

## ***The Bombay Presidency Radio Club Limited***

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

CIN NO :-U99999MH1928GAP001372

Tel No :- 2284 51 21/ 23/ 2284 50 25/ 71/ 75/+91 9167863022

Email: radioclub05@gmail.com, radclubmumbai@gmail.com Website :-www.radioclub.in

### **NOTICE**

Notice is hereby given that the 97<sup>th</sup> Annual General Meeting of the Members of The Bombay Presidency Radio Club Limited will be held on **Monday 20<sup>th</sup> December 2021** at 1.00 P.M. 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 at 157, Arthur Bunder Road, Colaba, Mumbai 400005.

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2021 and the Board's Report and the Auditors' Report thereon.
2. To appoint not more than 15 Members of the Managing Committee (Board of Directors) to hold office up to the next Annual General Meeting. The Members may please refer to the enclosed appendix for further applicable provisions.

### **SPECIAL BUSINESS**

3. **Alteration in existing Article No. 2 of Articles of Association of the Company.**

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. 2 be altered by substituting the same by new Article No. 2 as under:

#### **2. Constitution of the Club:**

For the purpose of enrolment, the aggregate number of Members of all categories as specified in Article No. 7, shall be 8000 (Eight Thousand) but the managing committee (Board of Directors) may from time to time, whenever the company or business of the company requires it, register an increase in the aggregate number of members beyond 8000 (Eight Thousand). The Managing Committee (Board of Directors) shall also have power to reduce the aggregate number of members below 8000 (Eight Thousand), whenever it deems fit. The Managing Committee (Board of Directors) is authorised to enroll new members as per prevailing rates.

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

4. **Alteration in existing Article No. 10 of Articles of Association of the Company**

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. 10 be altered by substituting the same by new Article No. 10 as under:

**10. Life Members:**

W.e.f. 01st January, 2022, An Ordinary Member or a Special Member after completing 10 years of uninterrupted Membership of the Club may be converted into life member of the club on payment @ of 10% plus taxes as applicable of the prevailing Ordinary Membership Entrance Fees. The Managing Committee (Board of Directors) shall also be authorized to increase or decrease the amount payable for the aforesaid conversion whenever it deems fit and also be authorized to decrease / increase the period of 10 years of uninterrupted Membership of the Club, whenever it deems fit.

**RESOLVED FURTHER THAT** the Managing Committee (Board of Directors) of the Company 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. 11 of Articles of Association of the Company**

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. 11 be altered by substituting the same by new Article No. 11 as under:

**11. Special Life Members:**

Special Life Members may be admitted after balloting on payment of Rs. 25,00,000/- (Rupees Twenty Five Lacs only) plus taxes as applicable or as may be fixed by the Managing Committee (Board of Directors) from time to time in one lump sum amount directly without being admitted as Ordinary Members. The Managing Committee (Board of Directors) shall also have power to determine the Entrance Fee in installments in such manner and on such terms and conditions as may be decided by the said Managing committee (Board of Directors) from time to time.

**RESOLVED FURTHER THAT** the Managing Committee (Board of Directors) of the Company 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. 13 of Articles of Association of the Company**

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. 13 be altered by substituting the same by new Article No. 13 as under:

**13. Ordinary Members:**

- (a) The Entrance Fee for Ordinary Members shall be Rs. 15,00,000/- (Rupees Fifteen Lacs only) plus taxes as applicable or as may be fixed by the Managing Committee (Board of Directors) from time to time in one lump sum amount. The Managing Committee (Board of Directors)

shall also have power to determine the Entrance Fee in installments in such manner and on such terms and conditions as may be decided by the said Managing committee (Board of Directors) from time to time.

