

**MEMORANDUM AND ARTICLES OF ASSOCIATION
OF**

ROYAL WESTERN INDIA TURF CLUB, LTD.

**Registered Office: Race Course, Mahalakshmi,
Mumbai - 400034**

CIN: U91990MH1925PLC001182

(Updated as of AGM held on 21st September, 2023)

No. 1182

CERTIFICATE OF INCORPORATION

I HEREBY CERTIFY that **THE WESTERN INDIA TURF CLUB, LIMITED**, is this day incorporated under the Indian Companies Act, VII of 1913, and that the Company is **LIMITED**.

Given under my hand at Bombay this first day of April One Thousand Nine Hundred and Twenty-five.



H.C.B. MITCHEL
Registrar of Companies

“Copy”

No.

**In the OFFICE of the REGISTRAR OF COMPANIES
(UNDER ACT VII of 1913) IN THE MATTER OF THE
INDIAN COMPANIES ACT, 1913 (VII of 1913)**

AND

IN THE MATTER OF THE WESTERN INDIA TURF CLUB, LIMITED.

I do hereby certify that pursuant to the provisions of section 11, sub-section (5), Act VII, 1913 (The Indian Companies Act, 1913) and under order of the Government of Bombay conveyed by their No. 7594/7655-D, Finance Department dated the 27th May 1936 to the address of The Acting Secretary, Western India Turf Club, Limited, the name of The Western India Turf Club, Limited, has this day been changed to Royal Western India Turf Club, Limited, and that the said company has been duly incorporated as a Company under the provisions of the said Act.

Dated this Tenth day of June One Thousand Nine Hundred and Thirty-six.



The Seal
of the
Registrar
of
Companies,
Bombay

Sd/-
I.G. GAJIWALA
Offg. Registrar of
Companies, Bombay

CERTIFICATE OF REGISTRATION

(Pursuant to the provision of section 15 (1) of
the Indian Companies Act 1913.)

THE ROYAL WESTERN INDIA TURF CLUB, LIMITED, having by Special Resolution altered the provisions of its Memorandum of Association with respect to its objects as confirmed by an Order of the High Court of Judicature at Bombay bearing date the 16th December, 1940.

I hereby certify that the Registration of a certified copy of the said Order and a printed copy of the Memorandum of Associations as altered.

Given under my hand at Bombay this 12th day of February One Thousand Nine Hundred and Forty-one.



(Sd)
BEHRAMJI M. MODI
Registrar of Companies

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MEMORANDUM OF ASSOCIATION
OF
ROYAL WESTERN INDIA TURF CLUB, LIMITED

Name

1. The name of the Company (hereinafter called "the Club") is "ROYAL WESTERN INDIA TURF CLUB, LIMITED."

Location of Office

2. The Registered office of Royal Western India Turf Club Limited, shall be situated in the State of Maharashtra and it shall not be removed from the local limits of the City of Pune and/or Mumbai, where it has been maintained from time to time since the commencement of the Companies Act, 1956, and accordingly the Committee of the Club is authorised to continue to maintain the Registered office in Pune and/or Mumbai for such periods as it may at any time and from time to time so think fit.

Objects of the Club

3. The objects for which the Club is established are:-

Assets and liabilities W.I.T.C.

- (a) To take over the assets, effects and liabilities of the present unincorporated Club known as the Western India Turf Club.

Racing and other games

- (b) To carry on the business of a Race Course Company in all its branches, and in particular, to lay out and prepare any lands for the running of horse races, steeple chases, or races of any other kind, and for any kind of athletic sports, and for playing, thereon, and to permit the playing thereon, of games of cricket, bowls, golf, lawn tennis, polo or any other kind of amusement, recreation, sport, exercise or entertainment, and to construct grand or other stands, totalizators, stabling for horses, paddocks, refreshment rooms and other erections, buildings and conveniences whether of a permanent or temporary nature, which may be directly or indirectly conducive to the objects of the Club, and to conduct, hold and promote race meetings and athletic sports, polo, lawn tennis, golf and other games, agricultural, horse, flower and other shows and exhibitions and subject to such legislative restrictions as may from time to time be in force to own, take on lease or otherwise acquire and to work and maintain totalizators, devices and other equipment to enable/facilitate racegoers to have access to all forms of betting, including without limitation, betting at fixed/ variable odds and otherwise utilise the property and rights of the Club, and to give and contribute towards prizes, cups, stakes and other rewards.

Clubs and Hotels

- (c) To establish any Clubs, Hotels or other conveniences in connection with the property of the Club.

Hotel keeper etc.

- (d) To carry on the business of hotel keepers, tavern keepers, licensed victuallers and refreshment purveyors.

Horse Breeding

- (e) To carry on in all its branches the business of breeding horses and to acquire and own stallions and mares and to rear, manage and train for any period or to any age stallions, geldings, mares, colts, fillies or foals and to sell and deal in any such animals in any manner and to enter into arrangements with any person, firm or corporation for partnership, co-operation, profit sharing or sharing of expenses or any other form of association in the breeding, rearing, managing, training or sale of any such animals as aforesaid and to conduct auctions or sales of any such animals as aforesaid and to purchase, acquire, take on lease, manage, sell and dispose of any stud farms, stables, or other buildings, training quarters, training gallops, paddocks or meadows useful or

which the Club may consider useful for its purposes and to accept donations, contributions or subscriptions in cash or in kind for the furtherance of or in connection with any such purpose as aforesaid and to subscribe or contribute to or support or encourage with any form assistance any fund, institution, society, association, authority or organisation of any kind in India having for its objects or one of its objects the encouragement or regulation of the business of breeding of horses or the improvement of any breed or breeds.

Relations with other Associations or Clubs

- (f) To establish, promote or assist in establishing or promoting and to subscribe to or become a member of any other Association or Club, whose objects are similar or in part similar to the objects of the Club or the establishment or promotion of which may be beneficial to the Club.

Acquire Property

- (g) To purchase, take on lease or licence or hire or otherwise acquire any moveable or immovable property or any rights or privileges necessary or convenient for the purposes of the Club.

Buildings

- (h) To construct or alter or keep in repair any buildings required for the Club and to pull down or demolish any buildings not so required and to reconstruct or re-build other buildings in place thereof if required for the Club.

Engage Officials and Staff

- (i) To engage and employ Secretaries, Handicappers, Stewards, Judges of Races, Clerks of Scales, Veterinary Surgeons, Measurers of Horses and Ponies and other officials necessary for the due carrying out of any of the objects of the Club and also clerks, managers, servants and workmen, and to pay to them or any of them and other persons in return for services rendered to the Club, salaries, wages, gratuities and pensions.

School for Jockeys

- (j) To establish, maintain and carry on any school or other establishment for the training of riding boys or jockeys born in India or otherwise to make arrangements for such training and to subscribe or contribute to or otherwise support any fund, institution, association or society which may tend to increase the numbers of Indian riding boys or jockeys or to raise the standard of horsemanship among Indians and to take any other steps or make any other arrangements which may be thought conducive to any such object as aforesaid.

Printing Press

- (k) To carry on in all its branches and methods the business of printing, publishing and circulating or causing to be printed, published or circulated programmes, race cards, list of runners or entries in races, form books, sale catalogues, advertisements, circulars or other printed or written matter and in all cases with or without illustrations of whatever kind and to act as proprietors of and print, publish or circulate or cause to be printed, published or circulated a Racing Calendar or Journal for the publication of official racing news or other matters or any other journal, magazine, newspaper or literary work with or without illustrations of whatever kind and advertise or cause to be advertised any of the activities or business of the Club in any way which may be thought advisable including the issue of any books, pamphlets or other advertising literature and the conducting of competitions relating to racing and giving of prizes therefore.

Investment

- (l) To invest or apply the money of the Club not immediately required in such securities or manner as may from time to time be determined, including debentures, bonds or other securities.

Loans

- (m) To borrow or to raise money which may be required for the purposes of the Club upon bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Club or by mortgage or charge of the Club's property.

Sale or Mortgage

- (n) To sell, improve, manage, develop, lease, mortgage, dispose of or otherwise deal with all or any part of the property of the Club, whether moveable or immovable, with power especially to sell and distribute or to permit to be sold and distributed wines, spirits, tobacco and other stores.

Funds & Trusts

- (o) To establish and support or aid in the establishment and support of associations, institutions, funds or trusts, calculated to benefit employees or ex-employees of the Club or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe, donate or guarantee money for any charitable, patriotic or benevolent purpose or for any exhibition or for any public, general or useful object.

Trustees

- (p) To establish and support or aid in the establishment or support of and to act alone or jointly as trustee of any association, institution, fund or trust calculated to benefit any trainer, jockey or riding boy who may carry on his profession on any race course or race courses in India and to subscribe or contribute monies for any such purpose as aforesaid out of the revenues or receipts of the Club of whatever kind.

Shares or Securities

- (q) To promote, subscribe to and form and to take or otherwise acquire, pay for in any manner, sell, hold, re-issue with or without guarantee or otherwise deal with shares or securities of any company or companies intended to carry on as a subsidiary company or companies of the Club any business which the Club may carry on or be interested in or any similar business or any company or companies for the purpose of acquiring all or any of the property or rights for the Club or for any other purpose which may seem directly or indirectly calculated to benefit the Club.

Partnership with other Clubs

- (r) To enter into partnership or arrangements for sharing profits, union of interests, reciprocal action or concession, co-operation or joint adventure with any person or company (whether a Company promoted or formed by the Club or not) carrying on or engage in or about to carry on or engage in any business or transaction which the Club is authorized to carry on or engage in or capable of being conducted so as directly or indirectly to benefit the Club and to lend money to, guarantee the contracts of any such person or company and to take or otherwise acquire and pay for in any manner shares and securities of any such company and to sell, hold, re-issue with or without guarantee or otherwise deal with the same.

Licences

- (s) To apply for, obtain, negotiate or enter into any licence, permit, concession or other right or privilege or arrangement with any Government or any Municipal, local or other authority which may be thought to be conducive to the interests of the Club and to exercise, comply with and carry out the terms of any such licence, permit, concession, right, privilege or arrangement.

General

- (t) Generally, to do all such other things as may be incidental or conducive to the attainment of the above subjects or any of them.

Liability of Members

4. The liability of the Members is limited.

Guarantee by Members

5. Every Member of the Club undertakes or guarantees to contribute to the assets of the Club, in the event of the same being wound up during the time that he is a member or within one year afterwards, for payment of the debts and liabilities of the Club contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding one Rupee.

Winding up of the Club

6. If upon the winding up or dissolution of the Club, there remains after the satisfaction of all debts and liabilities any property whatsoever, the same shall be paid to or distributed among the Members of the Club in equal shares.

We, the several persons, whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

- No. Names, Addresses and description of subscribers
1. A.K.GRAHAM
Director, Grahams Trading Co. Ltd., Bombay.
 2. HARRY T. GORRIE
Manager, The South British Insurance Co. Ltd., Bombay
 3. C. N.WADIA
Gresham Building, Merchant
 4. L. S. HUDSON
Partner, Mackinnon Mackenzie & Co.
 5. G.E.D. LANGLEY
Cotton Merchant, Partner, Langley & Co. Bombay
 6. H.B.WALKER
Lieut.- General, G.O.C.-in-C, Southern Command.
 7. RAHIMTOOLA M. CHINOY
Merchant, Bombay Garage, Apollo Bunder.

Dated this 14th day of March 1925

Witness to above signatures

C. R. CHAMBERS
Asst. Secretary
Western India Turf Club

ARTICLES OF ASSOCIATION

OF

ROYAL WESTERN INDIA TURF CLUB, LTD.

INTERPRETATION & GENERAL PROVISIONS

Interpretation of Words and Phrases

1. In these Articles unless there be something in the subject or context inconsistent therewith:

“The Act” means the Companies Act, 2013 and all rules (including the Rules), circulars notifications/regulations framed and issued there under and will include any amendments made to it from time to time.

Interpretation – For the purposes of these Articles reference to a particular section of the Act shall be construed as a reference to that section of the Act and corresponding Rules and any other rules, regulations, or guidelines made under that section.

It is hereby clarified that all references to the term “Chairman” in the Articles shall be construed as reference to “Chairperson”.

“Agency” means the National Securities Depository Limited, the Central Depository Services (India) Limited or any other entity approved by the Ministry of Corporate Affairs subject to the condition that the National Securities Depository Limited, the Central Depository Services (India) Limited or such other entity has obtained a certificate from the Standardisation Testing and Quality Certification Directorate, Department of Information Technology, Ministry of Communications and Information Technology, Government of India including with regard to compliance with parameters specified under the definition of Secured System.

“Articles” means the Articles of Association of the Club as originally framed or as altered from time to time.

“Books of Account” includes records maintained in respect of—

- (i) all sums of money received and expended by the Club and matters in relation to which the receipts and expenditure take place;
- (ii) all sales and purchases of goods and services by the Club; and
- (iii) the assets and liabilities of the Club.

“Breeder” is the person who owns the dam when the foal is dropped.

“Financial Statements” means financial statements as defined under Section 2(40) of the Act.

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

“Jockey Club” means The Jockey Club of England.

“Related Party” has the meaning set out in the Act.

“Rules” means the rules issued by the Ministry of Corporate Affairs pursuant to the sections of the Act.

“The Club” means the “Royal Western India Turf Club, Ltd.” incorporated under the Indian Companies Act 1913.

“Member” means a Member of the Club.

“The Committee” means the Committee of the Club elected and nominated and appointed in the manner prescribed by these Articles.

“The Keeper of the Indian Stud Book” means and includes any person appointed by the Committee as the Stud Book Authority of India.

“The Seal” means the Common Seal of the Club.

“The Secretary” means and includes the Secretary of the Club or in his absence for any reason the Assistant Secretary of the Club appointed by the Committee for the time being or in the absence of both of them, any other person appointed by the Committee to discharge the functions and duties of the Secretary.

“The Stud Book Authority of India” means the Committee of the Club elected and nominated and appointed in the manner prescribed by the Articles of the Club who will exercise such powers and functions and discharge their duties as prescribed in the Articles of the Club.

“Voting Paper” shall mean the polling paper / ballot paper furnished to every Club Member, present in person at a meeting of the Club.

Words importing the masculine gender only shall, where necessary, include the feminine gender.

Unless the context otherwise require, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof for the time being and from time to time in force.

Any forms, declarations, nominations etc. require to be submitted under the Act or these Articles, shall be in the manner / form prescribed, where applicable or provided.

MEMBERS, ENTRANCE FEE AND ANNUAL SUBSCRIPTIONS

Members

2. For the purpose of registration the Club is declared to consist of fifteen thousand Members.

Increase of Members

3. The Committee may, when they think fit, register an increase of Members.
4. The Club is established for the purposes expressed in the Memorandum of Association.

Classes of Members

5. There shall be eight classes of members namely, Life Members, Club Members, Stand Members, Honorary Stand Members, Visiting Members, Service Members, Temporary Members and Temporary Service Members.

Members of W.I.T.C.

6. Every person who was a Club or Stand Member of the **WESTERN INDIA TURF CLUB** on the first day of April, 1925 shall ipso facto and without election be a Club or a Stand Member, as the case may be, of the Club.

Club Member — Eligibility to

7. Subject to the provisions contained in these Articles, any person, directly interested in racing, who is a Stand/Life member of the Club, shall be eligible for election as a Club Member, provided that
 - (i) a person who has been warned off under the rules of the Club or by the Jockey Club, or by any Club in any part of the world that is affiliated to the Jockey Club of England, for a period of five years after he has been reinstated and the warning off notice against him has been withdrawn, or
 - (ii) a person who is either holding or has held a trainer's licence under the rules of the Club, or under the rules of the Jockey Club, or of any Club in any part of the world that is affiliated to the Jockey

Club of England at any time during a period of five years immediately preceding the date on which his application comes up for election, or

- (iii) a person who is either holding or who has held a bookmaker's licence under the rules of the Club or under the rules of the Jockey Club, or bookmakers licence from any Club in any part of the world that is affiliated to the Jockey Club of England at any time during a period of five years immediately preceding the date on which his application comes up for election, or
- (iv) a person who is either holding or has held a Jockey's licence under the rules of the Club or under the rules of the Jockey Club, or from any Club in any part of the world that is affiliated to the Jockey Club of England at any time during a period of five years immediately preceding the date on which his application comes up for election, or
- (v) a person who is an un-discharged insolvent, or
- (vi) a person who has been convicted of a criminal offence involving moral turpitude, or
- (vii) any Lady Stand Member or Lady Life Member who is the wife of a person holding a Trainer's Licence or a Jockey's Licence or a Bookmaker's Licence during a period of five years immediately preceding the date on which her application comes up for election, or
- (viii) any Lady Stand Member or Lady Life Member whose husband is already a Club Member, shall not be eligible to be a Club Member of the Club.

Explanation: Any person directly interested in racing shall mean and include any Stand/Life Member who in the opinion of the Committee is a regular race goer in Western India for five years.

Stand Member

8. Any Person, whether directly interested in racing or not, shall subject to the discretion of the Committee, be eligible for election as a Stand Member.

Eligibility for Admission of Members

9. The Committee shall decide any question which may arise as to the eligibility or otherwise under these Articles of any candidate for admission as a Member of any class and the decision of the Committee shall be final.

Number of Stand Members

10. The number of Stand Members may be limited by the Committee at any time.

Should a Club or Stand Member die and his widow makes an application to be made a Lady Stand Member, then her name shall come up first for election at the following Committee Meeting if there be a vacancy. If there be no vacancy her name shall be placed first in the Candidate Book for Stand Membership and upon the occurrence of the next vacancy, her name shall be considered first for election.

Should a Club or Stand Member, being a widower/widow, die and his/her unmarried daughter/daughters makes/make an application/applications to be made a Lady Stand Member/Lady Stand Members then her/their name/names shall come up first for election at the following Committee Meeting if there be a vacancy/ vacancies. If there be no vacancy/vacancies, her/their name/names shall be placed first in the Candidates Book for Stand Membership and upon the occurrence of the next vacancy/vacancies her/their name/names shall be considered first for election.

Life Members

11. Life Member

- (a) Any person, whether directly interested in racing or not shall subject to the discretion of the Committee be eligible for election as a Life Member.
- (b) The number of Life Members shall be limited to such number as may be decided by the Committee from time to time.
- (c) Should a Life Member die and his widow makes an application to be made a Lady Stand Member then her name shall come up first for election at the following Committee Meeting if there be a vacancy. If there be no vacancy, her name shall be placed first in the Candidates Book for Stand Membership and upon the occurrence of the next vacancy, her name shall be considered first for election.
- (d) Should a Life Member, being a widower/widow, die and his/ her unmarried daughter/daughters makes/make an application/ applications to be made a Lady Stand Member/ Lady Stand Members, then her/their name/names shall come up first for election at the following Committee Meeting if there be a vacancy/vacancies. If there be no vacancy/vacancies her/their name/names

shall be placed first in the Candidates Book for Stand Membership and upon the occurrence of the next vacancy/vacancies her/their name/ names shall be considered first for election.

- (e) A Life Member shall not be entitled to move or second resolutions or to vote for any purpose whatsoever, unless he may be a Club Member nor to hold any office in the Club, except as a member of a Sub-Committee of the Club, whereon he may move or second resolutions and vote. Subject as above, Life Members shall be entitled to all the privileges of Club Members in the Club Stands and Enclosures on payment of the usual fees for admission to such Stands and Enclosures and the Turf Club House. Life Members shall also be entitled to attend all General Meetings of the Club and to speak thereat.
- (f) Immediately upon his election as a Club Member on his application, a Life Member shall cease to be a Life Member of the Club and shall pay such entrance fee on such election as may be fixed by the Committee from time to time.

