

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 51 23/ 2284 50 25/ +91 9167863022/ +91 9167863004

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

NOTICE

Notice is hereby given that the 100th Annual General Meeting of the Members of The Bombay Presidency Radio Club Limited will be held on **Wednesday 25th September 2024** at 1.00 P.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business: The venue of the meeting shall be deemed to be the registered office of the Company (Club) at 157, Arthur Bunder Road, Colaba, Mumbai 400005.

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.
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).
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.

SPECIAL BUSINESS

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

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“**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 (I) of Memorandum of Association be and is hereby altered by substituting the same by new Clause No. 3 (I) as under:

- 3 (I) 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).**

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“**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:

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).

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“**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).

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“**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 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).

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“**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. 15 be and is hereby altered in the following manner:

15 Service Member:

i. The existing clause (a) 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 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).

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“**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 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.

The existing Clause (a) be deleted.

The existing Clause (b) be deleted.

The existing Clause (c) be deleted.

- ii. The existing clause (a) of 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).

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“**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:

Thirty 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).

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“**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.”

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

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“**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).

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“**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).

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“**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:

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 any 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.”

The Members may please refer to the enclosed appendix for further applicable provisions.

**By Order Of The Managing Committee (Board of Directors)
Of The Bombay Presidency Radio Club Limited.**

Sd/-
Prakash Chetan Mirchandani
DIN: 01932838

Sd/-
Shailesh Lachhmandas Sukhija
DIN: 05119907

Jt. Hon. Secretaries

Place: Mumbai.

Dated: June 28, 2024

APPENDIX

Attention of the Members is invited to the following:

1. Members may elect not more than 15 Members for the Managing Committee (Board of Directors) to hold office until they become due for retirement at the next Annual General Meeting.
2. The election to elect not more than 15 Members of the Managing Committee (Board of Directors) will be conducted by Remote e-voting and Electronic voting system. The Electronic voting system for both the businesses i.e. Ordinary business and Special business shall be conducted on **Wednesday 25th September 2024** from the start of Annual General Meeting and remain open for four (4) hours. The Electronic voting system for all the Items i.e. Item No. 1 to Item No. 14 will start together.
3. Nomination Forms for the post of a Member in the Managing Committee (Board of Directors) alongwith Form No. DIR-8 & Form No. DIR-2 may be collected in person by the proposed candidate or any person on his/her behalf from the Registered Office of the Company (Club), free of cost, during the business hours from 10.00 A.M. (IST) to 5.15 P.M. (IST) Monday to Friday and from 10.00 A.M. (IST) to 1.00 P.M. (IST) on Saturday. The member can also download the Nomination Form, Form No. DIR-8 & Form No. DIR-2 from the website of the Company (Club) i.e. www.radioclub.in . The last date for filling and submitting Nomination Forms along with Form No. DIR-8 and Form No. DIR-2 is 1.00 P.M. (IST) on **Friday 6th September 2024**. The member can also send a scanned copy of the Nomination Form duly filled & signed by him/her along with scanned copy of Form No. DIR-8 & Form No. DIR-2 by email to the company's (club's) email address mentioned in page 1 of this Report from his / her email address registered with the Company (Club) and declaration letter that the scanned copies are of the original documents. Nomination Forms for the post of a Member in the Managing Committee (Board of Directors) shall not be accepted after 1.00 P.M. (IST) on **Friday 6th September 2024**. It may be noted that no request for submitting the Nomination Form by any other mode except physical submission or by email registered with the Company (Club) will be entertained by the Company (Club).
4. As per section 160 of the Companies Act, 2013, a person proposed for appointment to the office of a Member of the Managing Committee (Board of Directors) has to deposit ₹.1,00,000/- (Rupees One Lakh only) alongwith the Nomination Form, DIR-8 & DIR-2 Form. This amount of ₹.1,00,000/- (Rupees One Lakh only) should be deposited by DD/ Banker's Cheque /Pay Order/ NEFT/ RTGS only in favour of "**THE BOMBAY PRESIDENCY RADIO CLUB LIMITED**". If the payment is made by NEFT/ RTGS then details of the said payment should be furnished alongwith the Nomination Form. The Nomination Form shall be accepted only after scrutiny by the Company's (Club's) admin staff. In case Nomination Form is found invalid it will be rejected and the amount of deposit will be returned or refunded as the case may be.

NEFT / RTGS Details:

