita, Promoter, Chairman and Managing Director

Thomas Constance Avinash Misquita, aged 55 Years, is the Promoter and Managing Director of our Company. He has been director of our company since incorporation and has been designated as Managing Director w.e.f. August 29, 2017. He has also been designated as Chairman of the company w.e.f July 17, 2019. He has completed his Bachelor of Engineering (Mechanical) from University of Bombay in 1988. He has experience of more than 20 years in this industry. He is spearheading the company successfully with his marketing skills, immense hard work and dedication. His dynamic leadership and passion for business has accelerated the growth of the company.

Gail Lucia Misquita, Promoter, Promoter, Whole Time Director and Chief Financial Officer

Gail Lucia Misquita, aged 51 Years, was appointed as Director of our Company since incorporation. She is now designated as Whole Time Director and Chief Financial Officer w.e.f August 29, 2017. She has completed her Diploma in Instrumentation from Board of Technical Examinations, Maharashtra State in the year 1988. Currently, she looks after the Finance and Administration division of our Company.

Silvia Misquita, Whole Time Director

Silvia Misquita, aged 79 Years, was appointed as Director of our Company since incorporation. She is now designated as Whole Time Director w.e.f August 29, 2017. She has cleared her Higher Secondary from St. Thomas Girls High School, Aldona, Goa. Currently, she looks after the Administration division of our Company.

Ravindra Raghu Mesta, Independent Director

Ravindra Raghu Mesta, aged 34 years, is the Independent Director of our company from August 29, 2017. He is a Commerce Graduate from Goa University. He has cleared the Professional Competence Examination held by the Institute of Chartered Accountants of India in 2012. He has an experience of around 10 years in the field of Accounting, Auditing, taxation and Insurance.

Noel Luizinho Quadros, Independent Director

Noel Luizinho Quadros, aged 45 years, is the Independent Director of our company from August 29, 2017. He has cleared Bachelor of Business Administration from the Newport University of California, USA. He has also cleared

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Diploma in Production Engineering from the Board of Technical Examinations, Goa. He has an experience of more than 25 years in the field of manufacturing and assembly lines of motors and parts used for washing machines, horizontal and vertical die casting machines, etc. He had worked as Work Manager for the plant at Crompton Greaves Limited and as Executive in Manufacturing at IFB Industries Limited. He is currently working as Business Head at CosmeCosta and Associates.

Edgar Maximiano Do Rosario Cotta, Independent Director

Edgar Maximiano Do Rosario Cotta, aged 50 Years is an Independent Director of our Company. He has completed his Masters in Arts from Karnatak University. He is currently Promoter & Director of Mac Hotels Limited and has an experience of around 25 years in Hotel Industry.

CONFIRMATIONS

- None of the Directors of our Company are related to each other as per section 2(77) of the Companies Act, 2013, except as follows:

Si No	Name of Director	Name of Director	Relationship
1.	Thomas Constance Avinash Misquita	Gail Lucia Misquita	Husband-Wife
2.	Thomas Constance Avinash Misquita	Silvia Misquita	Son-Mother
3.	Silvia Misquita	Gail Lucia Misquita	Mother in Law – Son’s Wife

- There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Directors were selected as a Director or member of senior management.
- There are no service contracts entered into by the Directors with our Company providing for benefits upon termination of employment.
- None of our Directors are on the RBI List of willful defaulters as on date of this Prospectus.
- None of our Directors are a fugitive economic offender.
- None of our Director is or was a director of any listed Company during the last five years preceding the date of this Prospectus, whose shares have been or were suspended from being traded on the Stock Exchange(s), during the term of their directorship in such Company.
- None of our Director is or was a director of any listed Company which has been or was delisted from any stock exchange during the term of their directorship in such Company.
- None of the Promoter, Persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other Company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

REMUNERATION/COMPENSATION TO OUR DIRECTORS

Except as mentioned below, no other current Directors have received remuneration during the last financial year ended on March 31, 2019:

(₹ in Lakh)

Si No	Name of Director	Remuneration paid
1.	Thomas Constance Avinash Misquita	18.05

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Sl No	Name of Director	Remuneration paid
2.	Gail Lucia Misquita	9.05
3.	Silvia Misquita	9.05

TERMS AND CONDITIONS OF EMPLOYMENT OF OUR MANAGING DIRECTOR AND WHOLE TIME DIRECTOR
Thomas Constance Avinash Misquita

Thomas Constance Avinash Misquita is the Promoter and Managing Director of our Company. He has been appointed as Managing Director of our Company on August 05, 2017 and vide shareholders' resolution dated August 29, 2017 for a period of three years commencing from August 29, 2017 and has been designated as Chairman on July 17, 2019. The terms and conditions of his employment are as follows:

Salary	Pay Scale of ₹75,000/- to ₹5,00,000/- per month subject to the approval of the Board
Perquisites	Nil
Reimbursement of Expenses	Reimbursement of actual entertainment expenses, expenses incurred for travelling, boarding and lodging; and provision to use cars for the Company's business and fuel expenses, insurance premium or other out of pocket expenses incurred in course of the official duties shall be reimbursed at actual and not considered as perquisites

Gail Lucia Misquita

Gail Lucia Misquita is the Promoter and Whole Time Director of our Company. She has been appointed as Whole Time Director of our Company on August 05, 2017 and vide shareholders' resolution dated August 29, 2017 for a period of three years commencing from August 29, 2017. The terms and conditions of her employment are as follows:

Salary	Pay Scale of ₹75,000/- to ₹5,00,000/- per month subject to the approval of the Board
Perquisites	Nil
Reimbursement of Expenses	Reimbursement of actual entertainment expenses, expenses incurred for travelling, boarding and lodging; and provision to use cars for the Company's business and fuel expenses, insurance premium or other out of pocket expenses incurred in course of the official duties shall be reimbursed at actual and not considered as perquisites

Silvia Misquita

Silvia Misquita is the Whole Time Director of our Company. She has been appointed as Whole Time Director of our Company on August 05, 2017 and vide shareholders' resolution dated August 29, 2017 for a period of three years commencing from August 29, 2017. The terms and conditions of her employment are as follows:

Salary	Pay Scale of ₹75,000/- to ₹5,00,000/- per month subject to the approval of the Board
Perquisites	Nil
Reimbursement of Expenses	Reimbursement of actual entertainment expenses, expenses incurred for travelling, boarding and lodging; and provision to use cars for the Company's business and fuel expenses, insurance premium or other out of pocket expenses incurred in course of the official duties shall be reimbursed at actual and not considered as perquisites

SITTING FEES

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Other Non-Executive Directors and Independent Directors of the Company may be paid sitting fees, commission and any other amounts as may be decided by our Board in accordance with the provisions of the Articles of Association, the Companies Act, 2013 and other applicable laws and regulations.

BORROWING POWERS OF OUR BOARD

Our Articles of Association, subject to applicable law, authorize our Board to raise or borrow money or secure the payment of any sum of money for the purposes of our Company. Pursuant to a resolution passed by our shareholders at their meeting held on August 29, 2017, our shareholders have authorized our Board to borrow any sum of money from time to time notwithstanding that the sum or sums so borrowed together with the monies, if any, already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the paid up capital and free reserves of the Company provided such amount does not exceed ₹200 crore in excess of its paid up capital and free reserves which may have not been set apart for any purpose.

SHAREHOLDING OF DIRECTORS IN OUR COMPANY

Our Articles of Association do not require our Directors to hold qualification shares. As on date of this Prospectus, our Directors hold the following number of Equity Shares of our Company:

Name of Directors	Number of Equity Shares Held (Pre-Issue)	Percentage of pre-Issue capital
Thomas Constance Avinash Misquita	15,49,900	68.88
Gail Lucia Misquita	3,00,000	13.34
Silvia Misquita	100	0.02
Total	18,50,000	82.24

INTEREST OF OUR DIRECTORS

Interest in promotion of Our Company

Our Directors, Thomas Constance Avinash Misquita and Gail Lucia Misquita may be deemed to be interested in the promotion of our company to the extent of the Equity Shares held by them and also to the extent of any dividend payable to them and other distributions in respect of the Equity Shares held by them. For further details, refer to chapters titled "***Our Promoters and Promoter Group***" and "***Related Party Transactions***" beginning on page 137 and 142 of this Prospectus.

Interest in the property of Our Company

Except as stated in the heading titled "***Land and Properties***" under the chapter titled "***Our Business***" beginning on page 93 and chapter titled "***Related Party Transactions***" on page 142 of the Prospectus, our Directors have not entered into any contract, agreement or arrangements within a period of 2 (two) years preceding the date of Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them. Further our Directors do not have any interest in any immovable property to be acquired by the Company except otherwise disclosed in the heading titled "***Land and Properties***" under the chapter titled "***Our Business***" beginning on page 93 of the Prospectus.

Interest as Member of our Company

As on date of this Prospectus, our Directors together holds 18,50,000 Equity Shares i.e. 82.24% of the pre-issue paid up Equity Share capital of our Company. Therefore, our Directors are interested to the extent of their respective shareholding and the dividend declared and other distributions, if any, by our Company.

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Interest as Creditor of our Company

As on the date of this Prospectus, except as stated in the chapter titled “***Statement of Financial Indebtedness***” and heading titled “***Related Party Transactions***” under chapter titled “***Financial Statements as Restated***”, our Company has not availed loans from Directors of our Company.

Interest in the business of Our Company

Further, save and except as stated otherwise in the chapter titled “***Financial Statements as Restated***” of this Prospectus, our Directors do not have any other interests in our Company as on the date of this Prospectus. Our Directors are not interested in the appointment of Underwriters, Registrar and Bankers to the Issue or any such intermediaries registered with SEBI.

Interest as Directors of Our Company

Our Chairman, Managing Director and Whole Time Directors may be interested to the extent of remuneration paid to them, respectively for services rendered as a Directors of our Company and reimbursement of expenses payable to them. For details please refer “***Terms and conditions of employment of our Managing Director and Whole Time Director***” above. Further, all our Non-Executive and Independent Directors may be interested to the extent of fees payable to them and/or the commission payable to them for attending meetings of the Board of Directors or a committee thereof. The Independent Directors are paid sitting fees for attending the meetings of the Board and committees of the Board and may be regarded as interested to the extent of such sitting fees and reimbursement of other expenses payable to them as per their terms of appointment.

Interest as Key Managerial Personnel of our Company

Thomas Constance Avinash Misquita, Promoter and Managing Director, Gail Lucia Misquita, Whole Time Director & Chief Financial Officer and Silvia Misquita, Whole Time Director of the Company are the Key Managerial Personnels of the Company and may be deemed to be interested to the extent of remuneration or benefits to which they are entitled to as per their terms of appointment, reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of agreement entered into with our Company, if any and AoA of our Company and to the extent of Equity Shares held by them in our Company. They may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of such Equity Shares. Other than as disclosed above, no other Director is interested as Key Managerial Personnel of the Company. For further details, please refer to heading titled “***Related Party Transactions***” under chapter titled “***Financial Statements as Restated***” beginning on page 144 of this Prospectus.

Interest in transactions involving acquisition of land

Our Directors are not currently interested in any transaction with our Company involving acquisition of land. Except as stated/referred to under the heading titled “***Land and Properties***” under chapter titled “***Our Business***” beginning on page 93 of this Prospectus, our Directors have not entered into any contract, agreement or arrangements in relation to acquisition of property, since incorporation in which the Directors are interested directly or indirectly and no payments have been made to them in respect of these contracts, agreements or arrangements or are proposed to be made to them.

Other Interests

Except as stated above, none of the beneficiaries of loans, advances and sundry debtors are related to the Directors of our Company.



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No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested as a member by any person either to induce him to become, or to help him qualify as a Director, or otherwise for services rendered by him or by the firm or company in which he is interested, in connection with the promotion or formation of our Company.

Further, our Directors may be directors on the board, or are members, or are partners, or are trustees of certain Group Entities and may be deemed to be interested to the extent of the payments made by our Company, if any, to such Group Entities. For the payments that are made by our Company to certain Group Entities, please refer “*Financial Statements as Restated*” on page 144 of this Prospectus.

PAYMENT OF BENEFITS

Except to the extent of remuneration payable to the Executive Directors for services rendered to our Company and to the extent of other reimbursement of expenses payable to them as per their terms of appointment, our Company has not paid in the last two years preceding the date of this Prospectus, and does not intend to pay, any amount or benefits to our Directors.

APPOINTMENT OF RELATIVES OF DIRECTORS TO ANY OFFICE OR PLACE OF PROFIT

None of the relatives of our Directors currently hold any office or place of profit in our Company.

BONUS OR PROFIT-SHARING PLAN FOR OUR DIRECTORS

None of our Directors are a party to any bonus or profit-sharing plan.

OUR COMPANY HAS ADOPTED THE FOLLOWING POLICIES

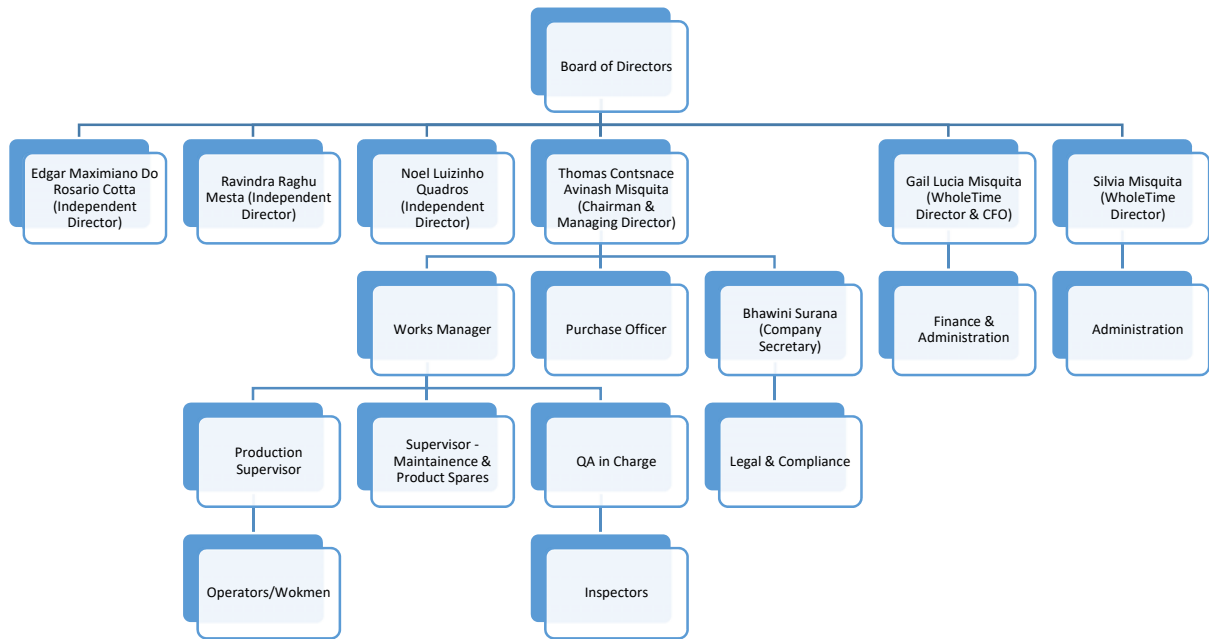
- Code of Conduct for Directors and Senior Management
- Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information
- Whistle Blower Policy & Vigil Mechanism
- Related Party Transaction Policy
- Policy for Preservation of Documents & Archival of Documents
- Policy for Prevention of Sexual Harassment
- Policy for Materiality for Disclosure of Events to Stock Exchange

CHANGES IN OUR BOARD DURING THE LAST THREE YEARS

Except as disclosed below, there have been no changes in our Board during the last three years.

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Name	Date of event	Nature of Event	Reason
Thomas Consatnce Avinash Misquita	August 29, 2017	Change in Designation	Appointed as Managing Director
Gail Lucia Misquita	August 29, 2017	Change in Designation	Appointed as Whole Time Director
Silvia Misquita	August 29, 2017	Change in Designation	Appointed as Whole Time Director
Ravindra Raghu Mesta	August 29, 2017	Appointment	Appointed as Independent Director
Noel Luizinho Quadros	August 29, 2017	Appointment	Appointed as Independent Director
Durgadas Narayan Prabhugaonkar	August 29, 2017	Appointment	Appointed as Independent Director
Durgadas Narayan Prabhugaonkar	April 29, 2019	Resignation	Resignation due to Death of the Director
Edgar Maximiano Do Rosario Cotta	June 25, 2019	Appointment	Appointed as Additional Director
Edgar Maximiano Do Rosario Cotta	July 29, 2019	Appointment	Regularised as Independent Director

ORGANISATION STRUCTURE

CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act, 2013 with respect to corporate governance, provisions of the SEBI Listing Regulations will also be complied with the extent applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchange.

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, including Regulations, in respect of corporate governance including constitution of the Board and Committees thereof. The Corporate governance framework is based on an effective Independent Board, the Board's Supervisory role from the executive management team and constitution of the Board Committees, as required under law.

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The Board functions either as a full board or through the various committees constituted to oversee specific operational areas.

As on the date of this Prospectus, there are four Directors on our Board out of two are Independent Directors. Our Company is in compliance with the corporate governance norms prescribed under the Companies Act, 2013, particularly, in relation to appointment of Independent Directors to our Board and constitution of Board-level committees.

Our Company undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations, the Equity Listing Agreements and the Companies Act, 2013.

COMMITTEES OF OUR BOARD

The following committees have been constituted in terms of the Companies Act, 2013

- a. Audit Committee
- b. Stakeholders' Relationship and Investor Grievance Committee
- c. Nomination and Remuneration Committee

Audit Committee

Our Company has constituted an audit committee ("**Audit Committee**"), as per section 177 of the Companies Act 2013 vide resolution passed at the meeting of the Board of Directors held on July 17, 2019.

The committee presently comprises the following three (3) directors:

Name of Director	Status in Committee	Nature of Directorship
Ravindra Raghu Mesta	Chairman	Independent Director
Noel Luizinho Quadros	Member	Independent Director
Edgar Maximiano Do Rosario Cotta	Member	Independent Director

The Company Secretary of the Company shall act as the Secretary of the Audit Committee.

Set forth below are the scope, functions and the terms of reference of our Audit Committee in accordance with Section 177 of the Companies Act, 2013.

Powers of Audit Committee

The Audit Committee shall have powers, including the following:

- i. To investigate any activity within its terms of reference;
- ii. To seek information from any employee;
- iii. To obtain outside legal or other professional advice; and
- iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of Audit Committee

The role of the Audit Committee shall include the following:

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- i) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- ii) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- iii) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- iv) Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions; g. Qualifications in the draft audit report.
- v) Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- vi) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- vii) Review and monitor the auditor's independence and performance, and effectiveness of audit process.
- viii) Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
- ix) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- x) Discussion with internal auditors any significant findings and follow up there on.
- xi) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- xii) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- xiii) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- xiv) To review the functioning of the Whistle Blower mechanism, if any.
- xv) Approval of appointment of CFO (or the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background,

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etc. of the candidate.

- xvi) Approval or any subsequent modification of transactions with related parties.
- xvii) Scrutiny of inter-corporate loans and investments.
- xviii) Valuation of undertakings or assets of the Company, whenever necessary.
- xix) Evaluation of internal financial controls and risk management systems.
- xx) Review of management discussion and analysis report, management letters issued by the statutory auditors, etc.
- xxi) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Further, the Audit Committee shall mandatorily review the following information:

- i) Management discussion and analysis of financial condition and results of operations;
- ii) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- iii) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- iv) Internal audit reports relating to internal control weaknesses; and
- v) The appointment, removal and terms of remuneration of the Chief internal auditor, Peer Review Auditor, if any.

Meetings of Audit Committee

The Audit Committee shall meet at least four times in a year, and not more than four months shall elapse between two meetings. The quorum shall be two members present, or one-third of the members, whichever is greater, provided that there should be a minimum of two independent members present.

Stakeholders’ Relationship and Investor Grievance Committee

Our Company has constituted a shareholder / investors grievance committee “*Stakeholders’ Relationship and Investor Grievance Committee*” to redress complaints of the shareholders. The Stakeholders’ Relationship and Investor Grievance Committee was constituted vide resolution passed at the meeting of the Board of Directors held on July 17, 2019.

The Stakeholders’ Relationship and Investor Grievance Committee comprises:

Name of Director	Status in Committee	Nature of Directorship
Noel Luizinho Quadros	Chairman	Independent Director
Ravindra Raghu Mesta	Member	Independent Director
Edgar Maximiano Do Rosario Cotta	Member	Independent Director

The Company Secretary of the Company shall act as the Secretary of the Stakeholders’ Relationship and Investor Grievance Committee.

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The Stakeholders Relationship and Investor Grievance Committee shall oversee all matters pertaining to investors of our Company. The scope and function of the Stakeholders' Relationship and Investor Grievance Committee and its terms of reference shall include the following:

Tenure

The Stakeholder's Relationship and Investor Grievance Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholder's Relationship and Investor Grievance Committee as approved by the Board.

Meetings

The Stakeholder's Relationship and Investor Grievance Committee shall meet at least four times a year with maximum interval of four months between two meetings and shall report to the Board on quarterly basis regard the status of redressal of complaints received from the shareholders of the Company. The quorum shall be two members present.

Role of the Stakeholders' Relationship and Investor Grievance Committee

The Committee shall consider and resolve grievances of security holders, including but not limited to:

- i) Review statutory compliances relating to all shareholders.
- ii) Resolution of grievances of the shareholders.
- iii) Oversight of compliances in respect of dividend payment and transfer of unclaimed amounts to the IEPF.
- iv) Oversight of the performance of the Registrars and Transfer Agents.
- v) Review of movements in shareholding and ownership structure of the Company.
- vi) Recommend measures for improvement of quality of investor services.
- vii) Conduct a Shareholder Satisfaction Survey to assess shareholders' views.
- viii) Suggest and drive implementation of various shareholder -friendly initiatives.

Nomination and Remuneration Committee

Our Company has constituted a Nomination and Remuneration Committee in accordance section 178 of Companies Act 2013. The constitution of the Nomination and Remuneration Committee was approved by a Meeting of the Board of Directors held on July 17, 2019. The said committee is comprised as under:

The Nomination and Remuneration Committee comprises the following Directors:

Name of Director	Status in Committee	Nature of Directorship
Edgar Maximiano Do Rosario Cotta	Chairman	Independent Director
Noel Luizinho Quadros	Member	Independent Director
Ravindra Raghu Mesta	Member	Independent Director

The Company Secretary of the Company shall act as the Secretary of the Nomination and Remuneration Committee.

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The scope and function of the Committee and its terms of reference shall include the following:

Tenure

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

Meetings

The committee shall meet as and when the need arises for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. Meeting of the Nomination and Remuneration Committee shall be called by at least seven days' notice in advance.

Role of the Nomination and Remuneration Committee not limited to but includes:

1. Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to, the remuneration for directors, KMPs and other employees.
2. Identifying persons who are qualified to become directors and may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal
3. Formulation of criteria for evaluation of performance of independent directors and Board of Directors
4. Devising a policy on diversity of board of directors
5. Deciding on, whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
6. Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
7. Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
8. Decide the amount of Commission payable to the Whole time Director / Managing Directors.
9. Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.
10. To formulate and administer the Employee Stock Option Scheme

POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING

The provisions of Regulation 9 (1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“SEBI PIT Regulations”) will be applicable to our Company immediately upon the listing of its Equity Shares on the SME Platform of BSE. We shall comply with the requirements of the SEBI PIT Regulations on listing of Equity Shares on stock exchanges. Further, Board of Directors at their meeting held on July 17, 2019 have formulated and adopted the code of conduct to regulate, monitor and report trading by its employees and other connected persons.

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Bhawini Surana, Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the board.

OUR KEY MANAGERIAL PERSONNEL

Our Company is managed by our Board of Directors, assisted by qualified and experienced professionals, who are permanent employees of our Company. Given below are the details of the Key Managerial Personnel of our Company as prescribed under the Companies Act, 2013, in addition to Thomas Constance Avinash Misquita, our Managing Director and Gail Lucia Misquita & Silvia Misquita, our Whole Time Directors.

For details of our Managing Director and Whole Time Directors, please refer “*Our Management*” beginning on page 119 of this Prospectus.

Gail Lucia Misquita, Promoter, Whole Time Director and Chief Financial Officer

Ms. Gail Lucia Misquita, aged 51 Years, was appointed as Director of our Company since incorporation. She is now designated as Whole Time Director and Chief Financial Officer w.e.f August 29, 2017. She has completed her Diploma in Instrumentation from Board of Technical Examinations, Maharashtra State in the year 1988. Currently, she looks after the Finance and Administration division of our Company.

Bhawini Surana, Company Secretary and Compliance Officer

Bhawini Surana, aged 28 years is the Company Secretary and Compliance Officer of our Company. She has completed her Bachelor in Commerce from University College of Commerce and Management Studies, Udaipur. She is a qualified Company Secretary and an Associate Member of the Institute of Company Secretaries of India. She has also completed her Legum, Baccalaureus (Bachelor of Laws) from Mohanlal Sukhadia University, Udaipur. She has been appointed as Company Secretary w.e.f February 01, 2019 and Compliance Officer w.e.f July 17, 2019. She looks after the Legal, Secretarial and Compliance Department of our Company.

STATUS OF KEY MANAGERIAL PERSONNEL

All our Key Managerial Personnel are permanent employees of our Company.

NATURE OF FAMILY RELATIONSHIP

None of the above mentioned key managerial personnel are related to each other and neither are they related to our Directors, except as stated below:

Si No	Name of KMP	Name of Director	Relationship
1.	Thomas Constance Avinash Misquita	Gail Lucia Misquita	Husband-Wife
2.	Thomas Constance Avinash Misquita	Silvia Misquita	Son-Mother
3.	Silvia Misquita	Gail Lucia Misquita	Mother in Law – Son’s Wife

SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

As on date of this Prospectus, except as stated below, our Key Managerial Personnel do not hold any number of Equity Shares of our Company

Sl. No.	Name of the KMP	No. of Equity Shares	Percentage of Pre-Issue Capital (%)
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Misquita Engineering Limited

1.	Thomas Constance Avinash Misquita	15,49,900	68.88
2.	Gail Lucia Misquita	3,00,000	13.34
3.	Silvia Misquita	100	0.02
Total		18,50,000	82.24

REMUNERATION/COMPENSATION TO OUR KMPS

Our KMPS has received remuneration during the last financial year ended on March 31, 2019 as per the details below:

(₹ in Lakh)

Si No	Name of KMP	Remuneration paid
1.	Thomas Constance Avinash Misquita	18.05
2.	Gail Lucia Misquita	9.05
3.	Silvia Misquita	9.05
4.	Bhawini Surana	0.28

BONUS OR PROFIT-SHARING PLAN FOR OUR KEY MANAGERIAL PERSONNEL

As on the date of this Prospectus our Company does not have any performance linked bonus or profit-sharing plan with any of our Key Managerial Personnel.

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO KEY MANAGERIAL PERSONNEL

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation as on date of this Prospectus.

LOANS TO KEY MANAGERIAL PERSONNEL

There is no loan outstanding against Key Managerial Personnel as on date of this Prospectus.

INTEREST OF KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel of our Company have interest in our Company to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business and to the extent of Equity Shares held by them in our Company, if any and dividends payable thereon, if any. Except as disclosed in this Prospectus, none of our key managerial personnel have been paid any consideration of any nature from our Company, other than their remuneration. Except as stated in the heading titled “*Related Party Transactions*” under the Section titled “*Financial Statements as Restated*” beginning on page 144 of this Prospectus and described herein above, our key managerial personnel do not have any other interest in the business of our Company.

CHANGES IN KEY MANAGERIAL PERSONNEL IN THE LAST THREE YEARS

For details of changes in our Managing Director and Whole Time Directors during the last three years, see “*Our Management*” page 119 of this Prospectus.

Set forth below are the changes in our Key Managerial Personnel in the last three years immediately preceding the date of this Prospectus:

Name	Designation	Date of Change	Reason
Bhawini Surana	Company Secretary	February 01, 2019	Appointment
Gail Lucia Misquita	Chief Financial Officer	August 29, 2017	Appointment



Misquita Engineering Limited

EMPLOYEES STOCK OPTION SCHEME

Our Company does not have any Employee Stock Option Scheme/ Employee Stock Purchase Scheme as on the date of filing of this Prospectus.

PAYMENT OR BENEFIT TO OFFICERS OF OUR COMPANY

Except as stated in this Prospectus and any statutory payments made by our Company, no non-salary amount or benefit has been paid, in two preceding years, or given or is intended to be paid or given to any of our Company's officers except remuneration of services rendered as Directors, officers or employees of our Company.

Except as stated in the chapter titled "*Financial Statements as Restated*" on page 144 of this Prospectus, none of the beneficiaries of loans and advances and sundry debtors are related to our Company, our Directors, Our Key Managerial Personnel or our Promoter.

