

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 the One Hundred and Fifth Annual General Meeting (“AGM”) of the Members of the Royal Western India Turf Club, Limited (“the Meeting”), will be held on Thursday, 29th October, 2020 at 4.00 p.m. through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) to transact the business hereinafter mentioned.

ORDINARY BUSINESS:

ITEM 1. Adoption of Accounts :-To receive, consider and adopt the Audited Income and Expenditure Account for the year ended 31st March, 2020 and Balance Sheet as at that date together with reports of the Committee of the Club and Auditors thereon, copy whereof is annexed herewith.

N.B.: Any Member desirous of asking questions on Accounts at the Meeting is requested to be good enough to give prior notice by email to the Secretary, at secretary@rwitc.com, by 5.00 p.m. on or before 14th October, 2020.

ITEM 2. To elect the Committee for the year 2020/2021, subject to the below mentioned SPECIAL NOTE:

SPECIAL NOTE:

Members attention is invited that a Special Resolution, being Special Resolution at ITEM 4, is proposed in this Notice calling the 105th Annual General Meeting to provide for retirement of three Committee Members by rotation at every Annual General Meeting of the Club instead of all nine Committee Members retiring at every Annual General Meeting of the Club with effect from next annual general meeting subject to adoption of proposed resolution. In the event of the Special Resolution at ITEM 4 of the Notice being adopted by the Club Members at this 105th Annual General Meeting, then, notwithstanding the head note to ITEM 2 of this Notice for election of the Committee for the year 2020 / 2021, (which is subject to this Special Note), only three Members of the Committee elected at the Annual General Meeting on 29th October, 2020 would retire at the conclusion of the next Annual General Meeting of the Club in the year 2021 and further, only three Members of the Committee would retire at every future Annual General Meeting of the Club. The procedure of Committee Members to retire by rotation would be as per applicable provisions of the Companies Act, 2013 and any subsequent amendments / enactments thereof.

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

- | | | |
|-----|---------------------------------|------------------|
| 1. | Jehangir H. Damania, Esquire | (DIN : 01665129) |
| *2 | Khushroo N. Dhunjibhoy, Esquire | (DIN : 00333683) |
| *3. | Ms. Zinia Lawyer | (DIN : 01343232) |
| *4. | Milan A. Luthria, Esquire | (DIN : 01912497) |
| 5. | Darashaw K. Mehta, Esquire | (DIN : 00017308) |
| 6. | Jehangir H. Mehta, Esquire | (DIN : 00110951) |
| *7. | Z. S. Poonawalla, Esquire | (DIN : 00044760) |
| *8. | Surendra R. Sanas, Esquire | (DIN : 00164013) |
| *9. | Vijay B. Shirke, Esquire | (DIN : 00006804) |

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

SPECIAL BUSINESS:

ITEM 3:

To elect two Members to the Board of Appeal pursuant to and in accordance with the applicable provisions of the Articles of Association of the Club for the years 2020 - 2023. Mr. Shivilal R. Daga and Mr. Ashwin B. Mehta, Members of the existing Board of Appeal, shall retire upon conclusion of this One Hundred and Fifth Annual General Meeting of the Club and are eligible for re-election.

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

- *1. Shivilal R. Daga, Esquire
- *2. Ashwin B. Mehta, Esquire

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

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 4, SPECIAL RESOLUTION:

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

NOTE : This Special Resolution, if adopted by the requisite majority, shall become effective to the present Committee at the annual general meeting to be held in year 2021 and therefore, requisite number of the Committee Members as provided in the proposed amended Articles and in accordance with the applicable provisions of the Companies Act, 2013, would first retire at the Annual General Meeting to be held in the year 2021.

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

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

(i) In Article 47(b) of the Articles of Association of the Club, delete the words “the nine”, substitute the word “to” in place and stead of the word “of” and add the words “ in place of those retiring” after the word “Committee”.

