



# HINDUSTHAN CLUB LIMITED

(CIN - U91990WB1946GAP013261)

To  
The Members of  
Hindusthan Club Limited

## NOTICE (74th ANNUAL GENERAL MEETING)

NOTICE is hereby given that the 74th Annual General Meeting of members of Hindusthan Club Limited will be held on Friday, the August 21, 2020, at 1:00 P.M. IST through two-way video conferencing ("VC") / Other Audio Visual Means (OVAM") to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company/Club at 4/1, Sarat Bose Road, Kolkata-700020.

### ORDINARY BUSINESS :

#### ITEM NO. 1

##### Accounts:

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2020 and the Statement of Income & Expenditure for the financial year ended on that date (together known as 'Financial Statements') and the Reports of the Board/Executive Committee and Auditors' thereon.

#### ITEM NO. 2

##### Ratification of Appointment of Statutory Auditors:

To ratify the appointment of Statutory Auditors and to fix their remuneration and 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 of the companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Executive Committee for ratification of appointment of M/s Rustagi & Co., since changed to M/S G A R V & ASSOCIATES, Chartered Accountants, having Firm Registration Number FRN 301094E, as the Statutory Auditors of the Company/Club and their appointment be and is hereby ratified to hold office from conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at a remuneration as may be fixed by the Board/Executive Committee.

FURTHER RESOLVED THAT the Executive Committee be and is hereby authorised to inform all concerned including the statutory Auditors and other Statutory Authorities and to do all such acts and deeds as may be considered necessary for giving effect to these presents."

### SPECIAL BUSINESS :

#### ITEM NO. 3

##### Election of the Office Bearers and the Executive Committee Members for the year 2020-21 of the Company/Club:

To consider and if thought fit, to pass with or without modification(s) the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Article 27(a) of the Articles of Association of the Company read with the Election Rules of the Company framed thereunder and applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, the list of Candidates for the Office Bearers and the Executive Committee Members, who are treated as Directors of the Company/Club, for the year 2020-21, together with the number of valid votes polled by each of them, duly signed by the Scrutinizer and the Election Officers is laid on the table of the meeting by the Chairman, duly counter-signed by the Chairman for identification, as prepared by the Scrutinizer upon conclusion of the e-voting for the candidates having been completed, as carried out in terms of circular dated 6th July, 2020 for Elections of the Executive Committee. Out of the said list the candidates who have polled highest valid votes amongst their respective categories and have won the elections for the respective category is read out and election of those candidates be and is hereby approved and those candidates are declared elected. The names of unsuccessful candidates were also read out by the Chairman for information of the members. A copy of the said list of candidates for Office Bearers and the Executive Committee Members with number of valid votes



polled by each of them be and is hereby authorised to be put and/or displayed on the Notice Board and website of the Club [www.hindusthanclub.com](http://www.hindusthanclub.com) for information of all members. The list of the elected Office Bearers and the Executive Committee Members is as under:

List of candidates declared elected with designation and number of valid votes polled:

Sl.	Name*	Post
1.		President
2.		Vice-President
3.		Honorary Secretary
4		Honorary Jt Secretary
5		Honorary Jt Secretary
6		Honorary Treasurer
7		Committee Member
8		Committee Member
9		Committee Member
10		Committee Member
11		Committee Member
12		Committee Member
13		Committee Member
14		Committee Member
15		Committee Member
16		Committee Member
17		Committee Member
18		Committee Member
19		Committee Member
20		Committee Member
21		Committee Member

\*The names of the elected members shall be filled up after declaration of the results by the Chairman of the meeting upon receipt of the report from the Scrutinizer duly adopted at the e-AGM.

FURTHER RESOLVED THAT the Executive Committee be and is hereby authorised to inform all concerned including the statutory authorities and to do all such acts and deeds as may be considered necessary in this regard for giving effect to these presents."

BY ORDER OF THE EXECUTIVE COMMITTEE

Sd/-

Anjani Kumar Dhanuka  
Honorary Secretary  
DIN: 00556705

Place :  
Registered Office:  
4/1, Sarat Bose Road,  
Kolkata 700020.  
Dated : 6th day of July 2020



Notes:

General Instructions for Accessing and participating in the 13th e-AGM through VC/OAVM Facility and Voting through Electronic means including Remote E- Voting.

