

Bangalore Turf Club Ltd.

CIN No: U99999KA1962PLC001449

Telephone : Office : 22262391/2/3/5,22140200
Secretary : 22261379
Fax : 91-80-22206372
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Fax : 91-80-22256995

POST BOX NO. 5038
52, RACE COURSE ROAD
BANGALORE -560 001

August 5, 2020

Dear Member,

On behalf of the Managing Committee Members and on my own behalf, I take this opportunity to convey festive greetings to you and your family.

In view of the current extraordinary circumstances due to COVID-19 pandemic, requiring social distancing and in consideration of the relaxations mentioned by the Ministry of Corporate Affairs [MCA] as per various Sections, Rules, Standards and Circulars, the Club has decided to transact certain Special Business which are enclosed, through the mechanism of Postal Ballot, without holding a General Meeting that requires physical presence of Members at a common venue.

Postal Ballot Notice along with all relevant documents are enclosed requesting you to kindly peruse the same and give your kind consent.

Thanking you and Warm Regards,

Yours faithfully,
for **Bangalore Turf Club Ltd.,**



D. Vinod Sivappa
Chairman

Encl: a/s

Bangalore Turf Club Ltd.

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NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014)

Dear Members,

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Secretarial Standards on General Meeting (i.e. Secretarial Standards 2), General Circular No.14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 as released by the Ministry of Corporate Affairs (the "MCA Circulars"), Guidance on Secretarial Standards 2 as released by the Institute of Company Secretaries of India (ICSI) on April 15, 2020 and any other applicable laws and regulations, to transact the below mentioned proposed special businesses by the members of the Bangalore Turf Club Limited ("the Company") by passing resolutions through postal ballot ("Postal Ballot") only **through physical ballot voting**.

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing and in consideration of the relaxations mentioned by the Ministry of Corporate Affairs (MCA) in the above mentioned Sections, rules, standards and MCA Circulars, the Company has decided to transact the certain special businesses (as mentioned the forthcoming paragraphs) through the mechanism of postal ballot, **without holding a general meeting** that requires physical presence of members at a common venue.

Further, this postal ballot notice along with Explanatory Statement, postal ballot papers and postage prepaid self-addressed Business reply Envelope are being sent by speed post to all its members at the addresses registered by them with the Company and the communication of assent / dissent of the members will only take place through physical voting on the postal ballot form enclosed herewith.

The voting through postal ballot shall commence on Friday, August 7, 2020 and shall end on Monday, September 7, 2020 at 5:00 P.M.(IST).Please read the instructions printed below the postal ballot form before filling the postal ballot form.

The Board of Directors of the Company have appointed Mr. J. Sundharesan, Practicing Company Secretary and proprietor of J Sundharesan and Associates as the scrutinizer to conduct the postal ballot process in fair and transparent manner.

In case of any queries or grievances relating to Postal Ballot, Members are requested to contact Mr. S. Kittu Raghunandan, Steward / Mr. K.L. Nagesh Babu, Joint Secretary, Bangalore Turf Club Limited, Race Course Road, Bangalore – 560010, Telephone number:22262391 /2 / 3 /5, 22140200, 9845020206 / 9880288822, Fax Number: 91-80-22256995, email ID: jointsecretary@btcraces.com for the resolutions as contained in the postal ballot notice.

The Postal ballot notice along with the postal ballot form is also available on the website of the Company at www.bangaloreraces.com.

The results of the postal ballot declared along with the scrutinizers report will be announced by the Chairman of the Company on or before Wednesday, September 16, 2020 at the Registered office of the Company and will be displayed on the website of the Company (<https://www.bangaloreraces.com>) and will also be displayed on the notice Board of the Company at its Registered office immediately after the declaration of the result.

The Board of Directors of the Company now propose to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions setting out material facts and the explanation for the Resolution is also annexed.

You are requested to peruse the proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of post ballot forms provided by the Company.

1. APPROVAL FOR ALIGNMENT OF MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY IN LINE WITH TABLE B OF SCHEDULE I OF THE COMPANIES ACT, 2013 AND THE AMENDMENT OF SUB-CLAUSE A OF CLAUSE 3 OF MOA

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 4, Section 13 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Memorandum of Association (MOA) of the Company be aligned in accordance with Table B of Schedule I of the Companies Act, 2013 by bifurcating the Object Clause i.e. Clause 3 of the Memorandum of Association of the Company into Clause 3(I) and 3(II) as below:

Clause 3(I): The objects to be pursued by the company on its incorporation:-

Clause 3(II): Matters which are necessary for furtherance of the objects specified in clause 3(I)

RESOLVED FURTHER THAT clauses 3a and 3b of the existing Memorandum of Association be classified and regrouped under “Clause 3(I): The objects to be pursued by the company on its incorporation” and Clause 3c to 3u be classified and regrouped under “Clause 3(II): Matters which are necessary for furtherance of the objects specified in clause 3(I)”

RESOLVED FURTHER THAT the sub-Clause a of Clause 3 of the existing Memorandum of Association be substituted by the following clauses:

To carry on the business of a Race Club in all its branches including online betting operations and in particular to lay out and prepare any lands for the running of horse races, steeplechase or races of any other kind and for any kind of athletic sports and for playing thereon game of cricket, bowls, golf, lawn tennis, polo or any other kind of game or amusement, recreation sport or entertainment and to construct houses, off course betting centres, grand or other stands, totalizators, Parimutuels, book makers rings, stabling, paddocks, refreshment rooms, and other erections, buildings and conveniences whether of a permanent or temporary nature which may seem directly or indirectly conducive to the Club’s objects and to conduct, hold and promote race meetings and athletic sports, polo, lawn tennis, golf and other matches, horse and other shows and exhibitions and otherwise utilise the Company’s properties and sites and to give and contribute towards prizes, cups, stakes and other rewards;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

2. APPROVAL FOR AMENDMENT OF SUB-CLAUSE T of CLAUSE 3 OF EXISTING MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 4, Section 13 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the sub-Clause t of Clause 3 of the existing Memorandum of Association be substituted by the following clauses:

To pay the costs, charges and other expenses, preliminary and incidental to the formation, establishment and registration of the club and of any new entity as may be needed from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things , including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

3. APPROVAL FOR AMENDMENT OF CLAUSE 1 (INTERCHANGEABLE WITH THE WORD “ARTICLE”) OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause 1 of the existing Articles of Association (AOA) of the Company dealing with Constitution, be substituted by the following clause:

The regulations contained in the Table `B` and Table `H` in the First Schedule to the Companies Act, 2013, shall apply to this Company, subject to the modifications herein contained.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

4. APPROVAL FOR AMENDMENT OF SUB-CLAUSE 'A' OF CLAUSE 2 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sub-Clause 'a' of Clause 2 of the existing Articles of Association (AOA) of the Company dealing with the definition of “the Act” and forming part of Interpretation Clause be substituted by the following clause:

“The Act” or the “said Act” and reference to any section or provision thereof respectively means and includes the Companies Act, 2013 and any statutory modification or re-enactment thereof for the time being in force and reference to the section or provisions of the said Act or such statutory modification.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

5. APPROVAL FOR AMENDMENT OF SUB-CLAUSE 'C' OF CLAUSE 2 THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sub-Clause 'c' of Clause 2 of the existing Articles of Association (AOA) of the Company dealing with the definition of “the Committee” and forming part of Interpretation Clause be substituted by the following clause:

‘Committee’ shall mean the Managing Committee consisting of Stewards and Committee Members elected by the Club Members and nominees appointed by the Government of Karnataka from time to time and shall function as the “Managing Committee/Board of Directors”.

“Director” means and includes the Directors of the Company for the time being.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

6. APPROVAL FOR AMENDMENT OF SUB-CLAUSE G OF CLAUSE 2 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sub-Clause ‘d’ of Clause 2 of the existing Articles of Association (AOA) of the Company dealing with the definition of “Person” and forming part of Interpretation Clause be substituted by the following clause:

“Person” shall include any Association/Firm/AOP/BOI/LLP/Syndicate Company, Corporation, Association or Body of Individuals, whether incorporated or not, as well as individuals.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

7. APPROVAL FOR AMENDMENT OF SUB-CLAUSE K OF CLAUSE 2 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sub-Clause ‘k’ of Clause 2 of the existing Articles of Association (AOA) of the Company dealing with the definition of “the financial year” and forming part of Interpretation Clause be substituted by the following clause:

“Year” means the calendar year and “Financial Year” means the year commencing from the 1st day of April and ending on the 31st day of March

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

8. APPROVAL FOR INSERTION OF SUB-CLAUSE (L) OF CLAUSE 2 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the following text be and hereby inserted as Sub-Clause ‘r’ dealing with the definition of the term “Auditors” be and here by inserted to the Clause 2 (dealing with interpretation) of Articles of Association:

“Auditors” means and includes those persons appointed by the Company pursuant to the provisions of the Companies, Act 2013 for the time being.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and thing , including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

9. APPROVAL FOR AMENDMENT OF SUB-CLAUSE D OF CLAUSE 3 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sub-Clause ‘d’ of Clause 3 dealing with Members and their division, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:

The Managing Committee shall be entitled to invite the Governor of Karnataka as the Chief Patron and the Hon’ble Chief Minister of Karnataka and the General Officer Commanding, Karnataka and Kerala Sub-Area, and other persons of eminence to become Vice-Patrons of the Club.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

10. APPROVAL FOR INSERTION OF SUB-CLAUSE BEFORE SUB-CLAUSE OF B CLAUSE 4 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), a new sub-clause as mentioned below be and hereby approved to be inserted before sub-clause b of Clause 4 dealing with Admission of Members to the Articles of Association of the Company:

No professional licensed under the BTC Rules of Racing or any employee of the Club is eligible to contest for membership of the Club.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

11. APPROVAL FOR ALTERATION OF EXISTING SUB-CLAUSE B OF CLAUSE 4 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sub-Clause ‘b’ of Clause 2 dealing with Admission of Members; of the existing Articles of Association (AOA) of the Company be substituted by the following clauses:

There shall be an election for the Membership of the Club in the month of March in each Calendar year. The election to the Membership of the Club shall be held by secret ballot either by electronic or paper ballot by the Club Members. The number of candidates equivalent to the number of vacancies (as on 31st December of the previous calendar year) for whom the largest number of votes have been recorded shall be declared elected. However, in the event of a tie, the same shall be decided by draw of lot by the Chairman.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

12. APPROVAL FOR AMENDMENT OF SUB-CLAUSE A OF CLAUSE 5 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), ~~Sub-Clause ‘a’ of Clause 5 dealing with Election of Members, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:~~

~~There shall be no election of Club Members if the vacancy existing as on 31st December in any calendar year is less than 5. However, if the number of vacancies continue to be less than 5 for 2 calendar years consecutively, then election shall be held to fill the existing vacancies in the calendar year following notwithstanding that the number of vacancies is less than 5.~~

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

13. APPROVAL FOR AMENDMENT OF SUB-CLAUSE C OF CLAUSE 5 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), ~~Sub-Clause ‘c’ of Clause 5 dealing with Election of Members, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:~~

~~The Chairman shall nominate 4 scrutineers in each Calendar year and intimate the names of such Scrutineers to the Club Members along with the list of candidates for election~~

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

14. APPROVAL FOR AMENDMENT OF SUB-CLAUSE E OF CLAUSE 5 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sub-Clause ‘e’ of Clause 5 dealing with Election of Members, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:

The scrutineers shall keep the ballot boxes or electronic voting machines open on the day fixed for election during the business hours of the Club. Every Member who is entitled to vote at any general meeting is entitled to receive one ballot paper for the election of Club Members after he duly affixes his signature in the register to be maintained by the Club for that purpose.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

15. APPROVAL FOR DELETION OF CLAUSE 6 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause 6 of the existing Articles of Association (AOA) of the Company which reads as below and which deals with Honorary Stand Members, be and hereby stands deleted:

The Committee may at its discretion invite any person (temporarily residing in Bangalore) to become an Honorary Stand Member during the Bangalore Racing Season in any year without entrance fee or subscription.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

16. APPROVAL FOR AMENDMENT OF CLAUSE 7 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause 7 dealing with Nominated Members, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:

The persons nominated by the Government of Karnataka under Articles 32 and 46 to the Board of Stewards or the Managing Committee shall have all the privileges of the Club Members other than the rights to requisition and vote at any General Meeting, propose resolutions or to propose or second candidates for admission to membership of the Club.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

17. APPROVAL FOR AMENDMENT OF CLAUSE 8 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause 8 dealing with Rights of Members, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:

The persons nominated by the Government of Karnataka under Articles 32 and 46 to the Board of Stewards or the Managing Committee shall have all the privileges of the Club Members other than the rights to requisition and vote at any General Meeting, propose resolutions or to propose or second candidates for admission to membership of the Club.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

18. APPROVAL FOR AMENDMENT OF SUB-CLAUSE A OF THE CLAUSE 9 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sub- Clause ‘a’ of Clause 9 dealing with Entrance Fee, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:

Every Club Member shall on admission pay an entrance fee of Rs. 5,00,000/- plus applicable taxes.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

19. APPROVAL FOR AMENDMENT OF SUB-CLAUSE B OF CLAUSE 9 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sub-Clause ‘b’ of Clause 9 dealing with Entrance Fee, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:

Every Stand Member shall on admission pay an entrance fee of Rs. 2,00,000/- plus applicable taxes.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

20. APPROVAL FOR AMENDMENT OF SUB-CLAUSE A OF CLAUSE 10 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sub-Clause a of Clause 10 dealing with Annual Subscription Fee of Club Members, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:

Club Members shall pay an annual subscription of Rs. 6000/- plus applicable taxes. Senior citizens amongst Club Members, aged 65 years and above and having been a member for 25 years, shall pay a concessional annual subscription of Rs. 3000/- plus applicable taxes.

RESOLVED FURTHER THAT *the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”*

21. APPROVAL FOR AMENDMENT OF SUB-CLAUSE B OF CLAUSE 10 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT *pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sub-Clause b of Clause 10 dealing with Annual Subscription Fee of Permanent Stand Members, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:*

Stand Members shall pay an annual subscription of Rs. 3000/- plus applicable taxes. Senior citizens amongst Stand Members, aged 65 years and above and having been a member for 25 years, shall pay a concessional annual subscription of Rs. 1500/- plus applicable taxes.

RESOLVED FURTHER THAT *the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”*

22. APPROVAL OF DELETION OF SUB-CLAUSE C OF CLAUSE 10 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT *pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sub-clause c of Clause 10 of the existing Articles of Association (AOA) of the Company which reads as below and which deals with Annual Subscription fees of Temporary Stand Members, be and hereby stands deleted:*

Temporary Stand Members for the season shall not be liable to pay any entrance fee, but shall be liable to pay Rs. 30 as subscription.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

23. APPROVAL FOR AMENDMENT OF SUB-CLAUSE A OF CLAUSE 12 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sub-Clause a of Clause 12 dealing with Default in paying Subscription by Club Members, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:

If any Club Member fails to pay his subscription within 30 days from the date of such notice, the Secretary shall call his attention to that fact by registered letter and if the amount be not paid within 30 days from the date of receipt of such letter in the case of members resident in India, and within 90 days from the date of receipt of such letter in the case of a member absent from India, the defaulter shall cease to be a Member of the Club and his name shall be erased from the Register of Members by the Committee without any further notice to such member.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

24. APPROVAL FOR AMENDMENT OF SUB-CLAUSE B OF CLAUSE 12 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sub-Clause b of Clause 12 dealing with Default in paying Subscription by Permanent Stand Members, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:

If any Stand Member fails to pay his subscription within 30 days from the date of such notice, the Secretary shall call his attention to that fact by registered letter and if the amount be not paid within 30 days from the date of receipt of such letter in the case of stand members resident in India, and within 90 days from the date of receipt of such letter in the case of a stand member absent from India, the defaulter shall cease to be a stand Member of the Club and his name shall be erased from the Register of Members by the Committee without any further notice to such member.

