



MISH DESIGNS LIMITED

Reg. Office Address :Gala No. 4 Gulati Industries, Hattibaug, Love Lane, Mazgaon, Mumbai - 400010.
CIN : U74999MH2017PLC302175.
Tel.: 022 23719478 Email : info@mishindia.com webside : www.mishindia.com

May 29, 2024

To
Listing Department,
BSE Limited,
PJ Towers, Dalai Street,
Fort, Mumbai - 400 001

Scrip Code: 544015

Dear Sir/Madam,

Sub: Notice of Extraordinary General Meeting (EOGM) to be held on Friday, June 21, 2024.

Pursuant to the applicable provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we wish to inform you that the Notice of Extraordinary General Meeting of the Shareholders of the Company scheduled to be held on Friday, June 21, 2024 at 04:00 P.M at registered office of the company situated at Gala No. 4, Gulati Industries, Hattibaug Love Lane, Mazgaon, Mumbai, Maharashtra, India, 400010, has been mailed to the Shareholders whose email IDs are registered with the Company/Depositories, in compliance with the MCA and SEBI Circulars (Copy of the EGM Notice is attached).

You are requested to kindly update above information on your record.

Thanking You,

FOR MISH DESIGNS LIMITED

KAUSHAL GOENKA
(Chairman & Managing Director)
(DIN: 02446587)

Date: May 29, 2024
Place: Mumbai

M I S H

MISH DESIGNS LIMITED

CIN: U74999MH2017PLC302175

Add: Gala No. 4, Gulati Industries, Hattibaug Love Lane,
Mazgaon, Mumbai, Maharashtra, India, 400010

Website: www.mishindia.com Email: info@mishindia.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of the Mish Designs Limited will be held on **Friday, June 21, 2024** at 03.00 PM. at the Registered Office of the Company at Gala No. 4, Gulati Industries, Hattibaug Love Lane, Mazgaon, Mumbai, Maharashtra, India, 400010 to transact the following business.

SPECIAL BUSINESS:

1. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT TO MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

“RESOLVED THAT, in accordance with the provisions of Sections 13, 61, 64 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authoried Share Capital of the Company from existing Rs. 3,00,00,000/- (Rupees Three Crores Only) divided into 29,00,000 (Twenty Nine Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) and 1,00,000 (One Lakh) Preference Shares of Rs. 10/- (Rupees Ten Only) each to Rs.3,40,00,000/- (Rupees Three Crores Forty Lakhs Only) divided into 33,00,000 (Thirty Three Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) and 1,00,000 (One Lakh) Preference Shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 4,00,000 (Four Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and consequential Alteration in the Capital Clause of the Memorandum of Association.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause 5 (iii) thereof by the following new Clause 5 (iii) as under:

5. (iii) The share capital of the company is 34000000 rupees, divided into

3300000	Equity Share	Shares of	10	Rupees each	and
100000	Preference Share	Shares of	10	Rupees each	

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorized to do all acts deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

2. TO APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:

To consider and, if thought fit, to pass with or without modifications, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“the Act”) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, amended from time to time (“SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time (“SEBI Listing Regulations”), and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), BSE Limited (the “Stock Exchange”) on which equity shares of the Company is listed and/ or any other competent authorities (hereinafter collectively referred to as “Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals (including regulatory approvals), consents, permissions and sanctions as may be necessary or required and such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company (“Members”) be and is hereby accorded to create, offer, issue and allot up to 1,73,000 (One Lakh Seventy Three Only) Equity Shares having a face value of Rs. 10/- (Rupee Ten Only) at an issue price of Rs. 150 /- (Rupees One Hundred Fifty only) per Equity Share [including premium of Rs. 140 /- (Rupees One Hundred and Forty only) per Equity Share], aggregating to Rs. 2,59,50,000 /- (Rupees Two Crores Fifty Nine Lakhs Fifty Thousand Only) (“Consideration”) by way of preferential allotment to the below mentioned persons (“Proposed Allottees”) at a price not less than the price determined in accordance with Chapter V of SEBI ICDR Regulations.”

The details of the Proposed Allottees and the maximum number of equity shares of the Company proposed to be allotted are set forth in the below table:

Sr. No.	Name	Category	No. of Equity Shares proposed to be issued
1	Pooja Kedia	Public	50,000
2	Sandeep Singh	Public	33,000
3	Rajesh Kumar Singla	Public	37,000
4	Naba Krushna Das	Public	8,000

5	Parul Mukesh Prajapati	Public	6,000
6	Deepak Agarwal	Public	5,000
7	Nihir Parikh	Public	17,000
8	Dhaval Parikh	Public	17,000
TOTAL			1,73,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for the purpose of determining floor price of Equity Shares shall be **Wednesday, May 22, 2024**, being the date 30 days prior to the date on which the meeting of shareholders is being held i.e. **June 21, 2024**, to consider the proposed preferential issue;

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Proposed Allottees through private placement offer letter in Form PAS-4 as prescribed under the Companies Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges, receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws;