1. Definitions :
  - (a) 'Act' means the Companies Act, 2013;
  - (b) 'Articles' means Articles of Association of the Company;
  - (c) 'AGM' means 74th Annual General Meeting of the Company;
  - (d) 'Club' or 'Company' means HINDUSTHAN CLUB LIMITED and the words 'Company' or 'Club' used interchangeably has the same meaning.
  - (e) 'mca Circulars' collectively mean the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 5, 2020 issued by the Ministry of Corporate Affairs;
  - (f) 'mca' means Ministry of Corporate Affairs
  - (g) 'NSDL' means National Securities Depository Limited, the agency engaged to facilitate e-voting;
  - (h) 'Rules' means, unless otherwise specified' the Rules framed under the Companies Act, 2013.
  - (i) 'VC/OAVM' MEANS Video Conferencing (VC)/Other Audio Visual Means (OAVM).
2. In view of the prevailing LOCKDOWN situation across the country due to outbreak of the COVID-19 pandemic and restrictions on the movements apart from social distancing, MCA vide circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with Circular No. 20/2020 dated May 5, 2020, companies are permitted to hold their Annual General Meeting (AGM) through VC/OAVM for the calendar year 2020. In compliance with the applicable provisions of the Act read with aforesaid MCA circulars the AGM of the Company is being conducted through VC/OAVM hereinafter called as "e-AGM".
3. Information as required under Secretarial Standards in respect of Office Bearers and the Executive Committee members, Office Bearers and the Executive Committee members seeking appointment/re-appointment at the AGM is furnished in the Explanatory Statement & Material facts are to be Circulated to the members after final list of the contestants for the posts is final and so circulated to the members will form part of this Notice.
4. Since, this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, no Attendance Slip is annexed to this Notice.
5. Only those members, who have cleared all their dues up to the 30th June 2020, by Friday the 14th day of August 2020 (the 'Cut off date'), will be eligible to exercise their franchise by e-voting. (no manual Voting will be allowed due to current pandemic diseases of CORONA (COVID-19). Members can ascertain details about their dues from Club Office. The Club administration shall try to intimate members over SMS/WhatsApp on their registered mobile and/or registered e-mail ID about their outstanding dues upto 30th June 2020 for being eligible to exercise their franchise.
6. Upto 1000 members can join the e-AGM on a "first-come first-served" basis. The Members can join 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure as contained separately hereafter.
7. There will be no restrictions on account of "first-come first served" entry into e-AGM in respect of Office Bearers and Executive Members of the Club, Key Managerial Personnel, Auditors etc.
8. The attendance of the Members (members' logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. Remote e-Voting: Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the mca Circulars, the Club is providing facility of remote e-voting to its Members. A facility to cast vote during the e-AGM is also available for the members through remote e-voting.
10. In compliance with the aforesaid mca Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Club In line with the mca Circulars. The Notice convening calling the e-AGM has been uploaded on the website of the Club at [www.hindusthanclub.com](http://www.hindusthanclub.com).



11. An Explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of item no. 3 of the Notice set out above relating to the particulars of the contestants for the Election to the Executive Committee for the year 2020-2021 in respect of the Office Bearers and other Executive Members, will be sent to the members after preparation of the final list of candidates contesting elections in terms of Election Circular, Rules and procedures for 2020-2021 dated 6th July, 2020 which will form part of this notice.
12. As per the notification of the mca, the Club has no obligation to send and/or issue physical copies of the Accounts/ Notice/any other documents due to pandemic situation.  

Accordingly, all the members are requested to kindly update with the Club their e-mail IDs and/or Mobile numbers with whatsapp facility for better and effective communication with the members and to allow the Club administration to serve you in a better and in an effective way.

