

MISQUITA ENGINEERING LIMITED

(CIN: U74210GA1998PLC002537)

Regd. Office: 182/1 Vaiginim Vaddo Nachinol Aldona North Goa – 403508. India.

Phone: 83088 48233 E-mail: info@misquitaengg.com; Website: www.misquitaengg.com

NOTICE OF 22nd ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 22nd ANNUAL GENERAL MEETING OF THE MEMBERS OF MISQUITA ENGINEERING LIMITED TO BE HELD AT DINA BANQUET HALL, HOTEL MIRAMAR, NEAR KAMAT KINARA, CARANZALEM GOA. 403002. INDIA ON DECEMBER 18, 2020, FRIDAY AT 05:00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2020 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, along with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Thomas Constance Avinash Misquita, who retires by rotation and being eligible offered himself for re-appointment.
3. To appoint a Director in place of Ms. Gail Lucia Misquita, who retires by rotation and being eligible offered herself for re-appointment.
4. To Consider and approve the Re-appointment of M/s Gupta Agarwal & Associates, Chartered Accountant, as Statutory Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules, circulars, notifications made/issued there under, including any amendments, modification, variation or re-enactment thereof, M/S Gupta Agarwal & Associates, Chartered Accountant, bearing Firm Registration No. 329001E be and are hereby appointed as the Statutory Auditors of the Company, who shall hold the office for a term of One Year, from the conclusion of the Annual General Meeting to be held on Friday, 18th December, 2020.

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable an expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and reimbursement of out of pocket expenses incurred in connection hereto.”

SPECIAL BUSINESS:

5. **TO CONSIDER AND APPROVE INCREASE IN MANAGERIAL REMUNERATION CEILING LIMIT IN EXCESS OF LIMITS PRESCRIBED UNDER SECTION 197 OF THE COMPANIES ACT, 2013.**

“RESOLVED THAT pursuant to the provision of Section 197 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) read with Schedule V of the Act and the Rules made thereunder , including any Statutory Modification thereof, or any other law and subject to the approval of Central Government , the approval of the Members of the Company be and is hereby accorded to increase the Managerial Remuneration in excess of the remuneration Limits prescribed in Section 197 read with Schedule V of the Companies Act, 2013 as set out in the Explanatory Statement attached hereto and forming part of this notice.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution and to settle any question , difficulty or doubt that may arise in this regard.”

6. **TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEE AND SECURITY IN EXCESS OF THE LIMITS PRESCRIBED UNDER SECTION 186 OF THE COMPANIES ACT, 2013.**

“RESOLVED THAT pursuant to the provisions of Section 186 and any other applicable provisions of the Companies Act, 2013 read with relevant rules made thereunder ,including any statutory modification(s) and re-enactment (s) thereof for the time being in force , subject to the terms of Articles of Association of the Company and subject to such other approvals, consents , sanctions and permissions as may be necessary , the consent of the members be and is hereby accorded to the Board of Directors for making investment (s) in excess of the limits specified under Section 186 of the Companies Act, 2013 from time to time in acquisition of securities of any Body Corporate or for giving loans , guarantees or providing securities to any body corporate or other person/ entity whether in India or Outside India, as may be considered appropriate for an amount not exceeding Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only), notwithstanding that such investment and acquisition together with existing investments of the Company in all other bodies corporate ,loans and guarantee given and securities provided shall be in excess of the limits prescriber under Section 186 of the Companies Act, 2013, i.e. the limits available to the Company is sixty percent of its paid-up Share Capital , Free reserves and Securities Premium Account or one hundred percent of its Free reserves and Securities Premium Account, whichever is more.

“RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary or incidental thereto , including but not limited to delegation of all or any of the powers herein conferred to any Committee or any director(s) or any officer(s)/ employee(s) of the Company. Or to settle any questions, difficulties or doubts that may arise in this connection, without being required to seek any further clarification, consent or approval of the members of the Company.”

7. REGULARISATION OF ADDITIONAL DIRECTOR, MR. DESIDERIO MISQUITA BY APPOINTING HIM AS WHOLE TIME DIRECTOR OF THE COMPANY

“RESOLVED THAT, Mr. Desiderio Misquita (DIN- 08956087), who was appointed as an Additional and Whole Time Director with effect from 10th November, 2020 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Whole Time Director of the Company.”

