

ROYAL WESTERN INDIA TURF CLUB, LIMITED

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

CIN: U91990MH1925PLC001182

E-mail: secretary@rwitc.com ; Telephone: 022 – 20842550 / 20842551 Website: www.rwitc.com

NOTICE

Notice is hereby given that an Extra - Ordinary General Meeting (“EGM” / “the Meeting”) of the Members of the Royal Western India Turf Club, Limited, (“the Club” / “RWITC”) will be held on Thursday, 26th August, 2021 at 4.00 p.m. through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) to transact the business hereinafter mentioned.

SPECIAL BUSINESS, SPECIAL RESOLUTION(S):

To consider and, if thought fit, to pass the following Resolution(s), which will be proposed as Special Resolution(s):

ITEM 1, SPECIAL RESOLUTION:

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

- (i) Following be added as new Article 110 (x) after existing Article 110 (w) of the Articles of Association of the Club :

“(x) To enter into agreement / contract for granting naming rights to any party / person for the complex of the Club at Mumbai and / or Pune as also other areas of the Club including but not limited to the Turf Club House, Pune, the stands at Mumbai / Pune Race Courses and / or any other structures / areas within the Club, for such period of time and on such terms and conditions as may be finalized by the Committee of the Club at its discretion. Further, notwithstanding any new name so given, such complex / areas / structures shall continue to be referred to in the Memorandum and Articles of Association, Rules of Racing, notifications and other rules, bye-laws etc. of the Club by the existing name for all purposes and convenience.”

- (ii) In Article 1 of the Articles of Association of the Club, the following new definition be added after definition of 'The Stud Book Authority of India':

“ “Turf Club House” / “Turf Club House, Pune” shall mean and include the structures and premises of the Turf Club House situated at Pune on the premises of Royal Western India Turf Club, Ltd. In the event of the Turf Club House being renamed, including but not limited to under any naming rights agreement and / or under any contract between the Club and any other party / person for any period of time whatsoever, then, notwithstanding the new name so given, the Turf Club House shall, for all purposes and convenience continue to be referred to as "Turf Club House" in the Club's Memorandum and Articles of Association, Rules of Racing, Rules of the Turf Club House, notifications and other rules / bye-laws etc. of the Club.”

- (iii) In the Rules of Racing, after the definition of the term "Treatment" under Part 1, Rule 1 of the Rules of Racing, the following new definition be added:

“ “Turf Club House” / “Turf Club House, Pune” as also the stands and other complex / structures / areas of the Club shall have the same context and meaning as assigned to it in the Articles of Association of the Club, as amended from time to time.”

RESOLVED FURTHER THAT the Committee of the Club be and is hereby authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Article(s) and further to do all such acts, deeds, matters and things as they may deem necessary for the purpose of giving effect to this Special Resolution.”

ITEM 2, SPECIAL RESOLUTION:

NOTE: The proposed new Article in this Resolution will be numbered Article 110 (y) after proposed new Article 110 (x) contained in Item 1 of this Notice. In the event of Item 1 not being adopted by the Club Members at the Meeting and this Special Resolution at Item 2 being adopted by the Club Members at the Meeting then, the Secretary of the Club shall re-number proposed Article 110 (y) as 110 (x) in the Articles of Association of the Club.

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

- (i) Following be added as new Article 110 (y) after Article 110 (x) of the Articles of Association of the Club :

“ **Turf Club House, Pune, Associates.**

- (y) To negotiate and enter into agreement/s / contract/s with any party / person and to appoint such party / person to run and operate as conductor (hereinafter “**Conductor**”), of the Turf Club House, Pune (“TCH”) and which may include such other / adjoining areas like the bungalows and the Club's office next to the Turf Club House (hereinafter for brevity, the TCH and other / adjoining areas are jointly referred to as “**Permitted Areas**”), as the Committee of the Club may decide and subject to the terms of the Club's lease and any other applicable laws and documents. The Committee shall be entitled to appoint such party / person as a Conductor of the Club or in such other suitable capacity and on such terms and conditions as the Committee deems appropriate. The Club shall permit the Conductor to admit to the Permitted Areas and in the Members' Enclosures at the Race Courses at Pune and Mumbai as an extension of benefits only and not any membership rights, (but excluding the existing facilities at Mumbai Race Course including but not limited to the gymnasium, card room, eating place presently called Hooves etc. and/or any other facilities which the Club may construct in future) ,

