

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 28th March, 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

Item No. 1:

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

Approval for Related Party Transactions

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded to enter into the following arrangement/ contract for proposed Related Party Transactions by the Company with the following related party in respect of providing services by the Company for the financial year 2018-2019 and every year thereafter till 2023-2024 (5 years), up to the maximum per annum amounts as appended in table below:

Sr. No.	Name of the Related Party	Relationship	*Maximum Value of Transactions for the financial year 2018-2019 and every year thereafter till 2023-2024 (5 years). (Rs.)
1.	Eversmile Construction Company Private Limited	Mr. Vinod K. Goenka, Mr. Jayvardhan Goenka, Ms. Sunita Goenka and Mrs. Shanita Jain, Directors of the Company are members in the said Company and promoters carry shareholding interest.	Rs.40.00 lakhs p.a inclusive of tax.

* Expected maximum annual value of transaction inclusive of tax per annum over the next five years.

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RESOLVED FURTHER THAT the Board of Directors of the Company and / or a Committee thereof, be and is hereby authorised severally to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions with related party and generally to do all acts, deeds and things that may be necessary proper, desirable or expedient and to execute all documents, agreements, Tax Invoices, Bills and writings and to make such fillings, as may be necessary, proper, desirable or expedient to give effect to this resolution, in the best interest of the Company."

NOTE:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY SO APPOINTED SHALL BE ENTITLED TO VOTE ONLY ON A POLL. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY BEFORE FORTY EIGHT HOURS OF THE COMMENCEMENT OF THE MEETING.
2. THE EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IS ANNEXED HERETO.
3. ALL DOCUMENTS REFERRED TO IN THE ACCOMPANYING NOTICE AND THE EXPLANATORY STATEMENT ARE OPEN FOR INSPECTION AT THE CORPORATE OFFICE OF THE COMPANY DURING OFFICE HOURS UP TO THE DATE OF THE EXTRAORDINARY GENERAL MEETING PURSUANT TO SECTION 102(3).
4. CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVES TO ATTEND THE EXTRAORDINARY GENERAL MEETING ARE ADVISED TO SEND A DULY CERTIFIED COPY OF THE BOARD RESOLUTION AUTHORIZING THEIR REPRESENTATIVE TO ATTEND AND VOTE AT THE MEETING.

By order of the Board of Directors



Narayan Prasad Bajaj
Director DIN:00718905

Goan Real Estate And Construction Pvt. Ltd.

Date: 06/03/2019
Place: Mumbai

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**EXPLANATORY STATEMENT FORMING PART OF THE NOTICE DATED 6TH MARCH, 2019
PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

Item No. 1

Special Business

The Directors recommend this resolution for approval of the Members.

Approval for Related Party Transactions

The Companies Act, 2013 aims to ensure transparency in the transactions and the dealings between the related parties of the Company. The Provisions of the Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any arrangement or contract as mentioned herein below with the related party, the Company must obtained prior approval of the Board of Directors and to be approved by the shareholders' by way of an ordinary resolution:

1. Sale, purchase or supply of any goods or materials;
2. Selling or otherwise disposing of, or buying, property of any kind;
3. Leasing of property of any kind;
4. Availing or rendering of any services;
5. Appointment of any agent for purchases or sale of goods, materials, services or property;
6. Such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company and
7. Underwriting the subscription of any securities or derivatives thereof, of the Company.

The Board of Directors of the Company took note that the Company being in existence for last more than twenty five years and developed into a Infrastructural support services including construction & real estate development with efficient systems, competent credit management practices and stringent operational control processes, thus, may give or take Financial / Technical support to or from its associate/ group Companies.

In the light of provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013)

The particulars of the transaction pursuant to the provisions of the Section 188 and the Companies (Meetings of the Board and its Powers) Rules, 2014 are as under:

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Sr. No.	Name of the Related Party	Name of the Director or Key Managerial Personnel who is Related and their nature of Relationship	Maximum Value of Transactions per annum for the financial year 2018-2019 and every year thereafter till 2023-2024 (5 years). (Rs)	Nature and Material Terms/Particulars of the contract or arrangement
1.	EVERSMILE CONSTRUCTION COMPANY PRIVATE LIMITED.	Mr. Vinod K. Goenka, Mr. Jayvardhan Goenka, Ms. Sunita Goenka and Mrs. Shanita Jain, Directors of the Company are members in the said Company and promoters carry shareholding interest.	Rs.40.00 lakhs p.a inclusive of tax.	The Company (Goan Real Estate And Construction Pvt. Ltd.) proposed to entered into a arrangement or contract for providing services for w.e.f. 01/01/2019 in the ordinary course of business.

The members are further informed that pursuant to second provision of section 188(1) of the Companies Act, 2013, no member/s of the Company shall vote on such ordinary resolution to approve any contract or arrangement, if such member is a related party or having any interest in the resolution as set out at item no.1 under Sr. No. 1 shall be entitled to vote on this special resolution.

A copy of the Draft Tax Invoices/ Bills/ Agreements with said related parties setting out the terms and conditions is/are available for inspections without any fee to members at the Company's registered office during the normal business hours on working days up to the date of Extraordinary General Meeting.

The Board of Directors recommends the resolution set forth in the item no.1 under Sr. No. 1 for approval of the Members.

Except Mr. Vinod K. Goenka, Mr. Jayvardhan Goenka, Ms. Sunita Goenka and Mrs. Shanita Jain and his relatives for Sr. No. 1 (to the extent of their shareholding interest in the Company), no other director or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in passing of this resolution.

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

Narayan Prasad Bajaj

Date:06/03/2019
Place: Mumbai

Narayan Prasad Bajaj
Director DIN:00718905