

HINDUSTHAN CLUB LIMITED

4/1, SARAT BOSE ROAD, KOLKATA – 700020
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admin@hindusthanclub.com
www.hindusthanclub.com
CIN: U91990WB1946GAP013261



NOTICE FOR EXTRA ORDINARY GENERAL MEETING OF HINDUSTHAN CLUB LIMITED

Notice is hereby given to the Members of the Hindusthan Club Limited (the 'Club' or the 'Company') that an Extra Ordinary General Meeting of the members of the Club will be held at its registered office at 4/1, Sarat Bose Road, Kolkata 700020, on Monday, the 11th November 2024 at 5.30 P.M. to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1- ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

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

“RESOLVED THAT pursuant to provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory amendments, or modifications or enactment thereof, for the time being in force) and subject to necessary approvals, consents and permissions required, if any and all other applicable laws and regulations, if any, the approval of Members be and is hereby accorded for effecting the following amendments in the existing Articles of Association of the Club:

1. To insert the following Clause 8(i) after the existing Clause 8(h) of the Articles of Association of the Company:

8(i) Any member's son/daughter having age exceeding 30 years but less than 40 years as on the date of application may apply for membership on or before December 31, 2024 and the committee shall consider his/her application and eligibility and the committee may decide to admit him/her to be member, however subject to making payment of necessary entrance fees as may be decided from time to time by the committee.

2. To insert the following Clause 8(j) after Clause 8(i) of the Articles of Association of the Company:

8(j) Any member of the club on attaining the age of 65 years and subject to completion of membership for a continuous period of 20 years shall be entitled to transfer his/her membership to his/her son/daughter/grandchild in the same category of his/her membership as General Member/Life Member on payment of fees equivalent to 50% of the then prevalent entrance fees as applicable to the members of the said category, as may be decided from time to time by the committee.



3. To insert the following Clause 11 (h) after the existing Clause 11(g) of the existing Articles of Association of the Company:

11(h) Any member of the club having completed membership for a continuous period of 20 years shall be entitled to have a card issued in the name of his/her Parent provided that either of his/her Parent have attained the age of 65 years on the date of application.

The card will entitle the Parent, subject to such rules and restrictions, if any, as may be imposed by the Committee from time to time, to use the Club facilities on payment of necessary charges as may be decided by the Committee.

Such Parent shall not be deemed to be a member of the Club and shall not be entitled to any right and privileges as stated in Article 11(a) to 11(g) herein above.

4. To substitute the existing Clause 23(d) of the existing Articles of Association of the Company as under:

23(d) All the Office Bearers and the Committee Members shall be liable to retire at every Annual General Meeting and shall be eligible for re-election. An Office Bearer shall not hold the same office as an Office Bearer for more than 2 (Two) terms and any Committee Members shall not hold the same office as a Committee Member for more than 8 (Eight) terms, in aggregate, during their lifetime.

Provided that a member who has served as President may seek re-election for one additional term, but this must be for the immediately succeeding term. If he/she do not pursue re-election for the following term, he/she will no longer be eligible to contest for any post during his/her lifetime.

Provided further that any member shall not be eligible to contest for any post as office bearer which is lower than his any preceding position as office bearer in the Club at any point of time. The order of hierarchy of position for the purpose of this Clause shall be as follows:

- (a) President;
- (b) Vice President;
- (c) Honorary Secretary;
- (d) Honorary Treasurer;
- (e) Honorary Joint Secretary.

Provided that a member having served in aggregate tenure as office Bearer and Committee Member for 15 years during his/her lifetime, shall not be eligible for re-election.



Provided further that in determining the aggregate number of terms for which any member has held the position as a committee member/office bearer, the previous terms held by him/her in the Club as a committee member/office bearer shall be taken into consideration.

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

CS Sarda
CHANDRA SHEKHAR SARDA

DIN: 00252003

HONORARY SECRETARY

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

Date: 18th October, 2024



NOTES

1. A member entitled to attend and vote at the Extra Ordinary 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 the meeting in terms of Clause 50 of the Articles of Association of the Club.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of proposed Special Resolution setting out material facts in relation thereto is appended to this Notice.
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. 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) only, as ID proof, one by one at the Accounts Department at Club's registered office between 2:00 p.m. and 6:00 p.m. on all days (except Monday), up to 30th October, 2024.
5. The words 'Club' and 'Company' are used interchangeably and connote the same meaning herein.
6. 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, if the member does not avail of e-voting, 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 and other support personnel required in conducting the EGM, during the hours of continuation of the Extra Ordinary General Meeting (EGM). No Entry for spouse and dependent children shall be allowed during that period.
7. 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 Extra Ordinary General Meeting (EGM) by electronic means 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 after discussions on the agenda items contained hereinabove.
8. 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.
9. The Notice for the Extra Ordinary General Meeting will be available for inspection at the Registered Office of the Club on all working days in business hour up to the date of Extra



Ordinary General Meeting. The above said Notice shall also be available on the Club's website at www.hindusthanclub.com and on the website of the NSDL for inspection and downloading by the shareholders of the Club.

