

The Bombay Presidency Radio Club Limited

157, Arthur Bunder Road, Colaba, Mumbai – 400 005

CIN NO :-U99999MH1928GAP001372

Club GST Reg. No: 27AAACT4948F1Z8

Tel No :-☎ 2284 5123/ 2284 50 25/ +91 9167863022 / +91 9167863004

Email: admin@radioclub.co.in, Website :-www.radioclub.in

TRANSCRIPT OF THE 100TH ANNUAL GENERAL MEETING HELD AT 01.00 P.M. ON MONDAY 25TH SEPTEMBER 2024, THROUGH VIDEO CONFERENCING

Harish Kumar Garg, Chairman:

Good afternoon Members. We are in quorum & I call the meeting to order.

I convey my heartfelt condolences to the aggrieved families of our departed Members.

The Ministry of Corporate Affairs (MCA) allowed conducting Annual General Meetings (AGMs) through video conferencing (VC) or Other Audio Visual Means (OAVM) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 prescribing the procedures and manners of conducting the Annual General Meeting through VC / OAVM mode. The aforesaid facility of holding Annual General Meeting through VC/OAVM mode was further extended upto 31.12.2022 vide MCA circular No. 02/2022 dated May 05, 2022. The aforesaid facility of holding Annual General Meeting (AGM) through VC/OAVM had been further extended upto 30.09.2023 vide MCA circular No. 10/2022 dated December 28, 2022. The aforesaid facility of holding Annual General Meeting (AGM) through VC/OAVM has been further extended upto 30.09.2024 vide MCA circular No. 09/2023 dated September 25, 2023. In view of the further extension of facility of holding Annual General Meeting through VC/OAVM mode, the Company (Club) is availing the said facility for the Annual General Meeting for the year ended 31.03.2024 also. Therefore, we are holding today's 100th Annual General Meeting as per the guidelines of the Ministry of Corporate Affairs.

The Electronic voting system for all the Items i.e. Item No. 1 to Item No. 14 have started together today from the start of Annual General Meeting and will remain open for four hours.

I have to inform all the members attending today's AGM through video conferencing that we have received 6 requests from members to speak and or ask questions.

Now, I request our Vice-President Mr. Minoo Ardeshir Pardiwalla to invite the speakers one by one to speak after introducing themselves by giving their names and membership numbers.

Mr. Minoo Ardeshir Pardiwalla:

Thank you Mr. Chairman,

1. I now request CDSL to invite Mr. Asif Petiwala to speak.

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Mr. Asif Petiwala:

Am I Audible?

Good Afternoon Mr. President, I am Asif Petiwala, Membership No. A1849. I would like to thank the Managing Committee for giving lots of importance to Sports in our club & making Radio Club a Sports Club. We have Member's Children who are National Level Swimmers, We thank the Managing Committee who always encourages these Children. We also thank the Managing Committee for introducing Padel Ball as a new Sporting Activity in our Club. If possible I request the managing Committee to kindly consider and we can introduce a Pickle Ball, which is also a different type of Sporting Facility in our Club.

Thankyou

Mr. Minoo Ardeshir Pardiwalla:

Thank You Mr. Asif Petiwala

2. I now request CDSL to invite Mr. Kayomarz Mistry to speak.

Mr. Kayomarz Mistry:

Good afternoon Gentlemen!

Good afternoon Gentlemen!

Kayomarz Mistry here, My Membership No. is O5613. Ah! I used the swimming pool the most in the club and my request is to have the pool revamp or may be made better in some way. The filtration area is not really very good. The water is not very clean most of the days. So ahh! Swimming pool is my main interest and I have got prefer if something would have been done about the swimming pool. If u can revamp it renovate it, anything that can be done for it.

Mr. Minoo Ardeshir Pardiwalla:

We will convey your suggestion to the next Managing Committee.

Thank You Mr. Kayomarz Mistry

3. I now request CDSL to invite Mr. Idris Karachiwala to speak.

Good Afternoon Mr. Karachiwala, you are requested to note that you can speak maximum for 3 minutes.

Monesh Kishen Mirchandani

Mr. Karachiwala has not joined in. So we can take the next person.

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Mr. Mino Ardeshir Pardiwalla:

Okay

4. I now request CDSL to invite Mr. Premal Kiran Goragandhi to speak.

Good Afternoon Mr. Premal Kiran Goragandhi, you are requested to note that you can speak maximum for 3 minutes.

Mr. Premal Kiran Goragandhi:

Very Good afternoon!

Very Good afternoon!

Very Good afternoon!

Am I Audible?

Mr. Mino Ardeshir Pardiwalla:

Yeah! Yeah! Yay continue

Sir Sir This is for introducing 8 years & Above Member's Children Installment Scheme. This will benefit in large number of members, more members of our club.

