

CUTTACK CLUB

REGD.OFFICE: AT-BARABATI FORT, CUTTACK-753001, ODISHA

Phone:0671-2301041, 7978267650

CIN-U91990OR1949NPL000181

Website- www.cuttackclub.com, Email: info@cuttackclub.com

CC/ 7634 /AGM/2023

Annexure-1
DT.23.08.2023

NOTICE OF 74th ANNUAL GENERAL BODY MEETING

Notice is hereby given that the 74th Annual General Meeting of the Members of Cuttack Club will be convened at the Centenary Hall(Annexe-i) of Cuttack Club, Barabati Fort, Cuttack-753001, Odisha on Sunday, 24th Day of September, 2023 at 10.00 A.M. to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended 31st March' 2023 together with the annual report of the Committee and the Auditor thereon.

2. To appoint Statutory Auditors and fix their remuneration and in this regard pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 and the Company's (Audit and Auditor) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force), the Company hereby appoint M/s. H. Naik & Co., Chartered Accountants, Cuttack (FRN- 301044C) as Statutory Auditors of the Company from the conclusion of this 74th Annual General Meeting until the conclusion of 75th Annual General Meeting of the Company at such remuneration as shall be fixed by the Managing Committee Members of the Club.”

3. To elect and appoint for the post of Office Bearers cum Managing Committee of the Company including President, Vice-President, Honorary Secretary, Joint Secretary, Treasurer and nine other Committee Members to serve on the Managing Committee for the period 2023-24 by replace/retiring existing Office Bearers of period 2022-2023.

SPECIAL BUSINESS:

4. To consider the proposed amendments to the Club Bye-laws (as per Rule-34(d) and Articles of Association [Clauses No. 17(b), 17d) and 17 (f)].

5. To consider proposed Amendment of Clause-D (iv) of Rule-4 of Club Bye-law and Articles of Association [Clause No. 4 Group-A- (f)- Member's Children].

6. To consider proposed Amendment to Rule 27 and 28 of Club Bye-Laws.

7. To consider proposed Amendment to Rule 34 (c) of Club Bye-Laws and Articles of Association Clause No. 17 (c) in matter of action against the Managing Committee members, tax representative or Statutory Auditor of the Club being directly or

indirectly responsible for financial loss to Club due to their dereliction in duties and non-compliance of appropriate acts and rules.

8. To consider proposed amendment in Clause–C of Group A of Rule 4 (Full Member) and Rule 5 (Life Member) of Club Bye-Law in matter increase of Induction/Membership fees of individual to Rs. 5,00,000/- plus GST.

9. To consider proposed amendment/addition to Rule 17 (Guests) of Club Bye-laws and Articles of Association- Clause No.8 (Guest) regarding use of club facilities by outstation guests

10. To consider proposed amendment to Rule 23 of Club Bye-laws regarding eligibility of any Member to contest for election as member of Managing Committee.

11. To consider proposed amendment/addition to Rule 24 of Club Bye-laws and Articles of Association, Clause No. 15 saying to treat all 14 elected Managing Committee members of the Club as Directors of the Company as per Companies Act, 2013 and the same be updated on Ministry of Corporate Affairs Website by filing necessary returns with Registrar of Companies, Cuttack, Orissa each year.

12. To consider proposed amendment/addition to Group- C, Rule 13 (c) of Club Bye-laws and Article of Association – Clause No. 4 (Group C: Corporate Member) to allow nominees of Corporate Member to contest for election for any post of Managing Committee of the Club like Full Members and Children's of Body Corporate Nominee may be considered as regular members for getting new membership at a reasonable rate.

13. Any other matter with the permission of the Chair.

(Any matter relating to the Club may be discussed at the Annual General Body Meeting but no resolution on the subject other than that arising out of the Annual Report of the Managing Committee or the statement of Accounts and the report of the Auditors shall be moved in that meeting unless any resolution is intended to be moved or raised by any Member by giving fourteen clear days notice to the Honorary Secretary describing the intention of moving such objection/notice, and the Members must be given notice of such resolutions along with the notice of the meeting at least seven days before the meeting).

NOTES:

1) The members can also refer to the Notice, agenda and eligibility criteria & Rules for Contestors of the AGM which have been sent through email to the registered e-mail id of the members of the Club and also posted on the Notice Board of the Club and also uploaded on the website of the Club: www.cuttackclub.com.

2) An explanatory statement under Section 102(1) of the Companies Act, 2013, relating to Special Business (for item no. 4,5,6,7,8,9,10,11 and 12) mentioned above is annexed hereto.

3) Consent dated 17.08.2023 has been received from M/s H.Naik & Co, Chartered Accountants, Telenga Bazar, Cuttack-753009 as Statutory Auditor for financial year 2023-24.

