

# ROYAL WESTERN INDIA TURF CLUB, LIMITED

Registered Office: Race Course, Mahalakshmi, Mumbai - 400 034.

CIN : U91990MH1925PLC001182

E-mail : secretary@rwitc.com ; Telephone : 022 – 23071401 / 23071407.

Website: www.rwitc.com

## NOTICE

Notice is hereby given that the One Hundred and Third Annual General Meeting of the Members of the Royal Western India Turf Club, Limited (“the Meeting”), will be held at the Members’ Enclosure, Race Course, Mahalakshmi, Mumbai – 400 034, at 4.50 p.m. on Thursday, 6<sup>th</sup> September, 2018 to transact the following business :

### ORDINARY BUSINESS:

**ITEM 1.** Adoption of Accounts :- To receive, consider and adopt the Audited Income and Expenditure Account for the year ended 31<sup>st</sup> March, 2018 and Balance Sheet as at that date together with the reports of the Committee of the Club and Auditors thereon, prints whereof are sent herewith.

N.B.: Any Member desirous of asking questions on Accounts at the Meeting is requested to be good enough to give prior notice in writing to the Secretary by 5.00 p.m. on or before 23<sup>rd</sup> August, 2018.

**ITEM 2.** To elect the Committee for the year 2018/2019.

A list of candidates for election to the Committee at the said Meeting, whose nominations have been received on or before the date of this Notice, prepared in alphabetical order, is given below. The names of the elected Members of the present Committee who desire to stand for re-election are indicated by means of an asterisk:-

- |      |                                 |                  |
|------|---------------------------------|------------------|
| 1.   | Rahul R. Bhat, Esquire          | (DIN : 00402332) |
| *2.  | Khushroo N. Dhunjibhoy, Esquire | (DIN : 00333683) |
| 3.   | Sunil G. Jhangiani, Esquire     | (DIN : 00077526) |
| 4.   | Gautam P. Lala, Esquire         | (DIN : 00940015) |
| *5.  | Ms. Zinia Lawyer                | (DIN : 01343232) |
| *6.  | Milan A. Luthria, Esquire       | (DIN : 01912497) |
| *7.  | Jaydev M. Mody, Esquire         | (DIN : 00234797) |
| *8.  | Geoffrey B. Nagpal, Esquire     | (DIN : 00532081) |
| *9.  | Shyam M. Ruia, Esquire          | (DIN : 00094600) |
| 10.  | Surendra R. Sanas, Esquire      | (DIN : 00164013) |
| *11. | Dr. Ram H. Shroff               | (DIN : 00004865) |
| 12.  | Shiven Surendranath, Esquire    | (DIN : 00622510) |

If the number of Club Members who have, pursuant to the provisions of the Club’s Articles of Association, offered themselves or been duly proposed for election as Members of the Committee is nine or less than nine, they shall be declared duly elected at the Annual General Meeting of the Club. However, if the number of candidates for election as Members of the Committee is more than nine, then the election will be in accordance with the provisions of Article 95 and / or other applicable provisions of the Articles of Association of the Club / the Companies Act, 2013, if any. Further, the relevant information of the above candidates, in terms of Secretarial Standards is furnished as Annexure - A to the Notice.

**SPECIAL NOTE :** The Companies Act, 2013 provided that, an Auditor appointed by a company for a term of five years was required to be ratified by the Club Members each year at its Annual General Meeting. Pursuant to section 40 of the Companies (Amendment) Act, 2017, ratification of already appointed Auditor of the company is dispensed with. Deloitte Haskins & Sells, Chartered Accountants (Firm's Registration No. 117365W) were appointed as an Auditor of the Club at the Ninety-Ninth Annual General Meeting of the Club to hold office till the conclusion of the One Hundred & Fourth Annual General Meeting of the Club at such remuneration plus applicable taxes, actual out of pocket and travelling expenses etc., as mutually agreed between the Committee of the Club and the Auditor. In view of the above, ratification of their appointment as Auditor is not required under the amended Companies Act, 2013.

**SPECIAL BUSINESS:**

**ITEM 3.** To elect two Members to the Board of Appeal pursuant to and in accordance with the applicable provisions of the Articles of Association of the Club for the years 2018 - 2021. Mr. Byram N. Jeejeebhoy, and Mr. Asif Y. Lampwala, Members of the existing Board of Appeal, shall retire upon conclusion of this One Hundred and Third Annual General Meeting of the Club and are eligible for re-election.

A list of candidates for election to the Board of Appeal at the said Meeting, whose nominations have been received on or before the date of this Notice, prepared in alphabetical order, is given below. The names of the retiring Members of the Board of Appeal who desire to stand for re-election are indicated by means of an asterisk:-

- \*1. Mr. Byram N. Jeejeebhoy
- \*2. Mr. Asif Y. Lampwala
- 3. Mr. Gulamhusein A. Vahanvaty

If the number of Club Members who have, pursuant to the provisions of the Club's Articles of Association, offered themselves or been duly proposed for election as Members of the Board of Appeal, is two or less than two, they shall be declared duly elected at the Annual General Meeting of the Club. If, however, the number of candidates for Membership of the Board of Appeal is more than two, the election will be in accordance with the provisions of Article 128 and / or other applicable provisions of the Articles of Association of the Club / the Companies Act, 2013, if any.

**SPECIAL BUSINESS, SPECIAL RESOLUTION(S):**

To consider and, if thought fit, to pass the following Resolutions, which will be proposed as Special Resolutions:

**ITEM 4, SPECIAL RESOLUTION:**

“RESOLVED THAT the Articles of Association of the Club be altered, amended, substituted, deleted or added to in the manner following :-

- (i) In Article 1 of the Articles of Association of the Club, in the section relating to “Interpretation of Words and Phrases”, substitute the existing definition of “Financial Year” with the following definition :

“**Financial Year**” means financial year as defined under the Act.

