

SGMOM/02/21-22

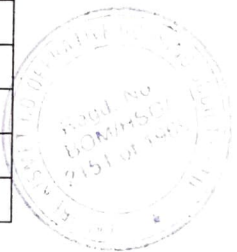
13/03/2022

Minutes of the Special General Body Meeting of Empire Kismet CHS Ltd.

The Special General Body Meeting of Empire Kismet Cooperative Housing Society Ltd. was called by the Secretary, Mr. Nanu Rohit as per notice bearing No. SGM/Notice/01/21-22 dated 22/02/2022. The meeting was held in hybrid mode (Offline as well as Online). The offline venue was Checkers, Otters Club, Carter Road, Bandra West, Mumbai 400 050. The meeting started at 11:00 am on 13/03/2022.

The following members attended the meeting:

Sr. No.	Name of the Member	Flat No.	Attendance Mode
1	Mr. Goenka Arun	20	Offline
2	Mr. Rohit Nanu	14	Offline
3	Mr. Janardan Mahesh	19	Offline
4	Mr. Gonsalves Godwin	2	Offline
5	Mr. Khemani Shyam	10	<u>Online</u>
6	Mrs. Shaikh Jamila	1	Offline
7	Mrs. Baig Moina	23	Offline
8	Mr. Rohit Mankar	21	Offline
9	Mrs. Mohimtule Khadija	24	Offline
10	Mr. Mankar Prakash	22	<u>Online</u>
11	Mrs. Asrani Sonal	18	Offline
12	Mr. Asrani Nirmal	17	Offline
13	Mr. Chadha Umesh	15 / 16	<u>Online</u>
14	Mr. Batliwala Sakir	3 / 4 / 9 & 12	Offline
15	Ms. Sethna Simone	11	<u>Online</u>
16	Mr. Batliwala Safan	7 & 8	Offline
17	Mr. Sarkari Jimmy	6	Offline
18	Mr. Dsouza Connel	5	<u>Online</u>



A total of thirteen (13) members attended the meeting in the offline mode and a total of five (05) members attended the meeting in the online (Zoom) mode. The signed copy of the attendance sheet and confirmation emails from members, those who attended online, is attached to this Minutes of Meeting. **The required quorum for the Special General Body Meeting is 2/3rd of the total membership strength of the society or twelve (12) members whereas the society had a 100% quorum.**

The meeting was chaired by Mr. Arun Goenka, the Chairman of the Society. He warmly welcomed all the members to Empire Kismet Cooperative Housing Society's first official Special General Body Meeting in hybrid mode. He expressed his joy at seeing a 100% quorum.

Before commencing the formal meeting, the Chairman reminded all the members of the passing away of our member; Mr. Dosu Sethna of Flat No. 11. He expressed his condolences to Mrs. Jai Sethna and Ms. Simone Sethna and requested all members to stand in their place and observe a moment of silence in the memory of Mr. Sethna.

Mr. Arun Goenka informed the members that the following rules will be applicable for this hybrid Special General Body Meeting:

1. Members joining on the zoom app are requested to their computers on mute.
2. The Notice with Agenda of the Special General Body Meeting has been shared with all. It has also been uploaded on the Society's website <https://www.empirekismet.in>.
3. The Chairman emphasized that all members will be given an opportunity to speak and requested members to not deviate with topics not pertaining to the point being discussed.

Mr. Arun Goenka informed the members that the Society shall be following the provisions laid down in section 79A including its revised guidelines. He informed the members that a copy of the same has been uploaded on the Society's website <https://www.empirekismet.in>.

Mr. Arun Goenka drew the attention of the members to the Notes to the Special General Body Meeting and specifically to Note No. 4. He informed the members that the Managing Committee was expecting suggestions and offers from members on Project Management Consultants (PMC) and Legal Advisors known to them but have not received any leads from any member. The Managing Committee has taken feedback from Lawyers, Other Societies and has approached the PMC's most active in our area. Offers received have been posted on the Society's website. The Managing Committee members have interacted with the PMC and Legal Advisors to gauge their experience. He therefore requested all the members to actively participate on the agenda points and have a healthy discussion.

Mr. Arun Goenka requested Mr. Rohit Mankar, Managing Committee Member to present to the house the presentation on the issue of Redevelopment. He requested members to not ask any questions during the presentation. He informed the members that the Managing Committee will answer all queries after the presentation is completed. Before beginning the presentation, Mr. Arun Goenka thanked all Managing Committee Members for their efforts on the subject of redevelopment.