RESOLVED FURTHER THAT *the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”*

25. APPROVAL FOR AMENDMENT OF CLAUSE 16 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT *pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause 16 dealing with Expulsion of members, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:*

If the Managing Committee is of the prima facie opinion that any Member has acted in a manner likely to bring discredit to the Club, the Managing Committee shall submit the matter to an Enquiry Committee specifically constituted for that purpose. The Managing Committee shall nominate three Members of not less than twenty years standing to serve on the Enquiry Committee.

The Enquiry Committee shall as part of the proceedings issue a letter to the concerned Member asking him for an explanation on his alleged misconduct or act and to show cause as to why he should not be recommended to the Committee for expulsion from Membership.

The Enquiry Committee shall after completing the enquiry, place its recommendations to the Managing Committee and the Managing Committee shall adopt the report and submit the same to the Members for their consideration at an Extra Ordinary General Meeting specially convened for this purpose at which not less than seventy five members shall be present in person.

At such an Extra Ordinary General Meeting, the concerned Member whose expulsion is under consideration shall be given an opportunity to offer an explanation of his conduct verbally and/or in writing. If a majority of not less than two-thirds of the Members present and voting, vote on the resolution for the expulsion of the said Member, the concerned Member shall cease to be a Member of the Club.

Any punishment other than expulsion will be decided in accordance with Byelaws/Rules as approved by the General body.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

26. APPROVAL FOR AMENDMENT OF CLAUSE 18 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause 18 dealing with Extra-ordinary General Meetings, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:

An Extra-ordinary General Meeting may be convened at any time by the Managing Committee or shall be convened on the requisition of not less than one tenth of the total number of the members of the club who shall state in writing the business for which they wish the meeting to be convened.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

27. APPROVAL FOR AMENDMENT OF CLAUSE 19 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause 19 dealing with Proceedings of General Meetings, Notice, etc, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:

Not less than 21 days' notice in writing shall be given to the members for every general meeting specifying the place, date and hour of the meeting with a statement of the business to be transacted at the meeting (including notice of any resolution of which special notice shall have been given under the Articles of Association of the Club and the Companies Act, 2013) in the manner provided in these Articles. A General Meeting may also be convened by a shorter notice with the consent in writing of such proportion of the members entitled to receive notices of the meeting as laid down in Section 101 of the Companies Act, 2013 provided always that in the case of a notice of a meeting to pass a Special resolution, the notice shall specify the intention to propose the resolution as a Special Resolution and in the case of notice of a meeting called to transact special business as defined in Section 203 of the Companies Act 2013, there shall be an explanatory statement as required by Section 203 of the Act in the notice calling for the meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

28. APPROVAL FOR AMENDMENT OF CLAUSE 21 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause 21 dealing with Quorum of the existing Articles of Association (AOA) of the Company be substituted by the following clause:

No business shall be transacted at any General Meeting unless a quorum of members is present, save as herein otherwise provided 35 Club Members present in person shall be a quorum.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

29. APPROVAL FOR AMENDMENT OF CLAUSE 26 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause 26 dealing with Method of voting, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:

At any General Meeting, a resolution put to vote at the meeting shall be decided by a show of hands, unless a poll is demanded (before or on the declaration of the results of the show of hands) in accordance with Section 109 of the Act.

Demand for poll shall be restricted to the particular resolution only.

The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

No Club Member shall be entitled to vote at or take part in any meeting of the Club until all monies due to the club for the previous financial year ending 31st March have been paid by him.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution."

30. APPROVAL FOR AMENDMENT OF CLAUSE 27 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause 27 dealing with Casting Vote, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:

The Chairman of the Meeting shall have the power to regulate the manner in which a poll shall be taken in accordance with Section 109 of the Act

In the case of any equality of votes, the Chairman shall have a casting vote in addition to the vote to which he is entitled as a Club Member.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution."

31. APPROVAL FOR AMENDMENT OF CLAUSE 28 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause 28 dealing with Casting Vote, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:

The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

32. APPROVAL FOR AMENDMENT OF CLAUSE 30 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause 30 dealing with Minutes, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:

Minutes of the proceedings of all meetings of the Managing Committee, the Stewards and Sub Committees shall be recorded in accordance with the provisions of Section 118 of the Act, in the books to be kept for that purpose and shall be signed by the Chairman of the Meeting at which the proceedings took place and every such minute purporting to be signed shall be evidence of the proceedings.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

33. APPROVAL FOR AMENDMENT OF CLAUSE 31 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause 31 dealing with Management, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:

The Business of the Club shall be managed by the Members of the Managing Committee, who may exercise all such powers of the Club as are not, by the Companies Act 2013, or any Statutory modification thereof for the time being in force or by the Articles are required to be exercised by the Club in General Meeting subject nevertheless to any regulations of these presents and the provisions of the said Act, and to such regulations not being inconsistent with the aforesaid provisions of the said Act, or regulations as may be prescribed by the Club in General Meeting; but no regulations made by the Club in General Meeting; shall invalidate any prior act of the Committee which would have been valid, if the regulation had not been made.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

34. APPROVAL FOR AMENDMENT OF SUB-CLAUSE A OF CLAUSE 32 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sub-Clause a of Clause 32 dealing with Committee, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:

The Committee shall consist of fourteen members of whom nine shall be Stewards of the Club and five shall be Committee Members. Six of the nine Stewards and four of the Five Committee Members shall be elected by the Club Members at the Annual General Meeting. The remaining three Stewards shall be the Additional Chief Secretary, Finance Department, The Additional Chief Secretary, Home Department, and The Commissioner of Police, Bangalore City. One Committee Member shall be nominated by the Government of Karnataka at each Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

35. APPROVAL FOR AMENDMENT OF SUB-CLAUSE C OF CLAUSE 32 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sub- clause c of Clause 32 dealing with Committee, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:

For the purpose of this Article a Racehorse Owner means a person who;

- i. owns/owned or has/had an interest in a horse in racing or breeding in his name or as a lessee or as a member/partner of any Association/Firm/AOP/BOI/LLP/Syndicate or director of any Company whether incorporated or not and includes any such interest of a relative, as defined and enumerated in the relevant sections of the Companies Act 2013 and rules made there under at any time during the three years prior to the date of filing of his nomination and
- ii. Provided that he or his relative/s or the Association /Firm /AOP /BOI /LLP /Syndicate or Company whether incorporated or not, is registered as an owner with any Turf Authority in the State of Karnataka or registered with the Stud Book Authority of India in respect of his/their interest in breeding.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things , including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

36. APPROVAL FOR INSERTION OF SUB-CLAUSE F OF CLAUSE 32 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), a new sub-clause f of Clause 32 dealing with Committee be and hereby inserted to the existing articles of association of the Company:

Race Horse Owners are eligible to be elected to all posts of Managing Committee Members.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

37. APPROVAL FOR AMENDMENT OF SUB-CLAUSE B OF CLAUSE 33 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sub-Clause b of Clause 33 dealing with election of Committee Members, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:

A Club Member having minimum of 5 years of membership and who is not a retiring Member of the Committee shall subject to the provisions of the Act be eligible for appointment to the office of a Committee Member if he or some Club Member intending to propose him has, not less than fourteen days before the meeting, left at the Office of the Club, a notice in writing under his hand signifying his candidature for the Office of a Committee Member or the intention of such Club Member to propose his name as candidate for the office of a Committee Member. The Committee shall after the scrutinizing the proposals inform the Club Members of the candidature of a person for the Office of Committee Member or the intention of the Member to propose such person as a candidate for that Office by serving individual notices on the Club Members not less than seven days before the Meeting. Provided it shall not be necessary for the Club to serve individual notices upon the Members as aforesaid if the Club advertises such candidature or intention, not less than 7 days before the Meeting in at least two newspapers circulating in Bangalore where the Registered Office of the Club is located, of which one is published in English language and the other in Kannada language.

ii) Formal proposal will not be necessary in the case of an elected Member of the Committee retiring and seeking re-election, provided he signifies in writing to the Club, his willingness to continue in office.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

38. APPROVAL FOR AMENDMENT OF SUB-CLAUSE D OF CLAUSE 33 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sub-clause d Clause 33 dealing with Election of Committee Members, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:

If the number of candidates be more than the number of persons to be elected, voting papers or electronic voting machines shall be prepared, containing the names of all the candidates. In the case of paper ballot, one such voting paper shall be handed over at the General Meeting to each Member who is actually present and has signed his name in the prescribed register. A Member who receives a voting paper shall be entitled to record his vote in favour of a candidate by marking (x) within the provided against the name of each candidate whose name appears in the voting paper and after so recording, he shall deposit the voting paper in a ballot box to be kept at the place of meeting for this purpose.

In the case of electronic voting, a member shall vote through the machine after signing in the prescribed register.

There shall be no voting by proxy in the matter of election of Committee Members and Stewards.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

39. APPROVAL FOR AMENDMENT OF SUB-CLAUSE E OF CLAUSE 33 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sub-clause e of Clause 33 dealing with Election of Committee Members, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:

The General Meeting shall appoint four scrutineers by voting, who shall examine the electronic voting machines/voting papers and total up the number of votes cast in favour of each candidate. The number of candidates equivalent to the number of vacancies for whom the largest number of votes have been recorded shall be declared to have been elected.

RESOLVED FURTHER THAT *the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”*

40. APPROVAL FOR AMENDMENT OF SUB-CLAUSE H OF CLAUSE 33 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT *pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sub-clause h of Clause 33 dealing with Election of Committee Members, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:*

The term of Office of the Committee Member/Steward, elected at any Annual General Meeting shall be for a period of two years and no Club Member shall be eligible for appointment as a Committee Member/Steward, for more than two terms of two years consecutively. There shall be an interval of at least one year if such a Club Member desires to seek election again as a Committee Member/Steward.

RESOLVED FURTHER THAT *the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”*

41. APPROVAL FOR AMENDMENT OF CLAUSE 34 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT *pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause 34 dealing with Normal Vacancies, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:*

If at the Annual General Meeting when the Stewards and Members of the Committee are to be elected, the vacancy of the retiring Stewards and Committee Members are not filled, the meeting shall stand adjourned till the same day in the next week at the same time and place or if that day is a public holiday, till the next succeeding day which is not a public holiday, at the same time and place and if, at the adjourned meeting also the vacancies are not filled in, and in that meeting it is expressly resolved not to fill the vacancies, the retiring Stewards and Committee Members shall be deemed to have been appointed at the adjourned meeting subject to the provisions of Section 152 of the Companies Act 2013.

RESOLVED FURTHER THAT *the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”*

42. APPROVAL FOR AMENDMENT OF SUB-CLAUSE A OF CLAUSE 35 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT *pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sub-clause a of Clause 35 dealing with the Term of office of the Committee Members, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:*

At every Annual General Meeting, two Committee Members shall retire by rotation. In reckoning the persons for such retirement, co-opted Committee Members, if any, shall not be taken into account.

RESOLVED FURTHER THAT *the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”*

43. APPROVAL FOR AMENDMENT OF CLAUSE 37 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT *pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause 37 dealing with Casual Vacancy, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:*

If the number of Club Members serving on the Managing Committee whether as Stewards or Committee Members, shall fall below ten, the vacancy or vacancies arising shall be filled in by the remaining elected Managing Committee Members by co-opting a Member / Members of the Club having minimum of 5 years of membership, as additional Committee Members or Stewards as the case may be, within a period of fifteen days there from. Such co-option shall only be effective until the next Annual General Meeting when the additional Committee Members or Stewards shall demit office.

RESOLVED FURTHER THAT *the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”*

44. APPROVAL FOR AMENDMENT OF CLAUSE 38 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT *pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause 38 dealing with Alternate Members, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:*

If any Member of the Committee elected under Article 33, is absent for more than 3 months from the State of Karnataka, the remaining Members of the Committee shall appoint a Club Member of not less than five years standing to act for him during his absence.

RESOLVED FURTHER THAT *the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”*

45. APPROVAL FOR AMENDMENT OF SUB-CLAUSE C OF CLAUSE 40 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT *pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sub-Clause c of Clause 40 dealing with Powers of the Committee, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:*

To defray all expenses in connection with the Race Meetings in Bangalore or any other centres where Racing is arranged under the Rules of this Club. To defray all expenses on improvements to and maintenance of the Racecourse, Stands, Enclosures, Off Course Betting Centres, Machinery and Equipment and to provide for such prizes as may be decided upon.

RESOLVED FURTHER THAT *the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”*

46. APPROVAL FOR AMENDMENT OF SUB-CLAUSE D OF CLAUSE 40 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT *pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sub-Clause d of Clause 40 dealing with Powers of the Committee, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:*

Subject to the provisions of Section 180 of Companies Act, 2013 to invest and deal with any of the monies of the Club not immediately required for the purposes thereof, upon such securities and in such manner as they think fit, and from time to time to vary or realise such investment.

RESOLVED FURTHER THAT *the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”*

47. APPROVAL FOR AMENDMENT OF SUB-CLAUSE I OF CLAUSE 40 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT *pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sub-Clause i of Clause 40 dealing with Powers of the Committee, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:*

To give monetary assistance/donations (other than charities) in appropriate cases to persons connected with racing or otherwise not exceeding Rs. 20,000/- in each case and in all not exceeding Rs. 200,000/- during any financial year. However the Committee, may at its discretion, transfer funds by way of donation every year in favour of Bangalore Turf Club Charitable Trust any amount within the permissible maximum limits laid down under Section 180 of Companies Act, 2013 and with due regard to the permissible deductions under Sec. 80G of the Income-Tax Act, 1961 and with the prior approval of the General Meeting any monetary assistance/donations in excess of such limits.

RESOLVED FURTHER THAT *the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”*

48. APPROVAL FOR DELETION OF SUB-CLAUSE L OF CLAUSE 40 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT *pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sub-Clause l clause 40 of the existing Articles of Association (AOA) of the Company which reads as below and which deals with Powers of the Committee be and hereby deleted:*

To elect two Club Members annually to represent the Club on the Board of the South India Turf Club under Article 22 of Articles of Association of the S.I.T.C. and nominate Members of the Club to represent the Club on any Turf Authority or Body in India.

RESOLVED FURTHER THAT *the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”*

49. APPROVAL FOR AMENDMENT OF SUB-CLAUSE O OF CLAUSE 40 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT *pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sub-Clause o of Clause 40 dealing with Powers of the Committee, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:*

To delegate any power or authority to Stewards of the Club, Officials of the Club or any other person or persons as they deem fit.