- (ii) In Article 42 (b) of the Articles of Association of the Club, add the following proviso after Article 42 (b) :

“Provided further that the Annual General Meeting of the Club may be held at any place in India if the consent is given in writing or by electronic mode by all the Club Members in advance.”

- (iii) Substitute existing Article 45 (b) of the Articles of Association of the Club with the following Article 45 (b) :

“However, a General Meeting, including an Annual General Meeting may be called after giving notice of less than 21 days, if consent is given in writing or by electronic mode by not less than 95% of the total voting power exercisable at that meeting. Provided further that where any Club Member of the Club is entitled to vote only on some resolution or resolutions to be moved at a meeting and not on the others, those Club Members shall be taken into account for the purposes of the sub-section (1) of Section 101 of the Act in respect of the former resolutions and not in respect of the latter.”

- (iv) In Article 47 (c) of the Articles of Association of the Club, delete the words, “or ratify the appointment of” appearing in the said Article.

- (v) In Article 63 (i) of the Articles of Association of the Club, add the following proviso after Article 63 (i):

“Provided that any resolution required to be transacted by means of postal ballot under the Act, may be transacted at a General Meeting by the Club in which the facility to vote by electronic means is provided as per the applicable provisions of the Act.”

- (vi) In Article 81 of the Articles of Association of the Club, add the following proviso after the words “appointed by the Committee.”:

“Provided further that and subject to applicable law, the Member of the Committee so appointed to fill the casual vacancy, shall be subsequently approved by the Club Members in the immediate next general meeting.”

- (vii) Substitute existing Article 83 (vi) of the Articles of Association of the Club with the following:

“he is convicted by a court of any offence, whether involving moral turpitude or otherwise and sentenced in respect thereof to imprisonment for not less than six months:

Provided that the office of the Member of the Committee shall not be vacated in case of orders referred in clause (v) and (vi):

- a. for thirty days from the date of conviction or order of disqualification;
- b. where an appeal or petition is preferred within thirty days as aforesaid against the conviction resulting in sentence or order, until expiry of seven days from the date on which such appeal or petition is disposed of; or
- c. where any further appeal or petition is preferred against order or sentence within seven days, until such further appeal or petition is disposed of.”

- (viii) Substitute existing Article 84 (d) of the Articles of Association of the Club with the following new Article 84 (d) :

“Nothing contained in Sub Clauses (b) and (c) of this Article shall apply to any contract or arrangement entered into or to be entered into between the Club and any other one or more Companies and/or one or more bodies corporate where any one of the Members of the Committee or two or more of them together hold or holds not more than 2 percent of the paid-up share capital in the other company or the body corporate.”

- (ix) In Article 88 (c) of the Articles of Association of the Club substitute the word “special” with the word “ordinary” appearing in two places in the first sentence of Article 88 (c).
- (x) In Article 88 (e) of the Articles of Association of the Club substitute the word “special” with the word “ordinary” appearing therein. Further, in the said Article, after the words “... voidable at the option of the Committee” add the words, “or of the Club Members, as the case may be,”.
- (xi) In Article 93 (b) of the Articles of Association of the Club add the following new sentence as the last sentence thereto :

“Provided further that the requirement of deposit of amount shall not apply in case of appointment of an Independent Committee Member or a Committee Member recommended by the Nomination and Remuneration Committee, if any, constituted under the Act or a Committee Member recommended by the Members of the Committee of the Club, in case the Club is not required to constitute a Nomination and Remuneration Committee.”

- (xii) In Article 107 (a) of the Articles of Association of the Club substitute the figure “2” with the brackets and letter “(b).”
- (xiii) In Article 135 (d) of the Articles of Association of the Club add the following words before the words “Balance Sheet ...” :

“Save as otherwise provided in the Act, every ...”.

- (xiv) In Article 63 (g), 95 (e) and 128 (e), of the Articles of Association of the Club delete the words “such enclosure for a period of 7 (seven) days thereafter” and in place thereof, add the words “such papers / enclosures as provided for under the Act.”

#### **ITEM 5, SPECIAL RESOLUTION:**

“RESOLVED THAT the Articles of Association of the Club be altered, amended, substituted, deleted or added to in the manner following :-

In existing Article 110 (d), add the words, “or to any official(s)”, before the words, “and to make, vary ...” appearing in the said Article.

#### **ITEM 6, SPECIAL RESOLUTION:**

“RESOLVED THAT the Articles of Association and Rules of Racing of the Club be altered, amended, substituted, deleted or added to in the manner following :-

Add the following new sentence as the last sentence to existing Article 122 of the Articles of Association and also as the last sentence to existing Rule 51 (A) of the Rules of Racing of the Club:

“The Stewards of the Club / Stewards of the Meeting shall be entitled at all times and from time to time to assign / delegate to any of the official(s) / employee(s) of the Club, as the case may be, any of their powers, subject to such conditions as they may think fit.”

### **ITEM 7, SPECIAL RESOLUTION:**

“RESOLVED THAT the Rules of Racing of the Club be altered, amended, substituted, deleted or added to in the manner following :-

In Rule 41 (a) of the Rules of Racing of the Club, add the following new sentence as the last sentence thereto :

“It is clarified that the power of the Stewards of the Club to grant approval of ownership to own and run race horses or to grant licenses to jockeys, trainers, bookmakers, riding boys, Nominators, Authorized Agents, officials / employees of the Club and other persons, as required, includes their power to reject, at their discretion, any application submitted for grant of any license or for approval of ownership to own and run race horses under the Rules of the Club.”

