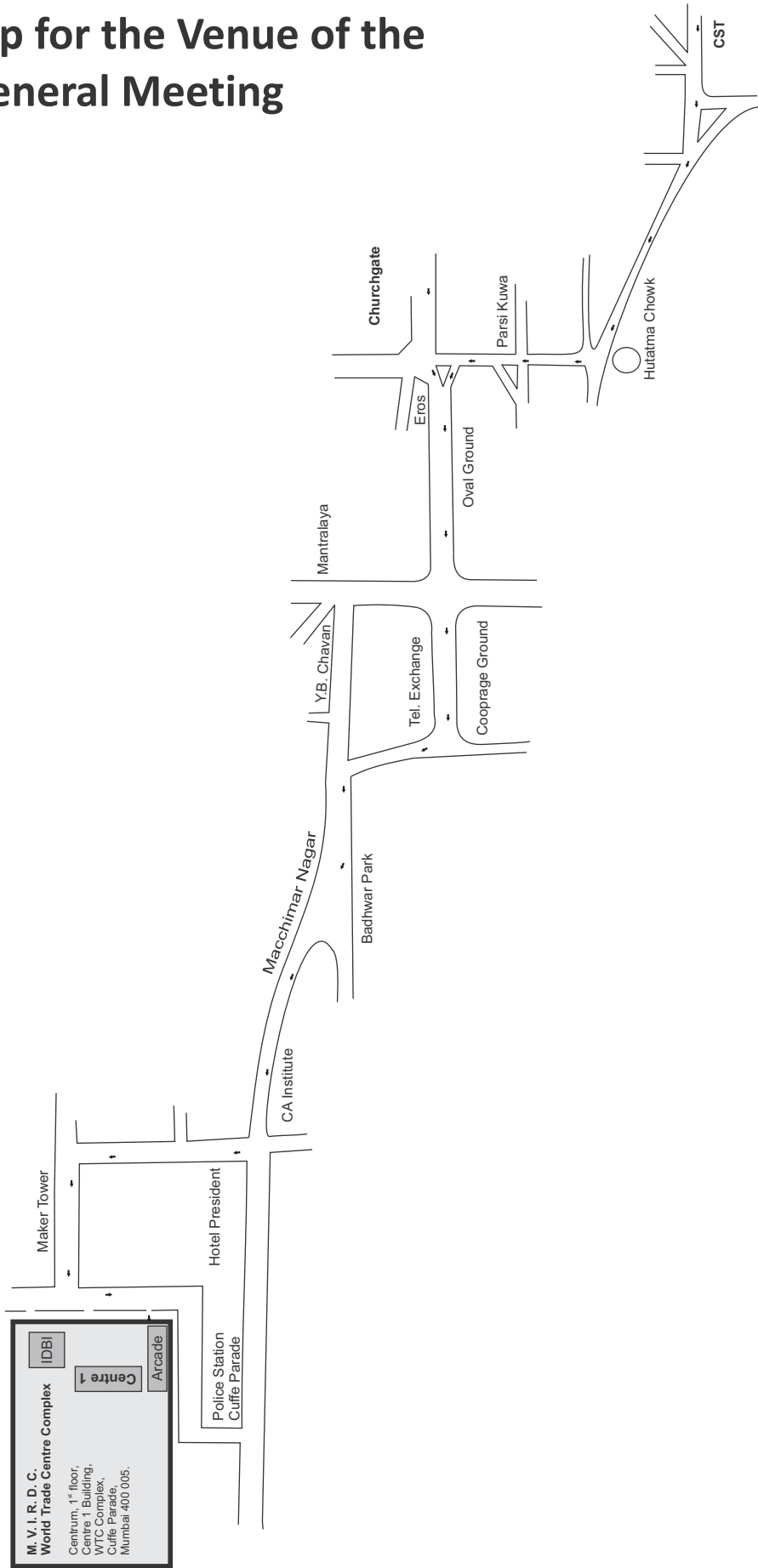


Route Map for the Venue of the Annual General Meeting



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the First Annual General Meeting of World Trade Centre (Goa) Association will be held on Thursday, August 25, 2016, at 12:00 noon at Centrum, Centre - 1 Building, World Trade Centre Complex, Cuffe Parade, Mumbai - 400005, to transact the following business:

ORDINARY BUSINESS:

1. To receive and consider the Statement of Accounts and the Reports of the Board of Directors and Auditors for the year ended 31st March 2016;
2. To appoint a director in place of Vijay Kalantri [DIN: 00019510], who retires by rotation and being eligible offers himself for re-appointment;
3. To appoint N. M. Raiji & Co., Chartered Accountants (Firm Registration Number 108296W) as Statutory Auditors of the Company and fix their remuneration;

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with Rules framed thereunder, N. M. Raiji & Co., Chartered Accountants (Firm Registration Number 108296W), retiring auditor of the Company be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of First (1st) Annual General Meeting until the conclusion of the Second (2nd) Annual General Meeting of the Company, subject to ratification of the appointment by the members of the Company at every Annual General Meeting as per the provisions of the Companies Act, 2013, at such remuneration, out-of-pocket expenses, as may be mutually agreed between the said Statutory Auditors and the Board of Directors of the Company.”