Beneficiary Name: The Bombay Presidency Radio Club Limited

Bank Name: HDFC BANK

Type of Account: Current Account

Branch: SBS Road, Colaba

Account No.: 00852300000028

IFSC Code: HDFC0000085

Email address: admin@radioclub.co.in

5. The deposit of ₹. 1,00,000/- (Rupees One Lakh Only) is refundable if the candidate is elected as Member of the Managing Committee (Board of Directors) or gets more than 25% of total valid votes cast. However, a person retiring by rotation and seeking re-election as a Member of the Managing Committee (Board of Directors) is not required to deposit the said amount.
6. Form No. DIR-8 and DIN (Director Identification Number) have to be submitted alongwith the Nomination Form because as per Section 152 (4) of Companies Act, 2013, every person proposed to be appointed as a Member of the Managing Committee (Board of Directors) shall furnish Director Identification Number issued by the Ministry of Corporate Affairs and a declaration that he/she is not disqualified for the said appointment in the Form No. DIR-8 i.e. Intimation by Director pursuant to Section 164 (2) and Rule 14 (1) of Companies (Appointment and Qualification of Directors) Rules, 2014. In case a member is unable to submit the said DIR-8 Form personally, he / she can submit the same from his / her email address registered with the Company (Club), with a declaration that the scanned copy is of the original Form DIR-8 duly signed by him / her to the email address of the company (club) mentioned in page 1 of this Report. On receipt of Form No. DIR-8 and DIN (Director Identification Number) the same will be scrutinized by the admin staff of the Company (Club). In case if Form No. DIR-8 is found invalid, the Nomination Form for the said candidate will stand automatically rejected.
7. Form No. DIR-2 and DIN (Director Identification Number) has to be submitted alongwith the Nomination Form because as per Section 152(5) of Companies Act, 2013 read with Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014, a person appointed as Member of the Managing Committee (Board of Directors) shall not act as Member of the Managing Committee (Board of Directors) unless he/she gives his/her consent to hold office as Member of the Managing Committee (Board of Directors) in Form DIR-2 i.e. Consent to act as a director of a company pursuant to section 152(5) and Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014. In case a member is unable to submit the said DIR-2 Form personally, he / she can submit the same from his / her email address registered with the Company (Club), with a declaration that the scanned copy is of the original Form DIR-2 duly signed by him/her to the email address of the Company (Club) mentioned in page 1 of this Report. On receipt of Form No. DIR-2 and DIN (Director Identification Number) the same will be scrutinized by the admin staff of the Company (Club). In case if Form No. DIR-2 is found invalid, the Nomination Form for the said candidate will stand automatically rejected.
8. The Candidates, who desire to withdraw their Nomination, if any, for the post of a Member in the Managing Committee (Board of Directors), are required to do so on or before closing time of the Company (Club) office i.e. 1.00 P.M. (IST) on **Monday 9th September 2024**. Members can withdraw their Nomination by sending an email to the company's (club's) email address mentioned in page 1 of this Report from their email address registered with the Company (Club). As an alternative they can also withdraw their Nomination by submission in writing in person by the proposed candidate to the Registered Office of the Company (Club), No request for the withdrawal of Nomination shall be accepted after 1.00 P.M. (IST) on **Monday 9th September 2024**.
9. The Members of the Company (Club) are further requested to pay their dues, in arrears, if any for the period ending **31st May 2024** in full latest by the cut off date **Friday 6th September 2024**, during the business hours latest by 5.15 P.M. (IST) in accordance with the applicable provisions of the Companies Act, 2013, and Articles of Association of the Company (Club). As per applicable provisions of Articles of Association and applicable provisions of Companies Act, 2013, in case of default, no Member shall be eligible to attend through VC /OAVM and / or to be present and/or to vote by Remote e-voting means or at the Annual General Meeting by Electronic voting system, or to be reckoned in a quorum unless all the subscription, debts and bills of member upto the end

of the third calendar month preceding the calendar month in which the Meeting is held, i.e. dues upto **31st May 2024** have been paid by the member by **Friday 6th September 2024**, during the business hours latest by 5.15 P.M. (IST).

10. Procedure for voting by Electronic means:

Information and other instructions relating to Remote e-voting and Electronic voting system are as under:

The business set out in the Notice will be transacted through Remote E-voting and Electronic voting system during the Annual General Meeting. The Company (Club) is providing facility for voting by Electronic voting system during the Annual General Meeting held through Video Conferencing.

- (i) 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, the forthcoming 100th Annual General Meeting will be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing Annual General Meeting through VC/OAVM.
- (ii) The Annual General Meeting is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with.
- (iii) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment Rules, 2015 vide MCA notification dated 19th March, 2015 and MCA Circulars dated 08th April, 2020, 13th April, 2020, 05th May, 2020, 13th January, 2021, 05th May, 2022, 28th December, 2022 & 25th September, 2023 the Company (Club) is providing facility of Remote e-voting and Electronic voting system facility at the Annual General Meeting to its Members in respect of the business to be transacted at the Annual General Meeting. For this purpose, the Company (Club) has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through Electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using Remote e-voting as well as the Electronic voting system on the date of the Annual General Meeting will be provided by Central Depository Services (India) Limited (CDSL).
- (iv) The Members can join the Annual General Meeting in the VC / OAVM mode 30 minutes before the scheduled time of the Annual General Meeting i.e. at 12.30 P.M. (IST) and till the time of the conclusion of the meeting by following the procedure / instructions mentioned

in Point No. 12. The facility of participation at the Annual General Meeting through VC / OAVM will be made available to atleast 1000 members on first come first served basis. This will not include members of Managing Committee (Board of Directors) who are allowed to attend the Annual General Meeting without restriction on account of first come first served basis. The members can attend and participate in the Annual General Meeting through VC/ OAVM facility.