Privileges of Club and Stand Members

- 12. A Stand Member shall not be entitled to move or second resolutions or to vote for any purpose whatsoever, nor to hold any office in the Club except as a member of a Sub-Committee of the Club, whereon he may move or second resolutions and vote. Subject as above, Stand Members shall be entitled to all the privileges of Club Members in the Club Stands and Enclosures on payment of the usual fees for admission to such Stands and Enclosures and the Turf Club House. Stand Members shall also be entitled to attend all General Meetings of the Club and to speak thereat.

Method of Proposal for Membership

- 13. Every candidate for election either as a Club Member or a Stand Member or a Life Member shall be proposed by one Club Member and seconded by another Club Member. Every proposal shall be made by a letter addressed to the Secretary which shall be signed by the proposer and seconder and shall give the full name and address of the candidate and his profession, rank, business or occupation and the names of any clubs of which he is already a member. If a candidate has been previously rejected or withdrawn under Article 18 hereof, that fact shall be stated in the proposal.

In the event of either the proposer or seconder or both of any candidate for Club or Stand Membership or Life Membership dying or ceasing to be a Club Member prior to the date of such candidate coming up for election, another proposer or seconder or both as required may be substituted from among the Club Members, so that the Candidate does not lose his priority.

Books of Candidates

14. The candidate's name and occupation along with the names of his proposer and seconder shall be inserted in one of the three Candidates Books, at the time of his proposal, recording he is a candidate for Club, Stand or Life Membership.

Order of Election of Candidates

15. Subject to Article 7 and the provision to Article 20 hereof, all candidates for Club or Stand or Life Membership shall come up for election in the order in which their names appear in the Candidates' Book; provided, however, that (i) a Candidate for election as a Club Member or Stand Member or a Life Member who has owned two or more horses made up as follows: i.e. either (a) atleast two horses singly by himself, or (b) one horse singly by himself and one other horse jointly with his wife, or (c) two horses jointly with himself and his wife, or (d) more than two horses jointly with any person/s in such a manner that his share or shares held jointly with his wife or with other person/s in more than two horses, makes up for the joint ownership in two or more than two whole horses, and who has either singly by himself or in joint ownership in any of the above Combinations aforesaid, continuously raced such horses in Western India for a period of not less than five years immediately preceding the date of his application, and/ or (ii) race-horse breeders of standing, and / or (iii) sons / daughters of existing Club Members or Stand Members or Life Members (who have been members of the Club for not less than 10 years), and sons/daughters of a deceased Club Member or Stand Member or Life Member who are proposed as candidates for election as Club Members, Stand Members, Life Members or Lady Stand Members as the case may be "and / or (iv) any person making a contribution to stake money (inclusive of trophy value) or making a contribution for any other purpose / object (acceptable to the Committee at its sole discretion) for such amount being Rs. 20,00,000/- (Rupees Twenty Lakhs Only) or more as may be specified by the Committee at its sole discretion, at any single time / instance, [it being clarified that in the event of two or more individuals making such contribution as aforesaid, only one of such individuals shall be entitled to priority in election as provided in any one of the applicable categories of membership and in the event of a firm or a company or any other body or legal entity (incorporated or not) making such contribution as aforesaid, only one nominee who is a partner or Director or who is an individual in the employment of or otherwise associated with such firm, company or any other body or legal entity (incorporated or not) shall be entitled to priority in election as provided in any one of the applicable categories of membership and subsequently no second or other individual shall be given priority for any reason whatsoever including, without limitation, the death of such individual or his ceasing to be a partner of such firm or his ceasing to be a Director of or in the employment of or associated with such firm, company or any other body or legal entity (incorporated or not) who or which shall have made such contribution as aforesaid]," shall come up for election before other candidates as Club Members or Stand Members or Life Members or Lady Stand

Members as the case may be, but as between themselves they shall come up for election in the order in which their names appear in the Candidates' Book, and further that in cases of difficulties or doubts as to the interpretation and implementation of this Articles in every case relating to any of the above matters, the decision of the Committee regarding the same shall be final and binding upon candidates concerned.

PROVIDED that sons/daughters of deceased Club Members or Stand Members or Life Members shall have been proposed as candidates for election as Club Members or Stand Members or Life Members or Lady Stand Members as may be appropriate, within one year of the death of such Club Member, Stand Member or Life Member as the case may be.

And in the event that such son/daughter of a deceased Club Member, Stand Member or Life Member was a minor at the time of the death of such deceased Club Member, Stand Member or Life Member then within one year of such son/daughter attaining the age of 18 years, for Stand Member/Life Member/Lady Stand Members as the case may be AND for Club Membership within one year of such candidate attaining the age of 23 years.

PROVIDED further that applicants mentioned in Category (iii) of paragraph one of this Article and in the first provision of this Article shall come up for election before other candidates as Club Members or Stand Members or Life Members or Lady Stand Members as the case may be only after the applicable list as the case may be existing at the time of passing of this Resolution has been cleared. (i.e. 15th September 1994).

Method of Election

16. Method of Election

- (a) The election for membership shall be by ballot of the Committee and provided there is a vacancy, shall take place at such meeting of the Committee held after the entry of the name of the candidate in the Candidate's Book as the Committee may decide at its discretion; but if there be no vacancy, then, at such meeting held after the occurrence of a vacancy as the Committee may decide at its discretion. At the end of such meeting the votes shall be counted; if, however, it shall be found that a sufficient number of Members under Article 17 have not voted, the ballot shall continue open during the next meeting of the Committee. At the end of such meeting, the votes shall be counted and if a sufficient number of Members under Article 17 have not voted, the candidate's name shall be withdrawn.
- (b) Provided however that, notwithstanding anything hereinabove contained, if a candidate for election as a Member of the Club be not known to any member of the Committee and be unable to appear before the Committee for interview either at its first meeting or at its next meeting, when

the item of his election shall come up for consideration, the procedure hereinafter set out shall be followed:

- (i) If the Committee be satisfied that he could not appear on account of any bonafide and unavoidable reason, it may, at its absolute discretion, in a fit and proper case, postpone the consideration of his case for election up to the end of one year after the end of such first meeting;
- (ii) If within such one year he should intimate in writing to the Club that his name be again put up for election on a priority basis, it should be put up on the priority list of candidates at the discretion of the Committee and when any vacancy shall first occur after the receipt of such intimation from him, his case may be considered by the Committee at its first meeting to be held after such vacancy shall occur, and thereupon his application may be disposed of by the Club according to the procedure laid down in the foregoing Sub Clause (a) of this Article.
- (iii) If, however, such candidate shall not send an intimation in writing to the Club as aforesaid within one year from the date of the first meeting, he shall lose his right or priority for election as a Member, and accordingly his name shall be withdrawn from the list of candidates for election as a Member of the Club; but, after the expiry of such one year, he may be at liberty to submit a fresh application for Membership and such fresh application will take its turn for consideration by the Committee in the normal course like all other fresh applications.

Number of votes required for Election

17. A candidate shall be declared elected if at least four members of the Committee shall cast their vote and four fifth of the Committee Members so voting shall vote for him.

Proposal of Candidate not Elected

18. A Candidate who is not elected or for whom a sufficient number of Committee Members have not voted or who is withdrawn after his name is entered in the Candidates' Book shall not be proposed again until after the expiration of six months.

Notice of Election

19. Immediately upon the election of a member written notice thereof shall be given to him and to his proposer and he shall be furnished with a copy of the Memorandum and Articles of Association of the

Club and a request to remit to the Secretary within fourteen days from the date of such request the amount of his entrance fee or the proportionate part of his entrance fee as the case may be and first subscription. Upon payment of his entrance fee or the proportionate part of his entrance fee as the case may be and first subscription, he shall become a member of the Club and be entitled to all the benefits and privileges of Club or Stand or Life Membership as the case may be and be bound by these Articles.

For the removal of any doubt, it is clarified that a person shall become a member of the Club only on date of receipt of payment by the Club of his entrance fee or, in cases where the Committee permits payment thereof by Installments, on the date of receipt of payment by the Club of the first of such installments, as the case may be, and the first subscription and not upon election of such person by the Committee of the Club.

Failure to pay Entrance fee and Subscription

20. If such entrance fee or proportionate part of his entrance fee as the case may be and subscription be not paid within one month of the date of such request as aforesaid, the election of such member shall be absolutely void unless he shall satisfy the Committee that the delay in payment was due to absence from India or other sufficient cause. Provided that if, when such member shall so satisfy the Committee, there shall be no vacancy for Club or Stand Membership, or Life Membership, as the case may be, by reason of election in the meantime of another candidate to fill the vacancy resulting from the election of such Member having become void, the name of the Member concerned shall be placed first in the Candidates' Book for Club or Stand Membership, or Life Membership, as the case may be, and upon the occurrence of the next vacancy in Club or Stand Membership or Life Membership as the case may be, the Member concerned shall be re-admitted to membership upon payment of his entrance fee and first subscription.

Entrance Fee of Life Members

21. Every Life Member shall on election pay an entrance fee of such sum as may be fixed by the Committee from time to time and which sum shall be payable either in one lump sum or by such installments as may be fixed by the Committee from time to time. Any increase in the entrance fee for Life Membership of the Club which may be effected in pursuance of this Article shall operate only prospectively, that is to say only in respect of applications for Life Membership of the Club received on and after 16th December, 2004 that is to say, applicants for Life Membership of the Club whose applications are pending with the Club on 16th December, 2004 shall be liable to pay such sum by way of entrance fee for Life Membership of the Club as has been fixed under the provision of this Article prior to its amendment (approved on 16.12.2004) as provided herein above. Further subject to the provisions of this Article, sons or daughters of Club or Stand or Life Members of the Club shall be liable to pay such sum by way of entrance fee for Life Membership of the Club as hereafter stated:

- (a) if either parent of such sons are or have been Club or Stand or Life Members of the Club, a sum of Rs. 2,00,000/- only provided that such sons of Club or Stand or Life Members of the Club as aforesaid apply for Life Membership of the Club prior to their completing the age of 30 years.
- (b) if either parent of daughters are or have been Club or Stand or Life Members of the Club, a sum of Rs. 2,00,000/- only provided that in the case of married daughters they apply for Life Membership of the Club within 2 years from the date of their marriage or they apply prior to their completing the age of 30 years, whichever is later.

PROVIDED THAT sons, unmarried daughters and married daughters of existing or deceased Club, Stand or Life Members of the Club shall be entitled to avail of reduced entrance fees for Life Membership as stated above only if either of their parents has been a Club or Stand or Life Member of the Club for at least 5 preceding years.

- (c) if either parent of sons or married daughters are or have been Club or Stand or Life Members of the Club for at least 5 years and such sons or married daughters have not applied for Membership under sub- clauses (a) or (b) above, as the case may be, a sum of Rs. 5,00,000/-.

Provided, however, that if the Committee shall in its absolute discretion, decide to permit payment of entrance fee by installments and any Life Member shall fail to pay any of the installments within 15 days 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 of such installment within two weeks 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 within two weeks after his name shall have been so removed, he may, subject to the discretion of the Committee and upon payment of such overdue installment, be readmitted to Life membership. If, however, he does not give any such satisfactory explanation to the Committee within the period aforesaid, the amount of the installment or installments paid by him to the Club prior to his name being removed by the Committee from the Register of Members, shall be and stand forfeited in favour of the Club. A Life Member shall not be liable to pay Annual Subscription after he shall have been elected as such.

Entrance fee and Annual Subscription

22. Entrance fee and Annual Subscription

- (a) Every Club Member shall on election pay an entrance fee of Rs. 2,00,000/- (applicable to all application forms for Club Membership received in the office of the Club after the date of adoption of this Special Resolution by the General Body and requisite approval/s being received by the Club from the Government of Maharashtra, whichever is later) and subject as next hereinafter mentioned, every Stand Member, other than a Lady Stand Member, shall on election pay an entrance fee of Rs. 40,000/-. An Officer holding a commission in the Indian Naval, Military or Air Force shall on election as a Stand Member be entitled to pay his entrance fee by such annual installments as may be fixed by the Committee from time to time, the first of which shall be paid on election and each of the subsequent installments shall be paid at the end of each and every consecutive year after the date of his Membership. If a Stand Member shall be subsequently elected a Club Member, he shall pay a further entrance fee on such election of a sum representing the difference between the entrance fee paid by him on his election as a Stand Member and the entrance fee payable by him on his election as a Club Member. A Lady Stand Member other than one elected under Article 10 shall be liable to pay on election an entrance fee of Rs. 5,000/-.

Provided, however, that the entrance fee as aforesaid, payable by a Lady Stand Member will be applicable in the case of Lady Stand Members who apply for such Membership hereafter. (19th December, 1986).

- (b) The annual subscription payable for the financial year commencing with 1st July 1975 and for each subsequent financial year of the Club shall be Rs. 75/- for all Members, other than Honorary Stand Members and Lady Stand Members, who have become Members prior to 10th August 1956 and shall be Rs. 65/- for Lady Stand Members who have become members prior to 10th August 1956. The Annual Subscription payable for the year commencing with 1st July, 1975 and for each subsequent financial year of the Club shall be at Rs.100/- for all Members, other than Honorary Stand Members and Lady Stand Members, who have become Members on and from 10th August, 1956 upto the 19th day of December, 1974 and shall be Rs. 80/- for Lady Stand Members who have become Members on and from 10th August, 1956 upto the 19th day of December, 1974.
- (c) The Annual Subscription payable by persons who may be elected as Members after the 19th day of December, 1974 shall be (a) Rs.100/- for all Members, other than Temporary Members,

Temporary Service Members, Honorary Stand Members and Lady Stand Members, and (b) Rs. 80/- for Lady Stand Members.

Annual Subscription

23. All Annual Subscription shall be payable in advance on the 1st day of April of each Calendar year.

PROVIDED HOWEVER that those members, either Club or Stand, who attain or have attained the age of sixty-five years and above or who have been Members of the Club for a continuous period of forty years, are exempted from paying the Annual Subscription payable under this Article.

Failure to Pay Annual Subscription

24. If any member shall fail to pay the annual subscription within 6 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 three calendar months 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.

24(A) All Club, Stand and Life Members, elected as such Members after the date of adoption of this Resolution i.e. after 21st September, 2023, (excluding existing Club / Stand / Life Members as also existing Life / Stand Members of the Club who may become Club Members after the date of adoption of this Resolution), shall pay to the Club, in advance, on the First Day of April, of each Calendar Year, annual charges ("Annual Charges") towards upkeep, maintenance etc., of Club's assets, property, equipment and infrastructure of such amount as may be fixed by the Committee of the Club from time to time. If any of the aforesaid Club, Life or Stand Members shall fail to pay the Annual Charges within the time stipulated above, notice shall be sent by the Club to such Member(s) by registered letter or email, to his / her last registered address / email id calling his / her attention there to and if such Member does not pay the amount within 30 (thirty) days of the posting of such notice or the date on which email was sent, then, notwithstanding anything contained to the contrary in the Articles, the membership of such Member shall stand automatically suspended pending payment of his / her Annual Charges to the Club. Upon payment of the Annual Charges, the membership of such Member shall be restored by the Club. In addition to the aforesaid, the Committee of the Club shall be entitled to take such further action against such Member as provided in the Articles, including without limitation, removal of his / her name from the Register of Members.

Subscription of Members on Active Service

25. Notwithstanding anything contained in Article 23 and 24, the following provisions shall have effect:-

- (a) Any member who may be absent from India on active service during the whole of any financial year shall be exempted from the payment of any annual subscription for any such financial year during the whole of which he has been or shall be so absent as aforesaid.
- (b) In any case where during any given financial year the fact that a member has before the commencement of such financial year proceeded on active service out of India has or shall become known before the date on which a notice under Article 24 in respect of the subscription for that year ought to be sent to him such notice shall not be sent to him unless and until it becomes known that he has returned to India before such date.
- (c) In any case where during any given financial year the fact that a member has before the commencement of such financial year proceeded on active service out of India has or shall become known after the date on which a notice under Article 24 in respect of that subscription has been sent to him but before the date on which pursuant thereto he would under Article 24 cease to be a member, he shall not cease to be a member, on such later date. If it later becomes known that the member concerned has returned to India during the financial year in question, a fresh notice shall be sent to him in the terms and in the manner required by Article 24 in respect of the annual subscription for such financial year and such notice shall be deemed in all respects to be a notice under Article 24 in respect of such subscription and the consequences provided for in Article 24 shall follow on the sending thereof.

Contribution for Pandemic Relief

- 25 (A) All Club, Life and Stand Members shall contribute for Pandemic Relief to the Club a sum of Rs.5,000/- (Rupees Five Thousand Only) annually for a period of three years i.e. for the years 2021, 2022 and 2023. Provided However, those Club, Life and Stand Members who have completed the age of 70 years as of the date of passing of this Resolution (i.e. date of Meeting), shall be exempt from payment of the aforesaid contribution of Rs.5,000/- for the financial years 2021– 2022, 2022 – 2023 and 2023 – 2024 . Those Club, Stand and Life Members who complete the age of 70 years as on 30th December, 2022 shall be exempt from payment of the aforesaid contribution of Rs.5,000/- for the financial years 2022 – 2023 and 2023 – 2024. Those Club, Stand and Life Members who complete the age of 70 years as on 30th December, 2023 shall be exempt from payment of the aforesaid contribution of Rs.5,000/- for the financial year 2023 – 2024. The sum of Rs.5,000/- shall be payable for the financial years 2021 – 2022, 2022 – 2023 and 2023 – 2024 on or before 31st March, 2022, 31st March, 2023 and 31st March, 2024, respectively. If any of the Club, Life or Stand Members shall fail to pay the contribution towards Pandemic Relief as aforesaid within the time stipulated above, notice shall be sent by the Club to

such Member by registered letter or email, to his / her last registered address / email id calling his / her attention thereto and if such Member does not pay the amount within 30(thirty) days of the posting of such notice or the date on which email was sent, he / she shall cease to be a Member of the Club and his / her name shall be removed by the Committee from the Register of Members. However, if at any time after his / her name shall have been so removed he / she shall give a satisfactory explanation to the Committee in writing, he / she 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.

Resignation of Membership

26. Any member may resign from his membership by giving to the Secretary notice in writing to that effect. Every such notice shall be deemed to take effect from the date of its receipt, unless expressly stated that it will take effect from the 31st March following.

Cease to be Members

27. If a member of the Club (a) is declared an insolvent or (b) dismissed from the public service or (c) is found guilty by a competent Tribunal of a Criminal offence involving gross misconduct or (d) is warned off by the Royal Western India Turf Club, Ltd. or by any of the Turf Authorities, with which this Club has reciprocal arrangements, under their respective Rules of Racing or (e) is found to be taking or offering illegal bets (the decision of the Committee as to whether a member is guilty of taking or offering illegal bets will be final and binding on the member), he ipso facto shall cease to be a member.

Suspension of Member

28. If any member of the Club shall not observe or comply with or shall commit a breach of any Bye-law, rules or regulations of the Club, or has been posted in accordance with the rules and regulations of the Turf Club House, or shall fail to pay the amount of financial assistance or the amount of installment of such financial assistance or interest due thereon or insurance premium or feeding and upkeep charges or entry fees or such other fees as he is required to pay under the Rules of Racing of the Club within the time fixed by the Stewards and/or Committee, the Committee shall have the power to take such action against such member as it may in its absolute discretion think fit. Such action may include prohibiting such member from entering upon the premises and the race courses of the Club or from attending race meetings or requiring such member to leave the premises or race courses of the Club or suspension of his membership for such period as the Committee shall think fit or removal of his name from the list of members. In the last mentioned case on such member's name being removed from the list of members,

he shall forthwith thereupon cease to be a member of the Club. No member shall however be suspended or expelled without being first summoned before the Committee and full opportunity being afforded to him to explain his conduct, nor unless a majority of four-fifths of the Committee then present shall vote for his suspension or expulsion.

