

Indian Olympic Association Observer's Report | Rugby India Elections 2018

To,
Mr. Rajeev Mehta
Secretary General,
Indian Olympic Association IOA
Olympic Bhawan
New Delhi - 110016.

Sub: Observer's Report on AGM and Election of RUGBY INDIA Indian Rugby-Football Union. held on Thursday, 27th September 2018 at Mumbai.

Ref : Email and IOA Letter No. IOA BFI/6/2018/2533 dated September 25 2018, regarding Appointment of IOA Observer for the election of RUGBY INDIA Indian Rugby-Football Union.

Dear Rajeevji,

I am thankful to Indian Olympic Association for nominating me as the IOA Observer for the AGM and election of RUGBY INDIA Indian Rugby-Football Union which was held at Mumbai on 27th September 2018 at 5 pm at Talwar Thakore & Associates, 3rd Floor, Kalpataru Heritage, L 27 M.G. Road, Kala Ghoda, Fort, Mumbai - 400001, Maharashtra, India

Report :

I as IOA Observer attended the Annual General Meeting of Rugby India held at Mumbai on the 27th of September 2018. The said meeting started on time and I found a very cohesive atmosphere amongst the members present. The entire meeting went off in order and the newly elected office bearers along with the rest of the team members started off in the spirit of camaraderie amongst themselves.

Attaching herewith relevant documents for your reference & record.

Attendance :


- As attached

Details of Elected Office bearers :

- As attached

Further, I request you to please update the said changes in the records.

Thanks & regards,



Jay Kowli
IOA Observer, Rugby India Elections 2018

Secretary General, Boxing Federation of India BFI
Vice President, Maharashtra Olympic Association MOA



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NOTICE

NOTICE is hereby given that the Sixteenth Annual General Meeting of **INDIAN RUGBY FOOTBALL UNION** will be held at 5.00 P.M. at Talwar Thakore & Associates, 3rd Floor, Kalpatru Heritage, 127 Mahatma Gandhi Road, Kala Ghoda, Fort, Mumbai - 400001, Maharashtra, India on Thursday, 27 September, 2018 to transact the following ordinary and special business:

ORDINARY BUSINESS:

1. To consider and adopt audited financial statement of the Company for the financial year ended 31st March, 2018 and the reports of the Board of Managing Committee (MC) Members and Auditors thereon.
2. To ratify the appoint Auditors and fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s. SLM & CO LLP, Chartered Accountants (Firm Registration No. W-100030), as Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration plus taxes as applicable and reimbursement of out-of-pocket expenses in connection with the audit as the Board of MC Members may fix in this behalf.

RESOLVED FURTHER THAT any one of the MC Member of the Company be and is hereby authorized to do all such acts, deeds, matters and things to give effect to the said Resolution."

3. To re-appoint the MC Members liable to retire by rotation and in this regard, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the following are the MC Members who retire by rotation at this Meeting and being eligible have offered themselves for re-appointment, be and are hereby re-appointed as MC Members of the Company, liable to retire by rotation.

The following retiring MC Members being eligible for re-appointment and having offered themselves for re-appointment:

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Mr. Numazar Dorab Mehta
Mr. Mahesh Thariyan Mathai
Mr. Maneck Behram Unwala
Mr. Pramod Kishanchand Khanna
Mr. Saurav Chatterjee
Mr. Darius Behman Moos

RESOLVED FURTHER THAT any one of the MC Member of the Company be and is hereby authorized to do all such acts, deeds and things which are necessary to give effect to the above resolution."

SPECIAL BUSINESS:

4. To approve the appointment of Mr. Kunal Thakore as MC Member of the Company and in this regard, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Kunal Thakore be and is hereby appointed as MC Member of the Company.

RESOLVED FURTHER THAT any one MC Member of the Company be and is hereby authorised to file necessary E-Form with the Ministry of Corporate Affairs to notify the appointment of MC Member and to do all such acts, deeds, things and matters as may be necessary or incidental thereto."

5. To approve the appointment of Ms. Sanaya Mehta as MC Member of the Company and in this regard, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Sanaya Mehta be and is hereby appointed as MC Member of the Company.

RESOLVED FURTHER THAT any one MC Member of the Company be and is hereby authorised to file necessary E-Form with the Ministry of Corporate Affairs to notify the appointment of MC Member and to do all such acts, deeds, things and matters as may be necessary or incidental thereto."