To constitute such sub-committees as deemed necessary to assist it in running of the club. The Sub Committees shall be recommendatory in nature to the Managing Committee.

RESOLVED FURTHER THAT *the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”*

50. APPROVAL FOR INSERTION OF SUB-CLAUSE BEFORE SUB-CLAUSE S OF CLAUSE 40 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT *pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), a new sub-clause as mentioned below be and hereby inserted before Sub-Clause s Clause 40 dealing with Powers of the Committee be and hereby inserted:*

To notify guidelines in the beginning of each financial year to be adhered to by candidates in the matter of election of Club/Stand Members, Stewards and Managing Committee members, including the manner of canvassing for these posts and to take such action, as may be found necessary, in respect of non-compliance of regulations notified by the Club from time to time.

RESOLVED FURTHER THAT *the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”*

51. APPROVAL FOR AMENDMENT OF SUB-CLAUSE T(A) OF CLAUSE 40 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT *pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sub-Clause t(a) of Clause 40 dealing with Powers of the Committee, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:*

The total amount which may be so advanced by the Club in any Financial Year shall not exceed Rs. 2 Crore, and

RESOLVED FURTHER THAT *the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”*

52. APPROVAL FOR AMENDMENT OF SUB-CLAUSE T(B) OF CLAUSE 40 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT *pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sub-Clause t(b) of Clause 40 dealing with Powers of the Committee, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:*

The amount which may be advanced by the Club shall not exceed:

- i) Rs. 300,000 in the case of Club/Stand Members for outright purchase,*
- ii) Rs. 200,000 in case of Approved Owners for outright purchase,*
- iii) Rs. 200,000 for Club/Stand Members and Rs. 120,000 for approved Owners, for taking on lease.*
- iv) Rs. 6,00,000 per horse if there are two or more Club/Stand Members/Approved Owners jointly acquiring a horse.*

RESOLVED FURTHER THAT *the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”*

53. APPROVAL FOR AMENDMENT OF CLAUSE 41 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT *pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause 41 dealing with First members of the Committee, of the existing Articles of Association of the Company, be and hereby substituted as follows:*

The first Members of the Committee of the Bangalore Turf Club Limited shall be:-

1. *Mr. K.N.Guruswamy*
2. *Mr. N.S.Bharat*
3. *Mr. T.B.Hanumantha Raj*
4. *Mr. Jeenabhai Davidoss*
5. *Mr. M.H.Raju*
6. *Mr. A.Raoof Sait*
7. *Mr. T.V.Reddi*
8. *Mr. R.Subbanna*
9. *Mr. L.S.Venkaji Rao*

RESOLVED FURTHER THAT *the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things , including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”*

54. APPROVAL FOR AMENDMENT OF CLAUSE 43 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT *pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause 43 dealing with Funds, of the existing Articles of Associations of the Company be and hereby substituted as follows:*

The funds of the Club shall be deposited in a Scheduled Bank/s (other than co-operative societies) to be selected by the Managing Committee.

All bank instruments, cheques and other negotiable instruments shall be drawn, signed and endorsed by the Secretary and a Senior Official of the Finance Department and a Managing Committee Member who shall be notified to the Bank by the Committee as being empowered so to do for the time being.

RESOLVED FURTHER THAT *the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”*

55. APPROVAL FOR AMENDMENT OF CLAUSE 45 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause 45 of the existing Articles of Association of the Company; dealing with Balance Sheet be and hereby substituted as follows:

A Balance Sheet shall be submitted to the Annual General Meeting of the Club together with a Statement made up to the 31st day of March immediately preceding or such other day as the Club in General Meeting shall from time to time determine, of the income and expenditure of the Club since the last preceding statement and a report of the state and progress of the Club and the Auditor’s Report. The Balance Sheet and the report shall be signed by at least two members of the committee and the Secretary or in such other manner not inconsistent with the requirements of Section 134 of the Companies Act, 2013, as the Club in general meeting shall from time to time, direct, and copies thereof with a copy of Auditor’s report shall be sent 21 days prior to the Annual General Meeting to each Club Member.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

56. APPROVAL FOR AMENDMENT OF CLAUSE 46 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause 46 of the existing Articles of Association of the Company dealing with Stewards be and hereby substituted as follows:

There shall be 9 stewards for the club, 6 of whom shall be elected from among the club members having minimum of 5 years of membership at the Annual General Meeting as provided by these presents. The remaining 3 stewards shall be the Additional Chief Secretary, Finance Department, Additional Chief Secretary, Home Department, and The Commissioner of Police, Bangalore City. In addition, the Committee may appoint one representative from each Race Club racing under the Rules of Racing of this club as a steward of the club for such period and on such terms as they deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

57. APPROVAL FOR AMENDMENT OF SUB-CLAUSE A OF CLAUSE 48 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sub-Clause a of Clause 48 dealing with Term of office, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:

At every Annual General Meeting to be held for the each financial year ended 31st March, three Stewards shall retire by rotation. In reckoning the persons for such retirement, co-opted Stewards shall not be taken into account, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

58. APPROVAL FOR AMENDMENT OF SUB-CLAUSE B OF CLAUSE 48 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Sub-Clause b of Clause 48 dealing with Term of office, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:

The Stewards to retire shall be those who have been longer in office.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

59. APPROVAL FOR AMENDMENT OF CLAUSE 50 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause 50 dealing with Temporary Vacancy, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:

If any one of the Stewards elected under Article 46, is absent for more than 3 months from the State of Karnataka, the remaining Members of the Committee shall appoint a Club Member of not less than five years standing to act for him during his absence.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

60. APPROVAL FOR AMENDMENT OF CLAUSE 52 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause 52 dealing with First Stewards, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:

The first Stewards of the Bangalore Turf Club Limited shall be:-

- 1. Mr. K.N. Guruswamy*
- 2. Mr. Jeenabhai Davidoss*
- 3. Mr. M.H. Raju*
- 4. Mr. A. Raoof Sait*
- 5. Mr. R. Subbanna*
- 6. Mr. L.S. Venkaji Rao*

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

61. APPROVAL FOR INSERTION OF NEW CLAUSE BEFORE CLAUSE 53 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), a new clause dealing with Board of Appeal be inserted before the existing Clause 53 of the Articles of Association of the Company be and hereby inserted:

(a) There shall be a Board of Appeal (hereinafter referred to as “the Board”) to hear appeals from any person aggrieved by any decisions/orders of the Stewards of the Club. The Board shall consist of a maximum of seven persons of whom:

(i). Three persons who shall be elected at every Annual General Body Meeting who have served as Stewards for a minimum period of two years in any Turf Authority of India and are not race horse owners as defined in the Articles, (ii). Two persons shall be the ex-officio Stewards nominated by the Government of Karnataka viz Additional Chief Secretary, Finance Department, and Additional Chief Secretary, Home Department, who shall not serve as Stewards of the race meet.

(iii) Two persons may be co-opted by the Board who have served as senior officials for a minimum period of 10 years in any Turf Authority of India.

All members shall vacate office at the next Annual General Body meeting.

(b) The Chairman of the Board of Appeal shall be an elected Member. A past chairman, if elected, shall be the Chairman of the Board. Otherwise, the elected member who has served the maximum period as a Steward shall be the Chairman of the Board.

(c) No elected person shall serve on the Board for more than two consecutive years. They will be eligible to serve again after an interval of one year.

(d) If for any reason the office of any Member of the Board is vacated before his term of office expires in the normal course, the resulting casual vacancy may be filled by the Board at a meeting from amongst eligible Persons,

(e) So far as it may concern, any enquiry which may be pending before the Board prior to the retirement of its members as aforesaid and which may not have been finally disposed off by them prior thereto, they shall be entitled and competent to continue to proceed with the hearing and disposal thereof and to give their decision thereon even after the date of their retirement as aforesaid and their decision in respect of such enquiry shall be valid, effective and operative as if they had continued to hold office as Members of the Board.

(f) No Managing Committee Member is eligible to become a Member of Board.

(g) If the Chairman of the Board shall before his term of office expires, or resigns as a Member of the Board, or for any reason ceases or becomes disqualified to act as a Member, the remaining Members shall elect from among themselves a Chairman who shall hold office as Chairman from the date of his election until the next ensuing Annual General Meeting of the Club. If at any Meeting of the Board, the Chairman is not present within 15 minutes of the time appointed for holding the same, the Members present shall choose any one of themselves to be Chairman of such Meeting.

(h) Election to the Board of Appeal:

(i) Provisions, procedures enumerated in these Articles for election of Managing Committee Members/Stewards shall mutatis mutandis apply.

(ii) If the number of eligible persons who have pursuant to the provisions of these Articles offered themselves or been duly proposed for election as Member of the Board is three or less, they shall be declared duly elected at the Annual General Meeting of the Club.

(iii) In the event of the number of candidates elected is less than three, the candidates elected to the Board shall co-opt any eligible person to function as Member/s of the Board so as to constitute the Board to the full strength as provided in the Articles, or In the event of no nomination being received from any eligible person for election to the Board and no retiring Member of the Board desiring to stand for re-election to the Board at the Annual General Meeting, the Managing Committee shall have power to nominate any eligible person to function as Member of the Board to constitute the Board to the full strength.

i) An elected Member of the Board may, notwithstanding his term of appointment, be removed at any time as a Member of the Board before his term to office expires upon adoption and passing of an ordinary resolution moved at a General Body Meeting of the Club for removal of such Member from the Board

RESOLVED FURTHER THAT *the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution."*

62. APPROVAL FOR AMENDMENT OF CLAUSE 53 OF THE EXISTING ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT *pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause 53 dealing with Audit, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:*

The Club shall at each Annual General Meeting appoint an Auditor or Auditors to hold office from the conclusion of that meeting until the conclusion of the next Annual General Meeting.

RESOLVED FURTHER THAT *the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things , including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”*

63. APPROVAL FOR AMENDMENT OF CLAUSE 54 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT *pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause 54 dealing with Secretary, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:*

The Committee shall appoint a Secretary whose duties and functions shall be governed under Section 205 of the Companies Act read with rules there under and also:

RESOLVED FURTHER THAT *the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”*

64. APPROVAL FOR AMENDMENT OF CLAUSE 56 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT *pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause 56 dealing with Notice, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:*

a)A notice may be given by the Club to any Member either personally or by sending it by post/email to his registered address or (if he has no registered address in India) to the address, if any, within India furnished by him to the Club.

b)Where a notice is sent by post, service of the notice shall be deemed to have been effected at the time at which the letter would be delivered by RPAD.

c) Where a notice is sent by email, service of the notice shall be deemed to have been effected at the time at which the email was transmitted.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

65. APPROVAL FOR AMENDMENT OF CLAUSE 57 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause 57 dealing with Advertisement in the Press, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:

If a Member has no registered address in India and has not supplied to the club an address within India for the giving of notice to him, a notice addressed to him and advertised in a newspaper circulating in the city of the Registered office of the Club shall be deemed to be duly given to him on the day on which the advertisement appears.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

66. APPROVAL FOR AMENDMENT OF CLAUSE 58 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 5, Section 14 and any other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Clause 58 dealing with Person entitled to Notice and Documents, of the existing Articles of Association (AOA) of the Company be substituted by the following clause:

Documents or notices of every General Meeting shall be served or given in same manner hereinbefore authorised on or to

- (a) Every Club Member except those members who (having no registered addresses within India) and have not supplied to the Club an address within India for giving of notices to them and*
- (b) the Auditor/s for the time being of the Company.*

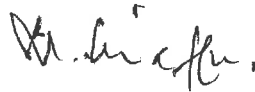
RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things, including but not limited to effect changes as may be proposed, renumbering of clauses and filing of necessary forms; to give effect to this resolution.”

Place: Bangalore

Date: August 6, 2020

By and on behalf of the Board of Directors (Committee Members)

FOR BANGALORE TURF CLUB LIMITED



Doddamane Vinod Sivappa

Director and Chairman of the Board (Committee)

DIN:08580411

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts in respect of the Special Resolution is annexed hereto in Annexure 1.
2. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for inspection by the Members at the Registered Office of Bangalore Turf Club Limited between 10.00 a.m. and 4.00 P.M. on all working days from the date hereof up to Monday, **September 7, 2020**.
3. The Notice of Postal Ballot is being sent to all Members (i.e. Club Members) whose names appear in the Register of Members as on Monday, August 3, 2020
4. **The Postal Ballot Form, along with the instructions for Ballot voting, is enclosed separately.**
5. As required by Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Karnataka (in vernacular language, i.e. Kannada).
6. The Postal Ballot Notice along with the Postal Ballot Form shall also be hosted on the website of the Company: www.bangaloreraces.com.
7. Any Member who does not receive the postal ballot form may obtain a printed duplicate of the same by writing to Joint Secretary, Bangalore Turf Club Limited, Race Course Road, Bangalore – 560010, alternatively an email could be written to the Company at jointsecretary@btcraces.com .
8. THE MEMBERS ARE REQUIRED TO NOTIFY THE CHANGE IN THEIR ADDRESS, E-MAIL ADDRESS AND MOBILE NUMBER, IF ANY, TO THE COMPANY IMMEDIATELY ON jointsecretary@btcraces.com.

9. The Board has appointed Mr. J. Sundharesan, Practicing Company Secretary and proprietor of M/s J Sundharesan and Associates, as the Scrutinizer to conduct the Postal Ballot in a fair and transparent manner. After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company. The results of the voting conducted through postal ballot (through the remote e-voting process) will be announced by the Chairman on or before September 16, 2020.

10. The date of declaration of results of the postal ballot, i.e. on or before September 16, 2020, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

ANNEXURE 1:

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“COMPANIESACT”) TO THE ACCOMPANYING NOTICE

ITEM 1: APPROVAL FOR ALIGNMENT OF MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY IN LINE WITH TABLE B OF SCHEDULE I OF THE COMPANIES ACT, 2013 AND THE AMENDMENT OF SUB-CLAUSE A of CLAUSE 3 OF MOA:

It is to be noted that the existing Memorandum of Association (MoA) is in line with the erstwhile Companies Act 1956, which is thus no longer in full conformity with the Companies Act, 2013. In this regard, the Memorandum of Association shall be altered as per Table B of Schedule I of the Companies Act, 2013 and in accordance with Section 4 and 13 of the Companies Act, 2013 by bifurcating the Object Clause i.e. Clause 3 of the Memorandum of Association of the Company into Clause 3(I) and 3(II) as below:

Clause 3(I): The objects to be pursued by the company on its incorporation:-

Clause 3(II): Matters which are necessary for furtherance of the objects specified in clause 3(I)

In this regard, clauses 3a and 3b of the existing Memorandum of Association will be classified and regrouped under “Clause 3(I): The objects to be pursued by the company on its incorporation” and Clause 3c to 3u be classified and regrouped under “Clause 3(II): Matters which are necessary for furtherance of the objects specified in clause 3(I)”

Also, amendment of Sub-Clause a of Clause 3 of the Memorandum of Association is proposed for your approval. The analysis of the proposed alteration in comparison with existing clause and the explanatory note for the alterations is tabulated in the forthcoming pages.