Provided Further that, if at any time after a member's name has been so removed from the list of members, such member thereafter shall appear before the Committee and give a satisfactory explanation to the Committee in writing, he may, subject to the sole discretion of the Committee and upon payment of all arrears and / or complying with the rules / regulations / bye-laws of the Club, (as the case may be), be re-admitted to membership without payment of any entrance fee provided there is a vacancy. It is clarified that the Committee of the Club shall not be required to give any reasons whatsoever for either re-admitting the membership of any such person or refusing to readmit the membership of any such person and further, the decision of the Committee once taken in this regard shall be final and binding on the Club and the person concerned.

Exclusion of Member

29. Without prejudice to the powers of the Committee under Article 27 and Article 28, the Committee may if at any time they shall be of opinion that the interest of the Club so require, by letter invite any member to withdraw from the Club within a time specified in such letter, and in default of such withdrawal submit the question of his expulsion in a Special General Meeting to be held within six weeks after the date of such letter. At such meeting the member whose expulsion is under consideration shall be allowed to offer an explanation of his conduct verbally or in writing, and if thereupon four fifth of the members present shall vote for his expulsion, he shall thereupon cease to be a member of the Club provided that the voting at any such Special General Meeting shall be by ballot if not less than five Club Members present thereat shall so demand. It shall be in the power of the Committee to exclude such member from the Stands and Enclosures until such Special General Meeting shall be held. Any member who shall be expelled under this Article shall not be eligible for re-election.

Membership Badge

- 30.
- (a) Each member will receive a Member's Badge annually, upon payment of such charges fixed by the Committee from time to time, unless the Committee decide that the Badge issued for any year shall hold good for any other year or years. Any Member, not being a Member of the Committee, or a Steward or other officer of the Club, desirous of entering the Member's Enclosure on Race Days must wear his or her Members' Badge, which is not transferable under any circumstances and may not be worn by any person other than the Member to whom it has been issued. In the event of a member arriving at the Race Course without his or her Member's Badge he or she

may, on application to the Secretary and on payment of the charges for the badge as fixed by the Committee, from time to time be supplied with a Visitor's Badge for the day. The above charges for the badge, after deducting there from the amount of Entertainment Duty payable in respect thereof, will be refunded on production of such Visitor's Badge by the Member at the Turf Club Office within 15 (fifteen) days of the date of its issue, but not thereafter, such 15 (fifteen) days to be inclusive of the race day concerned on which a Visitor's Badge shall have been purchased by the member concerned. The aforesaid provisions shall also apply to and be carried out in respect of the wife and/or unmarried daughter/s of a Member who may arrive at the Race Course without a badge issued for her use under sub-Clause (b) of this Article.

Badges for spouse and daughters

- (b) Each member, other than a Lady Stand Member, shall be entitled on application to the Secretary to receive free of charge a badge or badges for the use of his or her spouse and unmarried daughter or daughters of such age as may for the time being be fixed either by the Committee or by the terms of the licence granted to the Club by Government. Application for a badge under this sub-clause must be made in writing signed by the Member, and must state the full name and relationship to the Member of the person for whom the badge is required. A badge issued under this sub-clause is not transferable under any circumstances, and must be returned to the office by the member to whom it was issued when the person ceases to require it or ceases to be entitled to it. A Lady Stand Member who happens to be a widow shall be entitled on application to the Secretary to receive free of charge a badge or badges for the use of her unmarried daughter or daughters.

Loss of Badge

- (c) On the loss of a badge it may be replaced upon payment of such charges as may be decided by the Committee from time to time.

Misuse of Badge

- (d) If a Member shall (1) allow a non-member to use his or her Member's badge or (2) allow a badge issued under sub-clause (b) hereof to be used by any person other than the person for whom it was obtained, such Member may in the discretion of the Committee be suspended for such period as the Committee may determine or be proceeded against under the provision of Article 29. If a non-member shall be found wearing a member's badge or a badge issued to a Member under sub-clause (b) hereof, then the member to whom such badge or lady's badge has been issued shall, unless he or she shall have informed the Secretary in writing that such badge has

been lost and a fresh badge has been supplied to him or her, be presumed until the contrary is proved to have allowed the use of such badge.

Forfeiture of Rights upon Club

31. Any member shall, upon ceasing to be a member of the Club, forfeit all right to and claim upon the Club, and its property and funds but shall nevertheless remain liable for and shall pay to the Club all monies which at the time of such member ceasing to be a member may be due from such member to the Club.

Honorary Members

32. The Committee shall invite His Excellency the Governor of Maharashtra, the Flag Officer, Mumbai, the Chief Justice of the High Court of Judicature at Mumbai and the General Officer Command-in-Chief, Southern Command, and such other dignitaries as they may think fit to join the Club as Club Members without ballot, and may invite visitors temporarily residing in Mumbai or Pune to become Honorary Stand Members for a period not exceeding one month in any year, without entrance fee or subscription.

Official of the Club

33. The Committee may invite any salaried official of the Club to become an Honorary Stand Member for such time or times as the Committee may think fit but in any case not exceeding the period of his agreement with the Club.

Visiting Member

34. The Committee may invite any gentleman or lady who is a bonafide visitor to Western India to join the Club as a Visiting Member without ballot, and any gentleman or lady so invited shall, upon payment of such monthly subscription as may be fixed by the Committee be entitled to all the privileges of a Stand Member, for any period not exceeding 6 months from the date of the invitation of the Committee.

Service Members

35. The Committee, at its sole discretion, may invite, without ballot, any person in active service of the rank of Secretary and above (General Administrative Department) and equivalent designation in other departments of the State or Central Government and also, at the discretion of the Committee, equivalent rank or position in the Army, Navy, and Air Force to be a Service Member of the Club. The Committee shall fix from time to time the entrance fees and annual subscription of Service Members. The Committee shall be entitled to grant such Service Membership on priority basis and in preference to all candidates

whose names appear in the Candidates Book. Subject to the provisions herein above contained, upon payment of the requisite fees, such person shall be entitled and subject to all the privileges, duties and obligations equivalent to those of a Stand Member of the Club. The number of Service Members so invited shall not exceed 15 in a calendar year.

Temporary Members

36. The Committee may invite any gentleman or lady who is a bonafide visitor to Western India or any other member of the public who the Committee may consider deserving of invitation to join the Club as Temporary Member without ballot, and any gentleman or lady so invited shall, upon payment of the annual subscription as fixed by the Committee from time to time, but not exceeding Rs.5,000/- per annum, be entitled to all the privileges of a Stand Member for an initial period of two years from the date of such invitation and then, for such further period(s) at the discretion of the Committee.

Temporary Service Member

37. The Committee may invite any Officer of the Indian Army, Navy or Air Force or any officer in Government Service or Municipal Corporation of Mumbai who the Committee may consider deserving of such invitation to join the Club as a Temporary Service Member without ballot and any officer so invited shall, upon payment of the annual subscription as fixed by the Committee from time to time, but not exceeding Rs.5,000/- per annum, be entitled to all the privileges of a Stand Member for an initial period of three years from the date of invitation by the Committee and then, for such further period(s) at the discretion of the Committee.

Short Term Associates

- 38.
- (a) The Committee may consider applications for Short Term Associates of the Club of such persons as it considers eligible who are domiciled outside India but who reside in India only for the purpose of their service, business, trade, profession or any other purpose of like nature.
 - (b) The entrance fee and annual subscription payable including subscription payable for any further renewal/s by Short Term Associate, shall be determined by the Committee of the Club from time to time.
 - (c) The term of Membership of a Short Term Associate shall be one year from the date of payment made by such candidate after his election of the prescribed fees which he may be required to pay after intimation of the same is given to him by the Club. A Short Term Associate may, however,

apply to the Committee for a renewal for a further period of one year subject to a maximum of three terms of one year each. The annual subscription payable for the renewed period/s shall be as determined by the Committee of the Club from time to time.

- (d) The proposal for Short Term Associate shall be in a form prescribed by the Committee from time to time and shall be accompanied by a declaration in writing signed by the candidate stating the country of his domicile and the purpose of his residence in India on the date of the declaration. If the declaration is found to be incorrect the Committee shall have the power to reject such application of the candidate concerned and if already made a Short Term Associate then to terminate such Short Term Associate of the person concerned and/or to exclude him from all or any of the premises of the Club. Even after such termination/exclusion, he shall continue to be liable to make all payments due by him to the Club.
- (e) A Short Term Associate shall be proposed by one Club Member and seconded by another Club Member and shall be in such form prescribed by the Committee from time to time. The proposer and the seconder would be required to sign the said form and also furnish details of the candidate for election as Short Term Associate. The details required to be furnished of such candidate would be specified in the form. In the event of either the proposer or seconder or both of any candidate for Short Term Associate dying or ceasing to be a Club Member prior to the date of such candidate coming up for election, another proposer or seconder or both as required may be substituted from among the Club Members so that the candidate for Short Term Associate does not lose his priority.
- (f) A Short Term Associate would be permitted, as determined by the Committee from time to time, to the facilities of the Club, its Stands, Enclosures, Mini Club House, Mumbai and Turf Club House, Pune on payment of the usual fees for admission. Admission as a Short Term Associate does not confer any rights of Membership of the Club on such Short Term Associate and is therefore not entitled to attend General Meetings of the Club or to move or second resolutions or to vote for any purpose whatsoever or be a member of any sub-committee of the Club.
- (g) The Committee of the Club shall be entitled to accept or reject any application made by any candidate for Short Term Associate and the decision of the Committee shall be taken by majority and be binding on the candidate concerned.
- (h) The candidate for being appointed as a Short Term Associate would be required to appear before the Committee along with his proposer or seconder. If the candidate for Short Term Associate fails to appear before the Committee as aforesaid, he shall be given one more opportunity to appear before the Committee as aforesaid. In the event the candidate for Short Term Associate fails to

appear before the Committee as aforesaid even on the second occasion, the Committee shall have power to either cancel his name as candidate for Short Term Associate or, if the Committee considers it a fit and proper case, then, to call such candidate to appear before them on a future date fixed by the Committee.

- (i) Immediately upon written intimation being sent by the Club to such candidate of his becoming a Short Term Associate of the Club, such candidate would be required to remit to the Secretary within twenty-one days of such intimation, the amount of entrance fee and annual subscription payable by him. Upon payment of the entrance fee and annual subscription he shall become a Short Term Associate of the Club and shall be entitled to use the Club, its Stands, Enclosures, Mini Club House, Mumbai as also the Turf Club House, Pune upon payment of the usual charges for such admission as applicable to other Members. In the event the candidate fails to pay the entrance fee and/or annual subscription as aforesaid, the appointment of such candidate as Short Term Associate shall be void unless he can satisfy the Committee that the delay in payment was due to unavoidable circumstances or other sufficient cause and the decision of the Committee in this regard shall be final and binding.
- (j) A Short Term Associate shall observe and comply with all the applicable provisions of the Articles of the Club, rules and regulations, notifications, circulars etc. A Short Term Associate would also be required to pay his dues to the Club in time from time to time. In the event of any breach of the provisions by such Short Term Associate of any provisions of the Articles of the Club or rules, regulations, notifications etc. or nonpayment of his dues to the Club, he shall be liable to action by the appropriate authority/Committee of the Club which could include termination of the Short Term Associate granted to such person and/or exclusion of such person by the Committee from all or any of the premises of the Club. Even after such termination/exclusion the Short Term Associate shall continue to be liable to make all payments due by him to the Club.
- (k) The Short Term Associate would be responsible to ensure for the due observance of the foreign exchange rules in force from time to time as also of any other applicable laws, rules and regulations.

Register of Members

39. A list of Register of Members shall be kept in which shall be set forth the names, addresses and occupation (if any) of the Members, Club, Stand, Life, Honorary, Visiting, Service, Temporary and Temporary Service for the time being and in which all changes in membership from time to time taking place shall be recorded.

Resolution of disputes/differences

40. Any disputes/differences which may arise between the Club, its Committee, Stewards, Board of Appeal, any Sub-Committee, Stud Book Authority of India, Officials or any of them or their members (jointly or severally) on the one hand and any person/party entitled to raise such disputes/differences on the other hand under these Articles of the Club or Rules of Racing or any other rules/regulation/byelaws/notifications etc., shall be referred to the jurisdictional courts within the city of Mumbai (India) only and the courts in Mumbai city alone (to the exclusion of any other courts in India) shall have jurisdiction to entertain and try such disputes / differences save and except agreements, contracts etc. where the Club / Committee may agree to arbitration / jurisdiction clause at its sole discretion.

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41. An index of the names of the Members shall also be kept unless the Register of Members is in such a form as to constitute in itself an index.

GENERAL MEETINGS

42. Annual General Meeting

(a) The Club shall, in addition to any other meetings, hold a general meeting (herein called an "Annual General Meeting") at the intervals and in accordance with the provisions herein specified. The Annual General Meeting of the Club shall be held within six months after the expiry, of each financial year; Provided, however, that if the Registrar of Companies shall have for any special reason extended the time within which any Annual General Meeting shall be held by a further period not exceeding three months, the Annual General Meeting may be held within the additional time fixed by the Registrar. Except in the cases where the Registrar has given an extension of time as aforesaid for holding any Annual General Meeting, not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next.

(b) Every Annual General Meeting shall be called for a time during business hours, that is, between 9 am and 6 pm on a day that is not a National Holiday, and shall be held either at the Registered Office of the Club or at some other place within the city in which the Registered Office of the Club is situated, and the notice calling the meeting shall specify it as the Annual General Meeting. 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.

(c) All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

43. Extraordinary General Meetings

- (a) The Committee may call an Extraordinary General Meeting whenever it thinks fit.
- (b) If at any time there are not within India, members of the Committee capable of acting, who are sufficient in number to form a quorum, any member of the Committee or any two Club members of the Club may call an extraordinary General Meeting in the same manner as nearly as possible, as that in which such a meeting may be called by the Committee.

44. Calling of Extraordinary General Meeting on Requisition

- (a) The Committee shall on receiving a Requisition signed by such number of Club Members who have at the date of deposit of the requisition, not less than 1/10th of the total voting power of all the members having at the said date a right to vote in regard to the matter for the consideration of which the meeting is to be called forthwith proceed duly to call an Extraordinary General Meeting of the Club and the provisions of Section 100 of the Act and such other provisions of the Act as may be applicable (including the provisions set out herein below) shall be applicable to the same.
- (b) The Requisition shall set out the matters for the consideration of which the meeting is to be called, shall be signed by the Requisitionists and shall be deposited at the Registered Office of the Club.
- (c) Where two or more distant matters are specified in the Requisition, the provision of sub-clause (a) above shall apply separately in regard to each such matter; and the Requisition shall accordingly be valid only in respect of those matters in regard to which the condition specified in that sub-clause is fulfilled.
- (d) If the Committee does not, within 21 days from the date of the deposit of a valid Requisition in regard to any matters, proceed duly to call a meeting for the consideration of those matters on a day not later than 45 days from the date of the deposit of the Requisition, the meeting may be called by the Requisitionists themselves within a period of 3 months from the date of the requisition.

45. Notice of Meeting

- (a) A General Meeting of the Club may be called by giving not less than 21 days clear notice in writing or through electronic mode as permitted under the Rules.
- (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.
- (c) The notice of the meeting shall be sent to all the Members, Committee Members, and auditors of the Club either –
 - (i) By registered post or speed post; or
 - (ii) Through electronic means, namely, registered email ID of the recipient; or
 - (iii) By courier service.
- (d) The notice shall also be placed on the website, if any, of the Club and of the Agency forthwith after it is sent to the Members.

Contents of Notice

46. Subject to the provisions of the Act –

- (a) Every notice of a meeting of the Club shall specify the place, date, day and hour of the meeting, and shall contain a statement of the business to be transacted thereat.
- (b) The notice of the meeting shall also state:
 - (i) that the Club is providing facility for Voting by Electronic Means and the business may be transacted through such voting;
 - (ii) that the facility for voting, either through Electronic Voting System or Voting Paper 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;
 - (iii) that the Club Members who have cast their vote by Remote E-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

- (c) The notice shall:
- (i) indicate the process and manner for Voting by Electronic Means;
 - (ii) indicate the time schedule including the time period during which the votes may be cast by Remote E-voting;
 - (iii) provide the details about the login ID;
 - (iv) specify the process and manner for generating or receiving the password and for casting of vote in a secure manner.
- (d) The Club shall cause a public notice by way of an advertisement to be published in newspaper(s) as provided in the Act with such details as may be specified in the Act.

Proceedings of Meeting

47. The business of the Annual General Meeting of the Members of the Club in each year shall be:-

Business

- (a) To consider the Financial Statements of the Club and the report of the Committee of the Club and Auditors.
- (b) To elect the nine members of the Committee.
- (c) To appoint the Auditor or Auditors, as the case may be and fix the remuneration of the Auditor or Auditors and
- (d) To consider and if thought fit, to decide on any resolution which may be duly submitted to the meeting.

Special Business

48. Special business shall mean:

- (a) All business other than that mentioned in sub-clauses (a), (b) and (c) of Article 47 transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.
- (b) Where any item of business to be transacted at a meeting is deemed to be special as aforesaid, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such item of business including in particular, (a) the nature of the concern or interest, if any, therein of every member of the Committee and relatives of such members of the

Committee; (b) any other information and facts that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

Provided however that where any item of special business as aforesaid to be transacted at a General Meeting of the Club relates to or affects, any other company, the extent of shareholding interest in that other company of every member of the Committee shall also be set out in the explanatory statement, if the extent of such shareholding interest is not less than 2 percent of the paid-up share capital of that other company.

- (c) Where any item of business to be transacted at the meeting of the Club consists of according the approval of the meeting to any document, the time and place where the document can be inspected shall be specified in the explanatory statement.

Service of Notice

49. Notice of every General Meeting shall be given as per the provisions of Section 101 of the Act as may be applicable to every member of the Club except those members who (having no registered address within India) have not supplied to the Club an address within India for giving of notice to them and no other persons other than the auditors of the Club and members of the Committee shall be entitled to receive notices of General Meetings.

Omission to give any notice

50. The accidental omission to give any notice of any General Meeting, to any Member, or the non-receipt of the notice by any Member entitled to receive the same, or of any additional business to be transacted thereat to any Member of the Club shall not invalidate any proceedings or resolution(s) passed at any such meeting.

Resolution requiring special notice

51. Special notice

- (a) Where, by any provision contained in the Act or in these Articles, special notice is required of any resolution, notice of the intention to move the resolution shall be given to the Club by such number of Members holding not less than 1% of the total voting power. The notice shall be signed either individually or collectively by the Members. The notice shall be sent to the Club not earlier than three months, but at least thirty days before the date of the meeting at which it is to be moved exclusive of the day on which the notice is served or deemed to be served and the day of the meeting.

- (b) The Club shall, immediately after the notice of the intention to move any such resolution has been received by it, give its members notice of the resolution in the same manner as it gives notice of the meeting, but no later than twenty-one days prior to the meeting, exclusive of the date of dispatch of the notice and the day of the meeting, or if that is not practicable shall give them notice thereof either by advertisement in a newspaper in English language, and in vernacular language in a vernacular newspaper, both having wide circulation in the State or in any other mode allowed by the Articles not less than twenty-one days before the Meeting.

PROCEEDINGS AT GENERAL MEETINGS

Quorum at General Meeting

52. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the Meeting proceeds to business. The quorum at a General Meeting shall be thirty Club Members present in person.

