

**Minutes of the Annual General Meeting of the Members of Madras Boat Club held on Thursday the September 28, 2017 at 7.00 P. M. at the registered office of the Company.**

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**Directors Present**

Mr. M. R. Ravindra (RR044)	President
Mr. James Joseph (RJ016)	Captain of Boats
Mr. Farid A Husain (RF003)	Honorary Secretary
Mr. Ashish Gupta (RA023)	Honorary Treasurer
Mr. C. A. Theagarajan (RT010)	MIC-Corporate Affairs, Legal and Staff
Mr. G. V. Subba Rao (RS056)	MIC Sports
Mr. J. H. Kumar (LK050)	MIC Bar
Mr. Pravin Aiana (LP027)	MIC – House
Mr. S. Sriram (LS114)	MIC – Entertainment and EDP

**Members present in person**

**ROWING**

RA010	K.K. ARUN KRISHNAN
RA025	ASHWIN CHESETTY
RA035	N.S. ASHOK KUMAR
RA048	ABISHEK RAMASWAMY
RB032	M.BALAJI
RC022	J. CHANDRAMOULI
RD014	V.P. DHANDA
RE002	S.N. EISENHOWER
RG010	GOPAL MADHAVAN
RJ017	P.R. JAYASHREE
RK023	D.KRISHNAN
RK027	N.S. KUMAR
RK042	A. KEERTHI
RL005	LAVANYA IYER
RM009	P.S. MULLA
RM026	JOHN MATHAI
RM035	MAHADEVAN JAYARAMAN
RM039	S. MURALI KRISHNAN
RM046	MANIKANDAN NATARAJAN
RN003	NARESH VASSUDHEV
RN010	G. NARENDRA
RN011	G. NAGARAJAN
RN022	NIRANJAN MADHAVAN
RN026	NAVIN GUPTA
RN027	A.M. NAVAZ

RN028 NANDAKUMAR. N  
RP017 PRATHAP KESAVAN  
RP021 PRAKASH  
RP022 PRASHANTH C, KRISHNA  
RP039 PRATHAP MURALI  
RR011 G. RABINDRANATH RAO  
RR030 REVI C. THOMAS  
RR037 V.N. RAJENDER  
RR047 S. RADHAKRISHNAN  
RR051 M.J. RAJIV  
RR059 S. RAJENDRA  
RR071 B. RAGHURAM  
RR074 ROHIT RAVINDRA  
RR085 P.S. RAJAGOPAL  
RS027 H.S. SAYEED  
RS054 SANDEEP KUMAR SOMANI  
RS056 G.V. SUBBA RAO  
RS059 SHAKUNTALA CHANDA  
RS060 N. SUBRAMANIAN  
RS065 SUNIL REDDY  
RS068 SRIDHAR K RAJA  
RS072 S. SRINIVASAN  
RS073 K. SHUNMUGARAJ  
RS075 SAVITHRA CHANDA  
RS113 SUBBU BALAKRISHNAN  
RS116 T.S. SIVASUBRAMANYAM  
RS120 SIDDHARTH YADAV  
RS126 SUBODH SRIVASTAVA  
RT002 K.L. THADANI  
RV022 A. VENKAT  
RV023 P. VENKATRAM  
RV036 M.VIDYA  
RV051 S. VISWANATHAN  
RV053 B. VISHNU PRIYA  
RV055 VARUN DHAMODHARAN

**LAWN**

LS161 P. SRINIVASAN  
LM040 K. MADHAVAN  
LG017 GOPALAKRISHNA RAO  
LN035 NAVEEN KUMAR. S  
LS095 C.V. SREERAMKUMAR  
LK075 KAILASH ASRANI  
LC022 CHANDER SEETHARAMAN  
LK068 KARTIK RAGHVA MURTY

LS160 K. SHANKAR  
LR077 K.V. RAMANI  
LR072 RATHNASABAPATHY  
HON14 D.LAKSHMI NARAYANA REDDY

### **PARENT CHILDREN**

PC039 MADHUSUDHAN  
PC153 ANIL K. RAJANI  
PC314 R. ABHINAV

Mr. M.R.Ravindra, President of the Club took the chair.

Chairman occupied the Chair and welcomed the members of the 8th Annual General Meeting of the club.

After ascertaining the requisite quorum for the meeting, the Chairman called the meeting to order. With the permission of the members present the notice convening to the 8<sup>th</sup> Annual General Body meeting was taken as read.

