

# **ROYAL WESTERN INDIA TURF CLUB, LIMITED**

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

CIN: U91990MH1925PLC001182

E-mail: secretary@rwitc.com; Telephone: 022 – 62670100

Website: www.rwitc.com

## **NOTICE**

Notice is hereby given that the One Hundred and Tenth Annual General Meeting (“AGM” / “the Meeting”) of the Members of the Royal Western India Turf Club, Limited, (“the Club” / “RWITC”) will be held on Thursday, 18th September, 2025 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 31<sup>st</sup> March, 2025 and Balance Sheet as on 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 4<sup>th</sup> September, 2025.

**ITEM 2.** To elect the Committee for the year 2025 / 2026.

A list of candidates for election to the Committee at the 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. | Jiyaji M. Bhosale, Esquire      | (DIN : 05139255) |
| *2. | Khushroo N. Dhunjibhoy, Esquire | (DIN : 00333683) |
| *3. | Sunil G. Jhangiani, Esquire     | (DIN : 00077526) |
| *4. | Gautam P. Lala, Esquire         | (DIN : 00940015) |
| *5. | Jaydev M. Mody, Esquire         | (DIN : 00234797) |
| *6. | Surendra R. Sanas, Esquire      | (DIN : 00164013) |
| *7. | Vijay B. Shirke, Esquire        | (DIN : 00006804) |
| *8. | Dr. Ram H. Shroff               | (DIN : 00004865) |
| *9. | Shiven Surendranath, Esquire    | (DIN : 00622510) |

If the number of Club Members who have, pursuant to the provisions of the Club's Articles of Association, offered themselves or been duly proposed for election as Members of the Committee is nine or less than nine, they shall be declared duly elected at the Annual General Meeting of the Club. However, if the number of candidates for election as Members of the Committee is more than nine, then the election will be in accordance with the provisions of Article 95 and / or other applicable provisions of the Articles of Association of the Club / the Companies Act, 2013, if any, including applicable provisions relating to e-Voting, the provisions of which are contained in this Notice. Further, the relevant information of the above candidates, in terms of Secretarial Standards – II (SS-2) 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 2025 - 2028. Mr. Dilip P. Goculdas and Mr. Hoshang J. Nazir, Members of the existing Board of Appeal, shall retire upon conclusion of this 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. Dilip P. Goculdas, Esquire
- \*2. Hoshang J. Nazir, 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, including applicable provisions relating to e-Voting, the provisions of which are contained in this Notice.

### **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**, pursuant to the applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the Articles of Association of the Club be altered, amended, substituted, deleted or added to in the following manner :-

- (i) In existing Articles 21 (a) and (b) of the Articles of Association, substitute “Rs.2,00,000/-” with “Rs.10,00,000/-.”
- (ii) In existing Article 21 (c) of the Articles of Association, substitute “Rs.5,00,000/-” with “Rs.30,00,000/-”.

**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 of Association 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 Rules of Racing of the Club be altered, amended, substituted, deleted or added to in the following manner :-

- (i) Re-number existing Rule “115 (A)” as sub-clause “(d)” in existing Rule 115.
- (ii) After Rule 115 (d), add new part **“PART XIII-A”** with the title, **“DUAL LICENSE AND DUAL LICENSES HOLDERS”**.

The following new Rules be added in the Rules of Racing of the Club under aforesaid **PART XIII-A**

#### **PART XIII-A**

#### **DUAL LICENSE AND DUAL LICENSE HOLDERS**

115 (A)

- (1) For the purposes of these Rules of Racing :
  - (a) **“Dual License”** shall mean a license granted by the Stewards of the Club and which permits the holder of such license to train horses as a licensed Trainer and also to ride horses in races as a licensed Jockey. It is clarified that “Dual License” is a single composite license granted to a “Dual License Holder” (defined below), subject to applicable rules.
  - (b) **“Dual License Holder”** means a person who has been duly granted a Dual License.

