

**THE MALABAR HILL CLUB LTD**

**Registered Office:** IL, Palazzo, B. G.Kher Marg, Malabar Hill, Mumbai-400 006 India.

**CIN:** U34300MH1947GAP005941

**Website:** [www.malabarhillclub.com](http://www.malabarhillclub.com), **Email:** [malabarhillclub@gmail.com](mailto:malabarhillclub@gmail.com)

**Tel.:**+91 22 2363 3350/1636/ 4551/4055

**ADDENDUM TO THE NOTICE OF THE SEVENTY FIFTH ANNUAL GENERAL MEETING**

This is an Addendum to the Notice of Seventy Fifth Annual General Meeting (AGM) of the Members of Malabar Hill Club Limited, (CIN: U34300MH1947GAP005941), to be held on FRIDAY 30<sup>th</sup> September, 2022 at 4.00 pm, through Video Conferencing ("VC")/Other Audio-Visual means ("OAVM") which has been dispatched originally on 5<sup>th</sup> September, 2022. By this Addendum, notice is also hereby given as required under Section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, with regard to certain nominations received by the Club from Mr. Siddharth Doshi, Mr. Ratansi Ashar, Mr. Rakesh Sharma and Mrs. Rupal Manek, members of the Club, proposing the candidature of Mr. Harshad Doshi, Mr. Ashish Mehta Mr. Raajeev Sharma and Mr. Dhruv K. Manek, respectively, to stand for the directorship, as more fully described in the Explanatory Statement of this Addendum.

- I. The following resolutions will be transacted at the ensuing Annual General Meeting in addition to the resolutions mentioned in the aforesaid notice dated 17<sup>th</sup> August, 2022.

**Special Business:**

7. To consider and if thought fit to pass the following resolution for appointment of Mr. Harshad Doshi (DIN: 01975828) as a Director liable to retire by rotation:

**"RESOLVED THAT** Mr. Harshad Doshi (DIN: 01975828), in respect of whom the Club has received notice in writing from Mr. Siddharth Doshi, member of the Club, along with Rs. 1 lac as an amount of deposit, proposing his candidature as Director and a member of the Executive Committee of the Club, in terms of Section 152, 160 and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any modification or re-enactment thereof) and Articles of Association of the Club and who is eligible for appointment and has consented to act as a Director of the Club, be and is hereby appointed as a Director of the Club liable to retire by rotation."

**RESOLVED FURTHER THAT** any one of the members of the Executive Committee of the Club be and are hereby severally authorised to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution."

8. To consider and if thought fit to pass the following resolution for appointment of Mr. Ashish Mehta (DIN: 09684271) as a Director liable to retire by rotation:

**"RESOLVED THAT** Mr. Ashish Mehta (DIN: 09684271), in respect of whom the Club has received notice in writing from Mr. Ratansi Ashar, member of the Club, along with Rs. 1 lac as an amount of deposit, proposing his candidature as Director and a member of the Executive Committee of the Club, in terms of Section 152, 160 and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any modification or re-enactment thereof) and Articles of

Association of the Club and who is eligible for appointment and has consented to act as a Director of the Club, be and is hereby appointed as a Director of the Club liable to retire by rotation."

**RESOLVED FURTHER THAT** any one of the members of the Executive Committee of the Club be and are hereby severally authorised to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution."

9. To consider and if thought fit to pass the following resolution for appointment of Mr. Raajeev Sharma (DIN: 00562602) as a Director liable to retire by rotation:

**"RESOLVED THAT** Mr. Raajeev Sharma (DIN: 00562602), in respect of whom the Club has received notice in writing from Mr. Rakesh I Sharma, member of the Club, along with Rs. 1 lac as an amount of deposit, proposing his candidature as Director and a member of the Executive Committee of the Club, in terms of Section 152, 160 and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any modification or re-enactment thereof) and Articles of Association of the Club and who is eligible for appointment and has consented to act as a Director of the Club, be and is hereby appointed as a Director of the Club liable to retire by rotation."

**RESOLVED FURTHER THAT** any one of the members of the Executive Committee of the Club be and are hereby severally authorised to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution."

