

NOTICE

NOTICE IS HEREBY GIVEN THAT the 32ND Annual General Meeting of the Members of GOAN REAL ESTATE AND CONSTRUCTION PRIVATE LIMITED will be held on Saturday, 20th November, 2021 at 2.00 p.m. at the Registered Office of the Company at Dynamix House, Yashodham, Gen. A. K. Vaidya Marg, Goregaon (East), Mumbai - 400063 to transact the following business:

AGENDA

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2021, the Statement of Profit and Loss for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vinod K Goenka (DIN 00029033), who retires by rotation and offers himself for re-appointment.

SPECIAL BUSINESS:

3. To Appoint Mr. Satish Krishna Bhat (DIN: 09364740) as the Whole Time Director of the Company for the period of 5 (Five) years and to fix his remuneration for a period of 5 (Five) years:

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

"RESOLVED THAT pursuant to the provisions of Section 196, 203 and other applicable provisions if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof) for time being in force and Articles of Association of the Company, the approval of the members be and is hereby accorded to appoint Mr. Satish Krishna Bhat (DIN: 09364740) as a Whole Time Director of the Company with payment of remuneration, be and is hereby appointed as Whole Time Director of the Company for the period of five years

w.e.f. from 20th October, 2021 to 19th October, 2026 on the following terms & conditions with discretion to the Board of Directors of the Company to grant such additional /annual increments and other benefits/ perquisites and alter the terms as the Board may think fit:

- (1) Basic Salary: Rs. 2,89,675/- per month
- (2) Benefits, Perquisites and Allowances:
 - (a) Housing: Rs. 1,30,354/- per month (45% of the Basic Salary) shall be paid as Housing Rent Allowance.
 - (b) Leave Travel Assistance/ Allowance: For self and family every year incurred in accordance with the rules of the Company, Rs. 1,667/- per month or Rs. 20,000 p.a.
 - (c) Ex-gratia as per the Rules of the Company, 16.67% of Basic Salary
 - (d) Leave with full pay and allowances not exceeding one month's leave for each completed year of service.
- (3) Contribution to Provident Fund / Gratuity / Leave Encashment
 - (a) The Whole Time Director shall not be entitled to Contribution to Provident Fund
 - (b) The Whole Time Director shall be entitled to leave in accordance with the Rules of the Company. Privilege Leave earned but not availed by the Whole Time Director is not en-cashable.
 - (c) The Whole Time Director shall be entitled to Payment of Gratuity for each as per the payment of Gratuity Act, 1972.
- (4) The valuation of perquisites shall be in accordance with the applicable provisions of the Income Tax Act, 1961 read with Income Tax Rules, 1962.

As Whole-Time Director, Mr. Satish Krishna Bhat will be responsible for Project Management with day to day administration of the Company and such other functions as may be assigned to him by the Chairman/ Board of Directors and shall be subject to the superintendence, direction and control of the Chairman / Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper and expedient for the purpose of giving effect to this resolution."

4. To Appoint Mr. Shravan Kumar Bali (DIN: 07799515) as the Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Shravan Kumar Bali (DIN: 07799515), who was appointed as Additional Director w.e.f 20th October, 2021, who holds office upto the date of this Annual General Meeting (AGM) be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT Directors of the Company, be and is hereby severally authorized to file necessary forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

By order of the Board
For Goan Real Estate and Construction Pvt. Ltd.



Shanita Jain
Director
DIN: 00088731

Place: Mumbai,
Date: 20/10/2021
Registered Office: Dynamix House, Yashodham,
Gen. A. K. Vaidya Marg,
Goregaon (E), Mumbai - 400063

NOTES:

- 1) A member entitled to attend and vote at a meeting is entitled to appoint another person as his proxy to attend and vote instead of himself and the proxy need not be a member.
- 3) The instrument of proxy should be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
- 4) Members are requested to inform the company any change in their addresses immediately so as to enable the company to despatch any future communication at their correct address.
- 5) Pursuant to Sections 124 and Sections 125 of the Companies act, 2013 corresponding Sections 205A of the Companies Act, 1956 and Section 205C of the companies (amendment) Act, 1999, the amount of dividend for the subsequent years remaining unpaid or unclaimed for a period of seven consecutive years from the date of transfer to unpaid dividend account of the company shall be transferred to the investor education and protection fund (IEPF) set by the government of India and no payments shall be made in respect of any such claims by the IEPF.