(ii) In Article 81 of the Articles of Association of the Club after the 1st sentence, add the following new sentence:

“Such appointed Member of the Committee shall hold office as a Member of the Committee for the period during which the Member of the Committee in whose place he has been appointed would have held office as a Member of the Committee. Further, such appointed Steward of the Club shall hold office as a Steward of the Club for the period during which the Steward of the Club in whose place he has been appointed would have held office as a Steward of the Club.”

(iii) Delete the existing Article 89 and in place and stead thereof provide the following:

“At every Annual General Meeting, one-third of the nine Members of the Committee shall retire by rotation. The Committee Members who retire by rotation at every Annual General Meeting of the Club shall be those who have been longest in office since their last appointment, but as between Members who became Committee Members on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by draw of lots. Independent Committee Members and / or Woman Committee Member, if any, shall retire on the conclusion of the Annual General Meeting in each year.”

(iv) In Article 93 (a) in line 2 thereof, substitute the word “retiring” in place and stead of the word “elected” and delete the word “retiring” appearing in the second line of the aforesaid Article.

(v) In Article 94 (a) in line 3 thereof substitute the word “retiring” in place and stead of the word “elected” and in line 4 thereof delete the word “Retiring”.

- (vi) In Article 95 (a) substitute the word “three” or the number “3” in place and stead of the word “nine” or the number “9” respectively, wherever it occurs.
- (vii) In Article 95 (c) substitute the word “three” or the number “3” in place and stead of the word “nine” or the number “9” respectively, wherever it occurs.
- (viii) In Article 95 (d) substitute the word “three” or the number “3” in place and stead of the word “nine” or the number “9” respectively, wherever it occurs.
- (ix) In the first sentence of Article 111, delete the words “for the period during which the Committee by which they are elected hold office” and in place and stead of the same, substitute the following words:

“to hold office as Stewards of the Club up to the conclusion of the next Annual General Meeting of the Club.”
- (x) In the second sentence of Article 111, delete the words “for the period during which the Committee by which they were elected to hold office” and in place and stead of the same, substitute the following words:

“up to the conclusion of the next Annual General Meeting of the Club.”

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 Articles 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 5, 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:

Facility Levy

25 (A) All Club, Life and Stand Members shall pay to the Club a Facility Levy of a sum of Rs.250/- per month i.e. Rs.3,000/- per annum (payable annually) for the forthcoming financial year. The Facility Levy shall be payable in advance on the 1st day of April of each financial year. If any of the Club, Life or Stand Members fail to pay the Facility Levy within three (3) months after the date upon which it shall have become due, notice shall be sent to him by registered letter, to his last registered address, calling his attention thereto, and if he does not pay the amount within ninety (90) days of the posting of such notice, he shall cease to be a Member of the Club and his name shall be removed by the Committee from the Register of Members. However, 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.

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 Articles 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 6, SPECIAL RESOLUTION:

NOTE: This Resolution if approved, shall be applicable to all fresh / new applications received after the date of passing of this Resolution and not to applications presently pending with the office of the Club.

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

Amend Article 142 (g) and (i) of the Articles of Association of the Club in the following manner:-

In Article 142 (g) , substitute the figure “ 2,00,000/-” with the figure, “5,00,000/-” appearing therein and further, in Article 142 (i), substitute the figure , “3,600 /-” with the figure “20,000 /- ” , wherever appearing in the said Article .

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 Articles 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 7, SPECIAL RESOLUTION:

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

Amend Rule 46 (c) of the Rules of Racing in the manner following:

In Rule 46 (c) of the Rules of Racing of the Club, substitute the words, “at their sole discretion”, appearing in second para of Rule 46 (c) with the words, “in their sole authority.”

ITEM 8, SPECIAL RESOLUTION:

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

Add the following as new Rule 48 (c) to the Rules of Racing of the Club:

“48 (c) No Appeal shall be permitted to be withdrawn save and except with leave of the Board. In case of withdrawal of the Appeal being permitted by the Board, the deposit amount or part thereof may or may not be refunded to the person concerned, at the sole discretion of the Board.”