Mr. Mino Ardeshir Pardiwalla:

Thank You Mr. Premal Kiran Goragandhi

5. I now request CDSL to invite Mr. Omprakash Mishra to speak.

Good Afternoon Mr. Mishra, you are requested to note that you can speak maximum for 3 minutes.

Mr. Omprakash Mishra:

Good Afternoon Gentleman!

Good Afternoon President and all the Managing Committee!

I would like first of all to thank the management to think for kid entertainment too. Planet Fun is a great idea. I would suggest the management to increase more such events in future.

Mr. Mino Ardeshir Pardiwalla:

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Thankyou Mr. Omprakash Mishra

Mr. Omprakash Mishra:
Thankyou

6. I now request CDSL to invite Mr. Devesh Makhijani to speak.

Good Afternoon Mr. Makhijani, you are requested to note that you can speak maximum for 3 minutes.

Mr. Devesh Makhijani:
Hi, Good Afternoon. I hope I am audible?

Mr. Minoo Ardeshir Pardiwalla:
Yes! Please continue

Mr. Devesh Makhijani:
My name is Devesh makhijani and My Membership No. is A3673. I'd just like to take a minute
to
thank the members of the managing committee for introducing the ATM facility at the club premises. It's been a great initiative. It has been very helpful for all the members. So thankyou

Mr. Minoo Ardeshir Pardiwalla:
Thank You Mr. Devesh Makhijani

I now request our Chairman to continue with his speech.

Before I start my speech I have to make an announcement regarding electronic voting for agenda items mentioned in our notice for this Annual General Meeting.

ELECTRONIC VOTING SYSTEM FOR ALL THE ITEMS i.e. ITEM NO. 1 TO ITEM NO. 14

- (i) The Electronic voting system for all the Items i.e. Item No. 1 to Item No. 14 have started together today from the start of Annual General Meeting and will remain open for four hours.
- (ii) On the voting page, you will see RESOLUTION DESCRIPTION and against the same the option YES/NO for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

My heartiest greetings and best wishes to all of you. I take yet another opportunity to address you

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once again as the President of Radio Club. I am privileged in my efforts as President of Radio Club with due support from the Members of the Managing Committee to provide you all facilities in the best possible manner.

On behalf of the Managing Committee, it is my privilege to present to you the Annual Report on the functioning & activities of our Club along with Audited Financial Statements of Accounts for the year 2023- 2024.

In response to the confidence reposed in us by all of you we have made our utmost efforts to serve the institution to the best of our ability.

All the members of the Managing Committee have made our best efforts to ensure that the Club does not incur any financial losses.

The Club has shown during the year under report a profit of around Rupees Two Crores Twenty Nine Lakhs before Tax. However, after making provision for Income Tax of around Rupees One Crore Twenty One Lakhs there is a net profit of around Rupees One Crore Eight Lakhs. The Labour cost has increased by around Rupees Twenty Three Lakhs. We have succeeded in raising the members' funds substantially by around Rupees Ten Crores i.e. from about Rupees Seventy Nine Crores to about Rupees Eighty Nine Crores as on 31st March 2024.

The Club has continued to take various steps to improve its finances which includes improvement in income and reduction in expenditure and improved cash flow management.

We have no hesitation in admitting that this could not have been possible without dedication & devotion of the members of the Managing Committee and your advice guidance & support.

I place on record our sincere thanks & gratitude to all the members of the Club for the concerted efforts & support whenever warranted during our tenure. I look forward that you all will continue to extend the same cooperation & support in the future too.

Our Club has arranged New Affiliations with the following Clubs:

1. The Mombasa Club Limited in Kenya.
2. Royal Lake Club in Malaysia.
3. Rishikesh Club in Uttarakhand.
4. The High Range Club in Munnar, Kerala.
5. Madras Boat Club in Chennai.
6. Belgaum Club in Karnataka

Various Food Festivals, Buffet Lunches, Buffet Dinners, Housie Entertainment Programmes, Musical Evenings, Ladies Nites, Swimming Pool Carnival, Sun Sundowner, Talk Shows, Dussehra Celebrations, Children Christmas Carnival, New Years' Eve, Members' Get-Together Nite, etc. were

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held & were very well attended by the members. Silver Linings Group Events were organized each month. Also Screening of all World Cup & IPL Matches were organized.

At the Independence Day Celebration, the Member's children who passed 10th & 12th Grade exams were felicitated & at the Republic day Celebrations the best Employees of the year were felicitated.

Congratulations to our Members' Children for representing Radio Club at the Interclub Swim Meets 2023 held under the Auspices of Greater Mumbai Amateur Aquatic Association:

Samaira Mehrotra won the Runner up Championship at JVPG Girls u-13. Sumer Mehrotra won the Runner up Championship at MIG Boys u-12 coached by both the Radio Club Coaches.