A minute's silence was observed as a mark of respect for to the following departed members:

### **Members**

Mrs. Padma Raghavan (PLM078)  
Mr. S. Mujumdar (LM013)  
Mr. M. Narasimhan (LN010)  
Mr. Pradipta Kumar Mohapatra (LP026)  
Mr. Ketan M. Adhia (RK010)  
Mr. Koganti Vijayakumar (LV077)  
Mr. V. J. Bharath (RB019)

### **Ordinary Business:**

#### **1. CONSIDERATION AND ADOPTION OF FINANCIAL STATEMENTS AS AT MARCH 31, 2017 TOGETHER WITH THE REPORTS OF AUDITORS' AND MANAGEMENT COMMITTEE REPORT THEREON:**

The Chairman called for the first item of the agenda to be taken up viz. to consider and adopt the Annual Report of the Management Committee and the Audited Balance sheet, Profit and loss account for the financial year ended 31st March 2017, which was placed before the meeting.

Before putting the motion to vote, namely adoption of accounts for the financial year ended 31st March 2017, Chairman invited members to raise their queries on the Annual Accounts and Financial statements and clarified the same.

To consider and adopt 31st March 2017 and the Profit & Loss Account for the year ended 31st March 2017, together with the Auditor's Annual Report of the Management Committee and the Audited Balance Sheet as reported thereon.

**The following resolution was proposed as an Ordinary Resolution by Mr. N. S. Kumar (RK027) and seconded by Mr. Prasanth C. Krishna (RP022):**

**"RESOLVED THAT** the audited Balance Sheet as at March 31, 2017 and the Profit and Loss Account of the Company for the year ended on that date, together with the Auditors' Report and Management Committee Report thereon, be and are hereby approved and adopted."

The Resolution, on being put to vote on a show of hands, was passed unanimously as an Ordinary Resolution.

## **2. APPOINTMENT OF STATUTORY AUDITORS**

The Chairman informed that the next item in the notice relates to the appointment of the Statutory Auditors of the Company to hold office from the conclusion of the Annual General Meeting till the conclusion of the next Annual General Meeting.

**The following resolution was proposed as an Ordinary Resolution by Mr. Sunil Reddy (RS065) and seconded by Mr. M. Balaji (RB032):**

**"RESOLVED THAT** M/s. MSPS Associates, Chartered Accountants, bearing the Firm Registration No.015563S, be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting on a remuneration of Rs. 1,10,000/- (Rupees One Lakh and Ten Thousand only) plus GST at 18%.

The Resolution, on being put to vote on a show of hands, was passed unanimously as an Ordinary Resolution.

## **3. ELECTION OF MEMBERS OF THE MANAGEMENT COMMITTEE CONSISTING OF PRESIDENT, CAPTAIN OF BOATS, HONORARY SECRETARY, HONORARY TREASURER, THREE COMMITTEE MEMBERS FROM ROWING MEMBERS AND TWO COMMITTEE MEMBERS FROM LAWN MEMBERS FOR THE YEAR 2017-19**

The said item was proposed to be discussed as the last item of the Meeting.

**4. ALTERATION IN ARTICLE 11 (F) OF RULE V OF THE ARTICLES OF ASSOCIATION OF THE CLUB**

The Chairman put the following Special Resolution to vote and the members were unanimously in favor of the same. The following resolution was proposed as a Special Resolution by Mr. K.L. Thadani (RT002) and seconded by Mr. S.Radhakrishnan (RR047):

**“RESOLVED THAT** in terms of Rule XXVI (Article 32) of the Articles of Association of the Company (herewith referred to as ‘Club’) and pursuant to applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), the existing Article 11 (f) of RULE V of the Articles of the Association of the Club be replaced in the following manner:

**Rule V 11 (f)**

The spouse of a deceased Lawn or Rowing Member who had been a member of the Club for a minimum period of five years or Honorary Life Member, may apply for Lawn membership. In such cases, the applicant will be exempted from paying entrance fees, provided, the application is received within twelve months from the date of demise of the member. This membership shall lapse if the marital status of the spouse changes.

The Resolution, on being put to vote on a show of hands, was passed unanimously as a Special Resolution.