ITEM 2: APPROVAL FOR AMENDMENT OF SUB-CLAUSE B of CLAUSE 3 OF EXISTING MEMORANDUM OF ASSOCIATION OF THE COMPANY:

Amendment of sub-clause b of Clause 3 of the Memorandum of Association is proposed for your approval. The analysis of the proposed alteration in comparison with existing clause and the explanatory note for the alterations is tabulated in the forthcoming pages.

ITEM 3 TO ITEM 66 DEALING WITH ALTERATION IN VARIOUS CLAUSES OF EXISTING ARTICLES OF ASSOCIATION:

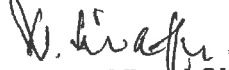
It is to be noted that the existing Articles of Association (AoA) is in line with the erstwhile Companies Act 1956, which is thus no longer in full conformity with the Companies Act, 2013. In this regard, the Articles of Association shall be altered as per Table H of Schedule I of the Companies Act, 2013 and in accordance with Section 5 and 14 of the Companies Act, 2013.

Also, certain other amendments are proposed in various clauses of the Articles of Association.

The analysis of the proposed alterations in comparison with existing clauses of AOA and the explanatory note for each of the alterations are tabulated in the forthcoming pages.

Place: Bangalore By and on behalf of the Board of Directors (Committee Members)
Date: August 6, 2020

FOR BANGALORE TURF CLUB LIMITED



Doddamane Vinod Sivappa
Director and Chairman of the Board (Committee)
DIN:08580411

THE AMENDMENTS PROPOSED IN THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF BANGALORE TURF CLUB LIMITED AS APPROVED BY THE GOVERNMENT OF KARNATAKA VIDE ITS LETTER BEARING No. FD 06 CRC 2019(e) DATED 02/04/2020.

Memorandum of Association of Bangalore Turf Club Limited

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
1.	1	The name of the Company is BANGALORE TURF CLUB LIMITED.	No Change.	
2.	2	The registered office of the Company will be situated in the State of Karnataka.	No Change.	
3.	3	The objects for which the company is established are:	The objects for which the company is established are	To provide for online betting and construction/setting up of Off Course Betting Centres.
	a	To carry on the business of a Race Club in all its branches and in particular to lay out and prepare any lands for the running of horse race, steeplechase or races of any other kind and for any kind of athletic sports and for playing thereon game, of cricket, bowls, golf, lawn tennis, polo or any other kind of game or amusement, recreation sport or entertainment and to construct houses, grand or other stands, <u>totalizators</u> , <u>Parimutuels</u> , <u>books</u> , <u>stabling</u> , <u>paddocks</u> , <u>refreshment</u>	a To carry on the business of a Race Club in all its branches including online betting operations and in particular to lay out and prepare any lands for the running of horse races, steeplechase or races of any other kind and for any kind of athletic sports and for playing thereon game of cricket, bowls, golf, lawn tennis, polo or any other kind of game or amusement, recreation sport or entertainment and to construct houses, off course betting centres, grand or other stands, totalizators Parimutuels, book makers rings,	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		rooms, and other erections, buildings and convenience whether of a permanent or temporary nature which may seem directly or indirectly conducive to the Club's objects and to conduct, hold and promote race meetings and athletic sports, polo, lawn tennis, golf and other matches, horse and other shows and exhibitions and otherwise utilise the Company's properties and sites and to give and contribute towards prizes, cups, stakes and other rewards;	stabling, paddocks, refreshment rooms, and other erections, buildings and conveniences whether of a permanent or temporary nature which may seem directly or indirectly conducive to the Club's objects and to conduct, hold and promote race meetings and athletic sports, polo, lawn tennis, golf and other matches, horse and other shows and exhibitions and otherwise utilise the Company's properties and sites and to give and contribute towards prizes, cups, stakes and other rewards;	
		b To take over the assets and liabilities of the present unincorporated Club known as the Bangalore Race Club, together with the existing establishment out-goings including lease-hold interest;	b To take over the assets and liabilities of the present unincorporated Club known as the Bangalore Race Club, together with the existing establishment out-goings including possession of the lands at Race Course Road vesting with the Club on which the Club is maintaining a race course since its inception.	This amendment is being proposed, to reflect the factual position. NO CHANGE AS NOT APPROVED BY THE GOVERNMENT OF KARNATAKA.
		c To give monies either by way of gratuity or towards prizes, cups, stakes and other rewards to any Club, organisation or association of any kind, private or public, which is or shall be formed having amongst	c No Change	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		any of its objects the playing of games or racing or sport;		
		d To establish any Clubs, Hotels or other conveniences in connection with the Company's property	d No Change	
		e To carry on the business of Hotel-keepers, Licensed victuallers, refreshment purveyors	e No Change	
		f To buy, maintain and sell horses and ponies for racing, breeding and training either directly or through Riding Clubs, Studs or other agencies	f No Change	
		g To carry on any other business which may seem to the Club capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Club's properties or rights	g No Change	
		h To enter into any arrangement for union of interests, co-operation, reciprocal concession or otherwise with any person, association or company carrying on or engaged in or about to carry on or engage in any	h No Change	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		<p>business or transaction which this Club is authorised to carry on or engage in or any business or transaction capable of being conducive so as directly or indirectly to benefit this Club or racing in the State of Karnataka or elsewhere and to lend money to guarantee the contracts of, otherwise assist any such person, association or company and to take or otherwise acquire shares and securities of any such company and to sell, hold, re-issue with or without guarantee and deal with the same</p>		
		<p>i To enter into any arrangement with any Government or Authorities, Supreme, Municipal or local, or other persons that may seem conducive to the Club's objects or any of them and to obtain from any such Government or Authority any rights, privileges and concessions which the Club may think desirable to obtain and to carry out, exercise and comply with any such arrangements rights, privilege and concessions</p>	<p>i No Change.</p>	
		<p>j To establish institutions, schools, funds and other convenience for</p>	<p>j No Change</p>	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		training jockeys and riders, both professional and amateur		
		k To establish and support or add in the establishment and support of associations, institutions, funds, trusts and convenience calculated to benefit employees or ex-employees of the Club or their dependants or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any other Race Club or for any public or private, general or useful object.	k No Change	
		l Generally to purchase, take on lease or in exchange hire or otherwise acquire any real and personal property and any rights or privileges which the Club may think necessary or convenient for the purposes of its business.	l No Change	
		m To construct, maintain or alter any buildings or works, necessary or convenient for the purpose of the Club.	m No Change	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		<p>n To sell, surrender, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose off, turn to account or otherwise deal with all or any part of the property and rights of the Club.</p>	<p>n No Change</p>	
		<p>o To invest and deal with the moneys of the Club not immediately required in such manner as may from time to time be determined.</p>	<p>o No Change</p>	
		<p>p To lend moneys to such persons or other associations and on such terms as may seem expedient, in connection with the affairs of the Club or to give effect to the other objects.</p>	<p>p No Change</p>	
		<p>q To borrow or raise or secure the payment of the money in such manner the Club shall think fit and in particular by the issue of debentures perpetual or otherwise, charged upon all or any of the Club's properties both present and future and to purchase, redeem or pay off any such securities.</p>	<p>q No Change</p>	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		r To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, debentures and other negotiable or transferable instruments in connection with the affairs of the Club or to give effect to the other objects.	r No Change	To enable registration of any new entity and/or branches as required in future.
		s To do all such other things as are incidental or conducive to the attainment of the above objects.	s No Change	
		t To pay the costs, charges and other expenses, preliminary and incidental to the formation, establishment and registration of the Club.	t To pay the costs, charges and other expenses, preliminary and incidental to the formation, establishment and registration of the club and of any new entity as may be needed from time to time.	
		u Subject to the provisions of the Companies Act and the Constitution of India to subscribe to or otherwise aid benevolent, charitable, national, political or other institutions or objects of a public character which have any moral or other claims to support or aid by the company by reason of the locality of its operations or otherwise to make donations to such person or persons and in such cases as may deem	u No Change.	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		expedient.		
4.	4	<p>The income and property to the Club, when-so-ever derived shall be applied solely towards the promotion of the objects of the Club as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Club and that the Club shall not support with its funds or endeavour to impose on, or procure to be observed by its Members or any other regulation or restriction which, if an object of the Club, would make it a Trade Union.</p> <p>Provided that nothing herein (except as hereinafter mentioned) shall prevent the payment in good faith of remuneration to any officers or servants of the Club or to any Members of the Club, or other persons in return for any services actually rendered to the Club, nor prevent the payment of interest on money borrowed from any Member of the association, nor prevent any Member who may be successful at any race meeting or show held or promoted by the Club or to the cost of establishing or holdings of which</p>	No Change.	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		<p>the Club may have subscribed out of its income or property, from receiving any prize, cup, money or other recognition which may under the regulations affecting the said race meeting or show, be awarded to him.</p> <p>Provided further that no Member of the <u>Committee</u> of Management or of the governing body of the Club shall be appointed to any salaried office of the Club or to any office of the Club paid by fees and that no remuneration shall be given by the Club to any Member of such Committee or governing body except repayment of out-of-pocket expenses and interest on money lent or rent for premises demised to the Club.</p>		
5.	5	The liability of the Member is limited.	No Change.	
6.	6	Every Member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up during the time that he is a Member or within one year afterwards for payment of the debts and liabilities of the Club contracted before the time at which he ceases to be a Member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the	No Change.	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		contributories amongst themselves such amount as may be required not exceeding Rs.20/-		
7.	7	<p>If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Club, but shall be given or transferred to some other institution or institutions having object similar to the objects of the Club or to such charitable object or objects to be determined by the Members of the Club at or before the time of dissolution or in default thereof by the High Court of Judicature in Karnataka.</p> <p>Provided that the lease-hold rights to the land taken on lease from the Government shall revert to the latter and the rights to the buildings and other constructions standing thereon shall be governed by the terms contained in the instrument of lease or of any other contract entered into between the Club and the Government.</p>	<p>If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Club, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the club or to such charitable object or objects to be determined by the Members of the Club at or before the time of dissolution or in default thereof by the High Court of Judicature in Karnataka.</p> <p>Provided that the possession of the lands at Race Course Road vesting with the Club on which the Club is maintaining a Race Course since its inception shall revert to the Government along with the buildings and other constructions standing thereon only if and when the club refrains from maintaining a race course on the land for reasons other than conditions of force majeure or restrictive operations of Law.</p>	<p>This amendment is being proposed, to reflect the factual position.</p> <p>NO CHANGE AS NOT APPROVED BY THE GOVERNMENT OF KARNATAKA.</p>
8.	8	True account shall be kept of the sums of money received and expended by the Club	No Change.	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Club and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations for the time being of the Club, these accounts shall be open to the inspection of the Members. Once at least in every year the accounts of the Club shall be examined and the correctness of the Balance Sheet and the Income and Expenditure Account ascertained by one or more properly qualified Auditor or Auditors.		
Articles of Association of Bangalore Turf Club Limited				
1.	Constitution	The regulations contained in the Table 'C' in the First Schedule to the Companies Act, 1956 shall apply to this Company, subject to the modifications herein contained.	The regulations contained in the Table 'B' and Table 'H' in the First Schedule to the Companies Act, 2013, shall apply to this Company, subject to the modifications herein contained.	Rephrased to be in line with the requirements of Companies Act, 2013.
2.	Article Interpretation:	2. The marginal notes hereto shall not affect the construction hereof. In these presents, the following words and expressions shall have the following meanings, unless excluded by the subject or context.	No Change.	
3.	Interpretation	"The Act" means Companies Act, 1956 and	"The Act" or the "said Act" and reference to	Rephrased to be in line with

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
	Article 2(a)	every Statutory modification thereof and every relevant Companies Act for the time being in force	any section or provision thereof respectively means and includes the Companies Act, 2013 and any statutory modification or re-enactment thereof for the time being in force and reference to the section or provisions of the said Act or such statutory modification.	the requirements of Companies Act, 2013
4.	Interpretation Article 2(b)	'The Company' or 'The Club' when used with reference to this Company shall mean 'Bangalore Turf Club Limited'	No Change.	
5.	Interpretation Article 2(c)	'Committee' shall mean the Committee of Management appointed by the Club from time to time and shall function as the Board of Directors	'Committee' shall mean the Managing Committee consisting of Stewards and Committee Members elected by the Club Members and nominees appointed by the Government of Karnataka from time to time and shall function as the "Managing Committee/Board of Directors". "Director" means and includes the Directors of the Company for the time being.	More clarity is intended to be induced and further, to make the definition in line with the requirements of Companies Act, 2013
6.	Interpretation Article 2(d)	'The Common Seal' shall mean the common seal of the Company approved by the Committee from time to time.	No Change	
7.	Interpretation Article 2(e)	'Member' shall mean club member as well as Stand member according to the context.	No Change	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
8.	Interpretation Article 2(f)	'Month' shall mean a calendar month.	No change	
9.	Interpretation Article 2(g)	'Person' shall include any association, corporation, Company as well as individual.	"Person" shall include any Association / Firm / AOP / BOI / LLP / Syndicate Company, Corporation, Association or Body of Individuals, whether incorporated or not, as well as individuals.	To given more clarity on the subject matter.
10.	Interpretation Article 2(h)	These presents or regulations shall mean these Articles of Association or as they may stand altered from time to time and includes the Memorandum where the context so requires.	No Change	
11.	Interpretation Article 2(i)	Words importing the singular shall include the plural and words importing the plural shall include the singular.	No Change	
12.	Interpretation Article 2(j)	Words importing the masculine gender shall include feminine gender and vice versa.	No Change	
13.	Interpretation Article 2(k)	'The financial year' shall mean the year commencing from the 1st day of April and ending on the 31st day of March.	"Year" means the Calendar Year and "Financial Year" means the year commencing from the 1st day of April and ending on the 31st day of March	To give more clarity.
14.	Interpretation Article 2(r)	Nil	"Auditors" means and includes those persons appointed by the Company pursuant to the provisions of the Companies, Act 2013 for the time being.	New Article Introduced to comply with the Companies Act, 2013