4) Documents namely Audited Financial Statement of the company for the financial year ended 31st March' 2023 together with the annual report of the Managing Committee and the Auditor thereon will be served to all the members along with this notice.

5) The documents relating to the above-mentioned business is available for inspection till the date of AGM on all working days at the registered office of the company from 11:00 AM to 02:00 PM and from 7.00 PM to 10.00 PM.

6) Voting through electronic means (E-voting):

i) In accordance with the applicable provisions of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 (the Rules) including the amendments thereto, the Company is pleased to provide facility to its members, to cast their vote electronically for all the resolutions proposed at the 74th Annual General Meeting of the Company.

ii) The Company has appointed National Securities Depository Limited (NSDL) to provide e-voting facility to the members.

iii) Business shall be transacted through Remote Voting by Electronic Means (E-Voting) under the Bipartite Agreement with National Securities Depository Limited (NSDL)

iv) The e-voting period commences at 09:00 Hrs (IST) on 23.09.2023 (Saturday) and closes at 17:00 Hrs(IST) on 23.09.2023 (Saturday).

v) NSDL will send User id and password at your registered email id.

vi) Remote e-voting User Id and Password with Instructions shall be received by the Members directly by an email from NSDL provided the Member has registered with updated email id up to the notified cut off date of Friday, 25th August, 2023, failing which, if any inconvenience is caused by members in e-voting process of AGM, the Club shall not be held responsible.

vii) The procedure for the conduct of e-voting will be as under:

A. Where a Member receives an e-mail from NSDL [for Members whose e-mail Id are registered with the Company]:

1. Open e-mail and open attached PDF file viz.: "Cuttack Club_e-Voting.pdf" with your Membership No. as Password (For example if Membership Number is F/99999 then password will be F99999 without any special character). 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.nsd.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 Company. (For example if Membership Number is F/99999 and EVEN is 123123, then User ID will be 123123F99999 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 Cuttack Club
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.
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.

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 NSDL at 022 -2499 7000 and 022- 4886 7000 or mail at E-mail id: evoting@nsdl.co.in.

7. The Members who have cast their vote by remote evoting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

8. Mr. Shakil Khan, Company Secretary in Practice, proprietor of S.Khan & Associates has been appointed by the Managing Committee of the Company, as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner. (Contact Details of Scrutinizer- 7008950007, csshakil@yahoo.co.in)

9. The Scrutinizer shall, after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-Voting, in the presence of at least two witnesses not in the employment of the Company and shall make a Scrutinizer's Report on 24th September, 2023 of the total votes cast in favour or against, if any on remote e-voting, to the Chief Election Officer, Dr. Santosh Kumar Moda and Election Officers- Mr. Binod Dash and Mr. Dillip Kumar Patnaik, who shall countersign the same and declare the final result of the voting by adding it with the physical votes made by members on 24.09.2023 between 12.00 p.m. to 3.00 p.m.

11. The Results declared, along-with the Scrutinizer's Report, shall be placed on the Company's website www.cuttackclub.com and the results shall also be displayed on the notice board of the Registered Office of the Company immediately after the declaration of the result by the President or a person authorized by him in writing.

12. Club Rules for contesting for membership:

- i. As per Rule-23(b), No Member of the Club will be entitled to contest for any post of the Managing Committee, unless he has completed Five Years of Membership of the Club including the period of probation, if any.
- ii. As per Rule-23(c), No Member of the Club eligible to contest for the post of President, Vice-President, Honorary Secretary, Joint Secretary, and Treasurer unless he has been twice elected as a Member of the Managing Committee.
- iii. As per Rule-23(d), No Member of the Club eligible to contest for the post of President unless he has either completed 20 Years of Membership of the Club or completed Fifty Years of age.
- iv. As per Rule-22(ix)(a), No Member can file his Nomination for more than One Post in the Managing Committee and similarly, No Member, residing beyond Cuttack District can file his Nomination for any post in the Managing Committee.

