

MALABAR HILL CLUB LIMITED

68th ANNUAL GENERAL MEETING

NOTICE

NOTICE is hereby given that the Sixty Eighth Annual General Meeting of the **MALABAR HILL CLUB LIMITED, (CIN: U34300MH1947GAP005941)**, will be held at the Registered Office of the CLUB, at Il-Palazzo, 10, B. G. Kher Marg, Malabar Hill, Mumbai 400 006 on **MONDAY 21st DECEMBER, 2015** at **4.00 p.m.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements including Profit & Loss for the financial year ended **31st MARCH, 2015**, the Balance Sheet as at that date together with the reports of the Executive Committee and Auditors thereon.
2. To appoint **MR. RATAN KARANJIA, (DIN: 00033108)**, who retires by rotation and being eligible, offers himself for re-appointment as a member of the Executive Committee.
3. To appoint **MR. ADIL ENGINEER, (DIN: 00832654)**, who retires by rotation and being eligible, offers himself for re-appointment as a member of the Executive Committee.
4. To appoint **MR. ARVIND RUIA, (DIN: 00382389)**, who retires by rotation and being eligible, offers himself for re-appointment as a member of the Executive Committee.
5. To appoint **MR. RAMAN MAROO, (DIN: 00169152)**, who retires by rotation and being eligible, offers himself for re-appointment as a member of the Executive Committee.
6. To appoint **DR. MITIL CHOKSHI, (DIN: 01209404)**, who retires by rotation and being eligible, offers himself for re-appointment as a member of the Executive Committee.
7. To appoint Independent Auditors for the year 2015-2016 and to fix their remuneration, and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution.

"RESOLVED THAT M/s A. J. Shah & Co., Chartered Accountants, having firm registration number 109477W, be and are hereby re-appointed as Independent Auditors of the Club, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Sixty Ninth Annual General meeting of the Club to be held hereafter."

"RESOLVED FURTHER THAT the Executive Committee be and is hereby authorized to fix the remuneration of the Independent Auditors for the financial year 2015-2016."

SPECIAL BUSINESS:

8. To consider and if thought fit, to pass, with or without modifications, 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 applicable rules and regulations made thereunder, the Articles of Association of Malabar Hill Club Limited be and are hereby amended as follows:

- I. Article No. 3 - The Title of the Article be changed as '**Effects of amendments in Companies Act**' and the words and figures 'Companies Act, 1956' appearing at two places be replaced with the words and figures 'Companies Act, 2013'.
- II. Article No. 5 - Interpretation Clause - in definition 'The Act' or 'The said Act' the words and figures 'Companies Act, 1956' be replaced with the words and figures 'Companies Act, 2013'.
- III. The existing Article 51 be replaced with following Article
51. Register of Charges.

The Executive Committee shall cause a proper Register to be kept in accordance with Section 85 of the Act of all charges specifically affecting the property of the Club and shall duly comply with the requirements of Section 77 to 80 of the Act in regard to registration of charges and modification thereof therein specified and otherwise and shall also duly comply with the requirements of Section 85 of the Act as to keeping a copy of every instrument creating any charge at the Registered Office of the Club. The Executive Committee shall also comply with Section 82 of the Act as to giving intimation to the Registrar of Companies of the payment of satisfaction of charges.
- IV. The existing Article 53 be replaced with following Article
53. Inspection.

The Club shall comply with the provisions of Section 85 of the Act as to allowing inspection of copies kept at the office in pursuance of Section 85 of the Act and as allowing inspection of the Register of Charges to be kept at the office in pursuance to Section 85 of the Act.
- V. In Article 54 the figure '118' be replaced with figure '71'.
- VI. The existing Article 55 be replaced with following Article
55. Annual General Meeting.

The Club shall, in addition to any other meetings, hold a General meeting which shall be styled as 'Annual General Meeting' within 6 months after expiry of each financial year of the Club i.e. 31st March, at such time and place as the Committee may determine PROVIDED THAT no greater interval than 15 months shall be allowed to elapse between two Annual General Meetings. PROVIDED FURTHER THAT the Registrar may for special reasons extend the time within which any Annual General Meeting shall be held by a further period not exceeding 3 months and further that every Annual General Meeting shall be held between the hours of 9.00 a.m. and 6.00 p.m. on any day which is not a national holiday and shall be held either at the registered office of the Club or at some other place within the city of Mumbai and further that notice calling the meeting shall specify it as the 'Annual General Meeting'.
- VII. In clause (6) of Article 57, the figure '189' be replaced with figure '114'.
- VIII. The existing clause (2) of Article 59 be replaced with following clause:
(2) A General Meeting may be called after giving shorter notice than that specified in sub-clause (1) hereof if consent is accorded thereto by members of the Club having not less than 95 per cent of the total voting power exercisable at that meeting.
- IX. In clause (d) of Article 60 the figure '255' be replaced with figure '140'.
- X. The existing Article 62 be replaced with following Article:

62. Manner of Service of Notice.

Notice of every meeting of the club shall be given:

- (i) to every member of the Club entitled to vote in any manner authorised by sub-section (2) of section 20 of the Act.
- (ii) to the auditor or auditors for the time being of the Club, in any manner authorised by section 20 of the Act in the case of any member or members of the Club.