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
15.	Members and their division (Article 3) thereof.	a There shall be only three classes of Members viz., Club Members, Stand Members and Honorary Members, of whom only the Club Members shall be deemed to be Members within the meaning of the Act. The number of Club Members is limited to 350 and number of Stand Members shall be determined by the Committee at their discretion from time to time and shall not exceed 200.	a No Change	
		b Besides Club Members and Stand Members, the Committee may invite any person/s of eminence to become Patron/s, Vice-Patrons from time to time. The Committee shall also be entitled to invite any persons of distinction to become Honorary Members of the Club for a period not exceeding two years at a time and the number of Honorary Members so appointed shall not exceed 25 at any time. The Patrons and Honorary Members shall have all the privileges of the Club Members other than the rights to requisition, attend and vote at any General Meeting, propose resolutions or to propose or second candidates for admission to membership of the Club.	b No Change	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		c His Highness Sri Jayachamaraja Wadiyar Bahadur G.C.B., G.C.S.I., shall be the First Patron.	c No Change	
		d The Committee shall be entitled to invite the Chief Minister of Karnataka and the General Officer Commanding, Tamil Nadu Area, and other persons of eminence to become Vice-Patrons of the Club.	d The Managing Committee shall be entitled to invite the Governor of Karnataka as the Chief Patron and the Hon'ble Chief Minister of Karnataka and the General Officer Commanding, Karnataka and Kerala Sub-Area, and other persons of eminence to become Vice-Patrons of the Club.	This amendment is in conformity with the constitutional hierarchy in the State of Karnataka and the word Tamil Nadu Area ` has been substituted with the word ` Karnataka and Kerala Sub-Area'.
		e The existing Club and Stand Members, Patrons, Vice-Patrons and Honorary Stand Members of the unincorporated association `The Bangalore Race Club', shall be the first Club Members, Stand Members, Patrons, Vice-Patrons and Honorary Stand Members, respectively of this Club on the date of the incorporation of the Club, in addition to the signatories of the Memorandum of Association.	e No Change.	
16.	Admission of Members (Article 4)	a. A Club Member shall be entitled to propose or second one candidate for Membership of the Club in each financial year. Every application for Membership of the Club shall be	a. No Change	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		<p>proposed by one Club Member and seconded by two other Club Members entitled to vote at General Meetings. Any violation of this condition will make all the applications to which the Club Member violating the rule is a party either as a proposer or seconder, invalid.</p>		
		<p>b Nil</p>	<p>b. No professional licensed under the BTC Rules of Racing or any employee of the Club is eligible to contest for Membership of the Club.</p>	<p>New Article introduced to remove conflict of Interest.</p>
		<p>c. There shall be an election for the Membership of the Club in the month of March in each financial year. The election to the Membership of the Club shall be held by secret ballot by the Club Members. The number of candidates equivalent to the number of vacancies (as on 31st December of that financial year) for whom the largest number of votes have been recorded shall be declared elected. However, in the event of a tie, the same shall be decided by lot by the Chairman.</p>	<p>c. There shall be an election for the Membership of the Club in the month of March in each Calendar Year. The election to the Membership of the Club shall be held by secret ballot either by electronic or paper ballot by the Club Members. The number of candidates equivalent to the number of vacancies (as on 31st December of the previous Calendar Year) for whom the largest number of votes have been recorded shall be declared elected. However, in the event of a tie, the same shall be decided by draw of lot by the Chairman.</p>	<p>Financial Year is substituted by Calendar Year and the introduction of electronic voting system.</p>

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
17.	Election of Members (Article 5)	<p>a. There shall be no election of Club Members if the vacancy existing as on 31st December in any financial year is less than 5. However, if the number of vacancies continues to be less than 5 for 2 financial years consecutively, then election shall be held to fill existing vacancies in the financial year following notwithstanding that the number of vacancies is less than 5</p>	<p>a. There shall be no election of Club Members if the vacancy existing as on 31st December in any calendar year is less than 5. However, if the number of vacancies continue to be less than 5 for 2 calendar years consecutively, then election shall be held to fill the existing vacancies in the calendar year following notwithstanding that the number of vacancies is less than 5.</p>	Financial Year is substituted by Calendar year.
		<p>b. Subject to the provision contained at (a) the Managing Committee shall prescribe the format of application and the calendar of events before calling for application for Membership of the Club, scrutinise the same and shall have power to reject any incomplete applications or for any other valid reasons. Thereupon a list of candidates shall be sent to all Club Members 30 days before the date fixed for secret ballot. The decision of the Committee shall be final and binding and not open to question in a Court of Law.</p>	<p>b. No Change</p>	
		<p>c. The Chairman shall nominate 4 scrutineers in each financial year</p>	<p>c. The Chairman shall nominate 4 scrutineers in each Calender year and</p>	Financial Year is substituted by Calendar year.

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		and intimate the names of such Scrutineers to the Club Members along with the list of candidates for election.	intimate the names of such Scrutineers to the Club Members along with the list of candidates for election	
		d. The Chairman shall have powers to change the scrutineer/s or fill vacancies that may occur among the scrutineers for any reason. No notice of such changes in the scrutineers need be intimated to the Club Members.	d. No Change	
		e. The scrutineers shall keep the ballot boxes open on the day fixed for election during the business hours of the Club. Every Member who is entitled to vote at any general meeting is entitled to receive one ballot paper for the election of Club Members after he duly affixes his signature in the register to be maintained by the Club for that purpose.	e. The scrutineers shall keep the ballot boxes or electronic voting machines open on the day fixed for election during the business hours of the Club. Every Member who is entitled to vote at any general meeting is entitled to receive one ballot paper for the election of Club Members after he duly affixes his signature in the register to be maintained by the Club for that purpose.	To provide for usage of electronic voting machines for balloting.
		f. There shall be no voting by proxy in the matter of election of Club Members by secret ballot.	f. No Change	
		g. The election results announced by the Scrutineers shall be final and	g. No Change	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		binding and not open to question in a Court of Law.		
		h. The procedure and restrictions referred to hereinabove with regard to the election of Club Members shall apply in the same manner for election of Stand Members, except that only 25% of vacancies will be taken into account for purposes of electing Stand Members.	h. No Change	
		i. "No voting paper on which the number of votes recorded is more or less than the number of vacancies, shall be valid".	i. No Change	
18.	Honorary Stand Member (Article 6)	The Committee may at its discretion invite any person (temporarily residing in Bangalore) to become an Honorary Stand Member during the Bangalore Racing Season in any year without entrance free or subscription.	To be deleted.	No longer applicable.
19.	Nominated Member (Article 7):	Notwithstanding anything contained in Regulation 5, the members nominated by the Government of Karnataka under Regulations 32 and 16 to the Board of Stewards or the Committee shall be entitled to all the rights and privileges of the Club Members except the right to vote	The persons nominated by the Government of Karnataka under Articles 32 and 46 to the Board of Stewards or the Managing Committee shall have all the privileges of the Club Members other than the rights to requisition and vote at any General Meeting, propose resolutions or to propose	To clarify the rights and privileges of the Govt Nominees.

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		at any general meeting of the Club.	or second candidates for admission to Membership of the Club.	
		RIGHTS AND DUTIES OF THE MEMBERS		
20.	Rights of Members (Article 8)	Subject to the provisions of Article 7, Club Members shall have the right to propose candidates for admission as Club or Stand Members, to propose resolutions and to vote at all general meetings of the Club. Stand Members shall have no right to participate or vote at Club Meetings.	Club Members shall have the right to propose candidates for admission as Club or Stand Members, to propose resolutions, to requisition and to vote at all general meetings of the Club. Stand Members shall have no right to participate or vote at Club Meetings.	To bring in clarity.
21.	Entrance Fee (Article 9)	a. Every Club Member shall on admission pay an entrance fee of Rs. 1,500/-.	a. Every Club Member shall on admission pay an entrance fee of Rs. 5,00,000/- plus applicable taxes.	This amendment is being proposed keeping in view of increased costs.
		b. Every permanent Stand Member shall on admission pay an entrance fee of Rs. 500/-.	b. Every Stand Member shall on admission pay an entrance fee of Rs. 2,00,000/- plus applicable taxes.	
		c. A Member who resigns and seeks re-election shall on re-election be liable to pay 50% of the entrance fee.	c. No change.	
		d. A Stand Member on election as Club Member shall be liable to pay an entrance fee which shall be the difference between the entrance fee already paid by him as a Stand Member and the fee payable in accordance with sub-clause (a)	d. No change.	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		above.		
22.	Annual Subscription Fee (Article 10)	<p>a. Club Members shall pay an annual subscription of Rs. 250 provided that the existing Club Members are exempted from payment of the enhanced subscription in the financial year 1978-79.</p> <p>b. Permanent Stand Members shall pay an annual subscription of Rs. 100 provided that the existing Stand Members are exempted from payment of the enhanced subscription in the financial year 1978-79.</p> <p>c. Temporary Stand Members for the season shall not be liable to pay any entrance fee, but shall be liable to pay Rs. 30 as subscription.</p> <p>d. A Stand Member on election as a Club Member shall be liable to pay a subscription which shall be the difference between the annual subscription already paid by him as a Stand Member for the current year</p>	<p>a. Club Members shall pay an annual subscription of Rs. 6000/- plus applicable taxes. Senior citizens amongst Club Members, aged 65 years and above and having been a Member for 25 years, shall pay a concessional annual subscription of Rs. 3000/- plus applicable taxes.</p> <p>b. Stand Members shall pay an annual subscription of Rs. 3000/- plus applicable taxes. Senior citizens amongst Stand Members, aged 65 years and above and having been a Member for 25 years, shall pay a concessional annual subscription of Rs. 1500/- plus applicable taxes.</p> <p>c. To be deleted.</p> <p>No Change</p>	<p>To meet increased cost in the running of the Club's activities.</p> <p>To meet increased cost in the running of the Club's activities.</p> <p>The deletion is being proposed considering that presently there is no Temporary Stand Membership.</p>

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		and the one payable by him as a Club Member.		
23.	Date of Payment of subscription (Article 11)	All annual subscription shall become due on the first day of the financial year of the Club. The Secretary shall issue a notice to each Club Member and Stand Member by post that his annual subscription is due.	No Change.	
24.	Default in paying subscription (Article 12)	a. If any Club Member fails to pay his subscription within 30 days from the date of such notice, the Secretary shall call his attention to that fact by registered letter and if the amount be not paid within 30 days from the date of such letter in the case of members resident in India, and within 90 days from the date of such letter in the case of member absent from India, the defaulter shall cease to be Member of the Club and his name shall be erased from the Register of Members by the Committee without any further notice to such member, provided that, if at any time within one year from the date on which his name was so erased, he shall give a satisfactory Explanation Note to the Committee, he may subject to there being a	a. If any Club Member fails to pay his subscription within 30 days from the date of such notice, the Secretary shall call his attention to that fact by registered letter and if the amount be not paid within 30 days from the date of receipt of such letter in the case of Members resident in India, and within 90 days from the date of receipt of such letter in the case of a Member absent from India, the defaulter shall cease to be a Member of the Club and his name shall be erased from the Register of Members by the Committee without any further notice to such Member.	The provision of one year of extended grace period for payment of Membership dues is proposed to be deleted.

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		vacancy at the discretion of the Committee and upon payment of all arrears, be readmitted to membership without payment of an entrance fee.		To bring in parity with club member.
		b. In the case of permanent Stand Member failing to pay his subscription within 30 days of the notice, the Secretary shall call his attention to the fact by registered letter and if the amount be not paid within 15 days of the date of issue of such letter, the defaulter shall cease to be a member of the Club and his name shall be erased from the Register of Members by the Committee without any further notice to such member.	b. If any Stand Member fails to pay his subscription within 30 days from the date of such notice, the Secretary shall call his attention to that fact by registered letter and if the amount be not paid within 30 days from the date of receipt of such letter in the case of Stand Members resident in India, and within 90 days from the date of receipt of such letter in the case of a Stand Member absent from India, the defaulter shall cease to be a Stand Member of the Club and his name shall be erased from the Register of Members by the Committee without any further notice to such Member.	
25.	Enclosure Fees (Article 13)	Club Members shall not be liable to pay any fee for admission to the Enclosures and Club Stands. Stand Members shall be required to pay such fees as may be determined from time to time for admission to the enclosures but shall have free entrance to the Club Stands.	No Change	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		TERMINATION OF MEMBERSHIP		
26.	Resignation of Members (Article 14)	Any Member may resign his membership by giving to the Secretary a notice in writing to that effect and every such notice shall unless otherwise expressed, be deemed to take effect as from the last day of the financial year of the Club in which the notice was given.	No Change.	
27.	Removal of Members (Article 15)	Any elected Club Member or Stand Member shall cease to be a member and his name shall be erased from the Register of Members, by the Committee when:- a) he is declared an insolvent or of unsound mind, or b) he is dismissed from the public service, or c) he is found guilty by a competent Court in India or elsewhere of any offence involving gross misconduct or moral turpitude, or d) he is convicted of fraudulent practices on the turf, or is disqualified under the rules of Racing of any recognised Turf Authority, or e) his name is published in the Unpaid Forfeit List or he is declared a defaulter for bets or lotteries at horse racing.	No Change.	
28.	Expulsion of members (Article	Any member acting in a manner likely to bring discredit to the Club, may be	If the Managing Committee is of the prima facie opinion that any Member has acted in	To form an enquiry committee and to increase

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
	16)	expelled by the vote of a majority of not less than two-thirds of the Club Members present in person at a General Meeting specially convened for that purpose, at which not less than Twenty five Club Members shall present in person.	<p>a manner likely to bring discredit to the Club, the Managing Committee shall submit the matter to an Enquiry Committee specifically constituted for that purpose. The Managing Committee shall nominate three Members of not less than twenty years standing to serve on the Enquiry Committee.</p> <p>The Enquiry Committee shall as part of the proceedings issue a letter to the concerned Member asking him for an explanation on his alleged misconduct or act and to show cause as to why he should not be recommended to the Committee for expulsion from Membership.</p> <p>The Enquiry Committee shall after completing the enquiry, place its recommendations to the Managing Committee and the Managing Committee shall adopt the report and submit the same to the Members for their consideration at an Extra Ordinary General Meeting specially convened for this purpose at which not less than seventy five members shall be present in person.</p> <p>At such an Extra Ordinary General Meeting, the concerned Member whose expulsion is under consideration shall be given an</p>	the quorum of members attending General Meeting called for this purpose from 25 to 75. And to provide for Bye laws /Rules to Govern Conduct of Members.