ARRANGEMENTS AND UNDERSTANDING WITH MAJOR SHAREHOLDERS

None of our Key Managerial Personnel or Directors has been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others. For more information, please refer chapter titled "*History and Certain Other Corporate Matters*" on page 115 of this Prospectus.

OUR PROMOTERS AND PROMOTER GROUP

Our Company is promoted by Thomas Constance Avinash Misquita and Gail Lucia Misquita. As on the date of this Prospectus, our Promoters hold 18,49,900 Equity Shares representing 82.22% of the pre - issue paid-up Equity Share capital of our Company. For details of the build-up of our Promoters' shareholding in our Company, see "*Capital Structure*" on page 56 of this Prospectus.

BRIEF PROFILE OF OUR INDIVIDUAL PROMOTERS

Mr. Thomas Constance Avinash Misquita



Mr. Thomas Constance Avinash Misquita, aged 55 Years, is the Promoter and Managing Director of our Company. He has been director of our company since incorporation and has been designated as Managing Director w.e.f. August 29, 2017. He has also been designated as Chairman of the company w.e.f July 17, 2019. He has completed his Bachelor of Engineering (Mechanical) from University of Bombay in 1988. He has experience of more than 15 years in this industry. He is spearheading the company successfully with his marketing skills, immense hard work and dedication. His dynamic leadership and passion for business has accelerated the growth of the company.

Date of Birth: February 11, 1964

Nationality: Indian

DIN: 00060846

PAN: ABAPT5972H

Passport No: R1514282


Driving License: GA03 20090146118

Residential Address: House No. 208, Ranoi Aldona, Corjuim Bardez, Goa - 403 508

Name of Bank & Bank Account No.: HDFC Bank Ltd & 02022100000045

Other ventures promoted by him: N.A.

For a complete profile of Mr. Thomas Constance Avinash Misquita i.e., his educational qualifications, experience, positions / posts held in the past and other directorships and special achievements, please refer "*Our Management*" on page 119 of this Prospectus.

	<p>Ms. Gail Lucia Misquita, aged 51 Years, was appointed as Director of our Company since incorporation. She is now designated as Whole Time Director and Chief Financial Officer w.e.f August 29, 2017. She has completed her Diploma in Instrumentation from Board of Technical Examinations, Maharashtra State in the year 1988. Currently, she looks after the Finance and Administration division of our Company.</p> <p>Date of Birth: December 03, 1967</p> <p>Nationality: Indian</p> <p>DIN: 00060932</p> <p>PAN: ACRPM3184G</p> <p>Passport No: R1514285</p> <p>Driving License: GA03 20090046391</p> <p>Residential Address: House No. 208, Ranoi Aldona, Corjuim Bardez, Goa - 403 508</p> <p>Name of Bank & Bank Account No.: HDFC Bank Ltd & 02021930003152</p> <p>Other ventures promoted by her: N.A.</p> <p>For a complete profile of Ms. Gail Lucia Misquita i.e., her educational qualifications, experience, positions / posts held in the past and other directorships and special achievements, please refer “Our Management” on page 119 of this Prospectus.</p>
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We confirm that the PAN, Passport and bank account number of our Promoters will be submitted to the Stock Exchange where the Equity Shares are proposed to be listed at the time of filing this Prospectus.

INTEREST OF OUR PROMOTERS

Our Promoters are interested in our Company to the extent that they have promoted our Company and to the extent of their respective Equity shareholding in our Company and any dividend distribution that may be made by our Company in the future. For details pertaining to our Promoters’ shareholding, please refer “**Capital Structure**” on page 56 of this Prospectus.

Our Promoters are not interested as a member of a firm or company, and no sum has been paid or agreed to be paid to our Promoters or to such firm or company in cash or otherwise by any person for services rendered by our Promoters or by such firm or company in connection with the promotion or formation of our Company.

Our Promoters are also the Directors of our Company and may be deemed to be interested to the extent of remuneration and/ or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of the agreements entered into with our Company, if any and AoA of



Misquita Engineering Limited

our Company. For details refer to the chapter titled “***Our Management***”, “***Financial Statements as Restated***” and “***Capital Structure***” beginning on pages 119, 144 and 56 respectively of this Prospectus.

Except as mentioned in the chapter titled “***Our Business***” under “***Land & Properties***”, our Promoters do not have any other interest in any property acquired or proposed to be acquired by our Company in a period of two years before filing of this Prospectus or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

For details of related party transactions entered into by our Company during last financial year with our Promoters and Group Entities, the nature of transactions and the cumulative value of transactions, see “***Related Party Transactions***” on page no 142 of this Prospectus.

Further, our Promoters have given personal guarantees, respectively, towards financial facilities availed from Bankers of our Company; therefore, are interested to the extent of the said guarantees.

Further, our promoter, Thomas Constance Avinash Misquita has also extended unsecured loan amounting to ₹ 0.39 Lakh as on March 31, 2019 and is therefore, interested to the extent of the said loan.

Further, none of our Promoters have given material guarantees to the third party (ies) with respect to the specified securities of the Company.

PAYMENT OF BENEFIT TO PROMOTERS

Except as stated above in “***Our Management***” and in “***Financial Statements as Restated***” on pages 119 and 144 there has been no payment of benefits to our Promoters, members of our Promoter Group and Group Entities, during the two years preceding the filing of this Prospectus.

LITIGATION INVOLVING OUR PROMOTERS

For details relating to legal proceedings involving the Promoters, please refer “***Outstanding Litigations and Material Developments***” on page 163 of this Prospectus.

COMMON PURSUITS

Other than as disclosed in the chapter titled “***Group Entities of our Company***” beginning on page 141 of this Prospectus, our Promoters do not have any interest in any venture that is involved in any activities similar to those conducted by our Company.

CONFIRMATIONS

- Our Company, our individual Promoters and members of the promoter group are not Willful Defaulters and there are no violations of securities laws committed by our Promoter in the past and no proceedings for violation of securities laws are pending against them.
- None of our Promoters are a Fugitive Economic Offender.
- Our Promoters and members of the Promoter Group have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.
- Our Promoters are not and have never been Promoter, directors or persons in control of any other Company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Misquita Engineering Limited

- Except as disclosed in “**Outstanding Litigations and Material Developments**” on page 163 of this Prospectus, there is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority during the last five years preceding the date of the Issue against our Promoters.
- Except as disclosed in “**Financial Statements as Restated**” on page 144 of this Prospectus, our Promoters are not related to any of the sundry debtors or are not beneficiary of Loans and Advances given by/to our Company.

RELATIONSHIP OF OUR PROMOTERS WITH OUR DIRECTORS

Except as stated below, none of our Promoters are related to any of our Company’s Directors within the meaning of Section 2 (77) of the Companies Act, 2013.

Si No	Name of Promoters	Directors	Relationship
1.	Thomas Constance Avinash Misquita	Gail Lucia Misquita	Husband-Wife
2.	Thomas Constance Avinash Misquita	Silvia Misquita	Son-Mother
3.	Gail Lucia Misquita	Silvia Misquita	Mother in Law – Son’s Wife

COMPANIES WITH WHICH OUR PROMOTERS HAVE DISASSOCIATED IN THE LAST THREE YEARS

Nil

OUR PROMOTER GROUP

Our Promoter Group in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 is as under:

A. Natural Persons who form part of our Promoter Group:

Relationship	Thomas Constance Avinash Misquita	Gail Lucia Misquita
Father	Late Desiderio E Misquita	Querobino Ecknar Das Magos Siquera Fernando
Mother	Silvia Misquita	Phylis Sybel D Souza E Siquera
Spouse	Gail Lucia Misquita	Thomas Constance AVinash Misquita
Brother(s)	-	Late Savio Sequeira
Sister(s)	Sushila Tellis Christine Choy Anita Gomes Pereira	Greta Fonseca Late Gracy Sequeira
Son(s)	Desiderio Anthony Misquita	Desiderio Misquita
Daughter(s)	Deanne Silvia Sybel Misquita Delia Misquita Denise Misquita	Deanne Misquita Delia Misquita Denise Misquita
Spouse Father	Querobino Ecknar Das Magos Siquera Fernando	Late Desiderio E Misquita
Spouse Mother	Phylis Sybel D Souza E Siquera	Silvia Misquita
Spouse Brother(s)	Late Savio Sequeira	-
Spouse Sister(s)	Greta Fonseca Late Gracy Sequeira	Sushila Tellis Christine Choy Anita Gomes Pereira

B. Entities forming part of the Promoter Group:

Nil



Misquita Engineering Limited

GROUP ENTITIES OF OUR COMPANY

In accordance with the provisions of the SEBI (ICDR) Regulations, for the purpose of identification of “Group Companies”, our Company has considered companies as covered under the applicable accounting standards, i.e. Accounting Standard 18 issued by the Institute of Chartered Accountants of India and such other companies as considered material by our Board. Pursuant to a resolution dated July 17, 2019 there are no other companies, which are considered material by board which required disclosure under ICDR Regulation.

Based on the above, there is no Group Company of our Company.



Misquita Engineering Limited

RELATED PARTY TRANSACTIONS

For details on Related Party Transactions of our Company, please refer *Annexure - XXVIII* to section titled "*Financial Statements as Restated*" beginning on page 144 of this Prospectus.



DIVIDEND POLICY

Under the Companies Act, 2013, an Indian company pays dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders. Under the Companies Act, 2013 dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both.

Our Company does not have a formal dividend policy. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion. Our Company has not paid any dividend for the last five years.

Dividends are payable within 30 days of approval by the Equity Shareholders at the annual general meeting of our company and in case of interim dividend within 30 days of declaration by the Board of Directors. When dividend are declared, all the Equity Shareholders whose name appear in the register of members of our company as on the “record date” are entitled to be paid the dividend declared by our company. Any Equity shareholders who ceases to be an Equity Shareholder prior to the recorded date, or who becomes an Equity Shareholder after the record date, will not be entitled to the dividend declared by our company.



Misquita Engineering Limited

SECTION IX: FINANCIAL INFORMATION

FINANCIAL STATEMENTS AS RESTATED

Sl. No.	Particulars	Page No.
1	Restated Financial Statements	F-1 to F-36

**SECTION VI – FINANCIAL STATEMENTS
FINANCIAL STATEMENTS AS RE-STATE
(REVISED)**

**Independent Auditor’s Report for the Restated Financial Statements (Revised)
of
MISQUITA ENGINEERING LIMITED**

Auditor’s Report on the Restated Statement of Assets and Liabilities as at March 31, 2019, 2018 and 2017 Profit and Loss and Cash Flows for each of the years ended on March 31, 2019, 2018 and 2017 of Misquita Engineering Limited (collectively, the “Restated Summary Statements”)

To
The Board of Directors, Misquita
Engineering Limited
182/1 Vaiginim Vaddo
Nachinol
Aldona
North Goa
GOA- 403508

Dear Sir,

1. We have examined the attached Restated Statements of Assets and Liabilities of Misquita Engineering Limited (the “Company”) along with significant accounting policies and related notes as at and for the each of the years ended March 31, 2019, 2018 and 2017 annexed to this report and prepared by the Company for the purpose of inclusion in the Offer Document (collectively the “**Restated Summary Statements**” or “**Restated Financial Statements**”). These Restated Summary Statements have been prepared by the company and approved by the Board of Directors of the company in connection with the Initial its proposed Initial Public Offering (“IPO”) on the SME Platform of BSE Limited.

2. These Restated Summary Statements have been prepared in accordance with the requirements of: (i) (i) Section

26 of Part I of Chapter III to the Companies Act, 2013 (“the Act”) read with Companies (Prospectus and Allotment of Securities) Rules 2014;

(ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (“**ICDR Regulations**”) issued by the Securities and Exchange Board of India (“**SEBI**”) in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time;

(iii) In terms of Schedule VIII, Clause IX (9) of the SEBI (ICDR) Regulations, 2018 and other provisions relating to accounts of Misquita Engineering Limited, we, Gupta Agarwal & Associates, Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the Peer Review Board of the ICAI.

(iv) The terms of reference to our engagements with the Company requesting us to carry out the assignment, in connection with the Draft Prospectus/Prospectus being issued by the Company for its proposed IPO of equity shares on SME Platform of BSE Limited.; and

(v) The Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India ("Guidance Note").

3. The Restated Summary Statements of the Company have been extracted by the management from the Audited Financial Statements of the Company for the financial years ended on March 31, 2019, 2018, 2017.

4. We have examined the accompanied 'Restated Statement of Profit and Loss' (Annexure – II) for the year ended 31st March, 2019, 2018 and 2017 and the 'Restated Statement of Assets and Liabilities' (Annexure – I) as on those date, forming Part of the 'Financial Information' dealt with by this Report, detailed below. Both read together with the Significant Accounting Policies (Annexure – IV) thereon, which are the responsibility of the Company's management. The information has been extracted from the financial statements for the year ended on 31st March, 2019 audited by us, being the Statutory Auditors of the Company and from the financial statements for the year ended on 31st March, 2018 and 2017 audited by Neeru Agnihotri & Associates for the respective years and approved by the Board of Directors.

Based on our examination, we further report that:

- a) The Restated Statement of Assets and Liabilities of the Company for the year ended 31st March, 2019, 2018, 2017 examined by us, as set out in Annexure I to this examination report are after making adjustments and regrouping as in our opinion were appropriate and more fully described in the statement of significant accounting policies in Annexure IV.
- b) The Restated Statement of Profit and Loss of the Company for the year ended 31st March, 2019, 2018, 2017 examined by us, as set out in Annexure II to this examination report are after making adjustments and regrouping as in our opinion were appropriate and more fully described in the statement of significant accounting policies in Annexure IV.
- c) The Restated Statement of Cash Flows of the Company for the year ended 31st March, 2019, 2018, 2017 examined by us, as set out in Annexure III to this examination report are after making adjustments and regrouping as in our opinion were appropriate and more fully described in the statement of significant accounting policies in Annexure IV.
- d) The Restated Financial Statements have been made after incorporating adjustments for :
 - i. The changes, if any, in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all the reporting period /years.
 - ii. Prior period and other material amounts in the respective financial years to which they relate. e) Such

Financial statements do not require any corrective adjustments on account of :

- i. Other remarks/comments in the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub - section (4A) of section 227 of the act, on financial statements of the company as at and for the period ended March 31, 2019.
- ii. Extra-ordinary items that need to be disclosed separately in the accounts requiring adjustments.

iii. There are no Auditor's Qualifications for the financial year ended March 31, 2019, 2018 and 2017 which would require adjustments in the Restated Financial Statements of the Company.

We have also examined the following Financial Information relating to the Company, which is based on the Restated Financial Statements and approved by the Board of Directors of the Company and annexed to this report, is proposed to be included in the Offer Document: We have also examined the following financial information ("Other Financial Information") proposed to be included in the offer document prepared by the management and approved by the board of directors of the company and annexed to this report:

- Statement of Share Capital, as restated (Annexure - V)
- Statement of Reserves & Surplus, as restated (Annexure - VI)
- Statement of Long-Term Borrowings, as restated (Annexure- VII)
- Statement of Short-Term Borrowings, as restated (Annexure- VIII)
- Statement of Trade Payables, as restated (Annexure- IX)
- Statement of Other Current Liabilities, as restated (Annexure- X)
- Statement of Short-Term Provision, as restated (Annexure- XI)
- Statement of Fixed Assets, as restated (Annexure- XII)
- Statement of Deferred Tax Assets (Net), as restated (Annexure- XIII)
- Statement of Current Investments, as restated (Annexure – XIV)
- Statement of Inventories, as restated (Annexure – XV)
- Statement of Trade Receivables, as restated (Annexure - XVI)
- Statement of Cash and Cash Equivalents, as restated (Annexure - XVII)
- Statement of Short-Term Loans and Advances, as restated (Annexure – XVIII)
- Statement of Other Current Assets, as restated (Annexure - XIX)
- Statement of Revenue from Operations, as restated (Annexure – XX)
- Statement of Other Income, as restated (Annexure – XXI)
- Statement of Cost of Material Consumed, as restated (Annexure – XXII)
- Statement of Changes in Inventories of Finished Goods, as restated (Annexure – XXIII)
- Statement of Employee Benefit Expenses, as restated (Annexure – XXIV)
- Statement of Finance Cost, as restated (Annexure – XXV)
- Statement of Depreciation and Amortization Expense, as restated (Annexure – XXVI)
- Statement of Other Expense, as restated (Annexure – XXVII)
- Statement of Related Party Transactions, as restated (Annexure – XXVIII)
- Statement of Capitalisation, as restated (Annexure – XXIX)
- Statement of Tax Shelter, as restated (Annexure – XXX)
- Statement of Other Financial Information, as restated (Annexure – XXXI)
- Statement of Reconciliation of Restated profit after tax, as restated (Annexure – XXXII)
- Statement of Reconciliation of Restated Equity/Net Worth, as restated (Annexure – XXXIII)
- Statement of Contingent Liabilities, as restated (Annexure – XXXIV)

In our opinion, the Restated Financial Statements and the other Financial Information set forth in Annexure I to XXXIV read with the significant accounting policies and notes to the restated financial statements have been prepared in accordance with section 26 of Companies Act, 2013 and the SEBI Regulations and the Guidance Note on the reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI).

Consequently, the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As a result of these regrouping and adjustments, the amount reported in the financial information may not necessarily be the same as those appearing in the respective audited financial statements for the relevant years.

This report should not in any way construed as a reissuance or redrafting of any of the previous audit report issued by us nor should this report be construed as new opinion on any of the financial statement referred to therein.

We have no responsibility to update our report for events and circumstances occurring after the date of the report.

This report is intended solely for your information and for inclusion in the Offer document in connection with the Company's proposed IPO of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For Gupta Agarwal & Associates

Chartered Accountants

Firm's Registration No. 329001E

Jay Shanker Gupta

Partner

Membership No. 059535

Date: September 05, 2019

Place: Kolkata

ANNEXURE - I			
RESTATED SUMMARY STATEMENT OF ASSET AND LIABILITIES			(Rs. In Lakh)
Particulars	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
I. EQUITY AND			
LIABILITIES Shareholders'			
Funds	225.00	225.00	225.00
Share Capital	159.27	118.15	92.90
Reserve And Surplus (excluding Revaluation Reserves, if any)	177.99	146.61	55.21
Non Current Liabilities	105.12	94.21	46.26
Long-term Borrowings	97.80	130.95	95.50
Current Liabilities	32.74	23.29	12.35
Short-term Borrowings	1.99	1.33	1.55
Total	799.91	739.56	529.55
II. Asset			
Non Current Asset			
Fixed Asset			
(i) Tangible Asset	77.77	102.65	30.74
(ii) Capital Work-In- Progress	58.39	-	-
Deferred tax	4.82	2.53	2.33
Asset (Net) Current Asset			
Current Investment	199.75	389.04	294.78
Inventories	99.90	53.56	17.86
Trade Receivables	106.45	59.24	139.28
Cash and Cash Equivalents	2.61	1.54	0.35
Short-term Loan and Advances	249.94	129.53	44.21
Other Current	0.29	1.46	-
Total	799.91	739.56	529.55

Note:-

The above statement should be read with the significant accounting policies (Annexure IV) and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure I, II and III.

**As per our report attached of even
date For Gupta Agarwal & Associates
Chartered Accountants
FRN: 329001E**

**Jay Shanker Gupta
(Partner)
Mem No: 059535
Date : 05/09/2019
Place : Kolkata**

ANNEXURE - II			
RESTATED SUMMARY STATEMENT OF PROFIT AND LOSS			(Rs. In Lakh)
Particulars	For the year ending on 31.03.2019	For the year ending on 31.03.2018	For the year ending on 31.03.2017
Revenue from Operations	720.29	634.41	540.25
Other Income	40.41	42.94	37.01
Total Revenue	760.70	677.35	577.26
Expenses:			
Cost of Material Consumed	635.64	516.00	394.46
Changes in inventories of finished goods	(71.66)	(8.32)	19.36
Employee Benefits Expenses	59.20	58.52	67.23
Finance Costs	31.71	21.73	18.27
Depreciation and Amortization Expense	24.86	15.70	7.27
Other Expenses	28.90	46.43	48.49
Total Expenses	708.64	650.06	555.08
Profit before exceptional and extraordinary items and tax (A-B)	52.05	27.29	22.18
Exceptional/Prior Period items	-	-	-
Profit before extraordinary items and tax	52.05	27.29	22.18
Extraordinary items	-	-	-
Profit Before Tax	52.05	27.29	22.18
Provision for Tax			
- Current Tax	11.0	3.59	6.44
- Deferred Tax Liability / (Asset)	1	(0.20)	(0.75)
- MAT Credit	(2.29)	(1.46)	
Short/(Excess) Tax adjustment of prior years	1.21	0.10	-
Restated profit after tax for the period from continuing operations	42.12	25.26	15.71
Profit/(Loss) from Discontinuing operations	-	-	-
Tax expenses of discontinuing operations	-	-	-
Restated profit for the period	42.12	25.26	15.71

Note: -

The above statement should be read with the significant accounting policies (Annexure IV) and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure I, II and III.

As per our report attached of even date For Gupta Agarwal & Associates Chartered Accountants FRN: 329001E

Jay Shanker Gupta (Partner)

Mem No: 059535
Date : 05/09/2019
Place : Kolkata

ANNEXURE -III			
RESTATED SUMMARY STATEMENT OF CASH FLOW		(Rs. In Lakh)	
Particulars	For the Year Ended on		
	31.03.2019	31.03.2018	31.03.2017
CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before tax	52.05	27.29	22.18
Adjustment for:			
Add: Depreciation	24.86	15.70	7.27
Add: Interest Expenses	31.71	21.73	18.27
Less Interest Income	(3.21)	(4.60)	(12.45)
Operating profit before working capital changes	105.41	60.12	35.27
Adjustment for:			
(Increase)/Decrease in Trade Receivable	(47.21)	80.04	(2.19)
(Increase)/Decrease in Current Investment	189.29	(94.26)	(150.28)
(Increase)/Decrease in Inventories	(46.34)	(35.70)	19.30
(Increase)/Decrease in Short-term Loan and Advances (Increase)/Decrease in Other Current	(119.38)	(76.17)	(13.97)
Asset Increase/(Decrease) in Trade Payables	(0.04)	-	-
Asset Increase/(Decrease) in Trade Payables	(33.15)	35.46	4.84
Increase/(Decrease) in Provisions	0.66	(0.33)	1.36
Increase/(Decrease) in Other Current Liabilities	9.44	10.94	8.03
Increase/(Decrease) in Short-term Borrowings	10.90	47.95	(107.35)
Net Adjustments	(35.81)	(31.78)	(240.26)
Cash generated from / (used in) operations	69.60	28.34	(204.99)
Income Tax Paid (Net)	(12.05)	(13.81)	(6.44)
Net cash generated from/ (used in) Operating Activities - (A)	57.55	14.53	(211.43)
CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of tangible fixed assets	(58.37)	(87.62)	(4.01)
Interest Income	3.21	4.60	12.45
Net cash generated from/ (used in) Investing Activities - (B)	(55.16)	(83.02)	8.44

CASH FLOW FROM FINANCING ACTIVITIES			
Procees from Issue of Share Capital (including Share Premium)	- (1.00)	- -	168.75 (2.59)
IPO Expenses			
Borrowing from Bank / Related Party	31.38	91.40	55.21
Finance cost	(31.71)	(21.73)	(18.27)
Net cash generated from/ (used in) Financing Activities - (C)	(1.33)	69.67	203.10
Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	1.07	1.18	0.11
Cash and cash equivalents at the beginning of the year	1.54	0.35	0.25
Cash and cash equivalents at the end of the year	2.61	1.54	0.35

Note: -

1. Components of cash and cash equivalents:

Particulars	31.03.2019	31.03.2018	31.03.2017
Cash on hands	1.86	1.30	0.30
Balances with Banks			
-In current accounts	0.76	0.25	0.05
Total Cash and Cash Equivalents	2.61	1.54	0.35

2. The Cash Flow Statements has been prepared under indirect method as set out in Accounting Standard - 3 on Cash Flow

Statement, specified under the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies

Act, 2013 ("the Act") read with Rule 7 of Companies (Accounts) Rules,2014).

3. Figures in Brackets represents outflow.

4. The above statement should be read with significant accounting policies (Annexure IV) and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing I, II and III.

**As per our report attached of even
date For Gupta Agarwal & Associates
Chartered Accountants
FRN: 329001E**

**Jay Shanker Gupta
(Partner)
Mem No: 059535
Date : 05/09/2019
Place : Kolkata**

ANNEXURE-IV

Significant Accounting Policies and Notes to Accounts

(A) Corporate Information:

The Company was originally incorporated on March 24, 1998 vide Certificate of Incorporation bearing Registration Number 24-02537 issued by the Registrar of Companies, Goa, Daman & Diu. The company changed its name to MISQUITA ENGINEERING LIMITED with approval of Central Government and ROC dated October 18, 2017. The Company is engaged in supplying major component and job workers to manufacturing industries of front loading washing machines. Since inception the Company has shown increasing trend in the revenues by endeavoring to reach consumers at large by providing quality products.

(B) Basis of Preparation:

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention.

Accounting policies have been consistently applied except where specifically stated in financial statement and notes to accounts of the non-conformity with the relevant Accounting Standard. The Financial Statement relate to the year ended March 31, 2019, 2018 and 2017 and has been prepared solely for the purpose of disclosure in Draft Prospectus, Self-Prospectus and Prospectus in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time and in accordance with the Guidance Note on Reports or Certificates for Special Purpose (Revised 2019) issued by the Institute of Chartered Accountants of India.

(C) Significant Accounting Policies: (a)

Use of Estimates:

The preparation of restated financial statements in conformity with Indian GAAP requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of restated financials statements and the reported amounts of revenue and expenses during the reported period. Although these estimates are based on management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the Carrying amounts of Assets or Liabilities in future periods.

(b) Property, Plant and equipment:

Property, Plant and Equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment loss, if any. The cost of an asset comprises of its purchase price and any directly attributable cost of bringing the assets to working condition for its intended use.

Expenditure on additions, improvements and renewals is capitalized and expenditure for maintenance and repairs is charged to profit and loss account.

Depreciation is provided on Written Down value basis based on life assigned to each asset in accordance with Schedule II of the Act or as per life estimated by the Management.

(c) Revenue Recognition:

Revenue is recognized when it is earned and no significant uncertainty exists as to its realization or collection. Revenue from sale of goods or services are recognized on delivery of the products or services, when all significant contractual obligations have been satisfied, the property in the goods is transferred for price, significant risk and rewards of ownership are transferred to the customers and no effective ownership is retained. In the restated financials, revenue from operation does not include Indirect taxes like sales tax and/or Goods & service tax.

(e) Investments:

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the restated financial statements at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of Investments.

On disposal of investment, the difference between its carrying amount and net disposal proceeds are charged or credited to the statement of profit and loss.

(f) Inventories:

Inventory of Finished goods and Raw-materials are valued at lower of cost and net realizable value and Inventory of W-I-P at cost. Cost is determined on FIFO basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale

(g) Employee Benefits:

Retirement benefit in the form of provident fund is a defined contribution scheme. The contribution to the provident fund is charged to the statement of profit and loss for the year when an employee renders the related services.

(h) Taxation:

Tax expenses comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the Tax Authorities in accordance with the Income Tax Act'1961 enacted or substantively enacted at the reporting date.

Deferred Tax Assets or Deferred Tax Liability is recognized on timing difference being the difference between taxable incomes and accounting income. Deferred Tax Assets or Deferred Tax Liability is measured using the tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date. Deferred Tax Assets arising from timing differences are recognized to the extent there is a reasonable certainty that the assets can be realized in future.

(i) Borrowing Cost:

Borrowing Cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

(j) Segment Reporting:

The Company is engaged in supplying major component and job workers to manufacturing industries of front loading washing machines. Considering the nature of Business and Financial Reporting of the Company, the Company is operating in only one Segment. Hence segment reporting is not applicable.

(k) Provisions and Contingent Liabilities:

A provision is recognized when the company has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the restated financial statements.

(l) Earnings per share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

ANNEXURE -V			
DETAILS OF SHARE CAPITAL, AS RESTATED			
1. Statement of Share Capital			
PARTICULARS	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Authorised			
30,00,000/- Equity shares of Rs. 10 each	300.00	300.00	300.00
Issued, Subscribed and Fully Paid up Capital			
22,50,000/- Equity shares of Rs. 10 each (Opening balance consists of 5000 Equity Shares of Rs.100/- each. These Equity Shares of Rs.100/- each were split into 10 Equity Shares of Rs.10/- each vide resolution)	225.00	225.00	225.00
Total	225.00	225.00	225.00

Terms/rights attached to equity shares:-

- During the F.Y. 2016-17 the Authorised Share Capital of the company was increased from 5000 Equity Shares of Rs.100/- each to 30,00,000 Equity Shares of Rs. 10/ each vide resolution passed in EGM dated 20/02/2017.
- During the F.Y. 2016-17, the existing share capital consisting of 5000 Equity Shares of Rs.100/- each was converted into 50,000 Equity Shares of Rs.10/- each vide resolution passed in EGM dated 25/02/2017.
- During the Financial Year 2016-17 the Company issued 9,50,000 Equity Shares of Rs.10/-each as Bonus Shares to the existing Shareholders of the company in a proportion of 19 Equity Shares against 1 Equity Shares held on that date vide Resolution passed in EGM dated 25/02/2017.
- During the Financial Year 2016-17 the company issued fresh 12,50,000 Equity Shares of Rs.10/- each to Mr. Avinash Misquita on 30/03/2017.