- (b) SUBSCRIPTION PAYABLE BY Ordinary Members admitted during various Periods shall be as follows:

Period	Subscription per month or part of the month
Period before 31 <sup>st</sup> March 1959	Rs. 10/-
1 <sup>st</sup> April 1959 to 19 <sup>th</sup> June 1968	Rs. 15/-
20 <sup>th</sup> June 1968 to 31 <sup>st</sup> Dec 1987	Rs. 20/-
1 <sup>st</sup> Jan 1988 to 30 <sup>th</sup> Sept 1995	Rs. 100/-
1 <sup>st</sup> Oct 1995 to 30 <sup>th</sup> Sept 1997	Rs. 200/-
From 1 <sup>st</sup> October 1997 till 31 <sup>st</sup> December 2009	Rs. 300 /-
On or After 1 <sup>st</sup> January 2010	Rs. 500/-
On or After 1 <sup>st</sup> October 2012	Rs. 1000/-
On or After 1 <sup>st</sup> January 2022	Rs. 1500/-

The amount of subscription of Rs.1500/- applicable to Ordinary Members who become Members of the Club on or after 1<sup>st</sup> January 2022 shall be increased by 15% every 3 years and the first such increase shall be effective from 1<sup>st</sup> January 2025.

Subscription as above shall be payable in advance at the beginning of the first and the second half of the accounting year.

No subscription shall be payable after attaining the age of 60 years.

**RESOLVED FURTHER THAT** the Managing Committee (Board of Directors) of the Company 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 Article 13(1) of Articles of Association of the Company**

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. 13(1) be altered by substituting the same by new Article 13(1) as under:

**13(1) Special Members:**

- (i) In case of Life Members, Special Life Members, Ordinary Members, Special Members, Lady Members, their children shall be eligible for admission to Membership of the Club as “Special Members.” It is hereby clarified that hereafter there shall be only one class of Special Members of the club including the children of the existing members & no distinction shall be made in respect of new applicant children of either sex, sons & or daughters, all of

whom on attaining the age of 21, shall be entitled to be admitted/enrolled as special members of the club subject to the vacancies available on first come first basis with such additional qualifications as managing committee may deem fit to prescribe. This being the new Article duly amended, members may, if they so desire, apply for their daughters of 21 years of age and above not yet admitted/enrolled as special members of the Club for the membership of the Club. However, as regards unmarried daughter, she shall continue to be allowed to use the club as dependent daughter till she marries. All treatment to such applicants shall be similar to the treatment available to the sons of members, also being admitted/enrolled as special members in all respects irrespective of their gender. The intention is to altogether eliminate Gender inequality for all times to come. The entrance fee and monthly subscription for special members shall be the same as the General Body may fix from time to time. In case of members' daughter already married irrespective of the date of marriage, she shall be eligible to apply for Special Membership, provided that:

- (a) W.e.f. 1<sup>st</sup> June 2013 the children of those members who became members on or before 1<sup>st</sup> January 2010 and who seek to become Members shall unless otherwise determined by the General Body, pay an entrance fee of Rs. 1,20,000/- (One Lac Twenty Thousand only) plus taxes as applicable provided they have not attained the age of 26 years.
- (b) W.e.f. 01<sup>st</sup> Jan 2022, the Children of those Members who became Members of the Club on or before 1<sup>st</sup> January 2010, who shall seek to become members shall pay an entrance fees @ of 15% plus taxes as applicable of the prevailing Ordinary Membership Entrance Fees.
- (c) W.e.f 1<sup>st</sup> June 2013, no member's children of 26 years and above be eligible to apply for membership under the member's children category as Special Members. However, this age criteria of 26 years & above will not be applicable to the Members Children applying for Membership upto 31<sup>st</sup> May 2013. The children of those members who became members of the club after 1<sup>st</sup> January 2010 shall pay entrance fee of ₹ 2,50,000 /- (Rupees Two Lacs Fifty Thousand Only) plus taxes as applicable to become members.
- (d) W.e.f. 01<sup>st</sup> Jan 2022, The Children of those Members who became Members of the Club after 1<sup>st</sup> January 2010, who shall seek to become members shall pay an entrance fees @ of 20% plus taxes as applicable of the prevailing Ordinary Membership Entrance Fees.
- (ii) (a) W.e.f. 01<sup>st</sup> January, 2020 the Children of those members, who have become members of the Club on or after 1<sup>st</sup> June 2013, shall pay an entrance fee of 35% of the prevailing ordinary membership fee for the purpose of admission as member. Those members' children applying in this category 13(1)(a) will have an option of paying applicable entrance fee in installments and this installment facility will be applicable for only those members' children who are 10 years & above. In order to avail this installment facility the concerned Parent member must have completed minimum 3 years as member of the Club. The percentage of installment and frequency of installment will be fixed by the Managing Committee (Board of Directors). The subscription shall have to be paid by such member as applicable. 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.
- (b) W.e.f 01<sup>st</sup> January, 2020, no member's children of 40 years and above be eligible to apply for membership under the member's children category as Special Members. W.e.f. 01<sup>st</sup> January, 2020 Member's Children shall have an option to apply for Membership under this category (Member's Children) anytime from the age of 18 years to less than 40 years of age.

