



## **GARWARE CLUB HOUSE**

(A Company Incorporated u/s 25 of Companies Act, 1956)

CIN No. : U92100MH1993NPL071488

### **NOTICE**

**Notice is hereby given that the Twenty Eight Annual General Meeting of the Members of Garware Club House will be held on Tuesday, 30th November, 2021 at 12:30 noon through Video Conferencing (VC) or Other Audio Visual Means (OAVM), to transact the following business :-**

**1. Special Business**

To confirm the Minutes of Twenty Seventh Annual General Meeting held on 26th December, 2020 (Minutes enclosed) and pass the following Resolution :-

“RESOLVED THAT the Minutes of the Twenty Seventh Annual General Meeting held on 26th December, 2020 are read and confirmed”.

**2. Ordinary Business**

To consider passing the following Resolution as an Ordinary Resolution:-

“RESOLVED THAT the Audited Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss Account and Cash Flow for the year ended on that date, Notes forming part thereof together with the Managing Committee Report and the Auditors' Report thereon, as circulated to the Members be and the same are hereby approved and adopted” .

**3. Ordinary Business**

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

“RESOLVED THAT pursuant to the provisions of Sections 139 and 142 of the Companies Act 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the Board be and is hereby accorded to recommend to the Members of the Club House to appoint M/s. D. V. Vora and Company as Statutory Auditors of the Company for a period of five years starting from Financial Year 2021-2022 and that they shall hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of 33rd Annual General Meeting of the Company to be held after this Annual General Meeting i.e., for the Financial Year 2025-2026 on such remuneration as may be mutually agreed upon by the Managing Committee of the Club House”.

**4. Special Business**

To consider any Motion, duly proposed and seconded by two Members of the Club and Notice, whereof is given in writing to the Administration Executive by such Proposer, atleast seven days before the date of the meeting provided the aforesaid Proposer and Seconder/s all of them are present at the time of placing the motion for consideration in the meeting.

**5. Special Business**

To transact any other business of a formal or unimportant nature as may be allowed by the Chairman.

For and on behalf of the Managing Committee

Regd. Office:

Wankhede Stadium,  
'D' Road, Churchgate,  
Mumbai - 400 020.

Date : 01/11/2021

Sd/-  
**(RAJ K. PUROHIT)**  
Vice-President  
DIN : 01408589



### NOTES

1. In view of the outbreak of the COVID-19 Pandemic social distancing norm to be followed and the continuing restriction of movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020 and 13<sup>th</sup> January, 2021 respectively, issued by the Ministry of Corporate Affairs (MCA Circulars), the 28<sup>th</sup> AGM of the Company is being conducted through VC/OVAM facility which does not require physical presence of Members at a common venue.
2. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020 and 13<sup>th</sup> January, 2021, the Club House is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Club has entered into agreement with M/s. KFin Technologies Private Limited (KFin) for facilitating voting through electronic means, as the Authorised e-voting agency. The facility of casting votes by a Member using remote e-voting as well as the remote e-voting system on the date of the AGM will be provided by M/s. KFin Technologies Private Limited (KFin).
4. The business set out in the Notice will be transacted through electronic voting system and the Club is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under the head "PROCEDURE AND INSTRUCTIONS FOR E-VOTING" herein below. The details about User ID and Password relating to e-voting and Link for VC/OAVM, will be sent to all the Members through email by M/s. KFin Technologies Private Limited (KFin).
5. E-voting is optional and those who have not exercised remote e-voting option can cast their votes at the e-voting to be conducted during the AGM through VC/OAVM on 30/11/2021, as per instructions provided in Notice of AGM.
6. Members shall not be entitled to e-voting and virtually attend the 28th Annual General Meeting, unless all the dues from them as on 31/05/2020, are fully paid by them, irrespective of whether or not the same have been demanded from them.
7. The payment of all dues from the Member **will not be accepted** by Cheque from 20th November, 2021 onwards till conclusion of AGM. Thereafter, any Member desirous to make payment of the dues has to pay either by Cash/Bankers Cheque/Demand Draft/Pay Order/Online Payment as under :-
  - a. On payment of all dues in Cash/Bankers Cheque/Demand Draft/Pay Order/Online Payment on or before 25th November by 5.00 pm., the Members shall be eligible for e-voting on 27th, 28th & 29th November, 2021 and e-voting on the day of AGM on 30th November, 2021.
  - b. Payments received from Members after 5.00 pm on 25th November, 2021 shall not be eligible for e-voting on 27th, 28th & 29th November, 2021 and also for e-voting and attending 28th AGM through VCM/OAVM on 30th November, 2021.
  - c. It may be noted that any payment made by the Member against their dues under protest will not be treated as a valid payment and the Member will not be entitled to attend the Meeting or to vote.
8. Details of Online Payment :-

Members have been provided the facility of paying their outstanding dues through Online, the details of which are mentioned on Page No. 24 of this Report.