Terms/rights attached to equity shares:-

- The company was having only one class of Equity Shares with par value of Rs. 10.00 per share. Each holder of Equity shares was entitled to one Vote per share.
- In the Liquidation of the company, the holders of Equity Shares shall be entitled to receive any of the remaining assets of the Company. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

2. Reconciliation of Shares outstanding at the beginning and at the end of the Period

PARTICULARS	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Outstanding at the beginning of the period	22.50	22.50	0.05
Splitted during the year (from Rs. 100/- to Rs. 10/- each)			0.45
Issued during the year	-	-	12.50
Bonus Issued during the year	-	-	9.50
Outstanding at the end of the Period	22.50	22.50	22.50

3. For the period of three years immediately preceding the date as at which the Balance Sheet is prepared:

PARTICULARS	As at Mar	As at March 31, 2018	As at March 31, 2017
Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash.	-	-	-
Aggregate number and class of shares allotted as fully paid up by way of bonus shares.	-	-	9,50,000.00
Aggregate number and class of shares bought back.	-	-	-

4. Details of Shareholders holding more than 5% shares in the company (In terms of No. of Shares Holding):

Particulars	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Name of Share Holder	No of Shares	No of Shares	No of Shares
Avinash Misquita	15,49,700.00	15,49,700.00	16,50,000.00
Gail Misquita	3,00,000.00	3,00,000.00	3,00,000.00
Silvia Misquita	-	-	3,00,000.00
Total	18,49,700.00	18,49,700.00	22,50,000.00

5. Details of Shareholders holding more than 5% shares in the company (In terms of % Holding)

Particulars	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Name of Share Holder	% Holding	% Holding	% Holding
Avinash Misquita	68.88	68.88	73.33
Gail Misquita	13.33	13.33	13.33
Silvia Misquita	-	-	13.33
Total	82.21	82.21	100.00

ANNEXURE -VI			
STATEMENT OF RESERVES AND SURPLUS, AS RESTATED			
Particulars	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Reserves and Surplus			
A) Surplus in Profit and Loss account			
Opening Balance	76.99	51.74	129.44
Add: Restated profit/(Loss) for the year	42.12	25.26	15.71
Less: Issue of Bonus Shares	-	-	95.00
Add: Opening Deferred Tax Assets	-	-	1.58
Total (A)	119.11	76.99	51.74
B) Securities premium account			
Opening Balance	41.16	41.16	-
Add - Premium Received	-	-	43.75
Less: IPO Expenses	1.00	-	2.59
Total (B)	40.16	41.16	41.16
Total (A+B)	159.27	118.15	92.90

Notes:-

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
2. The above statement should be read with the notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexure I, II and III.

ANNEXURE- VII			
STATEMENT OF LONG TERM BORROWINGS, AS RESTATED			
Particulars	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Secured:			
Term Loans From Banks	191.70	159.12	59.80
Less : Amount disclosed under the head "Other current liabilities" (Refer ANNEXURE- X)	(13.71)	(12.51)	(4.59)
Unsecured:			
Loan From Directors	-	-	-
Total	177.99	146.61	55.21

ANNEXURE- VIII			
STATEMENT OF SHORT TERM BORROWINGS, AS RESTATED			
Particulars	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Secured:			
Working Capital Loan from Bank	104.58	90.64	46.26
Other Loans	-	-	-
Unsecured:			
Loans Repayable on Demand			
From Banks	0.14	0.33	-
From Directors (Avinash)	0.39	3.24	-
Total	105.12	94.21	46.26

Notes:-

1. Cash Credit Working Capital Loan availed from HDFC Bank, sanctioned amount 1,00,00,000/- with rate of interest 9.6% p.a.

ANNEXURE-IX			
STATEMENT OF TRADE PAYABLES			
Particulars	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Total Outstanding:			
From Micro, Small and Medium Enterprises	0.22	-	-
From Other Than Micro, Small and Medium Enterprises	97.58	130.95	95.50
Total	97.80	130.95	95.50

Notes:-

1. Trade Payables as on March 31, 2019 has been taken as certified by the management of the company, balances are subjected to party confirmations
2. Segregation of trade payables as due to MSME and Other than MSME are certified by management.

ANNEXURE- X			
STATEMENT OF OTHER CURRENT LIABILITIES, AS RESTATED			
Particulars	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Other			
Payables	4.66	0.98	0.18
Statutory	-	-	0.55
Dues VAT	7.29	-	-
Payable GST	13.71	12.51	4.59
Payables	7.07	9.81	7.03
Total	32.74	23.29	12.35

Notes:-

1. The company has taken GST Input (IN GST Payables) on Advance for Office and on construction material of Rs. 4.79 lakh & 4.15 lakh respectively which are ineligible ITC, the same has been restated

ANNEXURE- XI			
STATEMENT OF SHORT TERM PROVISIONS, AS RESTATED			
Particulars	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Short- Term Provisions			
Provision for Income Tax (Net of Advance Tax and TDS)	(0.00)	0.00	0.97
Provision for Audit Fees	0.50	-	-
Provision for Gratuity	1.49	1.33	1.36
Total	1.99	1.33	2.33

ANNEXURE -XII			
STATEMENT OF FIXED ASSETS			
Particulars	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Tangible Assets - Gross Block			
Opening			
Building	16.25	16.25	12.27
Furniture & Fixture	0.72	0.72	0.72
Motor Car	62.35	12.65	12.65
Motor Bike	0.76	0.76	0.76
Office Equipment	2.63	2.02	1.86
Computers	1.95	1.86	0.88
Electrical Installation	2.66	1.67	1.67
Plant and Machinery	100.79	64.56	61.69
Total Gross Block	188.11	100.49	92.51

Add :- Additions			
Building	-	-	3.97
Furniture & Fixture	-	-	-
Motor Car	-	49.69	-
Motor Bike	-	-	-
Office Equipment	-	0.61	0.16
Computers	-	0.09	0.98
Electrical Installation	-	0.99	-
Plant and Machinery	-	36.23	2.87
Total Addition	-	87.62	7.99

Less:- Deductions			
Building	-	-	-
Furniture & Fixture	-	-	-
Motor Car	-	-	-
Motor Bike	-	-	-
Office Equipment	0.02	-	-
Computers	-	-	-
Electrical Installation	-	-	-
Plant and Machinery	-	-	-
Total Deductions	0.02	-	-

Closing			
Building	16.25	16.25	16.25
Furniture & Fixture	0.72	0.72	0.72
Motor Car	62.35	62.35	12.65
Motor Bike	0.76	0.76	0.76
Office Equipment	2.61	2.63	2.02
Computers	1.95	1.95	1.86
Electrical Installation	2.66	2.66	1.67
Plant and Machinery	100.79	100.79	64.56
Total Gross Block	188.09	188.11	100.49

Opening Depreciation			
Building	11.37	10.87	10.34
Furniture & Fixture	0.68	0.65	0.59
Motor Car	18.12	11.70	11.14
Motor Bike	0.62	0.56	0.48
Office Equipment	1.95	1.48	1.03
Computers	1.57	1.01	0.72
Electrical Installation	1.52	1.22	1.01
Plant and Machinery	49.63	42.27	37.18
Total	85.46	69.76	62.49

Add :- Additions in Depreciation			
Building	0.46	0.51	0.53
Furniture & Fixture	0.02	0.03	0.05
Motor Car	13.81	6.42	0.57
Motor Bike	0.04	0.06	0.08
Office Equipment	0.31	0.47	0.44
Computers	0.24	0.55	0.30
Electrical Installation	0.34	0.31	0.21
Plant and Machinery	9.63	7.36	5.09
Total Addition	24.86	15.70	7.27

Less:- Deductions in Depreciation			
Building	-	-	-
Furniture & Fixture	-	-	-
Motor Car	-	-	-
Motor Bike	-	-	-
Office Equipment	-	-	-
Computers	-	-	-
Electrical Installation	-	-	-
Plant and Machinery	-	-	-
Total Deductions	-	-	-

Closing Depreciation			
Building	11.83	11.37	10.87
Furniture & Fixture	0.70	0.68	0.65
Motor Car	31.93	18.12	11.70
Motor Bike	0.66	0.62	0.56
Office Equipment	2.26	1.95	1.48
Computers	1.81	1.57	1.01
Electrical Installation	1.86	1.52	1.22
Plant and Machinery	59.26	49.63	42.27
Total	110.32	85.46	69.76

Net Block			
Building	4.41	4.87	5.38
Furniture & Fixture	0.02	0.05	0.08
Motor Car	30.41	44.23	0.95
Motor Bike	0.10	0.15	0.21
Office Equipment	0.35	0.68	0.54
Computers	0.14	0.38	0.84
Electrical Installation	0.80	1.14	0.46
Plant and Machinery	41.53	51.16	22.28
Total	77.77	102.65	30.74

Tangible Assets	77.77	102.65	30.74
Capital Work-in- Progress	58.39	-	-
Total	136.16	102.65	30.74

ANNEXURE-XIII			
STATEMENT OF DEFERRED TAX (ASSETS/LIABILITIES)			
Particulars	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Depreciation as per Companies Act	24.86	15.70	7.27
Depreciation as per Income Tax Act	16.21	14.90	6.13
Difference in Depreciation	(8.65)	(0.80)	(1.14)
Gratuity Provision	(0.16)	0.03	(1.36)
Timing Difference	(8.81)	(0.77)	(2.50)
	0.2600	0.2575	0.2987
Total	(2.29)	(0.20)	(0.75)
Net deferred tax liability	(2.29)	(0.20)	(0.75)

DEFERRED TAX ASSETS and LIABILITIES SUMMARY			
Particulars	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Opening Balance of (DTA) / DTL	(2.53)	(2.33)	(1.58)
Add: Provision for the Year	(2.29)	(0.20)	(0.75)
Closing Balance of (DTA) / DTL	(4.82)	(2.53)	(2.33)

ANNEXURE -XIV			
STATEMENT OF CURRENT INVESTMENTS, AS RESTATED			
PARTICULARS	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Fixed Deposits with Bank	36.11	48.16	152.99
Investment in Shares & Mutual Funds	163.64	340.88	141.79
Total	199.75	389.04	294.78

ANNEXURE -XV			
STATEMENT OF INVENTORIES			
PARTICULARS	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Finished Goods (Valued at lower of Cost or NRV unless otherwise stated)	88.33	16.67	8.34
Raw Material (Valued at Cost unless otherwise stated)	6.20	28.26	6.78
Work In Process (Valued at Cost unless otherwise stated)	5.37	8.64	2.73
Total	99.90	53.56	17.86

Notes:-

- Value of Inventories as on March 31, 2019, 2018 and 2017 have been taken as certified by the management of the company. The company valued its Raw material and W-I-P at cost as certified by the management of the company

ANNEXURE -XVI			
STATEMENT OF TRADE RECEIVABLES			
PARTICULARS	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Unsecured, Considered good outstanding for a period less than six months			
From Directors/Promoters/ Promoter Group/ Associates/ Relatives of Directors / Group Companies.	106.45	59.24	139.28
Others	-	-	-
Unsecured, Considered good outstanding for a period more than six months			
From Directors/Promoters/ Promoter Group/ Associates/ Relatives of Directors / Group	-	-	-
Total	106.45	59.24	139.28

Notes:-

- Trade Receivables as on March 31, 2019 has been taken as certified by the management of the company. Balances of Trade Receivables are subjected to balance confirmations
- As per the view of the management of the company there is no doubtful debt and hence provision for doubtful debts have not been made

ANNEXURE -XVII			
STATEMENT OF CASH & CASH EQUIVALENTS			
PARTICULARS	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Cash in Hand (As Certified by Management) Balances	1.86	1.30	0.30
with Banks	0.76	0.25	0.05
-In Current Accounts	-	-	-
Total	2.61	1.54	0.35

ANNEXURE -XVIII			
STATEMENT OF SHORT-TERM LOANS AND ADVANCES, AS RESTATED			
PARTICULAR S	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Loans & Advances			
Sales Tax Security Deposits	0.03	0.03	0.03
Advance of Office Premises	126.16	89.92	41.16
Advanced to Sundry Creditors	0.84	11.79	-
Other Advances	112.74	12.62	-
- to Share Broker	-	-	0.24
- Others			
Balances with Government Authorities			
Unsecured considered good	-	6.03	2.78
Goods and Service Tax	8.57	7.90	-
Advance Tax (Net of Provision for Income Tax)	1.61	1.24	-
Tax Deducted at Source & Tax Collected at Source (Net of Provision for Income Tax)			
Total	249.94	129.53	44.21

ANNEXURE -XIX			
STATEMENT OF OTHER CURRENT ASSETS			
PARTICULAR S	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Interest Accrued but not Due	0.04	-	-
MAT Credit entitlement account	0.25	1.46	-
Total	0.29	1.46	-

ANNEXURE -XX			
STATEMENT OF REVENUE FROM OPERATIONS			
PARTICULARS	For the year ending on 31.03.2019	For the year ending on 31.03.2018	For the year ending on 31.03.2017
Turnover from Sale of Product (Net of Taxes)			
Manufactured Products	716.30	602.35	539.84
Turnover from Sale of Services			
Job Work	3.99	32.06	0.41
Other Operating Income	-	-	-
Turnover in respect of Products not Normally dealt (*)	-	-	-
Total	720.29	634.41	540.25

Note:-

1. Sales are accounted excluding sales tax / VAT/GST and other taxes and duties.

ANNEXURE XXI			
STATEMENT OF OTHER INCOME			
PARTICULARS	For the year ending on 31.03.2019	For the year ending on 31.03.2018	For the year ending on 31.03.2017
Related and Recurring Income:			
Discount Received	0.56	0.11	0.03
Interest Income:-			
Interest on Bank Deposits	3.21	4.60	12.45
Other Non-Operating			
Income: Dividend	1.26	2.07	0.03
Income	32.17	6.34	-
Long term Capital Gain	2.55	28.45	1.02
Short term Capital Gain	0.66	1.37	0.12
Speculation Gain			22.26
Total	40.41	42.94	37.01
PBT	52.05	27.29	22.18
Other Income as % of PBT	77.62	157.36	166.84

ANNEXURE XXII			
STATEMENT OF COST OF MATERIAL CONSUMED			
PARTICULARS	For the year ending on 31.03.2019	For the year ending on 31.03.2018	For the year ending on 31.03.2017
Opening Stock Of Raw Materials	28.26	6.78	6.79
Opening Stock Of Work In	8.64	2.73	2.66
Progress Purchases	568.31	488.91	353.69
Add :- Direct Expenses			
Consumables	19.46	27.97	16.47
Custom Duty	0.59	0.13	-
Job Work Charges	15.81	16.14	17.04
Electricity	5.39	6.06	2.69
Charges Freight Inward	0.76	4.17	4.63
	6.20	28.26	6.78
Total	635.64	516.00	394.46

ANNEXURE XXIII			
STATEMENT OF CHANGES IN INVENTORIES OF FINISHED GOODS			
PARTICULARS	For the year ending on 31.03.2019	For the year ending on 31.03.2018	For the year ending on 31.03.2017
Opening Stock Of Finished Goods	16.67	8.34	27.70
Closing Stock Of Finished Goods	88.33	16.67	8.34
Changes In Inventories Of Finished Goods	(71.66)	(8.32)	19.36

ANNEXURE XXIV			
STATEMENT OF EMPLOYEE BENEFIT EXPENSES			
PARTICULARS	For the year ending on 31.03.2019	For the year ending on 31.03.2018	For the year ending on 31.03.2017
Directors	33.90	29.28	34.95
Remuneration Salaries	20.90	25.68	24.69
, Wages & Bonus Staff	0.43	0.55	0.79
Welfare Expenses	2.91	3.05	3.26
	1.06	(0.03)	2.54
Total	59.20	58.52	67.23

ANNEXURE XXV			
STATEMENT OF FINANCE COSTS			
PARTICULARS	For the year ending on 31.03.2019	For the year ending on 31.03.2018	For the year ending on 31.03.2017
Interest on Bank Loans	27.65	20.85	15.49
Bank Charges	2.42	0.26	2.01
CGTMSE Fees	1.63	0.63	0.78
Total	31.71	21.73	18.27

ANNEXURE XXVI			
STATEMENT OF DEPRECIATION AND AMORTISATION EXPENSES			
PARTICULARS	For the year ending on 31.03.2019	For the year ending on 31.03.2018	For the year ending on 31.03.2017
Depreciation	24.86	15.70	7.27
Miscellaneous Expenditure W/off	-	-	-
Total	24.86	15.70	7.27

ANNEXURE XXVII			
STATEMENT OF OTHER EXPENSES			
PARTICULARS	For the year ending on 31.03.2019	For the year ending on 31.03.2018	For the year ending on 31.03.2017
Audit Fees	0.50	0.50	0.50
Advertisement and Business Promotion Expenses	3.03	5.37	4.70
Books & Periodicals Expenses	0.04	0.06	0.06
Conveyance	2.07	2.45	1.46
Expenses Demat	0.23	1.94	-
Charges	0.53	0.79	0.32
Entertainment	5.13	5.02	3.21
Expense Freight	0.12	0.37	0.22
Outward	3.48	0.05	-
Housekeeping	1.11	0.29	0.23
Charges	2.28	3.45	2.15
Interest & Penalty on Income Tax &	1.20	-	-
TDS Insurance Charges	0.10	0.17	0.21
Legal & Professional	0.57	0.62	0.45
Charges Market Research	2.34	0.74	0.28
Services Material Testing	-	0.26	0.13
Charges	-	-	12.00
Postage and Telephone Expenses	4.89	9.03	14.55
Printing & Stationery	0.07	-	-
Rates & Taxes	0.18	0.10	4.21
Rent	0.11	-	-
Repairs &	0.03	-	-
Maintenance	0.16	12.23	1.84
Rejection of Stock Item	-	-	0.12
ROC Fees	0.09	0.11	-
Software Expenses	0.15	2.43	1.02
Scrap	0.11	0.35	0.84
Trade Discount	0.40	0.10	-
Total	28.90	46.43	48.49

ANNEXURE - XXVIII			
STATEMENT OF RELATED PARTIES TRANSACTIONS			
PARTICULARS	For the year ending on 31.03.2019	For the year ending on 31.03.2018	For the year ending on 31.03.2017
REVENUE ITEMS			
Remuneration to	36.15	30.20	29.28
Directors Rent	-	-	12.00
Bonus	-	0.42	7.95
NON REVENUE ITEMS			
Loan Taken	2.07	24.64	-
Loan Repaid	4.93	21.40	-
Total	43.15	76.66	49.23

Year Wise RPT transactions bifurcated amongst name of related parties

PARTICULARS	For the year ending on 31.03.2019	For the year ending on 31.03.2018	For the year ending on 31.03.2017
Avinash			
Misquita	18.05	9.00	9.00
Remuneration	-	-	12.00
Rent	-	-	2.65
Bonus	2.07	24.64	-
Loan Taken	4.93	21.40	-
Gail Misquita			
Remuneration	9.05	9.00	9.00
Bonus	-	-	2.65
Silvia Misquita			
Remuneration	9.05	9.00	9.00
Bonus	-	-	2.65
Desiderio Misquita			
Remuneration	-	3.20	2.28
Bonus	-	0.42	-
Bhawini Lodha			
Remuneration	0.28	-	-

ANNEXURE XXIX	
STATEMENT OF CAPITALISATION	
PARTICULARS	Pre-Offer 31.03.2019
Debt	
- Short Term Debt	118.83
- Long Term Debt	177.99
Total Debt	296.82
Shareholders' Fund (Equity)	
- Share Capital	225.00
- Reserves & Surplus	159.27
- Less: Miscellaneous Expenses not W/off	-
Total Shareholders' Fund (Equity)	384.27
Long Term Debt / Equity (In Ratio)	0.46
Total Debt / Equity (In Ratio)	0.77

Notes:-

1. The post issue capitalisation will be determined only after the completion of the allotment of Equity Shares.
2. Short Term Debts represent which are expected to be paid/ payable within 12 months and exclude installments of Term Loans repayable within 12 months.
3. Long Term Debts represent debts other than Short Term Debts as defined above but include installments of Term Loans repayable within 12 months grouped under other current liabilities.
4. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31/03/2019.

ANNEXURE XXX			
STATEMENT OF TAX SHELTER			
Particulars	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Net Profit/(Loss) before taxes	52.05	27.29	22.18
(A) Tax Rate Applicable %	0.2600	0.2575	0.2987
Minimum Alternate Taxes (MAT)	0.1924	0.1906	0.1906
Adjustments			
Add: Depreciation as per Companies act	24.86	15.70	7.27
Add: Disallowance under Income Tax Act, 1961	3.48	-	-
Add: Provision for Gratuity & leave Encashment	0.16	(0.03)	1.36
Less: Exempt Income	2.26	8.41	0.03
Less: Taxable at special rate of Tax	33.72	28.45	1.02
Less: Depreciation as per Income Tax Act, 1961	16.21	14.90	6.13
Net Adjustments(B)	(23.69)	(36.09)	1.45
Business Income (A+B)	28.36	(8.80)	23.63
Total Taxable Income	28.36	(8.80)	23.63
Tax Payable as per Normal Rate	7.37	(2.27)	7.06
Tax Payable as per Special Rate:			
- LTCG taxable at 10.40%	3.24	-	-
- STCG taxable at 15.6%, 15.45% & 15.45% respectively	0.40	4.40	0.16
Interest payable on above	-	-	-
Tax as per Income Tax (C)	11.01	2.13	7.22
Tax Payable as per Minimum Alternate Tax U/S 11 JB of the Income Tax Act, 1961 (D)	9.81	3.59	4.48
Net Tax (Higher of C & D)	11.01	3.59	7.22
Current tax as per restated Statement of Profit & Loss	11.01	3.59	7.22

ANNEXURE -XXXI			
OTHER FINANCIAL INFORMATION			
Particulars	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Net Worth (A)	384.27	343.15	317.90
Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA)	108.62	64.73	47.72
Restated Profit after tax	42.12	25.29	15.71
Add: Prior Period Item	-	-	-
Adjusted Profit after Tax (B)	42.12	25.26	15.71
Number of Equity Share outstanding as on the End of Year/Period (C)	22.50	22.50	22.50
Weighted average no of Equity shares as on the end of the period year (D)	22.50	22.50	0.57
- Pre Bonus	22.50	22.50	10.07
- Post Bonus	10.00	10.00	10.00
Face Value per Share			
Restated Basic & Diluted Earnings Per Share (Rs.) (B/D)			
- Pre Bonus	1.87	1.12	27.64
- Post Bonus	1.87	1.12	1.56
Return on Net worth (%) (B/A)	10.96%	7.36%	4.94%
Net asset value per share (A/C)	17.08	15.25	14.13
Adjusted Net asset value per share for bonus issue of equity share (A/D)	17.08	15.25	559.19
Current Assets	658.94	634.38	496.48
Current Liability	237.64	249.79	156.44
Current ratio	2.77	2.54	3.17

Notes:-

1. The ratios have been Computed as per the following formulas

(i) Basic Earnings per Share

$$\frac{\text{Restated Profit after Tax available to equity shareholders}}{\text{Weighted average number of equity shares outstanding at the end of the year / period}}$$

(ii) Net Asset Value (NAV) per Equity Share

$$\frac{\text{Restated Net Worth of Equity Share}}{\text{Holders}}$$

Number of equity shares outstanding at

the end of the year / period

(iii) Return on Net worth (%)

$$\frac{\text{Restated Profit after Tax available to equity shareholders}}{\text{Restated Net Worth of Equity Share Holders}}$$

(iv) Current ratio

$$\frac{\text{Current Assets}}{\text{Current Liability}}$$

2. EBITDA represents Earnings (or Profit/ (Loss)) before Finance Costs, Income Taxes, and Depreciation and Amortization Expenses. Extraordinary and Exceptional Items have been considered in the calculation of EBITDA as they were expense items.

3. Net Profit as restated, as appearing in the Statement of Profit and Losses, has been considered for the purpose of computing the above ratios. These ratios are computed on the basis of the Restated Financial Information of the Company.

4. Earnings per share calculations are done in accordance with Accounting Standard 20 "Earning per Share", issued by the Institute of Chartered Accountants of India.

5. Prior to March 31, 2019, the company has made the following changes in its capital structure, the effects of which have been considered in computing the above accounting ratios.

a. During the Financial Year 2016-17 the authorised share capital of the company was increased from 5000 Equity Shares of

Rs.100/- each to 30,00,000 Equity Shares of Rs. 10/ each vide resolution passed in EGM dated 25/02/2017.

b. During the Financial Year 2016-17, the existing share capital consisting of 5000 Equity Shares of Rs.100/- each was converted into 50,000 Equity Shares of Rs.10/- each vide resolution passed in EGM Dated 25/02/2017.

c. During the Financial Year 2016-17 the Company issued 9,50,000 Equity Shares of Rs.10/-each as Bonus Shares to the existing Shareholders of the company in a proportion of 19 Equity Shares against 1 Equity Shares held on that date vide Resolution passed in SGM dated 25/02/2017.

d. During the Financial Year 2016-17 the company issued fresh 12,50,000 Equity Shares of Rs.10/- each to Mr. Avinash Misquita on 25/02/2017.

ANNEXURE -XXXII			
RECONCILIATION OF RESTATED PROFIT AFTER TAX:			
Adjustments for	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Net profit/(Loss) after Tax as per Audited Profit & Loss Account	39.08	33.11	14.13
<u>Adjustments for:</u>			
Changes in Depreciation	-	0.01	0.01
Changes in Cost of Material Consumed	4.31	4.01	(19.36
Changes in Inventories of Finished Goods	-	(8.32))
	(0.16)	0.03	19.36
Changes in Gratuity Liability	-	-	(1.36)
Changes in IPO Expenses	-	(7.58)	2.59
Dividend Booked wrongly on Mutual	0.04	0.20	-
Fund Deferred Tax Liability / Asset	(0.03)	1.46	0.75
Adjustment MAT Credit Entitlement Account	1.12	(2.33)	-
			(0.04)
Net Profit/ (Loss) After Tax as Restated	42.12	25.25	15.71

Notes:-

Explanatory notes to the above restatements made in the audited financial statements of the Company for the respective years/ period.

Adjustments having impact on Profit:

Depreciation for period from FY 2016-17 to 2017-18 has been recalculated in accordance with WDV method on the useful lives in the manner specified in Schedule II to the Companies Act, 2013. Deferred tax is calculated in the restated accounts on account of difference of depreciation as per Companies Act and Income Tax Act. Further deferred tax has also been considered on business loss as per Income Tax. Income tax has been adjusted based on the restated profits.

To give Explanatory Notes regarding Adjustments:

Appropriate adjustments have been made in the restated financial statements, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financials of the Company for all the years and the requirements of the SEBI (ICDR) Regulations, 2018.

ANNEXURE -XXXIII			
RECONCILIATION OF RESTATED EQUITY/ NETWORTH			
Adjustments for	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Equity / Net worth As per Audited Financials	386.15	350.44	317.32
<u>Adjustments for:</u>			
Differences pertaining to changes in Profit/ Loss due to Restated Effect for the period covered in Restated Financial	4.25	7.28	(1.59)
Adjustment due to changes in IPO Expenses	-	-	2.59
Adjustment due to changes in Deferred Tax as Restated	(2.12)	-	(1.58)
Adjustment in relation to prior period items of Dividend Income	7.58	-	-
Adjustment in relation to prior period items of MAT Credit	(1.17)	-	-
Adjustment in relation to prior period items of Earlier years Taxes	(1.89)	-	-
Adjustment in relation to Fixed Assets	(0.02)	-	-
Equity/Net Worth as Restated	384.28	343.15	317.90

Notes:-

Explanatory notes to the above restatements made in the audited financial statements of the Company for the respective years/ period.

Adjustments having impact on Profit:

Amounts relating to the prior period have been adjusted in the year to which the same relates to and the same amount is arrived on account of change in Opening Balance of Reserves & Surplus due to the restated effect on the Profit/ (Loss) of prior period.

To give Explanatory Notes regarding Adjustments:

Appropriate adjustments have been made in the restated financial statements, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the audited financials of the Company for all the years and the requirements of the SEBI (ICDR) Regulations, 2018.