Congratulations to our Child Member Samaira Mehrotra for winning 3 Bronze Medals in Girls u-14 while representing Radio Club at the GMAAA Annual Junior and Sub Junior Aquatic Meet 2023 held at Ozone Swimming Pool, Goregaon in June 2023.

Congratulations to our Members' Children for the CISCE Maharashtra Regional Swimming Championship 2023 held in August 2023 & qualified for the CISCE Nationals. The following Children won Medals at the Regionals:

Huzaifa Poonawalla, Tyra Dalal, Samaira Mehrotra & Sumer Mehrotra.

Congratulations to our Member's Child Aashka Motishaw for winning two Gold Medals and one Bronze Medal in the ISSO National Swimming Championship 2023 in Noida.

Our Member Mr. Rayaan Razmi has won a Bronze Medal at the Asian u-21 Snooker Championship 2023 held at Tehran (Iran) representing India. He has made India and Radio Club proud.

Our Member Mr. Neville Razmi's son Shahyan Razmi (18yrs) achieved a remarkable feat as a Junior to Rank Maharashtra No. 2 in both Senior Categories at the BSAM Senior State Snooker and Billiards Selection 2023.

THE CCI TRIATHOLON EVENT - "THE SPIRIT OF CCI"

Congratulations to the Club's Triathlon Team for being 1st Runner up in (Swimming, Cycling, Running) at the Triathlon held at CCI, where the following Five Clubs participated: CCI, Radio Club, Bombay Gymkhana, NSCI & Garware Club. A special thanks to the Captains and Vice Captains, Mr. Monesh Kishen Mirchandani, Mrs. Amrita Mehrotra, Mrs. Tasneem Poonawala, Mr. Asif Petiwala, Mr. Saurabh Mehrotra, Mr. Adi Mistry & Mr. Mustafa Attari for making the Radio Club's participation a Great Success. Also Special Thanks to all Members & Families of all participants who came in large numbers to support the team.

**THE MANAGEMENT WISHES ALL THE MEMBERS & MEMBERS' CHILDREN
ALL THE BEST FOR THEIR TOURNAMENTS.**

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The Members Annual Rummy Tournament, Annual Billiards, Snooker, Pool and Skittles Tournament, Members Handicap Billiards Tournament and Open Pool Tournament, Table Tennis Tournament and Multi ball Workshops were held during the year.

Several Sports Coaching options were made available for our Members.

The Club is also taking various steps to conserve energy. We have made our all possible efforts to ensure optimum conservation of energy at the Unit of the Company. Our Club is one of the first clubs in Mumbai to promote Solar Energy and the Club takes its obligation to the Society and the COUNTRY very seriously to use Green Power. Up to 31/3/24 Total Green Power Generated is in excess of 3,62,190.8 (inadvertently the number “3,62,190.8” was pronounced as “3,62,1908”) KWH. This has resulted in reduction of Carbon Dioxide emissions by about 3,61,283.5 KGs. Correspondingly at least 21,520 trees have been Saved and savings in coal about 1,44,910.81 KGs. The Club is also taking steps to further expand generation of Solar Power. There was no capital investment on energy conservation equipments.

I draw the attention of the members that the Club has provided the facility of Remote E-voting and Electronic voting system to its members to exercise their right to vote on Resolutions proposed to be passed at the AGM.

(1) REMOTE E-VOTING

The Club provided the facility of Remote E-voting to the members to enable them to cast their vote electronically. The Remote E-voting was opened from Friday 20th September 2024 from 9.00 AM. IST and ended on Tuesday 24th September 2024 at 5.00 P.M. IST. Members are also informed that the members attending the AGM through video conferencing or Other Audio Visual Means who have cast their vote through remote e-voting are not eligible to vote at the meeting.

(2) ELECTRONIC VOTING SYSTEM

We have provided facility for voting through Electronic voting system during the Annual General Meeting. The members attending this meeting through video conferencing or Other Audio video Visual Means who have not cast their vote by remote e-voting can exercise their right to vote through electronic voting system. The Members who have already availed the facility of Remote E-voting cannot vote again today.

We thank all our members for their cooperation in making this procedure as smooth as possible.

The Managing Committee has appointed Mr. Ajay Kumar Practising Company Secretary as

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scrutinizer to scrutinize the Remote e-voting and Electronic voting system.

I now take up the Ordinary Business of the Meeting:

Now I take up the first item of the Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company (Club) for the year ended 31st March, 2024 and the Board's Report and the Auditors' Report thereon.

I would like to inform the members that the Managing Committee Report (Board's Report) and Audited Financial Statements for the year ended 31st March 2024, Notes to Accounts and Auditors' Report has already been emailed to all the members of the Club at their registered email addresses with the Club. Therefore I take it as read.

I now read out the replies of the Management to remarks in the Auditors' Report.

