

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

**MINUTES OF THE TWELFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF INDIAN RUGBY FOOTBALL UNION HELD AT THE REGISTERED OFFICE OF THE COMPANY AT NAWAB HOUSE, 2<sup>ND</sup> FLOOR MAHARSHI KARVE ROAD, MUMBAI - 400002, MAHARASHTRA, INDIA ON THURSDAY, 18<sup>TH</sup> SEPTEMBER, 2014 AT 4.00 P.M.**

**The following were present at the meeting:**

Pramod Kishanchand Khanna	Director/ President and Member
Chaitanya Pushpendre Sinh	Director/ Secretary and Member
Maneck Behram Unwalla	Director/ Treasurer and Member
Numzar Dorab Mehta	Director and Member
Aga Raza Hussain	Director and Member
Salim Hussein Tyebjee	Director and Member
Upendra Mohanty	Director and Member
Darius Behram Moos	Director and Member
Shyam Nagarajan	Director and Member
Mahesh Thariyan Mathai	Additional Director and Member
Saurav Chatterjee	Additional Director and Member
Vece Paes	Additional Director and Member
Sanjay Makhija	Independent Observer

**CHAIRMAN:**

Mr. Pramod Kishanchand Khanna was unanimously appointed as the Chairman of the meeting. He took the Chair and extended a cordial welcome to the members.

**QUORUM / PROXIES:**



CHAIRMAN'S INITIALS

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All the members were present at the Meeting. The Chairman declared that no proxy form was received.

**STATUTORY RECORDS:**

All the Statutory Records which are required to be provided at the meeting were made available for inspection of the members.

**NOTICE:**

Notice convening the meeting was read at the meeting.

**DIRECTORS AND AUDITORS REPORT:**

Directors and Auditors Report were read at the meeting.

**CHAIRMAN'S SPEECH:**

The Chairman addressed the members and briefed them about the performance of the Company during the financial year. He further brought to the notice of the member the achievements made by the Company during that period. He then explained the Company's policy being adopted for growth in the coming years.

**ITEM NO. 1: APPROVAL OF FINANCIAL ACCOUNTS:**

The Chairman read out the report of the Auditors on the Annual Accounts for the financial ended March 31st, 2014. The members considered the Profit and Loss account for the financial year ended March 31st, 2014 and the Balance Sheet as at March 31st, 2014 and the Auditors and Directors Report attached including the Annexure annexed thereto.

The Chairman moved the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Balance Sheet as at 31<sup>st</sup> March, 2014 and Profit & Loss Account for the financial ended 31<sup>st</sup> March, 2014 along with the Schedules and Notes to Accounts annexed thereto and the Reports of the Directors and Auditors of the Company be and they hereby received, considered and adopted."

Mr. Maneck Behram Unwalla proposed and Mr. Aga Raza Hussain seconded the Resolution.

After discussion, the above resolution was passed unanimously as an **Ordinary Resolution** at the meeting by show of hands.

**ITEM NO. 2: TO APPROVE THE APPOINTMENT OF STATUTORY AUDITORS:**

The Members considered the re-appointment of M/s. SLM & CO LLP, Chartered Accountant as statutory auditor of the Company.

  
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CHAIRMAN'S INITIALS

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The Chairman moved the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** M/s. SLM & CO LLP, Chartered Accountants (Firm Registration No. 100030) be and are hereby appointed as the Statutory Auditors of the Company for a period of 5 years commencing from the Financial year 2014-15 (subject to ratification of the appointment by the members at every AGM held after this AGM) on such remuneration as may be determined by the Board of Directors in consultation with the Statutory Auditors of the Company."

Mr. Maneck Behram Unwala proposed and Mr. Aga Raza Hussain seconded the Resolution.

After discussion, the above Resolution was passed unanimously as an **Ordinary Resolution** at the meeting by show of hands.

**ITEM NO: 03: APPOINTMENT OF DIRECTORS ON COMPLETION OF THEIR FOUR YEAR TERM:**

The following retiring directors being eligible for re-appointment and having offered himself for re-appointment as follows:

Mr. Aga Raza Hussain  
Mr. Chaitanya Pushpendre Sinh  
Mr. Darius Behman Moos  
Mr. Pramod Kishanchand Khanna  
Mr. Salim Hussein Tyebjee  
Mr. Maneck Behram Unwala  
Mr. Numazar Dorab Mehta

Mr. Upendra Mohanty proposed and Mr. Vece Paes seconded the Resolution.

After discussion, the above Resolution was passed unanimously as an **Ordinary Resolution** at the meeting by show of hands.

**ITEM NO. 4: ELECTION OF THE OFFICE BEARERS OF THE MANAGING COMMITTEE, FOR THE FOUR YEAR PERIOD OF 2014-2018:**

The Chairman stated that as per the information circulated earlier, Mr. Pramod Khanna (President), Mr. Chaitanya Sinh (Secretary), Mr. Maneck Unwala (Treasurer) had indicated earlier that they would be stepping down from their posts, in deference of the new Indian Sports Policy, as they had already served for 3 terms, each of 4 years, as Office Bearers. The Chairman then invited the members to nominate and second candidates for the posts of President, Secretary and Treasurer.

Mr. Numazar Dorab Mehta was proposed by Mr. Aga Hussain and seconded by Mr. Darius Moos for the post of President. There being no other opposing candidate Mr. Numazar Dorab Mehta was declared elected unopposed.

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Mr. Mahesh Mathai was proposed by Dr. Vece Paes and seconded by Mr. Upendra Mohanty for the post of Secretary. There being no other opposing candidate Mr. Mahesh Mathai was declared elected unopposed.

