

NOTICE

NOTICE IS HEREBY GIVEN THAT the Extra-Ordinary General Meeting of the Members of GOAN REAL ESTATE AND CONSTRUCTION PRIVATE LIMITED will be held on Monday, 03rd June, 2024 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:

A G E N D A

SPECIAL BUSINESS:

I. Amendment of Memorandum of Association of the Company

To consider and if thought fit, to pass with or without modification, the following Resolution as **SPECIAL RESOLUTION**

ALTERATION BY AMENDMENT IN THE CLAUSE III (A) (2) OF MAIN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

"RESOLVED THAT pursuant to Section 4 and Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, the Memorandum of Association of the Company be and is hereby altered by substituting the following clause (2) of Main Object Clause (A) in place of the existing clause (2) of Main Object Clause (A) of Clause III of Memorandum of Association of the Company:

Clause (2) of the Main Objects specified in clause III (A) are:

To purchase, acquire, take on lease or in exchange or in any other lawful manner any area, plots, land, structures, and to turn the same into account. Also dispose off or maintain the same to build townships, markets, other buildings, or conveniences, thereon and to purchase or otherwise acquire develop, conduct, establish, own, set up, manage, maintain, run and also invest in the business of hotels, resorts, motels clubs, restaurants, lodging houses, coffee tavern, catering services, food processing, flights kitchens, fast food corners, restaurants rooms, canteen cafes, milk and snack bars, ice-cream parlours, eating houses, victualers, mobile snack bars, importers and brokers of food, license bar, wine & bear house, rest houses, boardings and casinos, health

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REGISTERED OFFICE: GOAN REAL ESTATE AND CONSTRUCTION PRIVATE LIMITED

Dynamix House, Yashodham, General A. K. Vaidya Marg,
Goregaon (East), Mumbai 400063
Tel: +91 22 4249 0500 | + 91 22 2840 2304
dynamixgroup.co.in

CIN: U45200MH1989PTC154095 | ISO 9001: 2008

clubs, night clubs, concert and dancing halls, discotheques, swimming pools, amusement and water parks or centers, music halls, corporate meeting halls, hairdressing and beauty saloons, tissue culture, grafting, naturopathy & yoga research centers, skating halls, Boating and padding pools, gymnasiums, massage houses, safe deposit vaults, car parks, hangers, confectioners and hirers or carriage proprietors of coach, cabs or motor car, tours and travel agents., amusement parks, tourist resort centers, guest houses, holiday homes, service apartments, recreation clubs and other facilities like indoor and outdoor games, golf clubs, swimming pools, boat clubs, dressing rooms, reading and newspaper rooms, libraries, concert rooms, conference halls and to layout, develop, construct, build, erect, township and conveniences, residential and commercial complexes with all modern amenities, benefits and infrastructural benefits like roads, drainage, transportation, communication and educational facilities.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby severally authorised to take necessary action to alter the existing Sub-Clause (2) of the Main Object Clause (B) of the Objects Clause III of Memorandum of Association of the Company and to sign and submit necessary filing with Registrar of Companies, by e-filing / uploading with Ministry of Corporate Affairs portal for the intimation of aforesaid mentioned resolution and to do such other acts, deeds, matters and things as may be considered necessary, usual or expedient in connection with or incidental to give effect to above resolution."

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



Manoj Vagal

Company Secretary
Membership No: A 26621

Place: MUMBAI,
Date: 2/05/2024
Registered Office: Dynamix House, Yashodham,
Gen. A. K. Vaidya Marg, Goregaon (E), Mumbai – 400063

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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

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EXPLANATORY STATEMENT FORMING PART OF THE NOTICE DATED 2/05/2024
PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 1

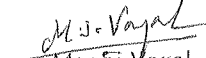
The Board of Directors of the Company has decided at its meeting held on 02/05/2024, to make some business expansion by way of construction and to develop, conduct, establish, own, set up, manage, maintain, run and also invest in the business of hotels, resorts, motels, clubs, restaurants, lodging houses etc. and in view of the same the existing clause (2) of Main Object Clause (A) of Clause III of Memorandum of Association of the Company need to be amended suitably. The Board, therefore, proposes to make amendment/alteration by substituting the following clause (2) of Main Object Clause (A) in place of the existing clause (2) of Main Object Clause (A) of Clause III of Memorandum of Association of the Company as per the requirements of the Companies Act, 2013.

Pursuant to the provisions of Section 13 of the Companies Act, 2013 read with the applicable Rules, consent of the members is required by way of special resolution as set out at item no. 1 of the notice for amendment of Memorandum of Association of the Company.

Therefore, the Board of Directors recommends Item No. 1 as Special Resolution for your acceptance.

None of the Directors and Key Managerial Personnel of the Company or their relatives may be deemed to be concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company.

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


Manoj Vagal

Company Secretary
Membership No: A 26621

Place: MUMBAI,
Date: 2/05/2024
Registered Office: Dynamix House, Yashodham,
Gen. A. K. Vaidya Marg, Goregaon (E), Mumbai - 400063.

