



HINDUSTHAN CLUB LIMITED

(CIN - U91990WB1946GAP013261)

NOTICE (76th ANNUAL GENERAL MEETING)

NOTICE is hereby given to all the Members of the Company that the 76th Annual General Meeting of the members of Hindusthan Club Limited (the 'Club' or the 'Company') will be held at its registered office at 4/1, Sarat Bose Road, Kolkata 700020, on Friday, the 30th Day of September, 2022 at 3.00 P.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2022 and the Income & Expenditure Account for the financial year ended on that date (together known as Financial Statements) and the Reports of the Board/Executive Committee and Auditors' thereon.
2. Election of the Office Bearers and the Executive Committee Members for the year 2022-23 of the Company/Club:

To consider and pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT subject to the applicable provisions of the Companies Act, 2013 and the Rules made thereunder and pursuant to Article no.27(a) of the Articles of Association of the Company and of the Election Rules of the Company, the election of the Office Bearers and the Executive Committee Members, who shall also be designated as Directors, be and is hereby conducted for the year 2022-23 of the Club, the candidates being the members who have filed the nominations and whose names appear in the list of valid nominations and who have not withdrawn their names as per Election Rules of the Company."

"FURTHER 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, who are declared elected, as the Office Bearers and the Executive Committee Members, who are treated as Directors of the Company/Club, for the year 2022-23, together with the number of valid votes polled by each of them and after compilation of votes by ballot papers has been completed, duly signed by the Scrutinizer and the Election Officers is laid on the table of the meeting by the Chairman, duly countersigned by the Chairman for identification, as prepared by the Scrutinizer and duly signed by the Election Officers, upon conclusion of the e-voting and voting by ballots for the candidates having been completed, as carried out in terms of circular dated 23rd August, 2022 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 be and are hereby declared elected. A copy of the said complete 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 for information of the 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	Number of votes polled
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 AGM.

FURTHER RESOLVED THAT the Executive Committee be and is hereby authorized to inform all concerned including the Registrar of Companies, West Bengal and to do all such acts and deeds as may be considered necessary in this regard for giving effect to these presents.”

FURTHER RESOLVED THAT The Executive Committee be and is hereby authorised to do all such acts, deeds, matters or things as may be considered necessary for giving effect to these presents.”

BY ORDER OF THE EXECUTIVE COMMITTEE
OF HINDUSTHAN CLUB LTD.

Sushil Sethia
Honorary Secretary
DIN : 00812603

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

Dated : 7th day of September, 2022

**Notes :**

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to be present and vote in person. No member shall be entitled to be represented by a proxy or agent at this meeting in terms of Clause 50 of the Articles of Association of the Company.
2. The attendance slip is also annexed herewith.
3. Only those members, who have cleared all their dues up to the bill for the month of July, 2022 by the 18th day of September, 2022 will be eligible to exercise their franchise by e-voting. Those Members who are opting for manual voting, must clear their dues before issuance of ballot paper on the day of voting before the announcement of closure of poll thereat. Members can ascertain details about their dues from Club Office. The club administration shall try to intimate members via SMS/WhatsApp on their registered mobile number and/or registered e-mail ID about their outstanding dues till 17th September 2022.
4. Members are requested to bring in their attendance slip duly filled in for attending the Meeting. Members are requested to write their Membership Number in the attendance slip for attending the Meeting.
5. Members are requested to intimate, immediately, any change in their address, e-mail ID, Mobile Number or any other mandates to the Club / Company at the earliest.
6. Members who desire to have any information/clarification as regards the audited financial statements and the Reports attached/annexed thereto for the year ended 31st March, 2022 are requested to write to the Honorary Secretary at least 7 days before the date of meeting.
7. PHOTO SMART CARD issued by the Company (Club) has to be compulsorily brought by the member for ENTRY as well as for issuance of BALLOT PAPER by the Club. Temporary smart card(s), without photo, shall not be considered for the said purpose. Entry to the premises of the Club shall be restricted to the members only, during the hours of continuation of the Annual General Meeting (including Elections). No Entry for spouse and dependent children shall be allowed unless they are members entitled to participate at the meeting and vote thereat.
8. The words ‘Club’ and ‘Company’ are used interchangeably and connote the same meaning herein.
9. The copy of the Circular dated 23rd day of August, 2022 along with the copy of the Election Rules have already been dispatched to the members for their information and necessary action, if any.
10. All documents referred to in the Notice will be available for inspection of the members coming with PHOTO SMART CARD issued by the Company (Club) one by one at the Accounts Department at Company’s registered office between 2:00 p.m. and 6 p.m. on all days (except Monday), up to 18th day of September, 2022.
12. In compliance with the provisions of Section 108 of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Club is pleased to provide members facility to exercise their right to vote at the 76th Annual General Meeting (AGM) by electronic means for all the items including election to the Executive Committee (for election of the Executive Committee the election is to be done individually for the maximum number of members as provided herein and not more) and the business of voting may be transacted through remote e-voting services provided by National Securities Depository Limited (NSDL). This facility of voting through Electronic Means is in addition to the facility of voting through manual ballot on the date of the meeting.
13. 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.
14. Mr. Kamal Nayan Jain has been appointed as the Scrutinizer to scrutinize the e-voting process from 27-29 September 2022 and also supervise the physical voting process on the day of the AGM on 30th September 2022, in a fair and transparent manner. The Scrutinizer shall, after the manual balloting at the Annual General Meeting on 30th September 2022 is over, unblock the electronically cast votes in the presence of at least two witnesses, not in the employment of the Club, make a Scrutinizer’s Report after compilation of the physical votes polled with the e-voting cast in favour or against, if any, forthwith to the Chairman of the Club.
15. The Results shall be declared at the AGM of the Club which may have to be adjourned for declaration of results on poll on the resolutions and the resolutions shall be deemed to have been passed on the date of the AGM of the Club subject to 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 Notice Board website www.hindusthanclub.com and on the website of NSDL immediately after the results are declared.