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
			<p>opportunity to offer an explanation of his conduct verbally and/or in writing. If a majority of not less than two-thirds of the Members present and voting, vote on the resolution for the expulsion of the said Member, the concerned Member shall cease to be a Member of the Club.</p> <p>Any punishment other than expulsion will be decided in accordance with Byelaws/Rules as approved by the General body.</p>	
		GENERAL MEETINGS		
29.	Annual General Meeting (Article 17)	The Committee shall convene a General Meeting of the Club Members every year which shall be called the Annual general Meeting of the Club in accordance with the provisions of the Act.	No Change.	
30.	Extra-ordinary General Meeting (Article 18)	The Committee may at any time, and it shall on the requisition of such number of Club Members as have at the date of requisition not less than one tenth of the total voting powers of all the members having at the said date the right of voting in regard to the matter for which the Meeting is required to be called, call an Extra-ordinary General Meeting of the Club Members for special business.	An Extra-ordinary General Meeting may be convened at any time by the Managing Committee or shall be convened on the requisition of not less than one tenth of the total number of the members of the club who shall state in writing the business for which they wish the meeting to be convened.	Rephrased to comply with the Companies Act, 2013.
31.	Proceedings of	Not less than 21 days' notice in writing	Not less than 21 days' notice in writing shall	Rephrased to comply with

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
	General Meetings, Notice, etc (Article 19)	shall be given to the members for every general meeting Specifying the place, day and hour of the meeting with a statement of the business to be transacted at the meeting (including notice of any resolution of which special notice shall have been given under the Articles of Association of the Companies Act, 1956) in the manner provided in these Articles. A General Meeting may also be convened by a shorter notice with the consent in writing of such proportion of the members entitled to receive notices of meeting as laid down in Section 171 of the Companies Act, 1956 provided always that in the case of a notice of a meeting to pass a Special resolution the notice shall specify the intention to propose the resolution as a Special Resolution and in the case of notice of a meeting called to transact special business as defined in Section 173 (1) of the Companies Act, there shall be an explanatory statement as required by Section 173(2) of the Act in the notice calling for the meeting.	be given to the members for every general meeting specifying the place, date and hour of the meeting with a statement of the business to be transacted at the meeting (including notice of any resolution of which special notice shall have been given under the Articles of Association of the Club and the Companies Act, 2013) in the manner provided in these Articles. A General Meeting may also be convened by a shorter notice with the consent in writing of such proportion of the members entitled to receive notices of the meeting as laid down in Section 101 of the Companies Act, 2013 provided always that in the case of a notice of a meeting to pass a Special resolution, the notice shall specify the intention to propose the resolution as a Special Resolution and in the case of notice of a meeting called to transact special business as defined in Section 203 of the Companies Act 2013, there shall be an explanatory statement as required by Section 203 of the Act in the notice calling for the meeting.	the Companies Act, 2013.
32.	Special Business (Article 20)	All Business shall be deemed special that is transacted at an Extra-ordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception of the consideration of the	No Change.	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		Accounts, Balance sheet and the Report of the committee and the appointment of Auditors and fixing their remuneration, the election of Stewards and Members of the Managing Committee.		
33.	Quorum (Article 21)	No business shall be transacted at any General Meeting unless a quorum of members is present, save as herein otherwise provided ten Club Members present in person shall be a quorum.	No business shall be transacted at any General Meeting unless a quorum of members is present, save as herein otherwise provided 35 Club Members present in person shall be a quorum.	Increase in quorum from 10 to 35
34.	Quorum (Article 22)	If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if called upon by the requisition of members shall be dissolved, and in any other case, it shall stand adjourned to the same day in the next week at the same time and place, and if at the adjourned meeting also a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be the quorum.	No Change.	
35.	Chairman (Article 23)	The Chairman, if any, of the Managing Committee shall preside as the Chairman of every General Meeting of the Club.	No Change.	
36.	Absence of Chairman (Article 24)	If there is no such Chairman or if at any meeting he is not present within fifteen minutes after the time appointed for	No Change.	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		holding the meeting or is unwilling to act as Chairman, the Members present shall choose one of their members to be the Chairman.		
37.	Business at Adjourned Meeting (Article 25)	Every meeting with the consent of the majority of the members present and entitled to vote may be adjourned from time to time and from place to place but only the business left unfinished shall be transacted at any adjourned meeting.	No Change.	
38.	Method of Voting (Article 26)	<p>At any General Meeting, a resolution put to vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the results of the show of hands) demanded in accordance with Section 179 of the Act.</p> <p>No Club Member shall be entitled to vote at or take part in any meeting of the Club until all monies due to the club for the previous financial year ending 31st March have been paid by him.</p>	<p>At any General Meeting, a resolution put to vote at the meeting shall be decided by a show of hands, unless a poll is demanded (before or on the declaration of the results of the show of hands) in accordance with Section 109 of the Act.</p> <p>Demand for poll shall be restricted to the particular resolution only.</p> <p>The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.</p> <p>No Club Member shall be entitled to vote at or take part in any meeting of the Club until</p>	Rephrased and detailed to be in line with the Companies Act, 2013.

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
			all monies due to the club for the previous financial year ending 31st March have been paid by him.	
39.	Casting Vote (Article 27)	The Chairman of the Meeting shall have power to regulate the manner in which a poll shall be taken in accordance with Section 185 of the Act In case of an Equality of Votes, the Chairman of the Meeting shall be entitled to a second or casting vote.	The Chairman of the Meeting shall have the power to regulate the manner in which a poll shall be taken in accordance with Section 109 of the Act In the case of any equality of votes, the Chairman shall have a casting vote in addition to the vote to which he is entitled as a Club Member.	Rephrased to be in line with the Company's Act, 2013
40.	Chairman to be sole judge (Article 28)	Subject to the provisions of these presents, the Chairman shall be the sole and absolute judge of the validity of any vote tendered at meetings.	The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.	Rephrased to be in line with the Company's Act, 2013
41.	Proxies (Article 29)	On a poll, votes may be given either personally or by proxy. The instrument appointing a proxy and the power of attorney or other authority, if any, shall be deposited at the registered office of the Club, not less than 48 hours before the time for holding the meeting or any adjourned meeting.	No Change.	
42.	Minutes (Article 30)	Minutes of the proceedings of all General meetings and Minutes of the Committee and of the Stewards shall be recorded in accordance with the provisions of Section	Minutes of the proceedings of all meetings of the Managing Committee, the Stewards and Sub Committees shall be recorded in accordance with the provisions of Section	Rephrased to be in line with Companies Act, 2013

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		193 of the Act, in books to be kept for that purpose and shall be signed by the Chairman of the Meeting at which the proceedings took place and every such minute purporting to be so signed shall be evidence of the proceedings.	118 of the Act, in the books to be kept for that purpose and shall be signed by the Chairman of the Meeting at which the proceedings took place and every such minute purporting to be signed shall be evidence of the proceedings.	
		THE COMMITTEE		
43.	Management (Article 31)	The Business of the Club shall be managed by the Members of the Committee, who may exercise all such powers of the Club as are not, by the Companies Act 1956, or any Statutory modification thereof for the time being in force or by the Articles required to be exercised by the Club in General Meeting subject nevertheless to any regulations of these presents and the provisions of the said Act, and to such regulations not being inconsistent with the aforesaid provisions or regulations as may be prescribed by the Club in General Meeting; but no regulations made by the Club in General Meeting; shall invalidate any prior act of the Committee which would have been valid, if the regulation had not been made.	The Business of the Club shall be managed by the Members of the Managing Committee, who may exercise all such powers of the Club as are not, by the Companies Act 2013, or any Statutory modification thereof for the time being in force or by the Articles are required to be exercised by the Club in General Meeting subject nevertheless to any regulations of these presents and the provisions of the said Act, and to such regulations not being inconsistent with the aforesaid provisions of the said Act, or regulations as may be prescribed by the Club in General Meeting; but no regulations made by the Club in General Meeting; shall invalidate any prior act of the Committee which would have been valid, if the regulation had not been made.	Rephrased to be in line with Companies Act, 2013
44.	Article 32	a. The Committee shall consist of fourteen members of whom nine shall be Stewards of the Club and	a. The Committee shall consist of fourteen members of whom nine shall be Stewards of the Club and five shall	The Government nominees are specified by post.

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		<p>five shall be Committee Members. Six of the nine Stewards and four of the Five Committee Members shall be elected by the Club Members at the Annual General Meeting. The remaining three Stewards and one Committee Member shall be nominated in each financial year by the Government of Karnataka</p>	<p>be Committee Members. Six of the nine Stewards and four of the Five Committee Members shall be elected by the Club Members at the Annual General Meeting. The remaining three Stewards shall be the Additional Chief Secretary, Finance Department, The Additional Chief Secretary, Home Department, and The Commissioner of Police, Bangalore City. One Committee Member shall be nominated by the Government of Karnataka at each Annual General Meeting.</p>	
		<p>b. No Racehorse Owner shall be a Steward in the Managing Committee.</p>	<p>b. No Change</p>	
		<p>c. For the purpose of this Article a Racehorse Owner means a person who;</p> <p>(i) owns a Racehorse either in his own name or of a relative as enumerated in Schedule I 'A' to the Indian Companies Act or as a Lessee; or</p> <p>(ii) owned a horse either in his own name or of a relative as enumerated in Schedule I 'A' to the Indian Companies Act or as lessee at any time</p>	<p>c. For the purpose of this Article a Racehorse Owner means a person who;</p> <p>i. owns / owned or has / had an interest in a horse in racing or breeding in his name or as a lessee or as a member / partner of any Association / Firm / AOP / BOI / LLP /Syndicate or director of any Company whether incorporated or not and includes any such interest of a relative, as defined and enumerated in the relevant sections of the Companies Act</p>	<p>The amendment has been proposed to amend the word "horse" to "racehorse" in line with word used in other Articles and to also include a horse in breeding.</p>

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		<p>during the period of three years prior to the date of filing the nomination</p>	<p>2013 and rules made there under at any time during the three years prior to the date of filing of his nomination and</p> <p>ii. Provided that he or his relative/s or the Association /Firm /AOP /BOI /LLP /Syndicate or Company whether incorporated or not, is registered as an owner with any Turf Authority in the State of Karnataka or registered with the Stud Book Authority of India in respect of his/their interest in breeding.</p>	
		<p>d. If a Non-Race-Horse Owner becomes a Racehorse Owner after his election, he shall cease to be a Steward.</p>	<p>d. No Change</p>	
		<p>e. The Chairman and Senior Steward shall be an elected Steward of the Club</p>	<p>e. No Change</p>	
		<p>NIL</p>	<p>f. Race Horse Owners are eligible to be elected to the Four posts of Committee Members in the Managing Committee.</p>	<p>This amendment has been proposed to provide for involvement of race horse owners in the management and affairs of the Company.</p>
45.	Article 33	The election of Committee Members shall	The election of Committee Members shall	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		be conducted in the following manner:-	be conducted in the following manner:-	
		a) Such election shall be only at the Annual General Meeting every year	a) No Change	
		b) (i) A Club Member who is not a retiring Member of the Committee shall subject to the provisions of the Act be eligible for appointment to the office of a Committee Member if he or some Club Member intending to propose him has, not less than fourteen days before the meeting, left at the Office of the Club, a notice in writing under his hand signifying his candidature for the Office of a Committee Member or the intention of such Club Member to propose his name as candidate for the office of a Committee Member. The Committee shall after the scrutinizing the proposals inform the Club Members of the candidature of a person for the Office of Committee Member or the intention of the Member to propose such person as a candidate for that Office by serving individual notices on the Club Members not less than	b) (i) A Club Member having minimum of 5 years of membership and who is not a retiring Member of the Committee shall subject to the provisions of the Act be eligible for appointment to the office of a Committee Member if he or some Club Member intending to propose him has, not less than fourteen days before the meeting, left at the Office of the Club, a notice in writing under his hand signifying his candidature for the Office of a Committee Member or the intention of such Club Member to propose his name as candidate for the office of a Committee Member. The Committee shall after the scrutinizing the proposals inform the Club Members of the candidature of a person for the Office of Committee Member or the intention of the Member to propose such person as a candidate for that Office by serving individual notices on the	Article introduced to ensure experienced persons contest for election to the Managing Committee/Stewards, and to specify the Government nominees.

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		<p>seven days before the Meeting. Provided it shall not be necessary for the Club to serve individual notices upon the Members as aforesaid if the Club advertises such candidature or intention, not less than 7 days before the Meeting in at least two newspapers circulating in Bangalore where the Registered Office of the Club is located, of which one is published in English language and the other in Kannada language.</p> <p>ii) Formal proposal will not be necessary in the case of an elected Member of the Committee retiring and seeking re-election, provided he signifies in writing to the Club, his willingness to continue in office.</p>	<p>Club Members not less than seven days before the Meeting. Provided it shall not be necessary for the Club to serve individual notices upon the Members as aforesaid if the Club advertises such candidature or intention, not less than 7 days before the Meeting in at least two newspapers circulating in Bangalore where the Registered Office of the Club is located, of which one is published in English language and the other in Kannada language.</p> <p>ii) Formal proposal will not be necessary in the case of an elected Member of the Committee retiring and seeking re-election, provided he signifies in writing to the Club, his willingness to continue in office.</p>	
		<p>c) When the number of the candidates for election is less than or equal to the number to be elected, they shall be deemed to have been duly elected by the General Meeting after due formalities.</p>	<p>c) No change</p>	
		<p>d) If the number of candidates be more</p>	<p>d) If the number of candidates be more</p>	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		<p>than the number of persons to be elected, voting papers shall be prepared, containing the names of all the candidates and one such voting paper shall at the General Meeting be handed over to each Member who is actually present and has signed his name in the prescribed register. A Member who received a voting paper shall be entitled to record his vote in favour of a candidate by marking (x) within the <input type="checkbox"/> provided against the name of each candidate whose name appears in the voting paper and after so recording, he shall deposit the voting paper in a ballot box to be kept at the place of meeting for this purpose. There shall be no voting by proxy in the matter of election of Committee Members and Stewards.</p>	<p>than the number of persons to be elected, voting papers or electronic voting machines shall be prepared, containing the names of all the candidates. In the case of paper ballot, one such voting paper shall be handed over at the General Meeting to each Member who is actually present and has signed his name in the prescribed register. A Member who receives a voting paper shall be entitled to record his vote in favour of a candidate by marking (x) within the <input type="checkbox"/> provided against the name of each candidate whose name appears in the voting paper and after so recording, he shall deposit the voting paper in a ballot box to be kept at the place of meeting for this purpose.</p> <p>In the case of electronic voting, a member shall vote through the machine after signing in the prescribed register.</p> <p>There shall be no voting by proxy in the matter of election of Committee Members and Stewards.</p>	
		<p>e) The General Meeting shall appoint four scrutineers by voting who shall</p>	<p>e) The General Meeting shall appoint four scrutineers by voting, who shall</p>	<p>To provide for voting by electronic voting machines.</p>

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		<p>examine the voting papers and total up the number of votes cast in favour each candidate. The number of candidates equivalent to the number of vacancies from whom the largest number of votes have been recorded shall be declared to be elected.</p>	<p>examine the electronic voting machines/voting papers and total up the number of votes cast in favour of each candidate. The number of candidates equivalent to the number of vacancies for whom the largest number of votes have been recorded shall be declared to have be elected</p>	
		<p>f) In the case of a tie among candidates, lots will be drawn to determine the successful candidate or candidates, as the case maybe</p>	<p>f) No change.</p>	
		<p>g) No voting paper on which the number of votes recorded is more or less than the number of vacancies, shall be valid.</p>	<p>g) No Change.</p>	
		<p>h) The term of Office of the Committee Member/Steward, elected at any Annual General Meeting shall be for a period of two years and no Club Member shall be eligible for appointment as a Committee Member/Steward, for more than two terms of two years each. There shall be an interval of at least one year if such a Club Member desires to seek election again as a Committee Member/Steward. These restriction</p>	<p>h) The term of Office of the Committee Member/Steward, elected at any Annual General Meeting shall be for a period of two years and no Club Member shall be eligible for appointment as a Committee Member/Steward, for more than two terms of two years consecutively. There shall be an interval of at least one year if such a Club Member desires to seek election again as a Committee Member/Steward.</p>	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note																						
		do not apply to the existing Committee Member/Steward until such time they retire by rotation shown hereunder:																								
		<table border="0"> <thead> <tr> <th>Year</th> <th>Stewards</th> </tr> </thead> <tbody> <tr> <td>1981</td> <td>Mr. D Kumar Siddanna</td> </tr> <tr> <td>1981</td> <td>Mr. S M Ramakrishana Rao</td> </tr> <tr> <td>1982</td> <td>Mr. D M Shivaswamy</td> </tr> <tr> <td>1982</td> <td>Maj. C. Desraj Urs</td> </tr> <tr> <td>1983</td> <td>Mr. K N Chennabasppa</td> </tr> <tr> <td>1983</td> <td>Mr. A M C Gowda</td> </tr> <tr> <th>Year</th> <th>Committee Member</th> </tr> <tr> <td>1981</td> <td>Mr. B N Puttalingaraju</td> </tr> <tr> <td>1981</td> <td>Mr. M S Krishnappa</td> </tr> <tr> <td>1982</td> <td>Mr. A Krishna</td> </tr> </tbody> </table>	Year	Stewards	1981	Mr. D Kumar Siddanna	1981	Mr. S M Ramakrishana Rao	1982	Mr. D M Shivaswamy	1982	Maj. C. Desraj Urs	1983	Mr. K N Chennabasppa	1983	Mr. A M C Gowda	Year	Committee Member	1981	Mr. B N Puttalingaraju	1981	Mr. M S Krishnappa	1982	Mr. A Krishna	To be deleted	Part of the Article is deleted as it is redundant.
Year	Stewards																									
1981	Mr. D Kumar Siddanna																									
1981	Mr. S M Ramakrishana Rao																									
1982	Mr. D M Shivaswamy																									
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Year	Committee Member																									
1981	Mr. B N Puttalingaraju																									
1981	Mr. M S Krishnappa																									
1982	Mr. A Krishna																									
		i) For purpose of this clause, a person shall be deemed to have completed a term of two years, even if he resigns his office in the middle of such term.	i) No Change.																							
46.	Normal Vacancies (Article 34)	If at the Annual General Meeting when the Stewards and Members of the Committee are to be elected, the places of the retiring Stewards and Committee Members are not filled, in the meeting shall stand adjourned till the same day in the next week at the same time and place or if that	If at the Annual General Meeting when the Stewards and Members of the Committee are to be elected, the vacancy of the retiring Stewards and Committee Members are not filled, the meeting shall stand adjourned till the same day in the next week at the same time and place or if that day is a public	Rephrased to be line with the Companies Act 2013.																						