On attaining the age of 21 years the member's son will cease to be a dependent member. However, the current provision in Article No. 13(1)(i) for unmarried daughter shall remain the same.

- (c) W.e.f. 01<sup>st</sup> 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. 01<sup>st</sup> Jan 2022, The Children of those Members, who became Members of the Club on or before 31<sup>st</sup> 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.

W.e.f. 01<sup>st</sup> Jan 2022, The Children of those Members, who became Members of the Club on or after 1<sup>st</sup> 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.

- (d) W.e.f. 01<sup>st</sup> January 2022, 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 10 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.

- (iii) \*SUBSCRIPTION PAYABLE BY Ordinary Members (Special Member's Children) admitted during various Periods shall be as follows:

Period	Subscription per month or part of the month
Period before 31 <sup>st</sup> March 1959	Rs. 10/-
1 <sup>st</sup> April 1959 to 19 <sup>th</sup> June 1968	Rs. 15/-
20 <sup>th</sup> June 1968 to 31 <sup>st</sup> Dec 1987	Rs. 20/-
1 <sup>st</sup> Jan 1988 to 30 <sup>th</sup> Sept 1995	Rs. 100/-
1 <sup>st</sup> Oct 1995 to 30 <sup>th</sup> Sept 1997	Rs. 200/-
From 1 <sup>st</sup> October 1997 till 31 <sup>st</sup> March 2010	Rs. 300 /-
On or After 1 <sup>st</sup> April 2010	Rs. 500/-
On or After 1 <sup>st</sup> October 2012	Rs.1000/-
On or After 1 <sup>st</sup> January 2022	Rs. 1500/-

The amount of subscription of ₹.1500/- applicable to Ordinary Members (Special Member's Children) who become Members of the Club on or after 1<sup>st</sup> January 2022 shall be increased by 15% every 3 years and the first such increase shall be effective from 1<sup>st</sup> January 2025.

Subscription as above shall be payable in advance at the beginning of the first and the second half of the accounting year.

No subscription shall be payable after attaining the age of 60 years.

**RESOLVED FURTHER THAT** the Managing Committee (Board of Directors) of the Company 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 by adding new clause (h)**

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 altered by adding new clause (h) as under:

**h)** The service members will not be subject to Club's procedure of Ballot and the Managing Committee (Board of Directors) is empowered and authorized to admit them as Member of the Club by passing a resolution by majority in the Managing committee meeting.

**RESOLVED FURTHER THAT** the Managing Committee (Board of Directors) of the Company 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. 21(d) of Articles of Association of the Company.**

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 (d) of Article No. 21 be altered by substituting the same by new Clause (d) as under:

**(d)** If at the end of the period of 14 days from the commencement of the ballot, less than six members of the Managing Committee (Board of Directors) have obtained ballot cards in case of any candidate, as mentioned in clause (c) above, the ballot for the candidate shall not be finalized and the ballot shall continue for a further period of 7 days. If again at the end of such extended period, less than six members of the Managing Committee (Board of Directors) have obtained their cards in respect of such candidate, the candidate shall be declared to be not elected. The candidate shall be rejected if five or more members of the Managing Committee (Board of Directors) vote against the candidate. No candidate shall be elected unless at least 5 members of the Managing Committee (Board of Directors) have put crosses in the “For” column of that candidate. The ballot-boxes shall be opened by the Staff of the Admin Department and the results of the Ballot will be declared in the Managing Committee Meeting.