ANNEXURE VII							
NATURE OF SECURITY AND TERMS OF REPAYMENT FOR LONG TERM BORROWINGS INCLUDING CURRENT MATURITIES							
A. Secured Loan							
STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY							
Name of Lender	Purpose	Sanction Amount / Takeover	Rate of interest	Securities offered	Re-payment	Moratorium	Outstanding Amount In Lakh as per Books as on 31-03-2019
HDFC Bank Limited	CNC Machine	30.00 Lakh	9.60%	Primary: Hypothecation of Plant & Machinery, Stock and Debtors Collateral: a) Personal Guarantee of: 1. Thomas Constance Avinash Misquita 2. Gail Lucia Misquita 3. Silvia Misquita b) CGTMSE Guarantee	20.02.20	Nil	22.45
HDFC Bank Limited	Purchase of Office Space	50.00 Lakh	11.20%	Equitable mortgage of Floor 5th, Unit-530, Gera Imperium Star- Office spaces, plot 43,44, S no. Chalt Patto Complex, Patto, Panaji, Tiswadi, North Goa- 403001	15 years (180 installment)	Nil	49.20
HDFC Bank Limited	Purchase of Office Space	45.67 Lakh	11.20%	Equitable mortgage of Floor 5th, Unit-531, Gera Imperium Star- Office spaces, plot 43,44, S no. Chalt Patto Complex, Patto, Panaji, Tiswadi, North Goa- 403001	15 years (180 installment)	Nil	44.23
HDFC Bank Limited	Purchase of 4 wheeler – New Nexa Ignis 1.2	7.26 Lakh	8.75% (i.e. at PLR 3.25%) payable monthly	Hypothecation of 4 wheeler – New Nexa Ignis 1.2	60 equated monthly installment @ Rs. 14,983/- per month	Nil	5.26
HDFC Bank Limited	Mercedes Benz GLA200 CDI	30.00 Lakh	8.00%	Hypothecation of Mercedes Benz GLA200 CDI	60 equated monthly installment @ Rs. 60,829/- per	Nil	23.58
HDFC Bank Limited	Construction of shed	50.00 Lakh	13.00% p.m.- upto 24 months from date of disbursement (RPLR - 3.30%)	Primary: Hypothecation of Plot in the name of: 1. Thomas Constance Avinash Misquita 2. Gail Lucia Misquita Collateral: Personal Guarantee of: 1. Thomas Constance Avinash Misquita 2. Gail Lucia Misquita 3. Silvia Misquita	15 years (180 installment) @ Rs. 55,689/- per month	Nil	46.98
Total							191.70

ANNEXURE VIII						
NATURE OF SECURITY AND TERMS OF REPAYMENT FOR SHORT TERM BORROWINGS INCLUDING CURRENT MATURITIES						
A. Secured Loan						
STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY						
Name of Lender	Purpose	Sanction Amount/ Takeover amount	Rate of interest	Securities offered	Re-payment	Outstanding Amount In Lakh as per Books as on 31-03-2019
HDFC Bank Limited	Working Capital	100.00 Lakh	9.60%	Primary: Hypothecation of Plant & Machinery, Stock and Debtors Collateral: a) Personal Guarantee of: 1. Thomas Constance Avinash Misquita 2. Gail Lucia Misquita 3. Silvia Misquita b) CGTMSE Guarantee	20.02.19*	98.89
HDFC Bank Limited	Overdraft Facility against Fixed Deposit	7.20 Lakh	9.26%	Lien of Fixed Deposit of Rs. 8.00 Lakh	On demand	5.70
Sub Total (A)						104.59
B. Unsecured Loan						
Name and Relationship of Lender			Rate of Interest	Purpose	Repayment	Outstanding Amount In Lakh as per Books as on 31-03-2019
Credit Card (In the name of Director Mr. Avinash Misquita)				Business	On Demand	0.14
Sub Total (B)						0.14
C. Loans from Related Parties						
Name and Relationship of Lender			Rate of Interest	Purpose	Repayment	Outstanding Amount In Lakh as per Books as on 31-03-2019
Avinash Misquita			0.00%	Business	On Demand	0.39
Sub Total (C)						0.39
Grand Total (A+B+C)						105.12

ANNEXURE -XXXIV			
RESTATED SUMMARY STATEMENT OF CONTINGENT LIABILITIES			
PARTICULARS	As at		
	31.03.2019	31.03.2018	31.03.2017
Contingent liabilities in respect of:			
Claims against the company not acknowledged as Debts	NIL	NIL	NIL
Guarantees given on Behalf of the Company	NIL	NIL	NIL
Guarantees given on Behalf of the Subsidiary Company	NIL	NIL	NIL
Other moneys for which the Company is contingently liable	NIL	NIL	NIL
Commitments (to the extent not provided for)	NIL	NIL	NIL
Estimated amount of contracts remaining to be executed on capital account and not provided for	NIL	NIL	NIL
Uncalled liability on shares and other investments partly paid	NIL	NIL	NIL
Other commitments	NIL	NIL	NIL
Total	NIL	NIL	NIL

Misquita Engineering Limited

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our Restated Financial Statements which is included in this Prospectus. The following discussion and analysis of our financial condition and results of operations is based on our Restated Financial Statements, as restated for the years ended March 31, 2019, 2018 and 2017 including the related notes and reports, included in this Prospectus is prepared in accordance with requirements of the Companies Act and restated in accordance with the SEBI Regulations, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. Our Financial Statements, as restated have been derived from our audited statutory financial statements. Accordingly, the degree to which our Restated Financial Statements will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Indian GAAP, Companies Act, SEBI Regulations and other relevant accounting practices in India.

This discussion contains forward looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these Forward Looking Statements as a result of certain factors such as those described under chapters titled "Risk Factors" and "Forward Looking Statements" beginning on pages 21 and 14, respectively of this Prospectus.

Our Financial Year ends on March 31 of each year. Accordingly, all references to a particular Financial Year are to the 12 months ended March 31 of that year.

BUSINESS OVERVIEW

Our Company was incorporated in the year 1998 under the name Misquita Engineering Private Limited under the provisions of Companies Act, 1956 later it converted into a public limited company. Our company is engaged in the manufacturing of the front-loading washers. Our registered office and corporate office is situated at 182/1, Ghar Bhat, Vaiginim Vaddo, Nachinola, Bardez Goa-403 508, India.

Our Company is the major component supplier and job worker to manufacturers of washing machines in the Indian market for Front Loading washers.

Our Company has consistently believed in supplying **Zero Defect** products and all manufacturing and operating systems in the company are geared up towards the goal and vision of Zero Defect=Zero Effect, Zero effect with respect to zero wastage of resources and utilization of all resources efficiently and effectively. This consistency has enabled our company to consistently supply components with Zero defect every time on time without defaulting for a single instance in **Delivery** and **Quality**.

Our Company is an ISO 9001:2008 certified company for the last seven years being certified every year by TUV SUD South Asia Private Limited, a premier certification agency. Our Company is now upgraded its systems to be ISO 9001:2015 compliant from May 2018.

Our Company is now planning to expand its production and building capacities for the same. Our Company has been qualified as a Strategic Supplier for supply of Machined parts to "Commscope USA."

With 3 CNC Turning Centres presently in use the company is able to consistently maintain the close Tolerances of up to 10 microns (0.010mm) in its components supplied. Our Company is actively looking at newer technologies in this respect to increase automation and better process control levels.

Our Company has presently Five CNC turning centres and several supporting conventional machines to achieve a consistent size machined in a tolerance band of maximum ten microns. This narrow tolerance needs to be achieved in 100% of components 24 hours a day.

Misquita Engineering Limited

Our Company believes that its consistency in five main areas of Quality, Delivery, Cost, Response and Customer satisfaction is its USP and strives to excel in these areas. Our Company looks at proposals to introduce Robot based loading and unloading systems on its machines as well as installing new advanced technology in metal cutting on its shop floor.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST FINANCIAL YEAR

In the opinion of the Board of Directors of our Company, since the date of the last financial statements disclosed in this Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months.

- The Board of our Company has approved to raise funds through initial public offering in the meeting held on July 17, 2019.
- The members of our company approved proposal of Board of Directors to raise funds through initial public offering in the Annual General Meeting held on July 29, 2019.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our Company's future results of operations could be affected potentially by the following factors:

- Company's ability to successfully implement our growth strategy;
- Changes in technology;
- Political Stability of the Country;
- Investment Flow in the country from the other countries;
- Competition from other players;
- Changes in law and laws and regulations;
- General economic and business condition;
- Operational guidance and support.

OUR SIGNIFICANT ACCOUNTING POLICIES AND NOTES

(A) Basis of Preparation:

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention.

Accounting policies have been consistently applied except where specifically stated in financial statement and notes to accounts of the non-conformity with the relevant Accounting Standard. The Financial Statement relate to the year ended March 31, 2019, 2018 and 2017 and has been prepared solely for the purpose of disclosure in Prospectus, Self-Prospectus and Prospectus in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time and in accordance with the Guidance Note on Reports or Certificates for Special Purpose (Revised 2019) issued by the Institute of Chartered Accountants of India.

(B) Significant Accounting Policies:

(a) Use of Estimates:

Misquita Engineering Limited

The preparation of restated financial statements in conformity with Indian GAAP requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of restated financial statements and the reported amounts of revenue and expenses during the reported period. Although these estimates are based on management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the Carrying amounts of Assets or Liabilities in future periods.

(b) Property, Plant and equipment:

Property, Plant and Equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment loss, if any. The cost of an asset comprises of its purchase price and any directly attributable cost of bringing the assets to working condition for its intended use. Expenditure on additions, improvements and renewals is capitalized and expenditure for maintenance and repairs is charged to profit and loss account.

Depreciation is provided on Written Down value basis based on life assigned to each asset in accordance with Schedule II of the Act or as per life estimated by the Management.

(c) Revenue Recognition:

Revenue is recognized when it is earned and no significant uncertainty exists as to its realization or collection. Revenue from sale of goods or services are recognized on delivery of the products or services, when all significant contractual obligations have been satisfied, the property in the goods is transferred for price, significant risk and rewards of ownership are transferred to the customers and no effective ownership is retained.

In the restated financials, revenue from operation does not include Indirect taxes like sales tax and/or Goods & service tax.

(e) Investments:

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises price and directly attributable acquisition charges such as brokerage, fees and duties.

Current investments are carried in the restated financial statements at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of Investments.

On disposal of investment, the difference between its carrying amount and net disposal proceeds are charged or credited to the statement of profit and loss.

(f) Inventories:

Inventory of Finished goods are valued at lower of cost and net realizable value. Cost is determined on FIFO basis.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

The company is in non-compliance of Accounting Standard – 2 – Valuation of Inventories, to the extent of provision of valuation of Inventory of Raw material and W-I-P at cost instead of valuation at lower of cost and net realizable

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value as the raw material is client specific i.e. ordered as per client requirement and is used as purchased, as such the data related to net realizable value of Raw material and W-I-P are not available to the company.. The effect of the non-compliance is not quantifiable hence It is not possible for us to quantify the financial effects for the same.

(g) Employee Benefits:

Retirement benefit in the form of provident fund is a defined contribution scheme. The contribution to the provident fund is charged to the statement of profit and loss for the year when an employee renders the related services.

The company is in non-compliance of Accounting Standard – 15 – Employee Benefits (revised) to the extent of non- provision of leave encashment and gratuity without ascertaining actuarial valuation. The effect of the non-compliance is not quantifiable hence It is not possible for us to quantify the financial effects for the same.

(h) Taxation:

Tax expenses comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the Tax Authorities in accordance with the Income Tax Act'1961 enacted or substantively enacted at the reporting date.

Deferred Tax Assets or Deferred Tax Liability is recognized on timing difference being the difference between taxable incomes and accounting income. Deferred Tax Assets or Deferred Tax Liability is measured using the tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date. Deferred Tax Assets arising from timing differences are recognized to the extent there is a reasonable certainty that the assets can be realized in future.

(i) Borrowing Cost:

Borrowing Cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

(j) Segment Reporting:

The Company is engaged in supplying major component and job workers to manufacturing industries of front-loading washing machines. Considering the nature of Business and Financial Reporting of the Company, the Company is operating in only one Segment. Hence segment reporting is not applicable.

(k) Provisions and Contingent Liabilities:

A provision is recognized when the company has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the restated financial statements.

(l) Earnings per share:



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Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

CONTINGENCIES AND EVENTS OCCURRING AFTER THE BALANCE SHEET DATE

Effects of events occurring after the Balance Sheet date and having material effect on financial statements are reflected wherever required.

NET PROFIT AND LOSS FOR THE PERIOD, PRIOR PERIOD ITEMS AND CHANGE IN ACCOUNTING POLICIES

Material items of prior periods, non-recurring and extra-ordinary items are shown separately, If any.

CHANGES IN ACCOUNTING POLICIES IN THE PERIOD/ YEARS COVERED IN THE RESTATED FINANCIALS

There are no changes in significant accounting policies for the period/years covered in the restated financials.

FOREIGN CURRENCY TRANSACTIONS

Initial Recognition

Foreign currency transactions are recorded in the reporting currency by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting company's monetary items at rates different from those at which they were initially recorded during the year/period, or reported in previous financial statements, are recognized as income or as expenses in the year/period in which they arise except those arising from investments in non-integral operations.

Details of earnings in foreign exchange

NIL

Details of Expenditure in foreign Exchange

NIL

SEGMENT REPORTING

As the Company is dealing in only in Manufacturing, trading Business Segment is not applicable to the company.

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There are no identical Geographical Segment of the Company as there are no major differences in factors affecting the segment of market.

DISCONTINUING OPERATIONS

During the years/period, the company has not discontinued any of its operations.

DISCUSSION ON RESULTS OF OPERATION

The following discussion on results of operations should be read in conjunction with the Audited Financial Results of our Company for the financial years ended March 31, 2019, 2018 and 2017.

Revenue and Expenditure

Total Revenue: Our total revenue comprises of revenue from operations and other income.

Revenue from operations: Our revenue from operations comprises of sale of manufactured goods.

Other Income: Our Other income comprises interest on fixed deposit, interest on refund, dividend received, capital gains, discount received and profit on speculation.

Expenses: Our expenses comprise of cost of materials consumed, changes in inventories of finished goods & work in progress, employee benefit expenses, Finance cost, Depreciation and amortisation expenses and other expenses.

Cost of materials consumed comprises adjustment of raw materials and work in progress and purchase, consumables, custom duty, freight, electricity, job work charges.

Changes in inventory of finished goods consist of change in our inventory of finished goods as at the beginning and end of the year.

Our employee benefit expense consists of salary to Directors', staff, bonus, wages, ESI, provident fund and staff welfare expenses.

Our finance costs comprise of interest on borrowings and bank charges.

Depreciation and amortisation expenses: Tangible assets are depreciated over periods corresponding to their estimated useful lives. Depreciation includes depreciation charged on tangible assets.

Other expenses: Other expenses mainly include Audit Fees, Advertisement, Conveyance, Freight outward, Printing & Stationery Expenses, Legal & Professional Expenses, Repair & Maintenance, Telephone Expenses, travelling expenses, Interest on statutory payments etc.

RESULTS OF OPERATIONS

The following table sets forth select financial data from our restated financial statement of profit and loss for the financial years ended March 31, 2019, 2018 and 2017 the components of which are also expressed as a percentage of total revenue for such periods:

Particulars	31-03-2019	% of total income	31-03-2018	% of total income	31-03-2017	% of total income
Revenue from Operations	720.29	94.69%	634.41	93.66%	540.25	93.59%
Other income	40.41	5.31%	42.94	6.34%	37.01	6.41%

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Total Revenue (A)	760.70	100.00%	677.35	100.00%	577.26	100.00%
Expenses:						
Cost of Material Consumed	635.64	83.56%	516.00	76.18%	394.46	68.33%
Changes in Inventories of Finished Goods	(71.66)	(9.42)%	(8.32)	(1.23)%	19.36	3.35%
Employee benefits expense	59.20	7.78%	58.52	8.64%	67.23	11.65%
Other expenses	28.90	3.80%	46.43	6.85%	48.49	8.40%
Total Expenses (B)	652.08	85.72%	612.63	90.45%	529.54	91.73%
Earnings Before Interest, Taxes, Depreciation & Amortization(C=A-B)	108.62	14.28%	64.72	9.55%	47.72	8.27%
Finance costs (D)	31.71	4.17%	21.73	3.21%	18.27	3.16%
Depreciation and amortization expenses (E)	24.86	3.27%	15.70	2.32%	7.27	1.26%
Profit before exceptional items, extraordinary items and tax (F=C-D-E)	52.05	6.84%	27.29	4.03%	22.18	3.84%
Tax Expenses						
- Current Tax	11.01	1.45%	3.59	0.53%	7.22	1.25%
- Deferred Tax	(2.29)	(0.30) %	(0.20)	(0.03) %	(0.75)	(0.13) %
- MAT Credit	1.20	0.16%	(1.47)	(0.22) %	-	-
- Short /(Excess) Tax adjustment for prior items	-	-	0.10	0.01%	-	-
Tax Expense for The Year (G)	9.93	1.31%	2.03	0.30%	6.47	1.12%
Restated profit after tax from Continuing Operations (H=F-G)	42.12	5.54%	25.26	3.73%	15.71	2.72%

COMPARISON OF FY 2018-19 WITH FY 2017-18
Income

Total Revenue: Our total revenue increased by 12.31% to ₹760.70 Lakh for the financial year 2018-19 from ₹677.35 Lakh for the financial year 2017-18 due to the factors described below:

Revenue from operations

Our revenue from operations increased by 13.54% to ₹720.29 Lakh for the financial year 2018-19 from ₹634.41 Lakh for the financial year 2017-18. The increase was mainly due to increase in revenue from sale of manufactured goods by ₹113.95 Lakh and decrease in Job Work Revenue by ₹28.07 Lakh.

Other income: Our other income was ₹40.41 Lakh for the financial year 2018-19 as compared to ₹42.94 Lakh for the financial year 2017-18. The decrease was mainly due to decrease in Interest from Bank Deposit of ₹1.39 Lakh, Dividend Income by ₹0.82 Lakh and Short-Term Capital Gain of ₹25.90 Lakh. This decrease was partially set off with the increase in Discount Received of ₹0.45 Lakh and Long-Term Capital Gain of ₹25.83 Lakh.

Expenses

Our total expenses excluding finance cost, depreciation and tax expenses increased by 6.44% to ₹652.08 Lakh for the financial year 2018-19 from ₹612.63 Lakh for the financial year 2017-18 due to the factors described below:

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Cost of material consumed

Our Cost of material consumed for the financial year 2018-19 increased by 23.19% to ₹635.64 Lakh for the financial year 2018-19 as compared to ₹516.00 Lakh for the financial year 2017-18. The change was mainly due to increase in purchases by ₹79.40 Lakh which was partially offset by decrease in direct expenses by ₹12.46 Lakh.

Employee benefits expenses

Our employee benefit expenses increased by 1.16% to ₹59.20 Lakh for the financial year 2018-19 from ₹58.52 Lakh for the financial year 2017-18. The increase was mainly due to increase in Director's Remuneration by ₹4.63 Lakh and contribution to EPF, ESI and Gratuity by ₹0.95 Lakh. However, this increase was partially offset by decrease in salary & wages expenses and staff welfare expenses by ₹4.78 Lakh and ₹0.12 Lakh respectively.

Finance costs

Our finance costs increased by 45.93% to ₹31.71 Lakh for the financial year 2018-19 from ₹21.73 Lakh for the financial year 2017-18. The increase was primarily due to increase in Interest on Bank Loans by ₹6.80 Lakh, followed by increase in bank charges by ₹2.17 Lakh and CGTMSE Fees by ₹1.00 Lakh.

Depreciation and amortization expense

Our depreciation and amortization expense increased by 58.34% to ₹24.86 Lakh for the financial year 2018-19 from ₹15.70 Lakh for the financial year 2017-18. There was no increase in the gross block during the financial year 2018-19.

Other expenses

Our other expenses decreased by 37.76% to ₹28.90 Lakh for the financial year 2018-19 from ₹46.43 Lakh for the financial year 2017-18. Our operating and administrative expenses decreased by ₹17.53 Lakh mainly due to decrease in Trade Discounts by ₹12.08 Lakh, Repairs & Maintenance by ₹4.15 Lakh, Travelling Expenses by ₹2.28 Lakh, Advertisement and Business Promotion Expenses by ₹2.34 Lakh, Demat Charges by ₹1.71 Lakh, Legal and Professional Fees by ₹1.17 Lakh, conveyance expenses by ₹0.38 Lakh and rates and taxes by ₹0.26 Lakh. The said decrease in operating and administrative expenses was partially offset by corresponding increase in interest and penalties by ₹3.42 Lakh, market research services by 1.20 Lakh, printing and stationery by ₹1.60 Lakh, insurance charges by ₹0.82 Lakh, Freight outward by ₹0.11 Lakh and other expenses by ₹0.30 Lakh.

Profit before tax

Our profit before tax increased by 90.73% to ₹52.05 Lakh for the financial year 2018-19 from ₹27.29 Lakh for the financial year 2017-18. The increase was mainly due to the factors described above.

Tax expenses

Our tax expenses for the financial year 2018-19 amounted to ₹9.93 Lakh as against tax expenses of ₹2.03 Lakh for the financial year 2017-18. The net increase of ₹7.90 Lakh is on account of increase in Current Tax by ₹7.42 Lakh and MAT Tax by ₹2.67 Lakh corresponding to a decrease in Deferred Tax by ₹2.09 Lakh and tax adjustment for earlier years by ₹0.10 Lakh.

Profit after tax

Our profit after tax increased by 66.75% to ₹42.12 Lakh for the financial year 2018-19 from ₹25.26 Lakh for the financial year 2017-18 due to aforementioned reasons.

COMPARISON OF FY 2017-18 WITH FY 2016-17***Income***

Total Revenue: Our total revenue increased by 17.34% to ₹677.35 Lakh for the financial year 2017-18 from ₹577.26 Lakh for the financial year 2016-17 due to following reasons:

Revenue from operations

Our revenue from operations increased by 17.43% to ₹634.41 Lakh for the financial year 2017-18 from ₹540.25 Lakh for the financial year 2016-17 due to increase in sale of manufactured goods by ₹62.51 Lakh and job work revenue by ₹31.65 Lakh.

Other income: Our other income was ₹42.94 Lakh for the financial year 2017-18 as compared to ₹37.01 Lakh for the financial year 2016-17. The increase was mainly on account of increase in our Short Term Capital gain by ₹27.43 Lakh, Long Term Capital Gains by ₹6.34 Lakh, Dividend Income by ₹2.04 Lakh and Speculation gains by ₹1.25 Lakh. This increase was set off with corresponding decrease in Interest on Bank Deposits by ₹7.85 Lakh and VAT Deferment by ₹23.36 Lakh.

Expenses

Our total expenses excluding finance cost, depreciation and tax expenses increased by 15.69% to ₹612.13 Lakh for the financial year 2017-18 from ₹529.54 Lakh for the financial year 2016-17 due to the factors described below:

Cost of materials consumed

Our Cost of material consumed for the financial year 2017-18 increased by 30.81% to ₹516.00 Lakh as compared to ₹394.46 Lakh for the financial year 2016-17. The change was mainly due to increase in purchases by ₹135.22 Lakh and direct expenses by ₹13.63 Lakh.

Employee benefits expenses

Our employee benefit expenses decreased by 12.96% to ₹58.52 Lakh for the financial year 2017-18 from ₹67.23 Lakh for the financial year 2016-17. The decrease was mainly due to decrease in Directors Remuneration by ₹5.67 Lakh, Contribution to PF and ESI Funds, Gratuity by ₹3.79 Lakh and Staff Welfare Expenses by ₹0.24 Lakh. The decrease was partially offset by increase in Salary and Wages Expense by ₹0.99 Lakh.

Finance costs

Our finance costs increased by 18.94% to ₹21.73 Lakh for the financial year 2017-18 from ₹18.27 Lakh for the financial year 2016-17 due to increase in Interest on Bank Loans by ₹5.36 Lakh which was partially set off against decrease in Bank charges by ₹1.75 Lakh and CGTMSE Fees by ₹0.15 Lakh.

Depreciation and amortization expense

Our depreciation and amortization expense increased by 115.96% to ₹15.70 Lakh for the financial year 2017-18 from ₹7.27 Lakh for the financial year 2016-17. The gross block of fixed assets increased by ₹87.62 Lakh in the financial year 2017-18.

Other expenses

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Our other expenses decreased by 4.25% to ₹46.43 Lakh for the financial year 2017-18 from ₹48.49 Lakh for the financial year 2016-17. Our operating and administrative expenses decrease by ₹2.06 Lakh mainly on account of decrease in rent by ₹12.00 Lakh, Repairs and Maintenance by ₹5.52 Lakh, Filing Fees by ₹4.10 Lakh. The said decrease was partially offset by increase in Trade Discount by ₹10.39 Lakh, Demat Charges by ₹1.94 Lakh, Freight Outward expenses by ₹1.81 Lakh, Travelling expenses by ₹1.41 Lakh, legal & professional charges by ₹1.30 Lakh, advertisement expenses by ₹0.67 Lakh, conveyance expenses by ₹0.99 Lakh and printing and stationery by ₹0.46 Lakh amongst other expenses.

Profit before tax

Our profit before tax increased by 23.04% to ₹27.29 Lakh for the financial year 2017-18 from ₹22.18 Lakh for the financial year 2016-17 due to abovementioned factors.

Tax expenses

Our tax expenses for the financial year 2017-18 amounted to ₹2.02 Lakh as against tax expenses of ₹6.47 Lakh for the financial year 2016-17. The net decrease of ₹4.44 Lakh is on account of decrease in Current Tax by ₹3.63 Lakh and MAT Tax by ₹1.47 Lakh which is partially offset by increase in Deferred Tax by ₹0.55 Lakh and taxes for earlier year by ₹0.10 Lakh.

Profit after tax

Our profit after tax increased by 60.79% to ₹25.26 Lakh for the financial year 2017-18 from ₹15.71 Lakh for the financial year 2016-17 due to factors mentioned above.

OTHER KEY RATIOS

The table below summaries key ratios in our Restated Financial Statements for the years ended March 31, 2019, 2018 and 2017:

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018	For the year ended March 31, 2017
Fixed Asset turnover Ratio	9.26	6.18	17.57
Debt Equity Ratio	0.74	0.70	0.32
Current Ratio	2.77	2.54	3.17
Inventory Turnover ratio	9.39	17.77	19.65

Fixed Asset Turnover Ratio: This is defined as revenue from operations divided by total fixed assets excluding capital work in progress and intangible assets, based on Restated Standalone Financial Statements.

Debt Equity Ratio: This is defined as total debt divided by total shareholder funds. Total debt is the sum of long-term borrowings, short-term borrowings and current maturities of long-term debt, based on Restated Standalone Financial Statements.

Current Ratio: This is defined as current assets divided by current liabilities, based on Restated Standalone Financial Statements.

Inventory Turnover Ratio: This is defined as revenue from operations divided by average inventory. Average inventory is computed by dividing the sum of opening inventory and closing inventory by two, based on Restated Standalone Financial Statements.

CASH FLOWS

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The table below summaries our cash flows from our Restated Standalone Financial Statements for the financial years 2019, 2018 and 2017:

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018	For the year ended March 31, 2017
Net cash (used in)/ generated from operating activities	57.55	14.53	(211.43)
Net cash (used in)/ generated from investing activities	(55.16)	(83.02)	8.44
Net cash (used in)/ generated from financing activities	(1.33)	69.67	203.10
Net increase/ (decrease) in cash and cash equivalents	1.07	1.18	0.11
Cash and Cash Equivalents at the beginning of the period	1.54	0.35	0.25
Cash and Cash Equivalents at the end of the period	2.61	1.54	0.35

Operating Activity
Financial year 2018-19

Our net cash generated from operating activities was ₹57.55 Lakh for the financial year 2018-19. Our operating profit before working capital changes was ₹105.41 Lakh for the financial year 2018-19 which was primarily adjusted against income tax of ₹12.05 Lakh, increase in short term borrowings by ₹10.90 Lakh, increase in provisions by ₹0.66 Lakh, increase in other current liabilities by ₹9.44 Lakh, decrease in Trade payables by ₹33.15 Lakh, increase in other current assets by ₹0.04 Lakh, increase in short-term loans and advances by ₹119.38, increase in inventory by ₹46.34 Lakh, decrease in current investment by ₹189.29 and increase in trade receivables by ₹47.21 Lakh.

Financial year 2017-18

Our net cash generated from operating activities was ₹14.53 Lakh for the financial year 2017-18. Our operating profit before working capital changes was ₹60.12 Lakh for the financial year 2017-18 which was primarily adjusted against income tax of ₹13.81 Lakh, decrease in trade receivables by ₹80.04 Lakh, increase in current investment by ₹94.26 Lakh, increase in inventories by ₹35.70 Lakh, increase in short term loans and advances by ₹76.18 Lakh, increase in trade payables by ₹35.46 Lakh, decrease in current liabilities by ₹10.94 Lakh and increase in short term borrowings by ₹47.95 Lakh.