such number of persons as the Committee shall decide, as Turf Club House, Pune Associates “**TCH Associates**”. The Permitted Areas and the Members' Enclosures at the Race Courses at Pune and Mumbai, (but excluding the existing facilities at Mumbai Race Course including but not limited to the gymnasium, card room, eating place presently called Hooves etc. and/or any other facilities which the Club may construct in future), where the TCH Associates would be permitted admission are referred to as “**the Authorised Areas**”. The Committee of the Club shall, at its discretion, be entitled to fix the maximum number of such TCH Associates at any given point in time by fixing an amount to be paid by the Conductor to the Club for every TCH Associate. The said amount shall be paid by the Conductor to the Club in advance for such number of TCH Associates as would be fixed by the Committee, from time to time and the Committee shall also be entitled to decide the other terms and conditions of the agreement / contract to be entered into, including the financial terms, to secure the best possible interests of the Club. The Conductor shall be entitled to offer the said TCH Associate to eligible persons by marketing the same on its own and subject to Article 142 (A) (b) the Conductor would be entitled to fix the price at which he would offer such eligible persons to be TCH Associates, but subject to the maximum limit fixed by the Committee of the Club. The Conductor would be required to make a minimum offer of Rs.80 Crores (Rupees Eighty Crores Only) payable within a 4 (four) year period to the Club as determined by the Committee. Notwithstanding the above, the Conductor shall be required to pay an amount of minimum of Rs.80 Crores (Rupees Eighty Crores Only) or 20% of the total amount collected from the sale of the TCH Joining Fees (as defined in Article 142 (A) (b)), whichever is higher, to the Club. A TCH Associate shall not be nor deemed to be a Member of the Club. A TCH Associate shall be appointed as such by the Committee of the Club, (on applications forwarded by the Conductor), and a TCH Associate shall be permitted entry only to the Authorised Areas. The provisions relating to TCH Associates shall be as provided in the Articles of Association of the Club. A TCH Associate shall abide by the applicable provisions contained in the Articles of Association, Rules, Notifications, Bye-laws etc. issued and amended by the Club from time to time. Admission as a TCH Associate shall not confer any rights of Membership of the Club on such TCH Associate and such TCH Associate shall also not be entitled to attend General Meetings of the Club or to move or second resolutions or to vote for any purpose whatsoever or to stand for election to any office of the Club including that of Committee, Stewards, Board of Appeal or any Sub-Committees of the Club.”

- (ii) Following be added as new Article 142 (A) after existing Article 142 of the Articles of Association of the Club :

“ **Turf Club House, Pune, Associates (“TCH Associates”)**

142 (A)

- (a) The Committee shall be entitled to consider applications for Turf Club House, Pune, Associates (“**TCH Associates**”) forwarded to it by the Conductor as defined in Article 110 (y). The applicants should be persons who have completed the age of 18 years of age as of the date of the application. All

applicants for appointment as TCH Associate shall come up in the order in which their applications have been submitted to the Club by the Conductor.

- (b) A onetime TCH Joining Fee (“**TCH Joining Fee**”) shall be payable by an applicant on his appointment as TCH Associate and which amount shall be fixed by the Conductor but shall not exceed Rs.25,00,000/- (Rupees Twenty-Five Lakhs only), plus taxes as applicable. The said TCH Joining Fee shall be paid by the applicant to the Conductor or as otherwise decided by the Club Committee at its discretion. The TCH Joining Fee shall be paid by the applicant within fifteen days from the date of intimation by the Club that he / she has been appointed by the Committee to be a TCH Associate and failure to do so shall render his / her appointment as TCH Associate to be void, at the Committee discretion. The TCH Associate shall pay to the Club an Annual Association Fee (“**AAF**”) which shall be an amount as fixed by the Committee from time to time but not exceeding Rs.25,000/- per annum (Rupees Twenty-Five Thousand only), plus taxes as applicable and shall be payable by the TCH Associate to the Club only, on 1st of April of each year. Failure to pay the stipulated AAF amount on the date specified above shall make the TCH Associate liable to action by the Committee under relevant provisions of the Articles of Association, Rules, Bye-laws etc. and which action may include, without limitation, suspension of the appointment of such person as TCH Associate and /or fine and/or exclusion of such TCH Associate from all or any of the premises / Authorised Areas of the Club (Authorised Areas as defined in Article 110 (y)). The applicant appointed as TCH Associate will be deemed to be a TCH Associate of the Club and shall be subject to the applicable provisions of the Club’s Articles, Rules, Bye-laws, notifications etc.
- (c) The proposal for TCH Associate shall be in a form prescribed by the Committee from time to time. The details required to be furnished of such applicant shall be specified in the form. The Committee shall reserve the absolute right to reject an application of any applicant, and which decision shall be communicated to the Conductor. The Committee of the Club shall be entitled to accept or reject any application at its discretion and the decision of the Committee shall be taken by majority and shall be binding on the applicant and the Conductor. The applicant concerned shall, on the appointed date and time appear before the Committee in the manner stipulated. If the applicant fails to appear before the Committee, the Committee shall be entitled to provide such further opportunity at its discretion. Only upon payment of the TCH Joining Fee and AAF as applicable, after his / her appointment by the Committee, the concerned TCH Associate shall be permitted entry to the Authorised Areas but on payment of the usual charges / fees for admission.
- (d) Admission as a TCH Associate does not confer any rights of Membership of the Club on such TCH Associate and such TCH Associate 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 to stand for election to any office of the Club, including Committee, Stewards, Board of Appeal etc. or to be a member of any sub-committee of the Club. A TCH Associate shall