### **ITEM 8, SPECIAL RESOLUTION:**

“RESOLVED THAT the Articles of Association of the Club be altered, amended, substituted, deleted or added to in the manner following :-

Add the following new Article 25 (A) and the title thereto, after existing Article 25, to the Articles of Association of the Club :

#### Facility Levy

25 (A) All Club, Life and Stand Members, **who have not completed the age of 65 years as on 31<sup>st</sup> day of March of the preceding financial year**, shall pay to the Club a Facility Levy of a sum of Rs.500/- per month i.e. Rs.6,000/- per annum (payable annually) for the forthcoming financial year. The Facility Levy shall be payable in advance on the 1<sup>st</sup> day of April of each financial year. If any such aforesaid Club, Stand or Life Member fails to pay the Facility Levy within three months after the date upon which it shall have become due, notice shall be sent to him by registered letter, to his last registered address, calling his attention thereto, and if he does not pay the amount within ninety days of the posting of such notice, he shall cease to be a Member of the Club and his name shall be removed by the Committee from the Register of Members, but if at any time after his name shall have been so removed he shall give a satisfactory explanation to the Committee in writing, he may subject to the discretion of the Committee and upon payment of all arrears, be re-admitted to membership without payment of any entrance fee provided there is a vacancy. ”

### **ITEM 9, SPECIAL RESOLUTION:**

“RESOLVED THAT the Rules of Racing of the Club be altered, amended, substituted, deleted or added to in the manner following :-

- (i) In Rule 40 of the Rules of Racing, in the third sentence thereof, substitute “Rs.1,00,000/-” with “Rs.10,00,000/-” and further in the same sentence thereof, delete the words “and in the case of Bookmaking Firms up to Rs.2,00,000/-”.
- (ii) Also, in Rule 40 of the Rules of Racing, in the third sentence thereof, after the words “any person” put a coma “,” and also add the words after the coma “including Bookmaking Firms,”

### **SPECIAL BUSINESS, ORDINARY RESOLUTION:**

To consider and, if thought fit, to pass the following Resolution, which will be proposed as Ordinary Resolution:

**ITEM 10, ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 181 of the Companies Act, 2013, the Committee of the Club be and is hereby authorized to contribute, donate or otherwise provide assistance from time to time to any charitable, public or social fund as it may, in its sole discretion, deem fit, till 31<sup>st</sup> March 2019.”

BY ORDER OF THE COMMITTEE,

NHS MANI,  
SECRETARY & CHIEF EXECUTIVE OFFICER,  
ROYAL WESTERN INDIA TURF CLUB, LTD.

Mumbai: Dated this 7<sup>th</sup> day of August, 2018.

Note:

- (1) The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Items of Special Business mentioned in the Notice is attached herewith.
- (2) **A Club Member who is entitled to attend and vote at the Meeting shall be entitled to appoint any other Member entitled to vote as a Proxy to attend and vote instead of himself for the purpose ONLY of demanding a Poll at the Meeting as provided by the Club's Articles of Association.**
- (3) To assist identification, Members are requested to carry with them to the Meeting their photo membership cards.
- (4) The Club shall be providing the facility for Voting by Electronic Means and the business shall be transacted by Club Members through such voting.
- (5) The facility for voting, through Electronic Voting System shall also be made available at the Meeting and the Club Members attending the Meeting who have not already cast their vote by Remote E-voting shall be able to exercise their right to vote at the Meeting.
- (6) **The cut-off date for the eligibility for remote E-voting and voting at the Meeting is 30<sup>th</sup> August, 2018. Any Club Member not entitled to vote as of the cut off date on account of non payment of his / her subscription amount, shall not be entitled to vote by remote E-voting or electronic voting at the venue, despite password and the procedure for remote E-voting being sent to such Club Member.**
- (7) The Club has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Agency to provide E-voting facilities and do all such acts on behalf of the Club in this regard and the User ID and password for remote E-voting will be sent directly by Karvy to the Club Members.
- (8) The remote E-voting facility will be available during the following period:

Commencement of remote E-voting	: From 9.00 a.m. (IST) on 3 <sup>rd</sup> September, 2018
End of remote E-Voting	: Up to 5.00 p.m. (IST) on 5 <sup>th</sup> September, 2018

The remote E-voting will not be allowed beyond the aforesaid date and time and the remote E-voting module shall be disabled by Karvy upon expiry of the aforesaid period.

- (9) The process and manner for Voting by Electronic Means is as follows:
  - A. Please refer to the following guidelines for the purpose of casting your vote through remote E-voting:
    - a) Launch internet browser during voting period by typing the URL: <https://evoting.karvy.com>
    - b) Enter the login credentials (i.e. user id and password). **User ID will be a combination of the E-voting Event Number followed by alphanumeric Membership Number [without the hyphen '-'] (Event Number + Membership Number).** For example if the Event Id No. is "1234" and your Membership No. is "Y5678", then your User ID No. will be "1234Y5678". You will be separately intimated through a communication by Karvy about the User ID (Combination of Event No. + Your Membership No.) and password for enabling you to accordingly operate the module.

- c) After entering the details of User ID and Password, enter the Captcha and click on “LOGIN”.
  - d) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password generated for the Meeting, in case you forget it.
  - e) You need to login again with the new credentials.
  - f) On successful login, the system will prompt you to select the E-Voting event.
  - g) Select the EVENT of Royal Western India Turf Club, Ltd. and click on “SUBMIT”.
  - h) Now you are ready for e-voting as “Cast Vote” page opens.
  - i) Kindly tick mark (✓) against the appropriate Box For  or Against , which will select For or Against beside each Item.
  - j) Once you have voted for each Item, please click on “SUBMIT”. In case you do not cast your vote by not tick marking against any or few of the boxes, and submit/register your vote, the same will be considered as your abstaining from voting for such Items where there is no tick mark.
  - k) A confirmation box will be displayed. Click “OK” to confirm else, “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Club Members can login any number of times till they have voted on the resolution(s).
- B. Once the vote on a resolution is cast by a Club Member, the Club Member shall not be allowed to change it subsequently.
- C. The facility for voting through electronic voting system at the venue of the Meeting (i.e. INSTAPOLL) shall be made available to the Club Members attending the Meeting after the commencement of the Meeting and shall close at 7.00 p.m. and only those Club Members who have not cast their vote by remote E-voting shall be able to vote at the Meeting through “InstaPoll” i.e. a Member may choose to vote on all or any of the resolutions either by remote E-voting or by InstaPoll at the venue of the Meeting, but not both.
- D. Club Members who have already cast their vote by remote E-voting on the resolution(s) may also attend the Meeting but shall not be entitled to cast their vote again on any resolution at the venue of the Meeting.
- E. If a Club Member is travelling during the time of the Meeting then he may request Karvy to send his User ID and Password to him by e-mail, to enable him to exercise his vote by remote E-voting.
- F. The Committee of the Club shall appoint a Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.