Financial year 2016-17

Our net cash used in operating activities was ₹211.43 Lakh for the financial year 2016-17. Our operating profit before working capital changes was ₹35.27 Lakh for the financial year 2016-17, which was primarily adjusted against income tax of ₹6.44 Lakh, increase in trade receivables by ₹2.19 Lakh, increase in current investment by ₹150.28 Lakh, decrease in inventories by ₹19.30 Lakh, increase in short term loans and advances by ₹13.97 Lakh, increase in trade payable of ₹4.84 Lakh, increase in provisions by ₹1.36 Lakh, increase in other current liabilities by ₹8.03 Lakh and decrease in short term borrowings by ₹107.35 Lakh.

Investing Activities
Financial year 2018-19

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Net cash used in investing activities was ₹55.16 Lakh for the financial year 2018-19. This was primarily on account of capital work in progress amounting to ₹58.37 Lakh and interest income of ₹3.21 Lakh.

Financial year 2017-18

Net cash used in investing activities was ₹83.02 Lakh for the financial year 2017-18. This was primarily on account of purchase of fixed assets amounting to ₹87.62 Lakh and interest income of ₹4.60 Lakh.

Financial year 2016-17

Net cash flow from investing activities was ₹8.44 Lakh for the financial year 2016-17. This was primarily on account of purchase of fixed assets amounting to ₹4.01 Lakh and interest income of ₹12.45 Lakh.

Financing Activities
Financial year 2018-19

Net cash used in financing activities for the financial year 2018-19 was ₹1.33 Lakh. This was primarily on account of adjustment of share issue expenses against securities premium account of ₹1.00 Lakh and finance cost by ₹31.71 Lakh which is partially set off against repayment of borrowings by ₹31.38 Lakh.

Financial year 2017-18

Net cash flow from financing activities for the financial year 2017-18 was ₹69.67 Lakh. This was primarily on account of increase in borrowings by ₹91.40 Lakh set off against finance cost of ₹21.73 lakh.

Financial year 2016-17

Net cash generated from financing activities for the financial year 2016-17 was ₹203.10 Lakh. This was primarily on account of increase in long term borrowings by ₹55.21 Lakh, additions to share capital of ₹168.75 Lakh, adjustment of share issue expenses against securities premium account of ₹2.59 Lakh and sett off of finance cost of ₹18.27 Lakh.

FINANCIAL INDEBTEDNESS

As on March 31, 2019, the total outstanding borrowings of our Company is ₹296.67 Lakh which includes short-term borrowings of ₹104.97 Lakh. For further details, refer to the chapter titled “*Statement of Financial Indebtedness*” beginning on page 160 of this Prospectus.

(₹ in Lakh)

Particulars	For the year ended March 31, 2019
Short term Borrowings	0.39
Secured Loans from banks	191.70
Working Capital Facility	104.58
Total	296.67

RELATED PARTY TRANSACTIONS

Related party transactions with our promoters, directors and their entities and relatives primarily relate to purchase and sale of products. For further information, please refer to the chapter titled “*Financial Statements as Restated*” on page 144 of this Prospectus.

CONTINGENT LIABILITIES

Nil

OFF-BALANCE SHEET ITEMS

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

QUALITATIVE DISCLOSURE ABOUT MARKET RISK

Financial Market Risks

Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk. We are exposed to interest rate risk, inflation and credit risk in the normal course of our business.

Interest Rate Risk

Our financial results are subject to changes in interest rates, which may affect our debt service obligations and our access to funds.

Effect of Inflation

We are affected by inflation as it has an impact on the raw material cost, wages, etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

Credit Risk

We are exposed to credit risk on monies owed to us by our customers. If our customers do not pay us promptly, or at all, we may have to make provisions for or write-off such amounts.

RESERVATIONS, QUALIFICATIONS AND ADVERSE REMARKS

Except as disclosed in chapter titled “*Financial Statements as Restated*” beginning on page 144 of this Prospectus, there have been no reservations, qualifications and adverse remarks. Details of Default, if any, Including Therein the Amount Involved, Duration of Default and Present Status, in Repayment of Statutory Dues or Repayment of Debentures or Repayment of Deposits or Repayment of Loans from any Bank or Financial Institution.

Except as disclosed in chapter titled “*Financial Statements as Restated*” beginning on page 144 of this Prospectus, there have been no defaults in payment of statutory dues or repayment of debentures and interest thereon or repayment of deposits and interest thereon or repayment of loans from any bank or financial institution and interest thereon by the Company.

FACTORS THAT MAY AFFECT THE RESULTS OF THE OPERATIONS

Unusual or infrequent events or transactions

There may be transactions or events, which i, could be considered unusual or infrequent and that may affect the operations of the Company.

Significant economic changes that materially affected or are likely to affect income from continuing operations

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There are no significant economic changes that materially affected Company's operations or are likely to affect income from continuing operations. Any slowdown in the growth of Indian economy or future volatility in global commodity prices, could affect the business including the future financial performance, shareholders' funds and ability to implement strategy and the price of the Equity Shares.

Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations

Other than as disclosed in the chapter titled "**Risk Factors**" beginning on page 21 of this Prospectus to our knowledge, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

Future changes in relationship between costs and revenues in case of events such as future increase in labour or material cost or prices that will cause material change

According to our knowledge, there are no future relationship between cost and income that would be expected to have a material adverse impact on our operations and revenues. However, increase in the cost of the goods in which the Company deals, will affect the profitability of the Company. Further, the Company may not be able to pass on the increase in prices of the services to the customers in full and this can be offset through cost reduction.

The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased prices

The increase in revenue is by and large linked to increase in volume of all the activities carried out by the Company.

Total turnover of each major industry segment in which the Issuer Company operates

Our Company is the major component supplier and job worker to manufacturers of washing machines in the Indian market for Front Loading washers.

Relevant industry data, as available, has been included in the chapter titled "**Our Industry**" beginning on page 82 of this Prospectus.

Any significant dependence on a single or few suppliers or customers

The % of Contribution of our Company's customer and supplier vis-a-vis the total revenue from operations and purchase respectively as on March 31, 2019 is as follows:

Particulars	Customers	Suppliers
Top 5%	99.91	99.62

Particulars	Customers	Suppliers
Top 10%	100	100

Competitive Conditions

We have competition with Indian and international manufacturers and our results of operations could be affected by competition in the Information Technology industry in India and international market in the future. We expect competition to intensify due to possible new entrants in the market, existing competitors further expanding their operations and our entry into new markets where we may compete with well-established unorganized companies/entities. This we believe may impact our financial condition and operations. For details, please refer to the chapter titled "**Risk Factors**" beginning on page 21 of this Prospectus.



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Increase in Income

Increases in our income are due to the factors described above in in this chapter under “*Factors Affecting Our Results of Operations*” and chapter titled “***Risk Factors***” beginning on page 21 of this Prospectus.

Status of any Publicly Announced New Products or Business Segments

Except as disclosed elsewhere in the Prospectus, we have not announced and do not expect to announce in the near future any new products or business segments.

STATEMENT OF FINANCIAL INDEBTEDNESS

Brief details on the financial indebtedness of the “MISQUITA ENGINEERING LIMITED” as on March 31, 2019 under:

SECURED BORROWINGS

Name of Lender	Date of Sanction/ Review	Type of Loan	Purpose	Sanctioned Amount (₹ in Lakh)	Rate of interest p.a.	Securities offered	Repayment/ Usance Period	Outstanding amount (₹ in Lakh)
HDF C Bank Ltd.	15.03.18	Cash credit	Working Capital	100.00	9.60%	Primary: Hypothecation of Plant & Machinery, Stock and Debtors Collateral: a) Personal Guarantee of: 1. Thomas Constance Avinash Misquita 2. Gail Lucia Misquita 3. Silvia Misquita b) CGTMSE Guarantee	20.02.20	98.89
		3/EEG WC Term Loan	CNC Machine	30.00	9.60%		20.02.20	22.45
HDF C Bank Ltd.	01.10.16	Fixed first non-housing loan scheme	Purchase of Office space	50.00	11.20%	Equitable mortgage of Floor 5th, Unit-530, Gera Imperium Star-Office spaces, plot 43,44, S no. Chalt Patto Complex, Patto, Panaji, Tiswadi, North Goa- 403001	15 years (180 installments)	49.20
HDF C Bank Ltd.	01.10.16	Fixed first non-housing loan scheme	Purchase of Office space	45.67	11.20%	Equitable mortgage of Floor 5th, Unit-531, Gera Imperium Star-Office spaces, plot 43,44, S	15 years (180 installments)	44.23

Misquita Engineering Limited

Name of Lender	Date of Sanction/ Review	Type of Loan	Purpose	Sanctioned Amount (₹ in Lakh)	Rate of interest p.a.	Securities offered	Repayment/ Usance Period	Outstanding amount (₹ in Lakh)
						no. Chalt Patto Complex, Patto, Panaji, Tiswadi, North Goa- 403001		
HDF C Bank Ltd.	04.08.17	Vehicle Loan	4-wheeler – New Nexa Ignis 1.2	7.26	8.75% (i.e. at PLR 3.25%) payable monthly	Hypothecation of 4-wheeler – new nexa Ignis 1.2	60 equated monthly installments @ ₹ 14,983/- per month	5.26
HDF C Bank Ltd.	12.07.18	Auto Premium Loan	Mercedes Benz GLA200 CDI	30.00	8.00%	Hypothecation of Mercedes Benz GLA200 CDI	60 equated monthly installments @ ₹ 60,829/- per month	23.58
HDF C Bank Ltd.	01.10.16	Fixed first non-housing loan scheme	Construction of shed	50.00	13.00% p.m.- upto 24 months from date of disbursement. RPLR- 3.30%	Primary: Hypothecation of Plot in the name of: 1. Thomas Constance Avinash Misquita 2. Gail Lucia Misquita Collateral: Personal Guarantee of: 1. Thomas Constance Avinash Misquita 2. Gail Lucia Misquita 3. Silvia Misquita	15 years (180 installments) @ ₹ 55,689/- per month	46.98
HDF C Bank Ltd.	-	Overdraft facility	Business Loan	7.20	9.26%	Pledge of Fixed Deposit of ₹ 8.00 Lakh	On Demand	5.70
			Total					296.29

*Misquita Engineering Limited***UNSECURED BORROWINGS**

Name of Lender	Purpose	Repayment Terms	Outstanding amount (₹ in Lakh)
Thomas Constance Avinash Misquita	Business Loan	On demand	0.39
	Total		0.39

SECTION X: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

Except as stated in this section, there are no outstanding (I) criminal proceedings, (II) actions taken by statutory or regulatory authorities, (III) disciplinary action including penalty imposed by the SEBI or stock exchanges against our Promoters in the last five Fiscals, including outstanding action, (IV) claims related to direct and indirect taxes in a consolidated manner, (V) details of any other pending material litigation which are determined to be material as per a policy adopted by our Board (“**Materiality Policy**”), in each case involving our Company, Promoters, Directors, Group Company and Subsidiary, (the “**Relevant Parties**”).

For the purpose of (V) above, our Board in its meeting held on July 17, 2019, has considered and adopted a policy of materiality for identification of material litigation involving the Relevant Parties.

In terms of the Materiality Policy, all pending litigation involving the Relevant Parties, other than criminal proceedings, actions by regulatory authorities and statutory authorities, disciplinary action including penalty imposed by SEBI or stock exchanges against the Promoters in the last five Fiscals including outstanding action, and tax matters, would be considered ‘material’ if:

- the monetary amount of claim by or against the entity or person in any such pending proceeding is in excess of 1% of the profit after tax of our Company as per the restated standalone financial statements of our Company for the last full Fiscal, being ₹ 10 Lakh; or
- the monetary liability is not quantifiable, however, the outcome of any such pending proceedings may have a bearing on the business, operations, performance, prospects or reputation of our Company.

Except as stated in this section, there are no Outstanding Material Dues (as defined below) to creditors; or (ii) outstanding dues to small scale undertakings and other creditors.

Our Board, in its meeting held on July 17, 2019 determined that outstanding dues to creditors in excess of ₹ 10 Lakh as per the restated standalone financials for the period ended March 31, 2019 shall be considered as material dues (“**Material Dues**”).

Unless otherwise stated to the contrary, the information provided is as of the date of this Prospectus.

OUTSTANDING TAXATION MATTERS INVOLVING OUR COMPANY, DIRECTORS, PROMOTERS, SUBSIDIARIES AND GROUP COMPANIES

Nature of Case	Number of Cases	Outstanding Amount (₹ in Lakh)
Company		
Direct Tax	1	3.28
Indirect Tax	Nil	Nil
Directors (other than Promoters)		
Direct Tax	1	0.53
Indirect Tax	Nil	Nil
Promoters		
Direct Tax	1	0.08
Indirect Tax	Nil	Nil
Subsidiaries		
Direct Tax	NA	NA
Indirect Tax	NA	NA
Group Companies		

Misquita Engineering Limited

Direct Tax	NA	NA
Indirect Tax	NA	NA

Note: The amounts indicated above are approximate amounts and have been disclosed to the extent ascertainable.

LITIGATION INVOLVING OUR COMPANY
LITIGATIONS AGAINST OUR COMPANY:
CRIMINAL MATTERS:

Nil

WILFUL DEFAULTER:

Our Company does not appear on the Wilful Defaulters' list as per the Reserve Bank of India Circular on Wilful Defaulters'.

ACTIONS BY REGULATORY OR STATUTORY AUTHORITIES¹:

Nil

OTHER MATTERS BASED ON MATERIALITY POLICY OF OUR COMPANY:

Nil

LITIGATIONS FILED BY OUR COMPANY:
CRIMINAL MATTERS:

Nil

OTHER MATTERS BASED ON MATERIALITY POLICY OF OUR COMPANY:

Nil

LITIGATION INVOLVING DIRECTORS OF OUR COMPANY
LITIGATIONS AGAINST DIRECTOR/S OF OUR COMPANY:
CRIMINAL MATTERS:

Nil

WILFUL DEFAULTERS:

None of our Directors' appear on the Wilful Defaulters' list as per the Reserve Bank of India Circular on Wilful Defaulters'.

ACTIONS BY REGULATORY OR STATUTORY AUTHORITIES:

¹ The Regulatory or Statutory Authorities for the purpose of this Chapter include but are not limited to SEBI, RBI etc.

Misquita Engineering Limited

Nil

OTHER MATTERS BASED ON MATERIALITY POLICY OF OUR COMPANY:

Nil

LITIGATIONS FILED BY DIRECTOR/S OF OUR COMPANY:

CRIMINAL MATTERS:

Nil

OTHER MATTERS BASED ON MATERIALITY POLICY OF OUR COMPANY:

Nil

LITIGATION INVOLVING OUR PROMOTERS

LITIGATIONS AGAINST OUR PROMOTERS:

CRIMINAL MATTERS:

Nil

DISCIPLINARY ACTION INCLUDING PENALTY IMPOSED BY SEBI OR STOCK EXCHANGES AGAINST OUR PROMOTERS IN THE LAST FIVE FINANCIAL YEARS INCLUDING OUTSTANDING ACTION:

Nil

WILFUL DEFAULTERS:

None of our Promoters' appear on the Wilful Defaulters' list as per the Reserve Bank of India Circular on Wilful Defaulters'.

ACTIONS BY REGULATORY OR STATUTORY AUTHORITIES:

Nil

OTHER MATTERS BASED ON MATERIALITY POLICY OF OUR COMPANY:

Nil

LITIGATIONS FILED BY OUR PROMOTERS:

CRIMINAL MATTERS:

Nil

OTHER MATTERS BASED ON MATERIALITY POLICY OF OUR COMPANY:

Nil

AS ON DATE OF THIS PROSPECTUS, OUR COMPANY DOES NOT HAVE ANY SUBSIDIARY/S OR GROUP COMPANY/S.

MATERIAL DEVELOPMENTS SINCE THE LAST BALANCE SHEET DATE

Except as mentioned under the chapter “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on page 145 of this Prospectus, there have been no material developments, since the date of the last audited balance sheet.

OUTSTANDING DUES TO CREDITORS

As of March 31, 2019, we had 23 creditors on a standalone basis. The aggregate amount outstanding to such creditors as on March 31, 2019 was ₹ 97.80 Lakh, on a standalone basis.

As per the Materiality Policy, such creditors to whom, outstanding dues to any creditor of our Company having monetary value which exceed ₹ 10 Lakh, which is 79.65 % of the total trade payables of our Company as per the Restated Financial Statements of our Company for the year ended March 31, 2019 included in this Prospectus, shall be considered as ‘material’. Accordingly, in this regard, the creditors to whom an amount exceeding ₹ 10 Lakh was owed as on March 31, 2019, were considered ‘material’ creditors. Based on the above, there is one material creditor of our Company as on March 31, 2019, to whom an aggregate amount of ₹ 77.90 Lakh was outstanding on such date.

Details of outstanding dues owed as at March 31, 2019 to MSMEs and other creditors are set out below:

Creditors	Number of Cases	Amount due (in ₹ Lakh)
MSMEs	1	0.22
Other Creditors	22	97.58
Total	23	97.80

The details pertaining to amounts due towards the material creditors are available on the website of our Company at www.misquitaengg.com.

Information provided on the website of our Company is not a part of this Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company’s website, www.misquitaengg.com, would be doing so at their own risk.

GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company has received the necessary consents, licenses, permissions, registrations and approvals from the Government/RBI, various Government agencies and other statutory and/ or regulatory authorities required for carrying on our present business activities and except as mentioned under this heading, no further material approvals are required for carrying on our present business activities. Our Company undertakes to obtain all material approvals and licenses and permissions required to operate our present business activities. Unless otherwise stated, these approvals or licenses are valid as of the date of this Prospectus and in case of licenses and approvals which have expired; we have either made an application for renewal or are in the process of making an application for renewal. In order to operate our business of manufacturing and Job Work of Engineering components, we require various approvals and/ or licenses under various laws, rules and regulations. For further details in connection with the applicable regulatory and legal framework, please refer to the chapter titled “*Key Industry Regulations and Policies*” on page 105 of this Prospectus.

The Company has its business located at:

Registered Office and Manufacturing Unit: 182/1 Vaiginim Vaddo Nachinol Aldona North Goa - 403 508.

The objects clause of the Memorandum of Association enables our Company to undertake its present business activities. The approvals required to be obtained by our Company include the following:

APPROVALS FOR THE ISSUE

CORPORATE APPROVALS

- The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a resolution passed at its meeting held on July 17, 2019, authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
- The shareholders of the Company have, pursuant to Section 62(1)(c) of the Companies Act 2013, by a special resolution passed in the Annual General Meeting held on July 29, 2019 authorized the Issue.

IN- PRINCIPLE APPROVAL FROM THE STOCK EXCHANGE

We have received in-principle approvals from the stock exchange for the listing of our Equity Shares pursuant to letter dated September 12, 2019 bearing reference no. LO/SME IPO/VK/IP/213/2019-20.

AGREEMENTS WITH NSDL AND CDSL

- The Company has entered into an agreement dated March 07, 2017 with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent, who in this case is, Bigshare Services Pvt Ltd for the dematerialization of its shares.
- Similarly, the Company has also entered into an agreement dated March 25, 2017 with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent, who in this case is Bigshare Services Pvt Ltd for the dematerialization of its shares.
- The Company's International Securities Identification Number (“ISIN”) is INE957W01025.

Misquita Engineering Limited
LENDERS CONSENT

- HDFC Bank Limited

INCORPORATION AND OTHER DETAILS

- The Certificate of Incorporation dated March 04, 1998 issued by the Registrar of Companies, Goa, Daman, Diu, in the name of “MISQUITA ENGINEERING PRIVATE LIMITED”.
- Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public company issued on October 18, 2017 by the Registrar of Companies, Goa in the name of “MISQUITA ENGINEERING LIMITED”.
- The Corporate Identification Number (CIN) of the Company is U74210GA1998PLC002537.

APPROVALS/LICENSES RELATED TO OUR BUSINESS ACTIVITIES

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

Sr. No.	Description	Authority	Registration No./ Reference No./ License No.	Date of Issue	Date of Expiry
1	Certificate of Importer-Exporter Code (IEC)	Foreign Trade Development Officer, Ministry of Commerce and Industry, Government of India	1717500391	June 06, 2017	In case of change in name/address or constitution of IEC holder, the IEC holder shall cease to be eligible to Import or Export against the IEC after the expiry of 90 days from the date of such a change unless in the meantime, the consequential changes are effected in the IEC by the concerned licensing authority.
2	Registration Certificate of Establishment (under Rule 5 of Goa, Daman and	Labour Inspector, Mapusa- Goa	S&E/II/MAP/Y2K/58	November 06, 2001 Renewed on: November 28, 2018	December 12, 2019

Misquita Engineering Limited

	Diu Shops and Establishments Act, 1975)				
3	Udyog Aadhar Memorandum for setting micro, small and medium Enterprises Unit	Ministry of Micro, Small and Medium Enterprises, Government of India	GA01B0000480	Date of Commencement: April 01, 1998	NA
4	Establishment License (Trade)	Office of the Village Panchayat, Nachinola, Bardez, Goa	VP/Nac/2018-19/665	October 03, 2018	Valid upto 2023

TAX RELATED APPROVALS/LICENSES/REGISTRATIONS

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
1	Permanent Account Number (PAN)	Income Tax Department, Government of India	AADCM2850Q	March 04, 1998	Perpetual
2	Tax Deduction Account Number (TAN)	Income Tax Department through National Securities Depository Limited (NSDL), Ministry of Finance, Government of India	BLRM05347G	March 09, 2018	Perpetual
3	Goods and Service Tax Identification Number (GSTIN) - Registered Office	Government of Goa and Government of India	30AADCM2850Q1ZD	March 06, 2018	NA
3	Certificate of Registration (under Goa Value Added Tax Act, 2005)	Assistant Commercial Tax Officer, Commercial Tax Department, Government of Goa-Mapusa ward	30760302557	April 03, 2014	Valid until cancelled
4	Certificate of Registration of Service Tax (under Chapter V of the Finance Act, 1994 read with the Service Tax Rules, 1994)	Central Board of Excise and Customs, Ministry of Finance, Department of Revenue	AADCM2850QSD001	October 12, 2010	NA
5	Certificate of Registration Central Sales Tax	Sales Tax Officer, Mapusa Ward	B/CST/ 3512	April 26, 2000	Until cancelled

Misquita Engineering Limited

Sr. No.	Authorisation granted	Issuing Authority	Registration No./Reference No./License No.	Date of Issue	Validity
	(under Rule 5(1) of Central Sales Tax (Registration and Turnover) Rules, 1957)			Valid From: March 25, 1998	
6	Central Excise Registration Certificate (under Rule 9 of the Central Excise Rules, 2002)	Assistant Commissioner of Central Excise, Central Board of Excise and Customs, Ministry of Finance, Department of Revenue	AADCM2850QXM001	April 03, 2003	NA

LABOUR RELATED APPROVALS/REGISTRATIONS

Sr. No.	Description	Authority	Registration No./Reference No./License No.	Date of Issue
1.	Employees Provident Fund Registration (under Employees' Provident Funds and Miscellaneous Provisions Act, 1952)	Employees Provident Fund Organisation, Ministry of Labour, Government of India	Goa/12818	September 09, 2010 With effect from September 02, 2010
2	Registration for Employees State Insurance (under Employees State Insurance Act, 1948)	Employees State Insurance Corporation	32-1743-62	May 08, 1998
3	Registration for Employment of Contract Labour (under Contract Labour (Regulation and Abolition) Act, 1970)	Contract Labour	Applied	Applied for Registration

ENVIRONMENT RELATED LICENSES /APPROVALS/ REGISTRATIONS

Sr No.	Description	Authority	Registration Number	Date of Certificate	Date of Expiry
1	Consent to Operate issued by State Pollution Control Board under Section 25 of the Water (Prevention & Control of Pollution) Act, 1974 & under Section 21 of the Air (Prevention &	Goa Pollution Control Board, Bardez	No. 5/6654/14-PCB/12758	June 05, 2014	July 09, 2023


Misquita Engineering Limited

	Control of Pollution) Act, 1981				
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OTHER BUSINESS-RELATED APPROVALS

Sr No.	Description	Authority	Registration Number	Date of initial certification	Date of Expiry
1	Manufacture and supply of Metal Machined Components ISO 9001:2015	The Certification Body of TUV SUD South Asia Private Limited, Mumbai	9910011688	April 22, 2010 Valid From: May 23, 2018	May 22, 2021

INTELLECTUAL PROPERTY RELATED APPROVALS/REGISTRATIONS
TRADEMARKS:

Sr. No.	Trademark	Trademark Type	Class	Applicant	Application No.	Date of Application	Validity/Renewal	Registration Status
1.		Device	07	Misquita Engineering Limited	4265175	August 14, 2019	NA	Marked for Exam

PENDING APPROVALS

Application for change of name of all the above-mentioned approvals in not made by the Company except PAN.

APPROVALS NOT TRACEABLE

Consent to Establish issued by State Pollution Control Board under Section 25 of the Water (Prevention & Control of Pollution) Act, 1974 & under Section 21 of the Air (Prevention & Control of Pollution) Act, 1981.

MATERIAL LICENSES / APPROVALS FOR WHICH THE COMPANY IS YET TO APPLY

Nil

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

The Issue in terms of this Prospectus has been authorized pursuant to the resolution passed by the Board of Directors dated July 17, 2019 and by the shareholders pursuant to the special resolution passed in Annual General Meeting dated July 29, 2019 under Section 62(1)(c) of the Companies Act, 2013.

The Offer for Sale of 2,72,000 Equity Shares by Mr. Thomas Constance Avinash Misquita the Selling Shareholder, has authorised the Company vide authorisation letter dated July 15, 2019.

The Selling Shareholder has confirmed that the Equity Shares proposed to be offered and sold in the Issue are eligible in term of SEBI (ICDR) Regulations and that she have not been prohibited from dealings in securities market and the Equity Shares offered and sold are free from any lien, encumbrance or third-party rights. The Selling Shareholder has also confirmed that she is the legal and beneficial owners of the Equity Shares being offered by her under the Offer for Sale.

Our Company has obtained in-principle approval from the BSE SME for using its name in the Prospectus pursuant to an approval letter dated September 12, 2019 from BSE Limited is the Designated Stock Exchange.

PROHIBITION BY SEBI OR OTHER GOVERNMENTAL AUTHORITIES

Neither Company, nor the Selling Shareholder, our Directors, our Promoters or the relatives (as defined under the Companies Act) of Promoters, our Promoter Group, and our Group Companies have been declared as willful defaulter(s) by the RBI or any other governmental authority. Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

We confirm that our Company, Promoters, Promoter Group, Directors or Group Companies have not been prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

Neither our Promoters, nor any of our Directors or persons in control of our Company are / were associated as promoter, directors or persons in control of any other Company which is debarred from accessing or operating in the capital markets under any order or directions made by the SEBI or any other regulatory or Governmental Authorities.

None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as Promoters or directors.

PROHIBITION BY RBI

Neither our Company, nor the Selling Shareholder, our Promoters, our Directors, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a willful defaulter by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided under chapter titled “*Outstanding Litigations and Material Developments*” beginning on page 163 of the Prospectus.

COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 (“SBO Rules”), to the extent applicable, as on the date of the Prospectus.

Misquita Engineering Limited

Under the SBO Rules certain persons who are ‘significant beneficial owners’, are required to intimate their beneficial holdings to our Company in Form no. BEN-1. However, pursuant to the General Circular no. 8/2018 dated September 10, 2018 issued by the Ministry of Corporate Affairs, Government of India (“MCA”), filing of Form no. BEN – 1 under the SBO Rules has been deferred until further notification from MCA. Therefore, compliance by Promoters and members of the Promoter Group, with the SBO Rules, to the extent applicable to each of them will be completed only upon further notification by the MCA.

ELIGIBILITY FOR THE ISSUE

Our Company is not ineligible in terms of Regulations 228 and 230(1) of SEBI ICDR Regulations 2018 for this Issue.

Our Company is an “unlisted issuer” in terms of the SEBI (ICDR) Regulations, 2018 and this Issue is an “Initial Public Issue” in terms of the SEBI (ICDR) Regulations 2018.

Our Company is eligible for the Issue in accordance with Regulation 229(1) of the SEBI (ICDR) Regulations 2018 and other provisions of Chapter IX of the SEBI (ICDR) Regulations 2018, as we are an Issuer whose post issue paid up capital is less than or equal to ₹10 Crores and we may hence, issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the "BSE SME platform of the BSE Ltd (BSESME)").

We confirm that:

In accordance with Regulation 260 of the SEBI (ICDR) Regulations 2018, this Issue is 100% underwritten and that the Lead Manager to the Issue shall underwrite minimum 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to chapter titled “**General Information**” beginning on page 47 of the Prospectus.