9. a. Members who would like to express their views/ask questions during the meeting may register themselves as a Speaker by sending their request in writing or through Email from their registered Email Id., addressed to Administration Executive of the Club House (info@garwareclub.co.in), 7 clear days before the date of the AGM, mentioning their Name, Membership Number, Email Id and Mobile Number.
- b. The Members who do not wish to speak during the AGM but desiring to seek information on the Reports and on the Accounts may send their queries addressed to Administration Executive of the Club House (info@garwareclub.co.in) either in writing or through E-Mail from their registered E-Mail Id with the Club House, 7 clear days before the date of the AGM, mentioning their Name, Membership Number, Email Id and Mobile Number. These queries will be replied by the Club suitably by email.
10. Those Members who have registered themselves as a Speaker will only be allowed to express their views/ask questions during the meeting.
11. Explanatory Statement under Section 102 of the Companies Act, 2013 in respect of Special Business under Item Nos. 1, 4 & 5 mentioned in the Notice dated 1/11/2021 is annexed herewith.
12. In case the Annual General Meeting/e-voting scheduled to be held on 30th November, 2021 cannot be held for any reason like force majeure, natural calamity, heavy rains, Mumbai Bandh and/or any other similar reason, the said Annual General Meeting/e-voting shall be adjourned to the same day, time and place in the subsequent week. The decision to adjourn the Annual General Meeting/e-voting as stated above shall be taken by the President or in his absence by the Vice-President or in his absence by the Hon. Treasurer and such decision shall be binding on all the Members. In case the Annual General Meeting/e-voting is adjourned as stated above, status-quo in respect of the Management shall be maintained.

13 Green Initiative :

Members who have registered their email address, will be sent Electronic Copy of the Annual Report 2020-2021, Notice of the 28th Annual General Meeting of the Club House indicating the process and manner of VC/OAVM and e-voting.

Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report will also be available on Garware Club House website : [www.garwareclub.co.in](http://www.garwareclub.co.in) The physical copy of the aforesaid documents will also be available, free of cost, at the Administrative Office of the Club House between 10.30 a.m. to 2.00 p.m. and 2.30 p.m. to 6.30 p.m. on working days and on Saturday between 10.00 a.m. and 2.00 p.m. upon making request for the same.

For and on behalf of the Managing Committee

Sd/-  
**(RAJ K. PUROHIT)**  
Vice-President  
DIN : 01408589

Regd. Office:

Wankhede Stadium,  
'D' Road, Churchgate,  
Mumbai - 400 020.

Date : 01/11/2021

**GARWARE CLUB HOUSE**

CIN No. : U92100MH1993NPL071488

Annexure to Note No.11

**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF  
THE COMPANIES ACT, 2013**

As required under Section 102 of the Companies Act, 2013, following Explanatory Statement sets out all material facts concerning Item Nos.1, 4 & 5 of the accompanying Notice dated 01/11/2021 of the Twenty Eighth Annual General Meeting of the Club House and forming part of the Notice :

**ITEM NO. 1:**

Clause (a) of Article 41 of the Articles of Association of the Club House provides for Confirmation of Minutes of the last Annual General Meeting during the year, which is accordingly enclosed.

**ITEM NO. 4:**

Clause (f) of Article 41 of the Articles of Association of the Club House, provides to the effect that consideration of any Motion, duly proposed and seconded by two Members of the Club and Notice, whereof is given in writing to the Administration Executive by such Proposer atleast seven days before the date of Meeting provided the aforesaid Proposer and Secunder/s all of them are present at the time of placing the motion for consideration in the meeting will form part of the Ordinary Business of the meeting. Although in the Articles Of Association, the said business is described as an Ordinary Business, under Section 102 of the Companies Act, 2013, it falls within the category of Special Business. Any Member or Members who are, therefore, desirous of proposing any Resolution may do so by adopting the aforesaid procedure. Presently, none of the Members of the Managing Committee of the Club House is interested in the said item on the Agenda. A member of the Managing Committee may be interested in the Resolution that may be proposed by any Member following the said procedure under Article 41 (f) of the Articles Of Association of the Club House if he is otherwise directly or indirectly concerned or interested in the passing of any such Resolution which may be proposed affecting him or his rights as Member of the Club House or Member of the Managing Committee of the Club House.