10. To consider and if thought fit to pass the following resolution for appointment of Mr. Dhruv K. Manek (DIN: 09678260) as a Director liable to retire by rotation:

**"RESOLVED THAT** Mr. Dhruv K. Manek (DIN: 09678260), in respect of whom the Club has received notice in writing from Mrs. Rupal Manek, member of the Club, along with Rs. 1 lac as an amount of deposit, proposing his candidature as Director and a member of the Executive Committee of the Club, in terms of Section 152, 160 and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any modification or re-enactment thereof) and Articles of Association of the Club and who is eligible for appointment and has consented to act as a Director of the Club, be and is hereby appointed as a Director of the Club liable to retire by rotation."

**RESOLVED FURTHER THAT** any one of the members of the Executive Committee of the Club be and are hereby severally authorised to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution."

**By order of the EXECUTIVE COMMITTEE**

**Place: Mumbai**  
**Date: 16<sup>th</sup> September, 2022**  
**Regd. Office: II-Palazzo, 10, B. G. Kher Marg,**  
**Malabar Hill, Mumbai 400 006.**

**Sd/-**  
**SAMIR UNADKAT**  
**Hon. Secretary**  
**DIN: 00606289**

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act relating to the Special Business covered under Item No. 7, 8, 9 and 10 to be transacted at the AGM is annexed hereto and forms part of the notice. Further, a statement giving additional information on the Directors seeking appointment is annexed hereto as required under Secretarial Standard – 2 on General Meeting.
2. This addendum to the Notice of 75<sup>th</sup> Annual General Meeting is uploaded on the website of the Club at [www.malabarhillclub.com](http://www.malabarhillclub.com), and also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
3. 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, who have secured the highest votes, will be elected out of total candidates i.e. five members retiring by rotation and who have offered themselves for re-appointment and additional nomination/s received as per this clause. The five members who get maximum votes will be declared elected. In case of equality of votes the chairman/president would exercise his casting vote as per Article 83 of the Articles of Association.
4. All the processes, notes and instructions relating to attending Annual General Meeting through VC/OAVM and e-voting set out for and applicable for the ensuing 75<sup>th</sup> Annual General Meeting shall mutatis-mutandis apply to attending Annual General Meeting through VC/OAVM and e-voting for the resolutions proposed in this Addendum to the Notice of Annual General Meeting. Furthermore, the Scrutinizers appointed for the ensuing 75<sup>th</sup> Annual General Meeting will act as Scrutinizers for the Resolutions proposed in this Addendum to the Notice of 75<sup>th</sup> Annual General Meeting.

**By order of the EXECUTIVE COMMITTEE**

**Place: Mumbai**  
**Date: 16<sup>th</sup> September, 2022**

**Sd/-**  
**SAMIR UNADKAT**  
Hon. Secretary  
**DIN: 00606289**

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

### **ITEM NO. 7, 8, 9 and 10**

Mr. Shirish Mody, (DIN: 00035051), who retires by rotation has not offered himself for re-appointment, as a member of the Executive Committee. Hence, the Club proposed to fill the said vacancy, by appointing some other person as a director liable to retire by rotation, subject to the club receives a written notice under Section 160(1) of the Act proposing the candidature for the office of Director of the Club along with Rs. 1 lac as an amount of deposit.

Accordingly, the Club has received a Notice in writing along with Rs. 1 lac as an amount of deposit from Mrs. Rupal Manek, Mr. Siddharth Doshi, Mr. Ratansi Ashar and Mr. Rakesh Sharma proposing Mr. Dhruv K. Manek, Mr. Harshad Doshi, Mr. Ashish Mehta and Mr. Raajeev Sharma, respectively, for the Office of Director of the Club.

The Members of the Club are also hereby informed that it has also received from all the 4 proposed nominees/candidates (i) consents in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR 8 in terms of the Appointment Rules, to the effect that they are not disqualified under sub-section (2) of Section 164 of the Act and (iii) General Notice of disclosure of interests in other companies/firms etc. in Form MBP-1 under Section 184(1).

Hence, the Executive Committee at its meeting held on 16<sup>th</sup> September, 2022 recommended, Mr. Dhruv K. Manek, Mr. Harshad Doshi, Mr. Ashish Mehta and Mr. Raajeev Sharma's, proposal to the members of the Club for their appointment as Directors of the Club subject to fulfilment of the other conditions as specified in Companies Act, 2013.