- (v) Members who would like to express their views / ask questions during the meeting must register themselves as a speaker by sending their request by email from their email addresses registered with the Company (Club) to the email address of the Company (Club) mentioned in page 1 of this report in advance i.e. latest by 1.00 P.M. (IST) on **Saturday 14th September 2024** mentioning their name, membership number, and mobile number from email address registered with the Company (Club) and no request for the same will be entertained thereafter under any circumstances. The members who do not wish to speak during the Annual General Meeting but have queries may send their queries in advance by email from their email address registered with the Company (Club) i.e. latest by 1.00 P.M. (IST) on **Friday 6th September 2024** mentioning their name, membership number, email address, mobile number to the email address of the Company (Club) mentioned in page 1 of this report. These queries will be replied by the Company (Club) suitably by email. The Company (Club) reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of Annual General Meeting. The Link for joining the Annual General Meeting as speakers will be provided by the Company (Club) to the concerned member on their email address registered with the Company (Club) via email before the date of Annual General Meeting i.e. **Wednesday 25th September 2024**.
- (vi) The quorum for the Annual General Meeting shall be ascertained on the basis of number of members attending the Annual General Meeting through VC / OAVM in accordance with Section 103 of Companies Act, 2013 read with Article 46 of Articles of Association.
- (vii) In compliance with the aforesaid Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the Annual General Meeting alongwith the Annual Report 2023-2024 is being sent **ONLY THROUGH** electronic form to those members whose email addresses are registered with the Company (Club). Members may note that the Notice and Annual Report 2023-2024 will also be available on the website of the Company (Club) i.e. www.radioclub.in The Annual General Meeting Notice is also disseminated on the website of Central Depository Services (India) Limited (CDSL) (agency for providing the Remote e-voting facility and Electronic voting system during the Annual General Meeting) i.e. www.evotingindia.com
- (viii) Members whose email addresses are not registered with the Company (Club) can register the same by sending a request to the Company (Club) by mentioning the name, membership number, date of birth, address etc. After receipt of request from members, the Company (Club) will check in their database of members and register the said email address in their record.
- (ix) The Annual General Meeting is being convened through VC / OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020, MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 02/2021 dated January 13, 2021, MCA Circular No. 02/2022 dated May 05, 2022, MCA Circular No. 10/2022 dated December 28, 2022 and MCA Circular No. 09/2023 dated September 25, 2023.
- (x) The members who have cast their vote by Remote e-voting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.

- (xi) Since the Annual General Meeting will be held through VC / OAVM, the Route Map is not annexed in this Notice.

11. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The members may cast their votes using a Remote e-voting system from a place other than the venue of the Meeting. The User ID & Password for Remote e-voting and Electronic voting system will be the same and will be provided to the members directly by M/s. Purva Sharegistry (India) Pvt Ltd (R & T Agent) via email to those members whose email addresses are registered with the Company (Club) & also to all the members by post to their postal address registered with the Company (Club).
- ii. The Remote e-voting period begins on **Friday 20th September 2024** from 9.00 A.M. (IST) and ends on **Tuesday 24th September 2024** at 5.00 P.M. (IST). The Remote e-voting module shall be disabled for voting thereafter. During this period members of the Company (Club) whose name is recorded in the Register of Members, as on the cut-off date i.e. **Friday 6th September 2024** only shall be entitled to cast their vote electronically.
- iii. Cut-off date is **Friday 6th September 2024** (not earlier than seven days before the date of Annual General Meeting (AGM) for determining the eligibility to vote by Remote e-voting or Electronic voting system in Annual General Meeting) in accordance with the applicable provisions of Companies Act, 2013.
- iv. Members who have not received / misplaced their User Id & Password directly sent by M/s. Purva Sharegistry (India) Pvt Ltd (R & T Agent) for Remote e-voting / Electronic voting system, can email to the company's (club's) email address mentioned in page 1 of this report their Name & Membership Number from their registered Email Address registered with the Company (Club) requesting for re-sending their User Id & Passwords latest Five days prior to start of Remote e-voting on or before 1.00 P.M. (IST) i.e. closure of business hours of the Company (Club) on **Saturday 14th September 2024** and no request for the same will be entertained thereafter under any circumstances. The Members whose Email Address is not registered with the Company (Club), can send their written request to the Company (Club) for re-sending their User Id & Password latest ten days prior to start of Remote e-voting on or before 1.00 P.M. (IST) i.e. closure of business hours of the Company (Club) on **Monday 9th September 2024** and ensure that the same is received by the Company (Club) latest by **Monday 9th September 2024** on or before 1.00 P.M. (IST) i.e. closure of business hours of the Company (Club) and no request for the same will be entertained thereafter under any circumstances. The same shall be duly forwarded to M/s. Purva Sharegistry (India) Pvt Ltd (R & T Agent) and the User Id & Password will be re-sent to the concerned members directly by M/s. Purva Sharegistry (India) Pvt Ltd (R & T Agent) via email to those members whose email addresses are registered with the Company (Club) & also by post to their postal address registered with the Company (Club).
- v. The Members should log on to the e-voting website i.e. www.evotingindia.com during the voting period.
- vi. Click on Shareholders / Members.
- vii. Next Enter your User ID provided to you directly by M/s. Purva Sharegistry (India) Pvt Ltd (R & T Agent) by email registered with the Company (Club) / by Post.
- viii. Next enter the Image Verification as displayed and Click on Login.
- ix. Next Enter your Password provided to you directly by M/s. Purva Sharegistry (India) Pvt Ltd (R & T Agent) by email registered with the Company (Club)/ by Post.