Replies to the Paragraph under the heading Material uncertainty related to going concern of Auditors Report dated 28/06/2024

- (a) The accounts have been prepared on the basis that the Club will continue as a going concern in spite of the fact that the case filed by the Mumbai Port Trust MbPT demanding vacant possession of pier & premises of the Club taken on lease the said lease expired on 31st October, 1990 from them admeasuring 6976 7/9 sq. yards equivalent to 5833.43 sq. mtrs or there about together with the buildings standing thereon has been decided against the Club. Against this order an appeal had been admitted in the City Civil Court & order passed by **Estate Officer** of the MbPT had been stayed. Subsequently, the appeal was heard and came to be dismissed by the Hon'ble Judge of the City Civil Court. In the meantime the amount of arrears of revised lease rent including interest thereon of ₹166.09 Lakhs for the period 01.11.1990 to 31.03.2005 has been paid by the Club to the MbPT and the Club also continues to pay the monthly rent in respect of the premises as advised by the Club's legal counsel at the rates upheld by the Honorable Supreme Court in the Judgment reported at 2004 (3) SCC214.

Further the MbPT has sent a revised lease rent bill of ₹1,196.11 Lakhs for the period October 2006 to March 2012 as against which the Club has paid a revised lease rent of ₹89.53 Lakhs for the said period. However, the Club has also raised objection for enhancement of the lease rent exorbitantly and had also preferred a Writ Petition before the Hon'ble Bombay High Court challenging the order of the Hon'ble City Civil Court, which has been admitted. Several other lessees of the MbPT have also filed Writ Petitions challenging the exorbitant increase. These writ petitions have been admitted by the Hon'ble Bombay High Court.

In October – November 2021, the Tariff Authority for Major Ports (TAMP) fixed fresh scale of rates ("SOR") retrospectively from October 1st 2012 till September 30th 2027 in terms of policy

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guidelines for land management by major ports, 2015 (PGLM 2015). Consequently, MbPT (Now the Mumbai Port Authority viz “MPA”) has issued demand notice on August 10th 2022 to the Club and has sought retrospective payment of differential arrears of lease rent compensation (along with Service tax/ GST) of sum of ₹1,212 lakhs (inadvertently the number “₹1,212” was pronounced as “₹ 1,112”) from October 1st 2012 till September 30th 2017; a sum of ₹3,752 lakhs (the word “₹” was not pronounced inadvertently) from October 1st 2017 to July 31st 2022 and a sum of ₹1,639 lakhs from August 1st 2017 to March 31st 2024.

Total demand issued till March 31st 2024 amounts to ₹ 77 Cr (the word “₹” was not pronounced inadvertently).

The Club stands on leasehold land from the MbPT who had terminated the lease and not renewed the same. The Club had preferred a Writ Petition which is pending before the Hon’ble Bombay High Court challenging the eviction orders passed by the MbPT’s “Estate Officer” under the Public Premises Eviction of Unauthorized Occupants Act, 1971, and also the orders of the Hon’ble City Civil Court in Appeal upholding the same.

In the Writ Petition before the Hon’ble Bombay High Court, the Club has appointed M/s J. Sagar Associates Solicitors, who are taking care of the matter under the guidance of Counsel Viren Asar. Other Senior Counsels are also briefed to appear as and when the need arises.

The Hon’ble Bombay High Court has admitted the Writ Petition and granted stay from eviction - pending the final hearing and disposal of the Writ Petition.

The interim orders for stay from eviction continues to operate in favour of the club.

In the meantime, the Club continues to pay the monthly rent in respect of the premises as advised by the Club’s legal counsel at the rates upheld by the Hon’ble Supreme Court in the Judgement reported at 2004 (3) SCC 214.

- (b) Regarding non renewal of lease by Mumbai Port Authority (MPA) and demand of ₹. 77,08,59,565/- (Rupees Seventy Seven Crores Eight Lakhs Fifty Nine Thousand Five Hundred and Sixty Five) towards revised lease rent against which the Club has paid ₹. 89,52,946/- (Rupees Eighty Nine Lakhs Fifty Two Thousand Nine Hundred and Forty Six). In the event the decision of the court goes against the Club on any ground of appeal, additional provision against the said demand may be required. In spite of the non renewal of lease, the accounts have been prepared on the basis that the Club will continue as a going Company. The Club stands on leasehold land from the MbPT who had terminated the lease and not renewed the same. The Club had preferred a Writ Petition (which is pending before the Hon’ble Bombay High Court) challenging the eviction orders passed by the MbPT’s “Estate Officer” under the public premises (Eviction of Unauthorized Occupants) Act, 1971, and also the orders of the Hon’ble City Civil Court (in Appeal) upholding the same.