not fall within the definition of the word "Member" contained in these Articles and none of the provisions of the Articles relating to a Member of the Club or the Membership of the Club shall be applicable to or be availed of by such TCH Associate, notwithstanding that a TCH Associate is allowed to enter as an extension of benefits only and not any membership rights, the Members' Enclosures at the Race Courses at Pune and Mumbai but excluding the existing facilities at Mumbai Race Course including but not limited to the gymnasium, card room, eating place presently called Hooves etc. and/or any other facilities which the Club may construct in future. A TCH Associate shall be deemed to have accepted the aforesaid and shall not raise any disputes in connection therewith.

- (e) A TCH Associate shall observe and comply with all the applicable provisions of the Articles of Association of the Club, rules and regulations, notifications, bye laws circulars etc. A TCH Associate would also be required to pay his dues / AAF to the Club in time from time to time. In the event of any breach of the provisions by such TCH Associate of any provisions of the Articles of Association of the Club or rules, regulations, notifications etc. or non- payment of any of his dues / AAF to the Club, he shall be liable to action by the appropriate authority / Committee of the Club which could include suspension of such TCH Associate for such period as may be decided by the appropriate authority / Committee of the Club and / or exclusion of such TCH Associate by the Committee from all or any of the premises / Authorised Areas of the Club or removal of his / her name from list of TCH Associates. Even after such aforesaid action, the TCH Associate shall continue to be liable to make all payments due by him / her to the Club. However, if at any time after his / her name shall have been so removed from the list of TCH Associates, if such TCH Associate 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 / dues / AAF be re-admitted as TCH Associate without payment of any TCH Joining Fee, provided there is a vacancy.
- (f) It is clarified that the AAF payable by TCH Associate is exclusive of all other charges for other benefits, amenities and facilities availed of or enjoyed by the TCH Associate.
- (g) TCH Associates shall not be entitled in their own right to receive, for their wife / husband or for any of their unmarried daughter/s, any badges issued to Members of the Club for admission to either of the Members' Enclosures at Mumbai or Pune Race Courses. A TCH Associate shall also not be entitled to introduce any guest to the Members' Enclosures either at the Mumbai Race Course or the Pune Race Course.
- (h) Except as otherwise hereinabove expressly provided, all obligations, liabilities, disabilities, restrictions, prohibitions and disciplinary and other provisions contained in the Articles, rules, bye-laws etc. which are applicable to Members of the Club shall likewise be applicable to TCH Associates in their capacity as TCH Associates only and the Committee shall have full and unrestricted

powers and rights to apply, impose and enforce the same against TCH Associates in such manner and to such extent as it may in its discretion think fit from time to time. Further, all TCH Associates shall be subject to such other rules, regulations, bye-laws etc. 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 / Authorised Areas and all TCH Associates shall be subject to the same and be bound to abide thereby in all respects.”

RESOLVED FURTHER THAT the Committee of the Club be and is hereby authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Article(s) and further to do all such acts, deeds, matters and things as they may deem necessary for the purpose of giving effect to this Special Resolution.”

ITEM 3, SPECIAL RESOLUTION:

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

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

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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 years 2021, 2022 and 2023. Those Club, Stand and Life Members who complete the age of 70 years as on 26th August, 2022 shall be exempt from payment of the aforesaid contribution of Rs.5,000/- for the years 2022 and 2023. Those Club, Stand and Life Members who complete the age of 70 years as on 26th August, 2023 shall be exempt from payment of the aforesaid contribution of Rs.5,000/- for the year 2023. The sum of Rs.5,000/- shall be payable for the years 2021, 2022 and 2023 on or before 31st October, 2021, 31st October, 2022 and 31st October, 2023, 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.”