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		<p>day is a public holiday, till the next succeeding day which is not a public holiday, at the same time and place and if, at adjourned meeting also the vacancies are not filled in and that meeting has not expressly resolved not to fill the vacancies, the retiring Stewards and Committee Members shall be deemed to have been appointed at the adjourned meeting subject to the provisions of Section 256 (4) of the Act.</p>	<p>holiday, till the next succeeding day which is not a public holiday, at the same time and place and if, at the adjourned meeting also the vacancies are not filled in, and in that meeting it is expressly resolved not to fill the vacancies, the retiring Stewards and Committee Members shall be deemed to have been appointed at the adjourned meeting subject to the provisions of Section 152 of the Companies Act 2013.</p>	
47.	Term of Office (Article 35)	<p>(a) At the Annual General Meeting to be held for the financial year ended 31st March, 1982 and thereafter, at every Annual General Meeting, two Committee Members shall retire. In reckoning the persons for such retirement, co-opted Committee Members, if any, shall not be taken into account.</p> <p>(b)</p> <p>(c) The Committee Members to retire shall be those who have been longer in office.</p> <p>(d) The Committee Member nominated by the Government shall vacate his Office in the next Annual General Meeting held after his appointment.</p>	<p>(a) At every Annual General Meeting, two Committee Members shall retire by rotation. In reckoning the persons for such retirement, co-opted Committee Members, if any, shall not be taken into account.</p> <p>No change.</p> <p>No change.</p>	<p>Change is proposed to do away with the provision of "At the Annual General Meeting to be held for the financial year ended 31st March, 1982 and thereafter," which has become redundant.</p>

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
48.	Retiring Members (Article 36)	(Since deleted at the Extra Ordinary General Meeting dated 20th June, 1978).	Deleted at the Extra Ordinary General Meeting dated 20th June, 1978	
49.	Casual Vacancies (Article 37)	If the number of Club Members serving on the Managing Committee whether as Stewards or Committee Members, shall fall below nine, the vacancy or vacancies shall be filled in by the remaining Club Members of the Managing Committee, as additional Committee Members or Stewards as the case may be, within a period of fifteen days there from and such additional appointments shall only be effective until the next Annual General Meeting when the additional Committee Members or Stewards shall demit office.	If the number of Club Members serving on the Managing Committee whether as Stewards or Committee Members, shall fall below ten, the vacancy or vacancies arising shall be filled in by the remaining elected Managing Committee Members by co-opting a Member / Members of the Club having minimum of 5 years of membership, as additional Committee Members or Stewards as the case may be, within a period of fifteen days there from. Such co-option shall only be effective until the next Annual General Meeting when the additional Committee Members or Stewards shall demit office.	To provide for co-opting members in case casual vacancies fall below 10 instead of 9 earlier.
50.	Alternate Member (Article 38)	If any Member of the Committee elected under Article 33, is absent for more than 3 months from the State of Karnataka, the remaining Members of the Committee shall appoint a Club Member to act for him during his absence.	If any Member of the Committee elected under Article 33, is absent for more than 3 months from the State of Karnataka, the remaining Members of the Committee shall appoint a Club Member of not less than five years standing to act for him during his absence.	
51.	Casual Vacancy Amongst Nominated Members (Article	In case of any casual vacancy arising among the number of Stewards or the Committee Member nominated by the Government of Karnataka or when a	No Change.	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
	39)	nominated Steward or Committee Member is absent <u>from the State of Karnataka</u> or incapacitated through illness or otherwise, such vacancies shall be filled in by a fresh nomination by the Government of Karnataka.		
52.	Powers of the Committee (Article 40)	The Committee shall have control of the funds and of all the properties of the Club. They shall also have the entire management of, and control over the Racecourse, Stands and Enclosures and they may make such regulations in respect thereto as they think proper except such as are by these Articles required to be controlled by the Stewards. Without limiting the generality of the foregoing, they shall have power:-	No Change	
		a) to appoint a Secretary and such establishment as they consider necessary for the proper management of the Club	a) No Change	
		b) from time to time at their direction, to appoint Bankers, open Bank Accounts, raise or borrow, or secure the payment of any sum or sums of money for the purpose of the Club.	b) No Change	
		c) to defray all expenses in connection	c) to defray all expenses in connection	Provision for

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		with the Race Meetings in Bangalore or any other centres where Racing is arranged under the Rules of this Club. To defray all expenses on improvements to and maintenance of the Racecourse, Stands, Enclosures, Machinery and Equipment and to provide for such prizes as may be decided upon.	with the Race Meetings in Bangalore or any other centres where Racing is arranged under the Rules of this Club. To defray all expenses on improvements to and maintenance of the Racecourse, Stands, Enclosures, Off Course Betting Centres, Machinery and Equipment and to provide for such prizes as may be decided upon.	defraying expenses on improvements to Off Course Betting Centres.
		d) subject to the provisions of Section 293 (1) (c) of the Companies Act, 1956 to invest and deal with any of the monies of the Club not immediately required for the purposes thereof, upon such securities and in such manner as they think fit, and from time to time to vary or realise such investment.	d) subject to the provisions of Section 180 of Companies Act, 2013 to invest and deal with any of the monies of the Club not immediately required for the purposes thereof, upon such securities and in such manner as they think fit, and from time to time to vary or realise such investment.	To comply with requirement of Companies Act, 2013.
		e) to purchase, take on lease or otherwise acquire for the Club any property rights or privileges and at such price or rent and generally on such terms and conditions as they shall think fit.	e) No Change	
		f) to enter into all such negotiations and contracts, and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Club as they may consider expedient for	f) No Change	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		or in relation to any of the matters aforesaid, or otherwise for the purposes of the Club.		
		g) to refer any claims or demands by or against the Club to arbitration.	g) No Change	
		h) to authorise the Secretary or any other Officer of the Club to institute, conduct, defend, compound or abandon any legal proceedings by and against the Club or its officers, or otherwise concerning the affairs of the Club, to sign all vakalats, pleading petitions and applications and also to compound and allow time for payment of satisfaction of any debts due, and any claims or demands by or against the Club.	h) No Change	
		i) to give monetary assistance/donations (other than charities) in appropriate cases to persons connected with racing or otherwise not exceeding Rs. 5,000/- in each case and in all not exceeding Rs. 50,000/- during any financial year. However the Committee, may at its discretion, transfer funds by way of donation every year in	i) to give monetary assistance/donations (other than charities) in appropriate cases to persons connected with racing or otherwise not exceeding Rs. 20,000/- in each case and in all not exceeding Rs. 200,000/- during any financial year. However the Committee, may at its discretion, transfer funds by way of donation every year in favour of Bangalore Turf Club Charitable Trust	To comply with Companies Act 2013 and to increase the quantum of monetary assistance.

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		<p>favour of Bangalore Turf Club Charitable Trust any amount within the permissible maximum limits laid down under Section 293 (1) (e) of the Companies Act, 1956 and with due regard to the permissible deductions under Sec. 80G of the Income-Tax Act, 1961 and with the prior approval of the General Meeting any monetary assistance/donations in excess of such limits.</p>	<p>any amount within the permissible maximum limits laid down under Section 180 of Companies Act, 2013 and with due regard to the permissible deductions under Sec. 80G of the Income-Tax Act, 1961 and with the prior approval of the General Meeting any monetary assistance/donations in excess of such limits.</p>	
		<p>j) to appoint one or more persons as Patrons and Vice Patrons of the Club.</p>	<p>j) No Change</p>	
		<p>k) to elect Club and Stand Members in accordance with the procedure laid in Article 5.</p>	<p>k) No Change</p>	
		<p>l) to elect two Club Members annually to represent the Club on the Board of the South India Turf Club under Article 22 of Articles of Association of the S.I.T.C. and nominate Members of the Club to represent the Club on any Turf Authority or Body in India.</p>	<p>l) To be deleted</p>	<p>requirement has become redundant.</p>
		<p>m) to frame rules and regulations for</p>	<p>m) No Change</p>	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		the conduct of racing, to alter, amend or suspend such Rules or Regulations and generally to decide all matters which they are empowered to decide under the Rules of Racing.		
		n) to draft or sanction any Prospectus for racing under such Rules and Regulations and incur all expenditure or make such commitments in respect thereof as they may deem fit and to alter or amend such Prospectus.	n) No Change	
		o) to delegate any power or authority to Sub-Committee, Stewards of the Club, Officials of the Club or any other person or persons as they deem fit.	o) to delegate any power or authority to Stewards of the Club, Officials of the Club or any other person or persons as they deem fit. to constitute such sub-committees as deemed necessary to assist it in running of the club. The Sub Committees shall be recommendatory in nature to the Managing Committee.	To bring more clarity. To empower the Managing Committee to constitute sub-committees as it deems fit and to define its roles and responsibilities.
		p) to extend the privilege of using the Club House, Club Stands and Enclosures and other amenities and courtesies of the Club to persons as may be determined by the	p) No Change	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		Committee.		
		q) to extend such courtesies and facilities as are found necessary to the Members of the Committee and to incur the necessary expenses thereof.	q) No Change	
		r) to start and acquire Stud Farm or Farms anywhere and to formulate any scheme to promote breeding of horses and to encourage and subsidise any equestrian organization anywhere.	r) No Change	
		s) NIL.	s) To notify guidelines in the beginning of each financial year to be adhered to by candidates in the matter of election of Club/Stand Members, Stewards and Managing Committee members, including the manner of canvassing for these posts and to take such action, as may be found necessary, in respect of non-compliance of regulations notified by the Club from time to time.	Article introduced to ensure decorum in election of Club / Stand Members and Managing Committee Members/ Stewards.
		t) to purchase or take on lease Race Horses for the Club and/or to advance monies to Club Members, Stand Members and approved Owners, to enable them to	t) No change	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		purchase or take on lease Race Horses at auction sales to be conducted by any recognised Turf Club, on such terms as may be determined by the Committee from time to time provided that:-		
		a) the total amount which may be so advanced by the Club in any Financial Year shall not exceed Rs. 50 lakhs, and	a) the total amount which may be so advanced by the Club in any Financial Year shall not exceed Rs. 2 Crore, and	The proposed advance amount is due to the increase in cost of blood stock.
		b) the amount which may be advanced by the Club shall not exceed: i) Rs. 75,000 in the case of Club/Stand Members for outright purchase, ii) Rs. 50,000 in case of Approved Owners for outright purchase, iii) Rs. 50,000 for Club/Stand Members and Rs. 30,000 for approved Owners, for taking on lease. iv) Rs. 1,50,000 per horse if there are two or more Club/Stand Members/Approved Owners jointly acquiring a horse.	b) the amount which may be advanced by the Club shall not exceed: i) Rs. 300,000 in the case of Club/Stand Members for outright purchase, ii) Rs. 200,000 in case of Approved Owners for outright purchase, iii) Rs. 200,000 for Club/Stand Members and Rs. 120,000 for approved Owners, for taking on lease. iv) Rs. 6,00,000 per horse if there are two or more Club/Stand Members/Approved Owners jointly acquiring a horse.	To increase in the amount is due to increase in cost of purchase of horses when compared to the last amendments made in 1981.
		The Committee may, however, waive the individual limits for each	No Change.	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		category, subject to overall utilisation not exceeding the aggregate amount of loans as specified in (i) (ii) (iii) and (iv) above.		
		c) Any persons otherwise eligible for an advance but currently in default for the payment of one or more instalments shall not be entitled to any advance under the provisions hereof until all monies on whatsoever instalments due by him are paid in full on or before the date of sanction of advance.	No Change	
53.	First Members of the Committee (Article 41)	The first Members of the Committee shall be:- 1. Mr. K.N.Guruswamy 2. Mr. N.S.Bharat 3. Mr. T.B.Hanumantha Raj 4. Mr. Jeenabhai Davidoss 5. Mr. M.H.Raju 6. Mr. A.Raoof Sait 7. Mr. T.V.Reddi 8. Mr. R.Subbanna 9. Mr. L.S.Venkaji Rao	The first Members of the Committee of the Bangalore Turf Club Limited shall be:- 1. Mr. K.N.Guruswamy 2. Mr. N.S.Bharat 3. Mr. T.B.Hanumantha Raj 4. Mr. Jeenabhai Davidoss 5. Mr. M.H.Raju 6. Mr. A.Raoof Sait 7. Mr. T.V.Reddi 8. Mr. R.Subbanna 9. Mr. L.S.Venkaji Rao	
54.	Books of Accounts (Article 42)	The Committee shall keep a proper account of the income and disbursements	No Change	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		of the Club from all sources, a minute book of their proceedings, a record of all deferred and disputed cases which they decide and such other books as may be necessary to show the position of the Club with reference to its property and number of its Members.		
55.	Funds (Article 43)	The funds of the Club shall be deposited in a Bank to be appointed by the Committee. All cheques and other negotiable instruments shall be drawn, signed and endorsed by the Secretary or some other persons who shall be notified to the Bank by the Committee as being empowered so to do for the time being.	<p>The funds of the Club shall be deposited in a Scheduled Bank/s (other than co-operative societies) to be selected by the Managing Committee.</p> <p>All bank instruments, cheques and other negotiable instruments shall be drawn, signed and endorsed by the Secretary and a Senior Official of the Finance Department and a Managing Committee Member who shall be notified to the Bank by the Committee as being empowered so to do for the time being.</p>	Change is proposed to have clarity on where the funds of the Club will be deposited.
56.	Inspection of Books (Article 44)	The committee shall from time to time determine whether and to what extent and at what time and place and under what condition and regulations the accounts and books of the Club or any of them shall be open to inspection of Members (not being Members of the Committee), and no Member (not being a Member of the Committee) shall have any	No Change.	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		right of inspecting any account or book or document of the Club except as conferred by law or authorised by the Committee or by the Club in general meeting.		
57.	Balance Sheet and Report (Article 45)	A Balance Sheet shall be submitted to the Annual General Meeting of the Club together with a Statement made up to the 31 st day of March immediately preceding or such other day as the Club in General Meeting shall from time to time determine, of the income and expenditure of the Club since the last preceding statement and a report of the state and progress of the Club and the Auditor's Report. The Balance Sheet and the report shall be signed by at least two members of the committee and the Secretary or in such other manner not inconsistent with the requirements of Section 215 of the Companies Act, 1956, as the Club in general meeting shall from time to time, direct, and copies thereof with a copy of Auditor's report shall be sent 21 days previously to the Annual General Meeting to each Club Member.	A Balance Sheet shall be submitted to the Annual General Meeting of the Club together with a Statement made up to the 31 st day of March immediately preceding or such other day as the Club in General Meeting shall from time to time determine, of the income and expenditure of the Club since the last preceding statement and a report of the state and progress of the Club and the Auditor's Report. The Balance Sheet and the report shall be signed by at least two members of the committee and the Secretary or in such other manner not inconsistent with the requirements of Section 134 of the Companies Act, 2013, as the Club in general meeting shall from time to time, direct, and copies thereof with a copy of Auditor's report shall be sent 21 days prior to the Annual General Meeting to each Club Member.	Rephrased to comply with Companies Act, 2013
58.	Appointment of Stewards (Article 46)	There shall be 9 stewards for the club, 6 of whom shall be elected from among the club members at the Annual General Meeting as provided by these presence.	There shall be 9 stewards for the club, 6 of whom shall be elected from among the club members having minimum of 5 years of membership at the Annual General Meeting	Article introduced to ensure experienced persons contest for election to the Managing Committee as Stewards, and