- G. Subject to receipt of requisite number of votes, the resolution(s) shall be deemed to be passed on the date of the Meeting i.e. 6<sup>th</sup> September, 2018.
- H. In case of any query pertaining to E-voting, please visit help and FAQ's section available at Karvy's website <https://evoting.karvy.com>. For any other query, the Club Member may contact the office of the Club on (022) 23071401/23071407.
- I. The Scrutinizer, after scrutinizing the votes cast at the Meeting (InstaPoll) and through remote E-voting, shall make a consolidated Scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated Scrutinizer's report shall be placed on the website of the Club and on the website of the Agency immediately after the result is declared by the Chairman.
- J. For facility of Club Members at Pune, the Club shall make available the facility of remote e-voting at the Turf Club House at Pune from 9.00 a.m. (IST) on 3<sup>rd</sup> September, 2018 to 5.00 p.m. (IST) on 5<sup>th</sup> September, 2018.

## **EXPLANATORY STATEMENT**

The Explanatory Statements as required under Section 102 of the Companies Act, 2013 are attached herewith.

### **Re: Special Business, Item 3 of the Notice**

In view of the provisions contained in the Articles, two Members of the Board of Appeal are to be elected and hence, this item.

In terms of provisions of Article 125(d), one third of the Members of the Board retire on the conclusion of every Annual General Meeting of the Club.

The Club has received nominations from Mr. Byram N. Jeejeebhoy, Mr. Asif Y. Lampwala and Mr. Gulamhusein A. Vahanvaty, for proposing their intention to act as Members on the Board of Appeal.

None of the Members of the Committee or their relatives have any special or particular interest, save and except as any other Member may have in the aforesaid Resolution.

### **Re: Special Business, Special Resolution(s)**

#### **Re: Item 4, Special Resolution**

The Companies (Amendment) Bill, 2017 was passed by the Lok Sabha on 27<sup>th</sup> July, 2017 and subsequently by Rajya Sabha on 19<sup>th</sup> December, 2017. The assent of the President was received on 3<sup>rd</sup> January, 2018. Pursuant to the Companies (Amendment) Act, 2017 and various other amendments, certain provisions of the Companies Act, 2013 stand amended w.e.f. the dates notified by the Ministry of Corporate Affairs. Therefore, certain provisions of the Articles of Association of the Club are required to be amended in pursuance of the aforesaid amendments and / or as required by the provisions of the Companies (Amendment) Act, 2017. It is mandatory for the Club to implement and carry out the said amendments which are contained in this Special Resolution itself. The said amendments, inter-alia, include, (a) amendments for exempting Independent Committee Member and Committee Member recommended by the Members of the Committee of the Club from depositing an amount of Rs. One Lakh for filing candidature for directorship; (b) ratification of auditor appointed by a company at its Annual General Meeting is no longer required each year as stated in special note above; (c) permitting the companies for convening the Annual General Meeting at any place in India; and (d) where a casual vacancy arising among the Committee of the Club is filled by the Committee of the Club by appointing any Club Member instead; ratification of such appointment by Club Members at the immediate ensuing General Meeting is required.

Other amendments to the Companies Act, 2013 are as contained in this Special Resolution itself.

None of the Members of the Committee or their relatives have any special or particular interest, save and except as any other Member may have in the aforesaid Resolution.

A copy of the Memorandum and Articles of Association and the Rules of Racing of the Club are available for inspection of the Members at the Registered Office of the Club at Race Course, Mahalakshmi, Mumbai - 400 034, on any working day (except Race Days, Sundays and Holidays) between the hours of 10.30 a.m. and 12.30 p.m. and the same shall be furnished on written request from a Member whose registered address is outside the city of Pune or outside Greater Mumbai, as the case may be, on payment of Re.1/- and Rs.100/- respectively.

### **Re: Item 5, Special Resolution**

This Special Resolution seeks to provide and clarify that the Committee shall have power to delegate any of their powers to not only departmental Committees or Sub-Committees but also to any official(s) of the Club. Since the Committee quite often is required to delegate its power to any official(s) of the Club, it is considered that by way of abundant precaution, this provision be incorporated in Article 110 (d) of the Articles of Association of the Club, and hence this Resolution.

None of the Members of the Committee or their relatives have any special or particular interest, save and except as any other Member may have in the aforesaid Resolution.

A copy of the Memorandum and Articles of Association and the Rules of Racing of the Club are available for inspection of the Members at the Registered Office of the Club at Race Course, Mahalakshmi, Mumbai - 400 034, on any working day (except Race Days, Sundays and Holidays) between the hours of 10.30 a.m. and 12.30 p.m. and the same shall be furnished on written request from a Member whose registered address is outside the city of Pune or outside Greater Mumbai, as the case may be, on payment of Re.1/- and Rs.100/- respectively.

### **Re: Item 6, Special Resolution**

This Special Resolution seeks to clarify and provide that the Stewards of the Club / Meeting shall have power to delegate any of their powers to any official(s) / employee(s) of the Club, subject to such conditions as they may think fit. Since the Stewards quite often delegate their power to official(s) / employee(s) of the Club under the general powers presently vested in them, it is considered that this provision be incorporated in existing Article 122 of the Articles of Association and in Rule 51 (A) of the Rules of Racing of the Club, and hence this Resolution.