**ITEM NO. 5:**

Clause (g) of Article 41 of Articles of Association of the Club House provides to transact any other business of a formal or unimportant nature, as may be allowed by the Chairman.

For and on behalf of the Managing Committee

Regd. Office:

Wankhede Stadium,  
'D' Road, Churchgate,  
Mumbai - 400 020.

Date : 01/11/2021

Sd/-

**(RAJ K. PUROHIT)**

Vice-President  
DIN : 01408589



## **GARWARE CLUB HOUSE**

CIN No. : U92100MH1993NPL071488

### **INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER :**

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the KFin e-voting system. Members may access the same at <https://emeetings.kfintech.com> under Member's login by using the remote e-voting credentials. The link for VC/OAVM will be available in member's login where the Electronic Voting Sequence Number (EVSN) of Garware Club House will be displayed.
2. Members are encouraged to join the Meeting through Laptops/IPads/Smart Phones with Google Chrome / Firefox for a better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective networks. It is, therefore, recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5.
  - a. Members who would like to express their views/ask questions during the meeting may register themselves as a Speaker by sending their request in writing or through Email from their registered Email Id., addressed to Administration Executive of the Club House ([info@garwareclub.co.in](mailto:info@garwareclub.co.in)), seven clear days before the date of the AGM mentioning their Name, Membership Number, Email Id and Mobile Number.
  - b. The Members who do not wish to speak during the AGM but desiring to seek information on the Reports and on the Accounts may send their queries addressed to Administration Executive of the Club House ([info@garwareclub.co.in](mailto:info@garwareclub.co.in)) either in writing or through Email from their registered Email Id with the Club House, seven clear days before the date of the AGM mentioning their Name, Membership Number, Email Id and Mobile Number. These queries will be replied by the Club suitably by email.
6. Those Members who have registered themselves as a Speaker will only be allowed to express their views/ask questions during the Meeting.

### **PROCEDURE AND INSTRUCTION FOR E-VOTING**

1. Pursuant to the provisions of Section 108 and other applicable provision, if any, of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, as amended, the Club House is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means, through e-voting services provided by M/s. Kfin Technologies Private Limited (Kfin) in respect of Agenda Item Nos. 1, 2 and 3 set forth in the Notice dated 1st November, 2021. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting') in respect of the resolutions proposed in the accompanying Notice.
2. The Remote e-voting and e-voting facility on the day of the AGM will be available during the following period :-  
Commencement of Remote e-voting : From 9.00 a.m. on 27th November, 2021  
End of Remote e-voting : Upto 5.00 p.m. on 29th November, 2021  
Remote e-voting on the day of the AGM : From 11.00 a.m. onwards on 30/11/2021 till the announcement of closing of e-voting is made by the Chairman in AGM.