- x. After entering these details appropriately, click on “SUBMIT” tab.
- xi. Click on the EVSN of **THE BOMBAY PRESIDENCY RADIO CLUB LIMITED** on which you choose to vote.
- xii. 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.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. In case of election voting, On the voting page, you will see “Candidate Selection Option” and Click on Radio Button to select the candidate of your choice.
- xvii. After selecting the Candidate, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote. Do not vote for more than 15 candidates in total.
- xviii. Once you “CONFIRM” your vote on the Candidate, you will not be allowed to modify your vote.
- xix. You can also take a print out of the Remote e-voting done by you by clicking on “Click here to print” option on the Remote e-voting page.
- xx. In case of any grievances / queries or issues regarding operational aspects connected with facility for voting by Remote e-voting and Electronic voting system, Members may contact the following address: Mr. Rakesh Dalvi - Senior Manager, Central Depository Services (India) Limited, Marathon Futurex, A Wing, 25th Floor, Mafatlal Mills Compound, N. M. Joshi Marg, Lower Parel (E), Mumbai - 400013. Phone No. 1800225533; E-mail: helpdesk.evoting@cdslindia.com
- xxi. The members would be able to cast their votes during the Annual General Meeting through Electronic voting system if they have not availed the Remote e-voting facility. If the vote is cast through Remote e-voting facility, then the members would not be permitted to exercise their voting right during the Annual General Meeting. The Remote e-voting facility and voting by Electronic voting system during the Annual General Meeting will be provided by Central Depository Services (India) Limited (CDSL).

12. INSTRUCTIONS FOR MEMBERS ATTENDING THE ANNUAL GENERAL MEETING THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO VISUAL MEANS (OAVM):-

- (i) Members will be provided with a facility to attend the Annual General Meeting through VC / OAVM through the Central Depository Services (India) Limited (CDSL) Electronic voting system. Facility of joining the Annual General Meeting through VC / OAVM shall open 30 minutes before the time scheduled for the Annual General Meeting.

- (ii) The facility of participation at the Annual General Meeting through VC / OAVM will be made available to at least 1000 members on first come first served basis. This will not include members of Managing Committee (Board of Directors) who are allowed to attend the Annual General Meeting without restriction.
- (iii) Members may access the same at <https://www.evotingindia.com> under shareholders / members login by using the Remote e-voting credentials. The link for VC / OAVM will be available in shareholder / members login where the EVSN of Company (Club) will be displayed.
- (iv) Members are encouraged to join the Meeting through Desktops/ Laptops / IPads for better experience.
- (v) Further members will be required to use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vii) Members who would like to express their views / ask questions during the meeting must register themselves as a speaker by sending their request by email from their email addresses registered with the Company (Club) to the email address of the Company (Club) mentioned in page 1 of this report in advance i.e. latest by 5.15 P.M. (IST) on **Saturday 14th September 2024** mentioning their name, membership number, and mobile number from email address registered with the Company (Club) and no request for the same will be entertained thereafter under any circumstances. The members who do not wish to speak during the Annual General Meeting but have queries may send their queries in advance by email from their email address registered with the Company (Club) i.e. latest by 1.00 P.M. (IST) on **Friday 6th September 2024** mentioning their name, membership number, email address, mobile number to the email address of the Company (Club) mentioned in page 1 of this report. These queries will be replied by the Company (Club) suitably by email. The Company (Club) reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of Annual General Meeting. The Link for joining the Annual General Meeting as speakers will be provided by the Company (Club) to the concerned member on their email address registered with the Company (Club) via email before the date of Annual General Meeting i.e. **Wednesday 25th September 2024**.
- (viii) Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
- (ix) The members are also requested to refer instructions given in Point No. 13 and Point No. 13A.

13. GENERAL INSTRUCTIONS FOR MEMBERS FOR ELECTRONIC VOTING SYSTEM DURING THE ANNUAL GENERAL MEETING FOLLOWED BY ELECTIONS ARE AS UNDER:-

- (i) The election to elect not more than 15 Members of the Managing Committee (Board of Directors) will be conducted by Remote e-voting and Electronic voting system. The Electronic voting system for both the businesses i.e. Ordinary business and Special business shall be conducted on **Wednesday 25th September 2024** from the start of Annual General Meeting and remain open for four (4) hours. The Electronic voting system for all the Items i.e. Item No. 1 to Item No. 14 will start together.

- (ii) Only those members, who are present in the Annual General Meeting through VC / OAVM facility and have not cast their vote on the Resolutions through Remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through Electronic voting system available during the Annual General Meeting.
 - (iii) If any Votes are cast by the members through the Electronic voting system available during the Annual General Meeting and if the same members have not participated in the meeting through VC / OAVM facility, then the votes cast by such member shall be considered invalid as the facility of Electronic voting system during the meeting is available only to the members attending the meeting.
 - (iv) Members who have voted through Remote e-voting will be eligible to attend the Annual General Meeting. However, they will not be eligible to vote at the Annual General Meeting.
 - (v) If members have any queries or issues regarding attending Annual General Meeting & Electronic voting from the Electronic voting System, you may refer the Frequently Asked Questions (“FAQs”) and Electronic voting system manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
- 13. (A) DETAILED INSTRUCTIONS FOR MEMBERS FOR ELECTRONIC VOTING SYSTEM DURING THE ANNUAL GENERAL MEETING FOLLOWED BY ELECTIONS ARE AS UNDER: -**
- (i) The members may cast their votes using the Annual General Meeting Electronic voting system from a place other than the venue of the Meeting. The User ID & Password for the Electronic voting system will be provided to the members directly by M/s. Purva Sharegistry (India) Pvt Ltd (R & T Agent) via email to those members whose email addresses are registered with the Company (Club) & also to all the members by post to their postal address registered with the Company (Club). The user id and password for Remote e- voting before the Annual General Meeting and Electronic voting system at the Annual General Meeting shall be the same.
 - (ii) Members who have not received / misplaced their User Id & Password directly sent by M/s. Purva Sharegistry (India) Pvt Ltd (R & T Agent) for Remote e-voting / Electronic voting system, can email to the company’s (club’s) email address mentioned in page 1 of this report their Name & Membership Number from their registered Email Address registered with the Company (Club) requesting for re-sending their User Id & Passwords latest Five days prior to start of Remote e-voting on or before 1.00 P.M. (IST) i.e. closure of business hours of the Company (Club) on **Saturday 14th September 2024** and no request for the same will be entertained thereafter under any circumstances. The Members whose Email Address is not registered with the Company (Club), can send their written request to the Company (Club) for re-sending their User Id & Password latest ten days prior to start of Remote e-voting on or before 1.00 P.M. (IST) i.e. closure of business hours of the Company (Club) on **Monday 9th September 2024** and ensure that the same is received by the Company (Club) latest by **Monday 9th September 2024** on or before 1.00 P.M. (IST) i.e. closure of business hours of the Company (Club) and no request for the same will be entertained thereafter under any circumstances. The same shall be duly forwarded to M/s. Purva Sharegistry (India) Pvt Ltd (R & T Agent) and the User Id & Password will be re-sent to the concerned members directly by M/s. Purva Sharegistry (India) Pvt Ltd (R & T Agent) via email to those members whose email addresses are registered with the Company (Club) & also by post to their postal address registered with the Company (Club).
 - (iii) The election to elect not more than 15 Members of the Managing Committee (Board of Directors) will be conducted by Remote e-voting and Electronic voting system. The Electronic voting system for both the businesses i.e. Ordinary business and Special business