**5. ALTERATION IN ARTICLE 10 (D) OF RULE IV, NEW CLAUSE 11 (S) INSERTED AFTER ARTICLE 11 (R) OF RULE V AND ARTICLE 9 (N) INSERTED AFTER ARTICLE 9 (M) OF RULE III.**

The Chairman put the following Special Resolution to vote and the members were unanimously in favor of the same. The following resolution was proposed as a Special Resolution by Mr. Mr. Prasanth C. Krishna (RP022) and Seconded by Mr. M. Balaji (RB032):

**The proposal to increase the number of Special Sesquicentennial Members to 50 was deliberated upon and it was decided to keep the same in abeyance and continued with 25.**

**“RESOLVED THAT** in terms of Rule XXVI (Article 32) of the Articles of Association of the Company (herewith referred to as ‘Club’) and pursuant to applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), in Rule V of the Articles of the Association of the Club, the new Clause 11 (s) be added after 11 (r), Rule IV – Article 10 (d) be replaced & Rule III Article 9 (n) be added.

## Temporary Rowing Usage Member:

### i) Rule V, New Article 11 (s)

- 1) The Committee at their discretion may invite persons above 25 years of age interested in the Sport of Rowing in Chennai / Tamil Nadu to become Temporary rowing members. Such Temporary Rowing Members proposed by a Rowing/Lawn/ Parent Child member of 5 years standing, shall continue for a period of 6 months renewable for further periods of 6 months at the sole discretion of the Committee and shall be terminable whenever the Committee shall so decide based on the inputs from the Captain of Boats. Such members shall neither pay an entrance, fee, nor shall they have any vote or voice in the management of the Club. They shall be permitted to use the Club's boats and equipment only with the approval of the Captain or a member of the Club authorized by the Captain.
- 2) Temporary Rowing usage members shall not introduce guests in the Club except at regattas in which they are competing.
- 3) The applicant shall submit a letter accepting full liability for damaging boats and equipment's and indemnifying the club from any claim arising out of accidents.
- 4) The Committee may from time to time, prescribe regulations, governing use of the Club by Temporary Rowing member.
- 5) Temporary Rowing usage member found fit and competent by the Captain, can represent the clubs in various regattas.

### ii) Rule IV – Article 10 (d)

Rowing Members	2500
Lawn Members (including absentee)	620
Institutional Members (nominee)	300
Long Term Temporary Members	200
Service Members	10
Honorary Members & Honorary Life Members	20
Adyar Property Holding Nominees	20
Parent Child – Rowing / Lawn	500
Student Members	100
<b>Special Sesquicentennial Members</b>	<b>25</b>
<b>Temporary Rowing Usage member</b>	<b>25</b>

**iii) Rule III Article 9 (n)**

A new sub article “(n) Temporary Rowing Usage Member” be added after Article 9 (m).

The Resolution, on being put to vote on a show of hands, was passed unanimously as a Special Resolution.

**6. ALTERATION IN ARTICLE 13 (3) OF RULE VII OF THE ARTICLES OF ASSOCIATION OF THE CLUB.**

The Chairman put the following Special Resolution to vote and the members were unanimously in favor of the same. The following resolution was proposed as a Special Resolution by Mr. Mr. Prasanth C. Krishna (RP022) and Seconded by Mr. M. Balaji (RB032):

“**RESOLVED THAT** in terms of Rule XXVI (Article 32) of the Articles of Association of the Company (herewith referred to as ‘Club’) and pursuant to applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), the existing Article 13 (3) of Rule VII of the Articles of the Association of the Club be replaced in the following manner:

**Subscription for members shall be as follows:**

Members Category	Rs.
Rowing, Lawn, Parent Child, Institutional, Long term temporary, Service and Special Sesquicentennial	800/- p.m
Outstation / Absentee	7150/- p.a
Rowing, Lawn (Senior Members)	130/- p.m
Rowing, Lawn Outstation / Absentee (Senior Members)	930/- p.a
Honorary / Honorary Life	Nil
Temporary	600/- p.w
Student	400/- p.w
<b>Temporary Rowing Usage</b>	<b>3000/- p.m</b>

The Resolution, on being put to vote on a show of hands, was passed unanimously as a Special Resolution.

**7. ALTERATION IN ARTICLE 1 (J) (B) OF THE ARTICLES OF ASSOCIATION OF THE CLUB.**

The Chairman put the following Special Resolution to vote and the members were unanimously in favor of the same. The following resolution was proposed as a Special Resolution by Mr. Mr. Prasanth C. Krishna (RP022) and Seconded by Mr. M. Balaji (RB032):

**RESOLVED THAT** in terms of Rule XXVI (Article 32) of the Articles of Association of the Company (herewith referred to as 'Club') and pursuant to applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), the existing Article 1 (j) (b) of the Articles of the Association of the Club be replaced in the following manner:

1 (j) (b) "Club Member" shall mean and include all categories mentioned under Rule III 9 (b) to (j) and (l) and (m) for the purposes of the Club records. (Student Members and **Temporary Rowing usage members** are excluded from the definition as they are only users of the facilities of the Club)".

