

Notice for the 58th Annual General Meeting

"NOTICE is hereby given that the Fifty-Eighth Annual General Meeting of the Club will be held on Monday, the 27th September, 2021 at 4.00 p.m. through Video Conferencing mode at Club Premises, Sardar Patel Stadium, Ahmedabad-380 014 to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Fifty-Eighth Annual Report of the Board of Directors, the Auditor's Report and the Audited Statement of Accounts for the year ended on 31st March, 2021.
2. To appoint Auditors for the year 2021-22 and fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLUTION

"RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rule, 2014 (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Ramanlal G. Shah & Co., Chartered Accountants, Ahmedabad (Firm Registration Number: 108517W) be and are hereby appointed as Statutory Auditors of the Club from the conclusion of the 58th Annual General Meeting till the conclusion of the 59th Annual General Meeting on such remuneration as may be mutually agreed between the Board of Directors and the Auditors."

3. To elect 6 (six) members of the Board of Directors in place of persons who retire by rotation and being eligible, offer themselves for re-appointment.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification the following resolution as Special Resolution for alteration of Articles of Association of the Club:

SPECIAL RESOLUTION:

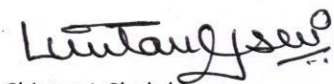
"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of The Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with applicable provisions, if any, contained in the Articles of Association of the Club and subject to the approval of the Registrar of Companies, the consent of the members of the Club, be and is hereby accorded for alteration, amendment and modification of the following existing clause 3 (O) of Articles of Association of the Club by addition of following at the end of the existing clause.

Sub Categories of membership for New Unit of the Club:

The Board of Directors may in its absolute discretion introduce and open such new class/category of membership for New Unit of the Club as may be determined in its meeting. The Board of Directors shall decide the entrance fee, eligibility and frame the bye laws with its terms and conditions while introduction of such new category of membership. The following class/category of membership of the existing Club shall be introduced in the New Unit of the Club by the Board of Directors as determined in its meeting from time to time.

- | | | |
|------------------------------|-------------------|------------------------|
| 1. Selected Relative Members | 4. Sports Members | 7. Provisional members |
| 2. Institutional Members | 5. Spouse members | 8. Parental members |
| 3. Honorary members | 6. Joint members | 9. Temporary members |

By order of the Board,



Chintan J. Chokshi
Hon. Secretary
(DIN 02899112)

Ahmedabad, August 26, 2021

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM No. 4:

The Articles of Association of the Club contains Clause 3 (O) for New Unit Members. The Club has received good response for membership for New Unit of the Club. However, in the coming times it will be necessary to enrol more members for strengthening the activities & effective utilisation of the New Unit of the Club. Therefore, the Board of Directors at its meeting held on 26th August, 2021 propose to introduce and open new categories as mentioned below for membership of New Unit of the Club and delegate powers to the Board to decide entrance fees, eligibility and frame the bye laws with its terms and conditions.

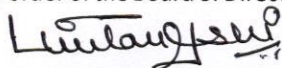
- | | |
|------------------------------|------------------------|
| 1. Selected Relative Members | 6. Joint members |
| 2. Institutional Members | 7. Provisional members |
| 3. Honorary members | 8. Parental members |
| 4. Sports Members | 9. Temporary members |
| 5. Spouse members | |

For the purpose of inclusion and introduction of above mentioned categories for the New Unit of the Club, it will be necessary to alter clause 3 (O) of the Articles of Association of the Club by addition of the sub clause related to sub categories for membership of New unit of the Club.

Pursuant to provisions of section 14 and other applicable provisions of The Companies, Act, it shall be necessary to obtain consent of the members by way of special resolution at the Annual General Meeting of the Members of the Club. Therefore, resolution at item No. 4 has been recommended by the Board to be passed as special resolution.

None of the Directors are directly or indirectly concerned or interested in the proposed resolution

By order of the Board of Directors,



Chintan J. Chokshi

Hon. Secretary

DIN: 02899112

Ahmedabad, 26th August, 2021

Notes:

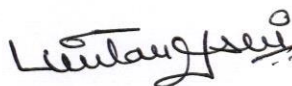
1. The names of members notifying their intention to stand as a Director of the Board shall be placed on the Notice Board of the Club, if there is a contest.
2. A Member, who desires to seek election to the office of Director of the Board shall file nomination form prescribed by the Bye-Laws of the Club at the Registered Office of the Club not less than 14 days before the date fixed for Annual General Meeting of the Club along with a deposit of Rs. 1,00,000/- (Rupees One Lac only) which will be refunded to such member if he succeeds in getting elected as a Director of the Board or gets more than twenty five per cent of total valid votes cast.
3. The candidate is required to furnish Director Identification Number (DIN) issued by the Ministry of Corporate Affairs and file declaration that he is not disqualified to become a director as required under the provision of section 152(4) of the Companies Act, 2013.
4. The candidate is required to submit completely filled Form DIR-2 (consent to act as director) as prescribed under the Companies Act, 2013 (including rules thereof) along with the candidature for election of Board of Directors.
5. In accordance with Article 42(a) of the Articles of Association of the Club, a member having five years of continuous membership of the Club shall be eligible to contest for elections for any post.
6. In accordance with Article 42(b) of the Articles of Association of the Club, no member shall be eligible to propose or second a candidate for election unless he/she himself/herself has been a member of the Club for a period of not less than 5 years on the date of the proposal.