In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations 2018, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight working days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight working days, be liable to repay such application money, with an interest at the rate as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable laws. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

In accordance with Regulation 246 of the SEBI (ICDR) Regulations 2018, we have not filed this Offer document with SEBI nor has SEBI issued any observations on our Prospectus. Also, we shall ensure that our Lead Manager submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.

In accordance with Regulation 261 of the SEBI (ICDR) Regulations 2018, we hereby confirm that we have entered into an agreement with the Lead Manager and a Market Maker to ensure compulsory Market Making for a minimum period of three years from the date of listing of Equity Shares in this issue on the SME Platform of BSE Limited. For further details of the arrangement of market making please refer to chapter titled “**General Information**” beginning on page 47 and details of the Market Making Arrangements for this please refer to chapter titled “**The Issue**” beginning on page 42 of the Prospectus.

As per Regulation 229(3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of BSE SME Exchange in accordance with the Restated Standalone Financial Statements, prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations as below:

Misquita Engineering Limited

1. Our Company was incorporated on March 04, 1998, with the Registrar of Companies, Goa, Daman & Diu under the Companies Act, 1956 in India.
2. As per the restated financial statements, the net tangible assets of the company are ₹379.46 Lakh as on March 31, 2019 so, the company has fulfilled the criteria of minimum tangible assets shall not be less ₹ 300 Lakh.
3. The Net worth (excluding revaluation reserves) of the Company is positive as per the latest audited financial results and restated financial result.
4. The Net worth and Cash Accruals of the Company as per the restated financial statements for the years ended March 31, 2019, March 31, 2018 and March 31, 2017 are as set forth below: -

(₹ In lakhs)

Particulars	March 31, 2019	March 31, 2018	March 31, 2017
Net Worth*	384.27	343.15	317.90
Cash Accruals**	76.92	42.99	29.45

* "Net Worth" has been defined as the aggregate of the paid-up share capital, share application money (excluding the portion included in other current liabilities) and reserves and surplus excluding miscellaneous expenditure, if any

**"Cash Accruals" has been defined as the Earnings before depreciation and tax from operation.

5. The track record of our Company as per the Restated Financial Statements for the financial year ended March 31, 2019, financial year ended March 31, 2018 and financial year ended March 31, 2017 are as set forth below:

(₹ in Lakh)

Particulars	F.Y.-2018-2019	F.Y.-2017-2018	F.Y.-2016-2017
Net Profit after Income Tax (as Restated)	42.12	25.26	15.71

6. The post issue paid up capital of the company will be 26,94,000 Shares of face value of ₹10.00 aggregating to ₹2.69 Crore which is less than ₹25.00 Crore.
7. Our Company shall mandatorily facilitate trading in demat securities and will enter into an agreement with both the depositories. The Company has entered into an agreement for registration with the Central Depository Services Limited (CDSL) dated March 07, 2017 and National Securities Depository Limited (NSDL) dated March 25, 2017 for establishing connectivity.
8. The Company has not been referred to Board for Industrial and Financial Reconstruction.
9. There is no winding up petition against the Company, which has been admitted by a court of competent jurisdiction or liquidator has not been appointed.
10. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
11. There has been no change in the promoter(s) of the Company in the one year preceding the date of filing application to BSE for listing on SME segment.
12. The Company has a website www.misquitaengg.com

Misquita Engineering Limited

We further confirm that we comply with all the above requirements/ conditions so as to be eligible to be listed on the SME platform of the BSE Ltd.

COMPLIANCE WITH PART A OF SCHEDULE VI OF THE SEBI (ICDR) REGULATIONS

Our Company is in compliance with the provisions specified in Part A of Schedule VI of the SEBI (ICDR) Regulations 2018. No exemption from eligibility norms has been sought under Regulation 300 of the SEBI (ICDR) Regulations 2018, with respect to the Issue.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI)/ STOCK EXCHANGE SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI/ STOCK EXCHANGE. DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MANAGER, GRETEX CORPORATE SERVICES PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY AND THE SELLING SHAREHOLDER ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS PROSPECTUS, THE LEAD MANAGER, GRETEX CORPORATE SERVICES PRIVATE LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER COMPANY AND THE SELLING SHAREHOLDER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER SHALL FURNISHED TO STOCK EXCHANGE/SEBI A DUE DILIGENCE CERTIFICATE AND WHICH SHALL ALSO BE SUBMITTED TO SEBI AFTER REGISTERING THE PROSPECTUS WITH ROC AND BEFORE OPENING OF THE ISSUE.

“WE, THE UNDER NOTED LEAD MANAGER TO THE ABOVE-MENTIONED FORTHCOMING ISSUE STATE AND CONFIRM AS FOLLOWS:

- 1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, CIVIL LITIGATIONS, AND DISPUTES WITH COLLABORATORS, CRIMINAL LITIGATIONS ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE PROSPECTUS PERTAINING TO THE SAID ISSUE.**
- 2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:**
 - A. THE PROSPECTUS FILED WITH THE EXCHANGE/ BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**

- B. ALL THE MATERIAL LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
- C. THE MATERIAL DISCLOSURES MADE IN THE PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, APPLICABLE PROVISIONS OF THE COMPANIES ACT, 1956, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**
- 3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.**
- 4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS - NOTED FOR COMPLIANCE.**
- 5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE PROSPECTUS.**
- 6. WE CERTIFY THAT REGULATION 237 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTER CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE PROSPECTUS.**
- 7. WE UNDERTAKE THAT SUB-REGULATION (2) OF REGULATION 236 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER'S CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER'S CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – NOT APPLICABLE**
- 8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED**

OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.- COMPLIED TO THE EXTENT APPLICABLE.

9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE OFFER AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – NOTED FOR COMPLIANCE.
10. WE CERTIFY THAT IN CASE OF RIGHT ISSUE DISCLOSURE HAS BEEN MADE IN THE PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT MODE- NOTED FOR COMPLIANCE
11. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE PROSPECTUS:
 - A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND
 - B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.
12. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 WHILE MAKING THE ISSUE-NOTED FOR COMPLIANCE.
13. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OR THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTER EXPERIENCE, ETC.
14. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.-NOTED FOR COMPLIANCE.
15. WE ENCLOSE STATEMENT ON PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER (WHO ARE RESPONSIBLE FOR PRICING THE ISSUE) AS PER FORMAT SPECIFIED BY THE SEBI THROUGH CIRCULAR NO. CIR/CFD/DIL/7/2015 DATED OCTOBER 30, 2015-DETAILS ARE ENCLOSED IN “ANNEXURE A”.
16. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS- *TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED IN ACCORDANCE WITH ACCOUNTING STANDARD-18 IN THE FINANCIAL INFORMATION OF THE COMPANY INCLUDED IN THE PROSPECTUS.*

ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE:

1. WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.
2. WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.
3. WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.- NOTED FOR COMPLIANCE.
4. WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER-NOTED FOR COMPLIANCE.
5. WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 261 AND 262 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 HAVE BEEN MADE.
6. WE CONFIRM THAT THE ISSUER HAS REDRESSED AT LEAST NINETY-FIVE PERCENT OF THE COMPLIANCE RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEEDING THE MONTH OF THE FILLING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES OR LETTER OF OFFER WITH THE SME EXCHANGE.

Note:

The filing of this Prospectus does not, however, absolve our Company from any liabilities under section 34, 35 and 36(1) of the Companies Act, 2013 or from the requirement of obtaining such statutory and other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the Lead Manager any irregularities or lapses in the Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Goa, Daman and Diu in terms of Section 26, 28 and 30 of the Companies Act, 2013.

DISCLAIMER STATEMENT FROM OUR COMPANY, SELLING SHAREHOLDER AND THE LEAD MANAGER

Our Company, the Selling Shareholder and the Lead Manager accept no responsibility for statements made otherwise than those contained in the Prospectus or, in case of the Company, in any advertisements or any other



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material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website www.misquitaengg.com would be doing so at his or her own risk.

The Lead Manager to the Issue accepts no responsibility, save to the limited extent as provided in the Issue Agreement entered between the Lead Manager to the Issue, our Company and the Selling Shareholder on July 30, 2019 and the Underwriting Agreement dated July 30, 2019 entered into between the Underwriters, our Company and the Selling Shareholder and the Market Making Agreement dated July 30, 2019 entered into among the Market Maker and our Company.

All information shall be made available by our Company and the Lead Manager to the Issue to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centers or elsewhere.

The Lead Manager to the Issue and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Entities, and our affiliates or associates, for which they have received and may in future receive compensation.

CAUTION

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not Offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER

For details regarding the price information and track record of the past issue handled by M/s. Gretex Corporate Services Private Limited, as specified in Circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015 issued by SEBI, please refer Annexure A to this Prospectus and the website of the Lead Manager at www.gretexcorporate.com.

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, AIFs state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹2,500.00 Lakh and pension funds with a minimum corpus of ₹2,500.00 Lakh, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. The Prospectus does not, however,

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constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform him or herself about, and to observe, any such restrictions.

Any dispute arising out of this issue will be subject to jurisdiction of the competent court(s) in Mumbai, Maharashtra, only.

No action has been, or will be, taken to permit a public Issuing in any jurisdiction where action would be required for that purpose, except that the Prospectus has been filed with SME Platform of BSE for its observations and BSE will give its observations in due course. Accordingly, the Equity Shares represented hereby may not be Issued or sold, directly or indirectly, and the Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and Prospectus in each jurisdiction, including India.

DISCLAIMER CLAUSE OF THE SME PLATFORM OF BSE LIMITED

BSE Limited (“BSE”) has given vide its letter dated September 12, 2019 permission to this Company to use its name in this offer document as one of the stock exchanges on which this company’s securities are proposed to be listed on the SME Platform. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. BSE Ltd does not in any manner: -

- a) warrant, certify or endorse the correctness or completeness of any of the contents of this offer document or
- b) warrant that this Company’s securities will be listed or will continue to be listed on BSE; or
- c) take any responsibility for the financial or other soundness of this Company, its promoter, its management or any scheme or project of this Company.
- d) warrant, certify or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the Company and investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the Company is determined by the Company in consultation with the Merchant Banker(s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this Offer Document have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything or omitted to be herein or for any other reason whatsoever.

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e) BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness, or timeliness thereof.

f) The Company has chosen the SME Platform on its own initiative and at its own risk, and is responsible for complying with all local laws, rules, regulations, and other statutory or regulatory requirements stipulated by BSE/other regulatory authority. Any use of the SME Platform and the related services are subject to Indian laws and Courts exclusively situated at Mumbai.

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be Issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be Issued and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those Issues and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be Issued or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

FILING

The Prospectus has not been filed with SEBI, nor has SEBI issued any observation on the Offer Document in terms of Regulation 246(5) the SEBI (ICDR) Regulations, 2018. However, a copy of the Prospectus will be filed with SEBI at Plot No.C4-A, 'G' Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400051, Maharashtra. A copy of the Prospectus along with the documents required to be filed under Section 26 and Section 28 of the Companies Act, 2013 will be delivered to the ROC situated at Company Law Bhawan, EDC Complex, Plot No.21, Patto, Panaji, Goa.

LISTING

The Equity Shares of our Company are proposed to be listed on BSE SME platform of the BSE Ltd. Our Company has obtained in-principle approval from BSE SME by way of its letter dated September 12, 2019 for listing of equity shares on BSE SME platform of the BSE Ltd.

BSE Limited will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform of BSE Limited is not granted by BSE, our Company and the Selling Shareholder shall forthwith repay, without interest, all moneys received from the applicants in pursuance of the Prospectus. If such money is not repaid within eight (8) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) days, be liable to repay such application money, with interest at the rate as prescribed under the Companies Act, 2013.

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Our Company and the Selling Shareholder shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at The SME Platform of BSE Limited mentioned above are taken within six Working Days from the Issue Closing Date.

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who-

- *Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- *Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- *Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable to action under section 447 of the Companies, Act 2013.*

CONSENTS

Consents in writing of (a) Our Directors, the Selling Shareholder, Promoters, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditor, Key Managerial Personnel, Banker(s) to the Company; (b) Lead Manager, Underwriters, Market Maker, Registrar to the Issue, Public Issue Banker, Legal Advisor to the Issue and Share Escrow Agent to act in their respective capacities shall be obtained as required as required under section 26 and 28 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the ROC. Our Statutory Auditor holding Peer Reviewed Certificate has given their written consent to the inclusion of their report in the form and context in which it appears in this Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Prospectus for filing with the ROC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations 2018, M/s Gupta Agarwal & Associates Chartered Accountants, Statutory Auditors of the Company have agreed to provide their written consent to the inclusion of their respective reports on “**Statement of Possible Tax Benefits**” relating to the possible tax benefits and restated financial statements as included in the Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of the Prospectus.

EXPERT TO THE ISSUE

Except as stated below, our Company has not obtained any expert opinions:

- Report of the Statement of Possible of Tax Benefits.
- Report of the Auditor on the Restated Financial Statements for financial year ended on March 31, 2019, 2018 and 2017 of our Company.

EXPENSES TO THE ISSUE

The expenses of this Issue include, among others, underwriting and management fees, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. For details of total expenses of the Issue, refer to chapter “**Objects of the Issue**” beginning on page 69 of this Prospectus.

DETAILS OF FEES PAYABLE



Misquita Engineering Limited

Fees Payable to the Lead Manager

The total fees payable to the Lead Manager will be as per the Mandate Letter issued by our Company to the Lead Manager, the copy of which is available for inspection at our Registered Office.

Fees Payable to the Registrar to the Issue

The fees payable to the Registrar to the Issue will be as per the Agreement signed by our Company and the Registrar to the Issue dated July 30, 2019 a copy of which is available for inspection at our Registered Office. The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, and stamp duty and communication expenses. Adequate funds will be provided by the Company to the Registrar to the Issue to enable them to send refund orders or allotment advice by registered post/ speed post/ under certificate of posting.

Fees Payable to Others

The total fees payable to the Legal Advisor, Auditor and Advertiser, etc. will be as per the terms of their respective engagement letters if any.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

The underwriting commission and the selling commission for the Issue are as set out in the Underwriting Agreement amongst the Company and Underwriters. The underwriting commission shall be paid as set out in the Underwriting Agreement based on the Issue price and the amount underwritten in the manner mentioned in accordance with Section 40 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rule, 2013

PREVIOUS RIGHTS AND PUBLIC ISSUES SINCE THE INCORPORATION

We have not made any previous rights and/or public issues since incorporation and are an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, 2018 and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations 2018.

PREVIOUS ISSUES OF SHARES OTHERWISE THAN FOR CASH

Except as stated in the chapter titled “*Capital Structure*” beginning on page 56 of this Prospectus, our Company has not issued any Equity Shares for consideration otherwise than for cash.

COMMISSION AND BROKERAGE ON PREVIOUS ISSUES

Since this is the initial public offer of the Equity Shares by our Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of our Equity Shares since our inception.

PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED COMPANIES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 370(1B) OF THE COMPANIES ACT, 1956 / SECTION 186 OF THE COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS.

None of the equity shares of our Group Companies are listed on any recognized stock exchange. None of the above companies have raised any capital during the past 3 years.

PROMISE VERSUS PERFORMANCE FOR OUR COMPANY



Misquita Engineering Limited

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations 2018, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations 2018. Therefore, data regarding promise versus performance is not applicable to us.

OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY OUR COMPANY

As on the date of this Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

STOCK MARKET DATA FOR OUR EQUITY SHARES

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations 2018, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Agreement between the Registrar and Our Company and the Selling Shareholder provides for retention of records with the Registrar for a period of at least three years from the last date of dispatch of the letters of allotment, demat credit and unblocking of funds to enable the investors to approach the Registrar to this Issue for redressal of their grievances. All grievances relating to this Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the ASBA applicants.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company or the Registrar to the Issue or the SCSB in case of ASBA Bidders shall redress routine investor grievances within 15 working days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

We have constituted the Stakeholders Relationship Committee of the Board *vide* resolution passed at the Board Meeting held on July 17, 2019. For further details, please refer to the chapter titled “*Our Management*” beginning on page 119 of this Prospectus.

Our Company has appointed Ms. Bhawini Surana as Company Secretary and Compliance Officer and she may be contacted at the following address:

Ms. Bhawini Surana

Misquita Engineering Limited

Off no: 182/1, Vaiginim Vaddo Nachinol Aldona

North Goa - 403 508, Goa, India

Tel: +91 83088 48233

Email: info@misquitaengg.com

Website: www.misquitaengg.com



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Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or unblocking of funds, etc.

CAPITALISATION OF RESERVES OR PROFITS

Save and except as stated in the chapter titled “*Capital Structure*” beginning on page 56 of this Prospectus, our Company has not capitalized its reserves or profits during the last five years.

REVALUATION OF ASSETS

Our Company has not revalued its assets since incorporation.

TAX IMPLICATIONS

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled “*Statement of Possible Tax Benefits*” beginning on page 79 of this Prospectus.

PURCHASE OF PROPERTY

Other than as disclosed in this Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Prospectus.

Except as stated elsewhere in this Prospectus, our Company has not purchased any property in which the Promoter and/or Directors have any direct or indirect interest in any payment made there under.

SERVICING BEHAVIOR

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

PAYMENT OR BENEFIT TO OFFICERS OF OUR COMPANY

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation. Except as disclosed under sections titled “*Our Management*” and “*Related Party Transactions*” beginning on pages 119 and 142 respectively of this Prospectus none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

SECTION XI: ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued and transferred pursuant to the Issue shall be subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations 2018, SEBI Listing Regulations, SCRA, SCRR, the Memorandum and Articles of Association, the terms of this Prospectus, the Abridge Prospectus, Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advices and other documents/ certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, Registrar of Companies, RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable, or such other conditions as may be prescribed by SEBI, RBI, the Government of India, the Stock Exchanges, the Registrar of Companies and/or any other authorities while granting its approval for the Issue.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment.

Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.

OFFER FOR SALE

The Issue comprises of s fresh issue and offer for sale by the Selling Shareholders. The fees and expenses relating to the offer shall be shared in the proportion mutually agreed between the Company and the respective Selling Shareholders in accordance with applicable law. However, for ease of operations, expenses of the Selling Shareholders may, at the outset, be borne by our Company on behalf of the Selling Shareholders and the Selling Shareholders agree that they will reimburse our company all such expenses.

RANKING OF THE EQUITY SHARES

The Equity Shares being issued and transferred pursuant to the issue shall be subject to the provisions of the Companies Act, 2013 our Memorandum and Articles of Association, SEBI Listing Regulations, SEBI ICDR Regulations and SCRA, shall rank pari-passu in all respects including dividend with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment.

For further details, please refer to the section titled “*Main Provisions of Articles of Association*” beginning on page 218 of this Prospectus.

AUTHORITY FOR THE ISSUE

This Issue has been authorized by a resolution of the Board passed at their meeting held on July 17, 2019 subject to the approval of shareholders through a special resolution to be passed pursuant to section 62(1)(c) of the Companies Act, 2013. The shareholders have authorized the issue by a special resolution in accordance with Section 62(1)(c) of the Companies Act, 2013 passed at the AGM of the Company held on July 29, 2019.

MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013, SEBI Listing Regulations, the Memorandum and Articles of Association, and recommended by the Board of Directors at their discretion and approved by the Shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividend, if declared, to our Shareholders as per the provisions of the Companies Act, SEBI Listing Regulations and our Articles of Association. For further details, please refer to the chapter titled “*Dividend Policy*” beginning on page 143 of this Prospectus.

FACE VALUE AND ISSUE PRICE PER SHARE

The Equity Shares having a face value of ₹10.00 each are being issued in terms of this Prospectus at the price of ₹27.00 per Equity Share. The Issue Price is determined by our Company, in consultation with the Lead Manager and is justified under the section titled “*Basis of Issue Price*” beginning on page 77 of this Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

COMPLIANCE WITH SEBI (ICDR) REGULATIONS, 2018

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations 2018. Our Company shall also comply with all disclosure and accounting norms as specified by SEBI from time to time.

RIGHTS OF THE EQUITY SHAREHOLDERS

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports and notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, 2013 terms of the SEBI Listing Regulations and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien and / or consolidation / splitting, etc, please refer to the section titled “*Main Provisions of Articles of Association*” beginning on page 218 of this Prospectus.

ALLOTMENT OF EQUITY SHARES ONLY IN DEMATERIALIZED FORM

In terms of Section 29 of Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar and Share Transfer Agent to the Issue:

- i. Tripartite agreement dated March 25, 2017 between our Company, NSDL and the Registrar and Share Transfer Agent.

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- ii. Tripartite agreement dated March 07, 2017 between our Company, CDSL and the Registrar and Share Transfer Agent.

The trading of the Equity Shares will happen in the minimum contract size of 4,000 Equity Shares and the same may be modified by BSE from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Offer will be done in multiples of 4,000 Equity Shares subject to a minimum allotment of 4,000 Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Allocation and allotment of Equity Shares through this issue will be done in multiples of 4,000 Equity Share subject to a minimum allotment of 4,000 Equity Shares to the successful applicants.

MINIMUM NUMBER OF ALLOTTEES

Further in accordance with the Regulation 268 of SEBI (ICDR) Regulations, the minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 4 working days of closure of issue.

JURISDICTIONS

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Mumbai, Maharashtra, India.

The Equity Shares have not been and will not be registered under the U. S. Securities Act or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, ‘U.S. persons’ (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and applicable laws of the jurisdiction where those issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

JOINT HOLDERS

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

NOMINATION FACILITY TO INVESTOR

In accordance with Section 72(1) & 72(2) of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 (3) of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in accordance to Section 72 (4) of the Companies Act, 2013, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh

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nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the issue will be made only in dematerialized mode there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investor wants to change the nomination, they are requested to inform their respective depository participant.

WITHDRAWAL OF THE ISSUE

Our Company and the Selling Shareholder in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-issue advertisements were published, within two days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed.

If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, our Company shall file a fresh Prospectus. Notwithstanding the foregoing, the Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment, and (ii) the final ROC approval of the Prospectus after it is filed with ROC. If our Company withdraws the Issue after the Bid/Issue Closing Date and thereafter determines that it will proceed with an issue/issue for sale of the Equity Shares, our Company shall file a fresh Prospectus with Stock Exchange.

ISSUE PROGRAMME

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Issue Opening Date	September 23, 2019
Issue Closing Date	September 25, 2019
Finalization of Basis of Allotment with the Designated Stock Exchange	On or before September 30, 2019
Intimation of Refunds	On or before October 01, 2019
Credit of Entry Shares to demat accounts of Allottees	On or before October 01, 2019
Commencement of trading of the Equity Shares on the Stock Exchange	On or before October 04, 2019

The above timetable is indicative and does not constitute any obligation on our Company or the Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension

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of the Issue Period by our Company, or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Applications and any revision to the same shall be accepted **only between 10.00 a.m. and 5.00 p.m.(IST)** during the Issue Period. On the Issue Closing Date, the Applications and any revision to the same shall be accepted between **10.00 a.m. and 3.00 p.m. (IST)** or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Applicants after taking into account the total number of Applications received up to the closure of timings and reported by the Lead Manager to the Stock Exchange. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e. Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their Applications one day prior to the Issue Closing Date and, in any case, not later than 5.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public issue, some applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days. Neither our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise. Any time mentioned in this Prospectus is Indian Standard Time.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the Bid cum Application Form, for a particular Bidder, the Registrar to the Issue shall ask for rectified data.

MINIMUM SUBSCRIPTION

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the offer through the Offer Document including development of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received, if there is a delay beyond eight days, after our Company become liable to pay the amount, our Company shall pay interest as prescribed under the SEBI Regulations, Section 40 of the Companies Act, 2013 and applicable laws.

The minimum number of allottees in this issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this issue and the monies blocked by the SCSBs shall be unblocked within 4 working days of closure of issue.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold and applications may not be made by persons in any such jurisdiction except in compliance with the applicable laws of such jurisdiction.

MARKET MAKING

The shares issued and transferred through this issue are proposed to be listed on the SME Platform of BSE with compulsory market making through the registered Market Maker of the BSE Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on SME Platform of BSE. For further details of the market making arrangement please refer to chapter titled “**General Information**” beginning on page 47 of this Prospectus.

ARRANGEMENTS FOR DISPOSAL OF ODD LOT

The trading of the Equity Shares will happen in the minimum contract size of 4,000 shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of BSE.

RESTRICTIONS, IF ANY ON TRANSFER AND TRANSMISSION OF EQUITY SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING

Except for lock-in of the pre-issue Equity Shares and Promoters' minimum contribution in the issue as detailed in the chapter "*Capital Structure*" beginning on the page 56 of the Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation/splitting except as provided in the Articles of Association. For details please refer to the section titled "*Main Provisions of the Articles of Association*" beginning on page 218 of this Prospectus.

NEW FINANCIAL INSTRUMENTS

The Issuer Company is not issuing any new financial instruments through this Issue.

ALLOTMENT OF SECURITIES IN DEMATERIALIZED FORM

In accordance with the SEBI ICDR Regulations 2018, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange.

MIGRATION TO MAIN BOARD

Our Company may migrate to the main board of BSE from the SME Platform on a later date subject to the following:

a) If the Paid up Capital of the Company is likely to increase above ₹25 Crore by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the vote cast by the shareholders other than the Promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than Promoter shareholders against the proposal and for which the Company has obtained in-principal approval from the main board), Company shall have to apply to BSE for listing our shares on its main board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the main board.

OR

b) If the Paid up Capital of the Company is more than ₹10 Crore but below ₹25 Crore, Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Any company desiring to migrate to the Main board from the SME Board within two years of listing on SME platform of BSE Limited has to fulfil following conditions:

- a) The increase in post issue face value capital beyond ₹25 crore should arise only because of merger/ acquisition or for expansion purposes.
- b) The company should have a minimum turnover of ₹100 crore as per last audited financials and market capitalization of ₹100 crore.

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- c) The company should have a minimum profit before tax of ₹10 crore for two years out of three preceding years.
- d) There should not be any action against the company by any regulatory agency at the time of application for migration.

AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FIIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and / or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

APPLICATION BY ELIGIBLE NRIS, FPI'S REGISTERED WITH SEBI, VCF'S, AIF'S REGISTERED WITH SEBI AND QFI

It is to be understood that there is no reservation for Eligible NRIs or FPIs or VCFs or AIFs registered with SEBI. Such Eligible NRIs, QFIs, FPIs, VCFs or AIFs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company, Selling Shareholder and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(1) of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our post issue face value capital does not exceed ten crores rupees. The Company shall issue specified securities to the public and propose to list the same on the Small and Medium Enterprise Exchange (“*SME Exchange*”, in this case being the SME Platform of BSE Limited i.e. BSE SME For further details regarding the salient features and terms of such this Issue, please refer to chapter titled “*Terms of the Issue*” and “*Issue Procedure*” beginning on pages 186 and 195 respectively of this Prospectus.

The present issue of 7,16,000 Equity Shares of face value of ₹10.00 each fully paid (the ‘Equity Shares’) for cash at price of ₹27.00 per Equity Share (including a premium of ₹17.00 per Equity Share) aggregating up to ₹193.32 Lakh. The issue comprises a reservation of 36,000 Equity Shares of ₹27.00 each aggregating to ₹9.72 Lakh for subscription by the designated Market Maker (Market Maker Reservation Portion) and a Net Issue to Public of upto 6,80,000 Equity Shares of ₹10.00 each at an Issue Price of ₹27.00 per share aggregating to ₹183.60 Lakh (the Net Issue). The Issue and the Net Issue will constitute 26.58% and 25.24% respectively of the post issue paid up equity share capital of the company.

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
Number of Equity Shares	6,80,000 Equity Shares	36,000 Equity Shares
Percentage of Issue Size available for allocation	94.97 % of the Issue Size 25.24 % of the Post Issue Paid up Capital	5.03 % of the Issue Size 1.34 % of the Post Issue Paid up Capital
Basis of Allotment/ Allocation if respective category is oversubscribed	Proportionate subject to minimum allotment of 4000 Equity Shares and further allotment in multiples of 4000 Equity Shares each. For further details please refer to “ <i>Basis of Allotment</i> ” under section titled “ <i>Issue Procedure</i> ” on page 195 of this Prospectus.	Firm Allotment
Mode of Application	All the applicants shall make the application (Online or Physical) through ASBA Process Only.	Through ASBA Process Only
Mode of Allotment	Compulsorily in dematerialized form.	Compulsorily in dematerialized form.
Minimum Application Size	For QIB and NII: Such number of Equity Shares in multiples of 4,000 Equity Shares such that the Application Value exceeds ₹2.00 Lakh. For Retail Individuals: 4,000 Equity Shares	4,000 Equity Shares of Face Value ₹10.00
Maximum Application Size	For QIB and NII: The maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations applicable. For Retail Individuals: 4,000 Equity Shares.	4,000 Equity Shares of Face Value ₹10.00
Trading Lot	4,000 Equity Shares	4,000 Equity Shares. However, the Market Makers may accept odd lots if any in the market as required

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Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
		under the SEBI (ICDR) Regulations, 2018.
Terms of Payment	The entire application amount will be payable at the time of submission of the Application Form and accordingly ASBA Banks will block the entire Application Amount.	

