



THE TOLLYGUNGE CLUB LIMITED

CIN : U85300WB1909GAP001941

Registered Office : 120, Deshapran Sasmal Road, Kolkata 700033

Tel : 2473-4539 / 5954 • Fax : 2473-1903 • E-mail : tolly@tollygungeclub.org

Website : www.tollygungeclub.org

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Members of The Tollygunge Club Ltd. will be held at the Club premises, 120, Deshapran Sasmal Road, Kolkata-700033 on Friday, 17th December, 2021 at 5.00 p.m. for the transaction of the following businesses:

ORDINARY BUSINESS :

1. To consider and adopt the Financial Statements of the Club for the financial year ended 31st March, 2021 and Reports of the General Committee and the Auditors thereon.
2. To elect the President, Vice President and the General Committee.
3. To fix the remuneration of Auditors.

SPECIAL BUSINESS :

4. To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution :

“Resolved that the Articles of Association of the Club be amended by substituting Article 26D with the following :

- (1) Spouse of a Permanent Member on the Permanent Member's demise, may become Single Spouse Member by exercising the option to do so in a letter addressed to the Secretary at any time but preferably no later than three months from the date of demise of the Permanent Member.
- (2) Single Spouse Members shall not be required to pay Entrance Fee. Subject to the conditions herein contained, a Single Spouse Member shall be entitled to all the privileges of the Club except attending and voting at meetings.
- (3) A gentleman / lady admitted to Single Spouse Membership shall cease to be such a Member :
 - (a) On his / her marriage;
 - (b) On the General Committee terminating his / her membership, the General Committee not being required to assign any reason therefor;
 - (c) On his / her resigning membership from a prospective date by a letter addressed to the Secretary, at least three months prior to such date;
 - (d) On his / her being adjudicated insolvent;
 - (e) On his / her not paying Club bills after due warnings as hereinafter provided;
 - (f) On his / her being found guilty by a competent tribunal of offence involving, in the opinion of the Committee, gross misconduct.”

5. To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution :

“Resolved that the last paragraph of Article 26G be amended by substituting therefor the following :

A Corporate / LLP Member shall be entitled to one vote for each Membership held as on the date of the General Meeting. Each Corporate / LLP Membership will be valid for 5 years from the date of approval of such membership and subject to renewal on the terms and conditions prevailing at the time of renewal. Corporate Member Companies (including LLPs) shall be limited to 350 and shall be outside the ceiling of Permanent Members.”

6. To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution :

“Resolved that the Articles of Association of the Club be amended by insertion of the following sentence at the end of Article 41(b) :

A Member will be required to vote for a minimum of 5 candidates from the list of Members eligible for election as Members of the Committee, for the ballot to be valid.”

7. To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution :

“Resolved that Article 58 be amended by insertion of the words “and Corporate Member” after ‘Permanent Member’ in that Article”.

By Order of the Committee



A.R.Mukerji
Chief Executive & Managing Member

Place : Kolkata
Dated : 22 November 2021



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NOTES :

1. As advised by the Registrar of Companies, West Bengal, in letter No. ROC / LEGAL / 1941 / 2592 dated 16th November 2021, the Resolutions for consideration at this Annual General Meeting (AGM) will be transacted through e-voting (facility to cast vote prior to the AGM) and also e-voting during the AGM, for which purpose the General Committee of the Club have engaged the services of National Securities Depository Limited (NSDL). The General Committee has appointed Mr. R.L. Auddy, Senior Solicitor and Partner, Messrs. Sandersons & Morgans, Advocates & Solicitors, as the Scrutinizer for this purpose.
2. Remote e-voting will commence at 9.00 a.m. on Tuesday, 14th December 2021 and will end at 5.00 p.m. on Thursday, 16th December 2021.
3. Only those Members whose names are recorded in the Register of Members of the Club as on 22nd November, 2021 will be entitled to cast their votes by remote e-voting or e-voting during the AGM.
4. **Instructions for casting votes through e-voting**
 - A. Where a Member receives an email from NSDL (for Members whose email Ids are registered with the Club):
 - (i) Open e-mail and open attached PDF file viz.: "Tollygunge Club_e-voting.pdf" with your **Membership No.** as Password. The said PDF file contains your User Id and Password for remote e-voting;
 - (ii) Launch internet browser by typing the following URL: **<https://www.evoting.nsdl.com>**;
 - (iii) Click on 'Member – Login';
 - (iv) Put User Id and select Login Type as - Password, type verification code and put Password as noted in step (i) above. Click 'Login';
 - (v) Alternatively, Members may select Login Type as - OTP (where Mobile Number is registered with the Club), type verification code and Click 'Login' by using the OTP received on the mobile number;
 - (vi) Home page of remote e-voting opens. Click on remote e-voting : 'Active Voting Cycles';
 - (vii) Select 'EVEN' of **Tollygunge Club Limited**;
 - (viii) Now you are ready for remote e-voting as 'Cast Vote' page opens;
 - (ix) You will have to select YES / NO against each of the resolutions. Cast your vote by selecting

appropriate option and click on 'Submit' and then 'Confirm' when prompted;

- (x) Upon confirmation, the message 'Vote cast successfully' will be displayed;
- (xi) Once you have voted on a Resolution, you will not be allowed to modify your vote;
- (xii) Corporate Members should send a scanned copy (in PDF/ JPEG format) of the appropriate authorisation to the Scrutinizer through email at **ramenauddy@gmail.com** with a copy marked to NSDL's email id **evoting@nsdl.co.in**.

The e-voting procedure will commence from 9.00 a.m. on Tuesday, 14th December 2021 and end at 5.00 p.m. on Thursday, 16th December, 2021.

