DRAFT MINUTES OF THE 23 ${ }^{\text {rd }}$ ANNUAL GENERAL BODY MEETING OF NERUL GYM KHANA, HELD ON SUNDAY, February 28, 2021 AT 10.00 A.M ONLNE ZOOM APP. AT NERUL GYMKHANA, PLOT NO. 5/ 5A, SECTOR - 28, NERUL NAVI MUMBAI

1. The meeting was convened at 10:00 A.M. by Hon. Gen. Secretary Managing Committee Mr. Dhananjay Vanmali. However due to lack of quorum, meeting was adjourned and reconvened at the same place at 10:30 A.M .
The Following members were present on the dais: -
M r. Vinoo Raina, Hon. Chairman, Board of Trustees
Dr. K.P. Sherif, Hon. Secretary, Board of Trustees
Mr. Kamlesh Thakkar, Hon. Treasurer, Board of Trustees
Mr. Kanhaiya Lal Boob, Hon. Advisor, Board of Trustees
Mr. Shashi Pandey, Hon. President, M anaging Committee
M r. Vikas Shetty, Hon. Vice President, M anaging Committee
M r. Dhananjay Vanmali, Hon. Gen. Secretary, M anaging Committee

Mr. Shashi Pandey Hon. President, Managing Committee was invited to initiate the proceedings, as Mr. Dhananjay Vanmali Hon. General Secretary, Managing Committee was recovering from COVID 19 and not in a position to speak at length.

## 2. Agenda No. 1

## Reading and confirming of the Minutes of the Meeting of the last AGBM held on 15 ${ }^{\text {TH }}$ December 2019.

Permission was requested and obtained from the August Body to read out only the salient points of the $M$ inutes of $M$ eeting as the same had been circulated in advance.
Mr. Shashi Mahinderkar, Founder Member F-1295 wanted to know if the proposed Badminton court would be an open or closed (Indoor or Outdoor) court. Mr. Shashi Pandey Hon. President, M anaging Committee informed that the badminton court would be a proper indoor court as and when it is finally constructed.

The minutes was proposed to be passed by Mr. Himanshu Chauhan Founder Member (F-977) \& seconded by Mr. Mitul Shah Life Member L-1226. The minutes were unanimously accepted by the members present to be passed.

## 3. Agenda 2

## To receive and adopt the Annual Report for 2019-20 (Annexure I)

Permission was requested and obtained from the August Body to read out only the salient points of the Annual Report as the same had been circulated in advance.
Mr. Vinod Patil, Life Member L-47, lauded and commended the good work done by the M anaging Committee and the Trustees during the Pandemic by engaging in various activities.

With the above discussion, the August body adopted The Annual Report for 2019-20. The same was Proposed by Mr Sathasivan Sankaran Life Member L- 1296 and seconded by M r. Vinod Patil Life Member L- 47.
4. Agenda 3:-

To receive and adopt the Audited Statement of Accounts and Balance Sheet along with annexures for the year 2019-2020 (Annexure II)

The august gathering was informed that, the gymkhana had not received any queries by way of letter, post the circulation of the Audited Statement of Accounts and Balance Sheet along with annexures for the year 2019-2020 (Annexure II)

This was followed by reading out the Audited Statement of Accounts and Balance Sheet by Mr. Kanhaiya Lal Boob, Hon. Advisor, Board of Trustees.

M r. Vinod Patil, Life Member L-47, gave the following suggestion:- The Gymkhana should focus on and get maximum utilisation of the various open venues, e.g. lawns, in the gymkhana by organising / conducting social functions and parties.
Mr. Vinoo Raina, Hon. Chairman, Board of Trustees informed the members that in the past 4 months, the new decorator has performed well and has overcome our earlier lacuna. He was able to execute many functions as the COVID 19 lockdown restrictions were lifted. It is expected that as the situation improves w.r.t. COVID, this area of operations of the Gymkhana will improve further.
Mr. Kanhaiya Lal Boob, Hon. Advisor, Board of Trustees, pointed out that in the past our performance w.r.t. the Gym was extremely poor and with the new gym service provider (M/s. Kazi Fitness Force) taking over, we are hopeful of the performance improving.