- v. As per Rule-23(e), Nominee of the Corporate Member cannot contest for any Post of the Managing Committee (as amended in the AGM-2017 dated 24.09.2017 & ROC).
- vi. As per Rule-23(g), if any Member has been elected for any post (Member of Managing Committee or Office Bearer) for two years in succession, she/he cannot stand for the same post for the third successive Year.
- vii. As per Rule-23(h), No Member shall be eligible for election for more than 4(four) times to any post of the Managing Committee or Office Bearer during her/his whole period of Membership of the Club(as amended in the AGM-2017 dated 24.09.2017 & ROC).
- viii. Name must be only name and prefixes or suffixes or nick names should not be added in the Nomination Paper and Ballot Paper.
- ix. As per Rule-22(ix)(a), Nomination Forms (as per Annexure-III & Page-24 of Cuttack Club Rules) will be available during normal Office hours in the Club Office on payment of Rs.200/- for each from 10.00 A.M of 03.09.2023(Sunday). Contesting candidates should be filed their nominations latest by 10.00 PM of 06.09.2023(Wednesday)
- x. As per Rule-22(ix)(b), the following Security Deposits shall be deposited by the Candidate along with the Nomination Paper for Election:
 - (a) There shall be no Security Deposit for the Post of President.
 - (b) For Vice-President, Honorary Secretary, Joint Secretary and Treasurer---Rs.5,000/-
 - (c) For Managing Committee Member---Rs.3,000/-
- xi. As per Rule-25(c), a Member who has outstanding Club Dues against her/him shall not be eligible to propose/second names of Candidates for the Election. She/he shall not be eligible to contest for any post in the Election nor cast her/his vote in the Election.
- xii. As per Rule-22(xii) and Rule-25(c), the "CUT OFF" date for payment of outstanding Club Dues (as on 31.07.2023) by the Members to become eligible to vote (through Remote E-Voting / E-Voting in the 74th AGM & Election will be 7 days before the date of Election i.e., 15.09.2023(Friday).
- xiii. As per Rule-22(ix)(d), Members desirous of contesting Election for any post should clear their all outstanding Club Dues (including monthly Subscription, Kitchen, Bar, Gym, Games etc.) till 31.08.2023 (as amended in the AGM-2017 dated 24.09.2017), before filing of Nomination Paper. Outstanding Club Dues of the Proposer and Secunder must be cleared till 31.07.2023.

13. Please arrange to clear the payment of all outstanding club bills raised till August, 2023 before nomination date for the member who are willing to serve on the Managing committee for the year 2023-2024.

14. Dr.Santosh Kumar Moda,F/00111, Shri Binod Dash,F/00039 and Shri Dillip Kumar Patnaik,F/00335 have been appointed by the Managing Committee as the Chief Election Officer and Election Officers.

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No. 4: To consider the proposed amendments to the Club Bye-laws (as per Rule-34(d) and Articles of Association [Clauses No. 17(b), 17d) and 17 (f)]:-

Rule 34.(b) amendment as follows:-

- (v) To adopt amendment proposal as proposed under Rule 34(g)
- (vi) To discuss any other matter with the permission of the chair.

Rule 34.(d) amendment as follows:-

- (i) Any proposal for amendment of the Club Bye-law & Rules shall be sent to the Honorary Secretary in writing signed by at least ten valid Members by 30th July.
- (ii) The Honorary Secretary shall place the amendment proposal before the Legal Committee formed by the Managing Committee for their opinion.
- (iii) The legal opinion shall be placed before the Managing Committee at least 15 days prior to issue of notice for Annual General Body Meeting.
- (iv) Proposal for amendment of basic structure of the Bye-laws enshrined under Rule 1 to 17 (one to seventeen) shall be sent to the Honorary Secretary in writing signed by at least one tenth of valid members by 30th July.
- (v) The amendment proposal approved by the Managing Committee shall be circulated to all Members with the notice for Annual General Body Meeting inviting suggestion to be sent to Honorary Secretary within 15 days notice.
- (vi) No amendment or any proposal can be placed in the Annual General Body Meeting except as per procedure laid down under Rule 34(d).

Rule 34.(f) amendment as follows:-

QUORUM:- The quorum of Annual General Body Meeting shall be 10% of valid Members of the Club.

Proposed by: Ashok Kumar Patnaik,F/137, Debabrata Dash,F/033, Biranchi Narayan Mishra,F/237, Bipin Bihari Mohanty,F/557, Surendra Kumar Pati,F/627, DuryodhanDas,F/486

Item No. 5: To consider proposed Amendment of Clause-D (iv) of Rule-4 of Club Bye-law and Articles of Association [Clause No. 4 Group-A- (f)- Member's Children]:-

Clause-D(IV) of Rule-4 of Club Bye-law is stating that Children of Corporate Members shall not be eligible for induction as member of the Club on payment of induction fees at a concessional rate, provided they fulfill all other criteria applicable for membership.

I propose that Children of Corporate member where the nominees of the Corporate Members remain uninterrupted nominee for twenty or more years, children of such nominee shall be eligible for induction as member of the Club on payment of induction fees at a concessional rate, provided they fulfill all other criteria applicable for membership.

Explanation:-

Our Club has given Corporate Membership to Corporate Entities, Partnership Firms and sole Proprietorship Firms in past to collect more induction fees. Even there are instances where a person had applied for individual membership, but he was inducted as member under corporate member category. Therefore, I am of the opinion that such members should not be deprived of the benefit of inducting his/her children as member of the Club at concessional amount.

Hence, the following resolution should be passed in the forthcoming Annual General Meeting for amendment in Clause-D(IV) of Rule-4 of Club Bye-law .