ITEM 9, SPECIAL RESOLUTION:

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

Add the following as new Rule 48(d) to the Rules of Racing of the Club:

“48 (d) The Board shall have power to punish and / or fine any person who, either refuses to appear before the Board when called upon to do so or if he gives evidence that is false or misleading to the Board or if he and / or his spokesperson misconduct themselves in any manner in any Appeal / matter before the Board. A person shall be deemed to be in default of this rule each time the person commits a breach of the same.”

ITEM 10, SPECIAL RESOLUTION:

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

Add the following as new Rule 51 (H) after existing Rule 51 (G) (ii) of the Rules of Racing of the Club:

“51 (H) It is provided and clarified that the power to impose any punishment / suspension under the Rules, includes without limitation , the power to impose a suspended sentence for such punishment / suspension by the appropriate body of the Stewards of the Meeting, Stewards of the Club and Board of Appeal, as the case may be.”

SPECIAL BUSINESS, ORDINARY RESOLUTION:

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

ITEM 11, ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 181 of the Companies Act, 2013, the Committee of the Club be and is hereby authorized to contribute, donate or otherwise provide assistance from time to time to any charitable, public or social fund as it may, in its sole discretion, deem fit, till 31st March 2021.”

BY ORDER OF THE COMMITTEE,

N H S MANI,
SECRETARY & CHIEF EXECUTIVE OFFICER,
ROYAL WESTERN INDIA TURF CLUB, LTD.

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

Mumbai: Dated this 5th day of October, 2020.

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 circular dated 5th May 2020 read together with circulars dated 8th April 2020 and 13th April 2020 (collectively referred to as “MCA Circulars”) permitted convening of the AGM 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, AGM is being held through VC or OAVM.
- (3) Since this AGM 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 AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
- (4) Club Members attending the AGM 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 i.e. InstaPoll) are given in this Notice itself. KFin Technologies Private Limited (“KFintech”) will send the user id and password to the Club Members by email.
- (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 AGM, i.e. 29 October 2020. Members seeking to inspect such documents can send an email to secretary@rwitc.com
- (8) The cut-off date for the eligibility for remote E-voting and voting during the Meeting (“InstaPoll”) is 22nd October, 2020. Any Club Member not entitled to vote as of the cut-off date on account of non-payment of his / her subscription amount, shall not be entitled to vote by remote E-voting or electronic voting at the venue, despite password and the procedure for remote E-voting being sent to such Club Member.
- (9) In compliance with the MCA Circulars, Notice of the AGM along with Annual Report 2019-20 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 AGM is also hosted on the website of the Club, www.rwitc.com and will remain on the website till the date of the AGM.
- (10) For receiving all communication (including Annual Report) from the Club electronically, all Members who have not registered / updated their email address 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 secretary@rwitc.com.

(11) The Club has engaged the services of KFin Technologies Private Limited (“KFintech”) as the Agency to provide E-voting and InstaPoll facilities and do all such acts on behalf of the Club in this regard and the User ID and password for remote E-voting / InstaPoll will be sent directly by KFintech 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 26th October, 2020
End of remote E-Voting : Up to 5.00 p.m. (IST) on 28th October, 2020

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

(13) The recorded video conferencing and transcript of the AGM on 29th October 2020, 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.

(14) Since the AGM will be held through VC or OAVM, Route Map is not annexed in this Notice.

(15) The venue of the Meeting shall be deemed to be the Registered Office of the Club i.e. Race Course, Mahalakshmi, Mumbai – 400 034.

