

CALCUTTA SOUTH CLUB LTD.

2/1, Woodburn Park, Kolkata- 700 020

Ph: 3511 3581, Telefax : 2281 0707

Email: southclub2@gmail.com

Website: www.southclub.co.in

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

To

The Members of

Calcutta South Club Limited

Notice is hereby given that the Extra Ordinary General Meeting of the members of the Club will be held at the registered office of the Club at Woodburn Park, Kolkata - 700020 on Saturday, 8th May, 2024 from 5.30 P.M. IST to consider the following agenda.

SPECIAL BUSINESS:

AGENDA ITEM NO.1:

TO APPROVE THE ALTERATION OF ARTICLES OF ASSOCIATION OF THE CLUB:

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

"RESOLVED THAT pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013, read with rules made thereunder (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Executive Committee of the Club, the consent of the members of the Club be and is hereby accorded for effecting the following amendments in the existing Articles of Association of the Club:-

A. To substitute existing Article No. 6(d)(ii) of the Articles of Association ("AOA") of the Club with the following:-

"6(d) (ii) The Executive Committee shall have also the right to nominate every year as they think fit out of the young talented tennis players between the age group of sixteen and twenty-five "Student Members" who shall not be subject to election and who shall remain such Member for a year if not re-elected. The number of such Members shall not at any time exceed twelve. They shall on nomination be required to obtain from their respective guardians a letter of confirmation to pay their monthly subscription which will be equal to the subscription of a playing Member. The Student Members will not be required to pay any Admission fee and shall be entitled only to the right and privilege of playing like playing Members but enjoy no other rights."

Explanation: The proposal is to increase the participation of more Student Members, to be able to practice and play against each other in a bigger group. Hence the amendment proposed is to increase the age limit from 21 years to 25 years (since students are now doing higher studies) and also to increase the number of such students from 3 to 12.

B. To substitute existing Article No. 6(e)(i) of the Articles of Association ("AOA") of the Club with the following: -

"6(e)(i) Any gentleman otherwise eligible for admission to membership who is ordinarily resident outside of Kolkata may be admitted by the Committee as Temporary member for the period not exceeding 15 days. The period may, however, be extended at the discretion of the Committee. A candidate for temporary membership shall be duly proposed and seconded by two members of the Club. A subscription of Rs.1500/- and a deposit of Rs.3000/- shall be payable in advance before any such member is permitted to use the Club. The names of all such gentlemen admitted as Temporary Members of the Club together with the names of their Proposer and Secunder shall be posted in a conspicuous place in the Club.

If any Bill or money due by such members are not paid within three days after the expiry of Membership, the Member shall be responsible for payment of the

same. The number of Temporary Members shall never exceed 10 at any time. Temporary Members shall have no vote in any Club matters. They shall be entitled to only such privileges as shall be laid down in the Bye- Laws of the Club."

Explanation: In keeping with present times and demand the Temporary Membership Subscription, is proposed to be increased from Rs. 300 to Rs. 1500 and Deposit Money from Rs. 1500 to Rs. 3000. Other conditions remain the same.

C. To substitute existing Article No. 6(f)(ii) of the Articles of Association ("AOA") of the Club with the following: -

"(ii) Non -Playing Members shall pay entrance fee of Rs.500000/- (Rupees Five Lakhs) and a monthly subscription of Rs.550/- plus any applicable taxes."

Explanation: Costs having vastly increased over the decades, the Entrance Fee for Non-Playing Members is proposed to be amended from Rs. 20,000 to Rs. 5 lakhs and the Monthly Subscription from Rs. 350 to Rs. 550 plus applicable taxes

D. To substitute existing Article No. 16 of the Articles of Association ("AOA") of the Club with the following: -

"16. The entrance fee of an Ordinary Member shall be Rs. 500,000/- (Rupees Three Lacs Fifty thousand only) payable within one month of the receipt of the Official intimation of the election and failing payment within that time of the said entrance fee, the election may be declared null and void by the Committee and the Proposer informed accordingly. No newly elected member shall exercise any of the privileges of membership until he has paid the entrance fee and the subscription due under the Articles."

Explanation: Costs having vastly increased over the decades, the Entrance Fee for Non-Playing Members is proposed to be amended from Rs. 20,000 to Rs. 5 lakhs.