Mr. Saurav Chatterjee was proposed by Mr. Shyam Nagarajan and seconded by Mr. Salim Tyebjee for the post of Treasurer. There being no other opposing candidate Mr. Saurav Chaterjee was declared elected unopposed.

The entire process of election was overseen by Mr. Sanjay Makhija, the Independent Observer, and certified as just, fair and in accordance with the procedure laid down in the IRFU Memorandum & Articles of Association.

The Chairman congratulated the new office bearers and wished them good luck.

**ITEM NO. 5: APPOINTMENT OF AUTHORISED REPRESENTATIVE ON THE INDIAN OLYMPIC ASSOCIATION AND FOR ALL MATTERS WITH THE GOVERNMENT OF INDIA, SPECIFICALLY THE MINISTRY OF YOUTH AFFAIRS & SPORTS FOR THE PERIOD OF FOUR YEARS I.E 2014-18:**

The Chairman informed that the need to appoint one of the members of the Board to represent IRFU on The Indian Olympic Association and represent & liaise on a regular basis with the various Departments & Ministries of Government of India, specifically Ministry of Youth Affairs & Sports, for the all matters relating to the activities of the Union. After discussions, the Board endorsed the rationale of continuity in the position and the appointment for a 4 year period. Mr. Noomi Mehta proposed Mr. Pramod Khanna, who had in the past carried out this task with great dedication & success, be re-appointed. The members unanimously approved the same.

**ITEM NO. 6: APPOINTMENT OF AUTHORIZED REPRESENTATIVE ON THE ASIAN RUGBY FOOTBALL UNION AND THE INTERNATIONAL RUGBY BOARD FOR THE PERIOD OF FOUR YEARS I.E 2014-18:**

The Chairman informed that, similar to the earlier discussion, there was a need to appoint one of our members to represent IRFU on The Asian Rugby Football Union (ARFU) and The International Rugby Board (IRB) for a 4 year period. The Board concurred with this proposal. The Chairman proposed Mr. Aga Hussain be re-appointed, as he had exemplarily carried out these duties in the past. The members unanimously approved the appointment of Mr. Aga Hussain to represent and act on behalf of IRFU on The ARFU Council and The IRB Council for a period of 4 years.

**ITEM NO. 7: REGULARISE THE APPOINTMENT OF MR. VECE PA ES AS DIRECTOR OF THE COMPANY:**

The members considered the regularization of appointment of Mr. Vece Paes as Director of the company.

The Chairman moved the following resolution as an **Ordinary Resolution:**

  
CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 Mr. VECE PAES, who is appointed as additional director of the Company by the Board of Directors and who ceases to hold office under section 161(1) of the Companies Act, 2013 be and is hereby appointed Director of the Company.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to file necessary E-form with the Ministry of Corporate Affairs to notify the change in designation of Additional Director and to do all such acts, deeds, things and matters as may be necessary or incidental thereto."

Mr. Maneck Behram Unwalla proposed and Mr. Aga Raza Hussain seconded the Resolution.

After discussion, the above Resolution was passed unanimously as an **Ordinary Resolution** at the meeting by show of hands.

**ITEM NO. 8: REGULARISE THE APPOINTMENT OF MR. MAHESH THARIYAN MATHAI AS DIRECTOR OF THE COMPANY:**

The members considered the regularization of appointment of Mr. Mahesh Thariyan Mathai as Director of the company.

The Chairman moved the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 Mr. MAHESH THARIYAN MATHAI, who is appointed as additional director of the Company by the Board of Directors and who ceases to hold office under section 161(1) of the Companies Act, 2013 be and is hereby appointed Director of the Company.

**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to file necessary E-form with the Ministry of Corporate Affairs to notify the change in designation of Additional Director and to do all such acts, deeds, things and matters as may be necessary or incidental thereto."

Mr. Maneck Behram Unwalla proposed and Mr. Aga Raza Hussain seconded the Resolution.

After discussion, the above Resolution was passed unanimously as an **Ordinary Resolution** at the meeting by show of hands.

**ITEM NO. 9: REGULARISE THE APPOINTMENT OF MR. SAURAV CHATTERJEE AS DIRECTOR OF THE COMPANY:**

The members considered the regularization of appointment of Mr. Saurav Chatterjee as Director of the company.

The Chairman moved the following resolution as an **Ordinary Resolution:**

  
CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 Mr. SAURAV CHATTERJEE, who is appointed as additional director of the Company by the Board of Directors and who ceases to hold office under section 161(1) of the Companies Act, 2013 be and is hereby appointed Director of the Company.

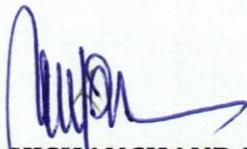
**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to file necessary E-form with the Ministry of Corporate Affairs to notify the change in designation of Additional Director and to do all such acts, deeds, things and matters as may be necessary or incidental thereto."

Mr. Maneck Behram Unwalla proposed and Mr. Aga Raza Hussain seconded the Resolution.

After discussion, the above Resolution was passed unanimously as an **Ordinary Resolution** at the meeting by show of hands.

**VOTE OF THANKS:**

With all the items of the agenda being transacted, the Chairman thanked the members for making it convenient to attend the Annual General Meeting and also thanked them for their active participation in the Annual General Meeting.



**PRAMOD KISHANCHAND KHANNA  
CHAIRMAN/ PRESIDENT**

**DATE:** 18/09/2014

**PLACE:** MUMBAI, INDIA



CHAIRMAN'S INITIALS