(16) The process and manner for Voting by Electronic Means by Club Members is as follows:

A. Please refer to the following guidelines for the purpose of casting your vote through remote E-voting:

a) Launch internet browser during voting period by typing the URL:
<https://evoting.kfintech.com>

b) Enter the login credentials (i.e. user id and password). **User ID will be a combination of the E-voting Event Number followed by alphanumeric Membership Number [without the hyphen ‘-’] (Event Number + Membership Number).** For example if the Event Id No. is “1234” and your Membership No. is “Y5678”, then your User ID No. will be “1234Y5678”. You will be separately intimated through a communication by KFintech about the User ID (Combination of Event No. + Your Membership No.) and password for enabling you to accordingly operate the module.

c) After entering the details of User ID and Password, enter the Captcha and click on “LOGIN”.

d) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password generated for the Meeting, in case you forget it.

- e) You need to login again with the new credentials.
- f) On successful login, the system will prompt you to select the E-Voting event.
- g) Select the EVENT of Royal Western India Turf Club, Ltd. and click on “SUBMIT”.
- h) Now you are ready for e-voting as “Cast Vote” page opens.
- i) Kindly tick mark (✓) against the appropriate Box For or Against , which will select For or Against beside each Item.
- j) Once you have voted for the Item(s), please click on “SUBMIT”. In case you do not cast your vote by not tick marking against the box and submit/register your vote, the same will be considered as your abstaining from voting for such Item(s) where there is no tick mark.
- k) A confirmation box will be displayed. Click “OK” to confirm else, “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Club Members can login any number of times till they have voted on the resolution(s).
- l) The Portal will be open for voting from Monday, 26th October 2020 from, 9.00 a.m. till Wednesday, 28th October 2020 at 5.00 p.m. (both days inclusive). During this period, Club Members of the Club as on 22nd October, 2020, may cast their vote electronically.

B. Procedure for Club Members for Joining AGM through VC or OAVM and Voting through InstaPoll:

- (i) The Club will provide VC or OAVM facility to its Club Members for participating at the AGM. Club Members will be able to attend the AGM through VC or OAVM or view the live webcast at <https://emeetings.kfintech.com> or by using their e-voting login credentials. Club Members are requested to follow the procedure given below:
 - a) Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com> Club Members are encouraged to join the Meeting through laptop with google chrome web browser for better experience.
 - b) Enter the login credentials (i.e., User ID and password for e-voting).
 - c) After logging in, click on “Video Conference” option.
 - d) The link for e-AGM will be available in Members login where the EVENT and the name of the Club can be selected.
 - e) Club Members are advised to keep camera on and use internet with a good speed to avoid any disturbance during the Meeting.
 - f) Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- (ii) Club Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the E-voting instructions.
 - (iii) Since many Members will be present through VC or OAVM and to regulate the AGM in efficient manner, Members who would like to express their views or ask questions during the AGM are requested to register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the ‘Speaker Registration’ option available on the screen after log in. The Speaker Registration will be open from 9.00 a.m. on Monday 26th October, 2020 till 5.00 p.m. on Tuesday, 27th October, 2020. Club Members can also send a request through email to secretary@rwitc.com giving details of their Name, Membership No. and Mobile No. within the date and time specified above. Intimation will be sent to such Club Member for speaking at the Meeting. All those Club Members who are registered will be given preference to express their views or ask questions over other Members depending upon the availability of time for smooth and efficient conduct of the AGM.
 - (iv) Only those Club Members, who will be present in the AGM through VC or OAVM and have not cast their vote through remote e-Voting are eligible to vote in the AGM. However, Club Members who have voted through remote e-Voting will be eligible to attend the AGM.
 - (v) The facility for voting through electronic voting system will also be made available at the AGM i.e. InstaPoll and Club Members attending the AGM who have not cast their vote(s) by remote e-voting will be able to vote at the AGM through InstaPoll.
 - (vi) **Instruction for Club Members for voting during AGM through InstaPoll is as follows:**
 - a) The e-Voting “Thumb sign” on the left hand corner of the video screen shall be activated upon instructions of the Chairman during the AGM proceedings. Club Members shall click on the same to take them to the “InstaPoll” page.
 - b) Club Members to click on the “InstaPoll” icon to reach the resolution page and follow the instructions to vote on the resolutions.
 - c) Only those Club Members, who are present in the AGM and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through InstaPoll system available during the AGM.
 - (vii) Facility to join the VC or OAVM Meeting will be opened 15 minutes before the scheduled AGM time and will only be closed any time after the expiry of minimum 15 minutes from the scheduled start time of the AGM.
- C. Once the vote on a resolution is cast by a Club Member, the Club Member shall not be allowed to change it subsequently.