E. To substitute existing Article No. 17(b) of the Articles of Association ("AOA") of the Club with the following: -

"17(b) The subscription of Ordinary and Nominated Ordinary members resident in Calcutta or within a radius of 100 km from Raj Bhavan, Calcutta shall be Rs.550/- per month, provided, however, that Ordinary members who have been ordinary members for a continuous period of not less than 50 years and being eligible shall become Life members in accordance with Article 6 of Articles of Association of the Club shall not be required to pay the monthly subscription mentioned herein above."

Explanation: Due to increase in costs over the years, the Subscription of an Ordinary Member and a Nominated Ordinary Member, who is a resident of Calcutta, is proposed to be amended from Rs. 400 to Rs. 550 per month plus applicable taxes.

F. To substitute existing Article No. 17(c)(iv) of the Articles of Association ("AOA") of the Club with the following: -

"17(c)(iv) The subscription of non-resident members will be same as ordinary member. Provided, however, non-resident members who have been ordinary members for a continuous period of not less than 50 years and being eligible shall become Life Members in accordance with Articles 6 of Articles of Association of the Club, shall not be required to pay the monthly subscription mentioned herein before."

Explanation: Ordinary Members who are not resident of Calcutta, are charged only Rs. 100 per month at present. It is proposed that these members should also be prepared to pay the same Monthly Subscription like a Resident Ordinary Member, if they value the membership of our Club, in the present times. Therefore, the amendment to equalize all Monthly Subscriptions is proposed

G. To substitute existing Article No. 17(e) of the Articles of Association ("AOA") of the Club with the following: -

"17(e) Every resident member has to have a minimum billing of Rs.2500/- or otherwise shall pay that minimum amount of Rs.2500/- every quarter excluding

the subscription and any other charges. However, this will not apply to members over 65 years of age and with a minimum Membership period of 15 years."

Explanation: Catering costs having vastly increased over the decades, and to increase revenue, it is proposed to increase the minimum billing of all Resident Members, to Rs. 2500 per quarter.

H. To substitute existing Article No. 43(j) of the Articles of Association ("AOA") of the Club with the following: -

"43(j) To admit members not exceeding ten for special service to the Club, who shall pay monthly subscription, but not entrance fee nor continue to enjoy the privileges of the Club more than ten years or have voting rights."

Explanation: The club is in need for talented good players to represent it in various leagues, and other tournaments.

RESOLVED FURTHER THAT the Executive Committee of the Club be and is hereby authorized to take necessary steps to give effect to the aforementioned resolution and comply with all formalities pertaining to and to take all such steps, pay all required fees, and make such filings, including but not limited to Form MGT-14 as per the Companies (Management and Administration) Rules, 2014, and execute all such deeds and documents as may be necessary to give effect to the aforementioned resolution."

By order of the Executive Committee

Calcutta South Club Limited



VINAY GUPTA

DIRECTOR

DIN: 08815324

Date: 09.04.2024

Place: Kolkata

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the businesses set out above is annexed hereto.
2. The Notice is being sent to all the Members (shareholders), whose names appeared in the Register of Members as on 08.04.2024.
3. All the documents referred to in the Notice shall be open for inspection at the registered office of the Club on all the working days between 11 A.M. to 1 P.M. IST up to the date of the meeting.
4. Route map of the venue of the Meeting (including prominent landmark) is also annexed hereto and forms a part of this Notice and marked as **Annexure A**.
5. Members are requested to sign the attendance register in the Meeting.

ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1

Pursuant to the provisions of section 14 of the Companies Act, 2013, alteration of articles requires approval of the members of the Club by way of a Special Resolution at a general meeting. The Executive Committee in their meeting held on 06.03.2024 has approved the amendment in the Article of Association of the Club as set out in item no. 1 of the notice, subject to the approval of members of the Club.

