

HINDUSTHAN CLUB LIMITED

4/1 SARAT BOSE ROAD, KOLKATA 700020

TEL: 4017 5555 / 5512

admin@hindusthanclub.com

www.hindusthanclub.com

CIN No. : U91990WB1946GAP013261



Email / Courier / Registered / Speed Post

Monday, 6th July, 2020

CIRCULAR

To,
ALL THE MEMBERS

As required by the Articles and Rules governing the Election of Office Bearers and Members of the Executive Committee, proposal/nominations are invited from amongst the Permanent Members for Election of the Office Bearers and Executive Committee Members for the year 2020-21. Electronic Voting Lines will be open from 10-00 AM on Tuesday the 18th August, 2020 until conclusion of the Ordinary Business as set out in the Notice Dated 6th of July, 2020 for 74th Annual General Meeting to be held on Friday, the 21st August, 2020 at 1-00 PM IST virtually through Two-Way Video Conference (VC)/Other Audio Visual Means (OAVM). [No Manual Voting will be carried out due to Current pandemic Situation of Disease Corona - COVID-19]

As per Clause 23(b) of the Articles, the Committee shall consist of 21 Members comprising of the following :

1. **A President**
2. **A Vice-President**
3. **An Honorary Secretary**
4. **Two Honorary Joint Secretaries**
5. **An Honorary Treasurer**
6. **15 (Fifteen) Committee Members**

In accordance with Article 27 (a) of the Articles of Association of the Company read with Rule I(a) of Annexure B - Rules for Election of the Office Bearers and Members of the Executive Committee of the Club, the Executive Committee has appointed Sri Aghor Kumar Dudhwewala (D 107) and Sri Arvind Agrawal (A 251) as Honorary Election Officers for conducting the Election. Sri Kamal Nayan Jain (J 175) has been appointed as the Honorary Election Officer cum Scrutinizer under the Companies Act and Rules framed thereunder.

A Permanent Member who has paid all his/her dues to the Club, for bills up to June, 2020 will only be eligible to propose or second or offer himself/herself as a Candidate for election or to vote thereat. All such payments should be made before exercising such rights.

In accordance with the provisions of Sections 152(3), 152(5) and 160(1) of the Companies Act, 2013 (the 'Act') every candidate contesting for elections for the Year 2020-21 of the Hindusthan Club Ltd. is considered as a Director and accordingly while filing the nomination he has to provide with the following information/consent/Declaration for consideration of their nomination –

- 1) Valid Director Identification No. (DIN);
- 2) Consent to act as Director, if appointed;
- 3) Declaration that he/she is not disqualified to be appointed as Director of the Company.

A copy of the "ELECTION RULES" along with the relevant Articles of the Articles of Association of the Company and procedure for e-voting are annexed hereto.

NOMINATIONS, COMPLETE IN ALL RESPECTS, MUST REACH THE OFFICE OF THE CLUB BY 5 PM IST ON WEDNESDAY, the 29th JULY 2020. MEMBERS MAY WITHDRAW THEIR NOMINATION BY 5 PM IST ON SATURDAY, the 1st AUGUST 2020.

BY ORDER OF THE EXECUTIVE COMMITTEE
OF HINDUSTHAN CLUB LTD.

Anjani Kumar Dhanuka
Honorary Secretary
DIN: 00556705

Place : Registered Office, Kolkata

Dated : Monday, 6th July 2020

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ELECTION RULES

ANNEXURE 'B'

(See Article 27)

RULES FOR ELECTION OF THE OFFICE BEARERS AND MEMBERS OF THE EXECUTIVE COMMITTEE OF THE CLUB

1. **(a)** At least 35 days before the date of the Annual General Meeting the Executive Committee shall appoint two Honorary Election Officers (who shall not be candidates for election) for conducting the Election and issue a Circular by Courier / Registered / Speed Post to all Members of the Club, inviting them to communicate to the Club in writing at least 21 days before the Annual General Meeting if they wish to Nominate a Member or Members of the Club for Election as Office Bearer or Office Bearers or Member of the Executive Committee. Such nomination shall be on the prescribed Form obtainable from the Office of the Club and shall be proposed by one member and second by another Member. The nomination shall be duly signed by the candidate indicating his/her consent to such nomination.
(b) If due to any reason anyone or all of the Election Officers so appointed is/are unable to act or their offices become vacant due to any reason whatsoever, the President of the Club shall appoint another Officer/Officers in his/her/their place.
(c) Election Officers must be Members of the Club.
(d) Election Officers mean Two of them.
2. A Member who has paid, all his/her dues to the Club for bills sent to him/her prior to the date of circular inviting nomination will only be entitled to propose or second or to offer himself/herself as a candidate or to vote. All such payments should be made before exercising such rights.
3. A Member may send one or more nominations but the same candidate cannot stand for more than one post of the Office Bearer or Executive Committee Member.
4. **WITHDRAWAL:** A candidate who wants to withdraw his/her name may do so in writing up to 3 days after date and time fixed for acceptance of the proposal. The Election Officers shall have the discretion to allow any candidate to withdraw after expiry of the aforesaid period.
5. **(a) SCRUTINY OF PROPOSAL:** The Election Officers shall scrutinize the nominations received and a list of valid nominations will be displayed on the Notice Board of the Club at least before 2 weeks of the date of the Annual General Meeting.
(b) If the number of the candidates for the Office Bearers and the Members of the Committee is equal to the Office Bearers and Members to be elected, the ballot papers will not be issued and those candidates would be considered having duly elected.
(c) If the number of candidates for the post of any Office Bearer or Members of the Committee exceed the number to be elected; then only the Election shall be held by Ballot, only for such posts for which the numbers so exceed.
6. **BALLOT PAPERS:** All Ballot Papers shall be serially numbered and will contain names of all the candidates contesting the Election and shall bear the signature or specific mark of the Election Officer.