**RESOLVED FURTHER THAT** the Managing Committee (Board of Directors) of the Company 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. 49 of Articles of Association of the Company**

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. 49 be altered by substituting the same by new Article No. 49 as under:

**49. Chairman:**

The President and in his absence the Vice-President shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there be no President, Vice-President or if at any meeting he shall not be present within fifteen minutes of the time appointed for holding such Meeting or if he is unwilling to act, then the Members of the Managing Committee (Board of Directors) present at the meeting shall elect one of their members to be the chairman of the meeting. If at any meeting no member of the Managing Committee is present within 15 minutes after the time appointed for the meeting or no member of the Managing Committee (Board of Directors) is willing to act as Chairman, the members of the club present at the meeting shall choose one of their members to be the chairman of the meeting.

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

**N.B. We have duly obtained Extension of time for 3 months for holding Annual General Meeting from Registrar of Companies, Mumbai vide their letter dated 22.09.2021.**

**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: 24<sup>th</sup> September 2021**

## 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 e-voting system. The e-voting system for both the businesses i.e. Ordinary business and Special business shall be conducted on Monday, 20<sup>th</sup> December 2021 from the start of Annual General Meeting and remain open for four (4) hours. The e-voting system for all the items i.e. Item No. 1 to Item No. 10 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 prospective candidate or any person on his/her behalf from the Registered Office of the Company, free of cost, during the business hours from 10.00 A.M. to 5.15 P.M. Monday to Friday and from 10.00 A.M. to 1.00 P.M. on Saturday. The member can also download the nomination form, Form No. DIR-8 & Form No. DIR-2 from the website of the Company i.e. [www.radioclub.in](http://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. on **Wednesday 1<sup>st</sup> December 2021**. 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 email address i.e. [radioclub05@gmail.com](mailto:radioclub05@gmail.com) / [radclubmumbai@gmail.com](mailto:radclubmumbai@gmail.com) from his/her email address registered with the Company 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. on **Wednesday 1<sup>st</sup> December 2021**. 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 will be entertained by the Company.
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 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

Branch: SBS Road, Colaba

Account No.: 00852300000028

IFSC Code: HDFC0000085

Email Address: [radioclub05@gmail.com](mailto:radioclub05@gmail.com) / [radclubmumbai@gmail.com](mailto:radclubmumbai@gmail.com)

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, 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 i.e. radioclub05@gmail.com / radclubmumbai@gmail.com. On receipt of Form No. DIR-8 and DIN (Director Identification Number) the same will be scrutinized by the admin staff of the company.

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, 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 i.e. radioclub05@gmail.com / radclubmumbai@gmail.com. On receipt of Form No. DIR-2 and DIN (Director Identification Number) the same will be scrutinized by the admin staff of the company.

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 office i.e. 1.00 P.M. on **Friday 3<sup>rd</sup> December 2021**. Members can withdraw their nomination by sending an email from their email address registered with the company. No request for withdrawal shall be accepted after 1.00 P.M. on **Friday 3<sup>rd</sup> December 2021**.

9. The Members of the Company are further requested to pay their dues, in arrears, if any for the period ending **31<sup>st</sup> August, 2021** in full latest by the cut off date **Wednesday 1<sup>st</sup> December 2021** in accordance with the applicable provisions of the Companies Act, 2013, and Articles of Association of the Club. As per applicable provisions of Articles of Association and applicable provisions of Companies Act, 2013, in case of default, no Member shall be entitled 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 e-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 **31<sup>st</sup> August, 2021** have been paid by the member by **Wednesday 1<sup>st</sup> December 2021**.