Mr. Shashi Pandey, Hon. President, Managing Committee informed the members that Nerul Gymkhana had signed up an agreement for the Passion Gym with M/s. Kazi Fitness Force, a well-known name in the fitness industry and running such gyms in Ghatkopar, e.g. Jolly Gymkhana. The operations had come in to effect from $26^{\text {th }}$ January 2021. Till date, close to 150 members had already been enrolled in the Passion Gym. As per the agreement, Nerul Gymkhana will receive Rs.50,000/- per month for initial 6 months of operations and subsequently, the amount expected per month would be Rs. $1,00,000 /$ -

He further informed that the caterer (M arrs Hospitality Services) of the restaurant had moved out once the lockdown had been clamped due to major losses being suffered by him. Post the lifting of the lockdown restrictions, a new caterer (Dee Kay Hospitality) had been appointed and he had been operating since $15^{\text {th }}$ December 2020 and is doing quite well. It is estimated that the monthly income from restaurant as Royalty for the Gymkhana could be in the range of Rs. $75,000 /$ - to $1,25,000 /$ - He also appealed all member with their family to patronise the Gymkhana more frequently and increase the footfalls.

Mr. Abhijit Mohite, Life Member L-1265 wanted to know if there was a plan to raise maintenance charges. Mr. Vinoo Raina, Hon. Chairman, Board of Trustees informed the members that as per the constitution, the maintenance charges are fixed for a period of 3 years and are supposed to be revised every 3 years. The Charges were last framed 3 years ago by the AGBM and so, today this has been listed as part of the agenda and will be discussed in due course of the meeting.

Mr. Abhijit Mohite, Life Member L-1265, suggested that, the Passion Gym should look for initiating weight loss programs for people who cannot use the Gym for various reasons as this would increase the revenue from the gym.

Mr. Shashi Pandey, Hon. President, Managing Committee informed that the suggestion was welcome and noted and will be taken up with the Gym Sub Committee for discussion and possible implementation.

Mr. Hrishikesh Bose, Founder Member F-203 raised the following points:- His daughter had taken the membership in Gym for 6 months on $13^{\text {th }}$ March 2020 and from $16^{\text {th }}$ March 2020 the lockdown was imposed. When the Gym was opened up in January 2021, she approached the gym for utilising the facilities and she was informed that she could use the membership for a total of 3 months and not for 6 months. He further added that this was unfair and wanted to understand the rationale behind the period of 3 months.

M r. Vinoo Raina, Hon. Chairman, Board of Trustees informed him that, this decision was taken after taking in to account the following points:- Due to lockdown the fitness industry had seen a massive shut down of all gyms. The Association of the various gyms had approached the Chief Minister and informed him that it would not be possible for them to refund any amount to the members who had paid for the membership. However, the Gymkhana thought that our Members should not suffer total loss and so took the decision of subsidizing the loss of the member by paying the new Fitness partner for 3 months membership of the existing members. Had we tried to ask the new partner to subsidise the same, he would have refused and could have not agreed to partner with the gymkhana. Further for the benefit of the members, the new service provided upgraded the facilities and carried out a face lift of the gym.
While Mr. Hrishikesh Bose, Founder M ember F-203, understood the issue, he was not fully convinced and opined that the period should be increased from 3 months to 4.5 months. He requested the Managing Committee to consider the same. He further suggested that, the M anaging Committee should be allotted a generic e-mail id where the members can directly write to the managing committee as and when he wanted to contact. As of now, the mail id provided was being operated by the Admin.
Mr. Vinoo Raina Hon. Chairman, Board of Trustees assured Mr. Hrishikesh Bose, Founder Member F-203 that any mail sent to the id provided to him is forwarded, read and action initiated by the Managing Committee. He further added that the Managing Committee and Trustees, meet every Sunday at 11:30am and any member can meet committee member at that time.
Mr. Kapil Kulkarni, Life Member L-1347, informed the gathering that he is an entrepreneur and could get generic number for gymkhana and requested the gymkhana to work with him. In the absence of further queries, the audited balance sheet was proposed to be passed by M r. Shashikant M ahindrakar, Founder M ember F-1295 and seconded by Mr. Abhijit M ohite, Life Member L-1265. The August body unanimously adopted the Audited Statement of Accounts and Balance Sheet along with annexures for the year 20192020 (Annexure II)