- D. The facility for voting through electronic voting system on the day of the Meeting (i.e. InstaPoll) 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 through “InstaPoll” i.e. a Member may choose to vote on all or any of the resolutions either by remote E-voting or by InstaPoll at the Meeting, but not both. The password shall remain the same for remote E-voting and for voting at the time of the Meeting i.e. InstaPoll.
- E. The Committee of the Club shall appoint a Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.
- F. 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.
- G. 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 KFintech’s website <https://evoting.kfintech.com> For any other query, the Club Member may contact the Club by email at secretary@rwitc.com.
- H. The Scrutinizer, after scrutinizing the votes cast at the Meeting through InstaPoll and through remote E-voting, shall make a consolidated Scrutinizer’s report and submit the same to the Chairman. The results declared along with the consolidated Scrutinizer’s report shall be placed on the website of the Club and on the website of the Agency immediately after the result is declared by the Chairman.

(17) (i) Procedure for Joining AGM through VC or OAVM by Members, other than Club Members.

The Club will provide VC or OAVM facility to its Members for participating at the AGM. Members will be able to attend the AGM through VC or OAVM or view the live webcast at <https://emeetings.kfintech.com/guest> by following the procedure:

- (a) Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com/guest> Members are encouraged to join the Meeting through laptop with google chrome web browser for better experience.
- (b) Select the company name.
- (c) Enter your mobile number and click LOGIN button.
- (d) Enter OTP received on your mobile in the pop box and click.
- (e) You will be entered into VC session for witnessing the proceedings.
- (f) Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Please note, those Members who have not registered their mobile number with the Club are requested to register their mobile number and update their email address by sending email to secretary@rwitc.com giving details of Membership card number and attaching a self-attested copy of PAN card on or before the cut-off date i.e. 22nd October, 2020.

(ii) **Procedure for registering as a speaker for a Member other than a Club Member.**

Members, other than Club Members, who wish to speak at the AGM may send the communication as per procedure below from 9.00 a.m. on Monday 26th October, 2020 till 5.00 p.m. on Tuesday 27th October, 2020.

a) Send the mail to the mail id secretary@rwitc.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 AGM 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,

Re: Item 3,

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

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

The Club has received nominations from Mr. Shivilal R. Daga and Mr. Ashwin B. Mehta, for proposing their intention to act as Members on the Board of Appeal.

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

Re: Special Business, Special Resolution(s)

Re: Item 4, Special Resolution

The existing Articles of Association of the Club provide that on the termination of the Annual General Meeting in each year, all the Members of the Committee shall retire. However, suggestions have been made by some Members of the Club that Members of the Committee should retire by rotation pursuant to applicable provisions of the Companies Act, 2013. Accordingly, the said aspect of the matter having been considered by the Committee, it is proposed that the Articles be amended as proposed in the Resolution so as to provide for retirement by rotation of the Sitting Members of the Committee every year. It is clarified in the "SPECIAL NOTE" to the Resolution that the proposed Special Resolution, if passed with requisite majority, shall become effective to the Committee elected at the Annual General Meeting in 2020 and 3 (three) Committee Members would therefore first retire by rotation at the Annual General Meeting to be held in the year 2021.