Proceedings when quorum not present

53. Proceedings when the quorum is not present

- (a) If within 30 minutes from the time appointed for holding the meeting a quorum is not present, the meeting, if called upon the Requisition of Members, shall be dissolved.
- (b) In any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at other time and place as the Committee may determine.

Provided that in case of an adjourned meeting or of a change of day, time or place of meeting under this Article, the Club shall give not less than three days notice to the members either individually or by publishing an advertisement in the newspapers (one in English and one in vernacular language) which is in circulation at the place where the registered office of the Club is situated.

Quorum at Adjourned Meeting

54. At any adjourned Meeting if the quorum is not present within 30 minutes from the time appointed for holding the meeting, then the Club Members present and entitled to vote whatever their number, shall

form a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place if a quorum had been present.

Chairman

55. Chairman

- (a) The Chairman, if any, of the Committee shall preside as Chairman at every General Meeting of the Club.
- (b) If there is no such Chairman, or if he is not present within 15 minutes after the time appointed for holding the meeting or is unwilling to act as Chairman of the meeting, the Members of the Committee present shall elect one of their members to be the Chairman of the meeting.
- (c) If at any meeting no member of the Committee is willing to act as Chairman, or if no Member of the Committee is present within 15 minutes after the time appointed for holding the meeting, the Club Members present shall choose one of their numbers to be Chairman of the meeting.

Business confined to election of Chairman whilst chair vacant

56. No business shall be discussed at any General Meeting whilst the chair is vacant except the election of a Chairman.

Adjournment of General Meeting

57. Adjournment of General Meeting

- (a) The Chairman may, with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Save as aforesaid, it shall not be necessary to give any notice of an adjournment of the business to be transacted at an adjournment meeting.

Voting to be by show of hands in first instance

58. Subject to the provisions of the Act, at any General Meeting, a resolution put to vote of the meeting shall, unless a poll is demanded as hereinafter provided, be decided on a show of hands.

**Chairman's declaration of result of voting by
show of hands to be conclusive**

59. A declaration by the Chairman in pursuance of these Articles that on a show of hands, a resolution has or has not been carried, or has not been carried either unanimously or by a particular majority, and an entry to that effect in the books containing the minutes of the proceedings of the Club, shall be conclusive evidence of the fact, without proof of the number or proposition of the votes cast in favor of or against such resolution.

Demand for Poll

60. Demand for poll

- (a) Before or on the declaration of the result of voting on any resolution on a show of hands, a poll may be ordered to be taken by the Chairman of the meeting of his own motion, and shall be ordered to be taken by him on a demand made in that behalf by the person or persons specified below that is to say, any Member or Members present in person or by proxy and having not less than one tenth of the total voting power in respect of the resolution.
- (b) The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

Time of Taking Poll

61. Time

- (a) A poll demanded on a question of adjournment shall be taken forthwith.
- (b) A poll demanded on any other question shall be taken at such time not being later than forty-eight hours from the time when the demand was made, as the Chairman may direct.

Scrutinizers at Poll and for Election of Committee and Board of Appeal

62. Scrutinizers at Poll and for Election of Committee and Board of Appeal

- (a) The Chairman of the meeting shall appoint one or more scrutinizer(s) as may be required by law (“Scrutinizer(s)”), to scrutinize the votes cast at a meeting by such mode as permitted under the Act and to report thereon to him.
- (b) The Scrutinizer(s) to be appointed under this Article shall always be Chartered Accountant in practice or Cost Accountant in practice or Company Secretary in practice or an Advocate or any other person who is not in employment of the Club and is a person of repute and who, in the opinion of the Committee, can scrutinize the voting and Remote E-voting process in a fair and transparent manner.

Manner of taking Poll and result thereof

63. Manner of taking Poll and result thereof

Subject to the provisions of these Articles and the Act-

- (a) The Chairman of the meeting shall have power to regulate the manner in which a poll shall be taken.
- (b) In case of any dispute as to the validity or otherwise of a vote, the Chairman’s decision shall be final.
- (c) The Club shall, subject to the provisions of the Act in permitting any other methods of voting, provide the facility to its Club Members to exercise their right to vote on resolutions proposed to be considered at any general meeting through Voting by Electronic Means as provided in the Act.
- (d) A resolution proposed to be considered through Voting by Electronic Means shall not be withdrawn.
- (e) The notice calling a general meeting shall contain the procedure for Voting by Electronic Means.
- (f) In case of any dispute as to the validity or otherwise of a vote, the Chairman’s decision shall be final. The result of the poll, carried out under the provisions of the Act, shall be communicated to the Chairman by the Scrutinizer(s) and shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.
- (g) The Scrutinizer(s) shall, after submission of the results on which the poll was taken, seal up the Voting Papers, if any, and the register and all other papers relating to Voting by Electronic Means and hand them to the Secretary who shall retain the same for seven days thereafter and/or cause the voting to be recorded on a CD or any other compact device which can be opened and read and shall seal the

same and hand it to the Secretary who shall retain the same for seven days thereafter, as the case may be. Further, any enclosures submitted by the Scrutinizer(s) to the Chairman or any person specified in the Act, shall be handed over by the Chairman or such person to the Secretary of the Club forthwith who shall then retain such papers / enclosures as provided for under the Act.

- (h) The results declared along with the report of the Scrutinizer(s) 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.
- (i) Notwithstanding the procedure contained in these Articles for the conduct and manner of taking a poll, where the Club is required to pass any resolution by way of postal ballot under the Act, it shall send a notice to all the Club Members, along with a draft resolution explaining the reasons therefore and requesting them to send their assent/dissent in writing on a postal ballot which shall then be conducted as prescribed under the Act. 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.

Continuance of Meeting after demand of Poll

- 64. The demand of a Poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which a poll has been demanded.

Motion how decided in case of equality of votes

- 65. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a casting vote in addition to his own vote or votes to which he may be entitled as a member.

Minutes of General Meetings

- 66. The Club shall cause minutes of all proceedings of every General Meeting to be kept in accordance with the provision of Section 118 of the Act, by making within thirty days of the conclusion of each such meeting entries thereof in books kept for that purpose with their pages consecutively numbered. Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed by the Chairman of the same meeting within the aforesaid period of thirty days or in the event of the death or inability of that Chairman within that period by a member of the Committee duly authorized by the Committee for that purpose. Any such minutes kept as aforesaid shall be evidence of the proceedings recorded therein.

Inspection of minute books of General Meetings

67. The book containing the aforesaid minutes shall be kept at the Registered Office and be open during business hours to the inspection of any member without charge, subject to such reasonable restrictions as the Club may, by these Articles or in general meeting, impose in accordance with the Sections 118 and 119 of the Act. Any member shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company, with a copy of the minutes on payment of the prescribed fee.

Publication of reports of proceedings of General Meetings

68. No report of the proceedings of any General Meeting of the Club shall be circulated or advertised at the expense of the Club unless it includes the matters required by these Articles or Section 118 of the Act to be contained in the Minutes of the proceedings of such meeting.

VOTES OF MEMBERS

Votes

69. On a show of hands or on a poll every Club Member present in person, or subject to the provisions of Article 70, by proxy, shall have one vote.

Voting by Proxy

70. Members may vote by proxy only for the purpose of demanding a poll at a General Meeting.

Votes in respect of member of unsound mind etc.

71. A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian.

No member to vote unless all sums payable by him have been paid

72. No member shall be entitled to vote at any General Meeting unless all sums presently payable by him to the Club have been paid.

Instrument appointing a Proxy

73. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing. No person shall be appointed a proxy who is not a Club Member of the Club.

Time limit for depositing proxy forms

74. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of authority, shall 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.

Form of Proxy

75. The proxy shall be in the following form or as near thereto as circumstances will admit:-

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 _____ General Meeting of the Club to be held on _____ or at any adjournment thereof.

Date _____ (Sd.) A.B.

Time for objections to vote

76. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at such meeting shall be valid for all purposes.

Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.

Authority to vote given by proxy notwithstanding death of member etc.

77. A vote in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed; Provided that no intimation in writing of such death, insanity, revocation or transfer shall

have been received by the Club at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

MANAGEMENT COMMITTEE

Management Committee - Control of Funds

78. Subject to the provisions of the Act, the entire Management of the Club except as otherwise provided by these Articles and the control over the funds and property of the Club shall be vested in a Committee consisting of nine Club Members elected by the Club Members, as hereinafter provided and such number of persons not exceeding two as may be nominated and appointed by the Government of Maharashtra as hereinafter provided.

Independent & Woman Committee Members

79. Independent Committee Members and/or Woman Committee Member shall be appointed by the Club, when so required to be appointed under the Act, in the manner provided under the Articles and the Act. Where the appointment of a Woman Committee Member is mandated under the Act, the Woman Committee Member to be so appointed shall be a lady Club Member. Appointment of Independent Committee Members shall be in accordance with the provisions of the Act. For purposes of these Articles and the Act, Independent Committee Members and/or Woman Committee Member, if appointed, shall be deemed to be Members of the Committee of the Club and all references to the Committee of the Club shall mean the Committee comprising of such Independent Committee Members and/or Woman Committee Member. Such Independent Committee Members and/or Woman Committee Member shall have like powers, privileges, duties, responsibilities, functions, etc. as that of any other Committee Member of the Club and the provisions of the Articles/Act applicable to the Committee Members shall mutatis mutandis be applicable to the Independent Committee Members and/or Woman Committee Member.

Filling a Vacancy of a Member of Committee or Steward of the Club on leave

80. The Committee shall have power at any time and from time to time to appoint a Club Member to be a Member of the Committee or a Steward of the Club in place of a Member of the Committee or Steward of the Club, as the case may be, who is about to leave, or who has already left Mumbai intending not to return to Mumbai within three calendar months from the date of leaving, and during the absence of such Member or Steward of the Club, as the case may be, from Mumbai and such appointee whilst he holds office as a Substitute Member of the Committee or Substitute Steward of the Club, as the case may be, shall be entitled to notice of the Meetings of the Committee, or of the Stewards, as the case may be, and

to attend and vote thereat accordingly. Such appointee shall ipso facto vacate office if and when the Member of the Committee, or the Steward of the Club, as the case may be, in whose place he shall have been appointed returns to Mumbai, or vacates office as Member of the Committee or a Steward of the Club as the case may be.

**Filling a casual vacancy on the Committee,
or among the Stewards of the Club**

81. The Committee shall have power at any time and from time to time to appoint a Club Member to be a Member of the Committee or a Steward of the Club to fill a casual vacancy occurring among the Members of the Committee elected by the Club Members at the Annual General Meeting or among the Stewards of the Club originally 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. The Government of Maharashtra shall have power at any time and from time to time to nominate and appoint a person whether a Member of the Club or not to be a Member of the Committee to fill the vacancy occurring in the event of the member of the Committee nominated and appointed by the Government of Maharashtra dying or vacating office.

Remuneration of Members of the Committee

82. The remuneration of each Member of the Committee shall be such as is from time to time fixed by the Club in General Meeting. If it consists of a monthly payment, it shall be deemed to accrue from day to day.

The Members of the Committee may also be paid all traveling, hotel and other expenses properly incurred by them (a) in attending and returning from meetings of the Committee or any Sub-Committee thereof or general meetings of the Club or (b) in connection with the business of the Club.

When office of a Member of the Committee to become vacant

83. The office of a Member of the Committee shall become vacant if :

- (i) he incurs any of the disqualifications specified in Section 164 of the Act, to the extent applicable;
- (ii) he absents himself from all meetings of the Committee held during a period of 12 months with or without seeking leave of absence from the Committee;
- (iii) he acts in contravention of the provisions of Section 184 of the Act relating to entering into contracts or arrangements in which he is directly or indirectly interested;

- (iv) he fails to disclose his interest in any contract or arrangement in which he is directly or indirectly interested, in contravention of the provisions of Section 184 of the Act;
- (v) he becomes disqualified by an order of a court or the Tribunal;
- (vi) 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.
- (vii) he is removed in pursuance of the provisions of the Act;
 - (viii) if by notice in writing to the Club he resigns his office; or
 - (ix) he ceases to be a Club member.

Members of the Committee may contract with Club

84.

- (a) Subject to the provisions of Clauses (b), (c), (d) and (e) of this Article and the restrictions imposed by Article 88 and the other Articles hereof and the Act and the observance and fulfillment thereof, no Member of the Committee shall be disqualified from his office by contracting with the Club either as vendor, purchaser, agent, broker or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Club in which any member of the Committee shall be in any way interested, be avoided nor shall any member of the Committee so contracting or being so interested be liable to account to the Club for any profit realized by any such contract or arrangement by reason only of such member of the Committee holding that office, or of the fiduciary relation thereby established, but it is declared that the nature of his interest must be disclosed by him as provided by this Article by Clause (b), (c) and (d) hereof.

Disclosure of interest

- (b) Every Member of the Committee who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement or proposed contract or arrangement entered into or to be

entered into with (i) body corporate in which such a Member or the Member in association with any other Member holds more than two percent shareholding of that body corporate; or is a promoter, manager or Chief Executive Officer of that body corporate; or (ii) firm or other entity in which such Member is a partner, owner or member, shall disclose the nature of his concern or interest at a meeting of the Committee in which the contract or arrangement is discussed and shall not participate at such meeting.

Provided that where any member of the Committee is not so concerned or interested at the time of entering into such contract or arrangement, he shall, if he becomes concerned or interested after the contract or arrangement is entered into, disclose his concern or interest forthwith when he becomes concerned or interested or at the first meeting of the Committee held after he becomes so concerned or interested.

General notice of interest

- (c) Every member of the Committee shall at the first meeting of the Committee in which he participates as a member and thereafter at the first meeting of the Committee in every financial year or whenever there is any change in the disclosures already made, then at the first Committee meeting held after such change, disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals which shall include the shareholding, in such manner as may be prescribed.
- (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.

Interested Member not to participate or Vote In Committee's proceedings

- (e) An interested Member of the Committee shall not take any part in the discussions of, or vote on, any contract or arrangement entered into, or to be entered into, by or on behalf of the Club, if he is in anyway, directly or indirectly, concerned or interested in the contract or arrangement; nor shall his presence count for the purpose of forming a quorum at the time of any such discussions or vote; and if he does vote, his vote shall be void.

Provided that this prohibition shall not apply to the extent exempted under any notification and/or the Act.

**Register of contracts in which Members of the
Committees are interested**

85.

- (a) The Club shall keep one or more Registers in which shall be entered separately particulars of all contracts or arrangements to which Section 184 or Section 188 of the Act applies, including the following particulars to the extent they are applicable in each case:
- (i) company or companies or body corporate, firms or other association of individuals, in which any director has any concern or interest, as mentioned under sub-section (1) of Section 184;
 - (ii) contracts or arrangements with a body corporate or firm or other entity as mentioned under sub-section (2) of Section 184, in which any director is, directly or indirectly, concerned or interested; and
 - (iii) contracts or arrangements with a related party with respect to transactions to which Section 188 applies.
- (b) Entries of particulars in the relevant Register shall be made at once whenever there is a cause to make an entry, in chronological order and shall be authenticated by the company secretary of the Club or by any other person authorized by the Committee for that purpose. The Register shall be kept at the registered office of the Club in the custody of the company secretary or such other person as may be authorized by the Committee.

Disclosure by Member of the Committee of appointments

86. A member of the Committee shall within thirty days of his appointment to or relinquishment of his office as Director, Managing Director, Manager or Secretary in any other body corporate disclose to the Club the particulars relating to his office in the other body corporate which are required to be specified under Section 184 (1) of the Act.

Loans to Members of the Committee

87. The Club shall observe the restrictions imposed on the Club in regard to grant of loans to members of the Committee and other persons as provided in Section 185 and other applicable provisions (if any) of the Act.

Committee Resolution at a Meeting necessary for certain contracts

88.

- (a) All transactions of any nature whatsoever undertaken by the Committee (on behalf of the Club) with any Related Party shall be as mentioned below.
- (b) Except with the consent of the Committee of the Club given by a resolution at a meeting of the Committee and subject to such conditions as may be prescribed, the Club shall not enter into any contract or arrangement with a related party with respect to:
 - (i) sale, purchase or supply of any goods or materials;
 - (ii) selling or otherwise disposing of, or buying, property of any kind;
 - (iii) leasing of property of any kind;
 - (iv) availing or rendering of any services;
 - (v) appointment of any agent for purchase or sale of goods, materials, services or property;
 - (vi) such related party's appointment to any office or place of profit in the Club, its subsidiary company or associate company; and
 - (vii) underwriting the subscription of any securities or derivatives thereof, of the Club:
- (c) Where under the Act, prior approval by way of ordinary resolution at a general meeting of the Club is required, no Club Member shall vote on such ordinary resolution, to approve any contract or arrangement which may be entered into by the Club, if such Club Member is a related party.

Provided That nothing in Sub Clauses (a) and (b) of this Article shall apply to any transactions entered into by the Club in its ordinary course of business other than transactions which are not on an arm's length basis.

- (d) Every contract or arrangement entered into under Sub Clause (b) above shall be referred to in the Committee's report to the Club Members along with the justification for entering into such contract or arrangement.
- (e) Where any contract or arrangement is entered into by a member of the Committee or any other employee, without obtaining the consent of the Committee or approval by an ordinary resolution in the general meeting of the Club under Sub Clause (a) and if it is not ratified by the Committee or, as the case may be, by the Club Members at a meeting within three months from the date on which

such contract or arrangement was entered into, such contract or arrangement shall be voidable at the option of the Committee or of the Club Members, as the case may be, and if the contract or arrangement is with a related party to any Committee Member, or is authorized by any other Committee Member, the Committee Members concerned shall indemnify the Club against any loss incurred by it.

RETIREMENT AND ELECTION OF MEMBERS OF THE COMMITTEE

Date on which Committee shall retire

89. On the conclusion of the Annual General Meeting in each year all members of the Committee, including the Independent Committee Members and/or Woman Committee Member, if any, shall retire.

The Personnel of the Committee

90. Any Club Member shall be eligible for election as a Member of the Committee. Of the Committee Members, one such Member of the Committee shall fulfill the criteria of being a resident director as provided under the Act.

Eligible for Re-appointment

91. Subject to the provisions of the Act and these Articles a retiring member of the Committee shall be eligible for re-appointment.

Filling up vacated places on Committee

92. The Club at the General Meeting at which the Members of the Committee retire as aforesaid may fill up the places vacated by elected members by electing Club Members thereto.

Notice of Candidature for Office of Committee Member

- 93.
- (a) Subject to the provisions of the Act and these Articles any elected Member of the retiring Committee may at his own request be placed on the list of Candidates for Membership of the Committee, hereinafter mentioned.

- (b) Any Club Member who is not a retiring member of the Committee shall also be eligible, subject to the provisions of the Act and these Articles for election to the office of a Member of the Committee held at any General Meeting, if he or some other Club Member intending to propose him, has not less than thirty clear days before the meeting left at the office of the Club a notice in writing under his hand signifying his candidature for the office of a Member of the Committee or the intention of such Member to propose him as a candidate for that office, as the case may be, along with a deposit of Rupees One Lakh or such amount as may be prescribed by the Act which shall be refunded to such candidate or as the case may be, to such Club Member, if the candidate proposed gets elected as a Member of the Committee or gets more than twenty five percent of the total valid votes cast either on show of hands or on poll of such resolution. Provided that no such candidature shall be withdrawn on a date which is within thirty days prior to the date of the meeting. 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.

List of Candidates

94.