None of the Members of the Committee or their relatives have any special or particular interest, save and except as any other Member may have in the aforesaid Resolution.

A copy of the Memorandum and Articles of Association and the Rules of Racing of the Club are available for inspection of the Members at the Registered Office of the Club at Race Course, Mahalakshmi, Mumbai - 400 034, on any working day (except Race Days, Sundays and Holidays) between the hours of 10.30 a.m. and 12.30 p.m. and the same shall be furnished on written request from a Member whose registered address is outside the city of Pune or outside Greater Mumbai, as the case may be, on payment of Re.1/- and Rs.100/- respectively.

### **Re: Item 7, Special Resolution**

Rule 41 (a) of the Rules of Racing of the Club provides that the Stewards of the Club shall have power to grant, withdraw and suspend licenses of officials, trainers, jockeys, bookmakers and others. It is considered that it be clarified that the power of the Stewards of the Club to grant licenses or approval of ownership to own and run race horses includes their power to reject any application for grant of license or approval of ownership to own and run race horses. The proposed amendment contained in this Resolution only seeks to clarify the same, and hence this Resolution.

None of the Members of the Committee or their relatives have any special or particular interest, save and except as any other Member may have in the aforesaid Resolution.

A copy of the Memorandum and Articles of Association and the Rules of Racing of the Club are available for inspection of the Members at the Registered Office of the Club at Race Course, Mahalakshmi, Mumbai - 400 034, on any working day (except Race Days, Sundays and Holidays) between the hours of 10.30 a.m. and 12.30 p.m. and the same shall be furnished on written request from a Member whose registered address is outside the city of Pune or outside Greater Mumbai, as the case may be, on payment of Re.1/- and Rs.100/- respectively.

### **Re: Item 8, Special Resolution**

Members are aware that various costs are incurred by the Club in connection with its day to day activities and the same has increased manifold in recent times. The present fees as collected from the Members are relatively less considering the surging prices and the maintenance expenses of the Club. The Club being a sports Club has high maintenance costs, impending costs of lease and heavy taxes. The absence of adequate facilities has resulted in poor membership income. In order to maintain the Club for its Members, the Club also made drastic reductions in stakes, salaries, and added costs to breeders, bookmakers, etc. The Club is owned by the Members and therefore it urges their support in the present scenario. The Committee of the Club has therefore proposed to introduce a new charge, by way of "Facility Levy", which shall be payable by Club, Life and Stand Members of the Club **who have not completed the age of 65 years as on 31<sup>st</sup> day of March of the preceding financial year.** The Facility Levy payable is a sum of Rs.500/- per month i.e. Rs.6,000/- per annum (payable annually) for the forthcoming financial year. The Facility Levy would be payable in advance on the first day of April of each financial year. If despite notice to the Member concerned, such Member fails to pay the Facility Levy within the stipulated period, such Member shall cease to be a Member of the Club and his name would be removed from the Register of Members. Such Member may be re-admitted to membership at the discretion of the Committee, without payment of entrance fee upon giving satisfactory explanation to the Committee, provided there being a vacancy. The Committee may choose to withdraw the Facility Levy at their absolute discretion subject to improvement of the financial condition of the Club at a future date.

None of the Members of the Committee or their relatives have any special or particular interest, save and except as any other Member may have in the aforesaid Resolution.

A copy of the Memorandum and Articles of Association and the Rules of Racing of the Club are available for inspection of the Members at the Registered Office of the Club at Race Course, Mahalakshmi, Mumbai - 400 034, on any working day (except Race Days, Sundays and Holidays) between the hours of 10.30 a.m. and 12.30 p.m. and the same shall be furnished on written request from a Member whose registered address is outside the city of Pune or outside Greater Mumbai, as the case may be, on payment of Re.1/- and Rs.100/- respectively.

### **Re: Item 9, Special Resolution**

Under the existing Rule 40 of the Rules of Racing of the Club, the Stewards of the Club are entitled to impose a fine of Rs.1,00,000/- on any person and in the case of Bookmaking Firms up to Rs.2,00,000/- for contravention of the Rules or non-compliance etc. thereof. The aforesaid limits of fine were fixed a few years back and it is considered to revise the same. Accordingly, it is proposed that the Stewards of the Club be entitled to impose a fine not exceeding Rs.10,00,000/- on any person, including Bookmaking Firms, for any contravention of the Rules or non-compliance etc. thereof and hence, this Resolution.

None of the Members of the Committee or their relatives have any special or particular interest, save and except as any other Member may have in the aforesaid Resolution.

A copy of the Memorandum and Articles of Association and the Rules of Racing of the Club are available for inspection of the Members at the Registered Office of the Club at Race Course, Mahalakshmi, Mumbai - 400 034, on any working day (except Race Days, Sundays and Holidays) between the hours of 10.30 a.m. and 12.30 p.m. and the same shall be furnished on written request from a Member whose registered address is outside the city of Pune or outside Greater Mumbai, as the case may be, on payment of Re.1/- and Rs.100/- respectively.

**Re : Special Business, Ordinary Resolution(s)**

**Re: Item 10, Ordinary Resolution**

Clause 3 (o) of the Club's Memorandum of Association permits donations for charitable and benevolent purposes and Article 110 (q) of the Club's Articles of Association empowers the Committee to make such donations. As such, any contributions which may be made by the Committee of the Club to any charitable, public or social fund, from time to time, is intra vires the Club's Memorandum and Articles of Association, subject to approval being given by the Members, and hence this Resolution.

None of the Members of the Committee or their relatives have any special or particular interest, save and except as any other Member may have in the aforesaid Resolution.

A copy of the Memorandum and Articles of Association and the Rules of Racing of the Club are available for inspection of the Members at the Registered Office of the Club at Race Course, Mahalakshmi, Mumbai - 400 034, on any working day (except Race Days, Sundays and Holidays) between the hours of 10.30 a.m. and 12.30 p.m. and the same shall be furnished on written request from a Member whose registered address is outside the city of Pune or outside Greater Mumbai, as the case may be, on payment of Re.1/- and Rs.100/- respectively.