- (2) An applicant for a Dual License must fulfill the following conditions :
- (a) be a licensed Jockey under the Rules and should have ridden for at least 15 years and won over 250 races in his career as a Jockey;
  - (b) be a licensed Trainer or eligible to be licensed as a Trainer under the Rules;
  - (c) demonstrate financial stability to manage at least 15 horses at any given time and must have at least three different Owners (not from the same family) during the currency of his Dual License, if granted;
  - (d) not be a person who is an approved Owner;
  - (e) fulfill such terms and conditions as may be prescribed by the Stewards of the Club from time to time.
- (3) An application for a Dual License shall be made in the form prescribed by the Club from time to time and the applicant shall furnish such information as required by the Club. Further, an application for Dual License may be accepted or rejected by the Stewards of the Club at their sole discretion and without assigning any reasons whatsoever. A Dual License shall be valid for a period of one year and must be applied for annually, unless specified otherwise. The Stewards of the Club reserve the right to grant or reject such application for Dual License or to grant a Dual License subject to imposition of such terms and conditions as deemed appropriate. Further, the Stewards of the Meeting shall be entitled to suspend the Dual License and the Stewards of the Club are entitled to revoke, cancel, suspend or withdraw the Dual License at any time, at their sole discretion.
- (4) The annual license fee payable for a Dual License as also the fee for the Application Form shall be such amount as fixed by the Stewards of the Club from time to time.
- (5) On the expiry of the Dual License, the Dual License Holder shall have to apply for the Dual License and the Stewards of the Club shall be entitled at their discretion to grant or refuse such Dual License. Further, a person applying for a Dual License in any subsequent year must have ridden at least 25 races in the previous year of Dual License and should have maintained regular attendance at morning gallops to ensure fitness and consistency. The Jockeys' attendance register shall also be considered by the Club at the time of application of a Dual License annually.
- (6) The following provisions shall apply to a Dual License Holder :
- (a) A Dual License Holder shall not be permitted to train horses in partnership with another Trainer.
  - (b) A Dual License Holder shall not have any ownership interest in any horse nor own any horses in his name or that of his family, directly or indirectly, and the decision of the Stewards of the Club in this regard shall be final.

- (c) A Dual License Holder shall sign the Jockeys' attendance register in the manner prescribed by the Club.
- (d) A Dual License Holder can only ride horses that are under his charge. If a Dual License Holder has more than one horse entered in the same race then, such Dual License Holder shall not be declared for, or ride, any horse in that race.
- (e) A Dual License Holder is entitled to have Apprentice Jockey indentured to him.
- (f) The continued validity of a Dual License during its term shall be subject to the Dual License Holder being eligible to have a Jockey's license and a Trainer's license during the period of the Dual License so granted. In the event, the Dual License Holder ceases to be eligible for either a Jockey's license or a Trainer's license during the period of the Dual License, the Dual License shall cease / stand revoked with immediate effect. In such event a fresh application may be made by such person for a Jockey's or Trainer's license, as the case may be, which shall however be subject to the Stewards discretion and Rules of the Club.
- (g) A Dual License Holder shall on receiving a Dual License shall forthwith submit to the Club a consent form signed by all Owners whose horses are in his charge and the same shall be updated immediately from time to time as required. The Dual License Holder shall be solely responsible for submission of the consent form as aforesaid and failure to do so may result in suspension or cancellation / withdrawal of the Dual License, at the Stewards discretion and as the case may be.
- (h) A Dual License Holder shall delegate saddling duties to his registered assistant / licensed person at his own risk and responsibility in writing on the day he rides in any race as permitted under these Rules. The Dual License Holder will need to enter the Jockeys' room at least one hour before the race in question in which he is to ride and leave fifteen minutes after the All Clear is given for his last riding engagement of the day.
- (i) A Dual License Holder shall comply and be subject to all rules, regulations, notifications etc. as applicable to him, including rules relating to betting etc.
- (j) Suspension / withdrawal of the Dual License for breach of rules / conditions in capacity as Jockey or Trainer shall result in the Dual License being suspended / withdrawn, as the case may be, and the disabilities pertaining to such action of suspension / withdrawal of Dual License shall be as notified by the Stewards of the Club from time to time.

