

## NOTICE

NOTICE IS HEREBY GIVEN THAT an Extra-Ordinary General Meeting of the Shareholders of GOAN REAL ESTATE AND CONSTRUCTION PRIVATE LIMITED will be held on Thursday, the 27<sup>th</sup> June, 2019 at 2.00 p.m. at the Registered Office of the Company at DB House, Gen. A.K. Vaidya Marg, Goregaon (East), Mumbai-400 063 to transact the following business:

### SPECIAL BUSINESS:

**1. To pass with or without modification the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of sections 196(3) (a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and Articles of Association of the Company, approval of members be and is hereby accorded to appoint Brig SCK Puri (DIN: 08469887) as a Whole Time Director of the Company, be and is hereby appointed as a Whole Time Director of the Company for a further period of 5 (five) years w.e.f. 1<sup>st</sup> July, 2019 to 30<sup>th</sup> June, 2024 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. 2,22,000/- per month.

2. **Benefits, Perquisites And Allowances :**


- (a) **Housing:** He will be provided by the Company unfurnished accommodation and 15% of the remuneration shall be deducted by the Company from his salary. In case no housing is provided by the Company, House Rent Allowance shall be paid as per rules of the Company.
- (b) **Special Allowance:** 20% of per month Basic Salary.
- (c) **Medical reimbursement:** For self and family subject to the conditions that the cost to the Company shall not exceed one month's Basic salary OR Rs. 20,000/- whichever is lower and it can be claim on confirmation of services and after completion of 240 days from the date of appointment.

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- (d) Leave Travel Assistance/ Allowance: For self and family every year incurred in accordance with the rules of the Company.
  - (e) Ex-gratia as per the Rules of the Company.
  - (f) 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 can be encashed upto maximum 120 days .
  - (c) The Whole Time Director shall be entitled to Payment of Gratuity for each completed year of service. The calculation of Gratuity shall be done 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, Brig SCK PURI will be responsible for Project Management and 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 and the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By Order of the Board of Directors  
For Goan Real Estate And Construction Private Limited**

  
**NARAYAN PRASAD BAJAJ**  
Director  
DIN: 00718905

**Mumbai**  
**Date: 3<sup>rd</sup> June, 2019**

**Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/herself.
2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under item No. 1 set out above is annexed hereto.

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**GOAN REAL ESTATE AND CONSTRUCTION PRIVATE LIMITED.**

**EXPLANATORY STATEMENT FORMING PART OF THE NOTICE DATED  
3<sup>RD</sup> JUNE, 2019 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

The Board of Directors of the Company ("the Board") at its meeting held on 03-06-2019 has, subject to approval of members appointed Brig SCK PURI (DIN: 08469887) as a Whole Time Director of the Company for a period of 5 (five) years w.e.f. 01/07/2019 to 31/07/2024

Brig. S.C.K. Puri (Retd.) served in the Armed Forces for 31 years as commissioned officer. War Veteran of 1965 & 1971 Indo – Pak Wars; holds Post Graduate MIE Degree from Institute of Engineers, handled projects of over Rs. 125 crores in high altitudes in Sikkim and managed Border Roads Projects in Arunachal Pradesh, Nagaland & Assam as Chief Engineer. He holds MSC degree in Military Studies from Madras University. He is also recipient of Master Degree in Management Studies from Devi Ahiliya University and held post of directing staff at College of Defense Management. He is a member of All India Management Association (AIMA) and Member of National HRD. Brig Puri is also Fellow of Indian Institute of Bridge Engineers (IIBE).

After pre mature retirement from Armed Forces, he joined Dynamix Group of Companies as Project Coordinator wherein he managed and executed various projects at Mumbai and a 145 acres development project at Goa. Promoted as Director Projects within the group and have completed 23 years services with the Group in which 17 years' service with the Company looking after all facets and departments of management of the Company and execution of the ongoing Project.

He attains the age of seventy six years on 31<sup>st</sup> July 2019 and has rich and varied experience in the Industry. It would be in the interest of the Company to avail of his considerable experience and appoint him as whole time Director.

Accordingly approval of members is sought for passing Special Resolution for appointment of Brig SCK PURI as Whole-time Director as under sub-section (3) of Section 196 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and Articles of Association of the Company.

Brig. SAK PURI may be deemed to be concerned or interested in the resolution since it relates to his re-appointment.

None of the other Directors may be deemed to be concerned or interested in the said resolution



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The Board of Directors recommends the resolution in relation to the appointment of Whole-time Director, for the approval of the members of the Company.

**By Order of the Board of Directors  
For GOAN REAL ESTATE AND CONSTRUCTION PRIVATE LIMITED**

A handwritten signature in blue ink, appearing to read "Narayan Prasad Bajaj", is written above the printed name.

**NARAYAN PRASAD BAJAJ  
DIRECTOR  
DIN: 00718905**

**Mumbai  
Date: 3<sup>rd</sup> June, 2019**