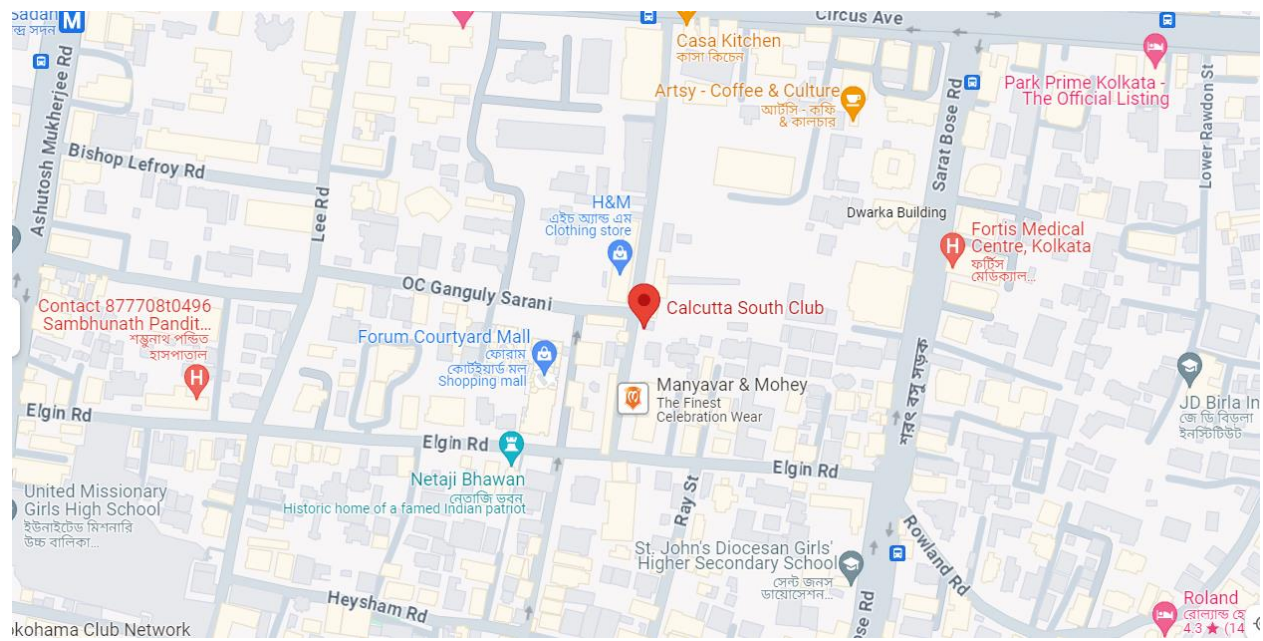
A copy of the proposed amended Articles of Association (AOA) is available for inspection at the registered office of the Club and copies thereof shall also be made available for inspection at corporate office of the Club on all the working days between 11 A.M. to 1 P.M. IST up to the date of the meeting.

The Executive Committee recommends the Special Resolution set out at Item No 1 of the Notice for approval by the Members.

None of the Directors and their relatives is concerned or interested, financially or otherwise in the said resolution.

Annexure A

Route Map to the Venue of the EGM



CALCUTTA SOUTH CLUB LTD.

2/1, Woodburn Park, Kolkata- 700 020

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Date: 16.04.2024

FOR THE INFORMATION OF THE MEMBERS OF THE COMPANY

CORRINGENDUM TO THE NOTICE OF THE EXTRAORDINARY GENERAL MEETING(EGM) SCHEDULED TO BE HELD ON 8th MAY, 2024

In due compliance with the provisions of the Companies Act, 2013 read with the Rules made thereunder, Calcutta South Club Limited ("the Company") circulated a notice dated 12th April, 2024 to all the members for convening the EGM as mentioned above.


Certain inadvertent/typographical error have been noticed in the Notice. The day and date of the meeting, wherever appearing in the notice shall be read as "Wednesday, 8th May, 2024" instead of "Saturday, 8th May, 2024".

Further we refer to Item No. 1 of the Notice of EGM which pertains to seeking approval of the shareholders for the Alteration of Articles of Association of the Company. There has been a typographical error in the explanation to the proposed Article No. 6(d)(ii), where "to increase the number of such students from 3 to 12" has been mentioned it shall be read as "to increase the number of such students from 6 to 12". Other contents of the EGM Notice remain unchanged.

The Corrigendum shall form an integral part of EGM Notice and is issued in continuation of and should be read in conjunction with the original EGM Notice which was already emailed to the members on 12.04.2024.

This Corrigendum to the EGM Notice shall be available at the Notice Board at the Company's registered office.

**By Order of the Executive Committee of
Calcutta South Club Ltd**



**VINAY GUPTA
DIRECTOR
DIN: 08815324**