- (k) A Dual License Holder shall be subject to all the duties, obligations, disabilities etc. as applicable to a licensed Jockey and Trainer under the Rules and be bound by them. A Dual License Holder shall not bet or share any horse racing information with any person or party. A Dual License Holder shall not be entitled to claim any exemption or privilege on the ground that particular rule/s, notification/s etc. is applicable only to licensed Jockey but not a licensed Trainer or vice versa. Where any rule, regulation, notification etc. is applicable only to a licensed Jockey or only to a licensed Trainer then, such rule, regulation, notification etc. shall be applicable to a Dual License Holder as a Dual Licensed Holder discharges functions in capacity as licensed Jockey and licensed Trainer and not in capacity of either one. A Dual License Holder shall comply with all rules, regulations, notifications etc. applicable to a licensed Jockey and a licensed Trainer as also such rules, regulations, notifications etc. applicable to a Dual License Holder from time to time.
- (7) The powers of the Stewards herein contained do not restrict the Stewards from exercising any of their other rights, powers etc. conferred on them under the Rules of Racing including without limitation, the power to fine license holders. Further, the Stewards of the Club shall be entitled at all times to issue such notifications as may be required for purposes of the rules relating to Dual License / Dual License Holder and the Dual License Holder shall comply with the same at all times.

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

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

Substitute existing Rule 109 (ii) with the following :

“Mount fees for Apprentice shall be an amount fixed by the Stewards of the Club from time to time.” ”

#### **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 :-

In Rule 29 of the Rules of the Racing of the Club, substitute “Rs.50,000/-” with “Rs.1,00,000/-”.

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

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

## **ITEM 8, ORDINARY RESOLUTION:**

**“RESOLVED THAT** pursuant to the provisions of Section 181 of the Companies Act, 2013, the Committee of the Club be and is hereby authorized to contribute, donate or otherwise provide assistance from time to time to any charitable, public or social fund as it may, in its sole discretion, deem fit, till 31<sup>st</sup> March 2026.”

BY ORDER OF THE COMMITTEE,

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

Mumbai: Dated this 20<sup>th</sup> day of August, 2025.

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

### **NOTE:**

- (1) The relevant Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the aforesaid 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 the applicable General Circulars, including General Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, General Circular No.17/2020 dated 13<sup>th</sup> April, 2020 read with General Circular No.20/2020 dated 05<sup>th</sup> May, 2020 and General Circular No. 09/2024 dated 19<sup>th</sup> September, 2024 (collectively referred to as “MCA Circulars”) permitted convening of AGM through VC or OAVM without physical presence of Members at a common venue. In accordance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 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. Please be advised that sharing of your email ID / USERID / OTP to anyone else to attend the Meeting or vote on your behalf will constitute an act of breach of the regulations of the Club on your part.

- (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) are given in this Notice itself. The Club has engaged the services of National Securities Depository Limited (“NSDL”) for providing attendance at the Meeting virtually and e-Voting facilities. NSDL will send the USER ID to the Club Members on their email ID registered with the Club.
- (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. 18<sup>th</sup> September, 2025. Members seeking to inspect such documents should send an email to [adm@rwitc.com](mailto:adm@rwitc.com)
- (8) The Register of Directors maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available only in electronic form for inspection during the proceeding of the Meeting which can be accessed at [www.rwitc.com](http://www.rwitc.com)
- (9) The cut-off date for the eligibility for remote e-Voting and voting during the Meeting is 11<sup>th</sup> September, 2025. 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, even if the USER ID and the procedure for remote e-Voting has been sent to such Club Member.
- (10) In compliance with the MCA Circulars, Notice of the AGM 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](http://www.rwitc.com) and will remain on the website till the date of the AGM.
- (11) 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](mailto:adm@rwitc.com)
- (12) The Club has engaged the services of NSDL as the Agency to provide e-Voting facilities and voting facilities on the day of AGM and the USER ID for e-Voting will be sent directly by NSDL by email to those Club Members whose email ID is registered with the Club as of the cut-off date.