“RESOLVED THAT Children of Corporate Members where the nominees of the Corporate Members remained uninterrupted nominee for twenty or more years, are eligible for induction as member of the Club at a concessional rate”.

Proposed by Akhil Poddar, Utkal Auto,C/016

Item No. 6: To consider proposed Amendment to Rule 27 and 28 of Club Bye-Laws:-

Following amendment proposals be made to Rule 27 of the Club Bye-laws:-

1. That, in absence of an Appointment and retirement policy of the Club, high time it is required for present management to draw such policies with retirement age and grounds for extension and/or reappointment of any employee which needs to be discussed for a fair & just decision in the AGM.(Rule-27)

2. That, decision in AGM on 22.09.19 was taken that if an employee of the Club is dismissed from service citing valid reasons, then he/she cannot be reappointed and therefore the present management is requested to place list of such dismissed and reappointed employees in past 3 years so as to take suitable decisions in the AGM.(Ref: clause-of of Rule-27)

3. That, the job extension of any employee after retirement should not be more than SIX MONTHS. Management has to recruit a suitable candidate to fill up the post.

4. That, One (1) CEO may be recruited to totally monitor the Club activities on day to day basis.

5. That, periodically (Every Six months) all employees should go through Job Orientation by a Professional Consultant.

6. That the report of the Consultant will help to assess the efficiency & credibility of employees.

Following amendment proposals be made to Rule 28 of the Club Bye-laws:-(Ref: Clause-m of Rule-28 in future wherein no provision for punishment).

1. That, any member or spouse found involved in business of profit with the Club for supply of goods and services directly or indirectly, he or she shall be terminated from membership of the Club and the Secretary and Treasurer of the corresponding period shall not be eligible to contest or hold any post whatsoever

2. That, if any business activity of a vendor/member or spouse for supplying goods or services at a later stage found that vendor has made extra profit as compared to the next best alternative source, the Secretary and Treasurer of the Treasurer of the corresponding period shall not be eligible to contest or hold any post whatsoever

3. That, if Club is required to avail the product and services urgently from members in such business and there being no transparent provision to meet such requirements, Managing Committee is requested to examine such purchases of past 3 years and device a clear and transparent policy for discussion and final decision in the matter with rules and punishment, if one is found guilty.

4. That, induction of full membership for next 3(three) years up to 2025-26, may be considered only on vacancy available during the same year.(Ref:Rule-28)

Proposed by Debesh Das,F/024, Dipak S.Rathor,F/161, Chittaranjan Parija,F/1174, Dr.Santosh Kumar Moda,F/111, Sajjan Agarwal,F/355, NayanandaMohanty,F/1209 and Subhashis Naik, F347

Item No. 7: To consider proposed Amendment to Rule 34 (c) of Club Bye-Laws and Articles of Association Clause No. 17 (c):-

(To add clause-C of Rule-34)

"That, any office bearer or member of the management committee or tax representative or statutory auditor of the Club, proved on records of being directly or indirectly responsible for dereliction in duties or non compliance with the accepted accounting standards for the post or profession held and caused financial loss to the Club in the matter of filing of Income Tax returns, payments of GST, provisions of Companies Act,2015, ESI and labour laws and rules and notifications framed there under, inter alia violation of provisions of all statues and Acts applicable to the Club, shall be liable to make good of financial loss with interest.

That for this purpose an enquiry shall be conducted by the management based on prima facie material on record to establish and determine willful dereliction of duty of any office bearer of the Club

or member of the Management Committee or tax representative or statutory auditor of the club and no enquiry shall last more than 30 days. That the members of the enquiry committee shall be drawn from club members who are adequately professionally qualified to enquire into the matter and who are not members of the management committee.”

Explanation :-

A case has come to light about issue of tax demand by the income Tax Office based on scrutiny of our Tax Return for 2018-19 Asst. Year . Due to non response and non appearance before the Assessing Officer a best judgement assessment order was passed raising a demand of Rs. 5,10,660 plus interest and penalty of another Rs.5,21,000 approx. As a result instead of getting a refund the IT department adjusted a demand of Rs.10,31,320 against our TDS amount . Clearly it was a case of a failure of the concerned office bearer in charge of income tax matters at that time apart from the tax representative who rendered wrong advice and agreed with the capitalization of monthly charges.

Item No. 8: To consider proposed amendment in Clause –C of Group A of Rule 4 (Full Member) and Rule 5(Life Member) of Club Bye-Law:-

Induction/Admission fee :

The appropriate amendment in the Club Rules may be passed to incorporate the following clause :

“That the club shall not admit any individual as a member of the club unless he pays a sum of Rs.5,00,000 plus GST as induction/admission fee.”

