

NOTICE OF 96th ANNUAL GENERAL MEETING

Notice is hereby given that 96th (Ninety Sixth) Annual General Meeting of Roshanara Club Limited (CIN - U91990DL1901PLC000098) shall be held at the Registered Office of the Company at Roshanara Garden, Delhi - 110007 on Friday, the 29th September, 2017 at 2.00 P.M. to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Report of the Managing Committee, Audited Balance Sheet for the year ended 31st March 2017 and the Audited Income & Expenditure Account as on that date along with the Auditors' Report thereon.
2. To ratify the appointment of Statutory Auditors - M/s D.G. & Co., Chartered Accountants for financial year 2017-2018 and to authorize the Board of Directors to fix their remuneration.

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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules 2014 (including statutory modification or reenactments thereof for the time being in force) appointment of M/s D.G. & Co., Chartered Accountants (Firm's Registration No.007214N) (who was appointed as statutory Auditors at 93rd AGM for Five years till the conclusion of 98th Annual General Meeting), as Statutory Auditors be and is hereby ratified and approved for financial year 2017-18, from the conclusion of this 96th Annual General Meeting till the conclusion of next 97th Annual General Meeting, on such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

3. To elect and appoint all Fifteen Directors in place of all the existing Directors of the Company, as all retire by rotation in terms of section 152(6) and 160 of the Companies Act 2013, as amended, and the Article 43 and 44 of the Articles of Association of the Company, through ballot process as prescribed in Articles of Association.

For **Roshanara Club Limited**

Place: New Delhi

Dated: 31st August 2017

Rajan Manchanda

Director

(DIN – 00457119)

37/38, UB Jawahar Nagar, Delhi – 110007

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

ITEM NO. 3

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

In accordance with section 152(6) and 160 of the Companies Act 2013, as amended, and the Article 43 and 44 of the Articles of Association of the Company all the Directors (Managing Committee Members) of the Company shall retire and could be re-elected at the Annual General Meeting. A member other than a retiring Member of the Committee of the Club shall be eligible for appointment if he or some other Member intending to propose him/her has, not less than fourteen days before the meeting, left at the Club office, a notice in writing under his hand signifying his candidature for the membership of Managing Committee or the intention of such member, to propose him as a candidate for that office, as the case may be, along with a deposit of Rs. 1,00,000/- which shall be refunded to such member, if the person succeeds in getting elected as a member (Director) of the Managing Committee or gets more than 25% of total valid votes cast either on show of hands or on poll on such resolution.

As per provision of section 152(3) no person could be appointed as Director (Managing Committee Member) of the Company unless he is having the valid registered DIN allotted by Ministry of Corporate Affairs. The Member or such Member proposing him shall have to intimate about the DIN Number of the member proposed for Directorship. In accordance with section 152(5) of the Companies Act 2013, as amended, every member shall sign and file with the Club, his consent in writing in Form DIR-2 to act as a Director (Managing Committee Member) of the Company, if appointed.

None of the Directors or any of their relatives is in any way concerned or interested financially or otherwise in the Ordinary Resolution set out at item No. 3 of the Notice, advised by Board for process of election of directors. The directors to be appointed will be finalized as per ballot process as per Articles of Association.

By Order of the Managing Committee
For **Roshanara Club Limited**

Place: New Delhi

Dated: 31st August 2017

Rajan Manchanda

Director & Hony. Gen. Secretary
(DIN – 00457119)
37/38, UB Jawahar Nagar,
Delhi – 110007