



## NOTICE

Notice is hereby given that the One Hundred Second (102<sup>nd</sup>) Annual General Meeting of the Members of Chelmsford Club Limited, New Delhi will be held at the Registered Office of the Club; at 1, Raisina Road, New Delhi – 110001 on Saturday, 21<sup>st</sup> December 2024 at 11:30 A.M. to transact the following business:

### As Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statement of the Club for the Financial year ended March 31, 2024, together with the reports of the Managing Committee and Auditors thereon.
2. To consider the appointment of M/s NSBP and Co. Chartered Accountants (FRN No.: 001075N), as Statutory Auditors of the Company for a period of 5 years and to fix their remuneration.

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

**"RESOLVED THAT** pursuant to the provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), consent of the shareholders, be and is hereby accorded to appoint, **M/s NSBP and Co., Chartered Accountants(FRN No.: 001075N)** as the Statutory Auditors of the Company for a term of 5 (five) years, who shall hold office from conclusion of the ensuing Annual General Meeting until the conclusion of Six years (107<sup>th</sup>) Annual General Meeting to be held for the Financial Year 2028-2029, at such remuneration as may be decided by the Chairman in consultation with the Office Bearers and the Auditors.

**RESOLVED FURTHER THAT** Directors of the Company be and are hereby severally authorized to sign and file e-Form ADT-1 or such other e-Forms as may be required with the Registrar of Companies and to do all such acts, deeds & things as may be necessary to give effect to this resolution."

3. To elect President for the year 2024-25.
4. To elect Twenty-Five (25) Members of the Managing Committee for the year 2024-25

### As Special Business:

To consider and if thought fit, to pass the following Resolutions, with or without modifications as may be determined at the Annual General Meeting:-

1. **To consider and approve alteration in Article 46 of the Articles of Association pertaining to the Disqualifications of Members of the Managing Committee / Director of the Company.**

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

**"RESOLVED THAT** pursuant to Section 14 and all other applicable provisions, if any, of the Companies Act 2013, (Including any statutory modification or re-enactment thereof for



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the time being in force), consent of the members be and is hereby accorded as a special resolution **to substitute Article 46** of the Articles of Association of the Club, **by a new Article 46, in alignment with the Companies Act 2013**; which will hereafter read as follows:

Article No.	Existing Article	Proposed Article
46	<p>Disqualification of Members of the Managing Committee. A person shall not be capable of being appointed as a member of the Committee; if:-</p> <p>(i) He has been found to be of unsound mind by a Court of competent jurisdiction,</p> <p>(ii) He is an undischarged insolvent,</p> <p>(iii) He has applied to be adjudicated as insolvent.</p> <p>(iv) Has been convicted by Court of any offence involving moral turpitude and sentenced for not less than six months and a period of five years has not elapsed from the date of the expiry of the sentence.</p> <p>(v) He has attained the age of sixty five years unless his appointment has been, approved by a resolution passed after having been given, a special notice under Sec. 281, by the Club in General Meeting specifically declaring that age limit, shall not apply to him.</p>	<p>Under Section 164 (1) &amp; 164 (2) of the Companies Act 2013, a person shall not be eligible for appointment as a Director (including Director appointed in Casual Vacancy) if:</p> <ol style="list-style-type: none"> <li>1. He is of unsound mind and stands so declared by a competent Court.</li> <li>2. He is undischarged insolvent.</li> <li>3. He has applied to be adjudicated as an insolvent and his application is pending.</li> <li>4. He has been convicted by a Court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence, provided that if a person has been convicted of any offence and sentenced in respect thereof to imprisonment for a period of seven years or more, he shall not be eligible to be appointed as a Director in any company.</li> <li>5. An order disqualifying him for appointment as a director has been passed by a Court or Tribunal and the order is in force.</li> <li>6. He has been convicted of the offence dealing with related party transactions under section 188 at any time during the last preceding five years; or</li> <li>7. He has not complied with sub-section (3) of section 152– cannot be appointed unless DIN has been allotted;</li> <li>8. As per Section 165(1) – He is already a Director in 20 companies including 10 public companies.</li> <li>9. He who is or has been a director of a company which—             <ol style="list-style-type: none"> <li>a. Has not filed Financial Statements or Annual Returns for any continuous period of three financial years.</li> <li>b. Has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or pay any dividend declared and such failure to pay or redeem continues for one year or more, shall not be eligible to be appointed as a director of the Club for a period of five years from the date on which the said company fails to do so.</li> </ol> </li> </ol>



