

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 an Extraordinary General Meeting (“EGM” / “the Meeting”) of the Members of the Royal Western India Turf Club, Limited, (“the Club” / “RWITC”) will be held on Friday, 30th January, 2026 at 4.00 p.m. through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) to transact the business hereinafter mentioned.

SPECIAL BUSINESS, SPECIAL RESOLUTION :

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

ITEM 1, SPECIAL RESOLUTION:

“**RESOLVED THAT**, pursuant to the provisions of Section 14 and all other 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. 4,00,000/-.”
- (ii) In existing Article 21(c) of the Articles of Association, substitute “Rs.5,00,000/-” with “Rs. 10,00,000/-”.

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.”

BY ORDER OF THE COMMITTEE,

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

Mumbai: Dated this 7th day of January, 2026.

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

NOTES:

- (1) The relevant Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 (“**Act**”) in respect of the aforesaid item 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 08th April, 2020, General Circular No.17/2020 dated 13th April, 2020 read with General Circular No. 03/2025 dated 22nd September, 2025 (collectively referred to as “MCA Circulars”) permitted convening of EGM 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, EGM is being held through VC or OAVM.
- (3) Since this EGM is being held through VC or OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Club Members will not be available for this EGM and hence the Proxy Form and Attendance Slip are not annexed hereto. 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 EGM through VC or OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
- (5) The business set out in the Notice will be transacted through electronic voting system and the Club is providing facility for voting by electronic means. Instructions and other information relating to e-Voting (remote e-Voting and voting during the Meeting) are given in this Notice itself. 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 EGM, i.e. 30th January, 2026. Members seeking to inspect such documents should send an email to adm@rwtc.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.rwitec.com
- (9) The cut-off date for the eligibility for remote e-Voting and voting during the Meeting is 23rd January, 2026. 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 EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Club as of the date of this Notice. The Notice of the EGM is also hosted on the website of the Club, www.rwitec.com and will remain on the website till the date of the EGM.
- (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@rwitec.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 EGM 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 27 th January, 2026 |
| End of remote e-Voting | : Upto 5.00 p.m. (IST) on 29 th January, 2026 |
- 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 or contact **NSDL HelpDesk at Tel No. (022 - 4886 7000) or Email at evoting@nsdl.com** For any other query, the Club Member may contact the Club by email at adm@rwitc.com
- (19) The Scrutinizer, after scrutinizing the votes cast at the Meeting on the day of EGM and through remote e-Voting, shall make a consolidated Scrutinizer's report and submit the same to the Chairman of the Club. The results declared along with the consolidated Scrutinizer's report shall be placed on the website of the Club and on the website of the Agency immediately after the result is declared by the Chairman.
- (20) The recorded video conferencing of the EGM on 30th January, 2026, 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 EGM 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 EGM time and will only be closed any time after the expiry of minimum 15 (fifteen) minutes from the scheduled start time of the EGM.
- (24) **PROCESS FOR REMOTE E-VOTING / VOTING AT THE MEETING / ATTENDING EGM**

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

The Notice of the EGM 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

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 or call on NSDL No.: 022 - 4886 7000.

(A) Process for remote e-voting

The remote e-voting period commences on 27th January, 2026 at 9.00 a.m. (IST) and ends on 29th January, 2026 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 is in the process of being sent to all Club Members regarding their USER ID. Please check your SPAM folder in case the NSDL email has landed in that folder because of your system setting. If found in the SPAM folder, please declare it as NOT SPAM.
- b. Visit the e-Voting website of NSDL by going to www.evoting.nsdl.com
- c. Click on icon “Shareholder/Member/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 27th January, 2026, at 9.00 a.m. (IST) and ending on 29th January, 2026 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.

(B) Attending EGM and Voting at the Meeting

Club Members may login from www.evoting.nsdl.com on EGM day i.e. on 30th January, 2026 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 EGM and cast your vote electronically. EGM screen will not be available after the Meeting is over. e-Voting facility on the day of the Meeting will be permitted only during the timing specified above.

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

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

- a. An email from NSDL, from their email ID, evoting@nsdl.com is in the process of being sent to all Club Members regarding their USER ID. Please check your SPAM folder in case the NSDL email has landed in that folder because of your system setting. If found in the SPAM folder, please declare it as NOT SPAM.
- b. Visit the e-Voting website of NSDL by going to www.evoting.nsdl.com
- c. Click on icon "Shareholder/Member/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 EGM of RWITC by Club Members

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

Step 3:-Cast your vote electronically on NSDL e-Voting system on 30th January, 2026 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.

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

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

- a. An email from NSDL, from their email ID, evoting@nsdl.com is in the process of being sent to all Members, other than Club Members, regarding USER ID for Joining EGM through VC/OAVM. Please check your SPAM folder in case the NSDL email has landed in that folder because of your system setting. If found in the SPAM folder, please declare it as NOT SPAM.
- b. Visit the website of NSDL by going to www.evoting.nsdl.com
- c. Click on icon “Shareholder/Member/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 EGM of RWITC by Members other than Club Members

- 1) After successful login at Step 1 above, you will be able to see the Home page.
- 2) Click on the link ‘VC/OAVM’ under Join Meeting option available against the EVEN of RWITC to view the EGM screen.

- 3) After clicking on the link 'VC/OAVM' new screen will be opened where the Members other than Club Members will be able to see the live proceedings of the EGM.

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

Members who wish to speak at the EGM may send the communication as per procedure below from 9.00 a.m. on 28th January, 2026 till 5.00 p.m. on 29th January, 2026.

- a) Send the mail from your email ID registered with the Club to adm@rwitc.com or 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 to join the Meeting will be sent to the mail ID of the speaker on the previous day evening of the EGM.

EXPLANATORY STATEMENT

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

Re: Special Business **Re: Item 1, 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-art Club House at Mumbai Race Course with all modern amenities. It will therefore be necessary to revise the entrance fee. 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 Articles 21 (a), (b) and (c) as provided in the Resolution in which it is proposed as follows :

- a. 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. 4,00,000/- (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.
- b. if either parent of daughters are or have been Club or Stand or Life Members of the Club then, such daughters shall pay entrance fee of Rs. 4,00,000/- (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.
- c. if either parent of sons or married daughters are or have been Club or Stand or Life Members of the Club for at least 5 years and such sons or married daughters have not applied for Membership under sub-clauses (a) or (b) above, as the case may be, a sum of Rs. 10,00,000/- (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.

BY ORDER OF THE COMMITTEE,

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

Mumbai: Dated this 7th day of January, 2026.

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