RESOLVED FURTHER THAT the Committee of the Club be and is hereby authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Article(s) and further to do all such acts, deeds, matters and things as they may deem necessary for the purpose of giving effect to this Special Resolution.”

BY ORDER OF THE COMMITTEE,

NIRANJAN SINGH,
SECRETARY,
ROYAL WESTERN INDIA TURF CLUB, LTD.

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

Mumbai: Dated this 3rd day of August, 2021.

NOTE:

- (1) The relevant Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of the Items of Special Business mentioned in the Notice is annexed herewith.
- (2) Pursuant to COVID 19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 14/2020 dated 8th April 2020, General Circular No. 17/2020 dated 13th April 2020, General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020 and General Circular No. 10/2021 dated 23rd June, 2021 (collectively referred to as “MCA Circulars”) permitted convening of the EGM through VC or OAVM without physical presence of Members at a common venue. In accordance with the provisions of Companies Act, 2013 and MCA Circulars, EGM is being held through VC or OAVM.
- (3) Since this EGM is being held through VC or OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Club Members will not be available for this EGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
- (4) Club Members attending the EGM through VC or OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
- (5) The business set out in the Notice will be transacted through electronic voting system and the Club is providing facility for voting by electronic means. Instructions and other information relating to e-voting (remote e-voting and voting during the

Meeting) are given in this Notice itself. National Securities Depository Limited (“NSDL”) will send the USER ID to the Club Members on their email id registered with the Club. The Club has engaged the services of NSDL for providing E-voting facilities.

- (6) The facility for voting, through Electronic Voting System shall also be made available at the VC or OAVM Meeting and the Club Members attending the VC or OAVM Meeting who have not already cast their vote by Remote E-voting shall be able to exercise their right to vote at the Meeting.
- (7) All documents referred to in the Notice will be available for electronic inspection by the Members from the date of circulation of this Notice up to the date of EGM, i.e. 26th August, 2021. Members seeking to inspect such documents should send an email to adm@rwitc.com
- (8) The cut-off date for the eligibility for remote E-voting and voting during the Meeting is 19th August, 2021. Any Club Member not entitled to vote as of the cut-off date on account of non-payment of his / her subscription amount, shall not be entitled to vote by remote E-voting or electronic voting during the Meeting, despite the USER ID and the procedure for remote E-voting being sent to such Club Member.
- (9) In compliance with the MCA Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Club as of the date of this Notice. The Notice of the EGM is also hosted on the website of the Club, www.rwitc.com and will remain on the website till the date of the EGM.
- (10) For receiving all communication from the Club electronically, all Members who have not registered / updated their email address and mobile phone number with the Club are requested to register / update the same by writing to the Club office with details of membership card / number and attaching a self-attested copy of PAN card at adm@rwitc.com
- (11) The Club has engaged the services of NSDL as the Agency to provide E-voting facilities and Voting facilities on the day of EGM and the User ID for E-voting will be sent directly by NSDL to the Club Members by email to those Club Members whose email id is registered with the Club as of the cut-off date.
- (12) The remote E-voting facility will be available during the following period:

Commencement of remote E-voting : From 9.00 a.m. (IST) on 23rd August, 2021
End of remote E-Voting : Up to 5.00 p.m. (IST) on 25th August, 2021

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

- ~~(13)~~ The facility for voting through electronic voting system on the day of the Meeting shall be made available to the Club Members attending the Meeting through VC or OAVM after the commencement of the Meeting and shall remain open till 5.30 p.m., although the Meeting shall continue until concluded. Only those Club Members who have not cast their vote by remote E-voting shall be able to vote at the Meeting i.e. a Club Member may choose to vote on all or any of the resolutions either by remote E-voting or by Voting at the Meeting, but not both.
- (14) Once the vote on a resolution is cast by a Club Member, the Club Member shall not be allowed to change it subsequently.
- (15) The Committee of the Club shall appoint a Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.
- (16) Subject to receipt of requisite number of votes, the resolution(s) shall be deemed to be passed on the date of the Meeting or any adjournment thereof.
- (17) In case of any query pertaining to E-voting or for joining VC or OAVM Meeting, please visit help and FAQ's section available at NSDL's website www.evoting.nsdl.com Or Contact **NSDL HelpDesk at Tel No. (Toll Free) (1800 1020 990 / 1800 224 430) or Email at evoting@nsdl.co.in** For any other query, the Club Member may contact the Club by email at adm@rwtc.com
- (18) The Scrutinizer, after scrutinizing the votes cast at the Meeting on the day of EGM and through remote E-voting, shall make a consolidated Scrutinizer's report and submit the same to the Chairman of the Club. The results declared along with the consolidated Scrutinizer's report shall be placed on the website of the Club and on the website of the Agency immediately after the result is declared by the Chairman.
- (19) The recorded video conferencing and transcript of the EGM on 26th August, 2021, shall be maintained by the Club and also be made available on the website of the Club at the earliest soon after the conclusion of the Meeting.
- (20) Since the EGM will be held through VC or OAVM, Route Map is not annexed in this Notice.
- (21) The venue of the Meeting shall be deemed to be the Registered Office of the Club i.e. Race Course, Mahalakshmi, Mumbai – 400 034.
- (22) Facility to join the VC or OAVM Meeting will be opened 15 minutes before the scheduled EGM time and will only be closed any time after the expiry of minimum 15 minutes from the scheduled start time of the EGM.