- (13) The remote e-Voting facility will be available during the following period:

Commencement of remote e-Voting : From 9.00 a.m. (IST) on 15<sup>th</sup> September, 2025

End of remote e-Voting : Upto 5.00 p.m. (IST) on 17<sup>th</sup> September, 2025

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 / Scrutinizer upon expiry of the aforesaid period.

- (14) 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.
- (15) Once the vote on a resolution is cast by a Club Member, the Club Member shall not be allowed to change it subsequently.
- (16) The Committee of the Club shall appoint a Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- (17) 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.
- (18) 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](http://www.evoting.nsdl.com) or contact **NSDL HelpDesk at Tel No. (022 - 4886 7000) or Email at [evoting@nsdl.com](mailto:evoting@nsdl.com)** For any other query, the Club Member may contact the Club by email at [adm@rwitc.com](mailto:adm@rwitc.com)
- (19) The Scrutinizer, after scrutinizing the votes cast at the Meeting on the day of AGM 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.
- (20) The recorded video conferencing of the AGM on 18<sup>th</sup> September, 2025, 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.
- (21) Since the AGM will be held through VC or OAVM, Route Map is not annexed in this Notice.
- (22) The venue of the Meeting shall be deemed to be the Registered Office of the Club i.e. Race Course, Mahalakshmi, Mumbai – 400 034.

(23) Facility to join the VC or OAVM Meeting will be opened 15 (fifteen) minutes before the scheduled AGM time and will only be closed any time after the expiry of minimum 15 (fifteen) minutes from the scheduled start time of the AGM.

**(24) PROCESS FOR REMOTE E-VOTING / VOTING AT THE MEETING / ATTENDING AGM**

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 AGM 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.rwitc.com](http://www.rwitc.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 EVEN is 101456 & Membership number is Y1234 then USER ID is 101456Y1234).

In case of any assistance 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.com](mailto:evoting@nsdl.com) or call on NSDL No. : 022 - 4886 7000.

**(A) Process for remote e-voting**

The remote e-voting period commences on 15<sup>th</sup> September, 2025 at 9.00 a.m. (IST) and ends on 17<sup>th</sup> September, 2025 at 5.00 p.m. (IST). During this period Club Members may cast their vote electronically. The e-voting module shall 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](mailto: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](http://www.evoting.nsdl.com)
- c. Click on icon “Shareholder/Member/Creditors – Login”
- d. Enter User ID received from the NSDL.
- e. Select login type as OTP. (Password option NOT available).
- 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 on your registered email ID and / or mobile number.
- j. Home page of e-Voting will open.

**Step 2:- Cast your vote electronically on NSDL e-Voting system from 15th September, 2025 at 9.00 a.m. (IST) and ending on 17th September, 2025 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 and click on "Submit" and also "Confirm" when prompted.
- 5) Upon confirmation, the message "Vote cast successfully" will be displayed. Vote confirmation SMS will be sent on registered mobile number only.
- 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.

### **Attending AGM and Voting at the Meeting**

Club Members may login from [www.evoting.nsdl.com](http://www.evoting.nsdl.com) on AGM day i.e. on 18<sup>th</sup> September, 2025 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 Meeting option to view the AGM and cast your vote electronically. AGM 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](mailto: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](http://www.evoting.nsdl.com)
- c. Click on icon "Shareholder/Member/Creditors – Login"
- d. Enter User ID received from the NSDL.
- e. Select login type as OTP. (Password option NOT available).

- 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 on your registered email ID and / or mobile number.
- j. Home page of e-Voting will open.

### **Step 2:- Process to attend virtual AGM 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 Meeting option available against the EVEN of RWITC to view the AGM 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 AGM.