Mr. Rohit Mankar made a clear and concise presentation of the way forward, the steps to be taken and the agenda of this meeting. He also touched upon the following:

1. Reasons for Development.
2. Self Development vs. Development through a developer.
3. Pros and Cons of 33(7) B vs. 33(11).
4. Selection of PMC & Legal Advisor & Tentative timelines.

The members welcomed the presentation by Mr. Rohit Mankar with a round of applause. Mr. Arun Goenka informed the members that the presentation made will be uploaded on the Society's website.

The Chairman then began with the Agenda of the Special General Body Meeting:

Agenda Point No. 1:

To consider the letter received from Members of the Society dated 31/01/2022 suggesting redevelopment of the Society building.

The Chairman informed the General Body that the following members had written a common letter dated 31/01/2022 to the Chairman and Hon. Secretary requesting the Managing Committee to take up the issue of redevelopment.

Sr. No.	Name of Member	Flat No.
1	Rohit Mankar	21
2	Prakash Mankar	22
3	Nirmal Asrani	17
4	Sonal Asrani	18
5	Moina Baig	23
6	Khadija Mohimtule	24



He requested the members to take on record the letter received.

Resolution of Agenda Point No. 1:

RESOLVED that the letter issued by the above named members dated 31/01/2022 be taken on record.

Proposed By: Mr. Nirmal Asrani

Seconded By: Mr. Umesh Chadha

Passed: Unanimously.

Agenda Point No. 2:

To take a preliminary decision regarding re-development of the society building after taking into consideration the requisitions and suggestions received from the members.

The Chairman invited queries from the members on Mr. Rohit Mankar's presentation and specifically Agenda Point No. 2.

Mr. Umesh Chadha indicated that he had no queries and observed that the presentation was made with total clarity and done very beautifully. Mr. Mankar, Mr. Dsouza, Mr. Khemani and Ms. Sethna indicated that they had no queries at this stage.

Mr. Sarkari, Mr. Safan Batliwala, Mr. Sakir Batliwala, Mr. Asrani, Mrs. Asrani and Mrs. Mohimtule also indicated that they had no queries at this stage. The Managing Committee Members also didn't have any queries on the issue of redevelopment.

Being satisfied that all members were covered and there were no queries from any member, Mr. Arun Goenka took up the matter of Redevelopment for a vote, the results of which are:

Sr. No.	Name of the Member	Flat No.	Decision
1	Mr. Goenka Arun	20	For
2	Mr. Rohit Nanu	14	For
3	Mr. Janardan Mahesh	19	For
4	Mr. Gonsalves Godwin	2	For
5	Mr. Khemani Shyam	10	For
6	Mrs. Shaikh Jamila	1	For
7	Mrs. Baig Moina	23	For
8	Mr. Rohit Mankar	21	For
9	Mrs. Mohimtule Khadija	24	For
10	Mr. Mankar Prakash	22	For
11	Mrs. Asrani Sonal	18	For
12	Mr. Asrani Nirmal	17	For
13	Mr. Chadha Umesh	15 / 16	For
14	Mr. Batliwala Sakir	3 / 4 / 9 & 12	<u>Abstain</u>
15	Ms. Sethna Simone	11	<u>Against</u>
16	Mr. Batliwala Safan	7 & 8	<u>Abstain</u>
17	Mr. Sarkari Jimmy	6	For
18	Mr. Dsouza Connel	5	For



RESOLVED that the Managing Committee take forward the redevelopment agenda and follow the guidelines of section 79A.

Passed: With majority of fifteen (15) members for, one (01) against and two (02) abstentions.

The Chairman informed the assenting members that as per the conditions of section 79A, point no. 12, the Managing Committee will need a written consent from them. All members agreed to do so.

Subject to the decision on the approval of re-development, to appoint, from the received offers, an expert and experienced Architect / Project Management Consultant from the Panel of Government / Local Authority for the re-development work of the building and to fix the aspects and terms / conditions of the work to be done by them.

The Chairman invited queries from members on Mr. Rohit Mankar's presentation and specifically Agenda Point No. 3.

Mr. Sakir Batliwala wanted to know why the managing Committee had uploaded an offer from a PMC, which had no address and signature. He was worried that an unsigned proposal was being considered. He expressed disappointment that the PMC didn't take the burden of even signing their proposal. He also wanted to know if a public notice was given. Mr. Mahesh Janardan, Treasurer clarified that as per section 79A, public notice is not required. The Treasurer informed Mr. Sakir Batliwala and other members that this is precisely the reason why the Managing Committee requested all the members to suggest PMC's known to them. Mr. Sakir Batliwala informed the Treasurer that he is not arguing the point but just putting up a suggestion so that problems in the future may be avoided. The Treasurer reiterated that the Managing Committee will strictly follow the process as laid out in section 79A.