shall be conducted on **Wednesday 25th September 2024** from the start of Annual General Meeting and remain open for four (4) hours. The Electronic voting system for all the Items i.e. Item No. 1 to Item No. 14 will start together.

- (iv) Cut-off date is **Friday 6th September 2024** (not earlier than seven days before the date of Annual General Meeting (AGM) for determining the eligibility to vote by Remote e-voting or Electronic voting system in Annual General Meeting) in accordance with the applicable provisions of Companies Act, 2013.
- (v) The Members should log on to the e-voting website i.e. www.evotingindia.com
- (vi) Click on Shareholders / Members.
- (vii) Next Enter your User ID provided to you directly by M/s. Purva Sharegistry (India) Pvt Ltd (R & T Agent) by email registered with the Company (Club) / by Post.
- (viii) Next enter the Image Verification as displayed and Click on Login.
- (ix) Next Enter your Password provided to you directly by M/s. Purva Sharegistry (India) Pvt Ltd (R & T Agent) by email registered with the Company (Club) / by Post.
- (x) After entering these details appropriately, click on “SUBMIT” tab.
- (xi) Click on the live streaming link and follow the instructions as displayed on the Screen.
- (xii) A new window will open with the Live Streaming of the Annual General Meeting.
- (xiii) Members who do not click on the Live Streaming Link will not be allowed to Vote.
- (xiv) To Vote go back to www.evotingindia.com and return to the EVSN screen.
- (xv) Click on the EVSN of **THE BOMBAY PRESIDENCY RADIO CLUB LIMITED** on which you choose to vote.
- (xvi) 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.
- (xvii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xviii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xx) In case of election voting, On the voting page, you will see “Candidate Selection Option” and Click on Radio Button to select the candidate of your choice.
- (xxi) After selecting the Candidate you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote. Do not vote for more than 15 candidates in total.
- (xxii) Once you “CONFIRM” your vote on the Candidate, you will not be allowed to modify your vote.
- (xxiii) You can also take a print out of the Electronic voting done by you by clicking on “Click here to print” option on the Electronic voting page.
- (xxiv) In case of any grievances / queries or issues regarding operational aspects connected with facility for voting by Remote e-voting and Electronic voting system, Members may contact the following address: Mr. Rakesh Dalvi- Senior Manager, Central Depository Services

(India) Limited, Marathon Futurex, A Wing, 25th Floor, Mafatlal Mills Compound, N. M. Joshi Marg, Lower Parel (E), Mumbai - 400013. Phone No. 1800225533; E-mail: helpdesk.evoting@cdslindia.com

- (xxv) Only those members, who have entered the Live Streaming Link at the Annual General Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through Remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through Electronic voting system available during the Annual General Meeting.
- (xxvi) If any Votes are cast by the members through the Electronic voting system available during the Annual General Meeting and if the same members have not participated in the meeting through VC / OAVM facility, then the votes cast by such member shall be considered invalid as the facility of Electronic voting during the meeting is available only to the members attending the meeting.
- (xxvii) Members who have voted on the resolutions through Remote e-voting will be eligible to attend the Annual General Meeting. However, they will not be eligible to vote at the Annual General Meeting.
14. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, unblock the votes cast through Electronic voting system during the Annual General Meeting and thereafter unblock the votes cast through Remote e-voting in the presence of at least two witnesses not in employment of the Company (Club) and make, not later than three days of conclusion of the meeting a consolidated scrutinizer's report of the votes cast in favour or against, to the Chairman or to any Director or Officer who may be authorized by the Chairman for this purpose. The Scrutinizer shall download the result from the Electronic voting system using his authorized login provided by Central Depository Services (India) Limited (CDSL).
15. The Result of the voting shall be declared by the Chairman or any person authorised by the Chairman on or after the receipt of consolidated scrutinizer's report. The result along with the scrutinizer's report will be placed on the Notice Board of the Company (Club), website of the Company (Club) i.e. www.radioclub.in and on the website of the Central Depository Services (India) Limited (CDSL) i.e. www.evotingindia.com
16. Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of the Annual General Meeting i.e. **Wednesday 25th September 2024**.
17. Full Annual Report along with the accounts for F.Y. 2023-24 will be available on the website of the Company (Club) i.e. www.radioclub.in and Central Depository Services (India) Limited CDSL's website i.e. www.evotingindia.com

**By Order Of The Managing Committee (Board of Directors)
Of The Bombay Presidency Radio Club Limited.**

Sd/-
Prakash Chetan Mirchandani
DIN: 01932838

Sd/-
Shailesh Lachhmandas Sukhija
DIN: 05119907

Jt. Hon. Secretaries

Place: Mumbai.