Explanation :-

It is observed that we have a very low induction fee of Rs.1,80,000 for private individuals compared to our sister club i.e., Bhubaneswar Club which charges more than Rs.8,00,000 (excluding GST) towards admission. Unless we increase our admission fee our public standing and prestige suffers a hit since people will immediately tend to downrank us vis a vis Bhubaneswar Club. Hence, the proposed amendment.

Item No. 9: To consider proposed amendment/addition to Rule 17 (Guests) of Club Bye-laws and Articles of Association- Clause No.8 (Guest) regarding use of club facilities by outstation guests:-

Use of club facilities by outstation guests :

Proposed addition of this rule/amendment to the existing club rules governing guest entry.

“No local resident of Cuttack Municipal limits can be taken as a guest by any member. Every outstation guest has to submit complete postal address to establish his genuine normal place of residence. It is further provided that no member can entertain more than five guests on a particular day.

The management reserves the right to send letters to such address by courier/speedpost/registered post to verify the authenticity of the address and in case of non delivery due to fictitious address appropriate disciplinary action can be taken against the member for improper act. “

Explanation:-

It is observed that many members are taking local residents of Cuttack as guests and entering their address as “Bhubaneswar”. To stop this unhealthy practice it is necessary to ensure that only genuine outstation guests are entertained by him. Secondly, it is seen that many times the restaurant gets crowded by huge number of guests signed in by members. Hence, it is proposed to impose a limit.

Item No. 10: To consider proposed amendment to Rule 23 of Club Bye-laws regarding eligibility of any Member to contest for election as member of Managing Committee:-

Criminal proceedings against any member or member of the Management Committee :

“If any managing committee member is in judicial or police custody of the police for more than 24 hours then he shall lose his post for the rest of the term of the committee. He shall not be eligible to contest for elections for the next 2 years.

If any member of the Club is booked on any criminal offence of a serious nature involving minimum punishment by a jail term of not less than 3 years then he shall be debarred from his rights as a member even when he is on bail till any court of law exonerated him,”

Explanation:

In 2022 a managing committee member was arrested for fraud and embezzlement of government funds in a health department scam and was in jail for several months. This was a very prominent news in several local newspapers and TV channels. Yet he continued as a managing committee member of the club since there is no provision to suspend him after arrest. This lowers the prestige of the club in the eyes of the public since such member should not hold any post nor be permitted to use the facilities even when he gets bail unless a court exonerates him.

Item No. 11: To consider proposed amendment/addition to Rule 24 of Club Bye-laws and Articles of Association, Clause No. 15:- All managing Committee members to be treated as Directors

The following rule may be inserted in the Club Rules :

“All fourteen members of the managing committee duly elected by the members in the AGM shall be treated as “Directors” of the club as per the Companies Act,2013 and the RoC shall be duly informed about their names and addresses after the elections are over.”

Explanation :

At present only three members of the MC are treated as Directors and the respective Form is filed with the RoC for them only. It is a fact that all fourteen are part of the Managing Committee who manage the affairs of the Club and hence are legally responsible under the Companies Act,2013 for governance and proper administration of the Club which is a registered Company. Each one has specific role as per our Rules and in case of non compliance is liable to the Company under the Companies Act,2013. In fact, non furnishing of their names and DIN number is a violation under the Companies Act,2013 and the Club is liable to face proceedings by the RoC for this serious lapse.

Proposed by Biswajit Mohanty, F/116

Item No. 12: To consider proposed amendment/addition to Group- C, Rule 13 (c) of Club Bye-laws and Article of Association – Clause No. 4 (Group C: Corporate Member):-

1. The owners and original director of the firms and companies may please be allowed to contest elections and eligibility at par like full members.
2. The son/daughter of corporate member nominees may be considered at par as children like regular members of club for getting new membership at a reasonable rate.

Proposed by Ratan Kumar Kejariwal, Krishna Chemical Industries, C/038

The Managing Committee Members of the Company recommends the aforesaid resolutions for approval by the members of the Company. None of the members or their relatives are concerned or interested, financially or otherwise, the aforesaid amendments/resolutions.

For and on behalf of Cuttack Club



Jasobanta Das
Honorary Secretary cum Director
DIN: 02161748

Date: 23.08.2023
Place Cuttack

N.B.- Agenda to Notice of 74th Annual General Meeting is attached as Annexure- 2 to this Notice and Eligibility Criteria & Rules for Contestors as Managing Committee Members of the Company for period 2023-24 is attached as Annexure-3 to this Notice. Further, schedule summary of club election for period 2023-24 is attached as Annexure- 4.