Mr. Umesh Chadha requested all the members to look at the intent of the Managing Committee. In his opinion the intent of any committee is to function professionally, which this committee has shown. He observed that the Managing Committee is 'walking the talk' and that he was very impressed with the way the meeting was being conducted. He observed that the team has professionals. He indicated that the Treasurer, Mr. Mahesh Janardan has vast experience in contracts and business. He observed that the Chairman and Hon. Secretary are business men and know what is to be done. He also observed that Mr. Rohit Mankar is a professional Architect who can be asset for the redevelopment of the building. He requested members to not get into small issues and look at the larger intent of the Managing Committee. He felt that all should support the committee in making the redevelopment a success. Mr. Umesh Chadha agreed with the entire presentation of Mr. Rohit Mankar. He felt that there could be minor lapses in the future but the members should not make an issue of it and just carry forward. He once again requested members to support the committee to make the redevelopment happen and thanked the Managing Committee for conducting the meeting in a very professional manner.

The Chairman, Mr. Arun Goenka profusely thanked Mr. Umesh Chadha for his kind words. The members welcomed Mr. Umesh Chadha's words with a round of applause.

Mr. Prakash Mankar indicated that he was overwhelmed with the work undertaken by the committee. He noted that the committee had come up with concrete suggestions to the problems. The members welcomed Mr. Prakash Mankar's words with a round of applause.

Ms. Simone Sethna agreed with Mr. Chadha and remarked that a lot of work has been done by the Managing Committee in a very professional and transparent manner. She observed that it was difficult to review everything in detail due to paucity of time and would have been happy if additional time was available. Other than this, she remarked that everything was organized well and the information was put together in a structured format. She informed the members that the Chairman, Mr. Arun Goenka and the Treasurer, Mr. Mahesh Janardan have been extremely approachable and clarified all queries and doubts. She wanted members to note that her vote against the redevelopment was not because she didn't support this committee.



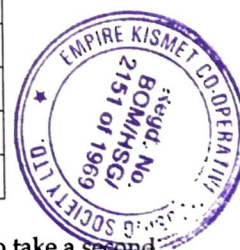
She reaffirmed that she has always and will continue to support the committee. Her vote against redevelopment was due to the fact that many buildings in Bandra have undergone redevelopment and that liquidity in the market would be a challenge unless a good and reputed builder was sought. She reiterated that her decisions should not be construed as casting doubts or aspersions on the committee. She applauded the work done so far and requested the Managing Committee to give additional time in the future even though she noted that the Managing Committee has followed the law to the letter.

Mr. Dsouza, Mr. Sarkari, Mr. Safan Batliwala, Mr. Sakir Batliwala, Mr. Asrani, Mrs. Asrani and Mrs. Mohimtule indicated that they had no queries on the issue of the PMC. The Managing Committee Members also didn't have any queries on the issue of redevelopment.

The Treasurer, Mr. Mahesh Janardan informed the members that Mr. Sakir Batliwala wanted a photocopy of the quotations received. He enquired if any other members wanted the same and requested members to send an email to the Society's official mail or send a WhatsApp to the office bearers or Managing Committee members.

Being satisfied that all members were covered and there were no queries from any member, Mr. Arun Goenka took up the matter of selection of PMC by vote, the results of which are:

Sr. No.	Name of the Member	Flat No.	Decision for
1	Mr. Goenka Arun	20	Palash PMC LLP
2	Mr. Rohit Nanu	14	Palash PMC LLP
3	Mr. Janardan Mahesh	19	Palash PMC LLP
4	Mr. Gonsalves Godwin	2	Palash PMC LLP
5	Mr. Khemani Shyam	10	Palash PMC LLP
6	Mrs. Shaikh Jamila	1	Palash PMC LLP
7	Mrs. Baig Moina	23	Palash PMC LLP
8	Mr. Rohit Mankar	21	YMS Consultants Ltd.
9	Mrs. Mohimtule Khadija	24	Palash PMC LLP
10	Mr. Mankar Prakash	22	YMS Consultants Ltd.
11	Mrs. Asrani Sonal	18	Palash PMC LLP
12	Mr. Asrani Nirmal	17	Cove Architects
13	Mr. Chadha Umesh	15 / 16	YMS Consultants Ltd.
14	Mr. Batliwala Sakir	3 / 4 / 9 & 12	YMS Consultants Ltd.
15	Ms. Sethna Simone	11	Cove Architects
16	Mr. Batliwala Safan	7 & 8	YMS Consultants Ltd.
17	Mr. Sarkari Jimmy	6	YMS Consultants Ltd.
18	Mr. Dsouza Connel	5	Palash PMC LLP



Mr. Rohit Mankar suggested that whomsoever the General Body selects, it would be prudent to take a second opinion from another PMC and suggested the name of YMS Consultants Ltd. in case he is not chosen or any other PMC in case he is chosen. This was appreciated by all the members.