### **Step 3:-Cast your vote electronically on NSDL e-Voting system on 18<sup>th</sup> September, 2025 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 VC / OAVM link under Join 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 and click on “Submit” and also “Confirm” when prompted.
- 5) Upon confirmation, the message “Vote cast successfully” will be displayed. Vote confirmation SMS will be sent on registered mobile number only.
- 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.

### **(B) Procedure for Joining AGM 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](mailto:evoting@nsdl.com) is in the process of being sent to all Members, other than Club Members, regarding USER ID for Joining AGM 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](http://www.evoting.nsdl.com)
- c. Click on icon “Shareholder/Member/Creditors - Login”
- d. Enter User ID received from NSDL.
- e. Select login type as OTP. (Password option NOT available).
- 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 on your registered email ID and / or mobile number.
- j. Home page will open.

## **Step 2:- Process to attend virtual AGM 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 Meeting option available against the EVEN of RWITC to view the AGM 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 AGM.

## **(C) Procedure for registering as a speaker for All Members.**

Members who wish to speak at the AGM may send the communication as per procedure below from 9.00 a.m. on Tuesday, 16<sup>th</sup> September, 2025 till 5.00 p.m. on Wednesday, 17<sup>th</sup> September, 2025.

- a) Send the mail from your email ID registered with the Club to [adm@rwitc.com](mailto:adm@rwitc.com) or [secretary@rwitc.com](mailto:secretary@rwitc.com) requesting to register as a speaker along with the following details:
  - i. Name:
  - ii. Membership No:
  - iii. Mobile no:
- b) A link with the procedure will be sent to the mail ID of the speaker on the previous day evening of the AGM.

## **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 of Association, 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. Dilip P. Goculdas and Mr. Hoshang J. Nazir, 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: Item 4, Special Resolution**

Members are aware that the entrance fee for Life Membership of the Club payable by sons and daughters of Club, Stand and Life Members has not been increased since a long time. The Committee is working tirelessly to get approvals / permissions from Brihanmumbai Municipal Corporation and other Government departments for developing a state-of-the-art Club House at Mumbai Race Course with all modern amenities. It will therefore be necessary to revise the entrance fee to help fund this ambitious project. The Committee is confident that Members will understand the need for this change as it directly translates into significantly enhanced facilities at the Club for its Members.

Hence, the Committee considered increasing the existing entrance fee payable by sons / daughters of Club, Stand and Life Members in Article 21 (a), (b) and (c) as provided in the Resolution in which it is proposed as follows :

- if either parent of sons are or have been Club or Stand or Life Members of the Club then, such sons shall pay entrance fee of Rs.10,00,000/- (existing entrance fee is Rs.2,00,000/-) for Life Membership of the Club provided they have applied for Life Membership prior to their completing the age of 30 years.
- if either parent of unmarried daughters are or have been Club or Stand or Life Members of the Club then, such daughters shall pay entrance fee of Rs.10,00,000/- (existing entrance fee is Rs.2,00,000/-) for Life Membership of the Club and in case of married daughters, they apply for Life Membership within 2 years from the date of their marriage or they apply prior to their completing the age of 30 years, whichever is later.

- if either parent of sons or married daughters are or have been Club or Stand or Life Members of the Club for at least 5 years and such sons or married daughters have not applied for Membership under sub-clauses (a) or (b) above, as the case may be, then such sons or married daughters shall pay entrance fee of Rs.30,00,000/- (existing entrance fee is Rs.5,00,000/-).

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**

The Club received suggestion for having a “Dual License” i.e. a single composite license that would entitle a person to be a licensed Jockey and a licensed Trainer under the Rules provided such person is entitled / eligible to be granted a Jockey’s license and a Trainer’s license under the rules of the Club. The license holder of such license is referred to as “Dual License Holder”.

This system of Dual License already exist in some countries and the Stewards decided to introduce the same at your Club. The Committee of the Club has also accepted the suggestion of the Stewards of the Club for introducing the category of Dual License and hence, this Resolution.