B. In case of any query / grievance, you may refer to the Frequently Asked Questions (FAQs) and Remote e-voting User Manual under the 'Downloads' section of NSDL's website **www.evoting.nsdl.com** or contact :

- (i) Mr. Amit Vishal, Senior Manager / Ms. Pallavi Mhatre, Manager, NSDL on 022 – 2499-4360 / 022 – 2499-4545 or call on Toll Free No: 1800-1020-990 or 1800-224-430, or mail at email id: **evoting@nsdl.co.in**.
- (ii) Mr. Anirban Lahiri, General Manager – Finance at telephone number 033-2473-2316 or at email id: **anirbanlahiri@tollygungeclub.org**

C. Instructions for e-voting during the AGM

- (i) The procedure for e-voting during the AGM is the same as mentioned above for remote e-voting.
- (ii) The aforesaid facility will be available only to those Members who participate in the AGM and who do not cast their votes by remote e-voting prior to the AGM. Members, who cast their votes by remote e-voting, will not be entitled to cast their votes once again at the AGM.

D. Announcement of Results

The Results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available on the Club's website www.tollygungeclub.org and on the website of NSDL.

- 5. It would be appreciated by the General Committee if Members wishing to ask questions at the Annual General Meeting would give 7 days advance notice in writing of such questions.
- 6. Notice of Members is also drawn to the following Articles:

Article 40 - "No Member other than a Member of the Outgoing Committee shall be eligible for election as a Member of the Committee unless his name is proposed by notice in writing sent to the Secretary fourteen days at least before the date of the General Meeting at which election is to take place by himself and two Permanent Members.

Provided that a Member of the Outgoing Committee shall not be eligible for re-election as a Member of the Committee if he has been a Member of the Committee for the last five consecutive terms, unless such Outgoing Committee Member is the Vice President or has been nominated by the Committee as Vice President or President. Such Outgoing Committee Member however shall be eligible for re-election as a Member of the Committee after a break of two years on completion of two further terms of the Committee.

A list of all the Members of the Outgoing Committee who are eligible and willing to act and of all Members who have signified their candidature as a Member of the Committee and who have been proposed for election as Members of the Committee arranged in alphabetical order shall be posted upon the Notice Board of the Club seven days at least before the date of such meeting."

Article 63 -"No Member in arrears with his subscription shall be entitled to vote."

Explanatory Statement pursuant to Section 102 of the Companies Act 2013

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice of the Annual General Meeting:

Item No. 4

Article 26D of the Articles of Association of the Club provides that widow of a Permanent Member may become Single Lady Member by addressing a letter to the Club within three months from the date of demise of her husband and that such Single Lady Member shall be entitled to all the privileges of the Club except attending and voting at meetings, subject to the conditions stipulated in clause (3) of the said Article. Article 26D also provides that Single Lady Members shall not be required to pay Entrance Fee.

In terms of suggestions received at the Open House held on 4th April 2021, the General Committee proposes that on demise of a Permanent Member, the spouse of the Permanent Member should be extended the option to become Single Spouse Member of the Club. All the provisions / conditions presently in Article 26D will be applicable to Single Spouse Members. This amendment will remove the discrimination that exists of enabling only a lady spouse to avail the facilities of the Club and not the gentleman spouse, on the demise of a Permanent Member. Voting right however cannot be provided to Single Spouse Members considering the ceiling stipulated in Article 6 of the Articles of Association of the Club.

No General Committee Member or their relatives is concerned or interested in this Special Resolution.

Your General Committee recommends the proposed Special Resolution for your approval.

Item No. 5

The General Committee proposes amendment in Article 26G to provide clarity that although each Corporate / LLP Membership may have 3 nominees, it is entitled to one vote only for each such Corporate / LLP Membership.

No General Committee Member or their relatives is concerned or interested in this Special Resolution.

Your General Committee recommends the proposed Special Resolution for your approval.

Item No. 6

One of the recommendations made at the Open House held on 4th April 2021 was that a Member should be required to vote for a specified minimum number of candidates in the event of an election at an Annual General Meeting (AGM). Members of the Club have the responsibility to elect 7 Members of the General Committee, besides the President and the Vice President, and therefore need to vote for at least 5 candidates from the list of Members eligible for election as Members of the General Committee.

The General Committee proposes insertion at the end of Article 41(b), the sentence as stated under Resolution No. 6 in the Notice such that a Member of the Club will be required to vote for minimum 5 candidates for the ballot to be valid, when electing Members of the General Committee, as voting for a lesser number of Members would not be in the best interest of the Club.

No General Committee Member or their relatives is concerned or interested in this Special Resolution.

Your General Committee recommends the proposed Special Resolution for your approval.

Item No. 7

The General Committee proposes that Article 58 of the Articles of Association be amended to correct an omission and clarify that Notice of General Meetings is required to be given also to Corporate Members besides the Permanent Members and the Auditors of the Club.

No General Committee Member or their relatives is concerned or interested in this Special Resolution.

Your General Committee recommends the proposed Special Resolution for your approval.

On approval of the Members to the Resolutions set out in the Notice, consequential amendments will also be carried out in the Index to the Articles of Association of the Club and elsewhere, as necessary.

The proposed Special Resolutions are in accordance with Article 57 of the Articles of Association of the Club read with Section 14 of the Companies Act, 2013.

A copy of the Memorandum and Articles of Association of the Club will be available for inspection by the Members at the Club Office between 11.00 a.m. to 1.00 p.m. on all working days till the conclusion of this Annual General Meeting.

By Order of the Committee



A.R.Mukerji
Chief Executive & Managing Member

Place : Kolkata

Dated : 22 November 2021