

CALCUTTA SOUTH CLUB LTD.

2/1, Woodburn Park, Kolkata- 700 020
Ph:033 2287 9711, Telefax :033 2281 0707
Email: southclub2@gmail.com
Website: www.calcuttasouthclub.in

NOTICE IS HEREBY GIVEN that an Extra Ordinary General Meeting (EGM) of the members of **Calcutta South Club Limited** will be held at the registered office of the Company at Woodburn Park, Kolkata – 700020 on **Saturday, 09th May, 2026 at 06.00 PM** to transact the following special businesses:

ITEM NO. 1: AMENDMENT OF ARTICLES OF ASSOCIATION TO RESTRICT VOTING AND ELECTION RIGHTS OF NEWLY INDUCTED PLAYING MEMBERS

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company by inserting the following new Article **51A** after the existing Article 51:

Article 51A: Restriction on Voting and Contesting Rights

‘Notwithstanding anything contained in these Articles regarding voting rights of members:

- (i) Any person admitted as a Playing Member of the Company on or after 28th March, 2026 (hereinafter referred to as a "New Playing Member") shall not be entitled to vote at any General Meeting of the Company, whether on a show of hands or on a poll, for a continuous period of five (5) years from the date of their admission.
- (ii) No New Playing Member shall be eligible to stand for election, be co-opted, or be appointed as a Director, Office Bearer, or member of the Executive Committee/Governing Body of the Company for a continuous period of five (5) years from the date of their admission.’

FURTHER RESOLVED THAT any of the Director of the Company be and is hereby authorized to do all such acts, deeds, and things and to file the necessary forms with the Registrar of Companies, Kolkata, to give effect to this resolution.”

ITEM NO. 2: AMENDMENT OF ARTICLES OF ASSOCIATION TO GRANT LIMITED PLAYING RIGHTS TO ASSOCIATE MEMBERS

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company by inserting/amending the relevant Article to read as follows:

‘Notwithstanding anything contained in these Articles regarding the privileges of Associate Members, they shall be permitted to participate in playing activities on designated Members' Days. The Executive Committee (EC) shall be empowered, at its absolute discretion, to select and permit up to a maximum of ten (10) Associate Members to play alongside the Playing Members on any such designated Members' Day.’

FURTHER RESOLVED THAT any of the Director of the Company be and is hereby authorized to do all such acts, deeds, and things and to file the necessary forms with the Registrar of Companies, Kolkata, to give effect to this resolution.”

ITEM NO. 3: AMENDMENT OF ARTICLES OF ASSOCIATION TO REVISE THE CRITERIA AND INTAKE LIMIT FOR STUDENT MEMBERS

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company by amending the relevant Article pertaining to Student Members to read as follows:

‘The total number of Student Members permitted by the Company at any given time shall not exceed ten (10). Furthermore, the maximum age limit for an individual to be inducted or to continue as a Student Member shall be twenty-five (25) years.’

FURTHER RESOLVED THAT any of the Director of the Company be and is hereby authorized to do all such acts, deeds, and things and to file the necessary forms with the Registrar of Companies, Kolkata, to give effect to this resolution.”

ITEM NO. 4: AMENDMENT OF ARTICLES OF ASSOCIATION TO INTRODUCE A NEW CATEGORY OF "SPORTS MEMBER":

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to alter the

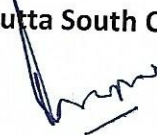
Articles of Association of the Company by inserting the following new Article after the existing Articles pertaining to membership categories:

'Notwithstanding anything contained in these Articles regarding the induction and rights of members, a new category known as "Sports Member" is hereby created under the following terms:

- (i) **Nomination:** The Executive Committee shall have the right to nominate talented tennis players as "Sports Members" every year, as they deem fit. Such inductions shall not be subject to the standard membership election process.
- (ii) **Tenure and Limit:** A Sports Member shall hold membership for a period of one (1) year, after which it shall lapse unless re-nominated by the Executive Committee. The total number of Sports Members shall not exceed ten (10) at any given time.
- (iii) **Fees and Subscriptions:** Sports Members shall not be required to pay any admission fee. However, upon nomination, they must pay a monthly subscription equal to the subscription fee of a regular Playing Member.
- (iv) **Rights and Privileges:** Sports Members shall be entitled strictly to the right and privilege of playing, equivalent to a Playing Member. They shall not possess any other rights or privileges of membership.'