## 5. Agenda 4:

Appointment of Auditor for the financial year 2020-2021 (Annexure III)

M r. Kanhaiya Lal Boob, Hon. Advisor, Board of Trustees, read out the following resolution
"RESOLVED THAT M/S. "HAWA \& CO. CHARTERED ACCOUNTANTS, MUM BAI BE AND ARE HEREBY APPOINTED AS AUDITORS FOR FINANCIAL YEAR 2020-2021 AND TRUSTEES ARE HEREBY AUTHORIZED TO DO THE NEEDFUL INCLUDING TO DECIDE IN RESPECT OF THEIR REM UNERATIONS".

The August body unanimously accepted the Draft Resolution and the resolution was proposed to be passed by Mr. Suresh Nair, Founder M ember F-1293 and seconded by M r. Rajesh M ishra, Life M ember L-460.

## 6. Agenda 5:-

Status of arrears of members and the action plan for recovery of the same
Mr. Kanhaiya Lal Boob, Hon. Advisor, Board of Trustees, presented the current status. A total of Rs. 597.59 lakhs are to be recovered from default members.

M r. M ohan Kutty, Membership No. F-1761, wanted to understand if the members who had sought transfer of their memberships had paid $100 \%$ of their dues as they exited.

Shri Vinoo Raina, Chairman, Board of Trustees informed all the members that as per the transfer protocols of the membership, it is not possible to transfer the membership without obtaining no dues certificate from the Gymkhana. So for every transfer case, the gymkhana had recovered $100 \%$ of the dues. He further added that as per the last AGBM 's decision, the list of close to $330-340$ defaulting members (who have remained untraceable despite all efforts from the gymkhana) after notifying in a local newspaper, is to submitted with the Charity Commissioner intimating him / her of the default and the decision to remove their membership from the register.
M r. Sameer Varma, Life Member - 1309 opined that If the defaulting member's due are more than Rs. 10,000/-, their access should be restricted.

Mr. Mitul H Shah, Life Member L-1226 offered the following suggestion: - Before initiating such drastic step as cancellation of the membership and publishing the details in News Paper, we should speak to the members, understand the reason why they are not paying their dues.

M r. Vinoo Raina, Chairman, Board of Trustees informed that those members are not traceable at all.

Mr. Anil Kumar Kartha Hon. Trustee, proposed that cut of date for categorising defaulted members should be changed from M arch 2016 to M arch 2017.

Mr. Vinoo Raina, Hon. Chairman, Board of Trustees informed that the definition of default members as per the last AGBM is "if the members who have not paid their dues upto Financial Year 2015-2016". He further opined that it is necessary to limit the period to Five years. He implored the August Body to pass a resolution defining the default member as one who has failed to pay the maintenance dues for the last five years.

M r. Shashi Pandey, Hon. President, Managing Committee stated that as per the definition, if we were to maintain a period of 5 years, then we need to move the base year from 2016 to 2017, as a matter fact, we will need to keep revising the base year every year.

M r. Hrishikesh Bose, Founder Member F-203, suggested that, we should apply penalty on the defaulters rather than suspending them and give them one more chance. Penalty and interest to be doubled in case, they still refuse to pay

Mr. Siddharth M ehta, Founder M ember F-1660, suggested publish the list of the defaulting members and if they are agreeable to pay $100 \%$ of the amount due, they should be given some amnesty for future use of the facilities.
Mr. Vinoo Raina Hon. Chairman, Board of Trustees informed that we cannot consider any option which talks about amnesty of sort as this would not be right because it will be an injustice to the genuine members, who have diligently paid their dues on time and also those, who had defaulted but have now paid their dues in full with penalty.