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 5, Special Resolution

Members are aware that various costs are incurred by the Club in connection with its day to day activities and the same has increased manifold in recent times. The present fees as collected from the Members are relatively less considering the surging prices and the maintenance expenses of the Club. The Club being a sports Club has high maintenance costs, impending costs of lease and heavy taxes. The absence of adequate facilities has resulted in poor membership income. In order to maintain the Club for its Members, the Club also made drastic reductions in stakes, salaries, and added costs to breeders, bookmakers, etc. The Committee of the Club has therefore proposed to introduce a new charge, by way of "Facility Levy", which shall be payable by Club, Life and Stand Members of the Club. The Facility Levy payable is a sum of Rs.250/- per month i.e. Rs.3,000/- per annum (payable annually) for every forthcoming financial year. The Facility Levy would be payable in advance on the first day of April of each financial year. If despite notice to the Member concerned, such Member fails to pay the Facility Levy within the stipulated period, such Member shall cease to be a Member of the Club and his name would be removed from the Register of Members. Such Member may be re-admitted to membership at the discretion of the Committee, (provided there being a vacancy), without payment of entrance fee but upon payment of all arrears and further, upon such Member giving satisfactory explanation to the Committee.

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 6, Special Resolution

The Committee of the Club considered that the Entrance Fee and Local Annual Subscription charges payable by a Local Corporate Member of Turf Club House, Pune on its acceptance as such were fixed a few years back and needed to be revised. The Resolution provides for increase in Entrance Fee from existing Rs.2,00,000 /- to Rs.5,00,000/- and increase in Local Annual Subscription from existing Rs.3,600/- to Rs.20,000/- . The Committee considered it as appropriate the proposed increase in rates 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 7, Special Resolution

It was considered by the Stewards of the Club and Board of Appeal that the dates of any punishment imposed by the Stewards should be in their sole authority and not to be amended by the Board of Appeal, unless a stay is given by the Board of Appeal. The Committee of the Club has concurred with the views of the Stewards of the Club and Board of Appeal 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 8, Special Resolution

The proposed incorporation of new Rule 48 (c) is with a view to prevent an Appellant from misusing the process of filing Appeal to the Board of Appeal. It is found that sometimes an Appellant files an Appeal to the Board and obtains a stay pending hearing and once the important race days are over and he considers that the Appeal may be decided against him , the Appeal is then withdrawn by the Appellant. Hence, to prevent this misuse, the proposed Resolution provides that no Appeal shall be permitted to be withdrawn save and except with the leave of the Board of Appeal. In case an Appeal is permitted to be withdrawn by the Board, the deposit amount or part thereof may or may not be refunded to the person concerned at the discretion of the Board.

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 9, Special Resolution

It was considered that the Board of Appeal be given specific powers to fine or punish any person who, either refuses to appear before the Board when called upon to do so or if he gives evidence that is false or misleading to the Board or if he and / or his spokesperson misconduct themselves in any manner in any Appeal / matter before the Board. It is further provided in this Resolution that a person shall be deemed to be in default of this rule each time the person commits a breach of the same. The incorporation of this power for Board of Appeal was considered necessary for proper conduct at any hearings / Appeals before the Board, 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 10, Special Resolution

Whilst it is generally accepted that the power to impose punishments / suspensions includes the power to impose a suspended sentence , it was considered that this power be clarified and provided in the Rules of Racing to avoid any challenge to the same and hence , this Resolution.

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

A copy of the Memorandum and Articles of Association and the Rules of Racing of the Club are available for inspection of the Members at the Registered Office of the Club at Race Course, Mahalakshmi, Mumbai - 400 034, on any working day (except Race Days, Sundays and Holidays) between the hours of 10.30 a.m. and 12.30 p.m. and the same shall be furnished on written request from a Member 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 : Special Business, Ordinary Resolution(s)

Re: Item 11, Ordinary Resolution

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

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

A copy of the Memorandum and Articles of Association and the Rules of Racing of the Club are available for inspection of the Members at the Registered Office of the Club at Race Course, Mahalakshmi, Mumbai - 400 034, on any working day (except Race Days, Sundays and Holidays) between the hours of 10.30 a.m. and 12.30 p.m. and the same shall be furnished on written request from a Member 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,

N H S MANI,
SECRETARY & CHIEF EXECUTIVE OFFICER,
ROYAL WESTERN INDIA TURF CLUB, LTD.

