



THE BENGAL ROWING CLUB

(A Company Limited by Guarantee)

CIN-U85300WB1929NPL006235

Regd. Off.: 13/2, Baroj Road, Rabindra Sarobar, Kolkata 700029

Reception Desk (033) 6609-8888, 2419-5651/52, Email: info@bengalrowingclub.com

Website: www.bengalrowingclub.com

NOTICE

Notice is hereby given that the 87th Annual General Meeting of the members of The Bengal Rowing Club will be held on Wednesday, 11th of September, 2024 at 5:00 P.M. at the Registered Office of the Club situated at 13/2, Baroj Road, Rabindra Sarobar, Kolkata - 700029 to transact the following businesses:

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Reports of the Governing Body and the Auditors thereon.

“RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Reports of the Governing Body and the Auditors’ thereon as laid before this meeting, be and are hereby approved and adopted.”

2. To elect Shri Surendra Bagri as President of the Club from amongst the Members who has filed his valid nomination and expressed willingness to serve on the Committee of Management from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, to consider and if thought fit, to pass, with or without modification(s), the following resolution(s) as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Article 40, 41, 42 & 44 of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the appointment of Shri Surendra Bagri (DIN-00659888), Club Membership No. B-410 as President of the Club to hold office from conclusion of this Annual General Meeting until the next election is made”.

3. To elect Shri Munish Jhajharia as Vice President of the Club from amongst the Members who has filed his valid nomination and expressed willingness to serve on the Committee of Management from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Article 40, 41, 42 & 44 of the Articles of

Association of the Company, the consent of the members of the Company be and is hereby accorded to the appointment of Shri Munish Jhaharia (DIN-01108077), Club Membership No. J-176 as Vice President of the Club to hold office from conclusion of this Annual General Meeting until the next election is made”.

4. To elect Shri Anupam Shah as Hony. Secretary of the Club, from amongst the Members who have filed valid nomination and expressed their willingness to serve on the Committee of Management from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Article 40, 41, 42 & 44 of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the appointment of Shri Anupam Shah (DIN-00791701), Club Membership No. S-560, as Hony. Secretary of the Club to hold office from conclusion of this Annual General Meeting until the next election is made”.

5. To elect Shri Manish Rungta as Member of the Governing Body of the Club from amongst the Members who has filed his valid nomination and expressed willingness to serve on the Committee of Management from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Article 40, 41, 42, 44 & 46 of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the appointment of Shri Manish Rungta (DIN-00385130), Club Membership No R-075, as Member of the Club to hold office from conclusion of this Annual General Meeting until the next election is made”.

6. To elect Shri Saurabh Bangur as Member of the Governing Body of the Club from amongst the Members who have filed valid nomination and expressed their willingness to serve on the Committee of Management from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Article 40, 41, 42, 44 & 46 of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the appointment of Shri Saurabh Bangur (DIN-00236894), Club Membership No. B-365, as Member of the Governing Body of the Club to hold office from conclusion of this Annual General Meeting until the next election is made”.

7. To elect Shri Ujjal Kumar Dugar as Member of the Governing Body of the Club from amongst the Members who have filed valid nomination and expressed their willingness to serve on the Committee of Management

from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Article 40, 41, 42, 44 & 46 of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the appointment of Shri Ujjal Kumar Dugar (DIN-05354422), Club Membership No. D-102, as Member of the Governing Body of the Club to hold office from conclusion of this Annual General Meeting until the next election is made”.

8. To elect Shri Shrish Tapuria as Member of the Governing Body of the Club, from amongst the Members who have filed valid nomination and expressed their willingness to serve on the Committee of Management from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Article 40, 41, 42, 44 & 46 of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the appointment of Shri Shrish Tapuria (DIN-00395964), Club Membership No.T-074, as Member of the Governing Body of the Club to hold office from conclusion of this Annual General Meeting until the next election is made”.