RESOLVED FURTHER THAT pursuant to the provisions of Section 42, 62(1) (c) and any other related provisions of the Act and rules and regulations made thereunder, the shareholders hereby accord their approval to the record of private placement offer to be maintained by the Company in Form PAS-5 with details of the Proposed Allottees to whom Equity Shares are proposed to be offered on a preferential allotment basis by way of private placement.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer, issue, allotment, listing and to finalize and execute all deeds, documents and writings as may be necessary, proper, desirable or expedient as it may deem fit without being required to seek any further consent or approval of the members of the Company to the intent that the members shall be deemed to have given their approval thereto by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution;

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

3. TO APPROVE THE ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS:

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

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (‘ICDR Regulations’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘LODR Regulations’), and subject to other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (‘SEBI’) and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as ‘Applicable Regulatory Authorities’) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and the Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include any of its committees duly constituted/to be constituted by the Board of Directors to exercise its powers including powers conferred under this resolution); the consent of the members of the Company be and is hereby accorded to offer, issue and allot 2,16,000 (Two Lakhs Sixteen Thousand Only) warrants convertible into equity shares, at a price of Rs. 150/- (Rupees One Hundred and Fifty Only) each payable in cash (‘Warrants Issue Price’), aggregating to Rs. 3,24,00,000 (Rupees Three Crores Twenty Four Lakhs Only), convertible into, or exchangeable for 1 (one) fully paid-up equity share of the Company of face value of Re. 10/- each at a premium of Rs. 140/- (Rupees One Hundred and Forty Only) per share in one or more tranches on preferential basis (“Preferential Issue”) to the Proposed Allottees as stated herein below, upon such terms and conditions as may be deemed appropriate by the Board in accordance with the relevant provisions of SEBI ICDR regulations, or other applicable laws in this regard;

Sr. No	Name of Proposed Allottee	Category	No. of Warrants Convertible to Equity proposed to be issued
1	Amit Agarwal	Public	1,08,000
2	Shruti Agarwal	Public	1,08,000
TOTAL			2,16,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Convertible warrants is **Wednesday, May 22, 2024**, being the date 30 days prior to the date on which

the meeting of shareholders is being held i.e. **June 21, 2024**, to consider the proposed preferential issue;

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of warrants convertible into equity shares to the Proposed Allottees under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

1. The Warrant holder shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted in one or more tranches, 1 (one) fully paid up equity share against each Warrant.

The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants. Upon exercise of the option of conversion of the warrants into Equity shares by the warrant holder, the price equivalent to 75% of the issue price per warrant shall be payable on exercising the right of conversion of warrants. If the option to acquire equity shares pursuant to conversion of warrants is not exercised within the prescribed time period of 18 months from the date of allotment of warrants, then such warrants shall be lapsed and the amount paid under this clause shall be forfeited by the Company.

2. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ('Conversion Notice') to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ('Conversion Date') together with the balance payment of 75% of the value of warrants to be converted. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant exercise amount by the Warrant holder to the designated bank account of the Company.
3. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment of Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company.
4. Warrants and resultant equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and equity shares shall rank pari passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights.
5. The Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.
6. The Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company.

7. The equity shares allotted upon conversion of the Warrants will be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.
8. The proposed warrants shall be issued and allotted by the Company to Proposed Allottees within a period of fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the proposed warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of fifteen (15) days from the date receipt of last of such approvals, if any.
9. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottees.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees is recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting it to subscribe to the Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares upon conversion of warrants and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

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

Registered Office:
Gala No. 4, Gulati Industries,

By Order Of The Board Of Directors
FOR MISH DESIGNS LIMITED

Hattibaug Love Lane, Mazgaon,
Mumbai, Maharashtra, India, 400010
Tel : 022-23719478,
CIN: U74999MH2017PLC302175
Website: www.mishindia.com
Email: info@mishindia.com

Sd/-
Kaushal Mahesh Goenka
(Chairman & Managing Director)
DIN: 02446587

Date: May 25, 2024
Place: Mumbai

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT EXTRAORDINARY GENERAL MEETING (EOGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS / AUTHORITY, AS APPLICABLE. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. THE BLANK PROXY FORM IS ENCLOSED.

2. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
3. In Compliance with the MCA Circulars and SEBI Circular, Notice of EGM is being sent only through electronic mode to those members whose email addresses are registered with the Company or the Depository. Members may note that the Notice of EGM will also be available on the Company's website www.mishindia.com and website of the stock exchange i.e. Bombay Stock Exchange Limited at <https://www.bseindia.com> and also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. <https://www.evotingindia.com/>.
4. Members desiring any further information on the business to be transacted at the meeting should write to the company at least 15 days before the date of the meeting so as to enable the management to keep the information, as far as possible, ready at the meeting.
5. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
6. Members/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s), enclosed herewith duly completed and signed.
7. In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote
8. Member holding shares in physical form are requested to intimate/ indicating their respective folio no., the change of their addresses and change of bank accounts etc. To KFin Technologies Limited, RTA of the Company, while members holding shares in electronic form may write to the respective depository participant for immediate updation.

9. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination and power of attorney, Bank Mandate details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form.
10. To receive communications through electronic means, including Notices, members are requested to kindly register/update their email address with their respective depository participant. Alternatively, member may send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to info@mishindia.com for obtaining the Notice of EGM.
11. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are therefore, and requested to submit their PAN to their Depository Participants with whom they maintain their Demat Accounts. Members holding shares in physical form and submit their PAN to the Company/ RTA viz. KFin Technologies Limited.
12. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the EGM.
13. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register their e-mail Ids by sending written request to our RTA M/s KFin Technologies Limited in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in Demat form to enable the Company to serve them documents I all communications Notices, circulars etc. in electronic form
14. Mr. Hemant Maheshwari Practicing Company Secretary (Membership No. F26145) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
15. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
16. Route map & landmark of venue of EGM is enclosed with Notice.
- 17. Voting through electronic means:**
 - i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at Extraordinary General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Extraordinary General Meeting ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

- ii. The facility for voting through ballot paper shall be made available at the EOGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- iii. The members who have cast their vote by remote e-voting prior to the EOGM may also attend the EOGM but shall not be entitled to cast their vote again.
- iv. The remote e-voting period commences on **Monday, June 17, 2024 (9:00 A.M.)** and ends on **Thursday, June 20, 2024 (5:00 P.M.)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, June 14, 2024** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- v. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **Friday, June 14, 2024**.
- vi. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice electronically and holding shares as of the cut-off date i.e. **Friday, June 14, 2024**, may obtain the login ID and password by sending a request at <https://www.evotingindia.com/> or Issuer/RTA.
- vii. How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:




Step 1: Access to NSDL e-Voting system

Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e.

	<p>NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="649 1024 1149 1318" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate

	the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - ii. If your email ID is not registered, please follow steps mentioned below **in process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Guidelines for shareholders

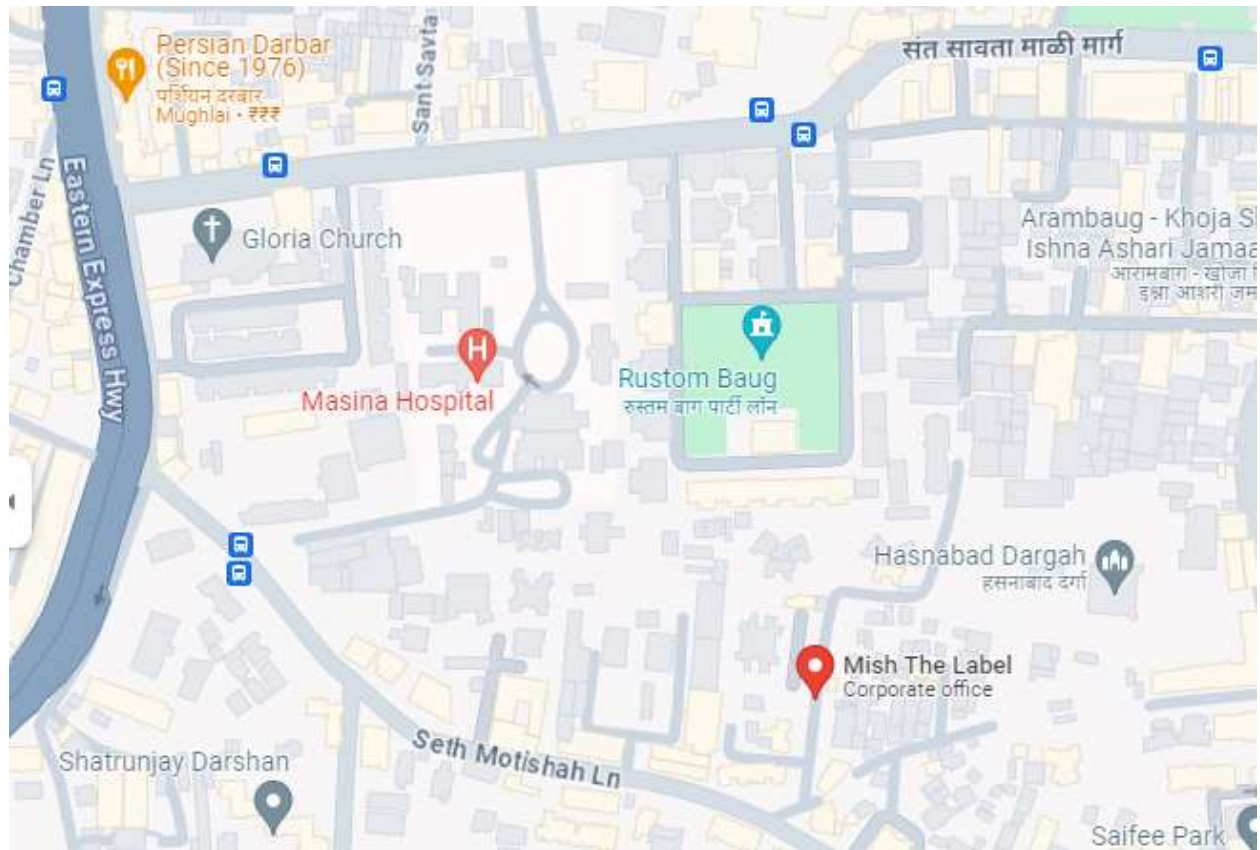
1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to admin@hmassociates.co.in with a copy marked to helpdesk.evoting@cdslindia.com.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on to <https://www.evotingindia.com/> reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evotingindia.com or call on toll free no.: 1800 21 09911 or send a request at helpdesk.evoting@cdslindia.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@mishindia.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info@mishindia.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to helpdesk.evoting@cdslindia.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

18. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evotingindia.com/> or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at helpdesk.evoting@cdslindia.com.
19. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EOGM through ballot paper.
20. The Chairman shall, at the EOGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the EOGM but have not cast their votes by availing the remote e-voting facility.
21. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EOGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
22. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.mishindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
23. As per regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except for transmission or transposition of securities. In view of this and to eliminate all risks associated with the physical shares members holding shares in physical form are requested to consider converting their holdings into dematerialized form. Members can contact Company or Company's Registrar and Transfer Agents of the Company for any support in this regard.
24. All queries relating to Share Transfer and allied subjects should be addressed to:
KFin Technologies Limited
Selenium Tower-B, Plot 31 & 32, Gachibowli,
Financial District, Nanakramguda,
Serilingampally, Hyderabad, Telangana-500032

ROUTE MAP TO THE EXTRA-ORDINARY GENERAL MEETING VENUE**Venue Address:**

ANNEXURE TO NOTICE**EXPLANATORY STATEMENT TO SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO: 1**

The present Authorized Share Capital of the Company is **Rs. 3,00,00,000/- (Rupees Three Crores Only)** divided into **29,00,000 (Twenty Nine Lakhs)** Equity Shares of Rs. 10/- (Rupees Ten Only) each and **1,00,000 (One Lakh)** Preference Shares of Rs. 10/- (Rupees Ten Only) each.

The Board of Directors have considered it necessary to increase the Authorized Share Capital of the Company which is presently at **Rs. 3,00,00,000/- (Rupees Three Crores Only)** divided **29,00,000 (Twenty Nine Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) and 1,00,000 (One Lakh) Preference Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 3,40,00,000/- (Rupees Three Crores Forty Lakhs Only) divided into 33,00,000 (Thirty Three Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) and 1,00,000 (One Lakh) Preference Shares of Rs. 10/- (Rupees Ten Only) each by creation of additional 4,00,000 (Four Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only).**

In view of the above, it is necessary to amend Clause 5 (iii) of the Memorandum of Association to increase the Authorized Share Capital from 3,00,00,000/- (Rupees Three Crores Only) to Rs. 3,40,00,000/- (Rupees Three Crores Forty Lakhs Only).

In light of above, you are requested to accord your approval to the Ordinary Resolution as set out at Item No.1 of the accompanying Notice.

None of the Directors, Key Managerial Personnel and/or their relatives thereof are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

ITEM NO: 2

The growing business of your Company requires funds for its various requirements. Your Company thinks that one way of achieving this would be through the preferential allotment of Equity Share. Members may note that the Company is undertaking an issue and allotment of certain equity shares, the proceeds of which will be primarily used for Business Development Requirement and working capital requirements.

Accordingly, The Company proposes to issue up to 1,73,000 (One Lakh and Seventy Three Thousand) Equity Share of face value of Rs. 10 (Rupees Ten Only) each (“Subscription Shares”), at a minimum floor price of Rs.146.50/- (Rupees One Hundred and Forty Six Rupees and Fifty Paise Only) per Equity Share and Issue price of Rs.150/- (Rupees One Hundred and Fifty Only) which consists of Rs. 10/- (Rupees Ten Only) or at such higher price as may be determined in accordance with Regulation 164 / 165 of the ICDR Regulations and applicable law, to the Proposed Allottee as mentioned below.

In terms of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 and Regulation 160 of the ICDR Regulations, approval of the Members by way of a Special Resolution is required to issue the Subscription Shares on preferential basis. The relevant details and other material facts in connection thereto are provided hereunder:

1) The object / purpose of the preferential issue:

The Company is undertaking an issue and allotment of up to 1,73,000 (One Lakh Seventy Three Thousand) Equity Share, the proceeds of which will be primarily used to meet the Business Development and working capital Requirement of the Company.

2) The total number of Equity Share or other securities to be issued:

The Board intends to offer, issue and allot up to 1,73,000 (One Lakh Seventy Three Thousand) Equity Share of the Company having face value of Rs. 10/- (Rupees Ten Only) each.

3) The price or price band at/within which the allotment is proposed;:

The Company proposes to offer issue and allot Subscription Shares at minimum floor price of Rs.146.50/- (Rupees One Hundred and Forty Six and Fifty Paise Only) per Equity Share and Issue price of Rs. 150/- (Rupees One Hundred and Fifty Only) which consists of Rs. 10/- (Rupees Ten Only) as face value and Rs. 140/- (Rupees One Hundred and Forty Only) as premium per Equity Share or at such higher price as may be determined in accordance with Regulation 164 / 165 of the ICDR Regulations and applicable law, to the Proposed Allottee as mentioned below.

4) Name and address of Valuer who performed valuation:

According to Regulation 166A of SEBI (ICDR), Regulation, any preferential issue, which may result in a change in control or allotment of more than 5% of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price:

As the regulation is applicable to proposed issue, the company has taken valuation report from Mr. Ajaykumar Sukhadiya (Registered Valuer) having registered office at Office no. 01, 2nd Floor, Rajendra Park CHS Ltd, Station Road, Goregaon (W), Mumbai- 400062 and the same report is available on the website of Company at link <https://mishindia.com/investor-relations/>

The Relevant Date for purpose of Valuation shall be considered as May 22, 2024.