The company has transferred the unpaid or unclaimed dividends upto financial years 2013-2014 to the investor education and protection fund (IEPF) established by the central government. The company has uploaded the details of unclaimed dividend amounts lying with the company as on 31st December, 2020 (date of the previous annual general meeting) on the web site www.dynamixgroup.co.in the said details have also been uploaded on the website of the Ministry of Corporate Affairs and the same can be accessed through link www.mca.gov.in.

Attention of the members is drawn to the provisions of Section 124 (6) of the Act, which require a Company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more.



GOAN REAL ESTATE AND CONSTRUCTION PRIVATE LIMITED

Branch Office: Aldeia de Goa
P.O. Goa University, Bambolim, Goa 403 206

Tel: (0832) 245 9667 | 245 8466
aldeiadegoa.co.in

CIN: U45200MH1989PTC154095

In accordance with the provision of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit Transfer and Refund) Rules,

2016, as amended, the Company has already initiated necessary action for transfer of all shares in respect of which dividend declared for the Financial Year 2013-2014 or earlier Financial Years has not been paid or claimed by the members for 7 (seven) consecutive years or more and submitted the statement of shares transferred to the Investor Education and Protection Fund through Form No. IEPF-4 to Ministry of Corporate Affairs, New Delhi (MCA). Members are advised to visit the website www.dynamixgroup.co.in to ascertain details of shares liable for transfer in the name of IEPF authority.

Members who have not yet encashed their dividend warrant(s)/ Cheques for the financial years ended 31st March, 2014 onwards, are requested to take note of the above and act in their best interest.

REGISTERED OFFICE: GOAN REAL ESTATE AND CONSTRUCTION PRIVATE LIMITED

Dynamix House, Yashodham, General A. K. Vaidya Marg,
Goregaon (East), Mumbai 400063
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dynamixgroup.co.in

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EXPLANATORY STATEMENT FORMING PART OF NOTICE DATED 20TH
OCTOBER, 2021 PURSUANT TO SECTION 102(1) OF THE COMPANIES
ACT, 2013.

Special Business
Item No. 3

At the Board Meeting held on 20th October, 2021, it was decided to appoint Mr. Satish Krishna Bhat (DIN: 09364740) as an Additional Director of the Company and he has been designated as Whole Time Director of the Company for the term of 5 (five) years till 19th October, 2026, as per the terms and conditions contained in the text of the resolution pursuant to the Articles of Association of the Company and subject to approval of the members at the Annual General Meeting.

Mr. Satish Krishna Bhat, aged 44 years, is the Director of the Company. He is Graduate with B.E. (Civil) with more than 27 years of experience in the field of Civil Engineering.

Mr. Satish K. Bhat, as a whole time director has been devoting his time for Project Management with day to day administration of the Company subject to the overall superintendence, control and direction of the Board of Directors / Chairman / Chairperson of the Company.

The Board recommends the resolution set forth in Item no.3 for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Satish Krishna Bhat is concerned or interested, financial or otherwise, in these resolution.

Special Business:
Item No. 4

Mr. Shravan Kumar Bali (DIN: 07799515) was appointed as an Additional Director at the Board Meeting held on 20/10/2021 and pursuant to section 161(1) of the Companies Act, 2013, he holds his office upto the date of this Annual General Meeting (AGM),



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The Board recommends the resolution set forth in Item no.4 for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Shravan Kumar Bali is concerned or interested, financial or otherwise, in these resolution.

By order of the Board
For Goan Real Estate and Construction Pvt. Ltd.

Shanita Jain
Director
DIN: 00088731

Place: Mumbai,
Date: 20/10/2021

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