



HINDUSTHAN CLUB LIMITED

(CIN - U91990WB1946GAP013261)

NOTICE (77th ANNUAL GENERAL MEETING)

NOTICE is hereby given to all the Members of the Company that the 77th 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 Saturday, the 30th September 2023 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, 2023 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 financial year 2023-24 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 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 financial year 2023-24 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the members who have filed the nominations and whose names appear in the list of valid nominations and who have not withdrawn their names as per Election Rules of the Company."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 financial year 2023-24, 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 22nd August 2023 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.”

AS A SPECIAL RESOLUTION

To consider and if thought fit, to pass the following resolution as a Special Resolution subject to approval of such authorities as may be required for the purpose:

3. Amendment to Article 8(f) of the Articles of Association

To consider and if thought fit, to pass the following resolution as a Special Resolution subject to approval of such authorities as may be required for the purpose:

RESOLVED THAT Article 8(f) be amended to read – “On the death of a Member his/her spouse will be entitled to be a member without payment of any charges, if she opts to become one within a period of one year from the date of death. The membership years of the spouse will remain same as was on the date of DEATH of the deceased Member” instead of the existing.

4. Amendment to Article 8(g) of the Articles of Association

To consider and if thought fit, to pass the following resolution as a Special Resolution subject to approval of such authorities as may be required for the purpose:

RESOLVED THAT the existing Article no. 8(g) be deleted with effect from 1st January 2024.

5. Amendment to Article 16(b) of the Articles of Association

To consider and if thought fit, to pass the following resolution as a Special Resolution subject to approval of such authorities as may be required for the purpose:



RESOLVED THAT Article 16(b) be amended to read as – “Payment: If payment of the bill is not received within 21 days from the date the same is posted, the Club shall send a reminder by Registered Post / Speed Post / E-mail to the member requesting him / her to pay the bill without further delay” instead of the existing.

Article No.	Existing Resolution	Proposed Resolution
8(f)	The member shall be entitled to nominate any of his/her son or daughter to become member after his/her death as the case may be. In case member does not exercise his/her option to nominate then on the death of a Member his/her spouse will have all the privileges available to Member as mentioned in Clause 11(e) for a period of 1(ONE) Year, Provided, however, on the death of a member his/her spouse will be entitled to be a member if he/she exercises an option to succeed to the membership within one year by making an application in the prescribed Form and on payment of one tenth of the applicable entrance fee. The membership years of the spouse will remain same as was on the date of DEATH of the deceased Member.	On the death of a Member his/her spouse will be entitled to be a Permanent Member without payment of any charges, if he / she opts to become one within a period of one year from the date of death. The membership years of the spouse will remain same as was on the date of DEATH of the deceased Member.
8(g)	The member of the club on attaining age of 60 years and membership over 10 years shall be entitled to transfer the membership of the club in the same category to his/her any one son/son's son/married daughter/ daughter/son's married daughter/ daughter for a charge of 50% of the prevalent entrance fee.	Deleted w.e.f 1st January 2024.
16(b)	Payment: If payment of the bill is not received within 21 days from the date the same is posted, the Club shall send a reminder by Registered Post / Speed Post to the member requesting his / her to pay the bill without further delay.	Payment: If payment of the bill is not received within 21 days from the date the same is posted, the Club shall send a reminder by Registered Post / Speed Post / E-mail to the member requesting him / her to pay the bill without further delay.

FURTHER RESOLVED THAT the Executive Committee be and is hereby authorised to inform all concerned including intimation to the Registrar of Companies, West Bengal and to do all such acts, deeds, matters or things as may be considered necessary 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.**

Sd/-

SUDHIR SATNALIWALA

Honorary Secretary

DIN : 00725175

Place :

Registered Office :

4/1, Sarat Bose Road

Kolkata-700020.

Dated: 9th September 2023



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. Only those members, who have cleared all their dues up to the bill for the month of July, 2023 by 5 PM on the 23rd day of September 2023 will be eligible to exercise their franchise by e-voting. Members can ascertain details about their dues from Club Office. The club administration shall try to intimate members via SMS / E-mail on their registered mobile number and/or registered e-mail ID about their outstanding dues till 15th September 2023.
3. 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.
4. Members who desire to have any information/clarification as regards the audited financial statements and the Reports attached/annexed thereto for the financial year ended 31st March, 2023 are requested to write to the Honorary Secretary at least 7 days before the date of meeting.
5. The words ‘Club’ and ‘Company’ are used interchangeably and connote the same meaning herein.
6. The copy of the Circular dated 22nd day of August, 2023 along with the copy of the Election Rules have already been dispatched to the members for their information and necessary action, if any.
7. 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 6:00 p.m. on all days (except Monday), up to 18th day of September, 2023.
8. 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.
9. 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 77th 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 show of hands and manual balloting on the date of the meeting.
10. 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.
11. CA Kamal Nayan Jain, apart from being an Election Officer, will also act as the Scrutinizer to scrutinize the e-voting process from 27th-29th September 2023 and also on the day of the AGM on 30th September 2023 and also supervise the physical voting process, in a fair and transparent manner. The Scrutinizer and Election Officer shall, after the manual balloting at the Annual General Meeting on 30th September 2023 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 with the e-votes cast in favour or against, if any, and after tabulating with physical ballots, handover the same to the Chairman of the Club.
12. 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 is 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.

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.