5) Amount which the Company intends to raise by way of issue of Equity Shares:

The proposed Preferential Issue of Equity Shares shall be an aggregate amount of minimum INR 2,59,50,000/- (Rupees Two Crores Fifty Nine Lakhs Fifty Thousand Only).

6) Basis on which the price has been arrived at along with report of the registered valuer:

The Equity Shares of the Company are listed on the BSE Limited (“BSE”). In accordance with SEBI (ICDR) Regulations, for the purpose of computation of minimum price for equity per equity share; we shall consider the relevant price on BSE. In terms of the applicable provision of ICDR Regulations, the price at which equity shares shall be allotted shall not be less than higher of the following:

- a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- b) the 10 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- c) at such other price, calculated in accordance with Regulation 164 and / or Regulation 165 of the ICDR Regulation and applicable laws; or

- d) Rs.146.50/- (Rupees One Hundred and Forty Six Fifty Paise Only) being the floor price as mutually agreed between the parties.

Since the equity shares of the company have been listed on the recognized stock exchange for a period of more than 90 Trading Days prior to the relevant date, it is not required to re-compute the price per Equity Share to be issued and therefore, the company is not required to submit the undertaking specified under the regulation 163(1) (g) and 163(1) (h) of the SEBI (ICDR) Regulation.

7) Relevant date with reference to which the price has been arrived at:

The “Relevant Date” as per Chapter V of the SEBI ICDR Regulations for the determination of the said issue price for the Subscription Shares is May 22, 2024. The resolution proposed under this notice shall be passed on June 21, 2024 i.e. DAY of EOGM.

Relevant date is defined under SEBI ICDR Regulations as the date 30 (thirty) days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue. However, where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the Holiday will be reckoned to be the relevant date. The resolution pursuant to this notice shall be passed on June 21, 2024 i.e. the date 30 (thirty) days prior to June 21, 2024 is May 22, 2024 i.e. Wednesday.

8) The class or classes of persons to whom the allotment is proposed to be made:

Name of the proposed Allottee	Category
Pooja Kedia	Public
Sandeep Singh	Public
Rajesh Kumar Singla	Public
Naba Krushna Das	Public
Parul Mukesh Prajapati	Public
Deepak Agarwal	Public
Nihir Parikh	Public
Dhaval Parikh	Public

9) The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential issue:

No person from Promoters or Promoters Group, directors or key managerial personnel or senior Management of the company is intending to subscribe to the offer. The proposed allotment of Equity shares is also to be made to the proposed allottees as mentioned in the resolution who are belonging to the category other than promoters – Public Category.

10) The proposed time within which the allotment shall be completed :

The Company will complete the allotment pursuant to the Preferential Issue within a period of 15 (fifteen) days from the date when the Shareholders’ Resolution approving this Preferential Issue is passed. Where the allotment of the subscription Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

11) The identity of the Proposed Allottee, maximum number of Equity Shares proposed to be issued and the percentage of post issue capital that may be held by the Proposed Allottee:

Details of the proposed allottee*

Name of the proposed Allottee	Category	Number of Equity Shares	Pre- issue Shareholding		Post-issue Shareholding	
			Pre-issue Holding	% of Total Equity Capital	Post-issue Holding	% of Total Equity Capital
Pooja Kedia	Public	50,000	0	0	50,000	1.57
Sandeep Singh	Public	33,000	0	0	33,000	1.03
Rajesh Kumar Singla	Public	37,000	33,000	1.18	70,000	2.20
Naba Krushna Das	Public	8,000	0	0	8,000	0.25
Parul Mukesh Prajapati	Public	6,000	0	0	6,000	0.19
Deepak Agarwal	Public	5,000	0	0	5,000	0.16
Nihir Parikh	Public	17,000	16,000	0.57	33,000	1.03
Dhaval Parikh	Public	17,000	15,000	0.54	32,000	1.00
Total			64,000	2.29	2,37,000	7.43

**The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.*

12) The change in control, if any, in the Company that would occur consequent to the preferential issue:

There will not be any change in control / management, consequent to this preferential issue.

13) The Number of persons to whom allotment on preferential basis has been made during the year in terms of number of securities as well as price:

The Company has not made any preferential issue of securities during the year.

14) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer and name and address of valuer who performed valuation:

Not Applicable

15) Pre and Post Issue Shareholding pattern of the Company*:

Sr. No.	Category	Pre-Issue Shareholding		Post-Issue Shareholding	
		No. of Shares held	%	No. of Shares held	%
A	Promoters and Promoters Group holding	19,14,998	68.39	19,14,998	60.05
1	Indian				

	a) Individuals/H UF	19,14,998	68.39	19,14,998	60.05
	b) Others (Body Corporate)				
2	Foreign				
	Sub-Total (A)	19,14,998	68.39	19,14,998	60.05
B	Non Promoters / Public holding				
1	Institutional Investors				
2	Non Institution				
	a) Individuals	729,002	26.04	1,118,002	35.06
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	6,14,010	21.93	6,67,010	20.92
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	1,14,992	4.11	4,50,992	14.14
	b) Foreign Companies				
	c) Body Corporate (others)	43,000	1.54	43,000	1.35
	d) Clearing Member	0	0	0	
	e) NRI	59,000	2.11	59,000	1.85
	f) Any Other	54,000	1.93	54,000	1.69
	Sub-Total (B)	8,85,002	31.62	1,274,002	39.95
	Total (A)+(B)	28,00,000	100.00	3,189,000	100.00

**The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.*

16) Identity of the Natural Person who are the Ultimate Beneficial Owners of the Subscription Shares proposed to be allotted and / or who ultimately control the allottee:

Not Applicable

17) Contribution being made by the Promoters or Directors either as part of the Preferential Issue to Non-QIBs or separately in furtherance of objects:

No contribution is being made by Promoters or Directors of the Company, either as part of the Preferential Issue or separately in furtherance of objects other than that mentioned.

