

HYDERABAD RACE CLUB

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#16-10-1/A/1 MALAKPET
 HYDERABAD-500036
 TELANGANA STATE
 CIN U92411TG1971NPL001403

Notice is hereby given that the Extra-Ordinary General Meeting (EGM)(01/2023-2024) of the Members of the **Hyderabad Race Club ("HRC")** (CIN: U92411TG1971NPL001403) will be held **on Saturday, 29th April 2023 at 11-00 AM** through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) **to transact the following item of business.**

ALTERATION OF ARTICLES OF ASSOCIATION

To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the Articles of Association of the Company be and are hereby altered as follows:

Amendment to Clause 8(iii) (a): Clause 8(iii) (a) of the Articles of Association shall be altered as follows:

Admission for Stand Membership is Rs. 10,00,000/- towards the Non-Refundable Infrastructure Development Fund.

Amendment to Clause 8 (iv): Clause 8 (iv) of the Articles of Association shall be altered as follows:

The Non -Refundable Infrastructure Development Fund for admission of Club Members under the Racehorse Owners and Breeders Category and VIPs' shall be Rs. 15,00,000/-.

In case of a Stand Member being elected as a Club Member under this category shall contribute Rs. 10,00,000/- towards the Non-Refundable Infrastructure Development Fund.

Amendment to Clause 28: Clause 28 of the Articles of Association shall be altered as follows:

- a. No person who is elected or nominated as a Steward on the Board shall wager.
- b. Wherein the Board receives any information regarding the wagering of any of the Stewards (except for a Steward who owns a racehorse/s is entitled to wager on his own horse/s), the Board Members shall form a Sub-Committee to enquire into the merits of the Compliant.
- c. During the pendency of the enquiry, the Steward against whom the complaint is lodged shall restrain from attending any of the Board Meetings till he is found not guilty by the Board.

d. The Board upon receipt of the enquiry report –

- Should the material evidence be to its satisfaction that the concerned Steward against whom the Compliant has been received is involved in wagering, then such Steward shall cease to be on the Board of the HRC with immediate effect.
- If in case the Board is not satisfied that the Steward against whom the Compliant was received is involved in wagering and not found any material evidence to this has wagered and not found any material evidence to this effect, the Board shall close the enquiry proceedings against such Steward and may initiate such action as it may deem fit against the individual who has complained against such Steward.

Insertion of New Clause 17A: Clause 17A of the Articles of Association shall be inserted as follows:

Committees of the Board

The Board at their own discretion may form Sub- Committees for the smooth functioning of the Club and such committees shall work under the framework prescribed by the Board. The Following are the Sub-Committees.

- Audit
- Works, maintenance, Housekeeping & Purchases
- Racing
- HR, Personnel, PF, ESI & Grievance, Legal and Security
- Information Technology

The terms of the above five sub- committees shall be for a period of one year. The Board may constitute such other Committees from time to time as it deems fit within a stipulated period.

Insertion of Clause 52A: Clause 52A of the Articles of Association shall be inserted as follows:

Remarks of Auditors

Any adverse remarks made by the auditor and not corrected by the Board in the financial statements shall be reported in the Board's Report which shall be discussed at the AGM.

Insertion of Clause 54A: Clause 54A of the Articles of Association shall be inserted as follows:


Composition of Audit Committee

The committee shall comprise such members of the Board and two independent members drawn amongst the members having knowledge of accounts and capable of understanding the financial statements as may be decided by the Board from time to time.

The committee shall act according to the terms of reference as may be stipulated by the board from time to time.

“FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Mr R. Surender Reddy (DIN: 00083972), Chairman and Dr Veerendra Kaja, Chief Operating Officer of the Company, be and are hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with the filing of necessary E-forms with the Registrar of Companies, Hyderabad.”

**By Order of the Board of Stewards
for Hyderabad Race Club**


**Dr Veerendra Kaja
Chief Operating Officer**

Place: Hyderabad
Date: 14.04.2023

Registered Office:
CIN: U92411TG1971NPL001403
No. 16-10-1. A/1,
Malakpet, Hyderabad,
State of Telangana,
India- 500 036.
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Website : www.hydraces.com

NOTES:

