



THE TOLLYGUNGE CLUB LIMITED

CIN : U85300WB1909GAP001941

Registered Office : 120, Deshapran Sasmal Road, Kolkata - 700 033

Tel : 033 2473 4539 / 5954 • Fax : 033 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 Limited will be held at the Club premises, 120, Deshapran Sasmal Road, Kolkata 700 033, on Saturday, 21st September, 2024 at 11.00 a.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, 2024 and Reports of the General Committee and the Auditors thereon.
2. To elect the President, Vice-President and other Members of the General Committee.
3. To Re-appoint the Statutory Auditors.

To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **ordinary resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to recommendation of the General Committee, Messrs. S. R. Batliboi & Co. LLP, Chartered Accountants (Registration No.-301003E/E300005), be and is hereby re-appointed as the Statutory Auditors of the Club for a second term of five consecutive years to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held in 2029."

4. To fix the remuneration of the Auditors.

By Order of the Committee

Brig V Ganapathy (Retd)
Chief Executive

Place : Kolkata

Dated : 21st August, 2024



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NOTES:

1. In terms of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions for consideration at this 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 and Mr. Kartikaye Krishna, Legal Director – India & South East Asia, Vesuvius India Limited as the Scrutinizers for this purpose.
2. Remote e-voting will commence at 10.00 a.m. on Wednesday, 18th September, 2024 and will end at 5.00 p.m. on Friday, 20th September, 2024, when remote e-voting will be blocked by NSDL.
3. Only those Members whose names are recorded in the Register of Members of the Club as on 21st August, 2024 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 e-mail from NSDL [for Members whose e-mail addresses 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 password as 'Initial Password' / PIN noted in step (i) above. Enter verification code. Tick on "I hereby agree to all Terms and Conditions". Thereafter, click 'Login';
 - (v) Password change menu will appear. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note your new password. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;**

- (vi) Alternatively, Members may select Login Type as - OTP (where Mobile Number is registered with the Club). Enter type verification code. Tick on "I hereby agree to all Terms and Conditions" and click 'Login' by using the OTP received on the registered mobile number / email address;
- (vii) Home page of remote e-voting opens;
- (viii) Select 'EVEN' of **Tollygunge Club Limited**;
- (ix) Now you are ready for remote e-voting as 'Cast Vote' page opens;
- (x) 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;
- (xi) Upon confirmation, the message 'Vote cast successfully' will be displayed;
- (xii) Once you have voted on a Resolution, you will not be allowed to modify your vote;
- (xiii) Corporate Members should send a scanned copy (in PDF/ JPEG format) of the appropriate authorisation to the Scrutinizers through email at ramenauddy@gmail.com and kartikaye@gmail.com with a copy marked to NSDL's email id evoting@nsdl.com Corporate Members can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab after login.

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, Asst. Vice President / Ms. Pallavi Mhatre, Senior Manager, NSDL on 022 4886 7000 or mail at evoting@nsdl.com
- (ii) Mr. Anirban Lahiri, General Manager - Finance at telephone number 033 2473 2316 (Extension – 400) 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 said 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 Consolidated 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 give 7 days advance notice in writing of such questions.
6. Members' attention 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 subscriptions shall be entitled to vote."

By Order of the Committee



Brig V Ganapathy (Retd)
Chief Executive

Place : Kolkata
Dated : 21st August, 2024