Mumbai: Dated this 5th day of October, 2020.

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

ANNEXURE – A

Relevant information of the candidate for election to the Committee

Name	Mr. Jehangir H. Damania	Mr. Khushroo N. Dhunjibhoy
Age	57 Years	72 Years
Qualifications	B.Com, C.A.	Graduate
Experience	25 years	52 years' experience in Shipping
Terms & Conditions of appointment / reappointment	Not Applicable	Honorary Service
Details of honorarium sought to be paid	Not Applicable	Not Applicable
Honorarium, if any, last drawn	Not Applicable	Not Applicable
Date of first appointment on the Committee	Not Applicable	20 th September 1990
Relationship with other Committee Members	Not Applicable	Not Applicable
No. of Meetings of the Committee attended during the year	Not Applicable	11 out of 25 meetings
Directorship in other companies	Not Applicable	As per Annexure-B
Membership / Chairmanship of committees of other boards	Not Applicable	Not Applicable

Contd.

ANNEXURE – A

Relevant information of the candidate for election to the Committee

Name	Ms. Zinia Lawyer	Mr. Milan A. Luthria
Age	67 Years	53 Years
Qualifications	B.A. Economics (Honors) Degree	Bachelor of Commerce
Experience	Business Experience for 46 years	25 years
Terms & Conditions of appointment / reappointment	Honorary Service	Honorary Service
Details of honorarium sought to be paid	Not Applicable	Not Applicable
Honorarium, if any, last drawn	Not Applicable	Not Applicable
Date of first appointment on the Committee	11 th September 2017	12 th September 2016
Relationship with other Committee Members	Not Applicable	Not Applicable
No. of Meetings of the Committee attended during the year	24 out of 25 meetings	24 out of 25 meetings
Directorship in other companies	As per Annexure-B	As per Annexure-B
Membership / Chairmanship of committees of other boards	Not Applicable	Not Applicable

Contd.

ANNEXURE – A

Relevant information of the candidate for election to the Committee

Name	Mr. Darashaw Keki Mehta	Mr. Jehangir H. Mehta
Age	49 years	49 years
Qualifications	MBA, IMD, Lausanne, Switzerland	B.Com, MBA
Experience	Directorship & handling business decision for Darashaw group companies for more than 25 years	Financial Consultant, Switz, France, Thailand, Hong-Kong, India.
Terms & Conditions of appointment / reappointment	Not Applicable	Not Applicable
Details of honorarium sought to be paid	Not Applicable	Not Applicable
Honorarium, if any, last drawn	Not Applicable	Not Applicable
Date of first appointment on the Committee	Not Applicable	Not Applicable
Relationship with other Committee Members	Not Applicable	Brother in Law to Mr. Milan Arjun Luthria
No. of Meetings of the Committee attended during the year	Not Applicable	Not Applicable
Directorship in other companies	As per Annexure-B	As per Annexure -B
Membership / Chairmanship of committees of other boards	As per Annexure-C	Not Applicable

Contd..

ANNEXURE - A

Relevant information of the candidate for election to the Committee

Name	Mr. Z.S. Poonawalla	Mr. Surendra R. Sanas	Mr. Vijay B. Shirke
Age	77 Years	67 Years	70 Years
Qualifications	Graduate	High School	B.E. (Mech.)
Experience	55 years	41 years	48 Years
Terms & Conditions of appointment / reappointment	Honorary Service	Honorary Service	Honorary Service
Details of honorarium sought to be paid	Not Applicable	Not Applicable	Not Applicable
Honorarium, if any, last drawn	Not Applicable	Not Applicable	Not Applicable
Date of first appointment on the Committee	16 th December 2014	6 th September 2018	19 th December 1996
Relationship with other Committee Members	Not Applicable	Not Applicable	Not Applicable
No. of Meetings of the Committee attended during the year	25 out of 25 meetings	25 out of 25 meetings	15 out of 25 meetings
Directorship in other companies	As per Annexure-B	As per Annexure-B	As per Annexure-B
Membership / Chairmanship of committees of other boards	Not Applicable	Not Applicable	As per Annexure-C