Dated: June 28, 2024

EXPLANATORY STATEMENT

As required under Section 102(1) of the Companies Act, 2013 (“ACT”) the following explanatory statement sets out all material facts relating to business mentioned under Item Nos. 4 to 14:

Item No. 4

- (A) Nature of concern or interest, financial or otherwise, if any in respect of each item of Business:
- (i) No director (Member of Managing Committee) has any interest whatsoever in this item. There is no manager in the Company (Club).
 - (ii) There is no key managerial personnel in the Company (Club), so the question of disclosure of interest does not arise.
 - (iii) No relative of any director (Member of Managing Committee) has interest in this item.
- (B) Alteration in existing Clause No. 3 (l) of Memorandum of Association of the Company (Club). The object clause 3 (l) of Memorandum of Association is being altered so as to change the scope of activities of the company in the overall interest of the Company (Club).
As per Section 13 of Companies Act, 2013, alteration of Memorandum of Association requires approval of Members by way of Special Resolution. Accordingly, this matter has been placed before the Members for their approval. Therefore, the Managing Committee (Board of Directors) recommends the resolution set forth in Item No. 4 for the approval of members as Special Resolution.
- (C) This item does not relate to any other Company.
- (D) Copy of Memorandum of Association of the Company (Club) along with the draft of the proposed amendment will be available for inspection during the business hours between 10.00 A.M. to 5.15 P.M. from Monday to Friday and between 10.00 A.M. to 01.00 P.M. on Saturday at the registered office of the Company (Club) upto the date of Annual General Meeting.

Item No. 5

- (A) Nature of concern or interest, financial or otherwise, if any in respect of each item of Business:
- (i) No director (Member of Managing Committee) has any interest whatsoever in this item. There is no manager in the Company (Club).
 - (ii) There is no key managerial personnel in the Company (Club), so the question of disclosure of interest does not arise.
 - (iii) No relative of any director (Member of Managing Committee) has interest in this item.
- (B) Alteration in existing Article No. 1 of Articles of Association of the Company (Club).
The Article No. 1 of Articles of Association of the company (club) under the heading ‘Interpretation’ is being altered whereby the existing clause (d) is proposed to be substituted by new clause (d) to bring more clarity and existing clause (h) is proposed to be deleted as it is no longer required.
As per Section 14 of Companies Act, 2013, alteration of Articles of Association requires approval of Members by way of Special Resolution. Accordingly, this matter has been placed before the Members for their approval. Therefore, the Managing Committee (Board of Directors) recommends the resolution set forth in Item No. 5 for the approval of members as Special Resolution.
- (C) This item does not relate to any other Company.
- (D) Copy of Articles of Association of the Company (Club) along with the draft of the proposed amendment will be available for inspection during the business hours between 10.00 A.M. to 5.15 P.M. from Monday to Friday and between 10.00 A.M. to 01.00 P.M. on Saturday at the registered office of the Company (Club) upto the date of Annual General Meeting.

Item No. 6

- (A) Nature of concern or interest, financial or otherwise, if any in respect of each item of Business:
- (i) No director (Member of Managing Committee) has any interest whatsoever in this item. There is no manager in the Company (Club).
 - (ii) There is no key managerial personnel in the Company (Club), so the question of disclosure of interest does not arise.
 - (iii) No relative of any director (Member of Managing Committee) has interest in this item.
- (B) Alteration in existing Article No. 7 of Articles of Association of the Company (Club).
The Article No. 7 of Articles of Association of the company (club) under the heading 'Class of Membership' is being altered so as to cover all classes of Members of the Company (Club).
As per Section 14 of Companies Act, 2013, alteration of Articles of Association requires approval of Members by way of Special Resolution. Accordingly, this matter has been placed before the Members for their approval. Therefore, the Managing Committee (Board of Directors) recommends the resolution set forth in Item No. 6 for the approval of members as Special Resolution.
- (C) This item does not relate to any other Company.
- (D) Copy of Articles of Association of the Company (Club) along with the draft of the proposed amendment will be available for inspection during the business hours between 10.00 A.M. to 5.15 P.M. from Monday to Friday and between 10.00 A.M. to 01.00 P.M. on Saturday at the registered office of the Company (Club) upto the date of Annual General Meeting.