The Resolution, on being put to vote on a show of hands, was passed unanimously as a Special Resolution.

**8. ALTERATION IN ARTICLE 24 (B) OF RULE XVIII OF THE ARTICLES OF ASSOCIATION OF THE CLUB.**

**The President put the following resolution to vote and the members were unanimously in favour of the same. The following resolution was proposed as a Special Resolution by Mr. M. Balaji (RB032) and Seconded by Mr. A. Venkat (RV022):**

**RESOLVED THAT** in terms of Rule XXVI (Article 32) of the Articles of Association of the Company (herewith referred to as 'Club') and pursuant to applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), the existing Article 24(b) of RULE XVIII of the Articles of the Association of the Club be replaced in the following manner:

24 (b) All proposals for election to the various Offices and Committee shall be submitted in writing, in the prescribed form, to reach the Club office at least Fourteen (14) days before the Annual General Meeting. If there are no nominations for any of the offices, then proposals from the floor may be accepted, for those offices, at the time of the Annual General Meeting.

**Such proposals can be withdrawn by the candidate any time before or on the floor of the Annual General Meeting.**

The Resolution, on being put to vote on a show of hands, was passed unanimously as a Special Resolution.



## **9. CONSIDERATION AND APPROVAL OF CAPITAL EXPENDITURE AND CONSTRUCTION OF MULTI-PURPOSE HALL**

### **Capital Expenditure**

The chairman put the following resolution to vote and the members were unanimously in favor of the same. The following resolution was proposed as an Ordinary Resolution by Mr. K.L. Thadani (RT002) and Seconded by Mr. K. K. Arun Krishnan (RA010):

#### **i) Purchase of Land**

“**RESOLVED THAT** in terms of Rule XXVI (Article 32) and Rule XVII [(Article 23 (b))] of the Articles of Association of the Company (hereafter referred to as ‘Club’) and other applicable provisions, of any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the Members be and is hereby accorded to incur the Capital Expenditure up to Rs. 300.00 lakhs for the purchase of Land along the water bodies of Chennai to have the Club Annexe and to create rowing facilities apart from other facilities and to constitute the Land procurement committee of Senior members consisting of Mr.A.Venkat (RV022), Mr.A.Venkatesan (LV041) and Mr.R.Srinivasan (LS078) to implement the decision.”

The Resolution, on being put to vote on a show of hands, was passed unanimously as an Ordinary Resolution.

#### **ii) Construction of Multipurpose hall**

Regarding the Capital Expenditure budget of Rs. 40 lakhs for the construction of multipurpose hall above the kitchen covering cost of Civil works, Wooden flooring, lighting and others - Air-conditioning would be additional cost”.

It was decided that a Master Plan Committee headed by Mr .A. Venkat (RV022) shall study the needs of the Club, plan the structures and present the General Body for approval.

**The proposed Resolution was deliberated upon and kept in abeyance.**

## **10. ALTERATION IN ARTICLE 15 (2) OF RULE IX OF THE ARTICLES OF ASSOCIATION OF THE CLUB.**

The President put the following Special Resolution to vote and the members were unanimously in favor of the same. The following resolution was proposed as a Special Resolution by Mr. S. Murali Krishnan (RM039) and Seconded by Mr. Sridhar K Raja (RS068)

**“RESOLVED THAT** in terms of Rule XXVI (Article 32) of the Articles of Association of the Company (herewith referred to as ‘Club’) and pursuant to applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), the existing Article 15 (2) of RULE IX of the Articles of the Association of the Club be replaced by adding the new para in the following manner:

15 (2) The Honorary Secretary shall keep a correct record of the proceedings, of all General Meetings and of all Committee Meetings and such Minutes shall be signed by the chairman within 30days from the date of the General Meeting, Committee Meeting as the case may be and all Minutes purporting to have been so signed shall for all purposes whatsoever, be the prima facie evidence of the actual and regular passing of the resolutions and of the regularity of the Meeting and the Chairmanship and signature of the person appearing to have signed as Chairman and of the date on which such meeting was held.

The Honorary Secretary or, in his absence, the Honorary Treasurer shall be in charge of the buildings and fittings and all furnishings, and all other property of the Club except the stocks of liquor and provisions.

