

EAST BENGAL CLUB
Maidan Tent, Kolkata- 700021

**NOTICE AND AGENDA OF THE EXTRA ORDINARY GENERAL MEETING OF MEMBERS
OF EAST BENGAL CLUB TO BE HELD ON TUESDAY, THE 29TH SEPTEMBER 2020 AT
CLUB TENT, MAIDAN, KOLKATA 700 021, WEST BENGAL AT 3:30 PM**

Pursuant to the Resolution adopted unanimously in the Executive Committee Meeting of East Bengal Club (“the Club”) held on 4th September, 2020 in the Club tent, Notice is hereby given that Extra Ordinary General Meeting of the members of the Club (“Members”) will be held on Tuesday, the September 29th, 2020 at 3:30 PM at the Club tent, Kolkata- 700 021 in terms of Club Rule 35(a), complying with the Government Guidelines in respect of COVID-19, to consider the following agenda: -

1. To approve the Term Sheet signed with Shree Cement Limited, ratify the decision of Executive Committee of the Club and other matters related thereto

The Members are hereby apprised that the Club has executed an agreement on 1st September 2020 (“Term Sheet”) with M/s. Shree Cement Limited (“SCL”) for collaboration in the form of joint venture by formation of a new company (“New Entity”) with SCL (together with its affiliates) in relation to football and all other sporting related activities carried out by the Club (“Collaboration”).

The Members are further apprised that as per Term Sheet, all sporting activities (football or otherwise) carried out by the Club and also all the assets and properties (including intellectual property rights) of the Club are required to be transferred (with or without adequate consideration as the context requires) to the New Entity (a company licensed under Section 8 of the Companies Act, 2013) formed for the purpose of Collaboration. The copy of the Term Sheet executed as part of Collaboration is available for inspection by the Members. The Club and SCL are currently discussing and negotiating final definitive documents for the purpose of Collaboration.

All the actions and decisions, as above, have been taken by Executive Committee of the Club in its meeting dated 19th August 2020. The Members of the Club may kindly consider and approve the Term Sheet signed with SCL, ratify the decision of the Executive Committee taken in its meeting dated 19th August 2020 and approve other matters in relation thereto by passing the following resolution(s): -

“RESOLVED THAT the unanimous approval of the Members of the Club be and is hereby accorded in relation:

- 1) to approval of Term Sheet (Agreement) executed on 1st September 2020 by and between East Bengal Club (Club) and Shree Cement Limited (SCL) for collaboration in the form of joint venture by formation of a new company (“New Entity”) in relation to football and all other sport related activities carried out by the Club and to transfer all the assets and properties (including intellectual property rights) of the Club to the New Entity as per terms agreed in the Term Sheet executed by the Club and SCL;
- 2) to ratification the decision of Executive Committee taken in its meeting dated 19th August 2020 for execution of the Term Sheet with SCL for the purpose of Collaboration;

- 3) to authorizing the Executive Committee for entering into the definitive agreement(s) or such other binding agreements as may be necessary for the purpose of above Collaboration and to do all such things, acts, deeds as may be necessary and to sign, execute, deliver, enter into all documents, papers, agreements, contracts as are required for the above purpose including nominating one or more members of the Club for holding the shares of the New Entity on behalf of the Club and to nominate upto two members of the Club to hold the position of director in the New Entity formed for the purpose of Collaboration;
- 4) to transfer license / code / registration of Club held and/ or applied for by the Club itself or East Bengal Club Pvt. Ltd. (an affiliate of the Club) issued by All India Football Federation and Asian Football Confederation for participation in any league or tournament including Indian Super League to the New Entity; and
- 5) to approve that in case of differences / conflict between Club Rules (as amended from time to time) and Term Sheet / Definitive Agreement(s) entered into between Club and SCL (together with its affiliates), the conditions of the Term Sheet/ Definitive Agreement(s) will prevail.”

2. To consider and approve amendments in Rules of the Club required for facilitating the Collaboration as mentioned in Agenda item no. 1 above with SCL

The Members are informed that certain rules of the Club (“Club Rules”) [Rule 3, 12 (c), 12(d), 13, 17 x) (k), 18, 19(b), 29A and 35] are required to be amended so as to give effect to the terms and conditions agreed under the Term Sheet signed on 1st September 2020 and definitive documents to be executed after due negotiations. The Members are requested to consider the following, approve the amendments as proposed and pass the resolution unanimously as under: -

“**RESOLVED THAT** the unanimous approval of the Members of the East Bengal Club be and are hereby accorded to the amendments to the Club Rules, as per table below: -