7. In accordance with Article 42(c) of the Articles of Association of the Club, No candidate will file his nomination for more than one office.
8. Voting for election of the Board of Directors shall be by process followed under e-voting system when there are more candidates than the number of seats.
9. Members desiring any information pertaining to accounts and resolutions proposed to be passed at the meeting are requested to write to the Hon. Secretary not later than 13th September, 2021.
10. All documents referred to the accompanying Notice shall be open for inspection on website of the Club www.sportsclub-gujarat.com up to and including the date of Annual General Meeting of the Company.
11. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Ministry of Corporate Affairs allowing conducting AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued vide General Circular nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 8, 2020 April 13, 2020, May 5, 2020 and January 13, 2021 respectively ("Circulars") prescribing the procedures and manner of conducting the AGM through VC/OAVM. In terms of the said Circulars, the AGM of the members will be held through VC/OAVM. Hence, the members can attend and participate in the AGM through VC/OAVM only and the physical attendance of the members for the AGM is not required. The proceedings of the AGM conducted shall be deemed to be made at this venue.
12. In line with the aforesaid Circulars, the Notice of AGM is being sent only through electronic mode to those members whose email addresses are registered with the Club. Members may note that Notice of AGM is also available on the website of CDSL (agency for providing the Remote e-voting facility) i.e. www.evotingindia.com
13. The Members can join the AGM through the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice of AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members or total number of members of the Club whichever is less on first come first served basis.

PROCESS AND MANNER FOR MEMBERS OPTING FOR REMOTE VOTING ELECTRONICALLY:

- i. The voting period begins on September 23, 2021 from 9 AM (IST) and ends on September 26, 2021 at 5 PM (IST). The e-voting module shall be disabled for voting thereafter.
- ii. Voters should log on to the e-voting website www.evotingindia.com during the voting period.
- iii. Click on Shareholders/ Members.
- iv. Enter your User ID:
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. Enter your password :
- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Select the EVSN of The Sports Club of Gujarat Limited on which you choose to vote.
- ix. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- x. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xi. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.



MY LIFE • MY CITY • MY CLUB

The facility for e-voting will also be made available at the venue of the Annual General Meeting (AGM). The Members attending the meeting who have not already cast their vote through remote e-voting will be eligible to exercise their e-voting rights at the AGM. The Members who have already cast their votes through remote e-voting may attend the AGM, but will not be entitled to cast their vote again and votes casting through remote e-voting system will be considered as valid vote.

The members whose name appears on the records of the Club as on the holding date (cut-off date) fixed by the club i.e. 20th September, 2021 and who has submitted valid KYC details to the Club will be eligible to exercise their vote through remote e-voting/ e-voting at the AGM.

Mr Ashish C Doshi, Partner of SPANJ & Associates, Practising Company Secretary, Ahmedabad (CP No: 2356) has been appointed as the Scrutinizer to scrutinize the remote e-voting and the e-voting process at the Annual General Meeting in a fair and transparent manner.

The Scrutinizer will within a period not exceeding two working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Club and make a Scrutinizer's Report of the votes cast in favour or against, if any, and forward it to the President of the Club.

The results will be declared at or after the AGM. The results declared along with the Scrutinizer's Report will be placed on the website of the Club www.sportsclub-gujarat.com within two days of passing of the Resolutions at the AGM.

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

1. Members will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same using Remote voting credentials. The link for VC/OAVM will be available in Members login where the EVSN of Company will be displayed.
2. Members are requested to download and install a Cisco WebEx application in Laptop / Mobile / Computer well in advance for joining the AGM.

For Android (Google Play Store): <https://play.google.com/store/apps/details?id=com.cisco.webex.meetings>

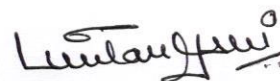
For iPhone (Apple App Store): <https://apps.apple.com/us/app/cisco-webex-meetings/id298844386>

For Computer System: <https://www.webex.com/downloads.html> - download and run "Webex Meetings"

3. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, member id, email id, mobile number at mailbox@sportsclub-gujarat.com. The Members who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, member id, mobile number at mailbox@sportsclub-gujarat.com. These queries will be replied to by the company suitably by email.
7. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those Members, who are present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
3. If any Votes are cast by the Members through the e-voting available during the EGM/AGM and if the same Members have not



MY LIFE • MY CITY • MY CLUB



The Sports Club of Gujarat Ltd.
Sardar Patel Stadium, Navrangpura, Ahmedabad - 380 014 (India)
T: +91 79 26440371/3, 26560597 | F: +91 79 26440514 | Toll Free: 1800 233 7955
E: mailbox@sportsclub-gujarat.com | W: www.sportsclub-gujarat.com
CIN No. U92411GJ1963PLC001183



participated in the meeting through VC/OAVM facility , then the votes cast by such Members shall be considered invalid as the facility of e-voting during the meeting is available only to the Members attending the meeting.

4. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

If you have any queries or issues regarding attending EGM/AGM & e-Voting from the e-Voting System, you may write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

By order of the Board,

Chintan J. Chokshi

Hon. Secretary

(DIN 02899112)

Ahmedabad, August 26, 2021



MY LIFE • MY CITY • MY CLUB