Item No. 7

- (A) Nature of concern or interest, financial or otherwise, if any in respect of each item of Business:
- (i) No director (Member of Managing Committee) has any interest whatsoever in this item. There is no manager in the Company (Club).
 - (ii) There is no key managerial personnel in the Company (Club), so the question of disclosure of interest does not arise.
 - (iii) No relative of any director (Member of Managing Committee) has interest in this item.
- (B) Alteration in existing Clause (ii) of Article No. 13 (1) of Articles of Association of the Company (Club).
The Article No. 13 (1) (ii) of Articles of Association of the company (club) under the heading 'Special Members' is being altered whereby the existing clause (ii) (c) is proposed to be substituted by new clause (c) to simplify and streamline the provisions relating to Special Members and existing clause (ii) (d) is proposed to be substituted by new clause (d) to cover more children for benefits under the said Article by reducing the age limit from 10 years to 8 years.
As per Section 14 of Companies Act, 2013, alteration of Articles of Association requires approval of Members by way of Special Resolution. Accordingly, this matter has been placed before the Members for their approval. Therefore, the Managing Committee (Board of Directors) recommends the resolution set forth in Item No. 7 for the approval of members as Special Resolution.
- (C) This item does not relate to any other Company.
- (D) Copy of Articles of Association of the Company (Club) along with the draft of the proposed amendment will be available for inspection during the business hours between 10.00 A.M. to 5.15 P.M. from Monday to Friday and between 10.00 A.M. to 01.00 P.M. on Saturday at the registered office of the Company (Club) upto the date of Annual General Meeting.

Item No. 8

- (A) Nature of concern or interest, financial or otherwise, if any in respect of each item of Business:
- (i) No director (Member of Managing Committee) has any interest whatsoever in this item. There is no manager in the Company (Club).
 - (ii) There is no key managerial personnel in the Company (Club), so the question of disclosure of interest does not arise.
 - (iii) No relative of any director (Member of Managing Committee) has interest in this item.
- (B) Alteration in existing Article No. 15 of Articles of Association of the Company (Club).
The Article No. 15 of Articles of Association of the company (club) under the heading ‘Service Member’ is being altered whereby the existing clauses (a), (b) and (d) are proposed to be substituted by new clauses (a), (b) and (d) respectively, to Simplify and update the eligibility criteria for admission as Service Members and existing clause (c) is proposed to be deleted as it is no longer required.
As per Section 14 of Companies Act, 2013, alteration of Articles of Association requires approval of Members by way of Special Resolution. Accordingly, this matter has been placed before the Members for their approval. Therefore, the Managing Committee (Board of Directors) recommends the resolution set forth in Item No. 8 for the approval of members as Special Resolution.
- (C) This item does not relate to any other Company.
- (D) Copy of Articles of Association of the Company (Club) along with the draft of the proposed amendment will be available for inspection during the business hours between 10.00 A.M. to 5.15 P.M. from Monday to Friday and between 10.00 A.M. to 01.00 P.M. on Saturday at the registered office of the Company (Club) upto the date of Annual General Meeting.

Item No. 9

- (A) Nature of concern or interest, financial or otherwise, if any in respect of each item of Business:
- (i) No director (Member of Managing Committee) has any interest whatsoever in this item. There is no manager in the Company (Club).
 - (ii) There is no key managerial personnel in the Company (Club), so the question of disclosure of interest does not arise.
 - (iii) No relative of any director (Member of Managing Committee) has interest in this item.
- (B) Alteration in existing Article No. 19A of Articles of Association of the Company (Club).
The Article No. 19A of Articles of Association of the company (club) is being altered whereby the existing Article No. 19A Under the heading ‘Corporate Membership’ is proposed to be substituted by new Article No. 19A Under the heading ‘Corporate Membership’ wherein the existing paragraph is proposed to be substituted by new paragraph to enlarge the scope of Body Corporate for Corporate Membership and existing clauses (a), (b) and (c) of the said paragraph are proposed to be deleted as it is no longer required and existing clause (a) of Article No. 19A Under the heading ‘Procedure of Election’ is proposed to be substituted by new clause (a) to simplify the procedure for admission as Corporate Member.
As per Section 14 of Companies Act, 2013, alteration of Articles of Association requires approval of Members by way of Special Resolution. Accordingly, this matter has been placed before the Members for their approval. Therefore, the Managing Committee (Board of Directors) recommends the resolution set forth in Item No. 9 for the approval of members as Special Resolution.
- (C) This item does not relate to any other Company.
- (D) Copy of Articles of Association of the Company (Club) along with the draft of the proposed

amendment will be available for inspection during the business hours between 10.00 A.M. to 5.15 P.M. from Monday to Friday and between 10.00 A.M. to 01.00 P.M. on Saturday at the registered office of the Company (Club) upto the date of Annual General Meeting.

Item No. 10

- (A) Nature of concern or interest, financial or otherwise, if any in respect of each item of Business:
- (i) No director (Member of Managing Committee) has any interest whatsoever in this item. There is no manager in the Company (Club).
 - (ii) There is no key managerial personnel in the Company (Club), so the question of disclosure of interest does not arise.
 - (iii) No relative of any director (Member of Managing Committee) has interest in this item.
- (B) Alteration in existing Article No. 46 of Articles of Association of the Company (Club).
The Article No. 46 of Articles of Association of the company (club) under the heading ‘Quorum’ is being altered so as to bring it in conformity under the provisions of the Companies Act, 2013. As per Section 14 of Companies Act, 2013, alteration of Articles of Association requires approval of Members by way of Special Resolution. Accordingly, this matter has been placed before the Members for their approval. Therefore, the Managing Committee (Board of Directors) recommends the resolution set forth in Item No. 10 for the approval of members as Special Resolution.
- (C) This item does not relate to any other Company.
- (D) Copy of Articles of Association of the Company (Club) along with the draft of the proposed amendment will be available for inspection during the business hours between 10.00 A.M. to 5.15 P.M. from Monday to Friday and between 10.00 A.M. to 01.00 P.M. on Saturday at the registered office of the Company (Club) upto the date of Annual General Meeting.