3. The process and manner for e-voting by Electronic Means is as follows :
- A. Please refer to the following guidelines for the purpose of casting your vote through Remote E-voting :-
- Launch Internet Browser during voting period by typing the URL :<https://evoting.kfintech.com>
  - Enter the Login Credentials (i.e., User Id and Password). User ID will be a combination of the e-voting Event Number followed by Alphanumeric Membership Number (without the hyphen '-' ) (Event Number + Membership Number). For example if the Event Id No. is "1234" and your Membership Number is Y00078 or Y05678 or Y15678 , then your User Id No. will be "1234Y00078" or "1234Y05678" or "1234Y15678". User Id and Password will be provided by M/s. KFin Technologies Private Limited (Kfin) separately to each Member, on their Registered E-mail Id
  - After entering the details of User Id and Password, enter the Captcha and Click on "LOGIN" .
  - On successful Login, the system will prompt you to select the e-voting event.
  - Select the EVENT of Garware Club House and click on "SUBMIT" .
  - Now you are ready for e-voting as "Cast Vote" page opens.
  - Kindly tick mark (✓) against the appropriate Box For  or Against,  which will select 'For' or 'Against' beside each Item.
  - Once you have voted for each item, please click on "SUBMIT". In case you do not cast your vote by not tick marking against any or few of the boxes, and submit/register your vote, the same will be considered as you are abstaining from voting for such Items where there is no Tick Mark.
  - A Confirmation Box will be displayed. Click "OK" to confirm else, "CANCEL" to modify. Once you confirm you will not be allowed to modify your vote. During the voting period, Club Members can login any number of times till they have voted on the Resolution (s) .
- B. Once the vote on a Resolution (s) is cast by a Member, the Member shall not be allowed to change it subsequently.
- C. Members to note that once the Home Page of e-voting is open, they should Vote on all the Resolutions and not partly (for e-Voting commencing from 9.00 a.m. on 27th November, 2021 and ends on 29th November, 2021 at 5.00 p.m. and on the day of the AGM i.e., 30th November, 2021 from 11.00 a.m. onwards till the announcement of closing of e-voting is made by the Chairman in the AGM. In case they have casted their Vote for Agenda Item No.1 and thereafter, would like to cast their Vote for Agenda Item No.2, the site/page will not open.
- D. Members who have already cast their vote by Remote e-voting on the Resolution(s) may also attend the Annual General Meeting through VC/OAVM, but shall not be entitled to cast their vote again on any Resolution on the day of the AGM.
- E. Member shall not be entitled to vote by Remote e-voting and attend the AGM through VC/OVAM, if the dues as on 31/5/2020 is not paid by 5.00 p.m., on 25th November, 2021 as specified in the Notes No.7 (a), (b) and (c), on Page No. 3 of this Report, despite Password and Procedure for Remote e-voting being sent to such member.



4. In compliance with provision of Section 108 and any other applicable provisions of the Companies Act, 2013, if any, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, Members whose votes will be casted through Remote e-voting will be kept secret and will not be made available to the Chairman, Scrutinizer or any other person till all the votes are casted in the e-voting to be held on the day of the AGM i.e., 30th November, 2021.
5. Your Company has appointed Mr. Rajnikant N. Shah, Proprietor of M/s. R. N. Shah & Associates, Practicing Company Secretary (FCS 1629) as the Scrutinizer to scrutinize the Electronic Voting process at the AGM in a fair and transparent manner in respect of Agenda Item Nos. 1, 2 and 3 of the 28th AGM.
6. The Scrutinizer, after the conclusion of e-voting at the General Meeting, will first count the votes cast on the day of the AGM and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in Favour or Against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of the voting forthwith.
7. The Scrutinizer will maintain a Register either manually or electronically to record the assent or dissent received, mentioning the particulars of Name, Address, Membership Number of the Members.
8. The Register and all other papers relating to e-voting by electronic means will remain in the safe custody of the Scrutinizer until the Chairman considers, approves and sign the Minutes and thereafter, the Scrutinizer will hand over the Register and other related papers to the Company.
9. The results declared alongwith the Report of the Scrutinizer will be placed on the Website of the Company immediately after the result is declared by the Chairman.
10. The Company will cause a Public Notice by way of an advertisement to be published, immediately on completion of dispatch of Notices for the Meeting but atleast ten days before the date of General Meeting, atleast once in a vernacular newspaper in the principal vernacular language of the district in which the Registered Office of the Company is situated, having a wide circulation in that district, and atleast once in English language in an English newspaper having country wide circulation and such advertisement will contain the matter as prescribed under Rule 20 of the Companies (Management and Administration) Rules, 2014.
11. In case of any query pertaining to e-voting, please visit Help and FAQ's section available at M/s KFin Technologies Private Limited (Kfin) website : <https://evoting.kfintech.com>. For any other query, the Member may contact the Office of the Club on (022) 22812723/22854444.

All grievances connected with the e-voting facility may be addressed to Mr. D. S. Nagaraja, Manager, M/s. Kfin Technologies Pvt. Limited, Selenium Tower B, Plot Nos. 31 & 32 / Financial District Nanakramguda / Serilingampally Mandal / Hyderabad – 500032 or send an e-mail to [v-nagaraja.ds@kfintech.com](mailto:v-nagaraja.ds@kfintech.com) or call on Toll Free No. 1800 309 4001.

For and on behalf of the Managing Committee

Regd. Office:

Wankhede Stadium,  
'D' Road, Churchgate,  
Mumbai - 400 020.

Sd/-  
**(RAJ K. PUROHIT)**  
Vice-President  
DIN : 01408589

Date : 01/11/2021