6. To approve the appointment of Mr. Rahul Bose as MC Member of the Company and in this regard, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of

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Directors) Rules, 2014, Mr. Rahul Bose be and is hereby appointed as MC Member of the Company.

RESOLVED FURTHER THAT any one MC Member of the Company be and is hereby authorised to file necessary E-Form with the Ministry of Corporate Affairs to notify the appointment of MC Member and to do all such acts, deeds, things and matters as may be necessary or incidental thereto."

7. To approve the appointment of Mr. Gerald Antony Prabhu as MC Member of the Company and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Gerald Antony Prabhu be and is hereby appointed as MC Member of the Company.

RESOLVED FURTHER THAT any one MC Member of the Company be and is hereby authorised to file necessary E-Form with the Ministry of Corporate Affairs to notify the appointment of MC Member and to do all such acts, deeds, things and matters as may be necessary or incidental thereto."

**By Order of the Board
For Indian Rugby Football Union**

**Mahesh Thariyan Mathai
(DIN: 00038994)
MC Member/ Secretary**

**Saurav Chatterjee
(DIN: 01116133)
MC Member/ Treasurer**

Place: Mumbai

Date : 19 September 2018

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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEEDS TO BE A MEMBER OF THE COMPANY.
2. The instrument appointing a proxy must be deposited with the Company at its Registered Office, not less than 48 hours before the time for holding the Annual General Meeting.
3. Documents, if any, referred to in the Notice may be inspected at the Registered Office of the Company on any working day during business hours.
4. An explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
5. The Register of MC Members and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
6. The Register of Contracts or Arrangements in which the MC Members are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
7. The Annual General Meeting is proposed to be held at a shorter notice after obtaining written consent from at least 95% of the members.

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EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO.3:

The following were appointed as MC Member of the Company and were liable to retire by rotation at the ensuing Annual General Meeting.

Mr. Numazar Dorab Mehta
Mr. Mahesh Thariyan Mathai
Mr. Maneck Behram Unwala
Mr. Pramod Kishanchand Khanna
Mr. Saurav Chatterjee
Mr. Darius Behman Moos

The Board is of the opinion that the re-appointment of above MC Members on the Company's Board as MC Member is desirable and would be beneficial to the Company. The Board recommends the said resolution to be passed as an Ordinary resolution.

None of the MC Members is concerned or interested in the resolution except Mr. Numazar, Mr. Mahesh Thariyan Mathai, Mr. Maneck Behram Unwala, Mr. Pramod Kishanchand Khanna, Mr. Saurav Chatterjee and Mr. Darius Behman Moos Dorab Mehta.

ITEM NO.4:

The Patron Member Bombay Gymkhana has nominated Mr. Kunal Thakore as MC Member of the Company pursuant to the Articles of Association of the Company and as per provisions of Sections 149, 152 and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Board is of the opinion that the appointment of Mr. Kunal Thakore on the Company's Board as MC Member is desirable and would be beneficial to the Company. The Board recommends the said resolution to be passed as an Ordinary resolution.

None of the MC Members is concerned or interested in the resolution except Mr. Kunal Thakore.

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ITEM NO.5:

The Patron Member Calcutta Cricket and Football Club Ltd. has nominated Ms. Sanaya Mehta as MC Member of the Company pursuant to the Articles of Association and as per provisions of Sections 149, 152 and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Board is of the opinion that the appointment of Ms. Sanaya Mehta on the Company's Board as MC Member is desirable and would be beneficial to the Company. The Board recommends the said resolution to be passed as an Ordinary resolution.

None of the MC Members is concerned or interested in the resolution except Ms. Sanaya Mehta.

ITEM NO.6:

The Managing Committee recommended the appointment of Mr. Rahul Bose as MC Member of the Company pursuant to the provisions of Sections 149, 152 and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Board is of the opinion that the appointment of Mr. Rahul Bose on the Company's Board as MC Member is desirable and would be beneficial to the Company. The Board recommends the said resolution to be passed as an Ordinary resolution.

None of the MC Members is concerned or interested in the resolution except Mr. Rahul Bose.