- (a) The Secretary of the Club shall prepare a list in alphabetical order of the surnames of the candidates for election to the Committee and shall comprise the names of those elected Members of the Retiring Committee who have requested that their names may be placed thereon (and who shall be distinguished as such in the list) and of the Members duly proposed for inclusion in the list pursuant to Article 93 (b) and shall be sent out with the notice convening the Annual General Meeting at which the election of the Members of the Committee is to take place.
- (b) If the Club receives within the prescribed period any notice from any Club Member under the provisions of Article 93(b) signifying his candidature for the membership of the Committee or proposed by any two Club Members as a candidate for membership, as the case may be, the Secretary shall include the name of the Club Member who offered himself or has been duly proposed for election as a Member of the Committee in the list prepared under the provisions of Sub-Clause (b) of this Article.
- (c) The Club shall inform its members of the Candidature of such person for the office of a Member of the Committee, by serving individual notices on the members not less than twenty-one days before the meeting; provided that it shall not be necessary for the Club to serve individual notices upon the members as aforesaid, if the Club advertises such candidature not less than twenty-one days

before the meeting in at least two newspapers circulating in the State of Maharashtra, of which one is published in the English language and the other in regional language of that place.

- (d) Every Club Member proposed or who has offered himself as a candidate for office of the Member of the Committee shall sign and file with the Club, his consent in writing in the prescribed form to act as a Member of the Committee, if appointed.
- (e) No person shall act as a Member of the Committee of the Club unless within 30 days of his appointment, there has been filed with the Registrar his consent in writing to act as such member of the Committee.

Election of Committee

95.

- (a) If the number of Club Members who have pursuant to the provisions of these Articles and the Act, 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.
- (b) If at the meeting the place(s) of any vacating Member(s) of the Committee is/are not filled up the vacating Member(s) of the Committee or such of them as have not had their place(s) filled up shall be deemed to have been re-elected at the meeting unless:-
 - (i) any such vacating Member(s) of the Committee has/ have by a notice in writing addressed to the Club or its Committee expressed his/their unwillingness to be so re-appointed; or
 - (ii) any such vacating member is not qualified or is disqualified for appointment; or
 - (iii) a resolution, whether Special or Ordinary is required for the appointment or reappointment of such vacating member in virtue of any provisions of the Act.
- (c) Where the number of the Club Members who have, pursuant to the provisions of these Articles and the Act offered themselves or been duly proposed for election as Member of the Committee is more than nine then the election of the Members of the Committee shall be by ballot, through voting by electronic means, in accordance with the Act and the Rules. However, subject to the provisions of the Act, if such election is to be carried out by Voting Paper, then, the following procedure shall be adopted for carrying out the ballot:-

- (i) there shall be furnished to every Club Member, present in person at the meeting a "Voting Paper" containing the item of business to which the Club Member would be required to record his assent or dissent by placing either a cross ("X") or tick mark ("✓") (but not both) in the space provided for recording such assent/dissent.
- (ii) the Voting Paper so furnished to the member present at the meeting shall also contain a list of Candidates with a space opposite each name;
- (iii) any Club Member present in person at the said meeting may complete his Voting Paper by placing either crosses ("X") or tick marks ("✓") (but not both), to indicate affirmative votes, in the spaces opposite the names of the candidates so that he shall not place more than total of either nine crosses or nine tick marks nor more than either one cross or tick mark opposite any one name. Completed Voting Papers shall be deposited, within the time limit specified by the Chairman for such purpose, in Ballot Boxes to be provided.
- (iv) after the expiration of the time limit for the deposit of Voting Papers, the Ballot Boxes shall be opened by the Scrutinizer(s) of the Club, who shall count and record the aggregate number of votes (each cross ("X") or tick mark ("✓") representing an affirmative vote) recorded in all valid Voting Papers in favor of each candidate PROVIDED THAT the Scrutinizer(s) shall be entitled to open the ballot boxes, in the presence of two persons as witnesses, after the polling/voting process is over. All Voting Papers in which more than total of either nine crosses or nine tick marks have been placed or in which more than one cross or tick mark has been placed opposite any one name or in which a cross and a tick mark has been placed opposite any one name or in which both crosses and tick marks have been placed against names of candidates (whether not more than nine or nine and more) or in which any mark other than across ("X") or tick mark ("✓") has been placed shall be deemed invalid Voting Papers and shall be excluded in counting the votes aforesaid. Further, a Voting Paper in which a dissent is recorded against the item of business for election of Committee and even thereafter the Voting Paper is completed for election of up to nine candidates or a Voting Paper in which both assent and dissent are marked or a Voting Paper in which the assent or dissent on the item of business for election of Committee is recorded by any mark, other than a cross ('X') or tick ("✓") mark, shall be deemed invalid and shall be excluded in counting the votes aforesaid. It is clarified that a Voting Paper in which the assent or dissent against the item of business for election of Committee has not been recorded but a Club Member has cast his vote for up to 9 candidates, such Voting Paper shall be deemed valid.

- (d) The Scrutinizer(s) shall, upon consolidating the result of such voting carried out by Voting by Electronic Means and Voting Paper where permitted under the Act, communicate to the Chairman in writing at the meeting the name of all the candidates who have stood for election and in whose favor respectively the number of valid votes have been recorded, stating the names and the number of votes received beginning with the recipient of the greatest number of valid votes. The Chairman shall there upon read to the meeting the report made by the Scrutinizer(s) to him and announce to the meeting the names of the first nine candidates in the order above mentioned. Thereupon the said nine candidates shall be declared to have been duly elected. The Chairman's announcement in this behalf shall be conclusive. Should, however, the voting result in two or more candidates receiving an equal number of votes so that it cannot be ascertained which of such two or more candidates should be deemed to be amongst the first nine candidates receiving the highest number of votes, then the names of such two or more candidates receiving an equal number of votes, shall be written on slips of paper which shall be folded so that the names are concealed and the Chairman shall then draw as many slips as there are vacancies to be filled for ascertaining the first nine successful candidates and the candidates whose name or names as the case may be so drawn, shall be declared duly elected.
- (e) The Scrutinizer(s) shall, after submission of the result on the voting, seal up the Voting Papers, if any, and the register and all other papers relating to Voting by Electronic Means and hand them to the Secretary who shall retain the same for seven days thereafter and/or cause the voting to be recorded on a CD or any other compact device which can be opened and read and shall seal the same and hand it to the Secretary who shall retain the same for seven days thereafter, as the case may be. Further, any enclosures submitted by the Scrutinizer(s) to the Chairman or any person specified in the Act, shall be handed over by the Chairman or such person to the Secretary of the Club forthwith who shall then retain such papers / enclosures as provided for under the Act.

Government Nominated Members on the Committee

96.

- (a) The Government of Maharashtra may nominate and appoint before each Annual General Meeting, such number of persons as it thinks fit not exceeding two and whether Members of the Club or not, to be Members of the Committee of the Club. Such Government nominated members shall hold office from the termination of such Annual General Meeting until the termination of the next Annual General Meeting or the revocation of his nomination and appointment by Government.
- (b) The Government of Maharashtra shall have power from time to time to revoke the nomination and appointment of any person previously nominated and appointed by the Government of

Maharashtra to be a Member of the Committee of the Club and to make fresh nomination and appointment in his place. Such nominee and appointee shall hold office as a Member of the Committee of the Club from the date of his nomination and appointment until the termination of the next ensuing Annual General Meeting.

PROCEEDING OF MEETINGS OF THE COMMITTEE

Meetings of the Committee

97. The Committee may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A minimum number of four meetings of the Committee shall be held every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Committee. The provisions of these Articles shall not be deemed to be contravened merely by reason of the fact that a meeting of the Committee which has been called in compliance with the terms herein mentioned could not be held for want of quorum.

A member of the Committee may, and the Secretary on the requisition of a member of the Committee shall, at any time summon a meeting of the Committee.

Committee, Chairman of

98. The Committee shall at their first meeting after election in every year elect a Chairman of their meetings who shall hold office until the next Annual General Meeting. If the Chairman for the time being of the Committee shall, before his term of office expires, die or resign as a Member of the Committee or as Chairman thereof or shall for any other reason cease or become disqualified to act as a Member of the Committee or its Chairman, the Committee shall elect another Chairman of their meetings who shall hold office from the date of his election until the next Annual General Meeting. If at any meeting the Chairman is not present within five minutes of the time appointed for holding the same, Members of the Committee present shall choose any one of themselves to be Chairman of such meeting.

Questions at Committee Meetings how decided

99.

(a) Save as otherwise expressly provided by the Act, questions arising at any meeting of the Committee shall be decided by a majority of votes.

(b) In case of an equality of votes, the Chairman shall have a second or casting vote.

Quorum

100. Four members of the Committee shall form a quorum for transaction of business.

PROVIDED THAT, subject to the applicability of the provisions of the Act, where a Woman Committee Member and / or Independent Committee Member(s) are required to be appointed on the Committee of the Club, the quorum shall be four members of the Committee or one-third (1/3) of its total strength, whichever is higher.

Explanation: For purposes of this Article, (a) any fraction of a number shall be rounded off as one; (b) "total strength" shall not include Committee Members whose places are vacant.

Members of the Committee may act notwithstanding vacancy

101. The Continuing Members may act notwithstanding any vacancy in the Committee, but if and so long as their number is reduced below the quorum fixed above for a meeting of the Committee, the continuing Members of the Committee or Member of the Committee may act for the purpose of increasing the number of Members of the Committee to that fixed for the quorum, or of summoning a meeting of the Club, but for no other purposes.

Sub-Committee

102. The Committee may, subject to the provisions of the Act, delegate any of its powers to a Sub-Committee consisting of such Member or Members of its body as it thinks fit.

Any Sub-Committee so formed shall be in exercise of the power so delegated, conform to any regulation that may be imposed on it by the Committee.

Chairman - Sub-Committee

103.

(a) A Sub-Committee may elect a Chairman of its meeting.

- (b) If no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the meeting, the Members present may choose any one of themselves to be Chairman of the meeting.

Meetings of the Sub-Committee

- 104. (a) A Sub-Committee may meet and adjourn as it thinks proper.
- (b) Questions arising at any meeting of Sub-Committee shall be determined by a majority of votes of the members present and in case of an equality of votes, the Chairman shall have a second or casting vote.

Validity of Acts done by any meeting of Committee

- 105. All acts done by any meeting of the Committee or of any Sub-Committee appointed as hereinafter provided or by any person acting as a Member of the Committee or Sub-Committee shall notwithstanding that there was some defect in the appointment of any Member of the Committee or Sub-Committee or person acting as aforesaid, or that they or any of them were disqualified shall be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee or any such Sub-Committee.

Audit Committee, Nomination & Remuneration Committee and CSR Committee

- 106. The Club shall upon reaching the turnover and/or other criteria as prescribed under the Act, constitute the following committees:
 - (a) Audit Committee comprising of a minimum of three Committee Members with Independent Committee Members forming a majority and the majority of Members of such Committee including the Chairperson shall be persons with ability to read and understand the financial statements;
 - (b) Nomination & Remuneration Committee comprising of three or more Committee Members out of which not less than one-half shall be Independent Committee Members;
 - (c) Corporate Social Responsibility Committee consisting of three or more Committee Members, out of which at least one shall be an Independent Committee Member, where such Independent Committee Member is required to be appointed under the Act.

The aforesaid Committees shall exercise their roles and responsibilities as may be prescribed under the Act.

Resolution by Circular

107.

- (a) A resolution passed by circular, without a meeting of the Committee or Sub-Committee shall subject to the provisions of sub-clause (b) hereof and the Act be as valid and effectual as a resolution duly passed at a meeting of the Committee or of a Sub-Committee duly called and held.
- (b) A resolution shall be deemed to have been duly passed by the Committee or Sub-Committee thereof by circulation, if the resolution has been circulated in draft together with necessary papers (if any), to all members of the Committee or Sub-Committee, as the case may be, at their address registered with the Club in India by post, courier or such electronic means prescribed and has been approved by such a majority of the members of the Committee or Sub-Committee, who are entitled to vote on the resolution.
- (c) However, if at least one third of the total number of members of the Committee or Sub-committee; as the case may be, demand that any resolution under circulation be decided at the meeting of the Committee or Sub-Committee, as the case may be then the Chairperson must put the resolution to be decided at a meeting of the Committee or Sub-Committee.
- (d) All circular resolutions passed by the members of the Committee or Sub-committee shall be noted at a subsequent meeting of the Committee or the Sub-Committee, as the case may be and made a part of the minutes of such meetings.

POWERS OF THE COMMITTEE

General Powers of the Committee

108. Subject to the provisions of the Act and these Articles the Committee of the Club shall be entitled to exercise all such, powers and to do all such acts and things as the Club is authorized to exercise and do PROVIDED that the Committee shall not exercise any power or do any act or thing which is directed or required, whether by the Act or by any other Act or by the Memorandum or these Articles or otherwise to be exercised or done by the Club in General Meeting; PROVIDED FURTHER that in exercising any such power or doing any such act or thing the Club shall be subject to the provisions contained in that behalf in the Act or any other Act or in the Memorandum or in these Articles or in any regulations not inconsistent therewith duly made there under including regulations made by the Club in General Meeting.

No regulation made by the Club in General Meeting shall invalidate any prior act as the Committee which would have been valid if that regulation had not been made.

**Certain powers to be exercised by
the Committee only at meeting**

109.

(a) Without derogating from the powers vested in the Committee under these Articles the Committee shall exercise the following powers on behalf of the Club and they shall do so only by means of resolutions passed at meetings of the Club:-

- (i) the power to issue debentures;
- (ii) the power to borrow moneys otherwise than on debentures;
- (iii) the power to invest the funds of the Club;
- (iv) the power to make loans;
- (v) to approve financial statements and the Committee's report;
- (vi) to make political contributions;
- (vii) to appoint or remove Key Managerial Personnel;
- (viii) to take note of appointment(s) or removal(s) of one level below the Key Managerial Personnel;
- (ix) to appoint internal auditors;
- (x) to take note of disclosure of interest and shareholding of the members of the Committee;

Provided that the Committee by resolution passed at a meeting delegate to any Member of the Committee or any other principal officer of the Club, the powers specified in (ii), (iii) and (iv) of this clause to the extent specified below on such conditions as the Club may prescribe.

- (b) Nothing in this Article contained shall be deemed to affect the right of the Club in General Meeting to impose restrictions and conditions on the exercise by the Committee of any of the powers referred to in Sub Clause (a) above.

Certain Powers of the Committee

110. Without prejudice to the powers conferred by Article 108 so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restriction contained in the last preceding Article, it is hereby declared that the Members of the Committee shall have the following powers, that is to say, power:-

Control of Club's Funds

- (a) To make such regulations in respect of the Control of the Funds and of the property of the Club, including Totalizators and over the Pune and Mumbai Race Courses Stands and Enclosures as they may think proper.

Stakes and Expenditure

- (b) To defray all expenses in connection with the races held at Mumbai and Pune, the Race Courses, Stands and Enclosures and to provide such prizes to be run for as they may think fit.

The Stewards of the Club shall be entitled at all times and from time to time to recommend to the Committee of the Club to reduce or vary the stake money of any race/s or even cancel a race/s, even after publication/advertisement of the stake money of such race/s, if in the opinion of the Stewards of the Club it becomes necessary/expedient to do so on any ground including nonpayment and/or part payment by a sponsor of the sponsorship amount dues agreed to be contributed for a sponsored race. The Committee of the Club shall consider such recommendation of the Stewards of the Club and after having considered the same, shall be entitled to give their decision in the matter in their absolute discretion as deemed fit which may include the reduction of stake money or cancellation of any race or races. No person shall be entitled to raise any dispute on the decision taken by the Committee of the Club on such recommendation of the Stewards of the Club and all persons shall be bound by such decision of the Committee of the Club.

Subscription for Charitable and Sporting Purposes

- (c) To contribute every year to charitable or sporting purposes not directly relating to the business of the Club or the welfare of its employees, any amounts, the aggregate of which do not in any financial year exceed the limits prescribed under the Act.

Delegation of Powers

- (d) To delegate, subject to such conditions as they think fit, any of their powers to departmental Committees or Sub-Committees or to any official(s) and to make, vary and repeal bye-laws or rules for the regulation of the proceedings of departmental Committees or Sub-Committees.

Bye-laws and Rules

- (e) To make, vary and repeal bye-laws or rules for the regulation of the business of the Club and races to be run on the Race Courses of the Club and of the Officers or servants or Members of the Club or of any department or section of the Club.

Expenses

- (f) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Club.

Officials, appointment of

- (g) From time to time to appoint and at their pleasure to remove or suspend one or more Stipendiary Stewards and such Secretaries, officers, clerks, agents and servants, for permanent, temporary, or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries, wage, commission or emoluments and to require security in the case of such of them and to such amount as they may think fit.

Stores

- (h) To purchase all articles and things which may from time to time be required by the Club, and to pay for the same in cash or otherwise as may be deemed expedient.

Land and Buildings etc.

- (i) To purchase, take on lease or license, or otherwise acquire any land, buildings, houses or other immovable property as may be required or deemed expedient for the purposes of the Club.

Payments of Rents, License Fees, Premiums

- (j) To undertake on behalf of the Club the payment of all rent, premiums and license monies and the performance of all covenants, conditions and agreements contained in or reserved by any deed or contract which the Club may be a party, or which may have been assigned to the Club, to insure and to keep insured, if deemed expedient, all or any of the buildings, articles or other property of the Club, to ensure against the consequential loss through fire of the Club's revenue and/or standing charges, to execute all deeds, agreements, contracts, receipts and other documents that may be necessary or expedient for the purposes of the Club.

Appointment of Trustees

- (k) To appoint any person or persons, company or corporation to accept and hold in trust for the Club and property belonging to the Club, or in which it is interested or for any other purpose and to execute and do all such deeds, acts and things as may be requisite in relation to any such trust and to provide for the remuneration of such Trustees:

Legal Proceedings

- (l) To institute, conduct, defend, compromise and abandon any legal proceedings by or against the Club, its officers and servants or otherwise concerning the business or affairs of the Club and also to compound and allow time for payment or satisfaction of any debts due to the Club and to compromise any claims or demands by or against the Club.

Arbitration

- (m) To refer any claims or demands by or against the Club to arbitration and to observe and perform the awards.

Receipts, etc.

- (n) To make and give receipts, releases and other discharges for money payable to the Club and for the claims and demands of the Club.

Signing of Cheques etc.

- (o) To determine the manner in which bills, notes, receipts, acceptances, endorsement, cheques, releases, contract and documents shall be signed or executed by or on behalf of the Club.

Mortgages of Club's Property

- (p) To execute in the name and on behalf of the Club in favor of any Member of the Committee or other person who may incur or be about to incur any personal liability for the benefit of the Club, such mortgages of the Club's property (present and future) as they may think fit and any such mortgage may contain a power of sale and such other powers, covenants, and provisions as shall be agreed upon.

Benevolent and other Funds etc.

- (q) To establish and support or aid in the establishment and support of associations, institutions, funds or trusts, calculated to benefit employees or ex-employees of the Club or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe, donate or guarantee money for any charitable, patriotic or benevolent purpose or for any exhibition or for any public, general or useful object.

Investments

- (r) To invest and deal with any of the monies of the Club not immediately required for the purposes thereof upon such securities and in such manner as they may think fit and from time to time to vary or realize such investments.

Borrow Moneys

- (s) From time to time at their discretion to raise or borrow any sum or sums of money for the purposes of the Club and to secure the repayment of such monies in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of Debentures or Debenture Stock of the Club charged upon the property and assets of the Club (both present and future).

Lend Moneys

- (t) To lend moneys or to grant financial assistance to intending purchasers of young stock at the annual auction sales held by the Club at such interest and upon such terms and conditions in all respects as they think fit.

Loans to employees

- (u) To grant loans to employees of the Club at such interest or without interest and upon such terms and conditions in all respect as they think fit.

