



WALTAIR CLUB

VISAKHAPATNAM – 530 003.

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given to all the members of the Club that the Extra-Ordinary General Meeting of the Club will be held at the Registered office of the Club at 'Centenary Auditorium', D.No.10-50-26 & 27, (Ward No.19), Krishna Nagar, Waltair Main Road, Waltair Uplands, Visakhapatnam - 530 003 on Monday 27th February 2023 at 06:00 PM. to transact the following business:

SPECIAL BUSINESS:

1. **TO RENOVATE DINING HALL, 1883 BAR AND RESTAURANT, MAIN BUILDING LOUNGE, ERECTION OF LIFT IN MAIN BUILDING LOUNGE, CHAMBERS, AUDITORIUM, SQUASH COURT AT AN ESTIMATED EXPENDITURE OF RS. 86 Lakhs.**

To consider and if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution.

"RESOLVED THAT consent of the Members of the Waltair Club be and is hereby accorded to Renovate Dining Hall, 1883 Bar and Restaurant, Main Building Lounge, Erection of Lift in Main Building Lounge, Chambers, Auditorium, Squash Court at an estimated expenditure of Rs. 86 Lakhs

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the managing committee are severally authorized, on behalf of the club to do all such acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications for the purpose of giving effect to this resolution."

2. **TO CONSTRUCT SPORTS BAR AT COCONUT GROVE AT AN ESTIMATED EXPENDITURE OF RS 40 Lakhs**

To consider and if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution.

"RESOLVED THAT consent of the Members of the Waltair Club be and is hereby accorded to Construct Sports bar at Coconut Grove at an estimated expenditure of Rs 40 Lakhs.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the managing committee are severally authorized, on behalf of the club to do all such acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications for the purpose of giving effect to this resolution."

3. TO EMPOWER THE MANAGING COMMITTEE TO NEGOTIATE AND ACQUIRE MINIMUM TWO ACRES OF LAND IN RUSHIKONDA AND SURROUNDING AREAS FROM GOVERNMENT ORGANIZATIONS, TO DEVELOP WALTAIR CLUB ANNEXE WITH A BUDGET PROPOSAL OF 12 CRORES.

To consider and if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution.

“RESOLVED THAT consent of the Members of the Waltair Club be and is hereby accorded To Empower the Managing Committee to negotiate and acquire minimum Two acres of Land in Rushikonda and surrounding areas from Government organizations, to develop Waltair club Annexe with a Budget proposal of 12 Crores.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the managing committee are severally authorized, on behalf of the club to do all such acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications for the purpose of giving effect to this resolution.”

4. Article V(A) of the Articles of Association of the Company.

To Consider, and if thought fit, to pass the following resolution as Special Resolution with or without amendments in accordance with the articles of association of the company:

“RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013, any other applicable provisions of the Companies Act, 2013, the Rules made thereunder and the articles of association of the company, clause V (A) be and is hereby amended. “

ARTICLE - V (A)

Life: A Life Member elected in accordance with the provisions of Article - III herein above shall pay an Entrance Donation of Rs.23,00,000/- (Plus taxes as applicable) instead of present Entrance Donation Rs.20,00,000/-. The entire donation paid by the Life Members shall be credited to the Corpus Fund of Waltair Club.

5. Article II(C) of the Articles of Association of the Company.

To Consider, and if thought fit, to pass the following resolution as Special Resolution with or without amendments in accordance with the articles of association of the company:

“RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013, any other applicable provisions of the Companies Act, 2013, the Rules made thereunder and the articles of association of the company, clause II (c) be and is hereby amended. “

ARTICLE - II (C)

The Number of Additions in the Category of Life Membership shall not exceed 45 in including 20 already passed in 118TH AGM only for this term 2022-23.

6. To amend Article IV-3of the Articles of Association of the Company.

To Consider, and if thought fit, to pass the following resolution as Special Resolution with or without amendments in accordance with the articles of association of the company:

“RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013, any other applicable provisions of the Companies Act, 2013, the Rules made thereunder and the articles of association of the company, clause IV- 30 be and is hereby amended. “

Spouse of deceased members are eligible for membership at any time in their life without any additional charges. The same membership category of the deceased member will be transferred to the surviving spouse (Life/Regular/Senior Citizen above 65 yrs).

7.To deal with any other business of which proper notice has been given in accordance with Article-XVII (B) of the Articles of Association of the Club.