Mr. Mitul Shah, Life Member L-1226 offered the following suggestion - We should not move the base year from 2016 to 2017 for at least one year as the members may have some grouse or issues that if resolved will result in them paying their dues or simply may not have been communicated the issue. The trustees should be empowered to take the decision to shift the base after one year.

Mr. Kazi Riyazuddin, Founder Member F-1344, suggested that any member who has dues pending for more than one year should not be permitted to access the facilities of the Gymkhana. This is an injustice to the members who are paying their dues diligently.
Mr. Vinoo Raina Hon. Chairman Board of Trustees informed the members present that it is a precedence set in previous AGBMS that a resolution adopted in the past AGBM s will not be altered in the next AGBM. Respecting the above decision however the August Body can pass the resolution defining the default members and shifting the base year from March 2016 to March 2017. He also stated that the suggestion made by Mr. Kazi Riyazuddin, Founder Member F-1344, would be taken up for discussions in the Trustees meeting.

Mr. Mitul Shah, Life M ember L-1226 agreed with M r. Vinoo Raina and asked him to move the resolution defining a default member and shifting the base year from M arch 2016 to M arch 2017.

Mr. Vinoo Raina Hon. Chairman Board of Trustees read out the following resolution for the approval of the August body.

RESOLVED THAT THE DEFINITION OF THE DEFAULT MEM BERS WILL BE "A M EM BER WILL BE CLASSIFIED AS A DEFAULT MEM BER IF HE FAILS TO PAY M AINTENACE DUES FOR THE LAST FIVE YEARS". "RESOLVED THAT TRUSTEES ARE EMPOWERED TO CHANGE THE BASE YEAR FROM MARCH 2016 TO MARCH 2017 AS PER THE DEFINITION OF THE DEFAULT MEMBER AND EVERY FOLLOWING YEAR THE BASE YEAR WILL BE SHIFIED BY ONE YEAR".

The August body unanimously accepted the Resolution and the resolution was proposed to be passed by Mr. Dr. Fari A Hawa, Founder Member F-646 and seconded by Mr. Kazi Riyazuddin, Founder Member. F-1344

## 7. Agenda 6:-

M aintenance charges (amount fixation) for the FY 2021-22, 2022-23 \& 2023-2024 (Annexure IV)

Mr. Vinoo Raina informed the AGBM that as per the $11^{\text {th }}$ amendment to the constitution resolved during AGBM held on January 112015 and rectified in AGBM held on December 20 2015, the M aintenance Charge from Founder Members and Life Members is to be charged every year and the M aintenance Charge will be fixed for three years and will be changed after every three years.

Mr. Vinoo Raina, Hon. Chairman, Board of Trustees informed the meeting that the Trustees and the Managing Committee Members, propose to retain the existing charges with no change, bearing the Pandemic in mind and the fact that the members were kind enough to support the Nerul Gymkhana in such tough times.

Mr. Kanhaiya Lal Boob, Hon. Advisor, Board of Trustees, read out the following resolution
"RESOLVED THAT THE MAINTENANCE CHARGES FOR THE FINANCIAL YEAR 2021-22, 2022-23 \& 2023-24 WIL BE KEPT UNCHANGED AT RS.3000/ - + GST (AS APPLCABLE), AS PER THE M ANAGING COM MITTEE RESOLUTION DATED JANUARY 5, 2021.