10. **Procedure for voting by Electronic means:**

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

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

- (i) In view of the continuing restrictions on the movement of persons at several places in the Country, due to outbreak of COVID-19 global pandemic, the Ministry of Corporate Affairs (MCA) allowed conducting Annual General Meetings (AGM) through video conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed physical presence of the Members at the Meetings. Accordingly, the MCA issued 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 13<sup>th</sup> January, 2021 prescribing the procedures and manners of conducting the Annual General Meeting through VC / OAVM mode. The forthcoming 97<sup>th</sup> Annual General Meeting will thus 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 Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment Rules, 2015 vide MCA notification dated 19<sup>th</sup> March, 2015 and MCA Circulars dated 08<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 05<sup>th</sup> May, 2020 and 13<sup>th</sup> January, 2021, the Company is providing facility of remote e-voting and e-voting 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 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 e-voting system on the date of the Annual General Meeting will be provided by 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. 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.
- (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 to the email address of the Company i.e. radioclub05@gmail.com / radclubmumbai@gmail.com in advance i.e. latest by 5.15 p.m. on Thursday 9<sup>th</sup> December 2021 mentioning their name, membership number, and mobile number from email address registered with the Company 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 i.e. latest by 1.00 p.m. on **Wednesday 1<sup>st</sup> December 2021** mentioning their name, membership number, email address, mobile number to the email address of the Company i.e. radioclub05@gmail.com/radclubmumbai@gmail.com. These queries will be replied by the company suitably by email. The Company 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 via email registered with the Company before the date of Annual General Meeting i.e. **Monday 20<sup>th</sup> December 2021**.

- (vi) The attendance of the Members attending the Annual General Meeting through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- (vii) In compliance with the aforesaid Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the Annual General Meeting alongwith the Annual Report 2020-21 is being sent **ONLY THROUGH** electronic form to those members whose email addresses are registered with the Company. Members may note that the Notice and Annual Report 2020-21 will also be available on the website of the Company [www.radioclub.in](http://www.radioclub.in). The Annual General Meeting Notice is also disseminated on the website of CDSL (agency for providing the remote e-voting facility and e-voting system during the Annual General Meeting) i.e. [www.evotingindia.com](http://www.evotingindia.com).
- (viii) Members whose email addresses are not registered with the company can register the same by sending a request to the Company by mentioning the name, membership number, date of birth, address etc. After receipt of request from members, the Company 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 is 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 and MCA Circular No. 02/2021 dated 13<sup>th</sup> January, 2021.
- (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 e-voting system will be the same and will be provided to the members by M/s. Purva Sharegistry (India) Pvt Ltd (R & T Agent) via email to the members on their email address registered with the Company (if available).
- (ii) The remote e-voting period begins on **Wednesday 15<sup>th</sup> December 2021** from 9.00 AM. (IST) and ends on **Sunday 19<sup>th</sup> December 2021** at 5.00 P.M. (IST). The remote e-voting module shall be disabled for voting thereafter. During this period members of the Company whose name is recorded in the Register of Members, as on the cut-off date i.e. **Wednesday 1<sup>st</sup> December 2021** only shall be entitled to cast their vote electronically.
- (iii) Cut-off date is **Wednesday 1<sup>st</sup> December 2021** (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 sent by M/s. Purva Sharegistry (India) Pvt Ltd (R & T Agent) for remote e-voting / e-voting system, can email to the company their Name & Membership Number from their registered Email Address registered with the company requesting for re-sending their User Id & Passwords latest Five days prior to start of remote e-voting on or before 5.15 p.m. i.e. closure of business hours of the company on **Thursday 9<sup>th</sup> December 2021** and no request for the same will be entertained thereafter under any circumstances. The same shall be duly forwarded to M/s.

Purva Shareregistry (India) Pvt Ltd (R & T Agent) and the User Id & Password will be re-sent to the concerned members directly by M/s. Purva Shareregistry (India) Pvt Ltd (R & T Agent) via Email to the members registered email address registered with the company (if available).