ITEM No. 3

Your Club carries a rich legacy and the spouse of the member is considered a very integral part of the family. As per earlier rules, upon demise of a member, his / her spouse was required to pay to the Club an amount equivalent to 10% of the membership fee, which in years has increased from Rs. One lac to Rs. Five lacs for Life Members. The Executive Committee proposes that keeping the consideration of the spouse being an integral part of the Club family, the spouses, after the demise of member be made a member in the same category as the deceased member, without payment of any charges. With this the system of nomination of membership is being done away with.

ITEM No. 4

Earlier a member upon attaining the age of 60 years and with membership of 10 years could transfer his / her membership to his / her children / grandchildren at 50% of the membership fees. The system is being discontinued w.e.f. 1st January 2024. The membership fee for members' children till the age of 30 years is much subsidized and all members' children interested in the Club membership, become members within the eligibility period. This window will be kept open till 31st December 2023, and will get discontinued thereafter.

ITEM No. 5

So far the reminder for non payment of bills was sent to the member by Registered Post / Speed Post only. With advancement of technology all members of the Club are having access to electronic mail. All communications from the Club, including circulars and bills are sent by e-mail. The Executive Committee proposes to include non payment reminders also under this system and wants to include E-mail also as a system for sending reminders on non payment. They would have the same legal status as Registered Post & Speed Post. A resolution for taking this in effect is being proposed. Members will be sent reminders to get their email addresses updated with the Club. For members, not having an E-mail address registered with the Club, the reminders will be sent in hard copy and charges debited to them.

To give effect to the aforesaid proposal, the Articles of Association of the Company has to be consequently amended and the proposal to amend the Articles 8(f), 8(g) and 16(b) of the Articles of Association of the Company, barring provisos, is also proposed to be amended as well by replacing the Article as proposed by deletion of the existing clause of the Article to give effect to the said proposal.

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, financially or otherwise, except that their ward may become the members of the Club as and when the occasion arise and your Executive Committee commends the resolution for your consideration and adoption.

**BY ORDER OF THE EXECUTIVE COMMITTEE
OF HINDUSTHAN CLUB LTD.**

Sd/-

SUDHIR SATNALIWALA

Honorary Secretary

DIN : 00725175

Place :

Registered Office :

4/1, Sarat Bose Road

Kolkata-700020.

Dated: 9th September 2023



Procedure for E-Voting

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

Instructions for casting votes through virtual voting for members who have both their mobile number & email ids registered with the club. Members not having the same registered may participate at the venue only.

A. Where a Member receives an e-mail from NSDL [for Members whose e-mail Id are registered with the Club]:

1. Open e-mail and open attached PDF file viz.: "Hindusthan Club_e-Voting.pdf" with your Membership No. as Password. The said PDF file contains your User Id and Password for remote e-voting;
2. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>;
3. Click on 'Shareholder / Member – Login';
4. Put User Id and select Login Type as - Password, type verification code and put Password as noted in step 1 above. Click 'Login';
5. Please note your User ID will be the primary EVEN Number followed by Membership Number registered with the Club. (For example if Membership Number is A-001 and EVEN is 122732, then user ID will be 122732A001 without any special character).
6. Alternatively, Members can also select Login Type as - OTP, type verification code and Click 'Login' by using the OTP received on the registered mobile no and /or e-mail id.
7. Home page of remote e-voting opens.
8. Select 'EVEN' of Hindusthan Club Limited
9. Now you are ready for remote e-voting as 'Cast Vote' page opens;
10. You will have to either say assent (yes) or dissent (no) against each of the resolution for and select the member(s) in favour of whom you would like to cast your vote (in case of election) for separate EVENS generated for the voting. Then click on 'Submit' and then 'Confirm' when prompted.
11. Once the confirm button is clicked, an OTP will be sent to the registered mobile number and/or e-mail id of the member and this OTP number needs to be submitted.
12. In the unlikely event of any mistake in submitting the OTP or OTP not received you will be given an option to re-generate OTP.
13. Upon confirmation, the message 'Vote cast successfully' will be displayed;
14. Once you have voted on a Resolution, you will not be allowed to modify your vote.
15. It is strongly recommended not to share your password/OTP with any other person and take utmost care to keep your password/OTP confidential.

The evoting procedure will commence from 9.00 a.m. on Wednesday, 27th September, 2023 and end at 5.00 p.m. on Friday, 29th September 2023. The E-voting platform will be disabled by NSDL thereafter. The E-Voting platform will again be enabled during the Annual General Meeting starting at 3.00 PM IST till agenda no. 2 is taken up in the meeting.

It is requested that members should not cast their votes both in virtual and venue voting. If any member is found that he/she has casted the vote in both ways the virtual vote would be cancelled by the Scrutinisers, appointed for the purpose. Voting by ballot will be made available for the members at the AGM Venue.

B. In case of any queries / grievances, you may refer the Frequently Asked Questions (FAQs) for Shareholders and Remote E-voting User Manual for Shareholders available at the 'Downloads' section of NSDL's website at www.evoting.nsdl.com or contact

1. NSDL at 022 24997000 and 022 48867000 or mail at E-mail id: evoting@nsdl.co.in.
2. HINDUSTHAN CLUB LTD. at 033 40175507 or email id: admin@hindusthanclub.com

NOTE: Voting is allowed only once per EVEN. If you have voted for the resolution/candidates for a particular EVEN you will not be allowed to modify/cast vote again for the same EVEN.

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.

Sd/-

Sudhir Satnaliwala
Honorary Secretary
DIN : 00725175

Place :
Registered Office :
4/1, Sarat Bose Road
Kolkata-700020.
Dated: 9th September 2023