Mr. Sakir Batliwala suggested that the Managing Committee should have given the profile of all the PMC's and indicated that he was not in a position to select in the absence of this. He indicated that he had interacted with Mr. Yomesh Rao of YMS Consultants Ltd. and hence this was his preference. He also indicated that he was aware of UD Chande including the late Mr. Uday Chande as well as his sons Mr. Uday and Mr. Shekhar but as unaware of Palash PMC LLP and Cove Architects.

Mr. Sakir Batliwala suggested that the two shortlisted PMC's be asked to present their case and basis the presentation, the members select their preference. While the process is very clear and the PMC selected by majority is to be considered, the Managing Committee will take this suggestion under advisement and inform the members accordingly. This was seconded by Mr. Umesh Chadha.

Resolution of Agenda Point No. 3:

RESOLVED that Palash PMC LLP be selected under advisement.

Proposed By: Mr. Connel Dsouza

Seconded By: Mrs. Sonal Asrani

Passed: With required majority of ten (10) members for, six (06) members for YMS Consultants Ltd. and two (02) members for Cove Architects.

Agenda Point No. 4:

Subject to the decision on the approval of re-development, to appoint, from the received offers, an experienced legal advisor to assist the Managing Committee / General Body in the redevelopment of the Society building.

The Chairman, Mr. Arun Goenka finally invited queries and suggestions on the above agenda point.

Mr. Prakash Mankar spoke about K. K. Ramani & Associates, one of the shortlisted legal advisors. He informed the members that Mr. K. K. Ramani is a stalwart of the industry and has great information on the subject of redevelopment. Mr. Arun Goenka clarified that Society would be dealing with Mr. K. K. Ramani only.

Ms. Simone Sethna wanted to know who the Managing Committee would be dealing with; the senior Mr. K.K. Ramani or someone else.

Mr. Umesh Chadha informed the members that he has checked with his friends in the legal professions and has been given a strong recommendation for Divya Shah & Associates, one of the shortlisted legal advisors.

Mr. Connel Dsouza also recommended Divya Shah & Associates for reasons previously mentioned. He was of the opinion that if lawyers are recommending other lawyers then it must be a good sign.

Mr. Godwin Gonsalves, Managing Committee Member, observed that K. K. Ramani & Associates also have a financial advisory division. Their offer included this aspect and he felt that this will be of immense help to the Society.

Mr. Sakir Batliwala informed the house that he has been through all the three quotations and felt that K. K. Ramani & Associates were much better than the others since they have a whole panel of lawyers and chartered accountants. He felt that accessibility of the lawyer to all members is most important. He opined that we could shortlist Divya Shah & Associates and K. K. Ramani & Associates and select anyone of them. Once again he felt that the shortlisted lawyers present their case and then the members choose.

Mr. Jimmy Sarkari suggested K. K. Ramani & Associates.

Mr. Sakir Batliwala wanted to know if the offers received were negotiable. Mr. Mahesh Janardan, Treasurer, informed Mr. Batliwala and the house that while the prices were negotiable, there was no guarantee on the quantum of reduction. Mr. Sakir Batliwala wanted the Managing Committee to ensure that the detailed scope of work will be taken from the selected Legal Advisor.

Mr. Umesh Chadha opined that the more reputed the company, the higher is the price one has to pay but this should not be the criteria for selection. He further felt that partners of such known law firms cannot be expected to come and present themselves and their juniors presenting the case cannot be criteria for selection. Mr. Prakash Mankar agreed with this submission. He felt that negotiation is secondary to the cause.

While accepting the points raised, Mr. Mahesh Janardan informed the house that every member would have the right to check the documents prepared at their cost with a lawyer of their choice.

Mr. Safan Batliwala, Mr. Asrani, Mrs. Asrani and Mrs. Mohimtule indicated that they had no queries on the issue of the Legal Advisor. The balance Managing Committee Members also didn't have any queries on the issue of redevelopment.

