# HINDUSTHAN CLUB LIMITED

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CIN: U91990WB1946GAP013261

By Email / Courier / Registered Post / Speed Post

## C I R C U L A R

To,
ALL MEMBERS OF
**HINDUSTHAN CLUB LIMITED**

As required by the Article 27 of the Articles of Association of the Company and Rules governing the Election of Office Bearers and Members of the Executive Committee, proposal/nominations are invited from amongst the Members for Election of the Office Bearers and Executive Committee Members for the year 2026-27. Elections will be held by way of e-voting and votes by ballot as well and the duration of the e-voting will be from 10-00 AM IST on Sunday the 27th day of September, 2026 and will close on Tuesday, the 29th day of September, 2026 at 5-00 PM IST. Those members who are unable to exercise their franchise by e-voting on the resolutions on these three days, shall be entitled to e-voting on Wednesday, 30th September, 2026, during the Annual General Meeting starting at 05-00 PM IST till agenda no. 2 is taken up in the meeting. Those not wanting to vote electronically shall be entitled to voting by ballot papers at the venue of the AGM at 4/1, Sarat Bose Road, Kolkata-700020, at 05-00 pm, commencing from the adjournment of the Annual General Meeting for conducting of the Election by Ballot voting and announcing the voting results of all resolutions of the Annual General Meeting and ending with the time announced by the Election Officers or such extended time as the Election Officers may decide.

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**

As per Clause 23(d) of the Articles, 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.

In accordance with Article 27 (a) of the Articles of Association of the Company read with Rule I(a) of Rules for Election of the Office Bearers and Members of the Executive Committee of the Club given in Annexure B appended to the Articles of Association has appointed two Election Officers being Sri Arvind Agrawal (A 251) and Sri Kamal Nayan Jain (J 175) as Honorary Election Officers for conducting the Election. Sri Arvind Agrawal (A 251) shall have the additional responsibility of being the Honorary Scrutinizer under the Companies Act 2013 and Rules framed thereunder.

A Member who has paid all his/her dues to the Club, for bills up to the month of July, 2026 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 elections for the Year 2026-27 of the Hindusthan Club Ltd. will be considered as a Director and accordingly while filing the nomination he/she has to provide with the following information/consent/Declaration for consideration of their nomination, if otherwise found in order:

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; in FORM No. DIR-2.

A deposit of Rs. 1,00,000/- (Rupees One Lakh only) pursuant to provisions of Section 160(1) of the Companies Act, 2013, (not applicable for those candidates who are retiring at the ensuing Annual General Meeting and opting for re-appointment either for the same position or another position as applicable, at the ensuing elections) for consideration of their nomination, as per the extracts of Section 160(1) reproduced below:

<u>Extracts of Section 160(1) of the Companies Act, 2013</u>

“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.”

The Nomination form will be available from Club’s Accounts Office on request, from Saturday, the 29th August 2026 till the closure of the time for filing of the nomination.

A copy of the "ELECTION RULES” along with the relevant Article 27 of the Articles of Association of the Company and procedure for e-voting are annexed hereto.

NOMINATIONS MUST REACH, COMPLETE IN ALL RESPECTS, AT THE OFFICE OF THE CLUB BY 5 PM IST ON WEDNESDAY, THE 9TH SEPTEMBER, 2026. MEMBERS MAY WITHDRAW THEIR NOMINATION BY 5 PM IST ON SATURDAY, THE 12TH SEPTEMBER, 2026.

BY ORDER OF THE EXECUTIVE COMMITTEE
HINDUSTHAN CLUB LTD.

Place : Registered Office, Kolkata
Dated : 22nd August, 2026

~~Kamal~~ Ghelani
Honorary Secretary
DIN: 06960288

**ANNEXURE**

Articles of Association
Article 27

27.(a) The Office Bearers and the Committee Members shall be elected annually at the Annual General Meeting of each year from amongst the Members. The Election shall be held in accordance with the Election Rules as set out of Annexure ‘B’ hereunder appearing.

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(b) The new Committee constituted shall function after the Annual General Meeting of the Club is held for the said year till the conclusion of the next Annual General Meeting. If for any reason whatsoever the new committee is not constituted, then existing Committee shall function.

NOTE:

1. Procedure of E-Voting, as required under law is attached to this Circular.

**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 seconded 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 any or both 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 means both of them.

2. A Member who has paid, all his/her dues to the Club for bills sent to him/her up to the month of July, 2026, 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 e-Voting and Manual 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.

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 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**

Kamal Ghelani
Honorary Secretary
DIN: 06960288

NOTE: Procedure of E-Voting, as required under law, attached to this Circular.

## 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.

11. 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.

12. Upon confirmation, the message 'Vote cast successfully' will be displayed;
13. Once you have voted on a Resolution, you will not be allowed to modify your vote.
14. 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 10.00 AM on Sunday, 27th September, 2026 and end at 5.00 PM on Tuesday, 29th September 2026. 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 05.00 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**
**HINDUSTHAN CLUB LTD.**

Kamal Ghelani
Honorary Secretary
DIN: 06960288

Place : Registered Office, Kolkata
Dated : 22nd August, 2026