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

Registered Office:

**182/1, Vaiginim Vaddo, Nachinol, Aldona,
North Goa-, 403508**

**By order of the Board
For Misquita Engineering Limited**

_____Sd/-_____
**Thomas Constance Avinash Misquita
Managing Director
DIN- 00060846**

_____Sd/-_____
**Gail Lucia Misquita
Whole Time Director
DIN- 00060932**

**Place: Goa
Date: 26.11.2020**

NOTES:

1. Explanatory Statement setting out material facts, pursuant to section 102 of the Companies Act, 2013, in respect of the Special Businesses for Item No. 5, 6 & 7 of the Notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. Proxy form, in order to be effective, must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
4. The record date for the purpose of determining the eligibility of the Members to attend the 22nd Annual General Meeting of the Company is 20th November 2020.
5. The Company has notified closure of register of members and transfer books from 11th December 2020 to 18th December, 2020 (both days inclusive).
6. The Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, amended Regulation 40 of the SEBI Listing Regulations pursuant to which from 1st April, 2019 onwards securities can be transferred only in dematerialised form. However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors. Members holding shares in physical form are requested to convert their holding(s) to dematerialised form to eliminate all risks associated with physical shares.
7. The notice of 22nd Annual General Meeting of the Company and Annual Report 2019-20, circulated to the members, will be made available on the Company's website at www.misquitaengg.com.
8. Members/Proxy holders are requested to bring their copy of Annual Report and Attendance slip sent herewith duly filled-in for attending the Annual General Meeting.

9. Members who wish to obtain information of the Company may send their queries at least 10 days before the Annual General Meeting to the Company Secretary at the Registered Office of the Company.
10. Non-Resident Indian Members are requested to inform Registrar and Transfer Agent, immediately of:
 - Change in their residential status on return to India for permanent settlement.
 - Particulars of their Bank Account maintained in India with complete name, branch, account, type, account number and address of the bank with pin code number, if not furnished earlier.
11. Members are requested to intimate their Email IDs for correspondence and quicker response to their queries
12. Annual Report 2019-20 are being sent by permitted mode to all members of the Company. Member may please note that the Annual Report 2019-20 is also available on the Website of the Company viz www.misquitaengg.com.
13. Shareholders are requested to bring their copy of the Annual Report to the meeting as the practice of handing out copies of the Annual Report at the Annual General Meeting has been discontinued in view of the high cost of paper and printing.

Registered Office:

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North Goa-, 403508**

**By order of the Board
For Misquita Engineering Limited**

_____Sd/-_____
**Thomas Constance Avinash Misquita
Managing Director
DIN- 00060846**

_____Sd/-_____
**Gail Lucia Misquita
Whole Time Director
DIN- 00060932**

**Place: Goa
Date: 26.11.2020**

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

ITEM NO. 5

As per Section 197 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any of the Act read with Schedule V of the Act and the Rules made thereunder, total managerial remuneration payable by the Company to its directors, including managing director and whole-time director and its manager in respect of any financial year may exceed 11% (eleven per cent) of the net profits of the Company calculated as per the Section 198 of the Companies Act, 2013, provided that the same has been approved by the shareholders of the Company by way of Ordinary Resolution/Special Resolution. The requirement of Central Government approval which was hitherto required has been done away with.

Pursuant to the recommendation of the Board of Directors of the Company in its meeting held on 26.11.2020 recommended to increase in overall limit of managerial remuneration payable by the Company in respect of any financial year beyond 11 % in the manner laid down in Section 198 of the Companies Act, 2013.

Accordingly, the Board recommends the special resolution set out at item no. 5 for approval of members.

Except Executive Director, Managing Director none of the other Directors or Key Managerial Personnel of the Company including their relatives is concerned or interested in the

ITEM NO.6

As per Sub-section (2) & (3) of Section 186 of the Companies act, 2013, a company is required to obtain the prior approval of the members through a Special Resolution, in case the Company wants to:

- a) Give loan to any person or body corporate;
- b) Give any guarantee or provide any security in connection with a loan to any person or body corporate; and
- c) Acquire by way of subscription, purchase or otherwise, the securities of any body corporate,

Exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

Your Company is growing and therefore in order to capitulate the various opportunities of the prevailing industry, the Board of Directors is seeking approval of the members pursuant to section 186 provisions over and above the Limits as prescribed thereunder.

None of the Directors and/or Key Managerial Personnel (KMP) of the Company and/or their respective relatives is, in any way, concerned or interested, financially or otherwise in the Special Resolution as set out in Item No.6 .

The Board commends the passing of the Special Resolution as set out in Item No. 6.

ITEM NO.7

Mr. Desiderio Misquita was appointed as an Additional Director of the Company with effect from 10th November, 2020, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.

Mr. Desiderio Misquita is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

The Board is of the view that the appointment of Mr. Desiderio Misquita as Whole Time Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 7 for approval by the members of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Desiderio Misquita himself, is in any way concerned or interested, in the said resolution.