* For the detailed information on the Allocation of Net Issue to Public, please refer to chapter titled “*The Issue*” on page 42 of this Prospectus.

WITHDRAWAL OF THE ISSUE

In accordance with the SEBI ICDR Regulations, our Company and the selling shareholder, in consultation with Lead Manager, reserves the right not to proceed with this Issue at any time after the Issue Opening Date, but before our Board meeting for Allotment without assigning reasons thereof. If our Company and the selling shareholder withdraws the Issue after the Issue Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-Issue advertisements were published.

Further, the Stock Exchanges shall be informed promptly in this regard and the Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification. In case our Company and the selling shareholder withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non-retail Applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities at Mumbai, Maharashtra, India.

ISSUE PROGRAMME

ISSUE OPENING DATE	September 23, 2019
ISSUE CLOSING DATE	September 25, 2019

Applications and any revisions to the same will be accepted only between **10.00 a.m. to 5.00 p.m. (Indian Standard Time)** during the Issue Period at the Application Centers mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue Closing Date applications will be accepted only between **10.00 a.m. and 3.00 p.m. (Indian Standard Time)**.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

ISSUE PROCEDURE

All Applicants should review the General Information Document for investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, and SEBI Circular bearing number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, notified by SEBI (“General Information Document”), which highlights the key rules, processes and procedure applicable to public issues in general in accordance with the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI (ICDR) Regulations. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchange and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, there have been certain changes in the issue procedure for initial public offerings including making ASBA Process mandatory for all investors, allowing registrar, share transfer agents, collecting depository participants and stock brokers to accept application forms. Further, SEBI, by its circular No. (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, reduced the time taken for listing after the closure of an issue to six working days. These changes are applicable for all public issues which open on or after January 1, 2016 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018

Unified Payments Interface Phased implementation of Unified Payments Interface SEBI has issued a circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the circular, Unified Payments Interface will be introduced in a phased manner as a payment mechanism in addition to ASBA for applications by Retail Individual Investors through intermediaries. Phase I of this mechanism will be applicable from January 1, 2019.

Phased implementation of UPI for Applications by Retail Individual Investors as per the UPI Circular.

SEBI has issued a circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, updated pursuant to the SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 (collectively, the “UPI Circular”) in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circular, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circular proposes to introduce and implement the UPI payment mechanism in three phases in the following manner:

Phase I: This phase has become applicable from January 1, 2019 and will continue for a period of six months i.e. until June 30, 2019. Under this phase, a Retail Individual Investor would also have the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing would continue to be six Working Days.

Phase II: This phase will commence upon completion of Phase I and will continue for a period of three months or floating of five main board public issues, whichever is later. Under this phase, submission of the Application Form

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by a Retail Individual Investors through intermediaries to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase.

Phase III: The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing would be reduced to be three Working Days.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI payment. The issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Investors into the UPI mechanism.

This Issue may be amongst one of the few initial public issue in which the UPI Mechanism for application by RII is being permitted, the Company, and the LM are not liable for any adverse occurrence's consequent to the implementation of the UPI Mechanism for application in this Issue.

Retail Individual Bidders making application using UPI shall use only his / her own bank account or only his /her own bank account linked UPI ID to make an application in the Issue. The SCSBs upon receipt of the Application Form will upload the Application details along with the UPI ID in the ASBA platform of the Stock Exchanges. Applications made by the Retail Individual Bidders using third party bank account or using UPI IDs linked to the bank accounts of any third parties are liable for rejection. Bankers to the Issue shall provide the investors UPI linked bank account details to RTA for purpose of reconciliation. Post uploading the Application details in the ASBA platform, the Stock Exchanges will validate the PAN and demat account details of Retail Individual Investors with the Depositories.

Please note that the information stated/ covered in this section may not be complete and/ or accurate and as such would be subject to modification/ change.

Our Company, Selling Shareholder and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company, Selling Shareholder and the Lead Manager would not be liable for any amendment, modification or change in applicable law, which may occur after the date of this Prospectus. Applicants are advised to make their own independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Prospectus.

This section applies to all the Applicants. Please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.

Our Company, Selling Shareholder and the LM are not liable for any amendments, modifications or change in applicable laws or regulations, which may occur after the date of this Prospectus.

PART A

FIXED PRICE ISSUE PROCEDURE

This Issue is being made under Regulation 229(1) of Chapter IX of SEBI (ICDR) Regulations, 2018 through a Fixed Price Process wherein 50% of the Net Issue to public is being offered to the Retail Individual Applicants and the balance is being offered to other Investors including QIBs and Non-Institutional Applicants. However, in case of under-subscription in either category, unsubscribed portion shall be allocated to investors in other category subject to valid Applications being received from them at the Issue Price.

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Subject to the valid Applications being received at the Issue Price, allotment to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Individual Investors Category where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Individual Investors Category, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company, Selling Shareholder in consultation with the Lead Manager and the Stock Exchange.

Investors should note that the Equity Shares will be allotted to all successful Applicants only in dematerialized form. It is mandatory to furnish the details of Applicant’s depository account along with Application Form. The Application Forms which do not have the details of the Applicants’ depository account, including the DP ID Numbers and the beneficiary account number shall be treated as incomplete and rejected. Application Form which do not have the details of the Applicants’ PAN, (other than Applications made on behalf of the Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. Applicants will not have the option of being Allotted Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges.

APPLICATION FORMS

Retail Individual Applicants can submit their Applications by submitting Application Forms, in physical form or in electronic mode, to the members of the Syndicate, the sub-Syndicate, the SCSBs, the Registered Brokers, Registrars to an Issue and Share Transfer Agents and Depository Participants.

Application Forms will be available with the Syndicate/sub-Syndicate members, SCSBs and at our Registered Office. In addition, the Application Forms will also be available for download on the website of the Company, Lead Manager and Stock Exchange, BSE SME (www.bsesme.com), at least one day prior to the Issue Opening Date.

All Applicants shall mandatorily participate in the Issue only through the ASBA process. ASBA Applicants must provide bank account details and authorization to block funds in the relevant space provided in the Application Form or alternatively, the Retail Individual Applicants wishing to apply through UPI Channel, may provide the UPI ID and validate the blocking of the funds and the Application Forms that do not contain such details are liable to be rejected. For further details on the UPI Channel please refer SEBI circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of a member of the Syndicate or the Registered Broker or the SCSBs or Registrars to an Issue and Share Transfer Agents or Depository Participants, as the case may be, submitted at the Collection centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

Pursuant to SEBI Circular dated January 1, 2016 and bearing no. CIR/CFD/DIL/1/2016, the Application Form has been standardized. Also, please note that pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 investors in public issues can only invest through ASBA mode. The prescribed colours of the Application Form for various investors applying in the Issue are as follows:

Category	Colour
Resident Indians and Eligible NRI's applying on a non-repatriation basis (ASBA)**	White*
Non-Residents including eligible NRI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)**	Blue*

*Excluding electronic Application Form.

** Application forms will also be available on the website of the BSE SME (www.bsesme.com). Same Application Form applies to all ASBA Applicants/ Retail Individual Applicants applying through UPI mechanism, irrespective

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of whether they are submitted to the SCSBs, to the Registered Brokers, to Registrars to an Issue and Share Transfer Agents, Depository Participants or to the Syndicate.

Designated Intermediaries (other than SCSBs) after accepting application form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Application Forms to respective SCSBs where the Applicants has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Prospectus.

The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following intermediaries (Collectively called – Designated Intermediaries”)

No.	Designated Intermediaries
1	An SCSB, with whom the bank account to be blocked, is maintained
2	A syndicate member (or sub-syndicate member)
3	A stock-broker registered with recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (‘broker’)
4	A depository participant (‘DP’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5	A registrar to an offer and share transfer agent (‘RTA’)(whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), and intending to use UPI, shall also enter their UPI ID in the application form.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs:	After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

<p>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</p>	<p>After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange.</p> <p>Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds.</p> <p>Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.</p>
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Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorized our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants.

Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorising blocking of funds that are available in the bank account specified in the Application Form used by ASBA Applicants.

Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms/ Application Forms to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, Lead Manager to the Issue and Registrar to the Issue, as mentioned in the Application Form. The application forms may also be downloaded from the website of BSE SME i.e. www.bsesme.com.

WHO CAN APPLY?

Each Applicant should check whether it is eligible to apply under applicable law.

Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Application Form and GID for more details.

Subject to the above, an illustrative list of Applicants is as follows:

- Indian-national resident in India who are competent to contract under the Indian Contract Act,1872, in single or joint names (not more than three);
- Applications belonging to an account for the benefit of a minor (under guardianship);

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- Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: “Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Application by HUFs will be considered at par with Application form individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorized to invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
- Qualified Foreign Investors subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations and other laws, as applicable);
- Trusts/ societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/ societies and who are authorized under the irrelative constitutions to hold and invest in equity shares;
- Limited liability partnerships registered under the Limited Liability Partnership Act,2008;
- Insurance companies registered with IRDAI;
- Mutual Funds registered with SEBI;
- FPIs other than Category III Foreign Portfolio Investor;
- Category III Foreign Portfolio Investors, which are foreign corporates or foreign individuals only under the Other Investors Category;
- Scientific and/ or industrial research organizations authorized in India to invest in the Equity Shares;
- Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and polices applicable to them.

Applications should not be made by:

- Minors (except through their Guardians)
- Partnership firms or their nominations
- Foreign Nationals (except NRIs)
- Overseas Corporate Bodies

The Equity Shares have not been and will not be registered under the U.S. Securities Act, 1933 (the “U.S. Securities Act”) or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offer and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction

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outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The information below is given for the benefit of the applicants. Our Company, and the Lead Manager do not accept responsibility for the completeness and accuracy of the information stated. Our Company, and the Lead Manager is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for does not exceed the limits prescribed under laws or regulations.

MAXIMUM AND MINIMUM APPLICATION SIZE

For Retail Individual Applicants:

The Application must be for a minimum of 4,000 Equity Shares and in multiples of 4,000 Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed ₹ 2.00 Lakh. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed ₹ 2.00 Lakh. As the application price payable by the Retail Individual Applicants cannot exceed ₹ 2.00 Lakh, they can make Application only for minimum Application size i.e. for 4,000 Equity Shares.

For Other than Retail Individual Applicants (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2.00 Lakh and in multiples of 4,000 Equity Shares thereafter. An Application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than ₹ 2.00 Lakh for being considered for allocation in the Non-Institutional Portion.

PARTICIPATION BY ASSOCIATES /AFFILIATES OF LM AND THE SYNDICATE MEMBERS

The LM, Market Maker and the Underwriter, if any shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting and market making obligations. However, associates/affiliates of the LM and Syndicate Members, if any may subscribe for Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to the Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

APPLICATION BY MUTUAL FUNDS

As per the current regulations, the following restrictions are applicable for investments by Mutual fund:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which

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the Application has been made.

The Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

APPLICATIONS BY ELIGIBLE NRIS

Only Applications accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs intending to make payment through freely convertible foreign exchange and Applying on a repatriation basis could make payments through the ASBA process only by blocking the funds for the amount payable on application in their NRE Account or FCNR Accounts, maintained with banks authorised by the RBI to deal in foreign exchange.

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents, accompanied by a bank certificate confirming that the payment has been made by blocking the relevant funds in their NRE or FCNR account, as the case may be. Payment for Application by non-resident Applicants applying on a repatriation basis will not be accepted out of NRO accounts for the full Application amount, at the time of submission of the Application Form.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour). Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

APPLICATIONS BY HUF

Application by Hindu Undivided Families or HUFs should be in the individual name of the Karta. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Application by HUFs will be considered at par with Applications by individuals.

APPLICATIONS BY FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post- Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to the RBI.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the

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SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. In case of Applications made by FPIs, a verified true copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached along with the Application form, failing which our Company reserves the right to reject the Application without assigning any reasons thereof.

APPLICATIONS BY BANKING COMPANIES

In case of Applications made by banking companies registered with the RBI, certified copies of: (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserves the right to reject any Application by a banking company without assigning any reason therefore.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the bank's own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary

(with certain exceptions prescribed), and (ii) investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

APPLICATIONS BY SCSBs

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA applications.

Applications by SEBI registered Venture Capital Funds, Alternative Investment Funds and Foreign Venture Capital Investors.

The SEBI VCF Regulations and the SEBI FVCI Regulations, as amended, inter alia prescribe the investment restrictions on VCFs and FVCIs, respectively, registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs.

Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offerings.

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The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulations. All Non-Resident Applicants including Eligible NRIs, FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and / or commission. There is no reservation for Eligible NRIs, FIIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

Further, according to the SEBI Regulations, the shareholding of VCFs, category I or II AIFs and FVCIs held in a company prior to making an initial public offering would be exempt from lock-in requirements only if the shares have been held by them for at least one year prior to the time of filing the Prospectus with SEBI. However, such equity shares shall be locked in for a period of at least one year from the date of purchase by the VCF, category I or II AIF or FVCI, as the case may.

APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

APPLICATIONS BY INSURANCE COMPANIES

In case of Applications made by Insurance Companies, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 (the “IRDAI Investment Regulations”) are broadly set forth below:

- a) Equity shares of a company: the lower of 10% of the outstanding Equity Shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- b) The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- c) The industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) and (iii) above, as the case may be.

The above limit of 10.00% shall stand substituted as 15.00% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12.00% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000 million or more but less than ₹2,500,000 million.

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Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time.

APPLICATIONS BY PROVIDENT FUNDS/ PENSION FUNDS

In case of Applications made by provident funds/ pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application, without assigning any reason thereof.

APPLICATIONS UNDER POWER OF ATTORNEY

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Mutual Funds, Eligible FPIs, insurance companies Systemically Important Non-Banking Financial Companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250 million and pension funds with a minimum corpus of ₹ 250 million (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/ or bye laws, as applicable must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any such Application without assigning any reasons, therefore.

APPLICATIONS BY SYSTEMICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES

In case of Application by Systemically Important Non-Banking Financial Companies, certified copy of a) the certificate of registration issued by RBI, b) certified copy of its latest audited financial statement on a basis and a net worth certificate from its statutory auditor and c) such other approval as may be required by Systemically Important Non- Banking Financial Companies are required to be attached to the Application Form. Failing this, our Company reserves the right to accept or reject any such Application without assigning any reasons, therefore. Systematically Important Non- Banking Financial Companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and Applicants are advised to ensure that any single Application from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus

METHOD AND PROCESS OF APPLICATIONS

- a) The Designated Intermediaries shall accept applications from the Applicants during the Issue Period.
- b) The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.
- c) During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.
- d) The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to be rejected either

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before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Issue.

- e) Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and there by acknowledged by the Designated Intermediaries at the time of receipt.
- f) The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.
- g) Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.
- h) If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.
- i) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.
- j) The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdraw/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment if finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/ failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

TERMS OF PAYMENT

The entire Issue price of ₹27.00 per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

ALLOCATION OF EQUITY SHARES

The Issue is being made through the Fixed Price Process wherein 36,000 Equity Shares shall be reserved for Market Maker and 6,80,000 Equity shares (Net Issue) will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from Retail Individual Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on proportionate basis to Non-Retail Applicants.

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Under- subscription if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.

Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.

In terms of SEBI Regulations, Non-Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage.

Allotment status details shall be available on the website of the Registrar to the Issue.

PRE-ISSUE ADVERTISEMENT

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Prospectus with the RoC, publish a pre- Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation.

ISSUANCE OF ALLOTMENT ADVICE

1. Upon approval of the Basis of Allotment by the Designated Stock Exchange.
2. The Lead Managers or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Issue.

The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.

DESIGNATED DATE

Designated Date and Allotment of Equity Shares Designated Date: On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

Designated Date: On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

GENERAL INSTRUCTIONS

Do's:

1. Check if you are eligible to apply;
2. Read all the instructions carefully and complete the applicable Application Form;
3. Ensure that the details about the Depository Participant and the beneficiary account are correct as Allotment of Equity Shares will be in the dematerialized form only;
4. Applicant shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application;
5. Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;

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6. Ensure that the Demographic Details (as defined herein below) are updated, true and correct in all respects;
7. Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant;
8. Ensure that you have funds equal to the Application Amount in the ASBA account maintained with the SCSB before submitting the Application Form to the respective Designated Branch of the SCSB, the Registered Broker (at the Broker Centres), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations); Instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Ensure that the Application Form is signed by the account holder in case the applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
10. Ensure that the Application Forms are delivered by the applicants within the time prescribed as per the Application Form and the Prospectus;
11. All Investors submit their applications through the ASBA process only;
12. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
13. The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.
14. Ensure that you have mentioned the correct ASBA Account number in the Application Form and in case of Retail Individual Applicants applying through UPI Channel, ensure that you have mentioned the correct UPI ID.
15. Submit revised Applications to the same member of the Syndicate, SCSB or Non-Syndicate Registered Broker, or RTAs or DPs as applicable, through whom the original Application was placed and obtain a revised TRS;
16. Ensure that you have requested for and receive a TRS;

Don'ts:

1. Do not apply for lower than the minimum Application size;
2. Do not apply at a price different from the price mentioned herein or in the Application Form;
3. Do not apply on another Application Form after you have submitted an Application to the SCSBs, Registered Brokers of Stock Exchange, RTA and DPs registered with SEBI.
4. Do not pay the Application price in cash, by money order or by postal order or by stock invest;
5. Do not send Application Forms by post; instead submit the same to the Application Collection Intermediaries only;
6. Do not submit the Application Forms to any non-SCSB bank or our Company;
7. Do not apply on an Application Form that does not have the stamp of the relevant Application Collection Intermediary;

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8. Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
9. Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/ or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
10. Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground;
11. Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
12. Do not submit applications on plain paper or incomplete or illegible application forms in a colour prescribed for another category of Applicant; and
13. Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.
14. Do not make more than five application from one bank account
15. Do not use third party bank account or third party UPI ID linked Bank Account for making the Application;

OTHER INSTRUCTIONS FOR THE APPLICANTS**Joint Applications**

In the case of Joint Applications, the Applications should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such First Applicant would be required in the Application Form and such First Applicant would be deemed to have signed on behalf of the joint holders all communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

Multiple Applications

An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to the Designated Intermediaries and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

IMPERSONATION

Attention of the application is specifically drawn to the provisions of the sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who

- a. Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- b. Makes or abets making of multiple applications to a company in different names or in different combination of his name or surname for acquiring or subscribing for its securities; or*
- c. Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.*
- d. The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public*

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interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.”

INVESTOR GRIEVANCE

In case of any pre-Issue or post-Issue related problems regarding demat credit/refund orders/unblocking etc., the Investors can contact the Compliance Officer of our Company.

NOMINATION FACILITY TO APPLICANT

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.

GROUND FOR REJECTIONS

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- a) Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- b) In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- c) Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- d) PAN not mentioned in the Application Form;
- e) GIR number furnished instead of PAN;
- f) Applications for lower number of Equity Shares than specified for that category of investors;
- g) Applications at a price other than the Fixed Price of the Issue;
- h) Applications for number of Equity Shares which are not in multiples of 4,000;
- i) Category not ticked;
- j) Multiple Applications as defined in the Prospectus;
- k) In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- l) Applications accompanied by Stock invest/ money order/ postal order/ cash;
- m) Signature of sole Applicant is missing;
- n) Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- o) In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- p) Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- q) Applications by OCBs;
- r) Applications by US persons other than in reliance on Regulations or “qualified institutional buyers” as defined in Rule 144A under the Securities Act;
- s) Applications not duly signed;
- t) Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- u) Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- v) Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;

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- w) Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- x) Applications or revisions thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of ₹2,00,000, received after 3.00 pm on the Issue Closing Date;
- y) Applications not containing the details of Bank Account and/or Depositories Account.

For details of instruction in relation to the Application Form, Applicants may refer to the relevant section of GID and UPI Circular.

APPLICANT SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGE BY THE BROKERS DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.

NAMES OF ENTITIES RESPONSIBLE FOR FINALIZING THE BASIS OF ALLOTMENT IN A FAIR AND PROPER MANNER

The authorised employees of the Stock Exchange, along with the LM and the Registrar, shall ensure that the Basis of Allotment is finalized in a fair and proper manner in accordance with the procedure specified in SEBIICDR Regulations.

COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 (six) Working Days of the Issue Closing Date. The Registrar to the Issue may dispatch the Allotment Advice within 6 (six) Working Days of the Issue Closing Date.

SIGNING OF UNDERWRITING AGREEMENT AND FILING OF PROSPECTUS WITH ROC

- a) The issue is 100% underwritten. Our company and the Selling Shareholder has entered into an Underwriting Agreement dated July 30, 2019 with Lead Manager. For Further information, please refer section **“General Information”** beginning from page 47 of this Prospectus.
- b) A copy of Prospectus will be filed with the RoC in terms of Section 26, 28 & 32 of Companies Act, 2013.

UNDERTAKINGS BY OUR COMPANY

We undertake as follows:

1. That the complaints received in respect of the Issue shall be attended to by us expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (six) Working days of Issue Closing Date.
3. That the funds required for making refunds/unblocking to unsuccessful applicants as per the mode(s) disclosed shall be made available to the registrar to the issue by the issuer.

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4. That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the specified period of closure of the issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.
5. That the promoters' contribution in full, wherever required, shall be brought in advance before the Issue opens for public subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on public in accordance with applicable provisions in these regulations.
6. That no further issue of securities shall be made till the securities offered through the Prospectus are listed or till the application monies are refunded on account of non-listing, under subscription, etc., other than as disclosed in accordance with Regulation 19.
7. That adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of allotment.
8. That if the Company do not proceed with the Issue, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspaper where the pre- Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
9. That if the Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file afresh offer document with the RoC/ SEBI, in the event our Company subsequently decides to proceed with the Issuer;

UTILIZATION OF ISSUE PROCEEDS

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate heading the balance sheet of our company indicating the form in which such unutilized monies have been invested.
- 4) The utilization of monies received under the Promoters' contribution shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
- 5) The details of all unutilized monies out of the funds received under the Promoters' contribution shall be disclosed under a separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested.

EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL

To enable all shareholders of our Company to have their shareholding in electronic form, the Company will sign the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- Agreement dated March 25, 2017 between NSDL, the Company and the Registrar;

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- Agreement dated March 07, 2017 between CDSL, the Company and the Registrar;
- The Company's equity shares bear an ISIN No INE957W01025.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 (“**FEMA**”). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India (“**RBI**”) and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“**DIPP**”).

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment (“**FDI**”) through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“**DIPP**”), has issued consolidated FDI Policy Circular of 2017 (“**FDI Policy 2017**”), which with effect from August 28, 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2017 will be valid until the DIPP issues an updated circular.

The Reserve Bank of India (“**RBI**”) also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015 as updated from time to time by RBI. In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including filing of Form FC-GPR.

Under the current FDI Policy of 2017, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations. At present 100% foreign direct investment through automatic route is permitted in the Manufacturing sector in which our Company operates.

In case of investment in sectors through Government Route approval from competent authority as mentioned in Chapter 4 of the FDI Policy 2017 has to be obtained by the Company.

The transfer of shares between an Indian resident to a non-resident does not require the prior approval of the RBI, subject to fulfilment of certain conditions as specified by DIPP/ RBI, from time to time. Such conditions include: (i) where the transfer of shares requires the prior approval of the Government as per the extant FDI policy provided that: a) the requisite approval of the Government has been obtained; and b) the transfer of shares adheres with the pricing guidelines and documentation requirements as specified by the Reserve Bank of India from time to time.; (ii) where the transfer of shares attract SEBI (SAST) Regulations subject to the adherence with the pricing guidelines and documentation requirements as specified by Reserve Bank of India from time to time; (iii) where the transfer of shares does not meet the pricing guidelines under the FEMA, 1999 provided that: a) The resultant FDI is in compliance with the extant FDI policy and FEMA regulations in terms of sectoral caps, conditionalities (such as minimum capitalization, etc.), reporting requirements, documentation etc.; b) The pricing for the transaction is compliant with the specific/ explicit, extant and relevant SEBI regulations/ guidelines (such as IPO, Book building, block deals, delisting, exit, open offer/ substantial acquisition/ SEBI SAST); and Chartered Accountants Certificate to the effect that compliance with the relevant SEBI regulations/guidelines as indicated above is attached to the form FC-TRS to be filed with the AD bank and iv) where the investee company is in the financial sector provided that: a) Any ‘fit and proper/ due diligence’ requirements as regards the non-resident investor as stipulated by the respective financial sector regulator, from time to time, have been complied with; and b) The FDI policy and FEMA

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regulations in terms of sectoral caps, conditionalities (such as minimum capitalization, pricing, etc.), reporting requirements, documentation etc., are complied with. As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of Our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

INVESTMENT CONDITIONS/RESTRICTIONS FOR OVERSEAS ENTITIES

Under the current FDI Policy 2017, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, , FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Schedule 1, 2, 2A, 3, 6, 9, 10 and 11 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations, 2017. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

i. Investment by FPIs under Portfolio Investment Scheme (PIS):

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10 % of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24 % of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10 percent and 24 percent will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

ii. Investment by Registered Foreign Portfolio Investor (RFPI) under Foreign Portfolio Investment (FPI) Scheme:

With respect to purchase/sale of shares or convertible debentures or warrants, a RFPI registered in accordance with SEBI (FPI) Regulations, 2014 as amended in regular intervals may purchase shares of convertible debentures or warrants of an Indian company under FPI scheme. The total holding by each RFPI shall be below 10% of the total paid-up equity capital or 10% of the paid-up value of each series of convertible debentures issued by an Indian company and the total holdings of all RFPI put together shall not exceed 24% of paid-up equity capital or paid up value of each series of convertible debentures. The said limit of 24% will be called aggregate limit. However, the aggregate limit of 24% may be increased up to the sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its General Body. For arriving at the ceiling on holdings of RFPI, shares or convertible debentures or warrants acquired both

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through primary as well as secondary market will be included. However, the ceiling will exclude investment made by RFPI through of off-shore Funds, Global Depository Receipts and Euro-Convertible Bonds but include holding of RFPI and deemed RFPI in the investee company for computation of 24% or enhanced limit.

iii. Investment by NRI on repatriation and non-repatriation basis under PIS:

With respect to purchase/sale of shares and/or convertible debentures by a NRI on a stock exchange in India on repatriation and/or non-repatriation basis under PIS is allowed subject to certain conditions under Schedule 3 of the FEMA (Transfer or Issue of security by a person resident outside India) Regulations, 2000. Further, with regard to limits:

- the paid-up value of shares of an Indian company, purchased by each NRI both on repatriation and on-repatriation basis, does not exceed 5% of the paid-up value of shares issued by the company concerned;
- the paid-up value of each series of convertible debentures purchased by each NRI both on repatriation and non-repatriation basis does not exceed 5% of the paid-up value of each series of convertible debentures issued by the company concerned;
- the aggregate paid-up value of shares of any company purchased by all NRIs does not exceed 10% of the paid-up capital of the company and in the case of purchase of convertible debentures.
- the aggregate paid-up value of each series of debentures purchased by all NRIs does not exceed 10% of the paid-up value of each series of convertible debentures;

However, the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the General Body of the Indian company concerned.

iv. Investment by NRI on non-repatriation basis:

As per current FDI Policy 2017, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident Outside India) Regulations – Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non-repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“US Securities Act”) or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of “US Persons” as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the “Prospectus Directive”) has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive,

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provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorized. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Prospectus.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company, Selling Shareholder and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

SECTION XII: MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

**THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION
OF
MISQUITA ENGINEERING LIMITED**

Sr. No	Particulars	
1.	No regulation contained in Table “F” in the First Schedule to Companies Act, 2013 shall apply to this Company but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.	Table F Applicable.
	Interpretation Clause	
2.	In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:	
	(a) "The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force.	Act
	(b) “These Articles" means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution.	Articles
	(c) “Auditors" means and includes those persons appointed as such for the time being of the Company.	Auditors
	(d) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.	Capital
	(e) *“The Company” shall mean MISQUITA ENGINEERING LIMITED	
	(f) “Executor” or “Administrator” means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.	Executor or Administrator
	(g) "Legal Representative" means a person who in law represents the estate of a deceased Member.	Legal Representative
	(h) Words importing the masculine gender also include the feminine gender.	Gender

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Sr. No	Particulars	
	(i) "In Writing" and "Written" includes printing lithography and other modes of representing or reproducing words in a visible form.	In Writing and Written
	(j) The marginal notes hereto shall not affect the construction thereof.	Marginal notes
	(k) "Meeting" or "General Meeting" means a meeting of members.	Meeting or General Meeting
	(l) "Month" means a calendar month.	Month
	(m) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.	Annual General Meeting
	(n) "Extra-Ordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.	Extra-Ordinary General Meeting
	(o) "National Holiday" means and includes a day declared as National Holiday by the Central Government.	National Holiday
	(p) "Non-retiring Directors" means a director not subject to retirement by rotation.	Non-retiring Directors
	(q) "Office" means the registered Office for the time being of the Company.	Office
	(r) "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by Section 114 of the Act.	Ordinary and Special Resolution
	(s) "Person" shall be deemed to include corporations and firms as well as individuals.	Person
	(t) "Proxy" means an instrument whereby any person is authorized to vote for a member at General Meeting or Poll and includes attorney duly constituted under the power of attorney.	Proxy
	(u) "The Register of Members" means the Register of Members to be kept pursuant to Section 88(1) (a) of the Act.	Register of Members
	(v) "Seal" means the common seal for the time being of the Company.	Seal
	(w) Words importing the Singular number include where the context admits or requires the plural number and vice versa.	Singular number
	(x) "The Statutes" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company.	Statutes
	(y) "These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.	These presents
	(z) "Variation" shall include abrogation; and "vary" shall include abrogate.	Variation
	(aa) "Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.	Year and Financial Year
	Save as aforesaid any words and expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modifications thereof for the time being in force.	Expressions in the Act to bear the same meaning in Articles
	CAPITAL	

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Sr. No	Particulars	
3.	The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time.	Authorized Capital.
4.	The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Act.	Increase of capital by the Company how carried into effect
5.	Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.	New Capital same as existing capital
6.	The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.	Non-Voting Shares
7.	Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.	Redeemable Preference Shares
8.	The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.	Voting rights of preference shares
9.	On the issue of redeemable preference shares under the provisions of Article 7 hereof, the following provisions shall take effect: (a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption; (b) No such Shares shall be redeemed unless they are fully paid; (c) Subject to section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed; (d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which	Provisions to apply on issue of Redeemable Preference Shares

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	<p>would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and</p> <p>(e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital</p>	
<p>10.</p>	<p>The Company may (subject to the provisions of sections 52, 55, 66, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce</p> <p>(a) the share capital;</p> <p>(b) any capital redemption reserve account; or</p> <p>(c) any security premium account</p> <p>In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.</p>	<p>Reduction of capital</p>
<p>11.</p>	<p>Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.</p>	<p>Debentures</p>
<p>12.</p>	<p>The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.</p>	<p>Issue of Sweat Equity Shares</p>
<p>13.</p>	<p>The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.</p>	<p>ESOP</p>
<p>14.</p>	<p>Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.</p>	<p>Buy Back of shares</p>

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Sr. No	Particulars	
15.	Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.	Consolidation, Sub-Division and Cancellation
16.	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.	Issue of Depository Receipts
17.	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder.	Issue of Securities
MODIFICATION OF CLASS RIGHTS		
18.	(a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting. Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.	Modification of rights
	(b) The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu therewith.	New Issue of Shares not to affect rights attached to existing shares of that class.
19.	Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part	Shares at the disposal of the Directors.