The August body unanimously accepted the Resolution and the resolution was proposed to be passed by Mr. Siddharth M ehta, Founder M ember F-1660 and seconded by Mr. Suresh Nair Founder M ember. F-1293

M r. Ravi Prakash, Life Member L-1302 asked why the maintenance charges were different for Founder M ember, Old Life M ember \& New Life Member. It is understood that there be a cost difference of entry fees to the gymkhana as the old members invested when there was nothing as compared to the new members when there was something. However, the maintenance charges ought to be the same for all.
Mr. Vinoo Raina Hon. Chairman Board of Trustees informed that this decision was taken because as per the original constitution, the members were not be charged any maintenance charges at all. However, in 2011, looking at the precarious financial condition, it was decided to introduce the maintenance charges and so the existing members were asked to pay less charges and the new members who took membership were intimated that they would be charged the maintenance charges at the very beginning. The constitution had to be amended to accommodate the same. If we were to bring the maintenance charges on par for all, this would entail making amendments in the constitution.
M r. Ravi Prakash, Life Member L-1302 opined that if necessary the Gymkhana should consider amending the constitution as other clubs have same maintenance charges.
M r. Vinoo Raina Hon. Chairman, Board of Trustees, informed that the same will be discussed in the Trustees meeting and at present cannot be taken up.

## 8. Agenda 7:-

Update on Phase II and Membership Drive
Mr. Shashi Pandey Hon. President, M anaging Committee informed that as everyone is aware, that the structure of the round building has been completed before the Pandemic and we were to initiate the brick work of the same when the lockdown set in. As discussed with the contractor, he should be initiating the brickwork as soon as possible.
M r. Vinoo Raina, Hon. Chairman, Board of Trustees, updated about the status of the upcoming proposed Olympic Size Swimming Pool. It was informed in the last AGBM, the total cost of the Pool was considered as Rs. 6 Crores and an approval for taking loan against collateral of up to Rs. 4 Cr was taken from the last AGBM, with the plan to cater the balance Rs. 2 Crore through accruals as we were generating Rs. 2 Crores per year by way of membership sale. However, due to the Pandemic, we have collected only Rs. 20 lakhs in the year 2020-2021 (till date) This is leading to a shortfall of Rs. 2 Crore and so an additional approval to take a loan of Rs6 Crore is needed from the AGBM.

The Swimming Pool project is a self-revenue generating project and the income from the pool will take care of the EMI's to be paid.

M r. Ragib Shaikh Founder Member F-1592 Wanted to know the current cost of the swimming pool.

Mr. Vinoo Raina Hon. Chairman, Board of Trustees replied that the cost is Rs.6.5 Crore and we plan to pay the balance Rs. 0.5 Crore through internal accruals

With the above discussion, the August body unanimously accorded the mandate to the trustees to raise the loan of Rs. 6 Crore for the Olympic Size Swimming Pool against M ortgage of Gymkhana land. The same was Proposed by Mr Suresh Nair Founder Member F- 1293 and seconded by M r. Ragib Shaikh Founder Member F-1592

## 9. Agenda 8:-

## Any other item with the permission of the chair:

Go Green Go Solar Initiative
Mr. Anil Kumar Kartha Hon. Trustee, presented the Go Green Go Solar initiative where in, it was presented to the members present, the proposal to engage upon a project to deploy Roof Top Solar Panels in the gymkhana, to reduce carbon footprint and bring down the cost of electricity.