XI. The existing clauses (1) and (2) of Article 66 be replaced with following clauses:

- (1) Subject to the provisions of section 111 of the Act, the Executive Committee shall, on the requisition in writing of such number of members as is hereinafter specified and unless the Annual General Meeting otherwise resolves at the expense of the requisitionists (a) give to the members of the Club entitled to receive notice of the next Annual General Meeting, notice of any resolution which may properly be moved and is intended to be moved at that meeting; (b) circulate to members entitled to have notice of any General meeting sent to them, with respect to the matter referred to in any proposed resolution, or any business to be dealt with at that meeting.
- (2) The number of members necessary for a requisition aforesaid shall be such number of members as represented not less than one tenth of the total voting power of all the members having at the date of requisition a right to vote on the resolution or business to which the requisition relates.

XII. In Article 69 the word 'Twenty' be replaced with word 'Thirty'.

XIII. The existing sub-clause (1) of Article 70 be replaced with following sub-clause:

(1) Consequences of no quorum.

If within half an hour of the time appointed for holding a meeting of the Club a quorum is not present, the meeting, if called upon the requisition of the members, shall stand dissolved but in any other case the meeting shall adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Executive Committee may determine. PROVIDED THAT in case of an adjourned meeting or of a change of day, time or place as mentioned herein, the Club shall give not less than 3 days notice to the members either individually or by publishing an advertisement in the newspaper (one in English and one in Marathi language) which is in circulation at the place where the registered office of the Club is situated.

XIV. The existing Article 78 be replaced with following new Article:

78. Voting through electronic means.

The Club shall provide to its members facility to exercise their rights to vote at general meetings by electronic means and shall follow the procedure as mentioned in Companies (Management and Administration) Rules, 2014, as modified from time to time.

XV. The existing Article 79 be replaced with following Article:

79. Time and manner of taking poll.

A poll/e-voting on any question (other than the election of the Chairman or on a question of adjournment which shall be taken forthwith) shall be taken in such manner, on such date, and at such time and at such place in Mumbai as provided in Companies (Management and Administration) Rules, 2014, as modified from time to time.

- XVI. The existing Article 80 be replaced with the following Article:
80. Scrutinizers at Poll/e-voting.
(1) The Chairman of the meeting shall appoint one or more scrutinizer(s) as may be required by law ('Scrutinizer(s)'), to scrutinise the votes cast at a meeting by such mode as permitted under the Act and to report thereon to him.
(2) The Scrutinizer(s) to be appointed under this Article, shall always be Chartered Accountant in practice or Cost Accountant in practice or Company Secretary in practice or an Advocate or any other person who is, not in employment of the Club and is a person of repute and who, in the opinion of the Executive Committee, can scrutinise the voting and Remote E-voting process in a fair and transparent manner.
- XVII. The existing Article 82 be deleted.
- XVIII. In clause (1) of Article 88 replace figure '193' with figure '118'.
- XIX. The existing Article 90 be replaced with following Article:
90. Inspection of Minute Book of General Meetings.
The book containing the aforesaid Minutes shall be kept at the Registered Office of the Club and be open to the inspection of any member without charge between the hours of 3.00 p.m. and 5 p.m. during the business hours on each working day or as the Club may by these Articles or in General Meeting impose in accordance with section 119 of the Act. Any member shall be entitled to be furnished within seven days after he has made a request in that behalf to the Club with a copy of the aforesaid minutes on payment not exceeding ten rupees for each page or fractional part thereof required to be copied.
- XX. The existing Article 95 be replaced with following Article:
95. Form of proxy.
An instrument appointing a proxy shall be in the form provided in the Companies (Management and Administration) Rules, 2014 as modified from time to time.
- XXI. The sub-clause (e) to clause (2) of the existing Article 103 be deleted.
- XXII. In existing Article 106 the words and figures 'Sections 261, 262 and 284(6)' be replaced with the words and figures 'Sections 161 and 169(7)'.
- XXIII. In sub-clause (g) of clause (1) of the existing Article 108 the figure '295' be replaced with figure '185'.
- XXIV. In sub-clause (j) of clause (1) of the existing Article 108 the figure '299' be replaced with figure '184'.
- XXV. The clauses (1) and (2) of the existing Article 113 be replaced with following clauses:
(1) After every Annual General Meeting, the Executive Committee shall select, out of the Members for the ensuing year of the Executive Committee, a President, two Vice-Presidents, a Secretary, a Treasurer and each office-bearer so selected shall hold office in an Honorary capacity until the selection of new office-bearers after the close of the next ensuing Annual General Meeting, or until he ceases to be a Member of the Executive Committee whichever shall be earlier.
(2) The retiring President and Vice-Presidents shall be eligible for re-selection and the President shall be eligible for selection to the office of a Vice-President and vice-versa, provided they continue to be members of the Executive Committee.
- XXVI. In clause (1) of existing Article 130 the words and figures 'Section 297 or 299' be replaced with the words and figures 'Section 184 or 188'.