Power to impose Punishment and/or Fines

- (v) To impose punishment and/or a fine or fines on any person or party for infringement or contravention of any of the Articles, Rules of Racing, Regulations and Bye-Laws of the Club, Rules and Requirements for Registration of Indian Horses framed by the Stud Book Authority of India and also for infringement or contravention of any Rules, Regulations and Bye-Laws framed by or under the authority of the Committee.

Totalizators

- (w) Subject to such legislative restrictions as may from time to time be in force to own, take on lease, or otherwise acquire and work and maintain totalizators, devices and other equipments to enable/facilitate racegoers to have access to all forms of betting, including, without limitation betting at fixed/variable odds.

STEWARDS OF THE CLUB

Election of Stewards of the Club

111. The Committee elected at each Annual General Meeting of the Club shall elect, at any time after their election but before the next ensuing Race Day, 9 (nine) Club Members of the Club to be Stewards of the Club for the period during which the Committee by which they are elected hold office. The Stewards of the Club elected each year as aforesaid, shall, at their first meeting, elect a Chairman of their meetings who shall hold office for the period during which the Committee by which they were elected to hold office. If at any time, the Chairman of the Stewards of the Club shall, before his term of office expires, die or resign as Chairman of the Stewards of the Club, then, the existing Stewards of the Club shall elect another Chairman of their meetings who shall hold office as a Chairman of the Stewards of the Club from the date of his election and up to the period for which the originally appointed Chairman was entitled to hold office.

112. "Stewards" shall mean the Stewards of the Club for race meetings conducted at Mumbai and Pune race courses and for locally sanctioned meetings held under the aegis/rules of R.W.I.T.C. Ltd., the term "Stewards" shall mean the Stewards of the Meeting. The term "Stewards of the Club" shall mean the Stewards of the Club only and the term "Stewards of the Meeting" shall mean the Stewards of the Meeting only. Further, for race meetings held at Mumbai and Pune Race Courses, there shall be the body of Stewards of the Club and Board of Appeal and for locally sanctioned meetings held under the aegis/Rules of Racing of R.W.I.T.C. Ltd., there shall be, in addition to the aforesaid bodies, the body of Stewards of the Meeting.
113. The Stewards of the Club elected under the Articles of the Club, shall be entitled at all times to invite the G.O.C.-in-C Southern Command (Pune), to be a Steward of the Club with themselves for such period/Race Meeting/s as determined by them and which period shall however not extend beyond the term of their own office as Stewards of the Club.

Stewards nominated by Government

114.

- (a) The Government of Maharashtra may nominate and appoint after each Annual General Meeting such number of persons as it think fit not exceeding two and whether Members of the Club or not or Members of the Committee or not, to act as Stewards of the Club along with the nine Stewards of the Club to be elected by the Committee under Article 111. Such Government nominated Stewards shall hold office from the date of their appointment until the next Annual General Meeting thereafter or the revocation of their nomination and appointment by Government.
- (b) The Government of Maharashtra shall have the power from time to time and at any time to revoke the nomination and appointment of any person previously nominated and appointed by the Government of Maharashtra to be a Steward of the Club and to make a fresh nomination and appointment in his place. Such nominee and appointee shall hold office as a Steward of the Club from the date of his nomination and appointment until the next ensuing Annual General Meeting.
- (c) In the event of a Steward of the Club nominated and appointed by the Government of Maharashtra dying or for any reason ceasing to be such Steward, the Government of Maharashtra shall have the power to make a fresh nomination and appointment to fill the vacancy so caused. Such nominee and appointee shall hold office as a Steward of the Club from the date of his nomination and appointment until the next ensuing Annual General Meeting.

Remuneration of Stewards of the Club

115.

- (a) The remuneration of each Stewards of the Club shall be such as is from time to time fixed by the Committee. If such remuneration shall, in so far as it consists of a monthly payment, be deemed to accrue from day to day.
- (b) The Stewards of the Club may be paid all travelling, hotel and other expenses properly incurred by them:-
 - (i) in attending and returning from Race meetings.
 - (ii) in connection with the business of the Club.

Powers of the Stewards of the Club

116. The Stewards of the Club shall have power:

- (a) to do all things necessary to ensure that Race Meetings shall be properly and regularly conducted;
- (b) to decide any matter which they are empowered to decide under the Rules of Racing of the Club;
- (c) to warn any person off the Pune and Bombay Race Courses or any other premises over which the Club have jurisdiction or control and to take any lawful measures necessary to enforce their orders;
- (d) to assign to any of the officials of the Club such duties in connection with the proper and regular conduct of Race Meetings as they may think fit.

Stewards and Members of the Board of Appeal not to bet

117. No person who is elected or appointed a Steward of the Club or Steward of the Meeting and no person who is invited to act as a Steward of the Meeting shall bet on the races at which he is officiating as a Steward.

No Member of the Board of Appeal shall bet at races conducted by the R.W.I.T.C. Ltd.

**GENERAL POWERS / PROVISIONS APPLICABLE TO COMMITTEE OF THE CLUB/STEWARDS OF
THE MEETING / STEWARDS OF THE CLUB AND BOARD OF APPEAL**

118.

- (a) The Stewards of the Meeting / Stewards of the Club, appointed/ elected/invited under the Articles of the Club or Rules of Racing (as the case may be), shall have power at all time and from time to time, to exercise their powers, duties and functions as provided for in the Rules of Racing, Notifications/Bye-laws, Articles of the Club and Medication rules and procedures (including rules and procedures relating to prohibited substances) and the Stewards of the Club shall have power at all times and from time to time to formulate, amend, vary, add, modify or delete the aforesaid Medication rules, procedures and notifications and the same shall be notified in the Racing Calendar. The Stewards of the Meeting shall be appointed/invited as provided for in the Rules of Racing/Articles of the Club.

- (b) The Stewards of the Meeting/Stewards of the Club and Board of Appeal, (as the case may be), shall, in the absence of the quorum have power at all time and from time to time to co-opt the requisite number of eligible persons as per the Rules of Racing/ Articles of the Club (as the case may be), to form a quorum and to act at such meeting/s and any adjournment/s thereof. The aforesaid power of co-option can be exercised by the Stewards of the Meeting/Stewards of the Club/Board of Appeal, (as the case may be), in case of any vacancy arising among them for any reason whatsoever, save and except, vacancy to be filled in as provided in Articles 80 and 81 of the Articles of the Club and which are applicable to Stewards of the Club. The co-opted Members shall at all times be entitled to participate, conducts, sit and decide at such meetings including all enquiries/appeals at such meetings and also at any adjournment/s thereof, just as if, they had been duly appointed by the Committee/Stewards of the Club/General Body of Members under the Articles of the Club or Rules of Racing of the Club as the case may be. PROVIDED HOWEVER, in absence of a quorum, the Stewards of the Meeting/Stewards of the Club/Board of Appeal Members, present at the meeting, shall also have, over and above the aforesaid power to co-opt, the power/right to adjourn a meeting to a future date, time and place.

- (c) All acts done by any meeting of the Stewards of the Meeting or Stewards of the Club or Board of Appeal shall, notwithstanding that there was some defect in the appointment of any Member or co-opted Member or person acting as aforesaid, or that they or any of them were disqualified, shall be as valid and effective as if every such persons had been duly appointed/elected/invited, (as the case may be), and was qualified to be a Steward of the Meeting or Steward of the Club or Member of the Board of Appeal.

119. The Stewards of the Meeting, Stewards of the Club, the Board of Appeal and the Committee of the Club appointed/elected/invited under the Articles of the Club or Rules of Racing (as the case may be), shall have power at all time and from time to time, to refer any matter to each other, inter-se, so as to enable the appropriate body of Stewards of the Meeting or Stewards of the Club or Board of Appeal or the Committee of the Club to exercise their powers and take necessary and/or further action under the Rules of Racing. Notifications, Bye-laws, Medication and other rules and procedures (including rules and procedures relating to prohibited substances) and the Articles of the Club.
120. The powers of the Stewards of the Meeting and Stewards of the Club (as the case may be), under the Rules of Racing/Articles of the Club and/or other rules, bye-laws, notifications, extend to all days, including but not limited to Club's race days and inter-venue betting race days, for the term for which they have been so elected/appointed/invited. Further, the powers applicable to the Stewards of the Meeting and Stewards of the Club, as aforesaid, extend, without limitation, to: (i) all premises of the R.W.I.T.C. Ltd, and/or to such other premises under the management and control of the R.W.I.T.C.Ltd.; and/or (ii) all matters, including but not limited to matters which may arise in the course of management of the affairs and/or premises of the Club; and/or for enforcing any rules, regulations, notifications, bye-laws or any other provisions in force of the Club; and/or for securing/enforcing the rights/interests of the Club or of its duly elected, constituted or invited body/persons, and / or, of any person/s including but not limited to Members, owners, trainers, jockeys, officials, racing public and others.
121. The Stewards of the Club are the Stewards of the Club for the period during which they hold such office as Stewards of the Club. PROVIDED HOWEVER, that so far as it may concern any enquiry or proceeding which may be pending before the Stewards of the Club prior to their retirement as provided in the Articles/Rules and which may not have been finally disposed off by them prior thereto, they shall be entitled and competent to continue to proceed with the hearing and disposal of such enquiry or proceeding and to give their decision thereon even after their retirement as Stewards of the Club. Such Stewards of the Club shall be entitled to punish, fine and decide the matter which the Stewards of the Club are empowered to decide under the Articles, Rules of Racing, Notifications, Bye-laws etc. of the Club and the decision given by such Stewards of the Club shall be valid, effective and operative as if they had continued to hold office as Stewards of the Club.
122. The powers and provisions applicable to the Stewards of the Meeting shall also be applicable to the Stewards of the Club subject to the provisions contained in the Articles /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.

Member of the Board of Appeal or Steward of the Club may contract with the Club and their disclosure of interest to the Club.

123. No Member of the Board of Appeal or Steward of the Club (hereinafter referred to as "such Member") shall be disqualified from his office by contracting with the Club either as Vendor, purchaser, agent, broker or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Club in which such Member shall be in any way interested, be avoided nor shall any such Member so contracting or being so interested be liable to account to the Club for any profit realized by any such contract or arrangement by reason only of such Member holding that office, or of the fiduciary relation thereby established but it is declared that the nature of his interest must be disclosed by him in advance to the Secretary of the Club.
124. Nothing contained in Article 123 shall apply to a Club Member, (not being a Member of the Committee of the Club), who is co-opted / appointed to form a quorum for a meeting of the Stewards of the Club or that of the Board of Appeal and / or to act as Steward of the Club or Member of the Board of Appeal (as the case may be) for such meeting. Further, provisions relating to Committee of the Club are as provided in the relevant Article and if a Steward of the Club or a Member of the Board of Appeal is also a Committee Member, then, the provisions in the Articles applicable to Committee of the Club shall be applicable to such Steward of the Club or Member of the Board of Appeal, as the case may be.

The Board of Appeal

125. The Members of the Board of Appeal shall consist of:
- (a) Six Club Members, other than those who are elected / nominated/ appointed/invited as Stewards of the Club or Stewards of the Meeting, who may be elected from time to time as hereinafter provided, and
 - (b) One of the two persons nominated and appointed by the Government of Maharashtra as Members of the Committee for each year.

No person who is a Member of the Board of Appeal shall sit at an enquiry/hearing, if he has any direct or indirect interest in any horse, retained jockey, trainer or the person involved in the enquiry/hearing in question. If at any time any member of the Board of Appeal, shall cease to be a Club Member for any reason whatsoever, he shall, ipso facto, cease to be a Member of the Board also, and if for such or any other reason the office of any Member of the Board is vacated before his term of office will expire in the normal course, the resulting casual vacancy may be filled by

the Board at a meeting of the Board by appointing such other Club Member as it may in its sole discretion think fit to be a Member of the Board.

PROVIDED that any person so appointed shall hold office only up to the date upon which the Member of the Board in whose place he is appointed would have held office, if it had not been vacated as aforesaid.

- (c) The Government of Maharashtra may at any time nominate and appoint any one of the two persons nominated and appointed by it on the Committee of the Club for each year to be a Member of the Board. The Government shall have the power from time to time to revoke the nomination and appointment of such person previously nominated by it to be a Member of the Board and to make a fresh nomination and appointment in his place as per Article 125 (b) above.

Every such nominee and appointee shall hold office as a Member of the Board from the date of his nomination and appointment until the conclusion of the next ensuing Annual General Meeting of the Club or until the revocation or termination of his appointment by the Government, whichever event shall take place earlier.

- (d) Subject to the provisions contained in the foregoing Article 125(c), one third of the Members of the Board shall retire on the conclusion of the next ensuing Annual General Meeting of the Club. Provided, however, that so far as it may concern any enquiry which may be pending before the Board prior to the retirement of its members as aforesaid and which may not have been finally disposed off by them prior thereto, they shall be entitled and competent to continue to proceed with the hearing and disposal thereof and to give their decision thereon even after the date of their retirement as aforesaid and their decision in respect of such enquiry shall be valid, effective and operative as if they had continued to hold office as Members of the Board.
- (e) The Office of a Member of the Board if he is a Member of the Committee shall become vacant in any event in which or for any reason for which the office of a Member of the Committee shall become vacant under Article 83 of these Articles.
- (f) Every Member of the Board will be entitled to receive from the Club all travelling, hotel and other expenses properly incurred by him in attending and returning from each Board Meeting and otherwise in connection with the business of the Board.

- (g) The Members of the Board shall at their Meeting held after their election as aforesaid elect from among themselves a Chairman of the Board who shall hold office until the next ensuing Annual General Meeting of the Club. If the Chairman for the time being of the Board shall, before his term of office expires, die or resign as a Member of the Board or as Chairman thereof or for any reason cease or become disqualified to act as a Member of the Board, the remaining Members of the Board shall elect from among themselves another Chairman of the Board who shall hold office as Chairman of the Board from the date of his election until the next ensuing Annual General Meeting of the Club. If at any Meeting of the Board, the Chairman is not present within 15 minutes at the time appointed for holding the same, the Members of the Board present thereat shall choose any one of themselves to be Chairman of such Meeting.

126. Notice of Candidature for Office of the Board of Appeal

- (a) Subject to the provision of these Articles, any retiring Member of the existing Board of Appeal (hereinafter referred to as "the Board") may at his own request be placed on the list of Candidates for Membership of the Board.
- (b) Any Club Member who is not a Member of the Board shall also be eligible, subject to the provisions of these Articles for election to the office of a Member of the Board held at any General Meeting, if he or some other Club Member intending to propose him, has not less than thirty clear days before the meeting left at the office of the Club a notice in writing under his hand signifying his candidature for the office of a Member of the Board or the intention of such Member to propose him as a Candidate for that office, as the case may be. Provided that no such candidature shall be withdrawn on a date which is within thirty days prior to the date of the meeting.

127. List of Candidates for the Board of Appeal

- (a) The Secretary of the Club shall prepare a list in alphabetical order of the surname of the Candidates for election to the Board and shall comprise the names of those retiring Members of the existing Board who have requested that their names may be placed thereon (and who shall be distinguished as such in the list) and of the Members duly proposed for inclusion in the list pursuant to Article 126 (b) and shall be sent out with the notice convening the Annual General Meeting at which the election of the Members of the Board is to take place.
- (b) If the Club receives within the prescribed period any notice from any Club Member under the provisions of Article 126 (b) signifying his candidature for the membership of the Board or

proposed by any two Club Members as a candidate for membership, as the case may be, the Secretary shall include the name of the Club Member who offered himself or has been duly proposed for election as a Member of the Board in the list prepared under the provisions of Sub-Clause (b) of this Article.

- (c) The Club shall inform its Members of the Candidature of such person for the office of a Member of the Board, by serving individual notices on the Members not less than twenty-one days before the meeting; provided that it shall not be necessary for the Club to serve individual notices upon the Members as aforesaid, if the Club advertises such candidature not less than twenty-one days before the meeting in at least two newspapers circulating in the State of Maharashtra, of which one is published in the English language and the other in regional language of that place.
- (d) Every Club Member proposed or who has offered himself as a candidate for office of the Member of the Board shall sign and file with the Club, his consent in writing to act as a Member of the Board, if appointed.

128. Election of the Board of Appeal

- (a) If the number of Club Members who have pursuant to the provisions of these Articles offered themselves or been duly proposed for election as Member of the Board, is two or less than two, they shall be declared duly elected at the Annual General Meeting of the Club.
- (b) If at the meeting the place(s) of any vacating Member(s) of the Board is/are not filled up, the vacating Member(s) of the Board or such of them as have not had their place(s) filled up shall be deemed to have been re-elected at the meeting unless:-
 - (i) any such vacating Member(s) of the Board has/have by a notice in writing addressed to the Club expressed his/their unwillingness to be so reappointed; or
 - (ii) any such vacating Member is not qualified or is disqualified for appointment; or
 - (iii) In the event of the number of candidates elected or deemed to be re-elected to the Board of Appeal being less than six, the said candidates elected or deemed to be re-elected to the Board of Appeal as aforesaid shall co-opt any Club member/s (other than the Members who are elected / nominated / appointed / invited as Stewards of the Club or Stewards of the Meeting) to function as Member/s of the Board so as to constitute the Board to the full strength of six (6) Members as provided in Article 127 (b); or

- (iv) In the event of (i) no nomination being received from any Club Member of the Club for election to the Board of Appeal and (ii) no retiring Member of the Board of Appeal desiring to stand for re-election to the Board of Appeal at the Annual General Meeting, the Committee shall have power to select, nominate and appoint up to six (6) Club Members (other than the Members who are elected/nominated/ appointed / invited as Stewards of the Club or Stewards of the Meeting) to function as Members of the Board of Appeal to constitute the Board of Appeal to the full strength of six (6) Members.
- (c) Where the number of the Club Members who have, pursuant to the provision of the Articles, offered themselves or been duly proposed for election as Members of the Board is more than two, then the election of the Members of the Board shall be by ballot, through Voting by Electronic Means in accordance with the Act and the Rules. However, subject to the provisions of the Act, if such election is to be carried out by Voting Paper, then, the following procedure shall be adopted for carrying out the ballot:-
- (i) there shall be furnished to every Club Member, present in person at the meeting a Voting Paper containing the item of business to which the Club Member would be required to record his assent or dissent by placing either a cross (“X”) or tick mark (“✓”) (but not both) in the space provided for recording such assent/dissent.
 - (ii) the Voting Paper so furnished to the member present at the meeting shall also contain a list of Candidates with a space opposite each name;
 - (iii) any Club Member present in person at the said meeting may complete his Voting Paper by placing crosses (“X”) or tick marks (“✓”) (but not both), to indicate affirmative votes, in the spaces opposite the names of the candidates so that he shall not place more than total of either two crosses or two tick marks nor more than either one cross or tick mark opposite any one name. Completed Voting Papers shall be deposited within the time limit specified by the Chairman for such purpose, in Ballot Boxes to be provided.
 - (iv) after the expiration of the time limit for the deposit of Voting Papers, the Ballot Boxes shall be opened by the Scrutinizer(s) of the Club, who shall count and record the aggregate number of votes (each cross (“X”) or tick mark (“✓”) representing an affirmative vote) recorded in all valid Voting Papers in favor of each candidate PROVIDED THAT the Scrutinizer(s) shall be entitled to open the ballot boxes in the presence of two persons as witnesses, after the polling/voting process is over. All Voting Papers in which more than

total of either two crosses or two tick marks have been placed or in which more than one cross or tick mark has been placed opposite any one name or in which a cross and a tick mark has been placed opposite any one name or in which both crosses and tick marks have been placed against names of candidates (whether not more than two or two and more) or in which any mark other than a cross ("X") or tick mark ("✓") has been placed shall be deemed invalid Voting Papers and shall be excluded in counting the votes as aforesaid. Further, a Voting Paper in which a dissent is recorded against the item of business for election of Board of Appeal and even thereafter the Voting Paper is completed for election of up to two candidates or a Voting Paper in which both assent and dissent are marked or a Voting Paper in which the assent or dissent on the item of business for election of the Board of Appeal is recorded by any mark, other than a cross ('X') or tick ("✓") mark, shall be deemed invalid and shall be excluded in counting the votes as aforesaid. It is clarified that a Voting Paper in which the assent or dissent against the item of business for election of Board of Appeal has not been recorded but a Club Member has cast his vote for up to 2 candidates such Voting Paper shall be deemed valid.