9. To elect Shri Raj Bansal as Member of the Governing Body of the Club, from amongst the Members who have filed valid nomination and expressed their willingness to serve on the Committee of Management from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Article 40, 41, 42, 44 & 46 of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the appointment of Shri Raj Bansal (DIN-00545292), Club Membership No. B-357, as Member of the Governing Body of the Club to hold office from conclusion of this Annual General Meeting until the next election is made”.

10. To elect Shri Anand Daga as Member of the Governing Body of the Club, from amongst the Members who have filed valid nomination and expressed their willingness to serve on the Committee of Management from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Article 40, 41, 42, 44 & 46 of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the appointment of Shri Anand Daga (DIN-00897988), Club Membership No. D-147, as Member of the Governing Body of the Club to hold office from conclusion of this Annual General Meeting until the next election is made”.

11. To elect Shri Rohit Bihani as Member Governing Body of the Club from amongst the Members who have filed valid nomination and expressed their willingness to serve on the Committee of Management from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Article 40, 41, 42, 44 & 46 of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the appointment of Shri Rohit Bihani (DIN-00179927), Club Membership No. B-423, as Member of the Governing Body of the Club to hold office from conclusion of this Annual General Meeting until the next election is made”.

12. To elect Shri Naveen Bhatler as Member of the Governing Body of the Club, from amongst the Members who have filed valid nomination and expressed their willingness to serve on the Committee of Management from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Article 40, 41, 42, 44 & 46 of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the appointment of Shri Naveen Bhatler (DIN-00288230), Club Membership No. B-450 as Member of the Governing Body of the Club to hold office from conclusion of this Annual General Meeting until the next election is made”.

13. To elect Shri Piyush Bhagat as Member of the Governing Body of the Club, from amongst the Members who have filed valid nomination and expressed their willingness to serve on the Committee of Management from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Article 40, 41, 42, 44 & 46 of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the appointment of Shri Piyush Bhagat (DIN-00088777), Club Membership No. B-364 as Member of the

Governing Body of the Club to hold office from conclusion of this Annual General Meeting until the next election is made”.

14. To elect Shri Sanjay Jhunjhunwala as Member of the Governing Body of the Club, from amongst the Members who have filed valid nomination and expressed their willingness to serve on the Committee of Management from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Article 40, 41, 42, 44 & 46 of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the appointment of Shri Sanjay Jhunjhunwala (DIN-00233225), Club Membership No. J-133 as Member of the Governing Body of the Club to hold office from conclusion of this Annual General Meeting until the next election is made”.

15. To elect Shri Amit Kajaria as Member of the Governing Body of the Club, from amongst the Members who have filed valid nomination and expressed their willingness to serve on the Committee of Management from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Article 40, 41, 42, 44 & 46 of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the appointment of Shri Amit Kajaria (DIN-00416715), Club Membership No. K-273 as Member of the Governing Body of the Club to hold office from conclusion of this Annual General Meeting until the next election is made”.

16. To elect Shri Rohit Kedia as Member of the Governing Body of the Club, from amongst the Members who have filed valid nomination and expressed their willingness to serve on the Committee of Management from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 160 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Article 40, 41, 42, 44 & 46 of the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the appointment of Shri Rohit Kedia (DIN-06562024), Club Membership No. K-383 as Member of the Governing Body of the Club to hold office from conclusion of this Annual General Meeting until the next election is made”.

Special Businesses:

17. ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE CLUB FOR INCORPORATION OF A WHOLLY OWNED SUBSIDIARY COMPANY

To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modifications or re-enactment thereof, for the time being in force) and the rules framed there under and subject to the necessary approvals of the statutory authority (s), if any, the consent of the members of the Club be and is hereby accorded for inclusion of the below clause in the Memorandum of Association of the Company and to incorporate a wholly owned Subsidiary Company.”

3.II.k *“The company shall have the power to invest in, acquire shares or securities, or to incorporate Subsidiary Companies of the Club.”*

“RESOLVED FURTHER THAT any of the Directors be and are hereby authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s).