Rule No.	Existing Rule	Proposed Rule	Remarks
3	The Club colour shall be yellow and red shirt and black short unless any modification is deemed necessary and made at a General Meeting of the Members of the Club.	<i>After Rule 3, following proviso to be added: - Provided that the colour can be suitably changed by the new Company formed as a result of collaboration entered into by the Club with an organization / Company as per Rule 29A of the Club Rules in a manner that retains the basic colours i.e. yellow and red shirt and black shorts of the primary jersey intact.</i>	The proposed change will keep the basic colours of the Club intact on the primary jersey. The colours of the other jerseys are allowed to be of any colour.
12 (c)	To stand for election as representative of the Club to any organization, corporate or otherwise.	<i>After Rule 12(c), following proviso to be added: -</i>	The Change is proposed to allow the New entity to nominate its representative to

Rule No.	Existing Rule	Proposed Rule	Remarks
		<i>Provided that if a new Company is formed as a result of collaboration entered into by Club with an organization / Company as per Rule 29A of the Club Rules, then Club and new Company shall nominate one representative each to any organization, corporate or otherwise.</i>	various organization, corporate or otherwise.
Rule 12(d)	To participate in games organized by the Club, have access to the Library, to scrutiny and verify his/her name, address and photo lying in the Club, inspect records on sufficient notice subject to the rules (if any in this behalf framed by the Executive Committee with the permission of the Hony General Secretary) And take part in all amenities of the Club provided in the constitution and in the by-laws that may be made from time to time by the Executive Committee. No member shall have the right to issue any statement or notice to the press without prior sanction in writing of the Executive Committee.	<i>After rule 12(d) following is added: Provided that right and privileges of the Members of Club as per this rule shall be subject to Members following rules and regulations framed by Board of Directors of the new Company formed as a result of collaboration entered into by Club with an organization / Company as per Rule 29A of the Club Rules.</i>	Members' right will not be affected. However, Members will need to follow the rules and regulations framed by Board of New Entity for the same.
Rule 13	Notwithstanding the provisions of these Rules, Membership cards will be issued to all members but in the cases of General Members only on payment in full o all dues and subscriptions in advance up to and including the month of March every year excepting in the case of new members elected in the	<i>After rule 13 following is added: Provided that right and privileges of the Members of Club as per this rule shall be subject to Members following rules and regulations framed by Board of Directors of the new Company formed as a result of collaboration entered into by Club with an organization / Company as per Rule 29A of the Club Rules.</i>	Members' right will not be affected. However, Members will need to follow the rules and regulations framed by Board of New Entity for the same.

Rule No.	Existing Rule	Proposed Rule	Remarks
	<p>current year whose subscription should be paid as provided for in Rule 10(b) subject to bye-laws, if any, framed by the Executive Committee. On presentation of the Membership Card members shall have the right of entrance of the club enclosure and tent.</p> <p>(a) The Executive Committee may issue duplicate cards in case of bonafide loss at a fine to be fixed by them. They shall, however, have the power to refuse a duplicate card without assigning any reason.</p>		
17	<p>BOARD OF TRUSTEES AND CLUB PROPERTIES</p> <p>17. The property of the Club shall be vested in four Trustees from Members of the Club.</p> <p>17 (x) (k) In matters not provided in these rules, the Indian Trust Act, 1882, shall apply, in so far as the provisions thereof are applicable to such matters</p>	<p><i>Following proviso is added as a proviso to rule 17 at the end thereof: -</i></p> <p><i>Provided that notwithstanding anything contained in rule 17 and any other rule of the Club, so long as (a) Trustees are not appointed; or (b) the Board of Trustees is not formed; or (c) if Board of Trustees fails to carry out the object of the Trust or has become defunct for all intent and purpose in such event the Board of Trustees shall be deemed to not exist or have dissolved (as the case may be) and Executive Committee shall have the absolute rights and power to sell, transfer, assign, exchange, mortgage, lease, transfer right to use or otherwise dispose of all assets (tangible or intangible), properties (movable or</i></p>	<p>There are no trustees in the Club and hence the rule needs to be changed to empower Executive Committee with regard to rights of vesting of Club assets and properties and transferring / disposing the same.</p>