Being satisfied that all members were covered and there were no queries from any member, Mr. Arun Goenka asked the members to vote by selecting the Legal Advisor of their choice. The results of which are:

Sr. No.	Name of the Member	Flat No.	Decision for
1	Mr. Goenka Arun	20	K. K. Ramani & Associates
2	Mr. Rohit Nanu	14	K. K. Ramani & Associates
3	Mr. Janardan Mahesh	19	K. K. Ramani & Associates
4	Mr. Gonsalves Godwin	2	K. K. Ramani & Associates
5	Mr. Khemani Shyam	10	K. K. Ramani & Associates
6	Mrs. Shaikh Jamila	1	K. K. Ramani & Associates
7	Mrs. Baig Moina	23	K. K. Ramani & Associates
8	Mr. Rohit Mankar	21	K. K. Ramani & Associates
9	Mrs. Mohimtule Khadija	24	K. K. Ramani & Associates
10	Mr. Mankar Prakash	22	K. K. Ramani & Associates
11	Mrs. Asrani Sonal	18	K. K. Ramani & Associates
12	Mr. Asrani Nirmal	17	K. K. Ramani & Associates
13	Mr. Chadha Umesh	15 / 16	Divya Shah & Associates
14	Mr. Batliwala Sakir	3 / 4 / 9 & 12	<u>Abstain</u>
15	Ms. Sethna Simone	11	K. K. Ramani & Associates
16	Mr. Batliwala Safan	7 & 8	<u>Abstain</u>
17	Mr. Sarkari Jimmy	6	K. K. Ramani & Associates
18	Mr. Dsouza Connel	5	Divya Shah & Associates

Resolution of Agenda Point No. 4:

RESOLVED that K. K. Ramani & Associates be selected as the Legal Advisor

Proposed By: Mr. Nirmal Asrani

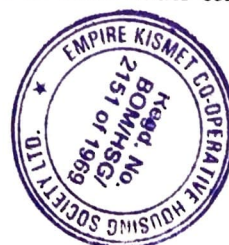
Seconded By: Mr. Prakash Mankar

Passed: With majority of fourteen (14) members for, two (02) members for Divya Shah & Associates and two (02) abstentions.

After taking prior permission, Mr. Umesh Chadha added that the entire meeting is being conducted in a very good spirit. He was very happy that K. K. Ramani & Associates was selected. He offered to vet the documents at his cost with Divya Shah & Associates. This was appreciated by all. Mr. Mahesh Janardan once again informed the house that nothing stops any member from getting their documents checked with their own lawyers at their cost.

Ms. Simone Sethna echoed the points raised. She opined that any slip up in a legal document will lead to severe consequences. She requested members to read all documents very carefully to prevent any unfortunate incidents in the future. She requested the Managing Committee to kindly take extra care and precautions in the legal documentation. She felt that the experience of members like Mr. Prakash Mankar would be of great help in this case.

Mr. Sakir Batliwala suggested that the Society at its cost vet the documents by another lawyer. Mr. Mahesh Janardan informed Mr. Batliwala and the house that this will also be taken under consideration by the Managing Committee.



Ms. Simone Sethna and Mr. Sakir Batliwala suggested that all concerns raised by various lawyers be shared with all so that a common consensus is obtained. Mr. Mahesh Janardan informed Ms. Simone Sethna and the house that this issue will arise at a much later stage. The Development Agreement is something that the members will be signing directly with the builder and the Managing Committee would have no additional role to play in this other than what is already stated.

Mr. Mahesh Janardan requested members to contact anyone from the Managing Committee in case they needed any specific document. In any case all relevant documents will be uploaded to the Society's website. The Treasurer requested members to periodically check the website for updated information.

The tabulated results of the voting are as under:

Sr. No.	Voting Item	Voting Required %	Voting Achieved in favour of %	Decision
1	Preliminary decision as to whether the society should proceed with the re-development or not	51%	83.33%	Approved
2	Appointment of Palash PMC LLP	Majority	55.56%	Approved
3	Appointment of K. K. Ramani & Associates	Majority	77.78%	Approved

The Chairman thanked the staff of Otters Club for their service. He also thanked Mr. Everton Fernandes of Focus for his services.

The meeting ended with a vote of thanks to the Chair.

for EMPIRE KISMET COOPERATIVE HOUSING SOCIETY LTD.
(Regd.No.Bom/Hsg/2151 of 1969, Dated 19/08/1969)


NANU ROHIT
HON. SECRETARY

Place: Mumbai
Date: 19/03/2022