10. The Executive Committee has appointed CA Kamal Nayan Jain and Advocate Arvind Agarwal, jointly as the Scrutinizer, for conducting the voting / poll and remote e-voting process in a fair and transparent manner.
11. The remote e-voting period will commence at 9.00 a.m. on Friday, 8th November, 2024 and will end at 5.00 p.m. on Sunday, 10th November, 2024. The remote e-voting shall not be allowed beyond 5.00 p.m. on Sunday, 10th November, 2024. At the end of remote e-voting, the remote e-voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during remote e-voting period or e-voting during the EGM.
12. The Scrutinizer shall within a period of two working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Club and make a scrutinizer report of the votes cast in favour or against, if any, and after tabulating with physical ballots, handover the same to the Chairman of the Club.
13. The shareholders can opt for only one mode of voting, i.e. either physically by attending EGM or e-voting. If any shareholders opt for e-voting, he/she will not be eligible to vote physically in EGM.
14. The Results shall be declared at the EGM 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 EGM 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.
15. Members who desire to have any information/clarification as regards to any matter contained in the Notice are requested to write to the Honorary Secretary at least 7 days before the date of meeting.



ANNEXURE TO NOTICE OF EXTRA ORDINARY GENERAL MEETING

EXPLANATORY STATEMENT

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item 1: ALTERATION OF THE ARTICLES OF ASSOCIATION (AOA) OF THE CLUB

It is proposed to alter the Existing Articles of Association (“AOA”) of the Club by inserting new clauses and altering some of the existing articles of the AOA. The Executive Committee at its meeting held on 18th October, 2024 have approved insertion of new clauses and modification/substitution of existing clauses in the existing Articles of Association of the Company, as set out in Item No. 1 of the Notice, subject to approval of the Members.

In terms of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory amendments, or modifications or enactment thereof, for the time being in force), the Club is required to obtain approval of the Members by way of Special Resolution.

The existing AOA of the Club entitles any member’s son/daughter upto the age of 30 years to apply for membership of the Club.

The proposed insertion of Clause 8(i) in the existing AOA of the Club will provide an opportunity to member’s son/daughter having attained the age exceeding 30 years but less than 40 years to apply for membership of the Club on payment of such fees as may be decided by the Committee. This window is available only upto December 31, 2024.

Further, the existing AOA of the Club does not contain any provision for transfer of membership from the member to his/her son/daughter/grandchild.

The proposed insertion of Clause 8(j) in the existing AOA will provide an option to the existing members who have attained the age of 65 years and have completed 20 years of membership to transfer his/her membership to his/her any one son/daughter/grandchild in the same category of General Member/Life Member on payment of fees equivalent to 50% of the then prevalent entrance fees as applicable to the members of the said category of General Member/Life Member.

Further, there is no provision in the existing AOA of the Club with respect to availment of benefits of the Club by a parent of a member.

The proposed insertion of Clause 11(h) in the existing AOA will empower the Committee of the Club to issue a card to such members of the Club who have completed 20 years of membership and whose either of the parent has attained the age of 65 years which will entitle the parent of such member to avail and enjoy the benefits of the Club on payment of such charges as may be determined by the Committee. However, such parent shall not be deemed to be a member of the Club and shall not be entitled to any right and privileges, including as stated in Article 11(a) to 11(g) of the AOA.

The existing Clause 23(d) of the existing AOA of the Club does not contain any cap on the number of terms for which a member can contest as an office bearer as well as the maximum number of terms for which a member can contest as Committee Member. Further, there is no restriction on a person for contesting as an office bearer in a particular term which is lower



in hierarchy than his current position or previous position as office bearer at any time held. The Articles propose to define the hierarchy as under:

- (a) President;
- (b) Vice President;
- (c) Honorary Secretary;
- (d) Honorary Treasurer;
- (e) Honorary Joint Secretary

The Committee proposes to substitute the above-mentioned Clause 23(d) thereby imposing a restriction of 2 years and 8 years for which an office bearer in the same position or committee member can hold office, respectively, in aggregate. Further, no office bearer shall be allowed to contest for election for any position which is lower than his current position or previous position as office bearer at any time held. It is also proposed to cap in aggregate the tenure as Office Bearer and Committee member to a maximum of 15 years, making them in eligible for being elected thereafter.

The proposed alteration of AOA, as set out in Item No. 1 of the Notice will provide an opportunity to the Club to increase its number of members and will also provide an option to the children of the members and the parents of the members to apply of membership of the Club and enjoy the benefits of the Club. The proposed alteration also aims streamline the management structure of the Club and provide an opportunity to more members to come forward in the Committee.

In view of above, the Executive Committee recommends the aforesaid resolution for the approval by the members as a Special Resolution.

None of the Executive Committee members, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution except as members.

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


CHANDRA SHEKHAR SARDA

DIN: 00252003

HONORARY SECRETARY

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

Date: 18th October, 2024



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 Friday, 8th November, 2024 and end at 5.00 p.m. on Sunday, 10th November 2024. The E-voting platform will be disabled by NSDL thereafter. The E-Voting platform will again be enabled during the Extra Ordinary General Meeting starting at 5.30 PM IST till Item No. 1 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/electronic means will be made available for the members at the EGM 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 48867000 or mail at E-mail id: evoting@nsdl.com
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 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.**

CS Sarda
CHANDRA SHEKHAR SARDA

DIN: 00252003

HONORARY SECRETARY

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

Date: 18th October, 2024



VENUE MAP

Hindusthan Club Limited (1,491 reviews, 4.2 stars)

हिन्दुस्तान क्लब लिमिटेड

4, G9Q4+892 Lansdown Tower, 1, Sarat Bose Rd, Near Minto park, Sreepally, Bhowanipore, Kolkata, West Bengal 700020

Open - Closes 10 pm

hindusthanclub.com

033 4017 5555

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