By Order of the Management Committee

Mr.Chandrakanth Veerepalli
Honorary Secretary
DIN - 01980191

Place: Visakhapatnam

Date: 04-02-2023

Notes:

1. Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 is annexed to and forms part of this notice.
2. As part of its “green initiative in Corporate Governance”, MCA allows paperless compliances including service of a notice/document by companies to their

Members through electronic mode. Therefore, members are requested to update their e-mail IDs with the Company who have not provided earlier in order to enable the company to follow the instructions of MCA and fulfill the initiatives taken by Government of India in this regard in future correspondence to members.

3. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Club at www.waltairclub.com
4. Any Member who needs clarification on activities of the Club shall write to the Honorary Secretary so as to reach the Club atleast 7 days before the meeting, so that the information required can be collected and provided at the meeting.
5. A member entitled to attend and vote at the general meeting is also entitled to appoint a proxy or proxies to attend and vote instead of himself / herself and such proxy or proxies need not be a member or members of the company.
6. The proxy form duly signed must be deposited at the regd. Office of the company not less than 48 hours before the time of holding the meeting.
7. Members are requested to advise any change of address and other mandates immediately to the Company.

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

ITEM NOS. 1: TO RENOVATE DINING HALL, 1883 BAR AND RESTAURANT, MAIN BUILDING LOUNGE, ERECTION OF LIFT IN MAIN BUILDING LOUNGE, CHAMBERS, AUDITORIUM, SQUASH COURT AT AN ESTIMATED EXPENDITURE OF RS. 86 LAKHS

Explanation: The Management Committee in order to create better facilities to the members of the club have decided to renovate the following facilities of the club at an estimated expenditure as stated below.

S.No	Facilities	Estimated Expenditure in lakhs
1	Renovate Dining Hall	5
2	1883 Bar and Restaurant	9
3	Main Building Lounge	15
4	Chambers	35
5	Erection of Lift in Main Building Lounge	10
6	Auditorium	8
7	Squash Court	4
	Total	86

None of the Management Committee Members or their relatives is interested or concerned in the above resolution.

The matter is being placed before members for their consideration and approval.

ITEM NOS.2: TO CONSTRUCT SPORTS BAR AT COCONUT GROVE AT AN ESTIMATED EXPENDITURE OF RS 40 Lakhs

Explanation: The Management Committee has been requested by many young members who are availing sports facilities in the club to have a sports bar which will enable them to spend time and chill with their associates between 6 to 9 PM. This will improve the ambience of the club and will facilitate revenue generation. The overall expenditure for the facilities is estimated at an expenditure of Rs.40 Lakhs.

None of the Management Committee Members or their relatives is interested or concerned in the above resolution.

The matter is being placed before members for their consideration and approval.

ITEM NOS.3: TO EMPOWER THE MANAGING COMMITTEE TO NEGOTIATE AND ACQUIRE MINIMUM TWO ACRES OF LAND IN RUSHIKONDA AND SURROUNDING AREAS FROM GOVERNMENT ORGANIZATIONS, TO DEVELOP WALTAIR CLUB ANNEXE WITH A BUDGET PROPOSAL OF 12 CRORES.

Explanation: The Managing Committee was approached by many members of the club to develop Waltair Club Annexe in the surrounding areas of Rushikonda and nearby. As the city is being extended and Visakhapatnam being proposed as Executive Capital of the Andhra Pradesh State, availability of land will be a difficult and may not be affordable at a later stage. Further members coming from Madhurwada, Ananadapuram, Kommadi and Vijaynagaram and Srikakulam have requested for having a Waltair Club Annexe near to Rushikonda so that they may be feeling the same atmosphere in the Mornings as of the Club for rejuvenating themselves in the beach side with sunrise which will enable them to exercise and build passion for beach sports and athletics and recreation. The budget for acquisition of land is at Rs 12 Crores for 2 acres of land considering the prevailing market rates.

None of the Management Committee Members or their relatives is interested or concerned in the above resolution.

The matter is being placed before members for their consideration and approval.

ITEM NOS 4: TO AMEND ARTICLE V(A) OF THE ARTICLES OF ASSOCIATION OF THE COMPANY.

The Managing Committee was approached by many persons for memberships in Waltair Club. Already 20 genuine candidates have applied, displayed, and are ready to be issue memberships. In view of the above rush, the Managing Committee thought fit to increase the entrance donation, as it would help to purchase land for the Annexure of Waltair Club on either side of the beach road, before bheemili.

None of the Management Committee Members or their relatives is interested or concerned in the above resolution.

The matter is being placed before members for their consideration and approval.

ITEM NOS 5: TO AMEND ARTICLE II(C) OF THE ARTICLES OF ASSOCIATION OF THE COMPANY.