Accordingly, the above resolutions under Item no. 7, 8, 9 and 10 seeks the approval of members for the appointment of Mr. Dhruv K. Manek, Mr. Harshad Doshi, Mr. Ashish Mehta and Mr. Raajeev Sharma, as Directors pursuant to Section 152, 160 of Companies Act, 2013 and Rules made thereunder and whose office shall be subject to retire by rotation.

The details of the person seeking appointment, as required under Secretarial Standard on General Meetings (SS-2), is attached hereto as Annexure-A.

None of the members of the Executive Committee (directors of the Club) or any key managerial personnel and their respective relatives (as defined in the Companies Act, 2013) is in any way concerned or interested in the above-proposed resolutions.

### Annexure A

As required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS-2), the particulars of Directors who are proposed to be appointed/reappointed and/or whose remuneration is proposed to be approved at this 75th Annual General Meeting, are given below:

The details of remuneration, wherever applicable, are provided in the respective resolution(s).

#### **Details of the Directors seeking appointment at 75<sup>th</sup> Annual General Meeting as per the Secretarial Standards issued by the Institute of Company Secretaries of India**

<b>Name of Director</b>	Mr. Harshad Doshi	Mr. Ashish Mehta	Mr. Raajeev Sharma	Mr. Dhruv K. Manek
<b>DIN</b>	01975828	09684271	00562602	09678260
<b>Date of Birth</b>	18 <sup>th</sup> October, 1954	2 <sup>nd</sup> January, 1961	26 <sup>th</sup> March, 1972	4 <sup>th</sup> October, 1992
<b>Age</b>	67	61	50	29
<b>Qualification</b>	12 <sup>th</sup> Pass	Bachelor of Engineering, VJTI 1982	MBA	Masters of Commerce
<b>Experience</b>	50 years	Worked in cable corporation 1982 - 1985, Partner in Family manufacturing unit - Non-ferrous metals. Helping Clients Portfolio in Share Market since 2008.	30 years	10 years
<b>Expertise in specific functional areas</b>	Management	Handling shop floor operations including labour relations	Construction	Procurement, Sales, Marketing, Logistics, Designing
<b>Terms &amp; Conditions of Appointment /Re-Appointment</b>	subject to retire by rotation.	subject to retire by rotation.	subject to retire by rotation.	subject to retire by rotation.

<b>Remuneration Sought to be Paid</b>	NA	NA	NA	NA
<b>Remuneration last drawn, for the financial year 2021-22</b>	NA	NA	NA	NA
<b>Date of First Appointment on the Board</b>	NA	NA	NA	NA
<b>Shareholding in the Club</b>	NA	NA	NA	N.A
<b>No. of Meetings attended during the year</b>	NA	NA	NA	NA
<b>Relationship between Directors inter-se</b>	None	None	None	None
<b>Directorships in other Companies</b>	Doshi Dyeing and Printing Works Private Limited	None	<ol style="list-style-type: none"> <li>1. Inderlok Infra-Agro Private Limited</li> <li>2. Inderjit Properties Private Limited</li> <li>3. Sharma Properties Private Limited</li> <li>4. Sharma Estate &amp; Builders Private Limited</li> <li>5. Aabshar Films Private Limited</li> <li>6. Northern Builders Private Limited</li> <li>7. M.D. Choksey Construction Co. Private Limited</li> <li>8. Impetus Advisory &amp; Investments LLP.</li> </ol>	None

<b>Membership/ Chairmanship of committees of all public limited companies including Malabar Hill Club Limited</b>	None	None	None	None
<b>Malabar Hill Club Member since</b>	28 <sup>th</sup> June, 2002	1 <sup>st</sup> November, 1987	28 <sup>th</sup> November, 1991	28 <sup>th</sup> August, 2011
<b>Members of any Sub- Committee</b>	Card & Bridge Room & Ridge Bar Sub Committee	Catering & HR Sub Committee	MIC Billiards & Snooker Sub Committee Meeting	Entertainment & Ridge Bar Sub Committee