Request is made to all the members, who have not yet registered their e-mail IDs and/or Mobile numbers to kindly put efforts to intimate to the Club administration their e-mail IDs and/or Mobile numbers for better and an effective service.
13. Members are requested to intimate immediately, any change in their address to the Club at the earliest.
14. Members, who desire to have any information/clarification as regards the audited financial statements and the Reports attached/annexed for the year ended 31st March, 2020 (2020-2021) are requested to write to the Honorary Secretary at least 7 days before the date of meeting at the e-mail ID - [admin@hindusthanclub.com](mailto:admin@hindusthanclub.com).
15. The copy of the Circular dated 06th July, 2020 along with the copy of the Election Rules have already been dispatched/ e-mailed in due time.
16. All documents referred to in the Notice will be available for inspection at the Company's website at [www.hindusthanclub.com](http://www.hindusthanclub.com) on all days up to 21st August 2020.
17. In compliance with the provisions of Section 108 of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, members are provided with the facility to exercise their right to vote at the AGM through electronic means and the business may be transacted through remote e-voting services.
18. Kind attention of Members is drawn to the detailed note on the procedure for Voting through electronic process (e-voting), which is attached to this Notice at Annexure 'B'.
19. Kind attention of Members is drawn to the detailed note on the procedure for meeting through two-way video conferencing ("VC") / Other Audio Visual Means (OVAM") which is attached to this Notice at Annexure 'C'.
20. Mr. Kamal Nayan Jain (J175) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall forthwith process the details, by unblocking the votes in the presence of at least two witnesses, neither in the employment of the Club nor are the contesting candidates and/or their relatives as defined under the Act and make a Scrutinizer's Report of the votes cast in favour of the contesting candidates forthwith and present the same to the Chairman of the meeting.
21. The Results shall be declared at the e-AGM of the Club and the resolutions will be deemed to have been passed on the date of the AGM of the Club subject to the receipt of requisite number of votes in favour of the resolution. The Results declared along with the Scrutinizer's Report shall be placed on the Club's website [www.hindusthanclub.com](http://www.hindusthanclub.com) and on the website of NSDL and also on the Notice Board of the Club for information of all the members immediately after the results are declared.

ANNEXURE 'A' TO NOTICE OF AGM

Pursuant to provisions of Section 102 of the Act, the explanatory statement gives all material facts in relation to the resolution at agenda Item No. 3

1. In terms of Article 23(c) and 23(d) of the Articles, the Office Bearers and Members of the Executive Committee is elected every year, at or before its Annual General Meeting, from amongst the Members of the Club. All the Office Bearers and the Executive Committee Members are liable to retire at the conclusion of every Annual General Meeting and are eligible for re-election.
2. Provided, however, the Office Bearers cannot hold the same position for more than 2(two) consecutive terms and the Executive Committee Members cannot hold the same position for more than 5 (five) consecutive terms. Both the Office Bearers and Executive Committee Members shall be eligible for the same position and re-election after a gap of 2 terms. Also, a member who has ever held office as President whether for 1 (one) or consecutively for 2 (two) terms shall not be eligible for any further election.
3. Detailed statement pursuant to section 102 of the Companies Act, 2013 in respect of item no. 3 of the Notice set out above, shall be circulated to the members after preparation of the final list of candidates contesting elections pursuant to the Circular for Election Circular, Rules and procedures for 2020-2021 dated 6th July, 2020.
4. The Rules for election of the office bearers and members of the executive committee of the Club appended as 'Annexure B' to the Articles read with Article 27 of the Articles of the Club, is the guiding principle to the said elections.
5. The elected members will be treated as the Directors under the Act and accordingly, under section 152 (3) of the Act Director Identification Number (DIN) together with the declaration under section 164 of the Act and a Declaration under Section 160(1) and Consent to act as a Director under section 152(5) being mandatory has been asked for by the Club. Section 160(1) of the Act has also to be complied with by the contestant(s) and/or their proposer(s).
6. For the sake of immediate reference, the sections quoted herein are reproduced below:
  - a) Section 152(3) : No person shall be appointed as a director of the Company unless he has been allotted the Director Identification Number under section 154.
  - b) Section 152(5) : A person appointed as a director shall not act as a director unless he gives his consent to hold the office as director and such consent has been filed with the Registrar within thirty days of his appointment in such manner as may be prescribed.
  - c) Section 160(1): A person who is not a retiring director in terms of section 152 shall, subject to the provisions of this Act, be eligible for appointment to the office of a director at any general meeting, if he, or some member intending to propose him as a director, has, not less than fourteen days before the meeting, left at the registered office of the company, a notice in writing under his hand signifying his candidature as a director or, as the case may be, the intention of such member to propose him as a candidate for that office..... .
  - d) Section 164 mentions the classes which attracts disqualifications for appointment of a person as a director of the company. Hence a declaration is sought for, from the incumbent certifying his non-disqualification to act as a director, if appointed/elected.
7. After the results are announced, the new Executive Committee constituted shall take over the charge from the outgoing Executive Committee which shall function till the conclusion of the next Annual General Meeting.
8. None of the Directors of the Company and/or their relatives are concerned and/or interested in the resolution, financially or otherwise, except for their proposed candidature to the respective positions of Office Bearer or Executive Committee Members in the matter set out at Item nos. 3.
9. The Executive Committee recommends the resolutions set forth in item no. 3 of the notice for their consideration of the Members and its adoption.