BY ORDER OF THE COMMITTEE,

NHS MANI,  
SECRETARY & CHIEF EXECUTIVE OFFICER,  
ROYAL WESTERN INDIA TURF CLUB, LTD.

Mumbai: Dated this 7<sup>th</sup> day of August, 2018.

Registered Office:  
Race Course,  
Mahalakshmi,  
Mumbai – 400 034.

**Attendance slip**

Attendance slip for One Hundred and Third Annual General Meeting of the Members of the Royal Western India Turf Club, Limited held on Thursday, 6<sup>th</sup> September, 2018 at Members' Enclosure, Race Course, Mahalakshmi, Mumbai – 400 034 at 4.50 p.m.

Membership No:

--	--	--	--	--	--	--	--	--	--

I certify that I am a Club Member/ Proxy. I hereby record my presence at the One Hundred and Third Annual General Meeting of the Royal Western India Turf Club, Limited held on Thursday, 6<sup>th</sup> September, 2018 at Members' Enclosure, Race Course, Mahalakshmi, Mumbai – 400 034 at 4.50 p.m.

\_\_\_\_\_  
Name of the Club Member/Proxy

\_\_\_\_\_  
Signature of the Club Member/Proxy

### Form of Proxy for the One Hundred and Third Annual General Meeting

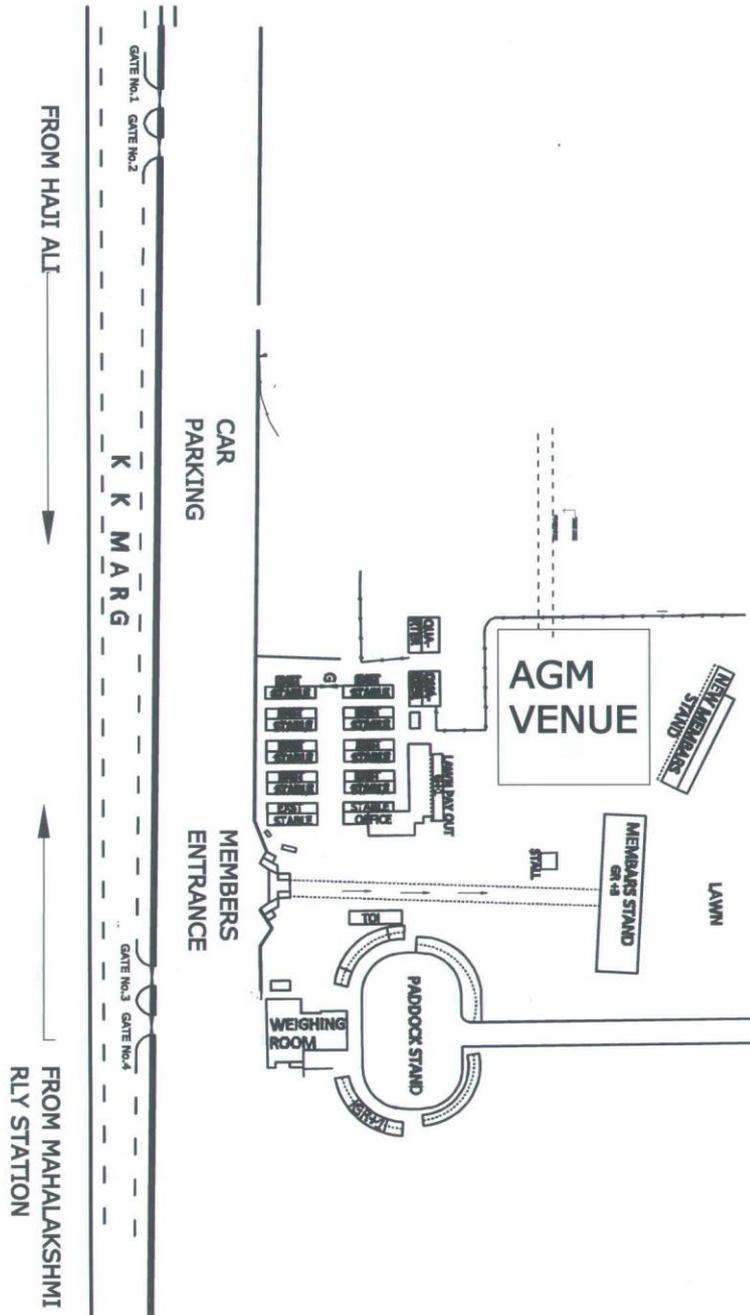
I/We A. B, do hereby appoint C. D. my/our proxy to attend and vote for me/us and on my/our behalf for the purpose of demanding a poll at the One Hundred and Third Annual General Meeting of the Club to be held on Thursday, 6<sup>th</sup> September, 2018 or at any adjournment thereof.

Date \_\_\_\_\_ (Sd.) A.B.

#### Notes:

1. The proxy form is to be deposited at the Registered Office of the Club not less than forty-eight hours before the time for holding the Meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
2. Please affix revenue stamp of requisite amount on the proxy form and thereafter cancel the stamp affixed on the proxy form. Please note, unstamped or inadequately stamped proxy forms or proxy forms upon which the stamps have not been cancelled will be treated invalid.
3. The proxy holder is required to furnish his / her proof of identity at the time of attending the Meeting.
4. **The proxy form, in order to be effective is to be complete in all respects. Incomplete proxy form will be treated as invalid.**

# Route Map



**ANNEXURE – A**

*Relevant information of the candidate for election to the Committee*

<b>Name</b>	<b>Mr. Rahul R. Bhat</b>	<b>Mr. Khushroo N. Dhunjibhoy</b>
Age	49 Years	70 Years
Qualifications	Masters of Business Administration	Graduate
Experience	23 years in Financial Services Industry	50 years' experience in Shipping
Terms & Conditions of appointment / reappointment	Honorary Service	Honorary Service
Details of honorarium sought to be paid	Not Applicable	Not Applicable
Honorarium, if any, last drawn	Not Applicable	Not Applicable
Date of first appointment on the Committee	Not Applicable	20 <sup>th</sup> September 1990
Relationship with other Committee Members	Not Applicable	Not Applicable
No. of Meetings of the Committee attended during the year	Not Applicable	8 out of 8 meetings
Directorship in other companies	As per Annexure-B	As per Annexure-B
Membership / Chairmanship of committees of other boards	Not Applicable	Not Applicable

Contd.