(23) PROCESS FOR REMOTE E-VOTING / VOTING AT THE MEETING / ATTENDING EGM

The Club has approached NSDL for providing e-voting services through NSDL e-voting platform. In this regard, membership ID of Club Members has been enrolled by the Club for your participation in e-voting on resolution(s) placed by the Club on e-Voting system.

The Notice of the Extra-Ordinary General Meeting of the Club inter alia indicating the process and manner of e-Voting process can also be downloaded from the link <https://www.evoting.nsdl.com> or www.rwite.com

OTP will be valid only for a very short period. So please log in quickly after receipt of OTP on your registered unique email ID and / or mobile number.

For Members, USER ID will be a combination of EVEN Number followed by Membership Number registered with the Club (For example if Membership number is Y1234 and EVEN is 101456 then user ID is 101456Y1234).

In case of any assistant related to TECHNICAL queries or where the Club Members need assistance with using the technology before or during the Meeting, if any, you may contact NSDL by email at evoting@nsdl.co.in or call on NSDL toll free number:- 1800 1020 990 / 1800 224 430.

(A) Process for remote e-voting

The remote e-voting period commences on 23rd August, 2021 at 9.00 a.m. (IST) and ends on 25th August, 2021 at 5.00 p.m. (IST). During this period Club Members may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the Club Member, the Club Member shall not be allowed to change it subsequently.

Step 1:- Log-in to NSDL e-Voting system

- a. An email from NSDL, from their email id, evoting@nsdl.com, is in the process of being sent to all Club Members regarding their USER ID. Please check your SPAM folder in case the NSDL email has landed in that folder because of your system setting. If found in the SPAM folder, please declare it as NOT SPAM.
- b. Visit the e-Voting website of NSDL by going to www.evoting.nsdl.com
- c. Click on icon “Shareholder/Member – Login”
- d. Enter User ID received from the NSDL.
- e. Select login type as OTP. (Password option NOT available) (The OTP will be valid for a very short period. So please log in quickly after receipt of OTP on your registered unique email ID and /or mobile number).
- f. Enter the verification code (Captcha) as shown on the screen or change the code if you are not clear about that and then enter the code in the space provided.
- g. Click on “I hereby agree to all Terms and Conditions”. Terms and conditions could be perused if you wish by clicking on the HTML.
- h. Click “Login”.

- i. OTP Screen will be opened. Enter the OTP received by you in “Enter OTP” option and click on “Submit”. Please note that the OTP is valid only for a short while and therefore enter the OTP as soon as you receive it.
- j. Home page of e-Voting will open.

Step 2:- Cast your vote electronically on NSDL e-Voting system from 23rd August, 2021 at 9.00 a.m. (IST) and ending on 25th August, 2021 at 5.00 p.m. (IST).

- 1) After successful login at Step 1 above, you will be able to see the Home page of e-Voting.
- 2) Click on EVEN against RWITC.
- 3) Now you are ready for e-Voting as the Voting page opens.
- 4) Cast your vote by selecting appropriate options i.e. assent or dissent and click on “Submit” and also “Confirm” when prompted.
- 5) Upon confirmation, the message “Vote cast successfully” will be displayed.
- 6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- 8) Upon confirmation, “Vote cast successfully” message will be displayed. Vote confirmation SMS will be sent on registered mobile number only.

(B) Attending EGM and Voting at the Meeting

Club Members may log in on 26th August, 2021 upon commencement of the Meeting at 4.00 p.m. and up to 5.30 p.m. (IST) when the voting time on the date of the Meeting shall be available. Login on the E-Voting page and follow steps mentioned below and click on the link ‘VC/OAVM’ under Join General Meeting option to view the EGM and cast your vote electronically. EGM screen will not be available after the Meeting is over. E-voting facility on the day of the Meeting will be permitted only during the timing specified above.