ANNEXURE – B

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

1. Khushroo N. Dhunjibhoy, Esquire

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

2. Ms. Zinia Lawyer

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

3. Milan Luthria, Esquire

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

4. Darashaw Keki Mehta, Esquire

- Darashaw Capital Private Limited
- Darashaw Finance Private Limited
- Darashaw Bloodstock Private Limited
- Darashaw Securities Private Limited
- International Wine and Food Society
- Darashaw & Co. (Singapore) Pte. Ltd.
- The Western India Race Horse Owners Association Ltd.
- Darashaw & Company Private Limited
- TSR Darashaw Consultants Private Limited
- TSR Darashaw Records Management Private Limited
- TSR Darashaw HR Services Private Limited
- TSR Darashaw Limited

5. Jehangir H. Mehta, Esquire

- Bodimage India Private Limited
- Toy Watch India Private Limited
- Ana-Jeh Investment Company Private Limited
- Mehta Auto Services Private Limited
- Hansa Holdings and Trading Co. Pvt. Ltd.
- Ana-Li Investment Company Private Limited
- Savatex Private Limited
- Metropolis Metro Motors Private Limited

- H M Mehta and Company Private Limited
- H M Mehta and Sons Private Limited
- Homi Mehta and Sons Private Limited
- Metro Auto Services Private Limited
- Sawasdee Wellness Private Limited
- Jain & Mehta Learning Centre LLP
- Jeh & Joey Wellness LLP

6. Z.S. Poonawalla, Esquire

- The Poona Stud Farm Private Limited
- Intervale Poonawalla Limited (Erstwhile Intervale (India) Limited)
- El-O-Matic (India) Private Limited
- Poonawalla Finvest & Agro Private Limited
- Poonawalla Racing & Breeding Private Limited
- Poonawalla Astonish Stud Private Limited
- Poonawalla Financials Private Limited
- Yodelsim Holdings Private Limited
- Poonawalla Exhilaration Stud Private Limited
- Poonawalla Mystical Stud Private Limited
- Poonawalla Stud Farm Private Limited
- Simone Poonawalla Constructions and Stud Private Limited
- Annilna Investments Private Limited
- Serum Institute of India Private Limited

7. Surendra R. Sanas, Esquire

- Sanas Developers Private Limited
- Yashraaj Ethanoll Processing Private Limited
- Kusum Construction and Commercials Limited
- Oxford Realtor (Pune) Private Limited
- Rahul Executives Infratech Private Limited
- Harbell Hotels Private Limited
- Sabhar Realities Private Limited
- Ascent Real Estate and Properties Private Limited
- Nasik Land Realty (India) Private Limited
- Prudent Real Estate and Properties Private Limited
- Classic City Infopark Private Limited
- Neo Light Agriculture and Breeding Private Limited
- Aminasia Property Developers Private Limited

8. Vijay B. Shirke, Esquire

- B.G. Shirke Construction Technology Pvt. Ltd.
- Karmveer Investments Pvt. Ltd.
- Kirkland Investments Pvt. Ltd.
- Ashwamedh Investments Pvt. Ltd.
- Convex Investments & Trading Pvt. Ltd.
- B.G. Shirke Oil and Gas India Pvt. Ltd.
- Siporex India Pvt. Ltd.

ANNEXURE - C

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

1. Darashaw Keki Mehta, Esquire

Committee Member in The Western India Race Horse Owners' Association Limited.

2. Vijay B. Shirke, Esquire

B.G. Shirke Construction Technology Pvt. Ltd. – Chairman on the CSR Committee of
The Board of Directors.

Siporex India Pvt. Ltd. - Chairman on the CSR Committee of the Board of Directors.