18) Undertakings:

As the equity shares of the Company have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of Equity Shares shall not be applicable. However, the Company shall re-compute the price of the Equity Shares to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the Equity Shares to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.

19) Practicing Company Secretary Certificate:

The certificate from Hemant Maheshwari - Practicing Company Secretary certifying that the proposed preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the voting period and is also hosted on website of the Company which can be accessed at the link: <https://mishindia.com/investor-relations/>

20) Lock-in Period:

The Subscription Shares allotted pursuant to the Preferential Issue to Promoter & Public Category will be subject to applicable lock-in and transfer restrictions under Regulation 167 and 168 of the ICDR Regulations.

21) Other disclosures

- a) The Proposed Allottee has confirmed that it has not sold any Equity Shares of the Company during the period of 90 trading days preceding the Relevant Date.
- b) The Company is in compliance with the conditions for continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- c) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer is not applicable as the allotment of Subscription Shares is for a cash consideration.
- d) Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations are not applicable.
- e) Neither the Company nor any of its Directors and/ or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- f) The Company does not have any outstanding dues towards SEBI, the Stock Exchanges or the depositories.

22) Status of the allottee

Sr. No	Name Of Allottee	Current Status	Proposed Status
1	Pooja Kedia	--	Public
2	Sandeep Singh	--	Public

3	Rajesh Kumar Singla	Public	Public
4	Naba Krushna Das	--	Public
5	Parul Mukesh Prajapati	--	Public
6	Deepak Agarwal	--	Public
7	Nihir Parikh	Public	Public
8	Dhaval Parikh	Public	Public

The consent of the Members is sought for the issue of Equity Share in terms of Section 62(1) (c) and other applicable provisions, if any, of the Act and in terms of the provisions of the ICDR Regulations and the Listing Agreements entered into by the Company with the stock exchange, where the Company's Equity Shares are listed.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Item No.2 of the accompanying Notice.

None of the Directors, Manager, and Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested in the aforesaid resolutions other than those mentioned above.

ITEM NO: 3

The Board of Directors of the Company ("Board") at their meeting held on May 25, 2024, approved raising of funds aggregating upto Rs. 4,00,000 (Rupees Four Lakhs Only) by way of issuance upto 2,16,000 (Two Lakhs Sixteen Thousand) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each ("Warrants") at an issue price of Rs. 150/- (Rupees One Hundred and Fifty Only) each payable in cash ("Warrants Issue Price"), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, to the persons belonging to "Promoter and Non-Promoter i.e., Public Category" as per the details disclosed in the respective resolution.

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the members is being sought for the raising of funds aggregating upto Rs. Rs. 3,24,00,000 (Rupees Three Crores Twenty Four Lakhs Only) by way of issuance upto 2,16,000 (Two Lakhs Sixteen Thousand) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. 150/- (Rupees One Hundred and Fifty Only) each payable in cash, on a preferential basis to the Proposed Allottees as the Board of the Company may determine in the manner detailed hereafter.

The salient features of the Preferential Issue, including disclosures required to be made in accordance with Chapter V of the SEBI ICDR Regulations and the Act, are set out below:

1) **The object / purpose of the preferential issue:**

The Company is undertaking an issue and allotment of up to 2,16,000 (Two Lakh Sixteen Thousand) Warrants convertible into Equity Shares, the proceeds of which will be primarily used to meet the Business Development and working capital Requirement of the Company.

2) **The total number of Warrants Convertible into Equity Share or other securities to be issued:**

The Board intends to offer, issue and allot up to 2,16,000 (Two Lakhs Sixteen Thousand) Warrants convertible into Equity Share of the Company having face value of Rs. 10/- (Rupees Ten) each.

3) **The price or price band at/within which the allotment is proposed;:**

The Company proposes to offer issue and allot Subscription Shares at minimum floor price of Rs.146.50/- (Rupees One Hundred and Forty Six Fifty Paise Only) per Equity Share and Issue price of Rs. 150/- (Rupees One Hundred and Fifty Only) which consists of Rs. 10/- (Rupees Ten Only) as face value and Rs. 140/- (Rupees One Hundred and Forty Only) as premium per Equity Share or at such higher price as may be determined in accordance with Regulation 164 / 165 of the ICDR Regulations and applicable law, to the Proposed Allottee as mentioned below.

