

GOAN REAL ESTATE AND CONSTRUCTION PRIVATE LIMITED

Regd. Office: Dynamix House, Yashodham, Gen. A. K. Vaidya Marg, Goregaon (East), Mumbai - 400 063,
CIN: U45200MH1989PTC154095, Tel: 91-22-42490500/28402304

NOTICE

NOTICE IS HEREBY GIVEN THAT the 35th Annual General Meeting of the Members of GOAN REAL ESTATE AND CONSTRUCTION PRIVATE LIMITED will be held on Monday, 30th September, 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:

AGENDA

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2024, 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.

SPECIAL BUSINESS:

2. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATIONS AS PER COMPANIES ACT, 2013:

"RESOLVED THAT pursuant to the provisions of Section 5 and 14 and any other applicable provisions of the Companies Act, 2013 and read with applicable provisions of the Companies Rules, 2014 (including any amendment thereto or re-enactment thereof) and recommendation made by the Board, consent of the members be and are hereby accorded to adopt new set of Articles of Association in accordance with the provisions of Companies Act, 2013 in place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to sign and file the prescribed forms, returns, documents, applications and deeds with all authorities including the registrar of companies in respect of the adoption of the new set of Articles of Association and to do all such acts, things, deeds and matters which are incidental and ancillary for the purpose of giving full effect to the aforesaid resolutions."

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

Satish Bhat
Wholtime Director
DIN: 09364740

Place: MUMBAI,

Date: 07/09/2024

Registered Office: Dynamix House, Yashodham,
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NOTES:

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts in respect of the business of this notice, is annexed hereto.
- 2) A member entitled to attend and vote at a meeting is entitled to appoint another person as his/her proxy to attend and vote instead of himself / herself 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, if 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 2015-2016 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 18th July, 2023 (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.

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 2015-2016 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, 2016 onwards, are requested to take note of the above and act in their best interest.

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**EXPLANATORY STATEMENT FORMING PART OF THE NOTICE DATED 07/09/2024
PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

ITEM NO. 2

The Board of Directors have decided to amend the Articles of Association at their meeting held on 07/09/2024 by incorporating articles in accordance with the new Companies Act, 2013, suitably modified. Hence the existing Articles of Association is proposed to be substituted by new set of Articles.

Pursuant to the provisions of Section 14 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. 2 of the notice for adoption of new Articles of Association of the Company.

Therefore, the Board of Directors recommends Item No. 2 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.2 of this Notice except to the extent of their shareholding in the Company,

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