Registered Office

13/2, Baroj Road, Rabindra Sarobar
Kolkata 700029

Date: 22nd August, 2024

***By Order of the Governing Body
for The Bengal Rowing Club***



Name: Munish Jhajharia

Designation: Director/Honorary Secretary
DIN: 01108077
Address: 3B, Camac Street
Kolkata 700016

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The explanatory statement, as required under Section 102(1) of the Companies Act, 2013, sets out all material facts relating to special business mentioned in the accompanying notice for convening the Annual General Meeting of the Club.

ITEM NO. 17

The Memorandum of Association of the Club is proposed to be amended to incorporate a wholly owned Subsidiary Company subject to the approval of the members of the Club.

The following clause shall be added as part of the amendment;

3.II.k *"The company shall have the power to invest in, acquire shares or securities, or incorporate Subsidiary Company of the Club."*

None of the Governing Body members of the Club or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Governing Body recommends the passing of the special resolution set out above, by the members of the Club. On the approval received from the members, the Club will have to make an application to the Registrar of Companies for their approval.

The nature of concern or interest, financial or otherwise, in respect of the above item is:

- (i) Of every director and manager, if any: Nil
- (ii) Every other Key Managerial Personnel: Nil

The Governing Body at its meeting held on 14th May, 2024 decided to adopt the proposed Memorandum of Association in place of existing Memorandum of Association of the Club subject to the members' approval for the same.

It is to be noted that this resolution does not relate to or affect any other Club/Company.

Registered Office

13/2, Baroj Road, Rabindra Sarobar
Kolkata 700029

Date: 22nd August, 2024

***By Order of the Governing Body
for The Bengal Rowing Club***



Name: Munish Jhajharia

Designation: Director/Honorary Secretary
DIN: 01108077
Address: 3B, Camac Street
Kolkata 700016

NOTES:

- 1. A member entitled to attend and vote at the meeting is also entitled to appoint proxy to attend and vote on his / her behalf but proxies shall not be given to anyone who is not an ordinary member on the date of the meeting or who is not entitled to vote at the meeting. The proxies, in order to be valid and effective, should be deposited at the registered office of the Club, duly completed and signed, not later than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of not more than 50 members.**
2. The attendance slip and Proxy Form are also annexed herewith.
3. Members/Proxies are requested to bring the attendance slips duly filled in for attending the Meeting. Members are requested to write their Membership Number in the attendance slip for attending the Meeting.
4. The list of members who have filed valid nomination and expressed their willingness to serve on the Committee of Management from the conclusion of this Annual General Meeting to conclusion of the next Annual General Meeting, is annexed herewith and is also available on the Club's website.
5. A member wishing to inspect the proxies is requested to give notice of at least 3 days before the Annual General Meeting and such member is entitled to do so during the period before 24 hours (during the working hours) before commencement of Annual General Meeting.
6. The word 'Company' and 'Club' are used interchangeably.
7. The expression 'Governing Body' means Board of Directors or Directors of the Company.
8. Words importing the masculine gender include the feminine.
9. Members may also note that the Notice of the 87th AGM and the Annual Report for 2023-2024 will also be available on the Club's website www.bengalrowingclub.com for download. The physical copies of the aforesaid documents will also be available at the Club's registered Office situated at 13/2, Baroj Road, Rabindra Sarobar Kolkata - 700029 for inspection during normal business hours on working days.
10. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Club during normal business hours on all working days, up to and including the date of Annual General Meeting.

NOTE FOR REMOTE E-VOTING:

1. The Club requests members who have not yet registered their email ID with the Club to do so at the earliest.
2. Members are required to cast their vote personally or by proxy. Members who have paid the Club bills till the month of June, 2024 only shall be eligible to cast their vote on the business stated in this notice. The last date for effecting payment is fixed at 30th June, 2024. Vote cast by a Member who fails to effect payment by the said date will be rejected.
3. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, the Club is pleased to provide Members with the facility to cast their votes through remote e-voting which shall be available to Members from 8th September, 2024 (9.00 A.M.) until 10th September, 2024 (5.00 P.M.). The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
4. Members who avail of the remote e-voting facility will not be able to vote at the AGM.
5. Members may note the following instructions for casting their votes by remote e-voting :-
 - A. In case a Member receives an e-mail from NSDL [for Members whose e-mail Ids are registered with the Club]:
 - (i) Open e-mail and open PDF file viz.: "BRC e-voting.pdf" with your Membership No as password. The said PDF file contains your User ID and password / PIN for remote e-voting. Please note that the password is an initial password;
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>;
 - (iii) Click on 'Shareholder– Login';
 - (iv) Put User Id and password as 'Initial Password' / PIN noted in step (i) above. Click 'Login';
 - (v) Password change menu will appear. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: 'Active Voting Cycles';
 - (vii) Select 'EVEN' of 'The Bengal Rowing Club';
 - (viii) Now you are ready for remote e-voting as 'Cast Vote' page opens;