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		The remaining 3 stewards shall be nominated by the Government of Karnataka. In addition, the Committee may appoint one representative from each race club racing under the Rules of Racing of this club as a steward of the club for such period and on such terms as they deem fit.	as provided by these presents. The remaining 3 stewards shall be the Additional Chief Secretary, Finance Department, Additional Chief Secretary, Home Department, and The Commissioner of Police, Bangalore City. In addition, the Committee may appoint one representative from each Race Club racing under the Rules of Racing of this club as a steward of the club for such period and on such terms as they deem fit.	to specify the Government Nominees.
59.	Election of Stewards (Article 47)	In the case of election of Stewards the procedure and restrictions in sub-Articles (a) to (h) of article 33 for election of Members of the Committee shall be followed.	No Change.	
60.	Term of office (Article 48)	a) At the Annual General Meeting to be held for the financial year ended 31st March, 1982, two Stewards shall retire, in reckoning the persons for such retirement, co-opted Stewards shall not be taken into account, if any. On and from the Annual General Meeting to be held for the Financial Year ending 31st March, 1983 three Stewards shall retire by rotation.	a) At every Annual General Meeting to be held for the each financial year ended 31st March, three Stewards shall retire by rotation. In reckoning the persons for such retirement, co-opted Stewards shall not be taken into account, if any.	Rephrased to remove the redundant portion.

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		b) The Stewards to retire shall be those who have been longer in office. Between two Stewards who may be elected at the annual general Meeting to be held for the year 1980-81, the Steward to retire at the Annual General Meeting to be held for the year 1982-83 shall be determined by lot, the other Steward shall retire at the succeeding year and to this extent, Article 33(h) will not be operative.	b) The Stewards to retire shall be those who have been longer in office.	
		c) The Stewards nominated by the Government shall vacate their office at the next Annual General Meeting held after their appointment.	c) No Change	
61.	Vacancy in the office of Steward (Article 49)	(Deleted as per Resolution passed in Extraordinary General Meeting dated 20th June 1978).	To be deleted.	This Article is already deleted as per resolution passed in the EGM of 20th June 1978.
62.	Temporary Vacancy (Article 50)	If any one of the Stewards elected under Article 46, is absent for more than 3 months from the State of Karnataka, the remaining Members of the Committee shall appoint a Club Member to act for him during the absence.	If any one of the Stewards elected under Article 46, is absent for more than 3 months from the State of Karnataka, the remaining Members of the Committee shall appoint a Club Member of not less than five years standing to act for him during his absence.	
		POWERS OF THE STEWARDS		
63.	Powers of Stewards	The Stewards shall be in charge and	No Change	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
	(Article 51)	<p>control of racing and the enforcement of the Rules of Racing and the decisions arrived at by a majority of the Stewards in matters connected with racing shall be final.</p> <p>Without limiting the generality of the foregoing they shall have power:-</p> <ul style="list-style-type: none"> a) to arrange for holding of such Race Meetings as may be determined by them; b) to take such action as they may consider necessary to ensure that Race Meetings be properly and regularly conducted and to frame regulations relating to the same; c) to decide any matter which they are empowered to decide under the Rules of Racing; d) to warn any person off the race-course, or any of the premises or enclosures over which the club has jurisdiction or control; e) to take any legal measures necessary to enforce their order; 		

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		<p>f) to discharge the duties and exercise the powers of the Steward of the Club;</p> <p>g) to regulate all matters connected with betting, including the appointment of Bookmakers, the settlement of betting disputes, the establishment and the regulation of totalizators and sweepstakes and to decide all questions connected therewith.</p>		
64.	First Stewards (Article 52)	<p>The first Stewards of the Club shall be:-</p> <ol style="list-style-type: none"> 1. Mr. K.N. Guruswamy 2. Mr. Jeenabhai Davidoss 3. Mr. M.H. Raju 4. Mr. A. Raoof Sait 5. Mr. R. Subbanna 6. Mr. L.S. Venkaji Rao 	<p>The first Stewards of the Bangalore Turf Club Limited shall be:-</p> <ol style="list-style-type: none"> 1. Mr. K.N. Guruswamy 2. Mr. Jeenabhai Davidoss 3. Mr. M.H. Raju 4. Mr. A. Raoof Sait 5. Mr. R. Subbanna 6. Mr. L.S. Venkaji Rao 7. 	
		AUDIT		
65.	Audit (Article 53)	<p>The first Auditor or Auditors of the Club shall be appointed by the Committee within one month of the date of registration of the Club and the Auditor or the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting. The Club shall at each Annual General Meeting appoint an Auditor or Auditors to hold office from the conclusion of that meeting until the</p>	<p>The Club shall at each Annual General Meeting appoint an Auditor or Auditors to hold office from the conclusion of that meeting until the conclusion of the next Annual General Meeting.</p>	<p>Rephrased to remove the redundant portion.</p>

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		conclusion of the next Annual General Meeting.		
66.	Secretary (Article 54)	The Committee shall appoint a Secretary whose duties and functions shall be:	The Committee shall appoint a Secretary whose duties and functions shall be governed under Section 205 of the Companies Act read with rules thereunder and also:	To specify the duties and function of Company secretary to be in line with Companies Act, 2013
		a. To keep proper accounts of the Income and disbursement of the Club from all sources;	a. No change.	
		b. To keep minutes books of the proceedings of all meetings of the Club in general meeting and of all meetings of the Stewards, the Managing Committee and the Sub-committees and a record of all the cases referred to the stewards or to the committee for their decision;	b. No Change.	
		c. To maintain a register of all Club and Stand Members and <u>books</u> for candidates for election as Club and Stand Members;	c. No Change.	
		d. To keep such of the books as may be necessary to show the position of the Club with reference to its property and as the Committee may from	d. No Change	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		<p>time to time direct and;</p> <p>e. To take charge of the Race Course, Club Stands and Enclosures, subject to the orders of the Committee and to carry out all such orders that may be given by them.</p>	<p>e. No Change</p>	
67.	Seal (Article 55)	<p>The Club shall have a Common Seal which shall be affixed to all documents required by law to be sealed in the presence of at least one elected Member of the Committee who shall sign every document to which the seal is affixed and every such instrument shall be countersigned by the secretary or some other officer or persons empowered in that behalf by the committee. The Committee shall have power from time to time to destroy the seal and to substitute a new seal in lieu thereof.</p>	No Change	
68.	Notice (Article 56)	<p>a) A notice may be given by the Club to any Member either personally or by sending it by post to him to registered address or (if he has no registered address in India) to the address, if any, within India supplied by him to the Club for the giving of notices to him.</p> <p>b) Where a notice is sent by post, service of the notice shall be deemed to have been effected at the time at which the</p>	<p>a) A notice may be given by the Club to any Member either personally or by sending it by post/email to his registered address or (if he has no registered address in India) to the address, if any, within India furnished by him to the Club.</p> <p>b) Where a notice is sent by post, service of the notice shall be deemed to have been effected at the time at</p>	To introduce the concept of sending notices by e-mail.

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		letter would be delivered in the ordinary course of post, by properly addressing prepaying and posting the letter containing the notice.	which the letter would be delivered by RPAD. c) Where a notice is sent by email, service of the notice shall be deemed to have been effected at the time at which the email was transmitted.	
69.	Advertisement in the Press (Article 57)	If a Member has no registered address in India and has not supplied to the club an address within India for the giving of notice to him, a notice addressed to him and advertised in newspaper circulating in the neighbourhood of the Registered office of the Club shall be deemed to be duly given to him on the day on which the advertisement appears.	If a Member has no registered address in India and has not supplied to the club an address within India for the giving of notice to him, a notice addressed to him and advertised in a newspaper circulating in the city of the Registered office of the Club shall be deemed to be duly given to him on the day on which the advertisement appears.	“neighbourhood” replaced with “city
70.	Person entitled to Notice and Documents (Article 58)	Notice of every General Meeting shall be given in the same manner hereinbefore authorised to every club member except those members who (having no registered addresses within India) have not supplied to the Club an address within India for giving of notices to them.	Documents or notices of every General Meeting shall be served or given in same manner hereinbefore authorised on or to (a) Every Club Member except those members who (having no registered addresses within India) and have not supplied to the Club an address within India for giving of notices to them and (b) the Auditor/s for the time being of the Company.	Article amended as pursuant to the provisions of Companies Act, 2013, the Notice of General Meeting is mandatorily required to be sent to Auditors.
71.	Indemnity (Article 59)	Every Member of the Club and every officer for the time being of the Club shall be indemnified out of the funds of the club	No Change.	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
		<p>against all losses and expenses incurred in the discharge of his duties, except such as shall happen through his own wilful act or default, and each one shall be chargeable only for so much money or property he shall himself actually receive for or in the discharge of the business of the Club, and each one shall be answerable only for his own acts, neglects or defaults and not for those of any other person, nor for the insufficiency of any security for money invested or of title to any estate or property acquired, nor for any loss or damage which may happen in the discharge of his duties, unless the same shall happen through his own wilful neglect or default.</p>		
72.	Article 60	No Article of Association shall be amended, substituted or omitted without the prior approval of the Government of Karnataka.	No change.	
73.	New Article 53 (with remainder of the Articles being appropriately re-numbered)	Nil	(a) There shall be a Board of Appeal (hereinafter referred to as "the Board") to hear appeals from any person aggrieved by any decisions/orders of the Stewards of the Club. The Board shall consist of a maximum of seven persons of whom: (i). Three persons who shall be	This Article has been introduced so that the legal status of the Board of Appeal emanates from the General Body and the Article has been introduced to regulate the formation/ functioning of the Board.

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
			<p>elected at every Annual General Body Meeting who have served as Stewards for a minimum period of two years in any Turf Authority of India and are not race horse owners as defined in the Articles, (ii). Two persons shall be the ex-officio Stewards nominated by the Government of Karnataka viz Additional Chief Secretary, Finance Department, and Additional Chief Secretary, Home Department, who shall not serve as Stewards of the race meet.</p> <p>(iii) Two persons may be co-opted by the Board who have served as senior officials for a minimum period of 10 years in any Turf Authority of India. All members shall vacate office at the next Annual General Body meeting.</p> <p>(b) The Chairman of the Board of Appeal shall be an elected Member. A past chairman, if elected, shall be the Chairman of the Board. Otherwise, the elected member who has served the maximum period as a Steward shall be the Chairman of the Board.</p> <p>(c) No elected person shall serve on the Board for more than two consecutive years. They will be eligible to serve</p>	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
			<p>again after an interval of one year.</p> <p>(d) If for any reason the office of any Member of the Board is vacated before his term of office expires in the normal course, the resulting casual vacancy may be filled by the Board at a meeting from amongst eligible Persons,</p> <p>(e) So far as it may concern, any enquiry which may be pending before the Board prior to the retirement of its members as aforesaid and which may not have been finally disposed off by them prior thereto, they shall be entitled and competent to continue to proceed with the hearing and disposal thereof and to give their decision thereon even after the date of their retirement as aforesaid and their decision in respect of such enquiry shall be valid, effective and operative as if they had continued to hold office as Members of the Board.</p> <p>(f) No Managing Committee Member is eligible to become a Member of Board.</p> <p>(g) If the Chairman of the Board shall before his term of office expires, or resigns as a Member of the Board, or for any reason ceases or becomes disqualified to act as a Member, the</p>	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
			<p>remaining Members shall elect from among themselves a Chairman who shall hold office as Chairman from the date of his election until the next ensuing Annual General Meeting of the Club. If at any Meeting of the Board, the Chairman is not present within 15 minutes of the time appointed for holding the same, the Members present shall choose any one of themselves to be Chairman of such Meeting.</p> <p>(h) Election to the Board of Appeal:</p> <p>(i) Provisions, procedures enumerated in these Articles for election of Managing Committee Members/Stewards shall mutatis mutandis apply.</p> <p>(ii).If the number of eligible persons who have pursuant to the provisions of these Articles offered themselves or been duly proposed for election as Member of the Board is three or less, they shall be declared duly elected at the Annual General Meeting of the Club.</p> <p>(iii) In the event of the number of candidates elected is less than three, the candidates elected to the Board shall co-opt any eligible person to function as Member/s of the Board so as to constitute the Board to</p>	

Sl. No	Article/Articles	As per Existing MOA and AOA	Proposed Additions / Deletion / Amendments	Explanatory Note
			<p>the full strength as provided in the Articles, or</p> <p>In the event of no nomination being received from any eligible person for election to the Board and no retiring Member of the Board desiring to stand for re-election to the Board at the Annual General Meeting, the Managing Committee shall have power to nominate any eligible person to function as Member of the Board to constitute the Board to the full strength.</p> <p>i) An elected Member of the Board may, notwithstanding his term of appointment, be removed at any time as a Member of the Board before his term to office expires upon adoption and passing of an ordinary resolution moved at a General Body Meeting of the Club for removal of such Member from the Board.</p>	

NAMES, ADDRESSES AND DESCRIPTION AND OCCUPATION OF SUBSCRIBERS TO REPEAT.