4) **Name and address of Valuer who performed valuation:**

According to Regulation 166A of SEBI (ICDR), Regulation, any preferential issue, which may result in a change in control or allotment of more than 5% of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price:

As the regulation is applicable to proposed issue, the company has taken valuation report from Mr. Ajaykumar Sukhadiya (Registered Valuer) having registered office at Office no. 01, 2nd Floor, Rajendra Park CHS Ltd, Station Road, Goregaon (W), Mumbai- 400062 and the same report is available on the website of Company at link <https://mishindia.com/investor-relations/>

The Relevant Date for purpose of Valuation shall be considered as May 22, 2024.

5) **Amount which the Company intends to raise by way of issue of Warrants convertible into Equity Shares:**

The proposed Preferential Issue of Warrants convertible into Equity Shares shall be an aggregate amount of minimum Rs. 3,24,00,000 (Rupees Three Crores Twenty Four Lakh Only).

6) **Basis on which the price has been arrived at along with report of the registered valuer:**

In terms of the ICDR Regulations, the minimum price at which the Warrants can be issued is Rs. 150/- (Rupees One Hundred and Fifty Only) per warrant, as per the pricing formula prescribed under the ICDR Regulations for the Preferential Issue and is the higher of the following:

- a) 90 Trading Days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date; or
- b) 10 Trading Days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date.

As per the Pricing Certificate, the minimum price, in terms of Regulation 164(1) of the SEBI ICDR Regulations, at which warrants to be issued is Rs. 146.50/- (Rupees One Hundred and Forty Six and Fifty Paise Only) per warrant. However, the issue price for this Preferential Issue is decided at Rs. 150/- (Rupees One Hundred and Fifty Only) per warrant which is higher than the above Floor Price determined in accordance with Regulation 164(1) of SEBI ICDR Regulations.

7) Relevant date with reference to which the price has been arrived at:

The “Relevant Date” as per Chapter V of the SEBI ICDR Regulations for the determination of the said issue price for the Subscription Shares is May 22, 2024. The resolution proposed under this notice shall be passed on June 21, 2024 i.e. DAY of EOGM.

Relevant date is defined under SEBI ICDR Regulations as the date 30 (thirty) days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue. However, where the relevant date falls on a weekend or a holiday, the day preceding the weekend or the Holiday will be reckoned to be the relevant date. The resolution pursuant to this notice shall be passed June 21, 2024 i.e. the date 30 (thirty) days prior to June 21, 2024 is May 22, 2024 i.e. Wednesday.

8) The class or classes of persons to whom the allotment is proposed to be made:

Name of the proposed Allottee	Category
Amit Agarwal	Public
Shruti Agarwal	Public

9) The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential issue:

None of the Promoters, Directors, Key Managerial Personnel or any of their relatives other than the mentioned above are concerned or interested, financially or otherwise, in the proposed Special Resolution set out in this Notice for the allotment of Subscription Shares nor do such persons intend to subscribe to the preferential issue of the Subscription Shares.

10) The proposed time within which the allotment shall be completed :

The Company will complete the allotment pursuant to the Preferential Issue within a period of 15 (fifteen) days from the date when the Shareholders’ Resolution approving this Preferential Issue is passed. Where the allotment of the subscription Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

11) The identity of the Proposed Allottee, maximum number of Equity Shares proposed to be issued and the percentage of post issue capital that may be held by the Proposed Allottee:

Details of the proposed allottee*

Name of the proposed Allottee	Category	Number of Warrants	Existing Pre-issue Shareholding		New Allotment of Equity Shares		Post -issue Shareholding	
			Pre-issue	% of Total	No of shares	% of shares	Post-issue	% of Total

			Holding	Equity Capital			Holding	Equity Capital
Amit Agarwal	Public	1,08,000	2000	0.07	1,08,000	3.86	1,10,000	3.45
Shruti Agarwal	Public	1,08,000	-	-	1,08,000	3.86	1,08,000	3.39
Total	Public	2,16,000	2,000	0.22	2,16,000	07.72	2,18,000	6.84

**The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.*

12) The change in control, if any, in the Company that would occur consequent to the preferential issue:

There will not be any change in control / management, consequent to this preferential issue.

13) The Number of persons to whom allotment on preferential basis has been made during the year in terms of number of securities as well as price:

The Company has not made any preferential issue of securities during the year.

14) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer and name and address of valuer who performed valuation:

Not Applicable

15) Pre and Post Issue Shareholding pattern of the Company*:

Sr. No.	Category	Pre-Issue Shareholding		Post-Issue Shareholding	
		No. of Shares held	%	No. of Shares held	%
A	Promoters and Promoters Group holding	19,14,998	68.39	19,14,998	60.05
1	Indian				
	c) Individuals/HUF	19,14,998	68.39	19,14,998	60.05
	d) Others (Body Corporate)				
2	Foreign				
	Sub-Total (A)	19,14,998	68.39	19,14,998	60.05
B	Non Promoters / Public holding				
1	Institutional Investors				
2	Non Institution				

	g) Individuals	729,002	26.04	1,118,002	35.06
	iii. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	6,14,010	21.93	6,67,010	20.92
	iv. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	1,14,992	4.11	4,50,992	14.14
	h) Foreign Companies				
	i) Body Corporate (others)	43,000	1.54	43,000	1.35
	j) Clearing Member	0	0	0	
	k) NRI	59,000	2.11	59,000	1.85
	l) Any Other	54,000	1.93	54,000	1.69
	Sub-Total (B)	8,85,002	31.62	1,274,002	39.95
	Total (A)+(B)	28,00,000	100.00	3,189,000	100.00

**The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares.*

16) Identity of the Natural Person who are the Ultimate Beneficial Owners of the Subscription Shares proposed to be allotted and / or who ultimately control the allottee:

Not Applicable

17) Contribution being made by the Promoters or Directors either as part of the Preferential Issue to Non-QIBs or separately in furtherance of objects:

No contribution is being made by Promoters or Directors of the Company, either as part of the Preferential Issue or separately in furtherance of objects other than that mentioned.