ITEM NO.7:

The Permenant Member (South Zone) has nominated Mr. Gerald Antony Prabhu as MC Member of the Company pursuant to the Articles of Association of the Company and as per provisions of Sections 149, 152 and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014.

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The Board is of the opinion that the appointment of Mr. Gerald Antony Prabhu on the Company's Board as MC Member is desirable and would be beneficial to the Company. The Board recommends the said resolution to be passed as an Ordinary resolution.

None of the MC Members is concerned or interested in the resolution except Mr. Gerald Antony Prabhu

**By Order of the Board
For Indian Rugby Football Union**

**Mahesh Thariyan Mathai
(DIN: 00038994)
MC Member/ Secretary**

**Saurav Chatterjee
(DIN: 01116133)
MC Member/ Treasurer**

Place: Mumbai

Date : 19 September 2018

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MANAGING COMMITTEE REPORT TO THE MEMBERS

The Committee herewith present their Sixteenth Annual Report comprising of:-

A. REVIEW OF FINANCIAL RESULTS

The financial working of the Company for the year ended 31st March 2018 is as follows: -

Particulars	31.03.2018 (Rupees)	31.03.2017 (Rupees)
Income	3,53,73,672	3,52,25,630
Expenses	4,25,21,559	2,94,40,540
Surplus / (Deficit)	(71,47,887)	57,85,089

B. INFORMATION PURSUANT TO SECTION 134(3) OF THE COMPANIES ACT 2013 (DISCLOSURES MADE TO THE EXTENT APPLICABLE):

1. EXTRACT OF THE ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith.

2. NUMBER OF MEETINGS OF THE BOARD:

There were Four (4) Board meetings held during the year.

3. COMMITTEE MEMBER'S RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013 with respect to the Member's Responsibility Statement, it is hereby confirmed:

- i. that in the preparation of the annual accounts for the financial year ended 31st March, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. that the committee members had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for the year under review;
- iii. that the committee members had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

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- iv. that the committee members had prepared the accounts for the financial year ended 31st March, 2018 on a 'going concern' basis.
- v. Since this is not a listed company, there is no need for internal financial controls to be laid down by the company.
- vi. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

4. **MATERIAL CHANGES AND COMMITMENTS:**

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

5. **AUDITORS:**

The Company in the 12th Annual General Meeting had appointed M/s. SLM & Co LLP, Chartered Accountant, Mumbai, as Statutory Auditor of the Company to hold office for a period of 5 (Five) consecutive years commencing from the financial year 2014-15 to 2018-19.

The Board recommends the ratification of the appointment of M/s. SLM & Co LLP, Chartered Accountants, Mumbai as statutory auditors of the Company from the conclusion of the ensuing Annual General Meeting until the conclusion of the next Annual general Meeting. Certificate from the said audit firm has been received to the effect that they are eligible to act as Auditors of the Company under Section 141 of the Companies Act, 2013.

6. **MC MEMBERS:**

During the year under review, there was a change in the Managing Committee of the Company as follows:

Mr. Aga Raza Hussain Resigned w.e.f. 02/02/2018

However, there was a change in the Managing Committee of the Company after the close of the financial year 2017-18 as follows:

Mr. Shyam Nagarajan Resigned w.e.f. 23/07/2018

Mr. Vece Paes Resigned w.e.f. 09/08/2018

Mr. Salim Hussein Tyebjee Resigned w.e.f. 09/08/2018

Mr. Ravi Kidwai Resigned w.e.f. 09/08/2018

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7. ELECTION OF OFFICE BEARERS OF THE MANAGING COMMITTEE:

The Board of MC Members of the Company recommends the election of the office bearers of the Managing Committee in order to nominate candidates for the posts of President, Secretary and Treasurer.

8. INTERNAL FINANCIAL CONTROLS:

The provisions of clause (i) of sub-section (3) of section 143 with regard to internal financial controls are applicable to the company.

9. RISK MANAGEMENT:

Risks are events, situations or circumstances which may lead to negative consequences on the Company's businesses. Risk management is a structured approach to manage uncertainty. A formal enterprise wide approach to Risk Management is being adopted by the Company and key risks will now be managed within a unitary framework. As a formal roll-out, all business divisions and corporate functions will embrace Risk Management Policy and Guidelines, and make use of these in their decision making. Key business works and their mitigation are considered in the annual/strategic business plans and in periodic management interviews. The risk management process in our multi-business, multi-site operations, over the period of time will become embedded into the Company's business systems and processes, such that our responses to risks remain current and dynamic.

10. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE DEALING

(A) Conservation of energy- Since the Company is not involved in any manufacturing activities, the following are not available.

i) the steps taken or impact on conservation of energy;	NA
ii) the steps taken by the company for utilising alternate sources of energy;	NA
iii) the capital investment on energy conservation equipments;	NA

(B) Technology absorption-Since the Company is not involved in any manufacturing activities, the following are not available.

i) the efforts made towards technology absorption;	NA
ii)	
iii) the benefits derived like product improvement, cost	NA

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iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	NA
a) the details of technology imported;	NA
b) the year of import;	NA
c) whether the technology has been fully absorbed;	NA
d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	NA
iv) the expenditure incurred on Research and Development.	NA

(C) Foreign Exchange Earnings and Outgo:

During the under review, the earnings in foreign exchange was Rs. 1,69,48,041/- (Previous Year Rs. 1,75,34,632/-). The foreign exchange expended during the year under review was Rs. 32,714/- (Previous Year Rs. 8,340/-)

**By Order of the Board
For Indian Rugby Football Union**

**Mahesh Thariyan Mathai
(DIN: 00038994)
MC Member/ Secretary**

**Saurav Chatterjee
(DIN: 01116133)
MC Member/ Treasurer**

Place: Mumbai

Date : 19 September 2018

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1. The following were the retiring MC Members (Directors) re-appointed at the Annual General who were liable to retire by rotation:

Name	Designation
Mr. Numazar Dorab Mehta	Director
Mr. Mahesh Thariyan Mathai	Director
Mr. Maneck Behram Unwala	Director
Mr. Pramod Kishanchand Khanna	Director
Mr. Saurav Chatterjee	Director
Mr. Darius Behman Moos	Director

2. The following were appointed as MC Members (Directors) on the Board of Indian Rugby Football Union:

Name	Designation
Mr. Kunal Thakore (nominated as Member by Bombay Gymkhana Ltd.)	Director
Ms. Sanaya Mehta Vyas (nominated by Calcutta Cricket and Football Club Ltd.)	Director
Mr. Rahul Bose	Director
Mr. Gerald Antony Prabhu (nominated by South Zone)	Director

3. The following were re-appointed as Office Bearers of Indian Rugby Football Union:

Name	Designation
Mr. Numazar Dorab Mehta	President
Mr. Mahesh Thariyan Mathai	Secretary
Mr. Maneck Behram Unwala	Treasurer



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ATTENDANCE REGISTER OF ANNUAL GENERAL MEETING

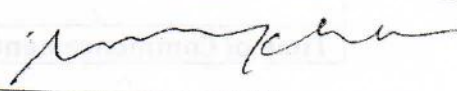
Serial No.	16 th AGM
Name of the Company	Indian Rugby Football Union
Day/Date	Thursday, 27 th September, 2018
Time	05.00 P.M.
Venue	Talwar Thakore & Associates, 3rd Floor, Kalpataru Heritage, 127 M.G. Road, Kala Ghoda, Fort, Mumbai - 400001, Maharashtra, India
Time of Commencement of Meeting	05.00 P.M.

MEMBERS/ DIRECTORS PRESENT

Sr. No.	Name	Designation	Signature
1.	Numazar Dorab Mehta	Director/ President and Member	
2.	Mahesh Thariyan Mathai	Director/ Secretary and Member	
3.	Saurav Chatterjee	Director/ Treasurer and Member	
4.	Pramod Kishanchand Khanna	Director and Member	
5.	Maneck Behram Unwala	Director and Member	Absent
6.	Darius Behman Moos	Director and Member	



7.	Upendra Mohanty	Director and Member	Upendra Mohanty
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Time of Conclusion of Meeting	06.00 P.M.
Authenticated by the Chairman of the Meeting	

No.	Name	Designation	Signature
	Pranab Kumar Mishra	Director	
	Manoj Kumar Mishra	Member	
	Sanjay Kumar Mishra	Member	
	Pranab Kumar Mishra	Member	
	Sanjay Kumar Mishra	Member	
	Pranab Kumar Mishra	Member	