- (d) The Scrutinizer(s) shall, upon consolidating the result of such voting carried out by Voting by Electronic Means and Voting Paper where permitted under the Act, communicate to the Chairman in writing at the meeting the names of all the candidates who have stood for election and in whose favor respectively the number of valid votes have been recorded, stating the names and the number of votes received beginning with the recipient of the greatest number of valid votes. The Chairman shall thereupon read to the meeting the report made by the Scrutinizer(s) to him and announce to the meeting the names of the first two candidates in the order above mentioned. Thereupon the said two candidates shall be declared to have been duly elected. The Chairman's announcement in this behalf shall be conclusive. Should, however, the voting result in two or more candidates receiving an equal number of votes so that it cannot be ascertained which of such two or more candidates should be deemed to be amongst the first two candidates receiving the highest number of votes, then the names of such two or more candidates receiving an equal number of votes, shall be written on slips of paper which shall be folded so that the names are concealed and the Chairman shall then draw as many slips as there are vacancies to be filled for ascertaining the first two successful candidates and the candidates whose name or names as the case may be so drawn, shall be declared duly elected.
- (e) The Scrutinizer(s) shall, after submission of the result on the voting seal up the Voting Papers, if any, and the register and all other papers relating to Voting by Electronic Means and hand them to the Secretary who shall retain the same for seven days thereafter and/or cause the voting to be

recorded on a CD or any other compact device which can be opened and read and shall seal the same and hand it to the Secretary who shall retain the same for seven days thereafter, as the case may be. Further, any enclosures submitted by the Scrutinizer(s) to the Chairman or any person specified in the Act, shall be handed over by the Chairman or such person to the Secretary of the Club forthwith who shall then retain such papers / enclosures as provided for under the Act.

129. An elected Member of the Board of Appeal may, notwithstanding his term of appointment, be removed at any time as a Member of the Board of Appeal before his term of office expires if, such Member is removed from office upon adoption and passing of an Ordinary Resolution, moved at a General Body Meeting of the Club, for the removal of such member as Member of the Board of Appeal.

Explanation: "Ordinary Resolution" shall have the same meaning as assigned in the Act.

SECRETARY

130. Appointment of Secretary

- (a) Secretary may be appointed by the Committee for such term, at such remuneration and upon such terms and conditions as it may think fit; and any Secretary so appointed may be removed by the Committee.
- (b) Member of the Committee may be appointed as Secretary.

Secretary — His Duties

131. The Secretary shall devote himself entirely to the business and affairs of the Club. He shall have charge of all correspondence and shall keep an account of the Funds of the Club. He shall keep accurate Minutes of all the Meetings of the Club and of the Committee or Sub-Committee. He shall have the care of the offices and furniture and of all books and documents belonging to the Club. He shall give notice of all Meetings of the Club, of the Committee and of Sub-Committees. He shall duly notify Members of their election and collect all dues from Members of the Club and others. He shall prepare the Annual Report and Balance Sheet of the Club under the guidance of the Committee and generally perform all such duties as are incidental to his office.

SEAL

132. The Committee shall provide for the safe custody of the Seal of the Club. The Seal of the Club shall not be affixed to any instrument except by the authority of a Resolution of the Committee and except in the presence of at least two Members of the Committee and of the Secretary or such other persons as the Committee may appoint for the purpose; and those two Members of the Committee and the Secretary or other persons as aforesaid shall sign every instrument to which the Seal of the Club is so affixed in their presence.

ACCOUNTS

133. The Club shall prepare and keep at its registered office books of account and other relevant books and papers and financial statements for every year which give a true and fair view of the state of affairs of the Club, including its branch offices. Such books of account shall be kept on accrual basis and according to the double entry system of accounting.

Inspection of Accounts and Books

134. The Committee shall from time to time determine whether and to what extent and at what time and place, and under what conditions and regulations, the accounts and books of the Club or any of them shall be open to the inspection of the members, and no Member shall have any right of inspecting any account or book or document of the Club except as conferred by the Act or authorized by the Committee or by a resolution of the Club in General Meeting.

Balance Sheet and Income and Expenditure Account

- 135.
- (a) At every Annual General Meeting of the Club the Committee shall lay before the Club Members the financial statements of the Club for the relevant financial year which shall be on a date that shall not precede the day of the meeting by more than six months from the date of closing of the financial year.

Report of the Committee

- (b) The Committee shall make out and attach to every Financial Statements a report prepared by it under the provisions of Section 134 (3) of the Act.

Contents of the Balance Sheet

- (c) The financial statements shall give a true and fair view of the state of affairs of the Club and comply with the accounting standards notified under the Act and shall be in the form prescribed under Schedule III of the Act.
- (d) Save as otherwise provided in the Act, every Balance Sheet and every Income and Expenditure Account of the Club shall be signed on behalf of the Committee by the Secretary and by not less than two Members of the Committee of the Club.
- (e) The Balance Sheet and the Income and Expenditure Account shall be approved by the Committee before they are signed on behalf of the Committee in accordance with the provisions of this Article and before they are submitted to the Auditors for their report thereon.

136. The income and property of the Club shall be applied towards the objects of the Club and no portion thereof shall be applied in payment of dividends to the Members of the Club.

AUDIT

137. At least once in every year the accounts of the Club shall be examined and the correctness of the accounts and balance sheet ascertained by one or more Auditor or Auditors.

Appointment of Auditors and their duties

138. The Auditors shall be appointed and their duties regulated in accordance with Sections 139, 140, 141 and 142 of the Act, or other statutory provisions as to audit for the time being in force, the Members being treated as the shareholders mentioned in those sections.

NOTICE

139. Notices how given

- (a) A notice may be given by the Club to any member either personally or by sending it by registered post, speed post or courier service to his registered address or (if he has no registered address in India) to the address, if any, within India supplied by him to the Club for the giving of notices to him. Notices may also be given through electronic means in a manner prescribed by the Committee

Notices sent by Post

- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice and, unless the contrary is proved, to have been effected at the time at which the letter would be delivered in ordinary course of post.

Notice by Club and Signature thereto.

140. Any notice to be given by the Club shall be signed by a Member of the Committee or the Secretary or by such other officer as the Committee may appoint and such signature may be written, printed or lithographed.

Local Members of the Turf Club House at Pune

141.

- (a) Any person, who may be resident in Pune or in any of the surrounding localities in the neighborhood of Pune or who may be employed by a firm, company, association or other person functioning in Pune or in any of its said surrounding localities and who shall have completed the age of 18 years and be considered by the Committee fit and deserving to be received in good society, shall, subject to the discretion of the Committee, be eligible for election as a Local Member of the Turf Club House at Pune. The question as to whether any of the localities are or are not "surrounding localities in the neighborhood of Pune" within the meaning of this Article shall be determined and decided by the Committee at any time and from time to time at its sole and absolute discretion, and its determination and decision in that behalf shall not be liable to be questioned or be questioned by any person whomsoever at any time whatsoever.

In addition to the aforesaid category of persons eligible for election as Local members of the Turf Club House at Pune, the Committee of the Club shall be entitled to invite at their discretion, (i.e. without election as hereinafter provided), any person of such rank from the defense services as may be decided by the Committee from time to time, including retired personnel from the defense services, to be a Local Member of the Turf Club House at Pune, PROVIDED HOWEVER AND NOTWITHSTANDING anything contained to the contrary in these Articles, such defense personnel who are invited by the Committee to be Local Members of the Turf Club House at Pune shall pay as entrance fee a minimum amount of Rs. 10,000/- (Rupees Ten Thousand Only) or such other higher amount as may be fixed and decided by the Committee from time to time. For

the avoidance of doubt it is clarified that the amount of entrance fee applicable to other persons elected as Local members of the Turf Club House at Pune (as contained in these Articles) shall not be applicable to persons invited by the Committee from the defense services to be Local Members of the Turf Club House at Pune. Save and except as hereinabove provided, all other provisions in these Articles applicable to "Local Member" / "Local Member of the Turf Club House" (as referred to or defined in these Articles), including monthly subscription payable, shall be applicable to personnel from the defense services who are invited by the Committee to be Local Members of the Turf Club House at Pune.

- (b) Any such person as aforesaid is hereinafter, for brevity's sake referred to as a "Local Member" and such person or persons shall be designated as "Local Member of the Turf Club House." A Local Member shall not fall within the definition of the word "Member" contained in these Articles and none of the provisions of these Articles relating to a Member of the Club or the Membership of the Club shall be applicable to or be availed of by any Local Member.
- (c) The number of Local Members of the Turf Club House shall be limited to 500 until otherwise reduced or increased, as the case may be, by the Committee at its discretion from time to time.
- (d) Every candidate for election as a Local Member shall be proposed by a Club Member by a letter addressed to the Secretary. Such proposer shall give the full name and address of the candidate for Local Membership and his profession, rank, business or occupation and the names of any Clubs of which he is already a Member. If a candidate has been previously rejected for Local Membership or his candidature has been withdrawn after his name is entered in the Book of Candidates for Local Members, that fact shall be stated in the letter of proposal. In the event of the proposer dying or ceasing to be a Club Member prior to the date of the Candidate coming up for election as a Local Member, another proposer may be substituted from among the Club Members, so that such Candidate does not lose his priority.
- (e) All candidates for Local Membership shall come up for election in the order in which their names appear in the Candidates' Book of such Members which may be provided by the Club.
- (f) The election for Local Membership shall be by ballot of the Committee and provided there is a vacancy, shall take place at such meeting of the Committee held after the entry of the name of the candidate in the Candidates' Book as the Committee may decide at its discretion; and the Committee shall from time to time make rules or otherwise determine as to the manner in which the voting by ballot and the results of such voting shall be determined.

- (g) Immediately upon the election of a person as a Local Member, written notice thereof shall be given to him and he shall be furnished with a copy of the Memorandum and Articles of the Club and a request be made to him to remit to the Secretary within 14 days from the date of such request the amount of his entrance fee and monthly subscriptions payable in advance up to 31st March, following. If such entrance fee and monthly subscriptions payable in advance up to 31st March, following be not paid within one month of the date of such request as aforesaid the election of such member shall be absolutely void. Upon payment of his entrance fee and such monthly subscriptions in advance, he shall become a Local Member and be bound by these Articles in so far as they are or may be applicable to him, but, except as herein otherwise provided, shall not be entitled to any of the benefits, amenities, facilities, rights or privileges of the Life, Club or Stand Membership, as the case may be.
- (h) Every Local Member shall on election as such immediately pay an entrance fee of *Rs. 50,000/- or such other amount of fee as may from time to time be fixed by the Committee at its discretion. Further, subject to the provisions of these Articles, sons or daughters of existing Local Members, who have been Local Members of the Turf Club House at Pune for at least 5 preceding years, shall also be permitted to become Local Members of the Turf Club House at Pune on payment of an amount of entrance fee to be fixed by the Committee at its sole discretion from time to time which may be an amount that is less than the amount of entrance fee payable by other Local Members on election under this Article. Such sons and daughters of Local Members shall on election pay the entrance fee as prescribed by the Committee and would also be subject to the norms prescribed by the Committee from time to time. Upon payment of the entrance fee, such sons / daughters shall also become a Local Member of the Turf Club House, Pune and shall be governed by the applicable provisions of the Articles of Association of the Club in this regard, including payment of monthly subscription etc. as provided in the Articles. The Local Member shall also pay in advance up to 31st March following a monthly subscription of **Rs.20/- merely for the use of the Turf Club House at Pune (exclusive of all other charges for other benefits, amenities and facilities availed of or enjoyed by him or her, such as residential accommodation in any part of the Turf Club House, meals, refreshments, card-room or billiard-room charges etc. as may be chargeable to and payable by the Members of the Club or their guests or other visitors to the Turf Club House or as may otherwise be determined from time to time by the Committee to be payable by such Local Member in respect to the use of the Turf Club House). Provided, however, that, except during the Pune Racing Season, a Local Member will be entitled to use all the benefits, amenities and facilities of and at the Turf Club House at Pune on payment of such appropriate charges for the same as may be prescribed by the Committee from time to time, but during the Pune Racing Season residential accommodation in the Turf Club House shall not be allowed to a Local Member so long as the requirements of Members of the Club for such

accommodation are not fully met, it being a term and condition of the admission of a person to Local Membership that first preference for accommodation in the Turf Club House will always be given to Members of the Club over the Local Members. The Committee shall, at its discretion, increase from time to time the said monthly subscription of **Rs.20/- to such extent as it may think fit. No refund of such monthly subscriptions paid in advance will be made under any circumstances whatsoever.

Should a Local Member of Turf Club House at Pune (“TCH”) die and his widow makes an application to be made a “Dependent Local Member of TCH”, (excluding a widow of a Local Member of Turf Club House elected by the Committee from such rank of defense services, including retired personnel from defense services), then such widow may, at the sole discretion of the Committee be elected to become a Dependent Local Member of TCH without payment of any entrance fee. Upon such election, all provisions, rules, regulations, notifications etc. applicable to a Local Member of TCH shall be applicable to such Dependent Local Member of TCH and shall also be liable for payment of any charges for the use of any facilities etc. prescribed from time to time. It is further provided that, notwithstanding anything contained to the contrary in the Articles, a Dependent Local Member of TCH shall be restricted only to the widow of a Local Member of TCH as provided in this Article and sons / daughters (married or un-married) of a Dependent Local Member of TCH shall not be entitled to any rights or privileges and nor shall such sons / daughters (married or un-married) be entitled to any reduction in entrance fees for becoming a Local Member of TCH, save and except as provided in Article 141(h) of the Articles of the Club.

*(The entrance fee was increased by the Committee from Rs. 500/- to Rs. 1,000/- at its meeting held on 10th November 1979 and subsequently increased to Rs. 2,500/- at its meeting held on 3rd January 1981 and increased to Rs. 50,000/- pursuant to the amendment approved at the A.G.M. held on 20th December 2007.)

** (The monthly subscription was increased by the Committee from Rs. 20/- to Rs. 30/- at its meeting held on 21st January 1984, from Rs. 30/- to Rs. 60/- w.e.f. 1st January 1989 at its meeting held on 25th October 1988, from Rs. 60/- to Rs. 125/- w.e.f. 1st October 1990 at its meeting held on 31st July 1990 and from Rs. 125/- to Rs. 300/- w.e.f 1st January 1994 at its meeting held on 22nd December 1993).

- (i) All monthly subscriptions shall be payable annually by every such Local Member in advance on the 1st day of April in each year. If any Local Member shall fail to pay such monthly subscriptions payable by him in advance up to 31st March following 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 30 days

from the date of posting of such notice, he shall cease to be a Local Member and his name shall be removed from the list of such Local Members. If at any time after his / her name shall have been so removed from the list of Local Members, if he / she may apply a fresh to the Club for such Local Membership, the Committee may thereupon, at its sole discretion, either allow such fresh application (upon payment of entrance fees and clearing all dues) or reject the same. Notwithstanding the aforesaid, if he / she shall give a satisfactory explanation to the Committee in writing, he / she may, subject to the sole discretion of the Committee and upon payment of all arrears, be re-admitted as Local Member of the Turf Club House at Pune without payment of any entrance fee, provided there is vacancy.

- (j) A Local Member shall not be entitled in his own right as such to admission to the Members' Enclosures of the Club, either in its Race Course at Mumbai or in its Race Course at Pune and as such he will not be entitled to receive, either for himself or for his wife or for any of his unmarried daughter/s any badges issued to Members of the Club for admission to either of the said two Members' Enclosures. However, the Committee of the Club in its sole discretion may permit entry to a Local Member and his wife / wives and unmarried daughter(s) above 18 years of age, entry to the Members' Enclosures of the Club in its Race Courses at Mumbai or Pune or at such other designated areas, subject to any terms and / or payment of any charges / fees that may be fixed by the Committee of the Club from time to time. A Local Member shall also not be entitled to introduce any guest to the Members' Enclosures either at the Mumbai Race Course or the Pune Race Course. Further, he shall not be entitled to attend or be present at any General Meeting of the Club or to any of the other rights or privileges available to any of the classes of Members of the Club under or in pursuance of any of the provisions of these Articles; however, a Local Member may be co-opted at the discretion of the Committee to serve as a Member of the Turf Club House Committee if and when the Committee so desires.
- (k) Except as otherwise hereinabove expressly provided, all obligations, liabilities, disabilities, restrictions, prohibitions and disciplinary and other penal provision herein above provided in respect of the Members of the Club shall attach and be applicable to Local Member and the Committee shall have full and unrestricted powers and rights to apply, impose and enforce the same against the Local Members in such manner and to such extent as it may in its discretion think fit from time to time. Further, all Local Members shall be subject to such other Rules, Regulations and Bye-Laws, as may be framed and made by the Committee from time to time in respect of the use of the Turf Club House at Pune by the said Local Members and of their conduct and behavior thereat or otherwise; and accordingly all Local Members shall be subject to the same and be bound and abide thereby in all respects.

- (l) All references in these Articles to a person or candidate applying for membership as a Local Member or to the expression "Local Member" or "Local Membership" in the masculine gender shall be deemed to be reference thereto in the feminine gender also, and accordingly reference therein to the wife of any such Local Member shall be deemed to be references to the husband of any such Local Member also, and further that words such as "he", "his" and "himself", as the case may be, used in these Articles in the case of any such Local Member as aforesaid shall be deemed to mean and include "she", "her" and "herself" respectively, as the case may be.

**LOCAL CORPORATE MEMBERS OF
THE TURF CLUB HOUSE AT PUNE:**

142.

- (a) Any Company registered under the Companies Act, 1956, in India or any Body Corporate or Corporation incorporated outside India under any law or regulation for the time being in force, other than a Co-operative Society or a Partnership firm, having its office or place of business within the Pune Municipal or Cantonment area or in any of its surrounding localities and having PAID-UP Capital and Free Reserves exceeding Rs. 10 lacs shall, subject to discretion of the Committee, be eligible for election as a Local Corporate Member of the Turf Club House at Pune. The question as to whether any of the localities are or are not "surrounding localities in the neighborhood of Pune" within the meaning of this Article shall be determined and decided by the Committee at any time and from time to time at its sole and absolute discretion and its determination and the decision in that behalf shall not be liable to be questioned or be questioned by any person whomsoever at any time whatsoever.
- (b) Any such Company as aforesaid is hereinafter, for brevity's sake referred to as "Local Corporate Member" and shall be designated as a "Local Corporate Member of the Turf Club House". A Local Corporate Member shall not fall within the definition of the word "Member" contained in these Articles and none of the provisions of these Articles relating to a Member of the Club or the Membership of the Club shall be applicable to or be availed by any Local Corporate Member or its Nominee.
- (c) The number of Local Corporate Members of the Turf Club House shall be limited to 100 until otherwise reduced or increased, as the case may be, the Committee at its discretion from time to time.
- (d) Every candidate for election as a Local Corporate Member shall be proposed and seconded by members who have been Club Members of the Club for more than ten years neither of whom

shall be a member of the Committee of Management, and supported by six members who have been Club Members of the Club for more than ten years. Every proposal shall be in writing and shall be made on the prescribed form provided for the purpose. The proposer shall write a covering letter with the application form giving full details about the Corporate Member proposed for membership. Amongst the details required is an expressed opinion about the financial resources of the candidate. No member shall propose or second more than one candidate for Corporate Membership in any one year. If a candidate has been previously rejected for Local Corporate Membership or its candidature has been withdrawn after the name was entered in the Book of Candidates for Local Corporate Members, that fact shall be stated in 'the letter of proposal'. In the event of the proposer dying or ceasing to be a Club Member prior to the date of the candidate coming up for election as a Local Corporate Member, another proposer may be substituted from among the Club Members, so that such candidate does not lose his priority.