18) Undertakings:

As the warrants convertible into equity shares of the Company have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of Equity Shares shall not be applicable. However, the Company shall re-compute the price of the Equity Shares to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the Equity Shares to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.

19) Practicing Company Secretary Certificate:

The certificate from Hemant Maheshwari - Practicing Company Secretary certifying that the proposed preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the voting period and is also hosted on website of the Company which can be accessed at the link: <https://mishindia.com/investor-relations/>

20) Lock-in Period:

The Subscription Shares allotted pursuant to the Preferential Issue to Promoter & Public Category will be subject to applicable lock-in and transfer restrictions under Regulation 167 and 168 of the ICDR Regulations.

21) Other disclosures

- a) The Proposed Allottee has confirmed that it has not sold any Equity Shares of the Company during the period of 90 trading days preceding the Relevant Date.
- b) The Company is in compliance with the conditions for continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- c) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer is not applicable as the allotment of Subscription Shares is for a cash consideration.
- d) Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations are not applicable.
- e) Neither the Company nor any of its Directors and/ or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- f) The Company does not have any outstanding dues towards SEBI, the Stock Exchanges or the depositories.

22) Status of the allottee

SR. NO	NAME OF ALLOTTEE	CURRENT STATUS	PROPOSED STATUS
1	Amit Agarwal	Public	Public
2	Shruti Agarwal	--	Public

The consent of the Members is sought for the issue of Warrants convertible into Equity Share in terms of Section 62(1)(c) and other applicable provisions, if any, of the Act and in terms of the provisions of the ICDR Regulations and the Listing Agreements entered into by the Company with the stock exchange, where the Company's Equity Shares are listed.

In light of above, you are requested to accord your approval to the Special Resolution as set out at Item No.3 of the accompanying Notice.

None of the Directors, Manager, and Key Managerial Personnel of the Company or their respective relatives are in any way, concerned or interested in the aforesaid resolutions other than those mentioned above.

Registered Office:

Gala No. 4, Gulati Industries,
Hattibaug Love Lane, Mazgaon,
Mumbai, Maharashtra, India, 400010

Tel : 022-23719478

CIN: U74999MH2017PLC302175

Website: www.mishindia.com

Email: info@mishindia.com

By Order Of The Board Of Directors
FOR MISH DESIGNS LIMITED

Sd/-

Kaushal Mahesh Goenka
(Managing Director)

DIN: 02446587

Date: May 25, 2024

Place: Mumbai

ATTENDANCE SLIP

Registered Folio No./DP ID no./Client ID no.:	
DP ID - Client ID	
No. of Shares Held	

I hereby record my presence at the Extraordinary General Meeting of the Company on **Friday, June 21, 2024 at 03.00 P.M.** at Gala No. 4, Gulati Industries, Hattibaug Love Lane, Mazgaon, Mumbai, Maharashtra, India, 400010.

.....
Name of the member/proxy (in BLOCK Letters)	Signature of the member/proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Notice for reference to the EOGM.

Proxy Form

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

CIN: U74999MH2017PLC302175

Name of the Company: MISH DESIGNS LIMITED

Registered office: Gala No. 4, Gulati Industries, Hattibaug Love Lane, Mazgaon,
Mumbai, Maharashtra, India, 400010

Name of the member (s):

Registered address:

Email ID:

Folio No./Client Id:

DP ID:

I/We, being the members of shares of the above named company, hereby appoint

1. **Name:**
Address:
Email ID:
Signature:,or failing him

2. **Name:**
Address:
Email ID:
Signature:,or failing him

3. **Name:**
Address:
Email ID:
Signature:

as my/our proxy to attend and vote for me/us and on my/our behalf at the General Meeting of the Company to be held on day Friday, 21st June, 2024 at 3.00 P.M at the Registered Office of the Company at Gala No. 4, Gulati Industries, Hattibaug Love Lane, Mazgaon, Mumbai, Maharashtra, India, 400010 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Special Business:				
1.	TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENT TO MEMORANDUM OF ASSOCIATION OF THE COMPANY			

2.	TO APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS			
3.	TO APPROVE THE ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS			

Signed this..... day of.....2024

.....
Signature of shareholder(s)

.....
Signature of Proxy holder(s)

Please
Affix ₹.1
Revenue
Stamp

.....
Signature of Proxy holder(s)

.....
Signature of Proxy holder(s)

Notes:

1. *This form of proxy in order to be effective should be duly completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.*
2. *It is optional to indicate your preference. If you leave for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.*
3. *The proxy need not be a member of the company. Appointing proxy does not prevent a member from attending in person if he so wishes.*
4. *In case of Joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.*