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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 COMPANY: GOAN REAL ESTATE AND CONSTRUCTION PRIVATE LIMITED

REGISTERED OFFICE: Dynamix House, Yashodham, Gen. A. K. Vaidya Marg, Goregaon (East), Mumbai- 400063.

CIN: U45200MH1989PTC154095

NAME OF THE MEMBER'S:

REGISTERED ADDRESS:

EMAIL-ID:

FOLIO NO:

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 (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the company, to be held on Monday, the 03rd day of June, 2024 At 2:00 p.m. at Dynamix House, Yashodham, Gen. A. K. Vaidya Marg, Goregaon (East), Mumbai - 400063 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional	
		For	Against
1.	Alteration By Amendment In The Clause III (A) (2) Of Main Object Clause Of Memorandum Of Association Of The Company		

Signature of Shareholder: _____

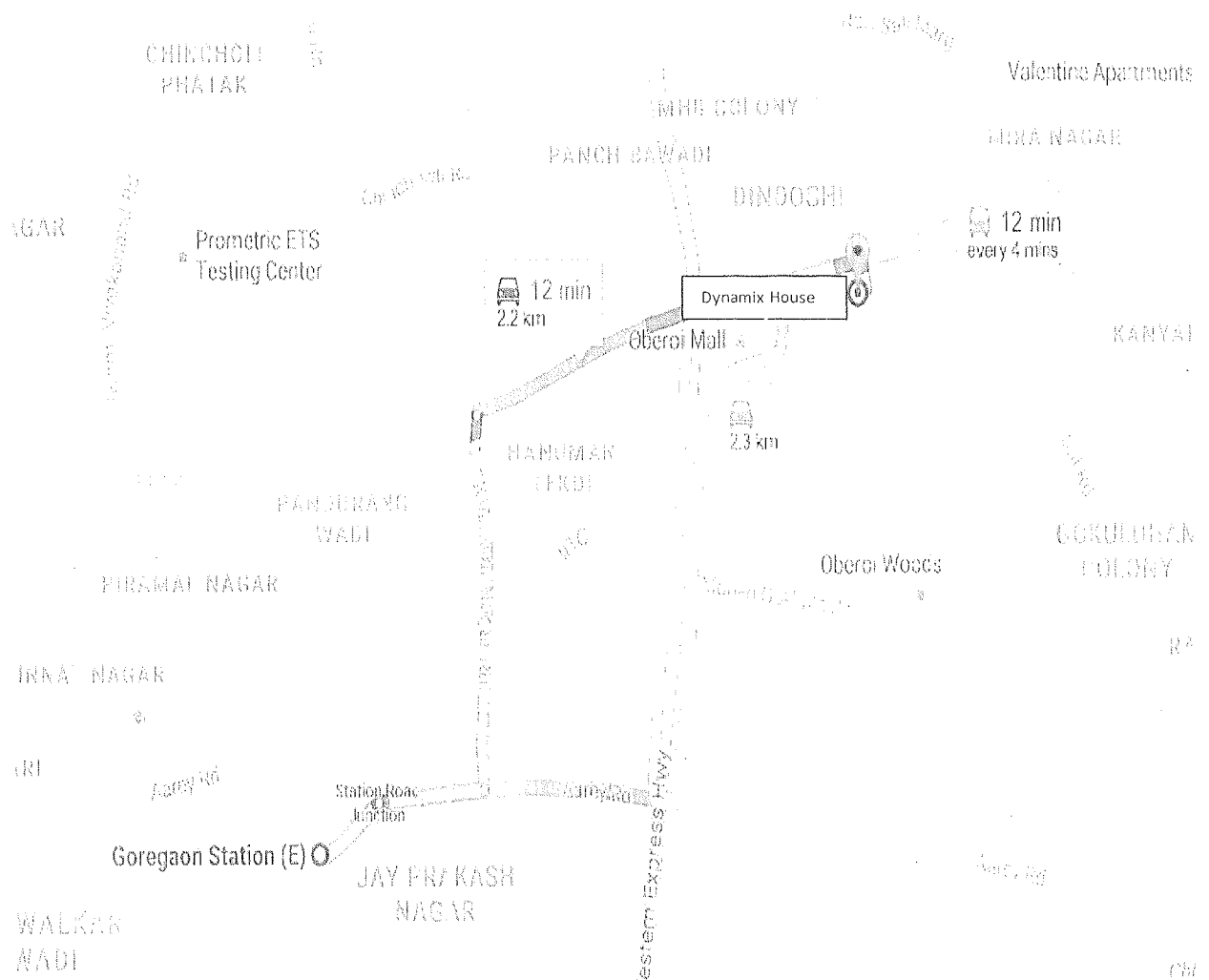
Signature of Proxy Holders: _____

Affix
Revenue
Stamp

Note:

1. 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 hrs before the commencement of the Meeting.
2. It is optional to put a "X" in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against the Resolutions, your proxy will be entitled to vote in the manner as He/ She thinks appropriate.
3. Please complete all details including details of members in above box before submission.

Route Map to the AGM Venue



GOAN REAL ESTATE AND CONSTRUCTION PRIVATE LIMITED

Dynamix House, Yashodham, Gen. A.K. Vaidya Marg,
Goregaon (East), Mumbai – 400 063.