Note:- Member has to first attend GENERAL Meeting, then only he/she is eligible to e-vote.

Step 1:- Log-in to NSDL e-Voting system

- a. An email from NSDL, from their email id, evoting@nsdl.com, is in the process of being sent to all Club Members regarding their USER ID. Please check your SPAM folder in case the NSDL email has landed in that folder because of your system setting. If found in the SPAM folder, please declare it as NOT SPAM.
- b. Visit the e-Voting website of NSDL by going to www.evoting.nsdl.com
- c. Click on icon “Shareholder/Member – Login”
- d. Enter User ID received from the NSDL.
- e. Select login type as OTP. (Password option NOT available) (The OTP will be valid for a very short period. So please log in quickly after receipt of OTP on your registered unique email ID and /or mobile number).

- f. Enter the verification code (Captcha) as shown on the screen or change the code if you are not clear about that and then enter the code in the space provided.
- g. Click on “I hereby agree to all Terms and Conditions”. Terms and conditions could be perused if you wish by clicking on the HTML.
- h. Click “Login”.
- i. OTP Screen will be opened. Enter the OTP received by you in “Enter OTP” option and click on “Submit”. Please note that the OTP is valid only for a short while and therefore enter the OTP as soon as you receive it.
- j. Home page of e-Voting will open.

Step 2:- Process to attend virtual EGM of RWITC by Club Members

- 1) After successful login at Step 1 above, you will be able to see the Home page of e-Voting.
- 2) Click on the link ‘VC/OAVM’ under Join General Meeting option available against the EVEN of RWITC to view the EGM screen.
- 3) After clicking on the link ‘VC/OAVM’ new screen will be opened where the Club Members will be able to see the live proceedings of the EGM.

Step 3:- Cast your vote electronically on NSDL e-Voting system on 26th August, 2021 after commencement of the Meeting at 4.00 p.m. and up to 5.30 p.m. (IST) on the day of the Meeting

- 1) After successful clicking on Join General Meeting, please visit previous tab of NSDL e-Voting page and refresh the page.
- 2) Click on EVEN against RWITC
- 3) Now you are ready for e-Voting as the Voting page opens.
- 4) Cast your vote by selecting appropriate options i.e. assent or dissent and click on “Submit” and also “Confirm” when prompted.
- 5) Upon confirmation, the message “Vote cast successfully” will be displayed.
- 6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- 8) Upon confirmation, “Vote cast successfully” message will be displayed. Vote confirmation SMS will be sent on registered mobile number only.

(C) Procedure for Joining EGM through VC/OAVM by Members, other than Club Members

Step 1:- Log-in to NSDL system by visiting the website given below

- a. An email from NSDL, from their email id, evoting@nsdl.com, is in the process of being sent to all Members, other than Club Members, regarding USER ID for Joining EGM through VC/OAVM. Please check your SPAM folder in case the NSDL email

has landed in that folder because of your system setting. If found in the SPAM folder, please declare it as NOT SPAM.

- b. Visit the website of NSDL by going to www.evoting.nsdl.com
- c. Click on icon “Shareholder/Member - Login”
- d. Enter User ID received from NSDL.
- e. Select login type as OTP. (Password option NOT available) (The OTP will be valid for a very short period. So please log in quickly after receipt of OTP on your registered unique email ID and /or mobile number).
- f. Enter the verification code (Captcha) as shown on the screen or change the code if you are not clear about that and then enter the code in the space provided.
- g. Click on “I hereby agree to all Terms and Conditions”. Terms and conditions could be perused if you wish by clicking on the HTML.
- h. Click “Login”.
- i. OTP Screen will be opened. Enter the OTP received by you in “Enter OTP” option and click on “Submit”. Please note that the OTP is valid only for a short while and therefore enter the OTP as soon as you receive it.
- j. Home page will open.

Step 2:- Process to attend virtual EGM of RWITC by Members other than Club Members

- 1) After successful login at Step 1 above, you will be able to see the Home page.
- 2) Click on the link ‘VC/OAVM’ under Join General Meeting option available against the EVEN of RWITC to view the EGM screen.
- 3) After clicking on the link ‘VC/OAVM’ new screen will be opened where the Members other than Club Members will be able to see the live proceedings of the EGM

(D) Procedure for registering as a speaker for All Members.

Members who wish to speak at the EGM may send the communication as per procedure below from 9.00 a.m. on Monday, 23rd August, 2021 till 5.00 p.m. on Tuesday, 24th August, 2021.