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**RESOLVED FURTHER THAT** Directors of the Club be and are hereby severally authorized to take all steps and comply with all the requisite formalities for the said alteration in the Articles of Association of the Club, including digitally signing and filing of e-forms as may be prescribed by the Ministry of Corporate Affairs and other documents, if any, with the Registrar of Companies, NCT of Delhi and Haryana and other requisite statutory authorities and to do all such acts, deeds and things as may be deemed expedient and incidental to give effect to this resolution.

2. **To consider and approve alteration in Article 19 of the Articles of Association – Entrance Fee determination by Managing Committee.**

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

“**RESOLVED THAT** pursuant to Section 14 and all other applicable provisions, if any, of the Companies Act 2013, (Including any statutory modification or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded as a special resolution to alter **Article 19** of the Articles of Association of the Club, which will hereafter read as follows:-

Article No.	Existing Article	Proposed Article
19	Entrance fee shall be payable by Life Members, Corporate Members and Permanent Members of such respective amounts as may, from time to time, be determined by <b>the General Body</b> . Entrance fee shall be payable, with application. Temporary Members shall not be liable to pay any Entrance Fees, but shall pay, a subscription and such further amount as fixed by the General Body, which later may be credited to their entrance fee accounts provided in the Bye-laws. Such Members, if may leave the station and resign their membership will not have to seek re-election on coming back to Delhi and joining the Club. They may, if they so desire, convert their Temporary Membership to Permanent Membership and will have to pay such entrance fees and subscription as are in force at the time of their re-joining. Proportionate credit may be given to them for the entrance fee already credited to their account.	Entrance fee shall be Payable for all categories of membership as mentioned in the Articles of Association of the Club (Life Member, Permanent Member, Corporate Member, Widow Member, Lady Member, Temporary Member and Visiting Member) and such respective amounts as may, from time to time, be determined by the Managing Committee.

**RESOLVED FURTHER THAT** Directors of the Club be and are hereby severally authorized to take all steps and comply with all the requisite formalities for the said insertion in Articles of Association (AOA), including digitally signing and filing of e-forms as may be prescribed by the Ministry of Corporate Affairs and other documents, if any, with the Registrar of Companies, NCT of Delhi and Haryana and other requisite statutory authority and to do all such acts, deeds and things as may be deemed expedient and incidental to give effect to this resolution.

For and on behalf of the Managing Committee of  
Chelmsford Club Limited

**Date:** 14<sup>th</sup> November 2024  
**Place:** New Delhi

**Puneet Bhasin**  
**Secretary & CEO**



### STATEMENT TO BE ANNEXED TO NOTICE PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

#### Item No. 2 – Appointment of auditors

To consider the appointment of M/s NSBP and Co., Chartered Accountants (FRN No.: 001075N), as Statutory Auditors of the Company for a period of 5 years and to fix their remuneration.

**M/s NSBP and Co., Chartered Accountants (FRN No.: 001075N)** are proposed to be appointed as Statutory Auditors of the Company at the ensuing Annual General Meeting. M/s. Walker Chandiook & Co., Chartered Accountants, the Statutory Auditors of the Company, have completed their current term of 5 years and shall retire at the conclusion of the ensuing Annual General Meeting. It is proposed to appoint new Auditors for a term of 5 years at a remuneration to be decided by the Chairman, in consultation with the Office Bearers and the Auditors. The shareholders are authorised to fix their remuneration and may also delegate this authority as aforesaid.