The provisions applicable to a Dual License and Dual License Holder are as contained in the Special Resolution itself and the same are not repeated here for brevity sake. It is clarified that under the proposed rules, all provisions applicable to a licensed Jockey and licensed Trainer shall be applicable to a Dual License Holder and likewise, if the Dual License is suspended / withdrawn / cancelled for breach as licensed Jockey or as licensed Trainer, the Dual License shall be treated as one single license and the Dual License Holder shall not be entitled to operate as licensed Jockey and as licensed Trainer, subject to the provisions of the rules contained in the 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 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 Stewards of the Club by a Notice dated 13<sup>th</sup> December 2024, had suspended the operation of Rule 109 (ii) which provided that the Mount fees for Apprentice shall be half the amount payable to Jockeys. This was done as the Stewards of the Club decided that Mount fees payable to Apprentice should be an amount equal to what is being paid to Jockeys. The Stewards of the Club therefore considered that the Stewards of the Club be vested with a power to fix, from time to time, the Mount fees payable to an Apprentice 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 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**

Members will recollect that the Stewards of the Meeting of Delhi Race Club (1940) Ltd. had requested the Stewards of the Club to enhance their power to impose fine on licensed persons from existing Rs.50,000/- to Rs.1,00,000/- as provided in Rule 20 of the Rules of Racing and the same was approved by the Club Members at the last Annual General Meeting of the Club. However, a similar amendment was required to be carried out in Rule 29 of the Rules of Racing which was inadvertently not done. The proposed Resolution is only to bring the provision relating to fines by the Stewards of the Meeting contained in Rule 29 at par with that which is presently provided in Rule 20 of the Rules of Racing of the Club, and hence the 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 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 8, 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 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 20<sup>th</sup> day of August, 2025.

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

**ANNEXURE – A**

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

<b>Name</b>	<b>Mr. Jiyaji M. Bhosale</b>	<b>Mr. Khushroo N. Dhunjibhoy</b>
Age	50 Years	77 Years
Qualifications	M.B.A. in California State University	Graduate
Experience	25 years	58 years' experience in Shipping
Terms & Conditions of appointment / reappointment	Honorary Service	Honorary Service
Details of honorarium sought to be paid	Not Applicable	Not Applicable
Honorarium, if any, last drawn	Not Applicable	Not Applicable
Date of first appointment on the Committee	30 <sup>th</sup> December 2021	20 <sup>th</sup> September 1990
Relationship with other Committee Members	Not Applicable	Not Applicable
No. of Meetings of the Committee attended during the year	24 out of 24 meetings (01.04.2024 to 31.03.2025)  18 out of 19 meetings (26.09.2024 to 06.08.2025)	9 out of 24 meetings (01.04.2024 to 31.03.2025)  9 out of 19 meetings (26.09.2024 to 06.08.2025)
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*

<b>Name</b>	<b>Mr. Sunil G. Jhangiani</b>	<b>Mr. Gautam P. Lala</b>
Age	67 Years	54 Years
Qualifications	B.Com, LLB	B.Com – Business Management MBA – Marketing
Experience	49 years	Business since 1994
Terms & Conditions of appointment / reappointment	Honorary Service	Honorary Service
Details of honorarium sought to be paid	Not Applicable	Not Applicable
Honorarium, if any, last drawn	Not Applicable	Not Applicable
Date of first appointment on the Committee	12 <sup>th</sup> December 2003	19 <sup>th</sup> December 2002
Relationship with other Committee Members	Not Applicable	Not Applicable
No. of Meetings of the Committee attended during the year	19 out of 24 meetings (01.04.2024 to 31.03.2025)  16 out of 19 meetings (26.09.2024 to 06.08.2025)	19 out of 24 meetings (01.04.2024 to 31.03.2025)  16 out of 19 meetings (26.09.2024 to 06.08.2025)
Directorship in other companies	As per Annexure B	As per Annexure B
Membership / Chairmanship of Committees of other boards	Not Applicable	Not Applicable

Contd.