- a) Send the mail to the mail id adm@rwtic.com / secretary@rwtic.com with following details :
 - i. Name:
 - ii. Membership No:
 - iii. Mobile no:
 - iv. Mail id:
- b) A link will be sent to the mail id of the speaker on the previous day evening of the EGM with procedure to join.

EXPLANATORY STATEMENT

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

Re: Special Business, Special Resolution(s)

Re: Item 1, Special Resolution

Members may be aware that after the implementation of the Goods and Service Tax Act (“GST”) in 2017, the same affected the Club’s racing activities greatly owing to high taxes. Thereafter, followed by the Covid – 19 pandemic, the Club’s funds have got depleted to a very large extent due to restrictions imposed by the Government. This has resulted in continued inadequate income from horse racing activity of the Club, various conducting agreements with conductors for food and beverage facilities, gymnasium and Turf Club House at Pune as against the minimum running cost of the Club including salaries and wages and establishment costs of maintaining two large estates / horse racing centres in Mumbai and Pune. The Club needs to urgently raise funds/avenues of regular revenue for its continued sustainability and as a via media, the Committee of the Club proposes to enter into agreements with interested parties / persons for grant of naming rights for such consideration and for such period of time and upon such terms and conditions as the Committee of the Club shall decide in the best interests of the Club. The naming rights may be given to any party / person for the complex of the Club at Mumbai and / or Pune as also other areas of the Club including but not limited to the Turf Club House, Pune, the stands at Mumbai / Pune Race Courses and / or any other structures / areas within the Club, for such period of time and on such terms and conditions as may be finalized by the Committee of the Club at its discretion. Further, notwithstanding any new name so given, such complex / areas / structures shall continue to be referred to in the Memorandum and Articles of Association, Rules of Racing, notifications and other rules, bye-laws etc. of the Club by the existing name for all purposes and convenience. The Club is not in good financial health and estimated losses for the financial year ended on 31st March 2021 are approximately in the region of Rs. 34 crores (subject to audit). Members co-operation is earnestly sought to assist the Club for generation of additional revenue as aforesaid and hence, this Resolution.

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

A copy of the Memorandum and Articles of Association and the Rules of Racing of the Club are available for inspection of the Members at the Registered Office of the Club at Race Course, Mahalakshmi, Mumbai - 400 034, on any working day (except Race Days, Sundays and Holidays) between the hours of 10.30 a.m. and 12.30 p.m. and the same shall be furnished on written request from a Member on payment of Re.1/- and Rs.100/- respectively. The same may also be available electronically on receipt of written request from a Member without any charges.

Re: Item 2, Special Resolution

Members are aware of the severity of the problems faced by the Club in light of high taxes and regular cash outflows due to prevailing Covid-19 Pandemic and the consequential lockdowns. Even after generous donations being received from Members of the Club as also Committee Members themselves, the funds are not going to be sufficient enough to meet even the reduced expenses of the Club. Your Committee has therefore decided to explore new avenues for bringing in income to the Club by seeking inter-alia specific powers permitting the Committee to appoint a party / person to renovate / refurbish the Turf Club House, Pune and other / adjoining areas (“Permitted Areas”) as specified by the Committee. Such party / person appointed by the Committee (“Conductor” for brevity) shall be offered the existing facilities and infrastructure of the Turf Club House, Pune. The Conductor shall pay to the Club for the existing facilities and infrastructure of TCH an upfront consideration to be fixed by the Committee. The Club shall permit the Conductor to offer to persons to become Turf Club House, Pune, Associates (“TCH Associates”) for an amount not exceeding Rs.25,00,000/- (Rupees Twenty-Five Lakhs Only) plus taxes as applicable as and by way of TCH Joining Fee. The Conductor shall be entitled to offer the said TCH Associate to other persons by marketing the same on its own and the Conductor would be entitled to fix the price of TCH Joining Fee, subject to the aforesaid limit fixed by the Committee of the Club. The Conductor would be required to make a minimum offer of Rs.80 Crores (Rupees Eighty Crores Only) payable within a 4 (four) year period to the Club as determined by the Committee. Notwithstanding the above, the Conductor shall be required to pay an amount of minimum of Rs.80 Crores (Rupees Eighty Crores Only) or 20% of the total amount collected from the sale of the TCH Joining Fees (as defined in Article 142 (A) (b)), whichever is higher, to the Club. The Committee would also be entitled to decide and finalize the other terms and conditions, including financial, for any agreement(s) / contract(s) to be entered into with such Conductor for renovating / refurbishing the Permitted Areas so as to provide state of the art facility for the Members. All this shall be subject to necessary approvals being obtained and also subject to the terms of the Club’s lease and applicable laws and applicable documents. The Committee of the Club shall be entitled to fix the AAF payable by a TCH Associate to the Club but not exceeding Rs.25,000/- (Rupees Twenty-Five Thousand) annually, plus taxes as applicable. A TCH Associate shall be entitled to the facilities and benefits of the “Authorised Areas” (defined in Resolution) as specified by the Committee from time to time, but on payment of the usual charges fixed for the same. A TCH Associate shall not have any rights of Membership of the Club on his appointment as TCH Associate and shall not be entitled to attend General Body Meetings of the Club or to attend, vote or speak thereat or to move or second resolutions and shall also not be entitled to hold any office of the Club including Committee, Stewards, Board of Appeal, any Sub-Committees etc. The detailed provisions of appointment and other provisions applicable to a TCH Associate are as specified and provided in the Special Resolution itself. If Club Members approve of this Special Resolution and the proposed plans materialize, the same may prove a game changer for the Club.