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In the writ petition before the Hon'ble Bombay High Court, the Club has appointed M/s. J. Sagar Associates solicitors, who are taking care of the matter under the guidance of Counsel Viren Asar. Other Senior Counsels are also briefed to appear as and when the need arises.

The Hon'ble Bombay High Court has admitted the writ petition and granted stay from eviction – pending the final hearing and disposal of the writ petition.

In the meantime, the Club continues to pay the monthly rent in respect of the premises (as advised by the Club's legal counsel) at the rates upheld by the Hon'ble Supreme Court in the Judgement reported at 2004 (3) SCC 214.

2. Leave Encashment has been provided as per the Actuarial valuation report to the extent of `₹. 27.73 Lakhs (the word “₹” was not pronounced inadvertently) (Ref: Note 25 forming part of the Accounts (ix) (c) & (d)).
3. Gratuity to the staff has been provided as per the Actuarial valuation report to the extent of `₹. 120.51 Lakhs (the word “₹” was not pronounced inadvertently) (Ref: Note 25 forming part of the Accounts (ix) (b)).

I now move the following resolution in item No. 1 for voting by electronic voting system:

“RESOLVED THAT the Audited Financial Statement of the Company (Club) for the year ended 31st March, 2024 and the Board's Report and Auditors' report thereon, be and are hereby received and adopted.”

2. To re-appoint M/s. Shah Gupta & Co. Chartered Accountants as Statutory Auditors being eligible have offered themselves for Re-appointment for 5 years to hold office from the conclusion of this Annual General Meeting till the conclusion of One Hundredth and Fifth Annual General Meeting of the Company (Club) to be held in 2029 on remuneration as may be fixed by the Managing Committee (Board of Directors) of the Company (Club).

I now move the following resolution in Item No. 2 for voting by electronic voting system:

“RESOLVED THAT, M/s. Shah Gupta & Co. be and are hereby re- appointed as Statutory Auditors of the club for 5 years to hold office from the conclusion of this Annual General Meeting till the conclusion of One Hundredth and Fifth Annual General Meeting of the Company (club) to be held in 2029 on remuneration as may be fixed by the Managing Committee (Board of Directors) of the Company (Club).”

3. To appoint not more than 15 Members of the Managing Committee (Board of Directors) to hold office up to the next Annual General Meeting.

I now move the following resolution in Item No. 3 for voting by electronic voting system:

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“RESOLVED THAT, the 15 members of the Managing Committee (Board of Directors) be elected to hold office upto the 101st Annual General Meeting of the Club and the newly elected Managing Committee (Board of Directors) be authorized to conduct the affairs of the Club following the same procedure as has been adopted by the present Managing Committee (Board of Directors).”

Now, I would like to inform the members present that pursuant to notice dated 28/06/2024, 21 Members of the Club filed their nomination forms, all of which were found valid subject to realization of deposit. After the withdrawal of 3 nomination upto the last day of withdrawal i.e. Monday 09/09/2024, the Final List of 18 Candidates was prepared & the members were duly notified of the same vide Notice Monday 09/09/2024, which was published in Free Press Journal Newspaper in English Language & in Navshakti Newspaper in Marathi Language and the same was placed on the Club’s Notice Board & the Club’s Website.

The Electronic Voting System thereof contained the following names of 18 members contesting the Election.

Sr. No.	Name	M. No.
1.	Atul Narsidas Tanna	A-0360
2.	Bharat Mirchandani	A-3939
3.	Chandru Kishinchand Shivdasani	O-4835
4.	Devesh Deepak Makhijani	A-3673
5.	Gulu Chandiram Harjani	O-4860
6.	Harish Kumar Garg	SPL-0396
7.	Jay Kishin Makhijani	A-1329
8.	Mahesh Ramkishan Vanvari	SPL-0526
9.	Manohar Vishnu Bhavnani	O-4112
10.	Manoj Mohan Mirchandani	O-4202
11.	Minoo Ardeshir Pardiwalla	O-5374
12.	Monesh Kishan Mirchandani	A-0669
13.	Mustafa Fakhruddin Attari	A-1474
14.	Prakash Chetan Mirchandani	A-0288

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15.	Rajesh Mehrotra	A-0093
16.	Ravi Radheshyam Goenka	SPL-1010
17.	Shailesh Lachhmandas Sukhija	O-4904
18.	Shoeb Hashim Contractor	O-5234

I now take up the Special Business of the Meeting:

Now I take up the first item of the Special Business:

4. Alteration in existing Clause No. 3 (l) of Memorandum of Association of the Company(Club).

I now move the following resolution in Item No. 4 for voting by electronic voting system:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the existing Clause No. 3 of Memorandum of Association be and is hereby altered by substituting the same by new Clause No. 3 (l) as under:

- 3 (l)** To invest and to deal with moneys of the company into movable and immovable properties, shares, bonds, debentures, mutual funds, obligations or other securities of any company or associations or in government securities or in current or any kind of deposit with Banks or Companies or in any other manner as may be beneficial to the company.