FURTHER RESOLVED THAT any of the Director of the Company be and is hereby authorized to do all such acts, deeds, and things necessary and to file the necessary forms with the Registrar of Companies, Kolkata, to give effect to this resolution."

**By Order of the Board of Directors of
Calcutta South Club Limited**



VINAY GUPTA
Director
DIN: 08815324

Date: 06th April, 2026

Place: Kolkata

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the Special business under Item No. 1 of the Notice, is annexed hereto.

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

ITEM NO. 1

The Board of Directors of your Company has evaluated the membership structure and governance protocols. It is the collective view of the Board that new members should have an adequate period to familiarize themselves with the Company's traditions, operational ethos, and activities before participating in its management or voting on policy matters.

Accordingly, the Board proposes to introduce a mandatory "Waiting Period" of 5 (five) years for all Playing Members inducted on or after the date of this EGM. During this period, such members will enjoy all privileges of membership regarding the use of Company facilities but shall not be entitled to:

1. **Voting Rights:** The right to vote at General Meetings.
2. **Contesting Rights:** The right to stand for election to the Board or the Executive Committee.

This amendment is intended to ensure stability in the Company's administration and to encourage long-term commitment from new members.

The Board **believes** this amendment is in the best interest of the Company and recommends the Resolution set out at Item No. 1 for approval.

None of the Directors, Key Managerial Personnel, or their relatives are interested, financially or otherwise, in the proposed resolution, except to the extent of their membership in the Company.

ITEM NO. 2

The Board of Directors proposes to allow Associate Members to use the playing facilities on designated 'Members' Days'. However, to ensure that regular Playing Members are not inconvenienced and the courts do not become overcrowded, this access must be properly managed. Therefore, the Executive Committee (EC) will be authorized to select and permit a maximum of ten (10) Associate Members to play on any given Members' Day.

The Board believes this amendment is in the best interest of the Company and recommends the Resolution set out at Item No. 2 for approval.

None of the Directors, Key Managerial Personnel, or their relatives are interested, financially or otherwise, in the proposed resolution, except to the extent of their membership in the Company.

ITEM NO. 3

The Board proposes to update the criteria for Student Members to better reflect the current needs of younger players. First, the maximum age limit to join or continue as a Student Member will be increased from twenty-one (21) to twenty-five (25) years, as many individuals continue their education and training well into their mid-twenties. Second, to accommodate a growing interest in this category, the total number of Student Members permitted at the Company at any one time will be increased from six (6) to ten (10).

The Board believes this amendment is in the best interest of the Company and recommends the Resolution set out at Item No. 3 for approval.

None of the Directors, Key Managerial Personnel, or their relatives are interested, financially or otherwise, in the proposed resolution, except to the extent of their membership in the Company.

ITEM NO. 4

The Board of Directors proposes to create a new membership category called "Sports Member" to temporarily induct talented tennis players into the Company. To facilitate this, the Executive Committee (EC) will be authorized to directly nominate up to ten (10) such players annually, bypassing the standard election process. These individuals will not be charged an admission fee but must pay the regular monthly subscription of a Playing Member.

To ensure clear administrative boundaries, a sports Member will only hold playing privileges for their one-year tenure. They will not hold voting rights, election rights, or any other general membership privileges.

The Board believes this amendment is in the best interest of the Company and recommends the Resolution set out at Item No. 4 for approval.

None of the Directors, Key Managerial Personnel, or their relatives are interested, financially or otherwise, in the proposed resolution, except to the extent of their membership in the Company.

**By Order of the Board of Directors of
Calcutta South Club Limited**



VINAY GUPTA
Director
DIN: 08815324