CUTTACK CLUB

REGD.OFFICE: AT-BARABATI FORT, CUTTACK-753001, ODISHA

Phone:0671-2301041, 7978267650

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Annexure-2

CC/ 7634 /AGM/2023

DT.23.08.2023

AGENDA FOR THE 74TH ANNUAL GENERAL BODY MEETING

As per Rule-34(a) of Cuttack Club Rules and Clause-17 of the Articles of Association, the Annual General Body Meeting of the Cuttack Club for the Year **2022-2023** will be held on **24.09.2023 (Sunday i.e., the normal working day of the Club) at 10.00 AM in the Club Centenary Hall.**

AGENDA

1. (a) Confirmation of the minutes of the last Annual General Body Meeting held on 25.09.2022.
(b) Confirmation of the minutes of the last Extra Ordinary General Body Meeting held on 05.02.2023.
2. (a) President's Address
(b) Presentation of Honorary Secretary's Annual Report.
(c) To consider and adopt the Audited Financial Statements of the Club for the financial Year 2022-23 (Honorary Secretary to propose, Treasurer to place).
3. To appoint the Statutory Auditor and fix their remuneration for the Financial Year 2023-2024.
4. To elect and appoint for the post of Office Bearers cum Managing Committee of the Company including President, Vice-President, Honorary Secretary, Joint Secretary, Treasurer and nine other Committee Members to serve on the Managing Committee for the period 2023-24 by replace/retiring existing Office Bearers of period 2022-2023.
5. To consider the proposed amendments to the Club Bye-laws (as per Rule-34(d) and Articles of Association [Clauses No. 17(b), 17d) and 17 (f)].
6. To consider proposed Amendment of Clause-D (iv) of Rule-4 of Club Bye-law and Articles of Association [Clause No. 4 Group-A- (f)- Member's Children].
7. To consider proposed Amendment to Rule 27 and 28 of Club Bye-Laws.
8. To consider proposed Amendment to Rule 34 (c) of Club Bye-Laws and Articles of Association Clause No. 17 (c) in matter of action against the Managing Committee members, tax representative or Statutory Auditor of the Club being directly or indirectly responsible for financial loss to Club due to their dereliction in duties and non-compliance of appropriate acts and rules.
9. To consider proposed amendment in Clause –C of Group A of Rule 4 (Full Member) and Rule 5(Life Member) of Club Bye-Law in matter increase of Induction/Membership fees of individual to Rs. 5,00,000 plus GST.

10. To consider proposed amendment/addition to Rule 17 (Guests) of Club Bye-laws and Articles of Association- Clause No.8 (Guest) regarding use of club facilities by outstation guests

11. To consider proposed amendment to Rule 23 of Club Bye-laws regarding eligibility of any Member to contest for election as member of Managing Committee.

12. To consider proposed amendment/addition to Rule 24 of Club Bye-laws and Articles of Association, Clause No. 15 saying to treat all 14 elected Managing Committee members of the Club as Directors of the Company as per Companies Act, 2013 and the same be updated on Ministry of Corporate Affairs Website by filing necessary returns with Registrar of Companies, Cuttack, Orissa each year.

13. To consider proposed amendment/addition to Group- C, Rule 13 (c) of Club Bye-laws and Article of Association – Clause No. 4 (Group C: Corporate Member) to allow nominees of Corporate Member to contest for election for any post of Managing Committee of the Club like Full Members and Children's of Body Corporate Nominee may be considered as regular members for getting new membership at a reasonable rate.

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For and on behalf of Cuttack Club