The Management Committee have been receiving requests from various members of the club, to increase the threshold limit of new life members to 45 as there were many friends and relatives who wish to join the club. Further the Managing Committee till date have received more than 20 applications for new life members. In the 118th Annual general Meeting the limit was increased to 20 now the management committee is desirous of increasing further 20 there by making the overall limit to 45 life members. The Board recommends the resolution set forth to be a special resolution for the approval of the members. Please note that this resolution is made only for this year i.e. 2022-2023 and will not be a precedent for the subsequent committees / years.

ARTICLE - II (C)

The Number of Additions in the Category of Life Membership shall not exceed 45 in including 20 already passed in 118TH AGM only for this term 2022-23.

None of the Management Committee Members or their relatives is interested or concerned in the above resolution.

The matter is being placed before members for their consideration and approval.

ITEM NOS 6: TO AMEND ARTICLE IV-3 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY.

Spouse of Permanent Members, who may have expired, may apply within twelve months of such member's death for Membership under this category of "Spouse of deceased Permanent Member". However, if such a spouse gets remarried, his/her newly married spouse and the children of the new spouse are not entitled for membership under member children category.

Spouse of deceased members are eligible for membership at any time in their life without any additional charges. The same membership category of the deceased member will be transferred to the surviving spouse (Life/Regular/Senior Citizen above 65 yrs).

None of the Management Committee Members or their relatives is interested or concerned in the above resolution.

The matter is being placed before members for their consideration and approval.

By Order of the Management Committee

Mr.Chandrakanth Veerepalli
Honorary Secretary
DIN - 01980191

Place: Visakhapatnam

Date: 04-02-2023

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U92300AP1904GAP000013
Name of the company : WALTAIR CLUB
Registered office: D.No: 10-50-26&27, (Ward No.19),
Krishna Nagar, Waltair Main Road,
Waltair Uplands, Visakhapatnam - 530 003.

Name of the Member :
Registered Address :
Email Id :
Membership No :

I/We, being the member (s) of The Waltair Club, hereby appoint

1. Name:
Address:
E-mail Id:
Membership No:
Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary general meeting of the company, to be held on Monday the 27th day of February, 2023 At 06.00P.M., at the registered office of the company situated at 'Centenary Auditorium',, D.No.10-50-26 & 27, (Ward No.19), Krishna Nagar, Waltair Main Road, Waltair Uplands, Visakhapatnam - 530 003 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- 1. TO RENOVATE DINING HALL, 1883 BAR AND RESTAURANT, MAIN BUILDING LOUNGE, ERECTION OF LIFT IN MAIN BUILDING LOUNGE, CHAMBERS, AUDITORIUM, SQUASH COURT AT AN ESTIMATED EXPENDITURE OF RS 86 Lakhs**
- 2. TO CONSTRUCT SPORTS BAR AT COCONUT GROVE AT AN ESTIMATED EXPENDITURE OF RS 40 lakhs.**

3. TO EMPOWER THE MANAGING COMMITTEE TO NEGOTIATE AND ACQUIRE MINIMUM TWO ACRES OF LAND IN RUSHIKONDA AND SURROUNDING AREAS FROM GOVERNMENT ORGANIZATIONS, TO DEVELOP WALTAIR CLUB ANNEXEWITH A BUDGET PROPOSAL OF 12 CRORES.
4. TO AMEND ARTICLE V (A) OF THE ARTICLES OF ASSOCIATION OF THE COMPANY
5. TO AMEND ARTICLE II(C) OF THE ARTICLES OF ASSOCIATION OF THE COMPANY
6. TO AMEND ARTICLE IV-3OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

Signed this..... day of..... 2023.

Signature of Member

Membership No:

Signature of Proxy holder

ID of Proxy :

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

(Please fill and present this slip at the entrance of the meeting venue)

**EXTRA ORDINARY GENERAL MEETING ON THE 27TH DAY OF
FEBRUARY, 2023 AT 06.00 PM.**

I hereby record my presence at Extra Ordinary General Meeting of M/s.Waltair Club at the Registered Office of the company at 'Centenary Auditorium', D.No.10-50-26 & 27, (Ward No.19), Krishna Nagar, Waltair Main Road, Waltair Uplands, Visakhapatnam - 530 003 on Friday the 27TH February, 2023 at 06.00 PM.

Full Name of the Member : _____
(in block letters)

Full Name of the Proxy : _____
(in block letters)

Ledger Folio Number : _____

Number of Shares Hold : _____

Signature of the Member /
Proxy attending : _____

To be filed in, if the Proxy attends instead of the member(s).

(Member's/ Proxy's Signature)

Note:

Member / Proxy attending the meeting must fill in this attendance slip and hand over at the entrance of the venue of the meeting.

ROUTE MAP TO THE VENUE OF THE EGM