- (e) All candidates for Local Corporate Membership shall come up for election in the order in which their names appear in the Candidates' Book of such Members maintained by the Club.
- (f) The election of Local Corporate Membership shall be by ballot of the Committee and, provided there is a vacancy, shall take place at such meeting of the Committee held after the entry of the name of the candidate in the Candidates' Book as the Committee may decide at its discretion; and the Committee shall from time to time make rules or otherwise determine as to the manner in which the voting by ballot and the results of such voting shall be determined. The Committee shall accept the candidate for Local Corporate Membership or reject it without assigning any reason, as it may in its sole discretion deem fit and proper.
- (g) A Body Corporate shall on its election pay an Entrance Fee of Rs.5,00,000/- in one lump sum within four weeks after such election. The Local Corporate Membership shall commence on payment of the Entrance Fee as above. The Local Corporate Membership shall cease at the expiry of 15 years from the date of payment of Entrance Fee, provided that no part of such Entrance Fee shall be refundable in case the Local Corporate Membership ceases prematurely for any reason whatsoever. At the expiry of the period of 15 years the Local Corporate Membership shall automatically come to an end.

Right of Local Corporate Members

- (h) Subject to the provision herein below, on acceptance of the Local Corporate Membership and during the subsistence thereof, the Local Corporate Member shall have the right to nominate at a

time **ONE DIRECTOR OR SENIOR EXECUTIVE** (herein after referred to as the “Corporate Nominee”).

For the purpose of nominating any person as a Corporate Nominee the Local Corporate member shall give to the Secretary of the Club a Notice in writing specifying therein the name, designation or office held by such nominee in the Company, residential address and such other particulars as may from time to time be prescribed by the Committee. On receipt of such nomination from the Local Corporate Member, the Secretary shall cause cyclostyled copies thereof to be made and sent to each member of the Committee.

The election of a nominee of a Local Corporate Member shall be by ballot of the Committee and the Committee shall from time to time make rules or determine the manner in which voting by ballot and the result of such voting shall be determined. In the event of rejection of the nominee of a Local Corporate Member at ballot, the Local Corporate Member shall have a right to nominate its another Director or Senior Executive and the procedure prescribed hereinabove shall mutatis mutandis apply in respect of successive nominations, as the case may be. The Local Corporate Member shall have a right to withdraw at any time a nomination made by it earlier by giving to the Secretary of the Club a Notice in writing in that behalf.

On the withdrawal of the Corporate Nominee or on his not being elected according to the provisions herein set out, a Local Corporate Member shall have the same right of nomination for another person as Corporate Nominee as is contained hereinabove.

The Nomination of every Corporate Nominee shall ipso facto cease on the cessation of the Membership of the Local Corporate Member or on the withdrawal by the Local Corporate Member of such nomination at any time.

- (i) The Local Corporate Member shall in respect of its nominee pay in advance up to 31st March following a Local Annual Subscription of Rs.20,000/- merely for the use of the Turf Club House at Pune (exclusive of all other charges for other benefits, amenities and facilities availed of or enjoyed by him or her such as residential accommodation in any part of the Turf Club House, meals, refreshments, card room or billiards room charges etc., as may be chargeable to and payable by the Members of the Club or their guests or other visitors to the Turf Club House, or as may otherwise be determined from time to time by the Committee to be payable by such Local Corporate Member or its Nominee in respect of the use of the Turf Club House). Provided, however, that except during the Pune Racing Season, a Local Corporate Nominee will be entitled to use all the benefits, amenities and facilities of and at the Turf Club House at Pune on payment

of such appropriate charges for the same as may be prescribed by the Committee from time to time, but during the Pune Racing Season residential accommodation in the Turf Club House shall be allowed to a Corporate Nominee only if a room is vacant and available and is not allotted to a Club, Stand or Life Member of the Club, this being a term and condition of the admission of a person to such Local Corporate Membership.

The Committee may at its sole discretion increase from time to time the said Local annual subscription of Rs.3,600/- to such extent as it may think fit. No refund of any subscription paid in advance as prescribed herein will be made under any circumstances whatsoever. All subscription shall be payable by every such Local Corporate Member or its Nominee in advance on the 1st day of April in each year, and shall be the joint and several liability of each of them.

If any Local Corporate Member or its nominee shall fail to pay such subscription payable in respect of such Nominee in advance up to 31st March, following, within three months after the date upon which it shall have become due, notice shall be sent to the Local Corporate Member by registered letter, to its last registered address, calling its attention thereto and if it does not pay the amount within 30 days from the date of posting such notice the Local Corporate Member shall cease to be a Local Corporate Member and its name shall be removed from the list of such Local Corporate Member.

No appeal will be entertained from it by the Committee of the Club or any other authority thereof against such removal from the list, but it may reapply to the Club for such Local Corporate Membership and the Committee may thereupon at its discretion either admit such reapplication or reject the same.

Restriction on number of Local Corporate Membership

- (j) No Local Body Corporate shall be entitled to hold at a time more than two Corporate Memberships.

Rights and obligation of the Corporate Nominee:

- (k) A Corporate Nominee so long as his nomination subsists shall have all the rights as regards the use of the Turf Club House at Pune but shall only be entitled to the booking of residential

accommodation at the Pune Turf Club House during the time races are run at Pune during Pune Racing Season subject to the conditions stated in clause (ix) above and shall not be entitled to any other benefits, amenities, facilities, rights or privileges of a Life, Club or Stand Member of the Club, as the case may be. He shall also not be entitled to introduce any guest to the Members' Enclosure either at the Mumbai Race Course or the Pune Race Course. Further, he shall not be entitled under any circumstances to attend or be present at any General Meeting of the Club or to any of the other rights or privileges to any of the classes of Members of the Club under or in pursuance of any of the provisions of these Articles.

- (l) A Local Corporate Member or its Nominee shall not be entitled in his own right as such to admission to the Members' Enclosures of the Club, either in its Race Course at Mumbai or in its Race Course at Pune and as such will not be entitled to receive any badges issued to the Members of the Club for admission to either of the said two Members' Enclosures. Such Corporate Nominee may, however, be permitted to purchase himself, or his wife/ wives and unmarried daughter/s above 18 years of age Lawn Badges for admission to the Member's Enclosure at the Mumbai and Pune Race Courses on any race days on payment of prescribed charges in that behalf. A Corporate Nominee shall be amenable to the same discipline and subject to the same rules for expulsion or cessation as a Stand Member of the Club. The Corporate Nominee shall cease to enjoy all rights given to him under these rules as soon as his nomination is revoked or withdrawn by the Local Corporate Member under sub-rule (viii) above.

Except as otherwise hereinabove expressly provided, all obligations, liabilities, disabilities, restrictions, prohibitions and disciplinary and other penal provisions provided in the Articles of the Club in respect of the Stand Members of the Club and/or Members of the Turf Club House, shall attach and be applicable to Local Corporate Members and Corporate Nominees and the Committee shall have full and unrestricted powers and right to apply, impose and enforce the same against the Local Corporate Members or Corporate Nominees in such manner and to such extent as it may in its discretion think fit from time to time. Further, all Local Corporate Members and their Nominees shall be subject to such other rules, regulations and bye-laws as may be framed and made by the Committee from time to time in respect of the use of the Turf Club House at Pune by Local Corporate Members and their nominees and of their conduct and behavior thereat or otherwise; and accordingly all Local Corporate Members and their Nominees shall be subject to the same, and, be bound to abide thereby in all respects.

All references in these Articles to a Corporate Nominee in the masculine gender shall be deemed to be reference thereto in the feminine gender also and accordingly reference therein to the wife of any such Corporate Nominee shall be deemed to be reference to the husband of such

Corporate Nominee and further, that words, such as “he”, “his”, and “himself”, as the case may be, used in these Articles in the case of any such Corporate Nominee shall be deemed to mean and include, “she”, “her” and “herself” respectively, as the case may be.

Cessation of Local Corporate Membership

- (m) A Local Corporate Member shall cease to be a Local Corporate Member of the Club on any of the following grounds.
- (i) On ceasing to have an office or place of business in the Pune Municipal or Cantonment area.
 - (ii) On its being taken into liquidation or ordered to be wound up by a Court or on its amalgamation or merger with any other Company or Body Corporate.
 - (iii) On non-payment of any amount due to the Club for a period of 30 days after notice of payment in writing by registered post is given to the Local Corporate Member and the Corporate Nominee by the Club.
 - (iv) On the Committee of Management canceling the election within 12 months of the date of the admission of the Local Corporate Member and such Corporate Member shall not have a right to make any appeal whatsoever or demand the reason for cancellation, but the entrance fee, if any, paid shall be returned.
 - (v) On the expiry of 15 years after the date of election as such Local Corporate Member.
- (n) The Local Corporate Nominee shall cease to enjoy all rights whatsoever conferred upon him under these rules immediately on cessation of the Membership of the Local Corporate Member.
- (o) The Committee shall have notwithstanding anything contained in any rules, regulations or Bye-laws of the Club the right from time to time to add to, alter or vary any rules, regulations, Bye-laws and terms and conditions governing or affecting the Local Corporate Membership and the Corporate Nominee and the same shall be binding on the Local Corporate Member and the Corporate Nominee for the time being.
- (p) Except as otherwise hereinabove expressly provided, all obligations, liabilities, disabilities, restrictions, prohibitions and disciplinary and other penal provisions hereinabove provided in

respect of the Members of the Club shall attach and be applicable to Local Corporate Members and Nominees and the Committee shall have full and unrestricted powers and rights to apply, impose and enforce the same against the Local Corporate Members and their Nominees in such manner and to such extent as it may in its discretion think fit from time to time. Further, all Local Corporate Members and their Nominees shall be subject to such other Rules, Regulations and Bye-Laws, as may be framed and made by the Committee from time to time in respect of the use of the Turf Club House at Pune and of their conduct and behavior thereat or otherwise and accordingly shall be subject to the same and be bound and abide thereby in all respects.

INDEMNITY

143. Indemnity

- (a) Every member of the Committee and of the Board, Steward, Manager, Secretary or other Officer or Servant of Club shall be entitled to be paid out of the funds of the Club the amount of all expenses (including travelling expenses) incurred by him in the discharge of his duties.
- (b) Every such person as aforesaid shall be indemnified by the Club against every liability which may attach to him by reason of any contract entered into or act or thing done by him in the proper discharge of his duties.
- (c) Every Member of the Committee, and of the Board, Steward, Manager, Auditor, Secretary and other officer or servant for the time being of the Club and the Trustees (if any) for the time being acting in relation to any of the affairs of the Club and each of them and each of their heirs, executors and administrators shall be indemnified and secured harmless out of the assets and profits of the Club from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through or by their own neglect, default, breach of duty or breach of trust, respectively in relation to the Club.
- (d) Every such person as aforesaid shall also be indemnified by the Club against any liability incurred by him in defending any proceedings whether civil or criminal for negligence, default, breach of duty or breach of trust in relation to the Club in which judgment is given in his favor or in which he is acquitted or in connection with any application under Section 463 of the Act in which relief is granted to him by the Court.

- (e) Every member of the Committee, and of the Board, Steward, Manager, Auditor, Secretary and other officer or servant for the time being of the Club and Trustees (if any) for the time being acting in relation to any of the affairs of the Club and every one of them and every one of their heirs, executors and administrators shall be indemnified and secured harmless out of the assets and profits of the Club from and against all costs, charges and expense which they or any of them or their or any of their executors or administrators shall or may incur or sustain or be ordered to pay by or by reason of any civil action or suit or criminal complaint which may be brought, filed or instituted by them or any of them against any person, arising out of anything spoken, written, printed or published by such person, defamatory of such Member of the Committee, and of the Board, Steward, Manager, Auditor, Secretary, other officer, servant or Trustee (if any) for the time being of the Club in the execution of his duty or supposed duty, and which is calculated to injure the Club. Provided that such action, suit or complaint is brought or filed in the interest of the Club and with the object of preventing such person from continuing a course of conduct damaging to the Club. Provided further that no such costs, charges and expenses shall be paid unless the action, suit or complaint in connection with which they have been incurred has been brought or filed on the joint advice of two counsels.
- (f) All sums payable under this Article shall be paid by the Committee out of the funds of the Club.

Liability of Committee or Official of the Club

144. No member of the Committee or other Officer of the Club shall be liable for the acts, receipts or default of any other Member or Officer, or for joining in any receipt, or other act for conformity or for any loss or expenses happening to the Club through the insufficiency or deficiency of title to any property acquired by order of the Committee, for, or on behalf of the Club or for the insufficiency or deficiency of any security in or upon which any of the monies of the Club shall be invested or for any loss or damage from the bankruptcy, insolvency, or tortuous act of any person with whom any monies, securities or effects shall be deposited, or for any other loss or damage whatever, which shall happen in the execution of the duties of his office, or in relation thereto, unless the same happen through his own willful act or default.

ALTERATION OF ARTICLES

General New Articles or alterations

145. None of the foregoing Articles shall be repealed or altered and no new Article shall be made except by a resolution the Votes cast in favor of which (including the casting vote, if any, of the chairman) by Club

Members who, being entitled so to do, vote in person, are not less than three times the number of the votes, if any, cast against the resolution by Club Members so entitled and voting.

Renumbering the Memorandum and Articles of Association and Rules of Racing of the Club

146. The Secretary of the Club is authorized to renumber the existing Memorandum and Articles of Association and Rules of Racing of the Club, from time to time, as the case may be, so as to put them in numerical order and also to update the indices to the same from time to time.

Names, Addresses and
description of subscribers

Witness

A. K. GRAHAM

Director,
Grahams Trading Co. Ltd., Bombay.

HARRY T. GORRIE

Manager,
The South British Insurance Co. Ltd.,
Bombay

C. N. WADIA

Merchant,
Gresham Building

L. S. HUDSON

Partner, Mackinnon Mackenzie & Co

G.E.D. LANGLEY

Cotton Merchant, Partner,
Langley & Co. Bombay

H. B. WALKER

Lieut.- General, G.O.C.-in-C,
Southern Command.

RAHIMTOOLA M. CHINYOY

Merchant, Bombay Garage. Apollo Bunder.

Dated this 14th day of March 1925

Witness to above signatures

C. R. CHAMBERS
Asst. Secretary
Western India Turf Club

AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION

- (1) Special Resolution to delete the then existing Article 10 of the Articles of Association of the Club (relating to limit on number of Club Members) was adopted at the Extra-Ordinary General Meeting held on 23rd April, 1996 and approval for the same (as per license to Race of the Club) was received from Home Department, Government of Maharashtra, by their letter dated 21st January 2003.
- (2) Special Resolution passed at Extra-Ordinary General Meeting of Members dated 3rd November, 2014 substituting existing Articles of Association of the Club ("AOA") with the revised Articles of Association of the Club, (draft copy thereof was enclosed with the Notice), so as to bring them in conformity with the Companies Act, 2013.
- (3) Special Resolution passed at Annual General Meeting of Members dated 16th December, 2014 amending Article 21 (c) of the AOA.
- (4) Special Resolution passed at Annual General Meeting of Members dated 16th December, 2014 substituting Article 22 (c) of the AOA.
- (5) Special Resolution passed at the Extra-Ordinary General Meeting of Members on 27th July, 2015 amending Articles 1, 45, 46, 51, 58, 62, 63, 93 (b), 94 (c), 95, 126, 127 and 128 of the Articles of Association of the Club (in conformity with Companies Act, 2013).
- (6) Special Resolution No. 2 passed at the 100th Annual General Meeting held on 8th September, 2015 substituting Article 22 (c) of the AOA.
- (7) Special Resolution No. 3 passed at the 100th Annual General Meeting held on 8th September, 2015 amending Articles 80, 81, 111, 114 (a), 118 (a), 119 and 121 of the AOA and adding new Article 112 (a). Also amended were Rules 4 (c), 38 (b), 38 (d), 51 (A) and (B) of the Rules of Racing. The following Note was also contained in the Resolution :

NOTE: (a) For convenience of Members, the amended/newly inserted provisions are produced with the important amendments/newly inserted provisions indicated in red. The same is done only for easy comprehension and convenience of Members. The final Articles of Association and Rules of Racing of the Club shall appear in black print in entirety.

(b) Under the License to Race of the Club, existing Article 114 (a) of the Articles of Association cannot be amended without prior approval of the State Government. Therefore, this Resolution if adopted at the Hundredth Annual General Meeting shall become effective after requisite approval being received from the State Government and from the conclusion of such Annual General Meeting of the Club held after receipt of approval from the State Government.
- (8) Special resolution No. 5 passed at the 101st Annual General Meeting held on 12th September, 2016 amending Article 45 (b) of the AOA.
- (9) Special Resolution No. 17 passed at the 101st Annual General Meeting held on 12th September, 2016 amending Articles 93 (b) and 126 (b) of the AOA.

- (10) Special Resolution, at Item No. 6 passed at the 102nd Annual General Meeting of the Club held on 11th September, 2017 amending Article 22 (c) and substituting Articles 36 and 37 of the AOA.
- (11) Special Resolution, at Item No. 4 passed at the 103rd Annual General Meeting of the Club held on 6th September, 2018 amending Articles 1, 42 (b), 45 (b), 47 (c), 63 (i), 81, 83 (vi), 84 (d), 88 (c), 88 (e), 93 (b), 107 (a), 135 (d), 63 (g), 95 (e) and 128 (e) of the AOA.
- (12) Special Resolution, at Item No. 5 passed at the 103rd Annual General Meeting of the Club held on 6th September, 2018 amending Article 110 (d) of the AOA.
- (13) Special Resolution, at Item No. 6 passed at the 103rd Annual General Meeting of the Club held on 6th September, 2018 amending Articles 122 of the AOA and Rules 51 (A) of the Rules of Racing.
- (14) Special Resolution at Item 6 of the Notice calling the 105th AGM of the Club on 29th October, 2020 – Substitute the figure Rs.“2,00,000/-” with figure Rs.”5,00,000/-” in Article 142 (g) and substitute the figure Rs.”3,600/-” with figure Rs.”20,000/-” in Article 142(i) of the AOA. (NOTE : The Resolution to be applicable to all fresh / new applications received after the date of passing of the Resolution and not to applications already pending with the Club).
- (15) Special Resolution at Item 4 of the Notice passed at the 106th AGM of the Club held on 30th December, 2021 adding new Article 25 (A) to the Articles of Association of the Club.
- (16) Special Resolution at Item 1 of the Notice passed at the EGM of the Club held on 28th March, 2023 amending Article 21 of the Articles of Association of the Club.
- (17) Special Resolution at Item 2 of the Notice passed at the EGM of the Club held on 28th March, 2023 amending Article 141(h) of the Articles of Association of the Club.
- (18) Special Resolution at Item 3 of the Notice passed at the EGM of the Club held on 28th March, 2023 amending Article 141(j) of the Articles of Association of the Club.
- (19) Special Resolution at Item 4 of the Notice passed at the 108th AGM of the Club held on 21st September, 2023 adding new Article 24 (A) to the Articles of Association of the Club.
- (20) Special Resolution at Item 5 of the Notice passed at the 108th AGM of the Club held on 21st September, 2023 amending Article 141 (h) of the Articles of Association of the Club.