- XXVII. In sub-clause (d) of clause (1) of the existing Article 130 the figure '297' be replaced with figure '188' and figure '299' be replaced with figure '184'.
- XXVIII. In clause (2) of the existing Article 130 the figure '297' be replaced with figure '188' and figure '299' be replaced with figure '184'.
- XXIX. In clause (3) of the existing Article 130 the words and figure 'Sub-Section (3) of Sec. 299' be replaced with the words and figures 'Sub-Section (2) of Section 184'.
- XXX. The clause (1) of the existing Article 131 be replaced with following clause.
- (1) A member of the Executive Committee of the Club shall, at the first meeting the Executive Committee in which he participates as a member and thereafter at the first meeting of the Executive Committee in every financial year or whenever there is any change in the disclosures already made, then at the first meeting of the Executive Committee held after such change, disclose his concern or interest in any other company or companies or bodies corporate, firms or other association of individuals, including the shareholding, which is required to be specified under Sub-Section (1) of Section 184 of the Act. The Club shall enter the aforesaid particulars in the register kept for that purpose in conformity with Section 170 of the Act.
- XXXI. In clause (2) of the existing Article 131 the figure '307' is appearing at two places be replaced with figure '170'.
- XXXII. In clause (1) of the existing Article 133 the sub-clauses (a) to (i) be replaced with following sub-clauses:
- (a) Register of Investment not held in Club's name according to Section 187 of the Act.
- (b) Register of Charge according to Section 85 of the Act.
- (c) Register of Members according to Section 88 of the Act.
- (d) Register of Debenture holders according to Section 88 of the Act.
- (e) Register of contracts or arrangements in which Members of the Executive Committee are interested according to Section 189 of the Act.
- (f) Register of Members of the Executive Committee and Key Managerial Personnel according to Section 170 of the Act.
- (g) Books of account in accordance with the provisions of Section 128 of the Act.
- (h) Copies of Instruments creating any charge requiring registration according to Section 85 of the Act.
- (i) Copies of Annual Returns prepared under Section 92 of the Act together with the copies of Certificates required under Section 92 of the Act.
- XXXIII. In clause (3) of the existing Article 139 replace the words and figures 'sub-section (3) or an Order issued under sub-section (4) of Section 211' with the words and figures 'sub-section (6) or an Order issued under sub-section (6) of Section 129'.
- XXXIV. In sub-clause (c) of clause (1) of Article 145 replace the words and figure 'Secretary as set out in Section 303' with words and figure 'Key Managerial Personnel as set out in Section 170'.
- XXXV. In Article 149 replace word and figure 'Section 225' with word and figure 'Section 140'.
- XXXVI. In clauses (1) and (2) of Article 150 replace word and figure 'Section 226' with word and figure 'Section 141'.
- XXXVII. In Article 151 replace word and figure 'Section 228' with word and figure 'Section 143'.
- XXXVIII. In Article 168 replace word and figure 'Section 201' with word and figure 'Section 197'.

XXXIX. In Article 169 replace word and figure 'Section 201' with word and figure 'Section 197'."

RESOLVED FURTHER THAT the Executive Committee be and is hereby authorized to take such steps as it may consider necessary, proper or expedient to give effect to the aforesaid resolution."

9. To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to provisions of Section 61 and/or other provisions, if any, of the Companies Act, 2013, to the extent applicable to the Club, the Executive Committee of the Club, be and is hereby empowered, subject to the relevant provisions of the Articles of Association and bye-laws of the Club, to admit members up to 7,500."