1. In view of the continuing Covid pandemic, the Ministry of Corporate Affairs ("MCA") has vide it's circular dated May 5, 2020, read with circulars dated May 5, 2022, and December 28, 2022, (collectively referred to as "MCA Circulars") permitted the holding of the Extra-Ordinary General Meeting ("EGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the Board of Directors of the Company in their meeting held on April 11, 2023, subject to the approval of Registrar of Companies, Hyderabad, passed a resolution to conduct the ensuing Extra Ordinary General Meeting ('EGM') to be held on Saturday, April 29, 2023, through VC / OAVM i.e., Zoom platform. The voting for the resolutions to be passed at the EGM shall be through the E-Voting process and for this purpose, the company has availed the services of Central Depository Services (India) Limited ("CDSL").
2. To support the 'Green Initiative', Members who have not yet registered/updated their email addresses are requested to register the same with the HRC by sending their details to secy@hydraces.com.
3. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, and Permanent Account Number (PAN), to secy@hydraces.com.
4. Members intending to ask any questions at the Annual General Meeting are requested to submit such questions in writing or through E-Mail to the Chief Operating Officer at least 3(Three) days in advance before the Meeting.
5. Members may note that the Notice of EGM will also be available on the Company's website <http://www.hydraces.com>.
6. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act and the Articles of Association of the Company.
7. The facility for joining the meeting shall be kept open 15 minutes before the time scheduled to start the meeting and shall be closed after the expiry of 15 minutes after the scheduled time.
8. As per the articles of association, the Chairman of the Club has appointed M/s. VCAN & Associates, Practicing Company Secretaries as scrutinizers for the purpose of scrutinizing votes cast for the EGM.
9. **INSTRUCTIONS FOR E-VOTING:** Kindly follow the instructions for members to remote voting electronically provided as under.
 - i. The voting period begins on **Wednesday, April 26, 2023**, at 09.00 AM IST, and will be closed on **Friday, April 28, 2023**, at 5.00 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 as XXXXXXXXXX (Will be shared by CDSL through separate mail)
 - v. Next enter the Image Verification as displayed and Click on Login.
 - vi. Enter your password as XXXXXXXXXX (Will be shared by CDSL through separate mail)
 - vii. After entering these details appropriately, click on "SUBMIT" tab.

- viii. Select the EVSN of <<Company name as registered in the E-Voting system (www.evotingindia.com)>> 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 a print of the voting done by you by clicking on "Click here to print" option on the Voting page.

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

- xiv. Members will be provided with a facility to attend the EGM through VC/OAVM through the Zoom platform on <https://us06web.zoom.us/j/85313917005> (Meeting ID: 853 1391 7005). The link for VC/OAVM will also be available in the Members login where the EVSN of the Company will be displayed.
- xv. Members are encouraged to join the Meeting through Laptops / IPads for a better experience.
- xvi. Further Members will be required to allow a Camera and use the Internet with a good speed to avoid any disturbance during the meeting.
- xvii. Please note that Participants Connecting from Mobile Devices or Tablets or through laptops connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuations in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- xviii. 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 at least three days prior to the meeting mentioning their name, membership number, email id, and mobile number at (company email id). The Members who do not wish to speak during the EGM but have queries may send their queries in advance three days prior to the meeting mentioning their name, membership number, and mobile number at (company email id). These queries will be replied to by the company suitably at the EGM.
- xix. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

10. INSTRUCTIONS FOR MEMBERS FOR E-VOTING DURING THE EGM ARE AS UNDER:-

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

- iii. If any Votes are cast by the Members through the e-voting available during the EGM and if the same Members have not 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.
- iv. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
- v. If you have any queries or issues regarding attending EGM & 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 Rakesh Dalvi (022-23058542) or Dr Veerendra Kaja (040-24540246)(E-Mail: secy@hydraces.com)

EXPLANATORY STATEMENT AS PER THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ALTERATION OF ARTICLES OF ASSOCIATIONS OF THE COMPANY

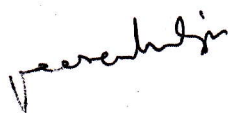
Considering the request received from the members of the Company to alter/amend/insert various clauses of the Articles of Association of the Company, the Board of Directors of the Company in their meeting held on April 11, 2023, subject to the approval of the Registrar of Companies, Hyderabad, decided to call for the EGM to alter/amend/insert various clauses of the Articles of Association in the best interests of the Company and its members.

The Board of Directors of the Company in their meeting held on April 11, 2023, subject to the approval of the Registrar of Companies, Telangana and members of the Company passed a resolution for the alteration of the Articles of Association. Accordingly, the Company made an application to the Registrar of Companies, Hyderabad in Form GNL-1 vide SRN F60460136 to obtain in-principal approval for the proposed amendment of the Articles of Association of the Company and the same was approved on April 13, 2023.

As per Section 14 and other applicable provisions of the Companies Act, 2013, the consent of the club members by way of Special Resolution is required for amendment of the Articles of Association. Hence, the above resolution is placed before members for their approval.

None of the Directors/Stewards is interested in the resolution set out in the Notice.

**By Order of the Board of Stewards
for Hyderabad Race Club**


**Dr. Veerendra Kaja
Chief Operating Officer**

Place: Hyderabad
Date: 14.04.2023

Registered Office:
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