**ANNEXURE – A**

*Relevant information of the candidate for election to the Committee*

<b>Name</b>	<b>Mr. Sunil G. Jhangiani</b>	<b>Mr. Gautam P. Lala</b>
Age	60 Years	47 Years
Qualifications	B.Com, LL.B	B.Com – Business Management MBA – Marketing
Experience	41 years	Business since 1994
Terms & Conditions of appointment / reappointment	Honorary Service	Honorary Service
Details of honorarium sought to be paid	Not Applicable	Not Applicable
Honorarium, if any, last drawn	Not Applicable	Not Applicable
Date of first appointment on the Committee	12 <sup>th</sup> December 2003	19 <sup>th</sup> December 2002
Relationship with other Committee Members	Not Applicable	Not Applicable
No. of Meetings of the Committee attended during the year	Not Applicable	Not Applicable
Directorship in other companies	As per Annexure-B	As per Annexure-B
Membership / Chairmanship of committees of other boards	Not Applicable	Not Applicable

Contd.

**ANNEXURE – A**

*Relevant information of the candidate for election to the Committee*

<b>Name</b>	<b>Ms. Zinia Lawyer</b>	<b>Mr. Milan A. Luthria</b>
Age	65 Years	51 Years
Qualifications	B.A. Economics (Honors) Degree	Bachelor of Commerce
Experience	Business Experience for 44 years	23 years
Terms & Conditions of appointment / reappointment	Honorary Service	Honorary Service
Details of honorarium sought to be paid	Not Applicable	Not Applicable
Honorarium, if any, last drawn	Not Applicable	Not Applicable
Date of first appointment on the Committee	11 <sup>th</sup> September 2017	12 <sup>th</sup> September 2016
Relationship with other Committee Members	Not Applicable	Not Applicable
No. of Meetings of the Committee attended during the year	8 out of 8 meetings	7 out of 8 meetings
Directorship in other companies	As per Annexure-B	As per Annexure-B
Membership / Chairmanship of committees of other boards	Not Applicable	Not Applicable

Contd..

**ANNEXURE – A**

*Relevant information of the candidate for election to the Committee*

<b>Name</b>	<b>Mr. Jaydev M. Mody</b>	<b>Mr. Geoffrey B. Nagpal</b>
Age	63 Years	63 Years
Qualifications	Graduation in Arts from Mumbai University	F.Y.B.Com
Experience	<p>Experience of creating, developing and managing businesses for more than 36 years, over 25 of them in real estate development. Played a leading role in building and developing India's first truly global mall "Crossroads" in South Mumbai.</p> <p>He was instrumental in the development of several large residential and commercial complexes and retail destinations in and around Mumbai, among them Peninsula Corporate Park, Ashok Towers, Ashok Gardens and Peninsula I.T. Park, all of them now established Mumbai Landmarks.</p>	43 Years
Terms & Conditions of appointment / reappointment	Honorary Service	Honorary Service
Details of honorarium sought to be paid	Not Applicable	Not Applicable
Honorarium, if any, last drawn	Not Applicable	Not Applicable
Date of first appointment on the Committee	20 <sup>th</sup> December 2007	18 <sup>th</sup> December 2010
Relationship with other Committee Members	Not Applicable	Not Applicable
No. of Meetings of the Committee attended during the year	5 out of 8 Meetings	8 out of 8 Meetings
Directorship in other companies	As per Annexure-B	As per Annexure-B
Membership / Chairmanship of committees of other boards	As per Annexure-C	Not Applicable

Contd..

**ANNEXURE - A**

*Relevant information of the candidate for election to the Committee*

<b>Name</b>	<b>Mr. Shyam M. Ruia</b>	<b>Mr. Surendra R. Sanas</b>
Age	72 Years	64 Years
Qualifications	M.A. (Cantab)	High School
Experience	Chairman – Bombay Oxygen Corporation Ltd. since 9 <sup>th</sup> August 1968 Director – Raptakos, Brett & Co. Ltd. Since 25 <sup>th</sup> January 1972	40 years in construction industry. 35 years in Racing
Terms & Conditions of appointment / reappointment	Honorary Service	Honorary Service
Details of honorarium sought to be paid	Not Applicable	Not Applicable
Honorarium, if any, last drawn	Not Applicable	Not Applicable
Date of first appointment on the Committee	20 <sup>th</sup> December 1973	Not Applicable
Relationship with other Committee Members	Not Applicable	Not Applicable
No. of Meetings of the Committee attended during the year	8 out of 8 Meetings	Not Applicable
Directorship in other companies	As per Annexure-B	As per Annexure-B
Membership / Chairmanship of committees of other boards	Not Applicable	Not Applicable

Contd..

**ANNEXURE - A**

*Relevant information of the candidate for election to the Committee*

<b>Name</b>	<b>Dr. Ram H. Shroff</b>	<b>Mr. Shiven Surendranath</b>
Age	47 Years	51 Years
Qualifications	M.B.B.S.	Graduate
Experience	27 Years in Pharmaceuticals	
Terms & Conditions of appointment / reappointment	Honorary Service	Honorary Service
Details of honorarium sought to be paid	Not Applicable	Not Applicable
Honorarium, if any, last drawn	Not Applicable	Not Applicable
Date of first appointment on the Committee	20 <sup>th</sup> December 2001	Not Applicable
Relationship with other Committee Members	Not Applicable	Not Applicable
No. of Meetings of the Committee attended during the year	6 out of 8 meetings	Not Applicable
Directorship in other companies	As per Annexure-B	As per Annexure-B
Membership / Chairmanship of committees of other boards	Not Applicable	As per Annexure-C

Contd...