- (v) The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (vi) Click on Shareholders / Members.
- (vii) Next Enter your User ID provided to you by M/s. Purva Shareregistry (India) Pvt Ltd (R & T Agent) by email registered with the Company (if available).
- (viii) Next enter the Image Verification as displayed and Click on Login.
- (ix) Next Enter your Password provided to you by M/s. Purva Shareregistry (India) Pvt Ltd (R & T Agent) by email registered with the company (if available).
- (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 electronic means, Members may contact the following address: Mr. Rakesh Dalvi- Senior Manager, Central Depository Services (India) Limited, Marathon Futurex, A Wing, 25<sup>th</sup> Floor, Mafatlal Mills Compound, N. M. Joshi Marg, Lower Parel (E), Mumbai -400013. Phone No. 1800225533; E-mail: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or Members may contact Mr. Nitin Kunder on Phone Nos. 022- 23058738/ 022-23058542.

- (xxi) The members would be able to cast their votes during the Annual General Meeting through e-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 e-voting System during the Annual General Meeting will be provided by 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 CDSL e-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 user id and password provided by M/s. Purva Sharegistry (India) Pvt. Ltd. (R & T Agent) by email to the members on their email address registered with the Company (if available). The link for live streaming will be available in shareholder / members login on the same page where the EVSN of Company 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 to the email address of the Company i.e. [radioclub05@gmail.com](mailto:radioclub05@gmail.com) / [radclubmumbai@gmail.com](mailto:radclubmumbai@gmail.com) in advance i.e. latest by 5.15 p.m. on Thursday 9<sup>th</sup> December 2021 mentioning their name, membership number, and mobile number from email address registered with the Company 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 i.e. latest by 1.00 p.m. on **Wednesday 1<sup>st</sup> December 2021** mentioning their name, membership number, email address, mobile number to the email address of the Company i.e. [radioclub05@gmail.com](mailto:radioclub05@gmail.com) / [radclubmumbai@gmail.com](mailto:radclubmumbai@gmail.com). These queries will be replied by the company suitably by email. The Company 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 via email registered with the Company before the date of Annual General Meeting i.e. **Monday 20<sup>th</sup> December 2021**.

- (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 E-VOTING 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 e-voting system. The e-voting system for both the businesses i.e. Ordinary business and Special business shall be conducted on **Monday 20<sup>th</sup> December 2021** from the start of Annual General Meeting and remain open for four (4) hours. The e-voting system for all the Items i.e. Item No. 1 to Item No. 10 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 e-voting system available during the Annual General Meeting.
- (iii) If any Votes are cast by the members through the e-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 e-voting 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 & e-voting from the e-voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738) or Mr. Rakesh Dalvi – Senior Manager (022-23058542).

**13. (A) DETAILED INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE ANNUAL GENERAL MEETING FOLLOWED BY ELECTIONS ARE AS UNDER: -**

- (i) The members may cast their votes using the Annual General Meeting e-voting system from a place other than the venue of the Meeting. The User ID & Password for the e-voting will be provided to the members by M/s. Purva Sharegistry (India) Pvt Ltd (R & T Agent) via email to the members on their email address registered with the Company (if available). The user id and password for remote e- voting before the Annual General Meeting and e- voting at the Annual General Meeting shall be the same.
- (ii) Members who have not received / misplaced their User Id & Password sent by M/s. Purva Sharegistry (India) Pvt Ltd (R & T Agent) for remote e-voting / e-voting system, can email to the company their Name & Membership Number from their registered Email Address registered with the company requesting for re-sending their User Id & Passwords latest Five days prior to start of remote e-voting on or before 5.15 p.m. i.e. closure of business hours of the company on **Thursday 9<sup>th</sup> December 2021** 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 the members registered email address registered with the company (if available).