## **ANNEXURE – A**

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

<b>Name</b>	<b>Mr. Jaydev M. Mody</b>
Age	70 years
Qualifications	Graduation in Arts from Mumbai University
Experience	Mr. Jaydev Mody, has been creating, developing and managing businesses for more than 40 years, spending over 25 years of them in real estate development. He played a pivotal role in building and developing India's first global mall 'Crossroads' in South Mumbai. A Humanities graduate from Mumbai University, Mr. Mody has been instrumental in the development of several large residential and commercial complexes and retail destinations in and around Mumbai. Some of them are Peninsula Corporate Park, Ashok Towers, Ashok Gardens and Peninsula IT Park, which are all established Mumbai landmarks today. He is a first generation entrepreneur, and has interest in various businesses, including gaming and hospitality, textiles and magnet manufacturing. His keen eye and out-of-the-box thinking has helped him identify lucrative business opportunities and he has pioneered several first-of-its-kind ventures.
Terms & Conditions of appointment / reappointment	Honorary Service
Details of honorarium sought to be paid	Not Applicable
Honorarium, if any, last drawn	Not Applicable
Date of first appointment on the Committee	20 <sup>th</sup> December 2007
Relationship with other Committee Members	Not Applicable
No. of Meetings of the Committee attended during the year	11 out of 24 meetings (01.04.2024 to 31.03.2025) 13 out of 19 meetings (26.09.2024 to 06.08.2025)
Directorship in other companies	As per Annexure B
Membership / Chairmanship of Committees of other boards	As per Annexure C

Contd.

**ANNEXURE – A**

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

<b>Name</b>	<b>Mr. Surendra R. Sanas</b>	<b>Mr. Vijay B. Shirke</b>
Age	71 Years	75 Years
Qualifications	High School	B.E. (Mech.)
Experience	46 years	53 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	6 <sup>th</sup> September 2018	19 <sup>th</sup> December 1996
Relationship with other Committee Members	Not Applicable	Not Applicable
No. of Meetings of the Committee attended during the year	24 out of 24 meetings (01.04.2024 to 31.03.2025)  19 out of 19 meetings (26.09.2024 to 06.08.2025)	15 out of 24 meetings (01.04.2024 to 31.03.2025)  12 out of 19 meetings (26.09.2024 to 06.08.2025)
Directorship in other companies	As per Annexure B	As per Annexure B
Membership / Chairmanship of Committees of other boards	Not Applicable	As per Annexure C

Contd.

**ANNEXURE – A**

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

<b>Name</b>	<b>Dr. Ram H. Shroff</b>	<b>Mr. Shiven Surendranath</b>
Age	53 Years	58 Years
Qualifications	M.B.B.S	Graduate
Experience	33 years in Pharmaceuticals	26 years in racing
Terms & Conditions of appointment / reappointment	Honorary Service	Honorary Service
Details of honorarium sought to be paid	Not Applicable	Not Applicable
Honorarium, if any, last drawn	Not Applicable	Not Applicable
Date of first appointment on the Committee	20 <sup>th</sup> December 2001	30 <sup>th</sup> December 2021
Relationship with other Committee Members	Not Applicable	Not Applicable
No. of Meetings of the Committee attended during the year	20 out of 24 meetings (01.04.2024 to 31.03.2025)  17 out of 19 meetings (26.09.2024 to 06.08.2025)	23 out of 24 meetings (01.04.2024 to 31.03.2025)  16 out of 19 meetings (26.09.2024 to 06.08.2025)
Directorship in other companies	As per Annexure B	As per Annexure B
Membership / Chairmanship of Committees of other boards	Not Applicable	As per Annexure C

## **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
- Infobricks Technology (India) Private Limited
- Danaos Software Services (India) Private Limited
- Cybercomb India Private Limited
- Parshwa Securities Limited

#### **2. Sunil G. Jhangiani, Esquire**

- Chemistry India Private Limited
- Equest (India) Private Limited
- Esjay International Private Limited
- Chemistry Design Private Limited