**The Honorary Secretary shall be at liberty to appoint an Assistant Secretary from amongst the Rowing member only, who will be an ex-officio member of the Committee.”**

The Resolution, on being put to vote on a show of hands, was passed unanimously as a Special Resolution.

## **11. ELECTION OF HONORARY LIFE MEMBERS OF THE CLUB**

**The President put the resolution to vote and the members were unanimously in favor of the same. The following resolution was proposed as an Ordinary Resolution by Mr. R. Radha Krishnan (RR047) and Seconded by Mr. Sunil Reddy (RS065):**

**“RESOLVED THAT** in terms of Rule XXVI (Article 32) and Article 11 (m) of the Articles of Association of the Company (herewith referred to as ‘Club’) and pursuant to applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the Members be and is hereby accorded to the proposal of the Committee to elect the following persons as Honorary Life Members of the Club:

- 1. Mr. Gopalakrishna Gandhi**
- 2. Ms. Prabha Sridevan**
- 3. Mr. Pankaj Arjan Advani”**

The Resolution, on being put to vote on a show of hands, was passed unanimously as an Ordinary Resolution.

**3. ELECTION OF THE MEMBERS OF MANAGEMENT COMMITTEE CONSISTING OF PRESIDENT, CAPTAIN OF BOATS, HONORARY SECRETARY, HONORARY TREASURER, THREE COMMITTEE MEMBERS FROM ROWING MEMBERS AND TWO COMMITTEE MEMBERS FROM LAWN MEMBERS FOR THE YEAR 2017-19.**

Item No. 3 was taken for discussion and the results of the election of the members of the Management Committee was declared as follows:

<b>Results of the eheld on September 28, 2017</b>		
<b>Position</b>	<b>Candidate</b>	<b>Remarks</b>
President	Mr. K. K. Arunkrishnan	Elected unopposed
Captain of Boats	Mr. James Jospeh	Elected unopposed
Honorary Secretary	Mr. Farid A Husain	Elected unopposed
Honorary Treasurer	Mr. C. A. Theagarajan	Elected unopposed
Committee Rowing	Mr. S. N. Eisenhower	Elected unopposed
	Mr. D. Krishnan	Elected unopposed
	Mr. S. Srinivasan	Elected unopposed
Committee Lawn	Mr. S. Sriram	Elected unopposed

For all the above posts, except the second lawn members candidature, all others were elected unopposed.

Due to the withdrawal of the candidature by Mr. R. H. Naraendra (PC035) and Mr. Sriram Kumar (LS095) as lawn member candidates, Mr. Aiana Pravin Mudapa (LP027) was proposed as the committee member by Mr. K. V. Ramani (LR077) and Mr. KAILASH ASRANI (LK075) and elected unanimously.

Accordingly, the following resolution was passed unanimously as an Ordinary Resolution.

**APPOINTMENT OF MEMBERS OF THE MANAGEMENT COMMITTEE FOR THE YEARS 2017 TO 2019:**

“**RESOLVED THAT** in accordance with Rule XVIII in Articles of Association of the Company, the following Members (Directors) of the Management Committee consisting of President, Captain of Boats, Three Committee Members from Rowing Members and Two Committee Members from Lawn Members, be and are hereby elected for the years 2017-19.”

<b>SL. NO</b>	<b>NAME OF THE MEMBER OF THE MANAGEMENT COMMITTEE (DIRECTOR)</b>	<b>DIRECTOR IDENTIFICATI ON NUMBER (DIN)</b>	<b>DESIGNATION</b>
1.	Mr. Arun Krishnan Kottayam Kandangode	01885293	President
2.	Mr. James Joseph	07657889	Captain of Boats

3.	Mr. Farid Ahmed Husain	01051574	Honorary Secretary
4.	Mr. Cooduvancheri Angu Theagarajan	07684760	Honorary Treasurer
5.	Mr. Swaminathan Eisenhower	01521855	Committee Member (Rowing)
6.	Mr. Desikan Krishnan	07918388	Committee Member (Rowing)
7.	Mr. Subramaniam Srinivasan	00649282	Committee Member (Rowing)
8.	Mr. Sivaramakrishnan Sriram	05136094	Committee Member (Lawn)
9.	Mr. Aiana Pravin Mudapa	07765617	Committee Member (Lawn)

Earlier the President handed over the 150th year flag to the incoming President Mr. K. K. Arun Krishnan for safe custody / display.

On conclusion of the official business of the Annual General Meeting, the Chairman declared the meeting as closed.

**M. R. Ravindra**  
**Chairman**  
**Chennai,**  
**28<sup>th</sup> September 2017**