- (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 e-voting system. The e-voting system for both the businesses i.e. Ordinary business and Special business shall be conducted on Monday, **20<sup>th</sup> December 2021** from the start of Annual General Meeting and remain open for four (4) hours. The e-voting system for all the items i.e. Item No. 1 to Item No. 10 will start together.
- (iv) Cut-off date is Wednesday **1<sup>st</sup> December 2021** (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 [www.evotingindia.com](http://www.evotingindia.com)
- (vi) Click on Shareholders / Members.
- (vii) Next Enter your User ID provided to you by M/s. Purva Sharegistry (India) Pvt Ltd (R & T Agent) by email registered with the company (if available).
- (viii) Next enter the Image Verification as displayed and Click on Login.
- (ix) Next Enter your Password provided to you by M/s. Purva Sharegistry (India) Pvt Ltd (R & T Agent) by email registered with the company (if available).
- (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](http://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 e-voting done by you by clicking on “Click here to print” option on the e-voting page.
- (xxiv) In case of any grievances / queries or issues regarding operational aspects connected with facility for voting by electronic means, Members may contact the following address: Mr. Rakesh Dalvi- Senior Manager, Central Depository Services (India) Limited, Marathon Futurex, A Wing, 25<sup>th</sup> Floor, Mafatlal Mills Compound, N. M. Joshi Marg, Lower Parel (E), Mumbai -400013. Phone No. 1800225533; E-mail: helpdesk.evoting@cdslindia.com or Members may contact Mr. Nitin Kunder on Phone Nos. 022- 23058738/ 022-23058542.
- (xxv) Only those members, who have entered the Live Streaming Link through in the Annual General Meeting through VC/OAVM facility and have not casted their vote on all the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the Annual General Meeting .
- (xxvi) If any Votes are cast by the members through the e-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 e-voting during the meeting is available only to the members attending the meeting.
- (xxvii) Members who have voted on all 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 e-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 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 e-voting system using his authorized login provided by 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, website of the Company www.radioclub.in and on the website of the CDSL 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. Monday **20<sup>th</sup> December 2021**.
17. Full annual report along with the accounts for F.Y. 2020-21 will be available on the website of the Company www.radioclub.in and CDSL’s website 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: 24<sup>th</sup> September 2021**



## **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. 3 to 10:

### **Item No. 3**

**(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.
- (ii)** There is no key managerial personnel in the Company, 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. 2 of Articles of Association of the Company

The Article No. 2 is being amended to simplify the procedure for increasing or decreasing the number of members of all categories.

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. 3 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 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 Club upto the date of Annual general meeting.

### **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.
- (ii)** There is no key managerial personnel in the Company, 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. 10 of Articles of Association of the Company.

The Article No. 10 is being amended to simplify the procedure for conversion of Ordinary member or Special member into Life Member and to increase the amount payable for such conversion. Since more funds are needed for the affairs of the company, this amendment is required to be made which will be effective w.e.f. 1<sup>st</sup> January, 2022.

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. 4 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 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 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.
  - (ii) There is no key managerial personnel in the Company, 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. 11 of Articles of Association of the Company
- The Article No. 11 is being amended to increase the entrance fee for admitting special life members without being admitted as ordinary members and to simplify the procedure in this regard. Since more funds are needed for the affairs of the company, this amendment is required to be made. 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 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 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.
  - (ii) There is no key managerial personnel in the Company, 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. 13 of Articles of Association of the Company
- The Article No. 13 is being amended to increase the entrance fee and the subscription for Ordinary Members who become member on or after 01<sup>st</sup> January, 2022 and to simplify the procedure in this regard. Since more funds are needed for the affairs of the company, this amendment is required to be made which will be effective w.e.f. 01<sup>st</sup> January, 2022. 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 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 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.
  - (ii) There is no key managerial personnel in the Company, 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 13(1) of Articles of Association of the Company
- This article is being amended to increase the entrance fee and the subscription for members who become member on or after 01<sup>st</sup> January, 2022 under the category ‘Special Members’ and to simplify the procedure in this regard. Since more funds are needed for the affairs of the company this amendment is required to be made which will be effective w.e.f. 01<sup>st</sup> January 2022. 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 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 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.
  - (ii) There is no key managerial personnel in the Company, 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 by adding new clause (h)
- This article is being amended to simplify the procedure for admission of Service 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. 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 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 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.
  - (ii) There is no key managerial personnel in the Company, 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. 21(d) of Articles of Association of the Company
- This article is being amended to simplify the procedure for balloting for admission of new 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. 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 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 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.
  - (ii) There is no key managerial personnel in the Company, 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. 49 of Articles of Association of the Company
- This article is being amended to simplify the procedure for election of Chairman of general meetings. 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 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 Club upto the date of Annual general meeting.