ANNEXURE 'B' TO NOTICE OF AGM

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

- A. In case a Member has received an e-mail for e-AGM from Club Administration Members whose e-mail IDs are registered with the Club :

**Voting Rights**

Only those members, who have cleared all their dues up to the month of 30th June 2020, by Friday the 14th August, 2020, will be eligible to exercise their franchise by e-voting. Members can ascertain details about their dues from the Club Office. The Club administration shall try to intimate members via SMS/WhatsApp on their registered mobile and /or registered e-mail ID, their outstanding dues till 30th June 2020.

**E-Voting**

The procedure for e-voting is given hereunder. The process and manner in which e-Voting is to be carried out, will be communicated by NSDL:

**E-Voting Procedure:**

The procedure in which e-Voting is to be carried out is given below:

- I. 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.nsd.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.
- II. 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.nsd.com](http://www.evoting.nsd.com) or call on Toll Free No.: 1800222990 or 022-24994738, or at e-mail id: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- III. 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).

ANNEXURE 'C' TO NOTICE OF AGM

## F. Procedure on the day of e-AGM

- The user ID and Password for attending the e-AGM shall be communicated to the members with the circular containing the names and other particulars after finalization of the list of candidates for the Elections of the Executive Committee for the year
- Voting would be entirely through E-Voting, 1 (one) vote per member and there would be no manual vote. Only the members who have cleared their dues as on the "Cut-off" date i.e. 14th August, 2020 for dues of the Club upto 30th June 2020 would be allowed to E-Vote.
- E-Voting would be as per Clause 3 of this Election Rules and would end after 15 minutes from the start of voting Special Business at item No. 3 of the AGM notice.
- On the e-AGM date, members will be required to login through the details sent to them electronically for attending the e-AGM.
- Meeting Link sent to each member cannot be shared with any third person or member/ members.
- Entry to the Virtual AGM would be enabled 15 minutes prior to the scheduled start date and time and would end after 15 minutes of the close of the e-AGM.
- Members should use only their names as mentioned in the club records while entering the e-AGM. Further, they must mention their name and membership number in the chat box for attendance purpose.
- Member who wish to speak at the virtual meeting may raise their hand through virtual mode, wherein host with the permission of the chair, may unmute for allowing the member to speak.
- E-Voting result would be declared through the Virtual means only and e-AGM would be concluded thereafter and will also be hosted on the Club's website.
- Members should maintain Club discipline. They should be in proper dress as per dress regulation of the club.
- If any candidate and/or member is found to behave in any unruly manner and/or causing any disturbance of any kind in the process of conducting of the e-AGM peacefully, he/she will be muted or removed from the virtual meeting.
- In case of any dispute, misunderstanding in any matter related to Election process or disciplinary matters, the decision of the Chairman of the meeting shall be final and binding on all.

## G. Procedure for the Members who have not registered their e-mail IDs and/or Mobile numbers with the Club records:

1. Those members who have not registered their e-mail IDs and/or Mobile numbers with the Club are requested to write to the Club at [admin@hindusthanclub.com](mailto:admin@hindusthanclub.com) to incorporate the same for necessary action.

H. With regards to any queries/ grievances relating to e-Voting, 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](http://www.evoting.nsdl.com) or call on Toll Free No.: 1800222990 or 022-24994738, or at e-mail id: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

## I. Other Instructions

1. Members who may require any technical assistance or support before or during the AGM are requested to contact Mr Arijit Mahapatra at mobile number 9051286131 or write at [admin@hindusthanclub.com](mailto:admin@hindusthanclub.com).
2. Once the vote is cast by the Member he/she shall not be allowed to change, in any manner, subsequently.

BY ORDER OF THE EXECUTIVE COMMITTEE

Sd/-

Anjani Kumar Dhanuka  
Honorary Secretary  
DIN: 00556705

Place :

Registered Office:  
4/1, Sarat Bose Road,  
Kolkata 700020.

Dated : 6th day of July 2020