Mr. Anil Kartha pointed out that there are a total of 2 options available to the gymkhana Capex and Opex
Considering the quotations received, as of date, the Opex model entailed Bank Guarantee. In the opinion of the Trustees it makes sense to opt for the Capex Solution, where in we will need to raise funds to the tune of Rs. 44 Lakhs approximately from either a bank, Fl or members.
Mr. Mohan Kutty, Founder Member F-1761 had the following observation on the presentation: - There are 2 types of Solar Panels a) Fixed b) M otorised, which follow the path of the sun and therefore increase the efficiency by $35 \%$. Ideally one should opt for the motorised panels as this obviously provides higher operational efficiency. Further, looking at our experience of running the Gym by ourselves, (where in we have had a total loss of around Rs. 40 odd lakhs), we should not take the operations of the Solar Panels in our hands. We should ideally opt for the Opex option and learn the nittie gritties involved and then in a couple of years, we can discontinue the Opex option and shift to Capex. However, he whole heartedly supported the adoption of the Go Green Go Solar Project
Mr. Anil Kumar Kartha Hon. Trustee answered the various points raised by Mr. M ohan Kutty as follows: Having explored both option - Capex and Opex, we have come to the conclusion that Capex is a better option and that it provides better benefits. The Bank Guarantee being sought in the Opex option is for the vendor and not for the bank. We will explore the possibility of Opex option without the BG. If the same is available, we will consider the same. Running of the Solar Panels and equipment's. After verifying with various sources, it has been identified that we need to keep washing the solar panels on a regular basis with plain water. W.r.t. M otorised Panels, this option is not suitable in our case, due to a) Structure b) Position of the Panelsc) M ovement of the Sun
Having said that, Anil invited any member present to join the project as a volunteer and provide their expertise, especially, engineers and persons who have had previous experience in setting up or dealing with similar solar projects. However, the final call needs to be taken within the next 2 weeks

Mr. Mitul Shah, Life Member L-1226 volunteered to get involved in the Go Green Go Solar project and offer his knowledge and experience.

Mr. Anil Kumar Kartha Hon. Trustee thanked the member for the information and informed that both the points of maintenance and electronics have been evaluated and understood and found to be manageable. He once again invited the member to join the team to help and execute the project. Further, he proposed the AGBM to give a mandate to the Trustees and M anaging Committee to raise a loan of 45 lakhs, in case a call is taken to opt for the Capex option. The members resolved to grant the mandate to raise 45 lakhs towards the Go Green, Go Solar initiative.
The resolution was proposed by Suresh Nair F-1293 and seconded by Rajesh M ishra L-460
M r. Shankaran L-1296 informed that generally Solar Panels cannot be mortgaged for loan so may be difficult to get bank loan.
Mr. Sanjay, Membership No. F-1010 gave the following suggestion on the biggest challenge being faced by Nerul Gymkhana today - liquidity. We should approach various corporates for Corporate M embership.

## 10. Letters from Members

Hon. President Shri. Shashi Pandey informed that we have received only one letter from the member - M r. Stanley Gladstone w.r.t. Tennis.

He further informed that a detailed discussion between Mr. Gladstone and the Hon. Gen. Secretary, M anaging Committee had already taken place in the last week and various aspects of the letter were addressed in the meeting.

He further read the salient points of the letter and suggested a second meeting with the Hon. Gen. Secretary, M anaging Committee to resolve the situation

Mr. Stanley Gladstone, Life Membership No. L-991 Pointed out that: Members want to use the tennis courts in the morning and Floodlights should be made available.

Hon. President Shri. Shashi Pandey, invited Mr. Stanley Gladstone to become a volunteer which was accepted by him.

M r. Sanjay Singh, M embership No. F-1010 Suggested that Corporate M embership Details to be made available on the website and Boundary Wall to be completed as this gives a decent look to the place and attracts the various corporates

Hon. President Shri. Shashi Pandey informed all that Nerul Gymkhana Restaurant - Blue Ginger Village 12/20 has an FL4 license which allows Nerul Gymkhana to serve liquor on designated dry days. However, this can be served only to Members and specifically to those members who are physically present in the restaurant. This benefit cannot be passed on to the members if they are not physically present in the restaurant. Guests accompanying the

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member can also be served liquor on the responsibility of the member. It is suggested that on these days big groups be avoided as guest. It is also suggested that minimum nonmembers be invited for drinks on dry days. Further, irrespective of the FL4 License, as per the Excise laws it is mandatory for all to carry a valid liquor permit which is available for Rs. $5 /$ - for the day or Rs.1000/- for life time (rates may be verified with excise department)

Vote of thanks was proposed by Mr. Kamlesh Thakkar (Hon. Treasurer, Board of Trustees)

The meeting was concluded with the singing of National Anthem