#### **3. Gautam P. Lala, Esquire**

- Gainsville Stud and Agricultural Farm Private Limited
- Lee Packaging Private Limited

#### **4. Jaydev M. Mody, Esquire**

- Delta Corp Limited
- Delta Manufacturing Limited
- Deltin Hotel and Resorts Private Limited
- Alibagh Farming and Agriculturist Company Private Limited
- Aarti Pandit Family Private Limited
- Aditi Mody Family Private Limited
- Anjali Mody Family Private Limited
- J Z Mody Family Private Limited
- J M Livestock Private Limited
- First Eagle Capital Advisors Private Limited
- Goan Football Club Private Limited
- West Star Agro-Realties Private Limited
- Bayside Properties Private Limited
- Lakeview Mercantile Company Private Limited
- Outreach Mercantile Company Private Limited
- Myra Mall Management Company Private Limited
- Jayem Properties Private Limited
- L&T Realty Properties Private Limited
- JM Holding Limited (UAE)
- Delta Hotels Lanka (Private) Ltd

- JM Holding Lanka (Private) Limited
- Delta Gaming and Entertainment Lanka (Pvt) Ltd.

**5. Surendra R. Sanas, Esquire**

- Classic City Infopark Private Limited
- Grainotch Industries Limited
- Yashraaj Ethanoll Processing Private Limited
- Oxford Realtor (Pune) Private Limited
- Rahul Executives Infratech Private Limited
- Neo Light Agriculture and Breeding Private Limited
- Harbell Hotels Private Limited
- Aminosia Property Developers Private Limited
- Sabhar Realities Private Limited
- Ascent Real Estate and Properties Private Limited
- Prudent Real Estate and Properties Private Limited
- Sanas Developers Private Limited

**6. Vijay B. Shirke, Esquire**

- B.G. Shirke Construction Technology Pvt. Ltd.
- Karmveer Investments Pvt. Ltd.
- Kirkland Investments Pvt. Ltd.
- Ashwamedh Investments Pvt. Ltd.
- B.G. Shirke Redevelopment and Gas Pvt. Ltd.
- Siporex India Pvt. Ltd.
- Convex Investments & Trading Pvt. Ltd.
- Horse Haven Breeding and Racing Private Ltd.
- Koregaon Constructions Private Ltd.

**7. Dr. Ram H. Shroff**

- Crème-De-La-Crème Private Limited
- Charak Healthcare Private Limited
- Charak Pharma Private Limited
- Stride Livestock Private Limited
- ISS Trading Private Limited
- SSI Trading Private Limited
- Delta Manufacturing Limited
- SI Agro Private Limited
- Vedistry Private Limited
- MMG Ferrites Private Limited
- DML Ferrites Private Limited

**8. Shiven Surendranath, Esquire**

- Diamond Band Racing Syndicate Private Limited
- The Western India Race Horse Owners' Association Limited

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## **ANNEXURE - C**

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

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

a)	Delta Corp Limited	Chairman	Stake Holders Relationship Committee
	Delta Corp Limited	Member	Nomination Remuneration & Compensation Committee
	Delta Corp Limited	Chairman	General Purpose Investment and Borrowing Committee
	Delta Corp Limited	Chairman	Allotment Committee
	Delta Corp Limited	Chairman	Corporate Social Responsibility Committee
	Delta Corp Limited	Chairman	QIP Committee
	Delta Corp Limited	Chairman	Buy Back Committee
b)	Delta Manufacturing Limited	Chairman	Stake Holders Relationship Committee
	Delta Manufacturing Limited	Member	Nomination & Remuneration Committee
	Delta Manufacturing Limited	Chairman	Investment, Borrowing and General Purpose Committee
	Delta Manufacturing Limited	Chairman	Allotment Committee

#### **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.

#### **3. Shiven Surendranath, Esquire**

Committee Member, Western India Race Horse Owners' Association Limited.

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