Registered Office:

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**By order of the Board
For Misquita Engineering Limited**

____Sd/-_____
Thomas Constance Avinash Misquita
Managing Director
DIN- 00060846

____Sd/-_____
Gail Lucia Misquita
Whole Time Director
DIN- 00060932

Place: Goa
Date: 26.11.2020

ATTENDANCE SLIP

22nd ANNUAL GENERAL MEETING ON 18th DECEMBER, 2020

Name and Address of Shareholder	Folio No.
No. of Shares	Client ID

I hereby record my presence at the 22nd Annual General Meeting of the Company at Dina Hall, Hotel Miramar, Near Kamat Kinara Caranzalem, Goa - 403002, on Friday, 18th December, 2020.

Signature of the Shareholder or Proxy

Email Address:

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 Annual Report at the meeting.

FORM NO. MGT-11 (PROXY FORM)

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

Name of the Member(s):	
Registered address:	
E-mail Id:	
Folio No. /Client Id & DP. Id:	

I/We.....being a member / members holding..... shares of MISQUITA ENGINEERING LIMITED hereby appoint:

1	Name:	Address:
	Email ID:	Signature:
2	Name:	Address:
	Email ID:	Signature:
3	Name:	Address:
	Email ID:	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Friday, 18th December, 2020 at Dina Hall, Hotel Miramar, Near Kamat Kinara Caranzalem, Goa - 403002 **and** at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	Description.	No. of shares held	FOR	AGAINST
1	To Receive, Consider and Adopt the Profit and Loss Account of the Company for the year ended 31 st March, 2020 and Balance Sheet as at that date, Cash Flow statement for the year ended 31 st March, 2020 and Report of the Directors and Auditors thereon.			
2	To appoint a Director in place of Mr. Thomas Constance Avinash Misquita who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.			
3	To appoint a Director in place of Ms. Gail Lucia Misquita who retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment.			
4	To Consider and approve the Re-appointment of M/s Gupta Agarwal & Associates, Chartered Accountant, as Statutory Auditors of the Company and fix their remuneration.			
Special Businesses				
5	To Consider And Approve Increase In Managerial Remuneration Ceiling Limit In Excess Of Limits Prescribed Under Section 197 Of The Companies Act, 2013.			

6	To Make Investments, Give Loans, Guarantee And Security In Excess Of The Limits Prescribed Under Section 186 Of The Companies Act, 2013.			
7	Regularisation Of Additional Director, Mr. Desiderio Misquita By Appointing Him As Whole Time Director Of The Company			

Signed this 18th day of December, 2020

Signature(s) of the Shareholder(s).....

Signature of Proxy Holder.....

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

FORM NO. MGT -12 (BALLOT PAPER/POLLING PAPER)

Name(s) of Member(s) : (In BLOCK/CAPITAL LETTERS)	
Registered Address :	
DP ID / Client ID* or Registered Folio No :	
No. of equity shares held :	

***Applicable in case of Share held in electronic form**

I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the Notice of 22nd Annual General Meeting of Company scheduled to be held on Friday, 18th December, 2020. at Dina Hall, Hotel Miramar, Near Kamat Kinara Caranzalem, Goa - 403002, which is proposed to be placed for consideration of members at the aforesaid Annual General Meeting of the Company, by conveying my/our assent and/or dissent to the said Resolution(s) in the relevant box as stated here in below:

Reso No.	Resolution	No. of Equity Share(s) held	I/We assent to the resolution (For)*	I/We dissent to the resolution (Against)*
Ordinary Businesses				
1.	To Receive, Consider and Adopt the Profit and Loss Account of the Company for the year ended 31 st March, 2020 and Balance Sheet as at that date, Cash Flow statement for the year ended 31 st March, 2020 and Report of the Directors and Auditors thereon.			
2.	To appoint a Director in place of Mr. Thomas Constance Avinash Misquita who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.			
3.	To appoint a Director in place of Ms. Gail Lucia Misquita who retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment.			
4.	To Consider and approve the Re-appointment of M/s Gupta Agarwal & Associates, Chartered Accountant, as Statutory Auditors of the Company and fix their remuneration.			
Special Businesses				
5.	To Consider And Approve Increase In Managerial Remuneration Ceiling Limit In Excess Of Limits Prescribed Under Section 197 Of The Companies Act, 2013.			
6	To Make Investments, Give Loans, Guarantee And Security In Excess Of The Limits Prescribed Under Section 186 Of The Companies Act, 2013.			
7	Regularisation Of Additional Director, Mr. Desiderio Misquita By Appointing Him As Whole Time Director Of			

	The Company			
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*Please put a tick mark (✓) in appropriate column against the resolution(s) indicated above. In case of member/proxy wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For' and/or 'Against'.

Place: Goa

Date: 18.12.2020

Signature of Member

**ROUTE MAP TO THE VENUE OF THE 22nd ANNUAL GENERAL MEETING ON FRIDAY,
18th DECEMBER, 2020**

