

## 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

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### ADDENDUM TO THE NOTICE OF 33<sup>RD</sup> ANNUAL GENERAL MEETING OF THE COMPANY

Goan Real Estate And Construction Private Limited ("The Company") had issued a Notice (Original Notice), dated August 17, 2022 of the 33<sup>rd</sup> Annual General Meeting (AGM) to be held on Thursday, 29<sup>th</sup> September, 2022 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 2 business items (2 Ordinary Business ) as specified in the said notice.

Further to the above, Notice is hereby given that at the said meeting following special business will also be transacted as Item No.3:

#### SPECIAL BUSINESS:

3. To consider and if thought fit, to pass the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 185 of the Companies Act, 2013 and Rules made thereunder, as amended by the Companies (Amendment) Act, 2017 ('said Section'), approval of the shareholders of the Company be and is hereby obtained for granting of loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan (excluding loans availed from banks and financial institutions) taken / to be taken by Dynamix Property Management And Services Private Limited in which any director is director or member as specified in the said Section, for the purpose of its principal business activities, of an aggregate outstanding principal and interest amount not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crores Only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the Company (herein after referred to as "the Board", which term shall be deemed to include any committee thereof) be and is hereby authorized severally to negotiate, finalise and agree the terms and conditions of the aforesaid loan/ guarantee/security and to take all necessary steps, to sign and/or execute any deeds, documents, undertakings, agreements, papers, instruments and writings and to do all necessary acts, deeds or things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

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

Satish Bhat  
Wholetime Director  
DIN: 00088731

Place: Mumbai,  
Date: 02/09/2022  
Registered Office: Dynamix House, Yashodham,  
Gen. A. K. Vaidya Marg,  
Goregaon (E), Mumbai – 400063

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### NOTES:

- 1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in respect of Item No. 3 as set out in the Notice is annexed hereto.
- 2) 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 2014-2015 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 20<sup>th</sup> November, 2021 (date of the previous annual general meeting) on the web site [www.dynamixgroup.co.in](http://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](http://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 2014-2015 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](http://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, 2015 onwards, are requested to take note of the above and act in their best interest.

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

Satish Bhat  
Wholetime Director  
DIN: 00088731

Place: Mumbai,  
Date: 02/09/2022  
Registered Office: Dynamix House, Yashodham,  
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### EXPLANATORY STATEMENT FORMING PART OF THE NOTICE DATED 02<sup>ND</sup> SEPTEMBER, 2022 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

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#### Item No.2

The principal business activities of Dynamix Property Management And Services Private Limited (DPM&SPL) are property management services and real estate & infrastructure development and the said Company has plans to accelerate its business. The funding requirements of (DPM&SPL) are currently met through borrowed funds like Loans and/ or Inter Corporate Deposits or from Unsecured Loans from group/ associate companies or other Companies which may be interest free and repayable on demand for the principal business activities. Additionally, the Company may be required to give guarantee(s) and / or provide security (ies) by way of execution of Corporate Guarantee in connection with any loan taken / to be taken or any issue of Debentures by (DPM&SPL). The said (DPM&SPL) proposes to use the said loan(s), guarantee(s)/ security (ies) in connection with any loan taken/ to be taken or issue of Debentures for its business activities and the matters connected and incidental thereto ("Principal Business Activities"), including for repayment of loan and/ or redemptions of debentures, if any, issued by the (DPM&SPL).

Dynamix Property Management And Services Private Limited is a Company in which any director is a director and/or member/shareholder and it is necessary to obtain the prior approval of members as specified in the Section 185 of the Companies Act, 2013 and hence consent of the members is being sought by way of special resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for granting of loan(s) to, and/ or giving of guarantee(s), and / or providing of security(ies) in connection with any loan taken/ to be taken by (DPM&SPL) of an aggregate outstanding principal and interest amount not exceeding Rs.50,00,00,000/- (Rs. Fifty Crores only) on the terms mentioned in the resolution set out at item no. 3 and necessary delegation of authority to the Board for this purpose.

Your Directors recommend the resolution set out at Item no. 3 to be passed as a Special Resolution by the members.

The Directors are Directors and/or Shareholders of (DPM&SPL) and they are deemed to be concerned or interested Financially or otherwise in the said resolution.

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

Satish Bhat  
Wholetime Director  
DIN: 00088731

Place: Mumbai,  
Date: 02/09/2022  
Registered Office: Dynamix House, Yashodham,  
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