- (ix) Cast your vote by selecting appropriate option and click on 'Submit' and also 'Confirm' when prompted;
- (x) Upon confirmation, the message 'Vote cast successfully' will be displayed;
- (xi) Once you have voted on a Resolution, you will not be allowed to modify your vote.

B. In case of any queries / grievances, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the 'Downloads' section of www.evoting.nsdl.com or call on Toll Free No.: 1800222990 or 022-24994738, or at e-mail id: evoting@nsdl.co.in.

C. You can also update your mobile number and e-mail Id in the user profile details of the folio which may be used for sending future communication(s).

- 6.** Ms. Mamta Binani, Advocate, has been appointed by the Governing Body of the Club as the Scrutiniser, to scrutinise the voting process in a fair and transparent manner.
- 7.** Members who are present at the AGM and did not cast their votes by availing the remote e-voting facility shall be permitted to cast their vote at the AGM.
- 8.** The results of the voting along with the report of the scrutinizer shall also be placed on the Club's website www.bengalrowingclub.com and on the website of NSDL. The results shall also be made available on the Notice Board of the Club.



THE BENGAL ROWING CLUB

(A Company Limited by Guarantee)

CIN-U85300WB1929NPL006235

Regd. Off.: 13/2, Baroj Road, Rabindra Sarobar, Kolkata 700029

Reception Desk (033) 6609-8888, 2419-5651/52, Email:info@bengalrowingclub.com

Website: www.bengalrowingclub.com

Annexure to the notice dated 22nd August, 2024 of Annual General Meeting of The Bengal Rowing Club to be held on 11th September, 2024

List of Members who have filed valid nomination and expressed their willingness to serve on the Committee of Management for the year 2024-25

(Names recommended by the Retiring Committee as per Article 45 of The Articles of Association are marked with *)

Sl. No.	Name	Membership No	DIN	Nomination filed for
1.	Shri Surendra Bagri*	B-410	00659888	President
2.	Shri Munish Jhajharia*	J-176	01108077	Vice-president
3.	Shri Anupam Shah*	S-560	00791701	Hony. Secretary
4.	Shri Manish Rungta*	R-075	00385130	Member of Governing Body
5.	Shri Saurabh Bangur*	B-365	00236894	Member of Governing Body
6.	Shri Ujjal Kumar Dugar*	D-102	05354422	Member of Governing Body
7.	Shri Shrish Tapuria*	T-074	00395964	Member of Governing Body
8.	Shri Raj Bansal*	B-357	00545292	Member of Governing Body
9.	Shri Anand Daga*	D-147	00897988	Member of Governing Body
10.	Shri Rohit Bihani*	B-423	00179927	Member of Governing Body
11.	Shri Naveen Bhatte*	B-450	00288230	Member of Governing Body
12.	Shri Piyush Bhagat*	B-364	00088777	Member of Governing Body
13.	Shri Sanjay Jhunjhunwala*	J-133	00233225	Member of Governing Body
14.	Amit Kajaria *	K-273	00416715	Member of Governing Body
15.	Rohit Kedia *	K-383	06562024	Member of Governing Body

Registered Office

13/2, Baroj Road, Rabindra Sarobar
Kolkata 700029

Date: 22nd August, 2024

**By Order of the Governing Body
for The Bengal Rowing Club**

Name: Munish Jhajharia

Designation: Director/Honorary Secretary

DIN: 01108077

Address: 3B Camac Street

Kolkata 700016