Jasobanta Das
Honorary Secretary cum Director
DIN: 02161748

Date: 23.08.2023

Place Cuttack

CUTTACK CLUB

REGD.OFFICE: AT-BARABATI FORT, CUTTACK-753001, ODISHA

Phone:0671-2301041, 7978267650

CIN-U91990OR1949NPL000181

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Annexure-3

CC/ 7634 /AGM/2023

DT.23.08.2023

ELIGIBILITY CRITERIA & RULES FOR CONTESTORS AS MANAGING COMMITTEE MEMBERS FOR THE PERIOD 2023-2024

1. As per Rule-34 of Cuttack Club Rules and Clause-17 of the Articles of Association, the Annual General Body Meeting of the Cuttack Club for the Year **2022-2023** will be held on **24.09.2023 (Sunday i.e., the normal working day of the Club) at 10.00 A.M in the Club Centenary Hall.**
2. As per Rule-21(a) and Rule-22(1) of Cuttack Club Rules and Clause-14 and Clause-17(a) of the Articles of Association, the Managing Committee has decided to hold **Cuttack Club Election for the Year 2023-2024** which will be through E-voting on 23.09.2023, Saturday (from 09.00 A.M. to 05.00 P.M.) and Physical Voting by Ballot held on **24.09.2023 (Sunday), the date on which the AGM is fixed, from 12.00 Noon to 3.00 P.M in the Club Centenary Hall**
3. As per Rule-22(iii), Managing Committee has nominated the "Club Election Committee" with Dr.Santosh Kumar Moda,F/00111, as Chief Election Officer, Mr.BinodDash,F/00039 and Mr.Dillip Kumar Patnaik,F/00335 as Election Officers to conduct the Club Election for the Year 2023-2024.
4. As per Rule-34(b)(iv), Nomination for the post of President, Vice-President, Honorary Secretary, Joint Secretary, Treasurer and Nine (9) Managing Committee Members should be filed **on or before 10.00 P.M of 06.09.2023(Wednesday).**
5. As per Rule-22(ix)(a), Nomination Forms (as per Annexure-III & Page-24 of Cuttack Club Rules) will be available during normal Office hours in the Club Office on payment of **Rs.200/-** for each Form **from 10.00 A.M of 03.09.2023(Sunday) to 06.09.2023 (i.e. Wednesday till 10.00 P.M.)**

*N.B: (a) Any person who is interested to contest for any post of the Managing Committee of the Company or become Director, then he/she must not be disqualified under Section 164 (1) and (2) of the Companies Act, 2013 and shall also furnish declaration for the same with Nomination Form in **Annexure-5**, format available at Club office during working hours in between 3rd September, 2023 & 6th September, 2023 till 10.00 P.M. It is further informed that any Member who is elected as Managing Committee Member, and who will be appointed as Director has to obtain DIN and furnish consent in **Form DIR-2** (format available at Club office during working hours) under Section 152(5) of the Companies Act, 2013 for being appointed as Director before taking Charge as Office Bearer/ Managing Committee Member of the Company.*

Section 152 (4) of the Companies Act, 2013 says - Every person proposed to be appointed as a director by the company in general meeting or otherwise, shall furnish his Director Identification Number and a declaration that he is not disqualified to become a director under this Act.

N.B: (a) As per Rule-22(ix)(a), No Member can file his Nomination for more than One Post in the Managing Committee and similarly, No Member, residing beyond Cuttack District can file his Nomination for any post in the Managing Committee.

N.B: (b) As per Rule-23(e), Nominee of the Corporate Member cannot contest for any Post of the Managing Committee (as amended in the AGM-2017 dated 24.09.2017 & ROC).

N.B: (c) As per Rule-23(g), if any Member has been elected for any post (Member of Managing Committee or Office Bearer) for two years in succession, she/he cannot stand for the same post for the third successive Year.

N.B: (d) As per Rule-23(h), No Member shall be eligible for election for more than 4(four) times to any post of the Managing Committee or Office Bearer during her/his whole period of Membership of the Club(as amended in the AGM-2017 dated 24.09.2017 & ROC).

N.B: (e) As per Rule-23(c), No Member of the Club shall be eligible to contest for the Office of the Vice-President, Honorary Secretary, Joint Secretary and Treasurer unless she/he has been twice elected as Member of the Managing Committee.

N.B: (f) Name must be only name and prefixes or suffixes or nick names should not be added in the Nomination Paper and Ballot Paper.

6. As per Rule-22(ix)(b), the following Security Deposits shall be deposited by the Candidate along with the Nomination Paper for Election:

(a) There shall be no Security Deposit for the Post of President.

(b) For Vice-President, Honorary Secretary, Joint Secretary and Treasurer---Rs.5,000/-

(c) For Managing Committee Member---Rs.3,000/-

7. The names of the proposed Candidates together with the names of the Proposer and Secunder will be displayed on the Notice Board on **06.09.2023(Wednesday)**

8. **Scrutiny of Nominations** will be made by the Club Election Committee on **08.09.2023(Friday)**. A provisional list of valid Nominations will be displayed on the Notice Board on the same day after Scrutiny.

9. The last date of receipt of objection from any candidate relating to the proposed rejection of nomination, if any, will be on **10.09.2023(Sunday) before 10.00 P.M.**

10. As per Rule-22(xiv), the candidate may appeal to the Appellate Committee against her/his rejection of nomination on **11.09.2023(Monday) before 10.00 P.M.**

11. Final list of valid Candidates after consideration of objection (if any) by the Appellate Committee and Club Election Committee will be displayed on the Notice Board by **10.00 P.M on 14.09.2023(Thursday).**

12. As per Rule-22(xvii), the last date for **withdrawal of nomination by any candidate** from the Election process will be no **15.09.2023(Friday) before 10.00 P.M.** The final list will be published after **10.30 PM on the same day.**

13. As per Rule-25(c), a Member who has outstanding Club Dues against her/him shall not be eligible to propose/second names of Candidates for the Election. She/he shall not be eligible to contest for any post in the Election nor cast her/his vote in the Election.