## ANNEXURE – B

### List of Directorships of Candidates for election to the Committee of the Club in other companies

**1. Rahul R. Bhat, Esquire**

- Kumarenyadiram Trading Private Limited

**2. Khushroo N. Dhunjibhoy, Esquire**

- Five Stars Shipping Company Private Limited
- Five Stars Stud & Agricultural Company Private Limited
- Five Stars Chartering Private Limited
- Parshwa Securities Limited
- Infobricks Technology (India) Private Limited
- Danaos Software Services (India) Private Limited
- Cybercomb India Private Limited

**3. Sunil G. Jhangiani, Esquire**

- Esjay Intl Private Limited
- Chemistry Design Limited
- Equest India Private Limited
- Technique Clothing Company LLP
- Equest Retail Properties LLP

**4. Gautam P. Lala, Esquire**

- Gainsville Stud & Agricultural Farm Private Limited
- Gladvent Corporation

**5. Ms. Zinia Lawyer**

- Bakhtawar Construction Company Private Limited
- Scribotech (India) Healthcare Private Limited

**6. Milan Luthria, Esquire**

- Vertex Motion Pictures Private Limited
- Milan Luthria Films Private Limited

**7. Jaydev Mody, Esquire**

- Delta Corp Limited
- Alibagh Farming and Agriculturist Company Private Limited
- J M Livestock Private Limited
- Bayside Property Developers Private Limited
- Arrow Textiles Limited
- Delta Magnets Limited

- Delta Real Estate Consultancy Private Limited
- Aryanish Finance and Investments Private Limited
- Providence Educational Academy Private Limited
- Clint Realities Private Limited
- First Eagle Capital Advisors Private Limited
- Growcity Real Estate Private Limited
- Delta Hotels Lanka (Private) Ltd
- JM Holding (USA) INC
- JM Holding Lanka (Private) Limited
- JM Holding Limited (UAE)
- Magdev Limited, UK
- Goan Football Club Private Limited

**8. Geoffrey B. Nagpal, Esquire**

- Ebco Private Limited
- Rainbow Quest Equines Private Limited
- Effipress Engineering Private Limited

**9. Shyam M. Ruia, Esquire**

- Bombay Oxygen Corporation Limited
- Velacheri Properties Limited
- M. Ramnarain Private Limited
- The Reliance Investment Company Private Limited
- Mesmeric Trading Private Limited
- KMR Trading Investment Company Private Limited
- MRR Charities
- S M R Trading and Investment Company Private Limited
- MRR Charities (Trust)

**10. Surendra Sanas, Esquire**

- Grainotch Industries Limited
- Neo Light Agriculture and Breeding Private Limited
- Nasik Land Realty (India) Private Limited
- Realty Networks Property Services India Private Limited
- Prudent Real Estate and Properties Private Limited
- Ascent Real Estate and Properties Private Limited
- Oxford Realtor (Pune) Private Limited
- Sabhar Realities Private Limited
- Sterling Premises Private Limited
- Rahul Executives Infratech Private Limited
- Classic City Inforpark Private Limited
- Aminosia Property Developers Private Limited
- Harbell Hotels Private Limited
- Kusum Construction and Commercials Limited
- Aeon Developers LLP
- Voyager Worldwide Travels LLP
- SRS Developers
- SRS Projects JV

- Oxford Hallmark Realty
- SPA Associates
- Jade Developers
- SRS Consultancy Services

**11. Dr. Ram H. Shroff**

- Crème-De-La-Crème Private Limited
- Charak Healthcare Private Limited
- Charak Pharma Private Limited
- Charak Animal Healthcare Private Limited
- Charak Herbalcare Private Limited
- Stride Livestock Private Limited
- ISS Trading Private Limited
- SSI Trading Private Limited
- Delta Magnets Limited
- MMG India Private Limited
- SI Agro Private Limited

**12. Shiven Surendranath, Esquire**

- Bhumika Rajda Design Studio Private Limited
- Eleven Brand Works Limited
- Diamond Band Racing Syndicate Private Limited
- Dark Matter Communication LLP

\*\*\*\*\*

## ANNEXURE - C

### List of Membership / Chairmanship of Committees of other Boards of the candidates for election to the Committee of the Club

#### **1. Jaydev Mody, Esquire**

a)	Arrow Textiles Limited	Chairman	Stake Holders Relationship Committee
	Arrow Textiles Limited	Member	Nomination & Remuneration Committee
	Arrow Textiles Limited	Chairman	General Purpose Committee
	Arrow Textiles Limited	Chairman	Investment Committee
	Arrow Textiles Limited	Chairman	Borrowing Committee
b)	Delta Corp Limited	Chairman	Stake Holders Relationship Committee
	Delta Corp Limited	Member	Nomination Remuneration & Compensation Committee
	Delta Corp Limited	Chairman	Investment Committee
	Delta Corp Limited	Chairman	Borrowing Committee
	Delta Corp Limited	Chairman	General Purpose Committee
	Delta Corp Limited	Chairman	Allotment Committee
	Delta Corp Limited	Chairman	Corporate Social Responsibility Committee
	Delta Corp Limited	Chairman	QIP Committee
c)	Delta Magnets Limited	Chairman	Stake Holders Relationship Committee
	Delta Magnets Limited	Member	Nomination & Remuneration Committee
	Delta Magnets Limited	Chairman	Investment, Borrowing and General Purpose Committee
	Delta Magnets Limited	Chairman	Allotment Committee

#### **2. Shiven Surendranath, Esquire**

President, Western India Race Horse Owners' Association Limited

\*\*\*\*\*