4. To transact business, if any, pursuant to the Articles of Association of the Company.

SPECIAL BUSINESS:

5. To authorise Board of Directors for borrowing funds for the Financial Year 2015-16 and fixing limit in respect thereof:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Section 179(3)(d) of Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereto from time to time) and other applicable provisions, Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the Board of Directors of the Company (hereinafter called “the Board”) be and is hereby given to any Director of the Company (“Director”) and/or any person(s) as may be authorised by Board (“Authorised Person(s)”) to borrow from time to time of such sum(s) of money(ies), secured or unsecured, as the Board may deem requisite nor exceeding Rs. 7,00,00,000 (Rupees seven

crore only) during the financial year 2015-16 in one or more tranches, and on such other terms and conditions as may be decided by the Board of Directors provided that loans to be taken in excess of previously approved limits by the shareholders or as specified u/s 180(1)(c) of the Companies Act, 2013 whichever is higher for borrowing money as applicable shall be made only with the approval of shareholders of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take from time to time all decisions and steps necessary, expedient or proper, in respect of the money(s) to be borrowed including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, either in part or in full, as they may, in their absolute discretion, deem appropriate, subject to the limits specified above, take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and thereto, and to sign and execute deeds, applications, agreements, undertakings, documents, amendments and/or writings that may be required, on behalf of the Company.

RESOLVED FURTHER THAT Mr. Y. R. Warkerkar [DIN: 01845858] Director of the Company be and is hereby authorised to sign and file necessary forms with Registrar of Companies and to do all such acts, matters, deeds and things as may be deemed necessary, expedient or desirable for giving effect to the aforesaid.”

6. To authorise Board of Directors to borrow an amount exceeding the paid-up share capital and free reserves of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 read with Rules made there under, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time and in any manner, any sum or sums of money upon such terms and conditions and with or without security, as the Board may in its absolute discretion think fit, notwithstanding that the money to be borrowed together with money already borrowed by the Company will exceed the aggregate of its paid-up share capital and free reserves, apart from the temporary loans obtained or to be obtained from time to time from the Company’s banker/lenders in the ordinary course of business, provided however that the sums so borrowed and remaining outstanding on account of principal amount shall not, at any time, exceed Rs. 7,00,00,000/- (Rupees Seven Crore only).

RESOLVED FURTHER THAT Mr. Y. R. Warkerkar [DIN: 01845858] Director of the Company be and is hereby authorised to sign and file necessary forms with Registrar of Companies and to do all such acts, matters, deeds and things as may be deemed necessary, expedient or desirable for giving effect to the aforesaid.”

Mumbai
August 1, 2016

BY ORDER OF THE BOARD OF DIRECTORS

Y. R. Warkerkar
Director
(DIN: 01845858)

Registered Office:

MVIRDC World Trade Centre, Centre 1,
31st Floor, World Trade Centre Complex
Cuffe Parade, Mumbai 400 005
CIN: U74999MH2015NPL262717
Tel: 0832 2431107/08
Email: wtc@wtcgoa.org | Website: www.wtcgoa.org

NOTE:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act 2013, in respect of the business under Item No. 5 & 6 is annexed hereto.
2. Documents relating to any of the items mentioned in the notice and in the explanatory statement thereto are open for the inspection at the registered office of the company on any working day during business hours.
3. In case members wish to ask for any information about the accounts or operation of the company, they are requested to send their queries in writing at least seven days in advance of the date of the meeting so that the information can be made available at the time of the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 5 & 6:

The provisions of Section 180(1)(c) of the Companies Act 2013, requires that the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of shareholders of the company accorded by way of special resolution.

Taking into account the future financial requirements for the growth and expansion of the Company, under Section 179(3)(d), the Board of Directors recommend that it is necessary for the members to pass a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to borrow money upto the limit of Rs. 7,00,00,000/- (Rupees seven crore only).

The Board of Directors recommends this resolution for approval of the members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions either financially or otherwise, except to the extent of their equity holding in the Company.

Mumbai
August 1, 2016

BY ORDER OF THE BOARD OF DIRECTORS

Y. R. Warerkar
Director
(DIN: 01845858)