14. (a) As per Rule-22(xii) and Rule-25(c), the **“CUT OFF”** date for payment of outstanding **Club Dues (as on 31.07.2023)** by the Members to become eligible to vote at the Club Election will be **seven days before the date of Club Election i.e., 15.09.2023(Friday)**.

(b) As per Rule-22(ix)(d), Members desirous of contesting Election for any post should clear their all outstanding Club Dues (including monthly Subscription, Kitchen, Bar, Gym Games etc.) till 31.08.2023 (as amended in the AGM-2017 dated 24.09.2017), before filing of Nomination Paper. The outstanding Club Dues of the Proposer and Secunder must be cleared till 31.07.2023.

15. Members are requested to collect their “No Dues Certificate” from the Club Office during Office hours between 03.09.2023 and 15.09.2023.

16. Members are required to produce their “Valid Identity Card” along with “No Dues Certificate” for voting in the Club Election on 24.09.2023(Sunday).

17. (a) As per Rule-22(vi), Voting shall be by Secret Ballot and voters will indicate their preference (votes) with the “MARKER” provided by the Club Management in each booth. Votes marked with Pencil, Pen or any other way will be treated as “INVALID” and hence “REJECTED”.

(b) As per Rule-22(vii), where there is only ONE post for Election, as is the case for “OFFICE BEARERS:” and a voter has marked preference for more than one candidate, that vote will be “INVALID”. Similarly, for the NINE Managing Committee Members, any voter who has marked more than nine, his vote will be “INVALID & REJECTED”.

18. As per Rule-13, any one of the Nominees of the Corporate Member, who is nominated by the Company/Firm as per Club record (accepted for a period of six(6) months before the Club Election), is eligible to cast vote at the Club Election.

19. As per Rule-7, the Outstation Members are not eligible to hold any Office and to vote at the Club Election.

20 As per Rule-9, the Additional Members are not eligible to vote at the Club Election.

21. As per Rule-10, the Honorary Members are not eligible to propose, second names of the candidates or to contest neither for any post nor to vote at the Club Election.

22. As per Clause-(q) of Rule-14, the Probationary Members are not eligible to vote at the Club Election.

23. As per Clause(j) of Rule-23, each and every contestants will be allowed 4-5 minutes to speak about their vision (What-I-Stand-For) for the Club in between 18.09.2023 and 22.09.2023 (as amended in the AGM-2019 dated 22.09.2019 & ROC).

This is for kind information of all Members.

For and on behalf of Cuttack Club



Jasobanta Das
Honorary Secretary cum Director
DIN: 02161748
Date: 23.08.2023
Place Cuttack

CUTTACK CLUB

REGD.OFFICE: AT-BARABATI FORT, CUTTACK-753001, ODISHA
Phone:0671-2301041, 7978267650. CIN-U91990OR1949NPL000181
Website- www.cuttackclub.com, Email: info@cuttackclub.com

SCHEDULE SUMMARY OF CLUB ELECTION FOR PERIOD 2023-24

Date: 24.09.2023 (Sunday)
Time : 10.00 AM to 3.00 PM

Annexure-4
Venue: Cuttack Club
(Centenary Hall)

<u>Sl.No.</u>	<u>Particulars</u>	<u>Date</u>	<u>Day</u>
1.	Notice for Club Election	23.08.2023	Wednesday
2.	Nomination Papers for the post of Office Bearers and Managing Committee Members Will be available on and from	03.09.2023	Sunday
3.	Last date of receipt of Nomination	06.09.2023 (up to 10.00 PM)	Wednesday
4.	Display of the names of the Candidates together with the names of the Proposer and Seconder on the Notice Board	06.09.2023 (after 10.00 PM)	Wednesday
5.	Scrutiny of Nominations and display of provisional list of valid Nominations	08.09.2023	Friday
6.	Last date of receipt of appeal relating to any rejection of Nomination	10.09.2023 (before 10.00 PM)	Sunday
7.	Display of final list of valid Candidates	14.09.2023	Thursday
8.	Last date of withdrawal of the Candidate and display of Valid Nominations	15.09.2023 (before 10.00 PM)	Friday
9.	For Voting "CUT OFF" date for receiving dues from Members & issue of No Dues Certificate	15.09.2023 (up to 10.00 PM)	Friday
10.	For Nomination the CUT OFF date for receiving Dues from Candidate/Proposer/Seconder	On the same day of submission of Nomination Form	
11.	E-voting Period	23.09.2023 (Starts from 9.00 A.M. to 5.00 P.M.)	Saturday
12.	Annual General Body Meeting	24.09.2023 (from 10.00 AM onwards)	Sunday
13.	Club Election	24.09.2023 (from 12.00 NOON to 3.00 PM)	Sunday

For and on behalf of Cuttack Club



Jasobanta Das
Honorary Secretary cum Director
DIN: 02161748

Date: 23.08.2023
Place: Cuttack