RESOLVED FURTHER THAT the Managing Committee (Board of Directors) of the Company (Club) be and is hereby authorised to do all acts, things and deeds as may be necessary to give effect to the above resolution.”

5. Alteration in existing Article No. 1 of Articles of Association of the Company (Club).

I now move the following resolution in Item No. 5 for voting by electronic voting system:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the existing Article No. 1 be and is hereby altered in the following manner:

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1 Interpretation:

- i. The existing clause (d) be substituted by new clause (d) as under:
 - (d) "The Committee" means the Managing Committee (Board of Directors) for the time being constituted as provided in these Articles.
- ii. The existing clause (h) be deleted.

RESOLVED FURTHER THAT the Managing Committee (Board of Directors) of the Company (Club) be and is hereby authorised to do all acts, things and deeds as may be necessary to give effect to the above resolution."

6. Alteration in existing Article No. 7 of Articles of Association of the Company (Club).

I now move the following resolution in Item No. 6 for voting by electronic voting system:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, in the existing Article No. 7 the opening words "In addition to Patrons and Vice-Patrons, there shall be following Classes of Members:" be and is hereby altered by substituting the same by the following words:

7 Class of Membership:

In addition to Patrons, Vice-Patrons and Honorary Patrons there shall be following Classes of Members:

RESOLVED FURTHER THAT the Managing Committee (Board of Directors) of the Company (Club) be and is hereby authorised to do all acts, things and deeds as may be necessary to give effect to the above resolution."

7. Alteration in existing Clause (ii) of Article No. 13 (1) of Articles of Association of the Company (Club).

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157, Arthur Bunder Road, Colaba, Mumbai – 400 005

CIN NO :-U99999MH1928GAP001372

Club GST Reg. No: 27AAACT4948F1Z8

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Email: admin@radioclub.co.in, Website :-www.radioclub.in

I now move the following resolution in Item No. 7 for voting by electronic voting system:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the existing Clause (ii) of Article No. 13 (1) be and is hereby altered in the following manner:

13(1) Special Members:

i. The existing clause (ii) (c) be substituted by new clause (c) as under:

ii(c) W.e.f. 01st January 2022, for the benefit of our Members’ Children a new category “LIFE MEMBERSHIP” is being introduced for Membership under the Member’s Children Category as Special Members.

W.e.f. 01st November 2024, The Children of those Members, who became Members of the Club on or before 31st May 2013, who shall seek to become members shall pay an entrance fees for Life Membership @ of 20% plus taxes as applicable of the prevailing Special Life Membership Entrance Fees or such amount as may be fixed by the Managing Committee (Board of Directors) from time to time.

W.e.f. 01st November 2024, The Children of those Members, who became Members of the Club on or after 1st June 2013, who shall seek to become members shall pay an entrance fees for Life Membership @ of 25% plus taxes as applicable of the prevailing Special Life Membership Entrance Fees or such amount as may be fixed by the Managing Committee (Board of Directors) from time to time.

ii. The existing clause (ii) (d) be substituted by new clause (d) as under:

ii(d) W.e.f. 01st November 2024, those Members’ Children applying in the Category of ‘LIFE MEMBERSHIP’ (Special Member’s Children) under Article No. 13 (1) will have an option of paying the applicable entrance fee in installments & this installment facility will be applicable only to those Members’ Children who are above 8 years of age. Equal installments will have to be paid in the month of January each year upto the Members’ Child attaining the age of 18 years. If any Applicant fails to pay any installment by the due date the Applicant’s Parent will be charged an interest @ of 1% per month or at the rate of interest as may be fixed from time to time by the Managing Committee (Board of Directors). If for any reason the candidate is rejected, all monies paid by way of installments will be refunded to the member or candidate without any interest. However all the provisions of Article 21 will be applicable to the members’ children applying in this category once the Candidate attains the age of 18

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years.

The terms of this Installment facility may be amended by the Managing Committee (Board of Directors) from time to time and whenever it deems fit.

It is clarified that the entrance fee as mentioned hereinabove will be at the rate prevailing on the date of payment of the first Installment of the entrance fee.

RESOLVED FURTHER THAT the Managing Committee (Board of Directors) of the Company (Club) be and is hereby authorised to do all acts, things and deeds as may be necessary to give effect to the above resolution.”