Item No. 11

- (A) Nature of concern or interest, financial or otherwise, if any in respect of each item of Business:
- (i) No director (Member of Managing Committee) has any interest whatsoever in this item. There is no manager in the Company (Club).
 - (ii) There is no key managerial personnel in the Company (Club), so the question of disclosure of interest does not arise.
 - (iii) No relative of any director (Member of Managing Committee) has interest in this item.
- (B) Alteration in existing Article No. 58 of Articles of Association of the Company (Club).
The Article No. 58 of Articles of Association of the company (club) under the heading ‘Votes of Members’ is being altered so as to bring more clarity regarding votes of members. As per Section 14 of Companies Act, 2013, alteration of Articles of Association requires approval of Members by way of Special Resolution. Accordingly, this matter has been placed before the Members for their approval. Therefore, the Managing Committee (Board of Directors) recommends the resolution set forth in Item No. 11 for the approval of members as Special Resolution.
- (C) This item does not relate to any other Company.
- (D) Copy of Articles of Association of the Company (Club) along with the draft of the proposed amendment will be available for inspection during the business hours between 10.00 A.M. to 5.15 P.M. from Monday to Friday and between 10.00 A.M. to 01.00 P.M. on Saturday at the registered office of the Company (Club) upto the date of Annual General Meeting.

Item No. 12

- (A) Nature of concern or interest, financial or otherwise, if any in respect of each item of Business:
- (i) No director (Member of Managing Committee) has any interest whatsoever in this item. There is no manager in the Company (Club).
 - (ii) There is no key managerial personnel in the Company (Club), so the question of disclosure of interest does not arise.
 - (iii) No relative of any director (Member of Managing Committee) has interest in this item.
- (B) Alteration in existing Article No. 59 of Articles of Association of the Company (Club).
The Article No. 59 of Articles of Association of the company (club) under the heading 'Managing Committee' is being altered so as to simplify the matters regarding Managing Committee.
As per Section 14 of Companies Act, 2013, alteration of Articles of Association requires approval of Members by way of Special Resolution. Accordingly, this matter has been placed before the Members for their approval. Therefore, the Managing Committee (Board of Directors) recommends the resolution set forth in Item No. 12 for the approval of members as Special Resolution.
- (C) This item does not relate to any other Company.
- (D) Copy of Articles of Association of the Company (Club) along with the draft of the proposed amendment will be available for inspection during the business hours between 10.00 A.M. to 5.15 P.M. from Monday to Friday and between 10.00 A.M. to 01.00 P.M. on Saturday at the registered office of the Company (Club) upto the date of Annual General Meeting.

Item No. 13

- (A) Nature of concern or interest, financial or otherwise, if any in respect of each item of Business:
- (i) No director (Member of Managing Committee) has any interest whatsoever in this item. There is no manager in the Company (Club).
 - (ii) There is no key managerial personnel in the Company (Club), so the question of disclosure of interest does not arise.
 - (iii) No relative of any director (Member of Managing Committee) has interest in this item.
- (B) Alteration in existing Article No. 78 of Articles of Association of the Company (Club).
The Article No. 78 of Articles of Association of the company (club) is being altered by deleting the same as it is not required in view of the provisions of the Companies Act, 2013.
As per Section 14 of Companies Act, 2013, alteration of Articles of Association requires approval of Members by way of Special Resolution. Accordingly, this matter has been placed before the Members for their approval. Therefore, the Managing Committee (Board of Directors) recommends the resolution set forth in Item No. 13 for the approval of members as Special Resolution.
- (C) This item does not relate to any other Company.
- (D) Copy of Articles of Association of the Company (Club) along with the draft of the proposed amendment will be available for inspection during the business hours between 10.00 A.M. to 5.15 P.M. from Monday to Friday and between 10.00 A.M. to 01.00 P.M. on Saturday at the registered office of the Company (Club) upto the date of Annual General Meeting.

Item No. 14

- (A) Nature of concern or interest, financial or otherwise, if any in respect of each item of Business:
- (i) No director (Member of Managing Committee) has any interest whatsoever in this item. There is no manager in the Company (Club).
 - (ii) There is no key managerial personnel in the Company (Club), so the question of disclosure of interest does not arise.
 - (iii) No relative of any director (Member of Managing Committee) has interest in this item.
- (B) Alteration in existing clause (i) of Article No. 89 (2) of Articles of Association of the Company (Club).

The Article No. 89 (2) (i) of Articles of Association of the company (club) under the heading 'Powers of the Managing Committee' is being altered so as to enlarge the scope of powers of the Managing Committee to ensure prompt and smooth conduct of day to day activities of the company (club).

As per Section 14 of Companies Act, 2013, alteration of Articles of Association requires approval of Members by way of Special Resolution. Accordingly, this matter has been placed before the Members for their approval. Therefore, the Managing Committee (Board of Directors) recommends the resolution set forth in Item No. 14 for the approval of members as Special Resolution.

- (C) This item does not relate to any other Company.
- (D) Copy of Articles of Association of the Company (Club) along with the draft of the proposed amendment will be available for inspection during the business hours between 10.00 A.M. to 5.15 P.M. from Monday to Friday and between 10.00 A.M. to 01.00 P.M. on Saturday at the registered office of the Company (Club) upto the date of Annual General Meeting.