10. To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution.

"RESOLVED THAT Mr. Ketan Shah (Membership No.O-3681) (DIN 00083326) in respect of whom a notice has been received from the member in writing, under section 160 of the Companies Act, 2013 along with requisite deposit proposing his candidature for the office of Member of the Executive Committee, be and is hereby appointed as an Executive Committee Member.

RESOLVED FURTHER THAT the Executive Committee be and is hereby authorized to take such steps as it may consider necessary, proper or expedient to give effect to the aforesaid resolution."

11. To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution.

"RESOLVED THAT, Mr. Ashok Shetty be and is hereby appointed as President."

12. To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution.

"RESOLVED THAT subject to his re-appointment as Executive Committee member, Mr. Raman Maroo be and is hereby appointed as Vice-President."

13. To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution.

"RESOLVED THAT subject to his re-appointment as Executive Committee member, Mr. Mitil Chokshi be and is hereby appointed as Vice-President."

14. To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution.

"RESOLVED THAT Mr. Nitin Shah be and is hereby appointed as Honorary Secretary."

15. To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution.

"RESOLVED THAT Mr. Anand Khatau be and is hereby appointed as Honorary Treasurer."

By order of the EXECUTIVE COMMITTEE

NITIN L. SHAH
Hon. Secretary
DIN: 00062850

Place: Mumbai

Date: 20th November, 2015

Regd. Office: Il-Palazzo, 10, B. G. Kher Marg, Malabar Hill, Mumbai 400 006.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING OF THE CLUB IS ENTITLED TO APPOINT A PROXY TO ATTEND INSTEAD OF HIMSELF BUT THE PROXY MUST BE A MEMBER ENTITLED TO VOTE. Proxies, in order to be effective, must be received by the Club not less than 48 hours before the Meeting.
2. A member wishing to ask any question at the Annual General Meeting relating to the Agenda is requested to send the same in writing to the Hon. Secretary seven clear days before the date of the Annual General Meeting.
3. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of item 8 to 15 set out above is annexed hereto:
4. A member wishing to inspect the proxies is requested to give notice of atleast 3 days before the Annual General Meeting and such member is entitled to do so during the period before 24 hours (during the working hours) before commencement of Annual General Meeting.
5. Any member(s), other than the retiring Executive Committee Members, who intends to propose himself/herself or any other member, who otherwise is eligible to be appointed as an Executive Committee Member, is requested to submit the proposal, pursuant to Section 160 of the Companies Act, 2013, at least 14 days before the date of the Annual General Meeting at the Registered Office of the Club, along with a deposit of Rs. 1 Lac. Such deposit is refundable if the person proposed, gets elected as an Executive Committee Member or gets more than 25% of the total votes cast. In such eventuality, five members will be elected out of total candidates i.e. five members retiring by rotation and opt for re-appointment and additional nomination/s received as per this clause. The five members who get maximum votes will be declared elected.
6. In accordance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules 2015, the business at the General Meeting is to be transacted through electronic voting system. The Club is pleased to provide a facility for voting by electronic means ("e-voting") to its members as on the cut-off date, being **14th December, 2015**. The Club has engaged the services of Central Depository Services (India) Ltd. ("CDSL") to provide e-voting facilities. Instructions for e-voting are indicated in the e-voting procedure accompanying the Notice.
7. Members may also note that the facility for voting through polling paper shall also be made available at the meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
8. The Club has appointed **Mr. Shirish Shetye**, Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the Annual General Meeting in a fair and transparent manner.

9. Any person who has not received relevant information to exercise e-voting, may obtain the user ID and password by referring to the e-voting instructions in the notice which is available on the Club's website www.malabarhillclub.com and the website of CDSL www.cdslindia.com.

The instructions for members voting electronically are as under:

I. Information and other instructions relating to e-voting are as under:

The business set out in the Notice will be transacted through electronic voting system and the Club is providing facility for voting by electronic means.

- (A) In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and 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 which have made voting by electronic means mandatory for companies having not less than 1000 members. Since the Club has more than 1000 members, the Club is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Annual General Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (remote e-voting).
- (B) The facility for voting through polling paper will also be made available at the Annual General Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able exercise their right to vote at the Meeting through polling paper.
- (C) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

II. The instructions for members voting electronically are as under:

- i. The voting period begins on **17th December, 2015** from **9.00 a.m.** (IST) and ends on **20th December, 2015** up to **5.00 p.m.** (IST). During this period members of the Club whose name is recorded in the Register of Members, as on the cut-off date i.e. **14th December, 2015** only shall be entitled to cast their vote electronically. The e-voting module shall be disabled for voting thereafter.
- ii. Cut-off date is **14th December, 2015** (seven days before the date of Annual General Meeting for determining the eligibility to vote by electronic means or in Annual General Meeting)
- iii. The Members should log on to the e-voting website www.evotingindia.com.
- iv. Click on Shareholders.
- v. Now Enter your User ID provided to you alongwith the notice for this Annual General Meeting.

- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. Enter your password to be used provided to you along with the notice for this Annual General Meeting.
- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Click on the EVSN of **MALABAR HILL CLUB LIMITED** on which you choose to vote.
- x. 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.
- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii. 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.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xv. In case you have any queries or issues regarding e-voting, write an email to helpdesk.evoting@cdslindia.com
- xvi. The members would be able to cast their votes at the meeting through ballot paper 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 at the general meeting.
- xvii. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the 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.
- xviii. 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 club's website, **www.malabarhillclub.com** and on the website of the CDSL.
- xix. Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of the Meeting i.e. **21st December, 2015**.

EXPLANATORY STATEMENT UNDER SECTION 173 OF THE COMPANIES ACT, 1956 / UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 8: The Articles of Association of the CLUB were earlier prepared referring the provisions of the Companies Act, 1956. Since 1st April, 2014, the Central Government promulgated most of the

provisions of the Companies Act, 2013 and in order to fall in the line with the new legislation and different rules made there under, the Club is required to amend the existing provisions of the Articles of Association.

A detailed comparative study of old provisions of the Articles and the proposed new provision is available for inspection at the registered office of the Club between 2.00 p.m. to 4.00 p.m. on all working days.

All the executive committee members, to the extent of their membership rights, are interested in passing of the resolution.

The executive committee recommends passing of the resolution.

Item No. 9: The present members of the Club are **5311** and pursuant to the present provisions this number can go up to 5550. In order to enable the Executive Committee to admit new members, it is proposed to fix the upper limit as 7500.

None of the executive committee members is interested in passing of the resolution.

The executive committee recommends passing of the resolution.

Item No. 10: The Club has received a nomination, alongwith the necessary deposit of Rs.1,00,000/-, for proposing Mr. Ketan Shah, (Membership No. **O-3681**) (DIN **00083326**), for the appointment as the member of the Executive Committee.

Pursuant to Article 100 of the Articles of Association of the Club, the number of committee member of the Executive Committee shall consist of not less than nine and not more than fifteen.

Pursuant to provisions of section 162 of the Companies Act, 2013 ("the Act") any resolution pertaining to the appointment of director is to be voted individually. However considering the restrictions contained in Article 100, as mentioned above, five members will be elected out of total candidates i.e. five members retiring by rotation and opting for re-appointment and additional nomination/s already received and which may be received up to 14 days prior to the annual general meeting. The five members who get maximum votes will be declared elected.

Accordingly an ordinary resolution is proposed for the appointment of Mr. Ketan Shah as Executive Committee member.

Item No. 11 to 15: Pursuant to Article 113 of the Articles of Association of the Club at each Annual General Meeting the members of the Club are required to elect the office-bearers from the members of the Executive Committee. Pursuant to provisions of section 162 of the Act any resolution pertaining to the appointment of director is to be voted individually.

At the ensuing Annual General Meeting five existing members of the Executive Committee are retiring by rotation and Mr. Ketan Shah (Membership No. **O-3681**) has offered his candidature for the appointment as the member of the Executive Committee. It may also be possible that the Club may receive additional nominations for the appointment as the member of Executive Committee, pursuant to the issue of this notice and not less than 14 days prior to the date of the proposed annual

general meeting. In this eventuality five members will be elected from the total candidates offering themselves for the election as a member of Executive Committee.

The Executive Committee proposes to appoint Mr. Ashok Shetty as President, Mr. Raman Maroo and Mr. Mitil Chokshi as Vice-Presidents, Mr. Nitin Shah, as Honorary Secretary and Mr. Anand Khatau, as Honorary Treasurer. Out of these proposed office bearers, Mr. Mitil Chokshi and Mr. Raman Maroo are candidates for this year's election for the office of member of Executive Committee. Accordingly the relevant resolutions are recommended, which will be subject to their election as the member of the Executive Committee, as they are also standing for re-election to the Executive Committee.

Mr. Ashok Shetty, Mr. Raman Maroo, Mr. Mitil Chokshi, Mr. Nitin Shah and Mr. Anand Khatau themselves, as the members of the Executive Committee, are interested in passing the relevant resolutions.

By order of the EXECUTIVE COMMITTEE

Sd/

NITIN L. SHAH

Hon. Secretary

DIN: 00062850

Place: Mumbai

Date: 20th November, 2015