The proposed Statutory Auditors have signified their eligibility and consent to act as Statutory Auditors of the Club, for the next 5 years.

The members are requested to pass the proposed resolution with or without modification. Accordingly, the resolution is put up for the approval of the members to be passed as an **“Ordinary Resolution”**

The statutory information required to be disclosed pursuant to the provisions of Section 102 of Companies Act, 2013 is as under :-

**Nature of concern or interest of the Directors-** In terms of Section 102 (1)(a) and Proviso to Section 102(2) of the Companies Act, 2013, none of the Directors of the Club or Key Managerial Personnel or their relatives is, in any way, concerned or interested in this resolution, save and except to the extent of their membership in the Company.

Your Directors recommend this resolution for the approval of Members of the Club.

#### Item No. 1 –Alteration in Article 46 of the Articles of Association pertaining to the Disqualifications of Members of the Managing Committee / Director of the Company.

To consider and approve alteration in Article 46 of the Articles of Association of the Club – Disqualifications of Members of the Managing Committee / Directors of the Company.

**Existing Article 46 of the Articles of Association of the Club** provides for the disqualifications of a member intending to be appointed as Member to the Managing Committee/ Director of the Company.

These disqualifications were provided by previous Companies' Acts and need to be updated and aligned with the Companies Act, 2013 (the Act). The current Article 46 is inconsistent with the prevailing Companies Act. It is therefore proposed to substitute the Article by the provisions of Section 164 and other relevant sections of the Act.

The members of the Club are therefore requested to grant permission for alteration of Article 46 by substitution of the old Article with a new one.

The resolution is being proposed as a **“Special Resolution”**.

Once approved in the AGM, this Article will be altered in the **Articles of Association of the Company and the updated AOA will be shared on the Club's website.**

The statutory information required to be disclosed pursuant to the provisions of Section



102 of Companies Act, 2013 is as under:-

**Nature of concern or interest of the Directors-** In terms of Section 102 (1)(a) and Proviso to Section 102(2) of the Companies Act, 2013, none of the Directors of the Club or Key Managerial Personnel or their relatives is, in any way, concerned or interested in this resolution, save and except to the extent of their membership in the Company.

Your Directors recommend this resolution for the approval of Members of the Club.

**Item No.2 – Alteration in Article 19 of the Articles of Association**

To consider and approve alteration in Article 19 of the Articles of Association – Entrance Fee Determination by Managing Committee

**Existing Article 19 of the Articles of Association of the Club** provides that the Entrance Fee for membership of the Club, shall be determined by the General Body.

It would be beneficial for the Club, to grant this authorization to the Managing Committee so that decisions can be taken in real time, for admitting worthy members, in the best interest of the Club, while also facilitating financial progress.

The members of the Club are therefore requested to grant permission by way of a Special Resolution to grant such authorization to the Managing Committee.

The resolution is being proposed as a Special Resolution.

Once approved in the AGM, this Article will be altered in the **Articles of Association of the Company and the updated AOA will be shared on the Club's website.**

The statutory information required to be disclosed pursuant to the provisions of Section 102 of Companies Act, 2013 is as under:-

**Nature of concern or interest of the Directors-** In terms of Section 102 (1)(a) and Proviso to Section 102(2) of the Companies Act, 2013, none of the Directors of the Club or Key Managerial Personnel or their relatives is, in any way, concerned or interested in this resolution, save and except to the extent of their membership in the Company.

Your Directors recommend this resolution for the approval of Members of the Club.

### NOTE

1. Members wishing to seek any clarification in connection with the accounts are requested to forward all such queries to the Secretary & CEO in writing on or before 06<sup>th</sup> December, 2024 to enable the Office to compile the information and furnish the same at the earliest.
2. The registers as prescribed in Companies Act, 2013 shall be available for inspection at the Annual General Meeting.
3. The explanatory statement pursuant to section 102(1) of the Companies Act, 2013, in respect of Special Business, if any; is annexed hereto.
4. Landmark for location of meeting is the Press Club of India. Route map of the location of the meeting is enclosed.