8. Alteration in existing Article No. 15 of Articles of Association of the Company (Club).

I now move the following resolution in Item No. 8 for voting by electronic voting system:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the existing Clause (the word “Clause” was pronounced inadvertently, it was not required) Article No. 15 be and is hereby altered in the following manner:

15 Service Member:

i. The existing clause (a) of (the word “of” was pronounced inadvertently, it was not required) be substituted by new clause (a) as under:

(a) All Central / State Government Officers, who are Gazetted Group A and his / her basic salary should be not less than Rs. 1,00,000/- (Rupees One Lakh only) per month, may and on being Proposed and Seconded by the Members of the Club who are eligible to vote and on being duly elected by the Managing Committee (Board of Directors), be admitted by the Managing Committee (Board of Directors) as Service Member of the Club.

ii. The existing clause (b) be substituted by new clause (b) as under:

(b) Service Members shall be admitted in the first instance for a period of 12 calendar months but the Managing Committee (Board of Directors) may renew their Membership from time to time for further period as and when the Managing Committee (Board of Directors) deems fit. Such

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Service Members shall pay the Entrance Fee in advance for each term and a monthly subscription as provided in Clause (e) herein.

iii. The existing clause (c) be deleted.

iv. The existing clause (d) be substituted by new clause (d) as under:

(d) The Entrance Fee for Service Members shall be such amount as may be fixed by the Managing Committee (Board of Directors) from time to time.

RESOLVED FURTHER THAT the Managing Committee (Board of Directors) of the Company (Club) be and is hereby authorised to do all acts, things and deeds as may be necessary to give effect to the above resolution.”

9. Alteration in existing Article No. 19A of Articles of Association of the Company (Club).

I now move the following resolution in Item No. 9 for voting by electronic voting system:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the existing Article No. 19A be and is hereby altered in the following manner:

i. The existing Clause (the word “Clause” was pronounced inadvertently, it was not required) Article No. 19A under the heading ‘Corporate Membership’ be substituted by new Article No. 19A under the heading ‘Corporate Membership’ as under:

19A. Corporate Membership:

In this Article, Body Corporate shall mean a “Company” or a body corporate or a Corporation incorporated either in India or outside India under any Law or Regulation for the time being in force and shall also include Limited Liability Partnership (LLP) incorporated under Limited Liability Partnership (LLP) Act 2008 subject to the condition that it has an Office or place of Business in India, but shall not include a Co-operative Society registered under any law relating to Co-operative Societies.

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The existing Clause (a) be deleted.

The existing Clause (b) be deleted.

The existing Clause (c) be deleted.

- ii. The existing clause (a) of the (the word “the” was pronounced inadvertently, it was not required) Article No. 19A under the heading ‘Procedure of Election’ be substituted by new clause (a) as under:

19A. Procedure Of Election:

- (a) A candidate for Corporate Membership shall be proposed and Seconded by two members of the Club who are eligible to vote who desire to propose and second its candidature on the prescribed application form. The body corporate shall, on acceptance of Membership, pay a non-refundable Entrance Fees of Rs. 12,50,000/- (Rupees Twelve Lacs Fifty Thousand only) plus taxes as applicable for One Nominee & Entrance Fees of Rs. 20,00,000/- (Rupees Twenty Lacs only) plus taxes as applicable for Two Nominees in one lump sum amount for a period of 10 (ten) years initially. On the expiry of the period of 10 years the corporate body shall be eligible to apply for renewal of Corporate Membership for further period of 10 years on payment of further sum of Rs. 12,50,000/- (Rupees Twelve Lacs Fifty Thousand only) plus taxes as applicable for One Nominee & Entrance Fees of Rs. 20,00,000/- (Rupees Twenty Lacs only) plus taxes as applicable for Two Nominees or such amount as may be fixed by the Managing Committee (Board of Directors) from time to time.

RESOLVED FURTHER THAT the Managing Committee (Board of Directors) of the Company (Club) be and is hereby authorised to do all acts, things and deeds as may be necessary to give effect to the above resolution.”

10. Alteration in existing Article No. 46 of Articles of Association of the Company (Club).

I now move the following resolution in Item No. 10 for voting by electronic voting system:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the existing Article No. 46 be and is hereby altered by substituting the same by new Article No. 46 as under:

46 Quorum:

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Thirty (the number “Thirty” was inadvertently pronounced as “Thirty Six”) Members present in person shall be a quorum for a General Meeting.

RESOLVED FURTHER THAT the Managing Committee (Board of Directors) of the Company (Club) be and is hereby authorised to do all acts, things and deeds as may be necessary to give effect to the above resolution.”

11. Alteration in existing Article No. 58 of Articles of Association of the Company (Club).

I now move the following resolution in Item No. 11 for voting by electronic voting system:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the existing Article No. 58 be and is hereby altered in the following manner:

58 Votes of Members:

i. The existing clause (b) be substituted by new clause (b) as under:

(b) No Member shall be entitled to be present or to vote on any occasion at any General Meeting proposed to be held or upon a poll, or be reckoned in a quorum unless all subscriptions, debits, bills and any other amount due from him / her upto the end of the third calendar month preceding the calendar month in which the General Meeting is proposed to be held, have been paid by him / her.

ii. **New clause (bb) be added after clause (b) as under:**

(bb) Any Member who has failed to pay his / her subscriptions, debits, bills and any other amount due from him /her upto the end of the third calendar month preceding the calendar month in which the General meeting is proposed to be held shall not be eligible to file his / her Nomination for Election to the Managing Committee (Board of Directors) and shall further not be eligible to contest the Elections at the said General Meeting proposed to be held.