ANNEXURE TO NOTICE OF AGM

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM No. 2

In terms of Article 23(c) and (d) of the Articles of Association of the Company, the Office Bearers and Members of the Executive Committee are elected every year, at or before its Annual General Meeting, from amongst the Members of the Company/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. 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 for re-election after a gap of 2 terms. Also, a member who has ever held office as President consecutively for 2 terms and retiring at the ensuing Annual General Meeting or has held the Office as President earlier for even one term or for two terms shall not be eligible for any further election.

The Rules for election of the office bearers and members of the Executive Committee of the Company/ Club appended as 'Annexure B' to the Articles of Association of the Club read with Article 27 of the Articles of Association of the Club is the guiding principle to the ensuing elections.

The elected members will be designated as the Directors and hence as per section 152 (3) of the Companies Act 2013 (the 'Act'), Director Identification Number (DIN) and the declaration under section 164 of the Act has also been asked for, together with the nomination, by the Club. The consent to act as a Director under section 152(5) of the Act has also been asked, for similar reasons, Section 160(1) of the Act has also to be complied with by the contestant(s) or their proposer(s).

For the sake of immediate reference, the sections quoted herein are reproduced below:

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.

Section 152(5): A person appointed 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.

Section 160. Right of persons other than retiring directors to stand for directorship.— (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, along with the deposit of one lakh rupees or such higher amount as may be prescribed which shall be refunded to such person or, as the case may be, to the member, if the person proposed gets elected as a director or gets more than twenty-five per cent of total valid votes cast either on show of hands or on poll on such resolution.

Section 164 mentions the clauses 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.

Provided however, the Executive Committee has decided that the deposit of Rs. 1,00,000/- shall be applicable to all the contestants and the same will have to be made by each and every contestant irrespective of the provisions as contained in the Section 160(1) the Act, which will not act as a precedent.

After the close of the election, the votes on e-voting and physical voting shall be scrutinized by the Scrutinizer concerned with the Election Officers who shall make their report in writing to the outgoing President/the



Chairman of the meeting. The outgoing President/the Chairman of the meeting shall announce the results at the meeting (including adjourned meeting) and shall also display the same on the notice board.

After the results are announced, the new Committee constituted shall function after the conclusion of the ensuing Annual General Meeting of the Club, till the conclusion of the next Annual General Meeting.

None of the Directors/Executive Committee members and/or any Key Managerial Person of the Company and/or their relatives as defined under the Companies Act, 2013 and Rules framed thereunder are concerned or interested, financially or otherwise, except for their proposed candidature to the positions of Office Bearer or Executive Committee Members as may be applicable, if any, in the matter set out at Item No. 3.

The Executive Committee commends the resolutions set forth at item no. 3 of the notice for consideration and adoption of the Members.

None of the Executive Committee members and/or any of the Key Managerial Personnel and/or their relatives as defined under the Companies Act, 2013 and Rules framed thereunder are concerned and/or interested in the resolution in any way and the Executive Committee commends the resolution for your consideration and adoption.

BY ORDER OF THE EXECUTIVE COMMITTEE
OF HINDUSTHAN CLUB LTD.

Sushil Sethia
Honorary Secretary
DIN : 00812603

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

Dated : 7th day of September, 2022