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Sr. No	Particulars	
	of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.	
20.	The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.	Power to issue shares on preferential basis.
21.	The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.	Shares should be Numbered progressively and no share to be subdivided.
22.	An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.	Acceptance of Shares.
23.	Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.	Directors may allot shares as full paid-up
24.	The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.	Deposit and call etc.to be a debt payable immediately.
25.	Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.	Liability of Members.
26.	Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.	Registration of Shares.
	RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT	
27.	The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections 39 of the Act	

Sr. No	Particulars	
	CERTIFICATES	
28.	<p>(a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, subdivision, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.</p> <p>(b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act.</p> <p>(c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp provided</p>	Share Certificates.

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Sr. No	Particulars	
	that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.	
29.	<p>If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.</p> <p>Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf.</p> <p>The provisions of this Article shall mutatis mutandis apply to debentures of the Company.</p>	Issue of new certificates in place of those defaced, lost or destroyed.
30.	(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint-holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.	The first named joint holder deemed Sole holder.
	(b) The Company shall not be bound to register more than three persons as the joint holders of any share.	Maximum number of joint holders.
31.	Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.	Company not bound to recognise any interest in share other than that of registered holders.
32.	If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.	Installment on shares to be duly paid.
	UNDERWRITING AND BROKERAGE	

Misquita Engineering Limited

Sr. No	Particulars	
33.	Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.	Commission
34.	The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.	Brokerage
	CALLS	
35.	(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board. (2) A call may be revoked or postponed at the discretion of the Board. (3) A call may be made payable by installments.	Directors may make calls
36.	Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.	Notice of Calls
37.	A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.	Calls to date from resolution.
38.	Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.	Calls on uniform basis.
39.	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.	Directors may extend time.
40.	If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 21% per annum but nothing in this Article	Calls to carry interest.

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Sr. No	Particulars	
	shall render it obligatory for the Board to demand or recover any interest from any such member.	
41.	If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.	Sums deemed to be calls.
42.	On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, if shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.	Proof on trial of suit for money due on shares.
43.	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.	Judgment, decree, partial payment motto proceed for forfeiture.
44.	(a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits.	Payments in Anticipation of calls may carry interest

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Sr. No	Particulars	
	(b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.	
	LIEN	
45.	The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.	Company to have Lien on shares.
46.	For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfillment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.	As to enforcing lien by sale.
47.	The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.	Application of proceeds of sale.
	FORFEITURE AND SURRENDER OF SHARES	
48.	If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter,	If call or instalment not paid, notice maybe given.

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Sr. No	Particulars	
	<p>during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.</p>	
<p>49.</p>	<p>The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid. The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.</p>	<p>Terms of notice.</p>
<p>50.</p>	<p>If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.</p>	<p>On default of payment, shares to be forfeited.</p>
<p>51.</p>	<p>When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.</p>	<p>Notice of forfeiture to a Member</p>
<p>52.</p>	<p>Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.</p>	<p>Forfeited shares to be property of the Company and maybe sold etc.</p>
<p>53.</p>	<p>Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.</p>	<p>Members still liable to pay money owing at time of forfeiture and interest.</p>

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54.	The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.	Effect of forfeiture.
55.	A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.	Evidence of Forfeiture.
56.	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.	Title of purchaser and allottee of Forfeited shares.
57.	Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.	Cancellation of share certificate in respect of forfeited shares.
58.	In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.	Forfeiture may be remitted.
59.	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.	Validity of sale
60.	The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think fit.	Surrender of shares.
	TRANSFER AND TRANSMISSION OF SHARES	

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61.	(a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee. (b) The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.	Execution of the instrument of shares.
62.	The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof. The instrument of transfer shall be in a common form approved by the Exchange;	Transfer Form.
63.	The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares: Provided that where, on an application in writing made to the Company by the transferee and bearing the stamp, required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.	Transfer not to be registered except on production of instrument of transfer.
64.	Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register— (a) any transfer of shares on which the company has a lien. That registration of transfer shall however not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever;	Directors may refuse to register transfer.
65.	If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.	Notice of refusal to be given to transferor and transferee.
66.	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration,	No fee on transfer.

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	Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.	
67.	The Board of Directors shall have power on giving not less than seven days pervious notice in accordance with section 91 and rules made thereunder close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.	Closure of Register of Members or debenture holder or other security holders.
68.	The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.	Custody of transfer Deeds.
69.	Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.	Application for transfer of partly paid shares.
70.	For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly delivered at the time at which it would have been delivered in the ordinary course of post.	Notice to transferee.
71.	<p>(a) On the death of a Member, the survivor or survivors, where the Member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only person recognized by the Company as having any title to his interest in the shares.</p> <p>(b) Before recognising any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India.</p> <p>Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate</p> <p>(c) Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</p>	Recognition of legal representative.
72.	The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the	Titles of Shares of deceased Member

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	<p>Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 of the Companies Act.</p>	
73.	<p>Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.</p>	<p>Notice of application when to be given</p>
74.	<p>Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.</p>	<p>Registration of persons entitled to share otherwise than by transfer. (transmission clause).</p>
75.	<p>Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.</p>	<p>Refusal to register nominee.</p>
76.	<p>Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.</p>	<p>Board may require evidence of transmission.</p>
77.	<p>The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner</p>	<p>Company not liable for disregard of a notice</p>

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	thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.	prohibiting registration of transfer.
78.	In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.	Form of transfer Outside India.
79.	No transfer shall be made to any minor, insolvent or person of unsound mind.	No transfer to insolvent etc.
	NOMINATION	
80.	<ul style="list-style-type: none"> i) Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013 shall apply in respect of such nomination. ii) No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 iii) The Company shall not be in any way responsible for transferring the securities consequent upon such nomination. iv) If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked. 	Nomination
81.	<p>A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-</p> <ul style="list-style-type: none"> (i) to be registered himself as holder of the security, as the case may be; or (ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made; (iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with 	Transmission of Securities by nominee

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	<p>the death certificate of the deceased security holder as the case may be;</p> <p>(iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.</p> <p>Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.</p>	
	DEMATERIALIZATION OF SHARES	
82.	Subject to the provisions of the Act and Rules made thereunder the Company may offer its members facility to hold securities issued by it in dematerialized form.	Dematerialisation of Securities
	JOINT HOLDER	
83.	Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.	Joint Holders
84.	(a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.	Joint and several liabilities for all payments in respect of shares.
	(b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly with any other person;	Title of survivors.
	(c) Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and	Receipts of one sufficient.
	(d) only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.	Delivery of certificate and giving of notices to first named holders.
	SHARE WARRANTS	
85.	The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of	Power to issue share warrants

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	the Share, and authenticated by such evidence(if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.	
86.	(a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant. (b) Not more than one person shall be recognized as depositor of the Share warrant. (c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.	Deposit of share warrants
87.	(a) Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notice from the Company. (b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company.	Privileges and disabilities of the holders of share warrant
88.	The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.	Issue of new share warrant coupons
CONVERSION OF SHARES INTO STOCK		
89.	The Company may, by ordinary resolution in General Meeting. a) convert any fully paid-up shares into stock; and b) re-convert any stock into fully paid-up shares of any denomination.	Conversion of shares into stock or reconversion.
90.	The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation under which the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit, provided that, the Board may, from time to time, fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.	Transfer of stock.
91.	The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for	Rights of stock holders.

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	which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.	
92.	Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words “share” and “shareholders” in those regulations shall include “stock” and “stockholders” respectively.	Regulations.
	BORROWING POWERS	
93.	Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, any body corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.	Power to borrow.
94.	Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.	Issue of discount etc. or with special privileges.
95.	The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charter, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be.	Securing payment or repayment of Moneys borrowed.
96.	Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and	Bonds, Debentures etc. to be under the control of the Directors.

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	in such manner and for such consideration as they shall consider to be for the benefit of the Company.	
97.	If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.	Mortgage of uncalled Capital.
98.	Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surely for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.	Indemnity may be given.
MEETINGS OF MEMBERS		
99.	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.	Distinction between AGM & EGM.
100.	(a) The Directors may, whenever they think fit, convene an Extra-Ordinary General Meeting and they shall on requisition of requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the members	Extra-Ordinary General Meeting by Board and by requisition
	(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.	When a Director or any two Members may call an Extra Ordinary General Meeting
101.	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.	Meeting not to transact business not mentioned in notice.
102.	The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take the chair then the Members present shall elect one of the members to be the Chairman of the meeting.	Chairman of General Meeting

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103.	No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.	Business confined to election of Chairman whilst chair is vacant.
104.	<p>a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.</p> <p>b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p> <p>c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.</p> <p>d) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p>	Chairman with consent may adjourn meeting.
105.	In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.	Chairman's casting vote.
106.	Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.	In what case poll taken without adjournment.
107.	The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.	Demand for poll not to prevent transaction of other business.
	VOTES OF MEMBERS	
108.	No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.	Members in arrears not to vote.
109.	Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in subsection (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.	Number of votes each member entitled.
110.	On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for	Casting of votes by a member entitled to more than one vote.

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	him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.	
111.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.	Vote of member of unsound mind and of minor
112.	Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.	Postal Ballot
113.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	E-Voting
114.	<p>a) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed joints holders thereof.</p> <p>b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p>	Votes of joint members.
115.	Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles	Votes may be given by proxy or by representative
116.	A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.	Representation of a body corporate.
117.	(a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.	Members paying money in advance.
	(b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.	Members not prohibited if share not held for any specified period.

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118.	Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.	Votes in respect of shares of deceased or insolvent members.
119.	No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.	No votes by proxy on show of hands.
120.	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time forholding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.	Appointment of a Proxy.
121.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	Form of proxy.
122.	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.	Validity of votes given by proxy not with-standing death of a member.
123.	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.	Time for objections to votes.
124.	Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	Chairperson of the Meeting to be the judge of validity of any vote.
	DIRECTORS	
125.	Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a	Number of Directors

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	company may appoint more than fifteen directors after passing a special resolution	
126.	A Director of the Company shall not be bound to hold any Qualification Shares in the Company.	Qualification shares.
127.	<p>(a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement</p> <p>(b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled.</p> <p>(c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board.</p> <p>(d) The Nominee Director/s shall, notwithstanding anything to the contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.</p>	Nominee Directors.
128.	The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re-appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.	Appointment of alternate Director.
129.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.	Additional Director
130.	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.	Directors power to fill casual vacancies.

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131.	Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof.	Sitting Fees.
132.	The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.	Travelling expenses Incurred by Director on Company's business.
	PROCEEDING OF THE BOARD OF DIRECTORS	
133.	(a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit. (b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.	Meetings of Directors.
134.	a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting. b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.	Chairperson
135.	Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman will have a second or casting vote.	Questions at Board meeting how decided.
136.	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.	Continuing directors may act notwithstanding any vacancy in the Board
137.	Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.	Directors may appoint committee.
138.	The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and	Committee Meetings how to be governed.

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	proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.	
139.	a) A committee may elect a Chairperson of its meetings. b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.	Chairperson of Committee Meetings
140.	a) A committee may meet and adjourn as it thinks fit. b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.	Meetings of the Committee
141.	Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director.	Acts of Board or Committee shall be valid notwithstanding defect in appointment.
	RETIREMENT AND ROTATION OF DIRECTORS	
142.	Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.	Power to fill casual vacancy
	POWERS OF THE BOARD	
143.	The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.	Powers of the Board
144.	Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say	Certain powers of the Board
	(1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and	To acquire any property, rights etc.

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	goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India.	
(2)	Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.	To take on Lease.
(3)	To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.	To erect & construct.
(4)	At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.	To pay for property.
(5)	To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.	To insure properties of the Company.
(6)	To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.	To open Bank accounts.
(7)	To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.	To secure contracts by way of mortgage.
(8)	To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.	To accept surrender of shares.

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	(9) To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.	To appoint trustees for the Company.
	(10) To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.	To conduct legal proceedings.
	(11) To act on behalf of the Company in all matters relating to bankruptcy insolvency.	Bankruptcy & Insolvency
	(12) To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.	To issue receipts & give discharge.
	(13) Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.	To invest and deal with money of the Company.
	(14) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;	To give Security by way of indemnity.
	(15) To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.	To determine signing powers.
	(16) To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.	Commission or share in profits.
	(17) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents, that may appear just or proper,	Bonus etc. to employees.

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	whether such employee, his widow, children or dependents have or have not a legal claim on the Company.	
(18)	To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the deprecation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.	Transfer to Reserve Funds.
(19)	To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, legal, medical or economic advisers, research workers, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.	To appoint and remove officers and other employees.
(20)	At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for	To appoint Attorneys.

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	<p>such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.</p>	
(21)	<p>Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.</p>	<p>To enter into contracts.</p>
(22)	<p>From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.</p>	<p>To make rules.</p>
(23)	<p>To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.</p>	<p>To effect contracts etc.</p>
(24)	<p>To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.</p>	<p>To apply & obtain concessions licenses etc.</p>
(25)	<p>To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents.</p>	<p>To pay commissions or interest.</p>
(26)	<p>To redeem preference shares.</p>	<p>To redeem preference shares.</p>
(27)	<p>To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the</p>	<p>To assist charitable or benevolent institutions.</p>

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	Company, either by reason of locality or operation or of public and general utility or otherwise.	
(28)	To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.	
(29)	To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.	
(30)	To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.	
(31)	To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.	
(32)	To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.	
(33)	From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.	
(34)	To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.	

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	<p>(35) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.</p> <p>(36) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.</p> <p>(37) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.</p> <p>(38) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.</p>	
	MANAGING AND WHOLE-TIME DIRECTORS	
<p>145.</p>	<p>a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.</p> <p>b) The Managing Director or Managing Directors or whole-time Director or whole-time Directors so appointed shall be liable to retire by rotation. A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.</p>	<p>Powers to appoint Managing/ Wholetime Directors.</p>
<p>146.</p>	<p>The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.</p>	<p>Remuneration of Managing or Wholetime Director.</p>
<p>147.</p>	<p>(1) Subject to control, direction and supervision of the Board of Directors, the day-to-day management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among</p>	<p>Powers and duties of Managing Director or Whole-time Director.</p>

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	<p>such Directors and in any manner as may be directed by the Board.</p> <p>(2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers.</p> <p>(3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Wholetime Director or Wholetime Directors of the Company and may exercise all the powers referred to in these Articles.</p> <p>(4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.</p> <p>(5) Notwithstanding anything contained in these Articles, the Managing Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.</p>	
	<p>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</p>	
<p>148.</p>	<p>a) Subject to the provisions of the Act,—</p> <p>i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;</p> <p>ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</p> <p>b) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or</p>	<p>Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer</p>

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	to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.	
	THE SEAL	
149.	<p>(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.</p> <p>(b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.</p>	The seal, its custody and use.
150.	The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.	Deeds how executed.
	Dividend and Reserves	
151.	<p>(1) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.</p> <p>(2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.</p> <p>(3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.</p>	Division of profits.
152.	The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.	The company in General Meeting may declare Dividends.
153.	a) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for	Transfer to reserves

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Sr. No	Particulars	
	<p>meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.</p> <p>b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p>	
154.	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.	Interim Dividend.
155.	The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.	Debts may be deducted.
156.	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.	Capital paid up in advance not to earn dividend.
157.	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.	Dividends in proportion to amount paid-up.
158.	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.	Retention of dividends until completion of transfer under Articles.
159.	No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.	No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.
160.	A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.	Effect of transfer of shares.
161.	Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.	Dividend to joint holders.
162.	<p>a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.</p> <p>b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p>	Dividends how remitted.

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163.	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.	Notice of dividend.
164.	No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.	No interest on Dividends.
CAPITALIZATION		
165.	<p>(1) The Company in General Meeting may, upon the recommendation of the Board, resolve:</p> <p>(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss account, or otherwise available for distribution; and</p> <p>(b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> <p>(2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards:</p> <p>(i) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or</p> <p>(iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).</p> <p>(3) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares.</p> <p>(4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p>	Capitalization.
166.	<p>(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall —</p> <p>(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and</p> <p>(b) generally to do all acts and things required to give effect thereto.</p> <p>(2) The Board shall have full power -</p> <p>(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also</p> <p>(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, or (as the case may</p>	Fractional Certificates.

Sr. No	Particulars	
	<p>require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.</p> <p>(3) Any agreement made under such authority shall be effective and binding on all such members.</p> <p>(4) That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.</p>	
167.	<p>(1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges.</p> <p>(2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.</p>	Inspection of Minutes Books of General Meetings.
168.	<p>a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.</p> <p>b) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.</p>	Inspection of Accounts
FOREIGN REGISTER		
169.	The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.	Foreign Register.
DOCUMENTS AND SERVICE OF NOTICES		
170.	Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed.	Signing of documents & notices to be served or given.
171.	Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.	Authentication of documents and proceedings.

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Sr. No	Particulars	
	WINDING UP	
172.	<p>Subject to the provisions of Chapter XX of the Act and rules made thereunder—</p> <p>(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.</p> <p>(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.</p> <p>(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.</p>	
	INDEMNITY	
173.	<p>Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.</p>	Directors' and others right to indemnity.
174.	<p>Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the</p>	Not responsible for acts of others

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	execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.	
	SECRECY	
175.	(a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.	Secrecy
	(b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.	Access to property information etc.

SECTION XIII: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of the Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Prospectus will be delivered to the ROC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at 182/1, Vaiginim Vaddo, Nachinol Aldona, North Goa, 403 508, Goa, India from date of filing the Prospectus with ROC to Issue Closing Date on working days from 10.00 a.m. to 5.00 p.m.

A. Material Contracts

1. Issue Agreement dated July 30, 2019 between our Company, the Selling Shareholder and the Lead Manager.
2. Registrar Agreement dated July 30, 2019 between our Company, the Selling Shareholder and the Registrar to the Issue.
3. Underwriting Agreement dated July 30, 2019 between our Company, the Selling Shareholder, the Lead Manager and Underwriters.
4. Market Making Agreement dated July 30, 2019 between our Company, Lead Manager and Market Maker.
5. Bankers to the Issue Agreement dated September 11, 2019 between our Company, the Selling Shareholder, the Lead Manager, Banker to the Issue/ Sponsor Bank and Registrar to the Issue.
6. Share Escrow Agreement dated July 30, 2019 between the Selling Shareholder, our Company, the Lead Manager and the Escrow Agent.
7. Tripartite agreement among the NSDL, our Company and the Registrar dated March 25, 2017.
8. Tripartite agreement among the CDSL, our Company and the Registrar dated March 07, 2017.

B. Material Documents

1. Certified true copy of the Memorandum and Articles of Association of our Company including certificates of incorporation.
2. Authorisation letter dated July 15, 2019 issued by the Selling Shareholder.
3. Board resolution dated July 17, 2019 and special resolution passed pursuant to Section 62(1)(C) of the Companies Act, 2013 at the AGM by the shareholders of our Company held on July 29, 2019.
4. The Statement of Possible Tax Benefits dated September 05, 2019 issued by the Statutory Auditor, Gupta Agarwal & Associates, Chartered Accountants.
5. Auditor's Report for Restated Financial dated September 05, 2019 included in the Prospectus.
6. Copy of Certificate from the Statutory Auditor dated September 12, 2019 regarding the source and deployment of funds.

Misquita Engineering Limited

7. Copies of Audited Financial Statements of the Company for the years ended March 31, 2019, 2018 and 2017.
8. Consents of the Selling Shareholder, Directors, Promoters, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditor holding Peer Review Certificate, Lead Manager to the Issue, Legal Advisor to the Issue, Bankers to our Company, Banker to the Issue, Registrar to the Issue, Share Escrow Agent, Underwriters and Market Maker to include their names in the Prospectus to act in their respective capacities.
9. Due Diligence Certificate dated September 12, 2019 from the Lead Manager to be submitted to SEBI along with the filing of the Prospectus.
10. Approval from BSE Limited vide letter dated September 12, 2019 to use the name of BSE in this Offer Document for listing of Equity Shares on SME Platform of BSE Limited.

Any of the contracts or documents mentioned in the Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, with the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant.

DECLARATION BY THE COMPANY

All the relevant provisions of the Companies Act, 1956/ Companies Act, 2013 (to the extent notified) and the guidelines issued by the Government of India or the regulations issued by Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992 as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, 1956/ Companies Act, 2013 (to the extent notified) the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations issued, as the case may be. We further certify that all statements in this Prospectus are true and correct.

NAME AND DESIGNATION	SIGNATURE
MR. THOMAS CONSTANCE AVINASH MISQUITA <i>Managing Director</i> DIN: 00060846	Sd/-
MS. SILVIA MISQUITA <i>Whole Time Director</i> DIN: 00060946	Sd/-
MS. GAIL LUCIA MISQUITA <i>Whole Time Director</i> DIN: 00060932	Sd/-
MR. RAVINDRA RAGHU MESTA <i>Non-Executive - Independent Director</i> DIN: 07794423	Sd/-
MR. NOEL LUIZINHO QUADROS <i>Non-Executive - Independent Director</i> DIN: 07794406	Sd/-
MR. EDGAR MAXIMIANO DO ROSARIO COTTA <i>Non-Executive - Independent Director</i> DIN: 07794406	Sd/-

SIGNED BY THE CHIEF FINANCIAL OFFICER AND THE COMPANY SECRETARY AND COMPLIANCE OFFICER OF OUR COMPANY

Sd/-

MS. GAIL LUCIA MISQUITA
Chief Financial Officer
PAN: ACRPM3184G

Sd/-

MS. BHAWINI SURANA
Company Secretary and Compliance Officer
PAN: AIVPL1678E

Place: Goa

Date: September 12, 2019



Misquita Engineering Limited

DECLARATION BY THE SELLING SHAREHOLDER

The undersigned Selling Shareholder hereby certifies that all statements and undertakings made in this Prospectus about or in relation to himself and the Equity Shares being offered by him in the Offer are true and correct, provided however, that the undersigned Selling Shareholder assumes no responsibility for any of the statements or undertakings made by the Company or any other Selling Shareholder or any expert or any other person(s) in this Prospectus.

Sd/-

MR. THOMAS CONSTANCE AVINASH MISQUITA

Place: Goa

Date: September 12, 2019

Misquita Engineering Limited
ANNEXURE A
FORMAT FOR DISCLOSURE OF PRICE INFORMATION OF PAST ISSUES HANDLED BY GRETEX CORPORATE SERVICES PRIVATE LIMITED

Sr. No.	Issuer Name	Issue Size (Cr)	Issue Price (in Rs.)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in Closing benchmark] 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-180th calendar days from listing
1	Siddharth Education Services Limited	10.88	35.00	12-10-2017	36.90	20.83, [2.65]	0.24, [6.99]	-34.05, [5.28]
2	Diggi Multitrade Limited	3.38	13.00	22-12-2017	13.25	-1.00, [5.47]	-22.87, [-2.75]	-41.90, [4.73]
3	Kids Medical Limited	6.00	30.00	22-12-2017	32.40	-2.47, [5.47]	63.61, [-2.75]	-16.45, [4.73]
4	Suumaya Lifestyle Limited	13.84	18.00	04-06-2018	18.00	2.52, [1.33]	73.67, [8.97]	48.46, [2.40]
5	Debock Sales and Marketing limited	4.44	20.00	05-06-2018	20.95	-18.18, [1.48]	-33.66, [9.34]	-23.10, [2.74]
6	Deep Polymers Limited	15.24	40.00	23-08-2018	41.90	-2.20, [-5.30]	9.66, [-8.18]	17.11, [-7.78]
7	Aaron Industries Limited	4.78	38.00	03-09-2018	38.50	-1.92, [-6.25]	4.32, [-6.03]	-1.56, [-5.14]
8	Mac Hotels Limited	1.94	24.00	04-10-2018	24.60	118.99, [-0.62]	194.57, [2.05]	256.59, [-66.69]
9	B & B Triplewall Containers Limited	19.99	36.00	15-10-2018	38.75	42.66, [0.61]	34.43, [2.14]	26.20, [11.20]
10	BCPL Railway Infrastructure Limited	17.01	35.00	29-10-2018	36.00	-1.52, [4.84]	-12.95, [4.67]	-0.83, [14.57]

Note:

- a. The BSE SENSEX & CNX NIFTY are considered as the Benchmark Index.
- b. Price on BSE/NSE are considered for all the above calculations
- c. In case 30th, 90th and 180th day is not a trading day, closing price on BSE/NSE of the next trading day has been considered. The following scrips have fallen under this category:
 - a) *Siddharth Education Services Limited*
 - b) *Diggi Multitrade Limited*
 - c) *Kids Medical Limited*
 - d) *Deep Polymers Limited*
 - e) *Suumaya Lifestyle Limited*

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- f) Debock Sales and Marketing Limited
- g) Aaron Industries Limited
- h) B&B Triplewall Containers Limited
- i) BCPL Railway Infrastructure Limited

d. In case 30th, 90th and 180th day, scripts are not traded then last trading price has been considered. The following scripts have fallen under this category:

- a) Siddharth Education Services Limited
- b) Diggi Multitrade Limited
- c) Kids Medical Limited
- d) Suumaya Lifestyle Limited
- e) Debock Sales and Marketing Limited
- f) Mac Hotels Limited
- g) B&B Triplewall Containers Limited
- h) BCPL Railway Infrastructure Limited

As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect maximum 10 issues (Initial Public Offers) managed by the lead manager. Hence, disclosures pertaining to recent 10 issues handled by the lead manager are provided.

Summary statement of Disclosure:

Financial Year	Total no. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPOs trading at discount - 30th calendar day from listing day			Nos. of IPOs trading at premium - 30th calendar day from listing day			Nos. of IPOs trading at discount - 180th calendar day from listing day			Nos. of IPOs trading at premium - 180th calendar day from listing day		
			Over 50%	Betw een 25-50%	Less than 25%	Over 50%	Betw een 25-50%	Less than 25%	Over 50%	Betw een 25-50%	Less than 25%	Over 50%	Betw een 25-50%	Less than 25%
2016-17	2	10.52	N.A	N.A	1	N.A	N.A	1	N.A	N.A	2	N.A	N.A	N.A
2017-18	8	62.94	N.A	N.A	4	N.A	N.A	4	N.A	4	1	N.A	1	2
2018-19	7	77.24	N.A	N.A	4	1	1	1	N.A	N.A	3	1	2	1

Up to September 12, 2019