RESOLVED FURTHER THAT the Managing Committee (Board of Directors) of the Company (Club) be and is hereby authorised to do all acts, things and deeds as may be necessary to give effect to the above resolution.”

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12. Alteration in existing Article No. 59 of Articles of Association of the Company (Club).

I now move the following resolution in Item No. 12 for voting by electronic voting system:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the existing Article No. 59 be and is hereby altered by substituting the same by new Article No. 59 as under:

59 Managing Committee:

The affairs of the club shall be managed by and the financial control of the Club shall be vested in a Managing Committee (Board of Directors) (herein referred to as “the Committee”). Unless otherwise determined by the General Meeting, the Committee shall consist of not more than 15 Members each of whom must be a member of the Club who is eligible to vote and shall be elected at a General Meeting as hereinafter provided.

RESOLVED FURTHER THAT the Managing Committee (Board of Directors) of the Company (Club) be and is hereby authorised to do all acts, things and deeds as may be necessary to give effect to the above resolution.”

13. Deletion of existing Article No. 78 of Articles of Association of the Company (Club).

I now move the following resolution in Item No. 13 for voting by electronic voting system:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the existing Article No. 78 be and is hereby deleted.

RESOLVED FURTHER THAT the Managing Committee (Board of Directors) of the Company (Club) be and is hereby authorised to do all acts, things and deeds as may be necessary to give effect to the above resolution.”

14. Alteration in existing clause (i) of Article No. 89 (2) of Articles of Association of the Company (Club).

I now move the following resolution in Item No. 14 for voting by electronic voting system:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the existing clause (i) of Article No. 89(2) be and is hereby altered by substituting the same by new clause (i) as under:

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89 Power of the Managing Committee:

- 2(i) To purchase or otherwise acquire for the Club any property, rights or privileges which the Club is authorised to acquire at such price and generally on such terms and conditions as it shall think fit to borrow or to raise money which may be required for the purpose of the Club upon Bonds, Debentures, Bills of Exchange, Promissory notes or other obligations or securities of the Club or by mortgage or charge of the Club property; provided that no immovable property shall be acquired or disposed off and no mortgage or charge shall be created upon the whole or any portion of the Club's assets whatever except with the sanction of the members in General Meeting of the Club to be called for the purpose and provided further that the Managing Committee shall not spend more than Rs. 50,00,000/- (Rupees Fifty Lacs only) plus taxes as applicable on any single item without the approval of the members in General Meeting.

RESOLVED FURTHER THAT the Managing Committee (Board of Directors) of the Company (Club) be and is hereby authorised to do all acts, things and deeds as may be necessary to give effect to the above resolution.

Since I myself am contesting the elections I appoint Mr. Rajan Gurnani M. No. A-1456 as the Presiding Officer to discharge all the duties of the Chairman for conducting and completing the Election process. I appoint, Mr. Adil Madon M. No. M0042, Mr. Khuzema Kothari M. No. O-5462, Mr. Kersi Dubash M. No. S0932 and Mr. Vinod Lulla M. No. A0101 as Scrutineers as per Article 70 of Articles of Association. The Managing Committee has appointed Mr. Ajay Kumar Practising Company Secretary FCS 3399 & COP 2944 as Scrutinizer for the Remote e-voting and Electronic voting system.

I now request the Scrutinizer and Scrutineers to conduct the voting by Electronic voting system and submit their reports to Mr. Rajan Gurnani M. No. A-1456, Presiding Officer and complete the formalities.

Once again I inform the members that the electronic voting system for all the items i.e. Item No. 1 to Item No. 14 has been started from the start of today's Annual General Meeting and will remain open for four hours. After the expiry of period of four hours the Electronic voting system for all the Items i.e. Item No. 1 to Item No. 14 shall be closed. All those members who want to cast their vote can do so by Electronic voting system. However the Members who have already availed the facility of Remote E-voting cannot vote again today.

The combined result of remote e-voting and voting through Electronic voting system at Annual

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General Meeting through Video Conferencing /Other Audio Visual Means would be available on the notice board of the Club as well as on the website of Club and also on the website of Central Depository Services India Limited CDSL.

I thank the members for their co-operation in conducting the meeting through the Video Conferencing / Other Audio Visual Means. The meeting would stand concluded at the end of four hours from the start of this meeting.