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

A copy of the Memorandum and Articles of Association and the Rules of Racing of the Club are available for inspection of the Members at the Registered Office of the Club at Race Course, Mahalakshmi, Mumbai - 400 034, on any working day (except Race Days, Sundays and Holidays) between the hours of 10.30 a.m. and 12.30 p.m. and the same shall be furnished on written request from a Member on payment of Re.1/- and Rs.100/- respectively. The same may also be available electronically on receipt of written request from a Member without any charges.

Re: Item 3, Special Resolution

Members are aware that the Covid -19 Pandemic has not abated and the world at large including India is still a distance away from the winning post of beating it. Whilst the Government at State and Central level are doing their best to bring the situation in control, the Pandemic and lockdown are running in their second year affecting all industries but more particularly the Sports and Hospitality industry to which your Club belongs. This has resulted in quite a few businesses shutting shop but your Club has managed to stay afloat due to deft measures adopted by the Committee. But it needs to be said emphatically that if your Club is to survive the present Pandemic and present conditions where there is no horse racing activity and income, it is only the Club, Stand and Life Members who can assist the Club in Pandemic times by making an annual contribution of Rupees 5,000/- as and by way of Pandemic Relief Contribution to the Club, for a period of three years i.e. in the years 2021, 2022 and 2023, with Members above the age of 70 years being however exempted from such payment as provided in the Resolution itself. Members are also aware that despite Government curbs on conducting horse racing and other activities at the race course, various costs continue to be incurred by the Club in connection with its day to day activities and the same has increased manifold in recent times. The Club being a sports Club has high maintenance costs, impending costs of lease, huge License Fee for conducting horse racing activity and heavy taxes. The absence of sufficient funds has resulted in disruption of the activities of the Club. In order to maintain and run the Club for its Members, the Club has already made drastic reductions in stakes, salaries, and establishment costs. As stated above, the Committee of the Club has therefore proposed that all Club, Stand and Life Members of the Club shall each contribute to the Club a sum of Rs.5,000/- in each of the years 2021, 2022 and 2023 and payable on or before 31st October, 2021, 31st October, 2022 and 31st October, 2023, respectively. 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 years 2021, 2022 and 2023. Those Club, Stand and Life Members who complete the age of 70 years as on 26th August, 2022 shall be exempt from payment of the aforesaid contribution of Rs.5,000/- for the years 2022 and 2023. Those Club, Stand and Life Members who complete the age of 70 years as on 26th August, 2023 shall be exempt from payment of the aforesaid contribution of Rs.5,000/- for the year 2023. Non - payment of the aforesaid contribution towards Pandemic Relief within the time stipulated above shall invite action from the Committee of the Club as stated in the Resolution itself. Whilst your Committee is also trying to explore other new and permitted means to bring additional income, it is time that Members of the Club make a united attempt for survival

of this esteemed Club and join the Committee to raise funds in these times of Pandemic, as envisaged in this Resolution.

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

A copy of the Memorandum and Articles of Association and the Rules of Racing of the Club are available for inspection of the Members at the Registered Office of the Club at Race Course, Mahalakshmi, Mumbai - 400 034, on any working day (except Race Days, Sundays and Holidays) between the hours of 10.30 a.m. and 12.30 p.m. and the same shall be furnished on written request from a Member on payment of Re.1/- and Rs.100/- respectively. The same may also be available electronically on receipt of written request from a Member without any charges.

BY ORDER OF THE COMMITTEE,

NIRANJAN SINGH,
SECRETARY,
ROYAL WESTERN INDIA TURF CLUB, LTD.

Mumbai: Dated this 3rd day of August, 2021.

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