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7. **TIME & PLACE OF ELECTION:** The Election shall be held at the Club Premises on the date of the Annual General Meeting and the duration of the Election shall be as decided by the Election Officers.
8. **MANNER OF VOTING :** All Ballot papers shall be personally taken delivery by the members concerned from the Election Officers and after casting the votes shall put the same in the Ballot Box specially provided therefore.
9. **ARBITRATION:** In case of any dispute as to the admission or rejection of a vote, the Election Officers and they shall determine the same and such determination shall be final and conclusive. In case the Election Officers differ, the matter shall be referred to the outgoing President of the Club whose decision shall be final.
10. **ELECTION RESULT:** After the close of the Election hours, the votes shall be scrutinized by the Election Officers and they shall make their report in writing to the outgoing President who shall announce the result in the Annual General Meeting and shall display the same on the Notice Board.
11. The outgoing Committee shall have power to recommend the names of the Office Bearers and/or Executive Committee Members provided prior consent from the persons concerned has been obtained in writing intimating their willingness to serve on the posts they are proposed for. The recommendation must be made within the date of filing nomination and is subject to clause 2 to 10 hereof.

Certified to be a True Copy

Anjani Kumar Dhanuka

Honorary Secretary

DIN: 00556705

Dated : Monday, 6th July, 2020

Notes:

1. Elections will be done by way of e-voting only and the duration of the Voting shall be till the conclusion of the Ordinary Business other than Election of the Office Bearers and Executive Members of the Executive Committee as set out in the Notice Dated 6th day of July, 2020 for the 74th Annual General Meeting to be held virtually through Two-Way Video Conference (VC) / Other Audio Visual Means (OAVM) . No Manual Voting will be carried out due to Current Pandemic Situation of Disease Corona - COVID-19.
2. The Election shall be carried out by way of e-voting only, no manual Voting will be allowed due to Current Pandemic Situation of Disease Corona - COVID-19.

BY ORDER OF THE EXECUTIVE COMMITTEE
OF HINDUSTHAN CLUB LTD.

Anjani Kumar Dhanuka

Honorary Secretary

DIN: 00556705

Dated : Monday, 6th July, 2020

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Procedure for E-Voting

The process and manner in which e-Voting is to be carried out is given below:

- A.** In case a Member receives an e-mail from NSDL [for Members whose e-mail Ids are registered with the Club] :
- (i) Open e-mail and open PDF file viz. : "e-voting.pdf" with your Membership No. as password. The said PDF file contains your User ID and password / PIN for remote e-voting. Please note that the password is an initial password;
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on 'Shareholder – Login';
 - (iv) Put User-Id and Password as 'Initial Password' / PIN noted in step (i) above. Click 'Login';
 - (v) Password change menu will appear. Change the password / PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: 'Active Voting Cycles';
 - (vii) Select 'EVEN' of 'Hindusthan Club';
 - (viii) Now you are ready for remote e-voting as 'Cast Vote' page opens;
 - (ix) Cast your vote by selecting appropriate option and click on 'Submit' and also 'Confirm' when prompted;
 - (x) Upon confirmation, the message 'Vote cast successfully' will be displayed;
 - (xi) Once you have voted on a Resolution, you will not be allowed to modify your vote.
- B.** In case of any queries/ grievances, you may refer the Frequently Asked Questions(FAQs) for Members and remote e-voting user manual for Members available at the 'Downloads' section of www.evoting.nsdl.com or call on Toll Free No.: 1800222990 or 022-24994738, or at e-mail id: evoting@nsdl.co.in.
- C.** You can also update your mobile number and e-mail Id in the user profile details of the folio which may be used for sending future communication(s).

BY ORDER OF THE EXECUTIVE COMMITTEE
OF HINDUSTHAN CLUB LTD.

Anjani Kumar Dhanuka
Honorary Secretary
DIN: 00556705

Place : Registered Office, Kolkata

Dated : Monday, the 6th July 2020