Rule No.	Existing Rule	Proposed Rule	Remarks
		<p><i>immovable), rights, privileges, title, interest and benefits in relation to all sporting activities, sporting rights, sporting license, membership rights, marketing rights, operational rights or any other right pertaining to various sporting teams and activities, logos, brands, trademarks and colours, etc. of the Club.</i></p>	
<p>Rule 18</p>	<p>SECTIONS, STANDING SUB-COMMITTEES AND THEIR COMPOSITION</p> <p>18. The activities of the Club shall be divided ordinarily in five sections, namely (i) Football (ii) Tennis (iii) Hockey (iv) Cricket (v) Athletics and of such other sections as the Executive Committee may from time to time determine. These shall be a Standing Sub-Committee for each section with a Sectional Secretary, besides two other Standing Sub-Committees, namely Ground and Finance respectively, each with Sectional Secretary.</p> <p>(a) The Standing Sub-Committee for football, Tennis, Hockey, Cricket, Athletic and Ground shall consist of the Hony General Secretary or in his/her absence Hony Asst. General Secretary, the Sectional Secretary of the particular section and four</p>	<p><i>After rule 18, following proviso is added:</i></p> <p><i>Provided that if a new Company is formed as a result of collaboration entered into by Club with an organization / Company as per Rule 29A of the Club Rules, then power, duties and responsibilities of all sub committees and their Sectional Secretary will become infructuous and Board of Directors of new Company shall be supreme authority.</i></p>	<p>The proposed change is required to bring the provision in line with arrangement agreed under Term Sheet signed by Club with SCL.</p>

Rule No.	Existing Rule	Proposed Rule	Remarks
	<p>other members. The outgoing Sectional Secretary for the particular section shall be co-opted.</p> <p>(b) The Standing Subcommittee of Finance shall consist of the Hony General Secretary or in his/her absence Hony Assistance General Secretary, Hony Treasurer, Hony Accountant, who shall act as Ex-Officio Sectional Secretary and four other members. This Committee shall have power to co-opt not exceeding three.</p>		
Rule 19(b):	(b) Captain and Vice-Captain: The Captains and Vice-Captains for Football, Cricket and Hockey shall be appointed every year by the Executive Committee from amongst the playing members of the Club.	<p><i>After rule 19(b) following proviso is added:</i></p> <p><i>Provided that if a new Company is formed as a result of collaboration entered into by Club with an organization / Company as per Rule 29A of the Club Rules, then such appointment shall be made as per rules and regulations including authorization as may be made / directed by Board of Director of New Company.</i></p>	The proposed change is required to bring the provision in line with arrangement agreed under Term Sheet signed by Club with SCL.
Rule 29A	29.A. The Executive Committee shall have the power to enter into any arrangement or contract for the Formation of a company in relation to Football, activities of the Club with any commercial organization.	29.A The Executive Committee shall have the power to enter into any arrangement or contract for the formation of a new company in relation to Football, Cricket, Hockey, Tennis, Athletic and all other Sporting Activities carried out by the Club with any Organization / Company.	Rule is required to be amended to authorize the Executive Committee to form Company for all sporting related activities of Club.
35	CHANGE OF RULES	CHANGE OF RULES	Rule is required to be amended in line with

Rule No.	Existing Rule	Proposed Rule	Remarks
	<p>35. No rule of Club shall be replaced or altered and no new rules shall be made except at the Annual General Meeting. No proposal for addition and alteration of the rules shall be circulated or placed before the Annual General Meeting unless duly proposed by one member and seconded by another and given notice of in writing to the General Secretary on or before the 30th day of the April provided that no proposals in this behalf shall be entertained unless moved and seconded by members not disqualified under the provisions of Rule No. 34. No addition or alteration of rules shall be made at any Annual General Meeting except when passed by two-third majority of members present at such meetings.</p> <p>(a) Notwithstanding the provisions contained in this Rules the Executive Committee shall be at liberty to call an Extra-Ordinary General Meeting on 14 days' notice for any additional or alteration of the Rules. At such meeting no additional or alterations of rules shall be made unless passed by 2/3rd majority of members present at such meeting.</p>	<p>35. No rule of Club shall be replaced or altered and no new rules shall be made except at the Annual General Meeting. No proposal for addition and alteration of the rules shall be circulated or placed before the Annual General Meeting unless duly proposed by one member and seconded by another and given notice of in writing to the General Secretary on or before the 30th day of the April provided that no proposals in this behalf shall be entertained unless moved and seconded by members not disqualified under the provisions of Rule No. 34. No addition or alteration of rules shall be made at any Annual General Meeting except when passed by three-fourth majority of members present at such meetings.</p> <p>(a) Notwithstanding the provisions contained in this Rules the Executive Committee shall be at liberty to call an Extra-Ordinary General Meeting on 14 days' notice for any additional or alteration of the Rules. At such meeting no additional or alterations of rules shall be made unless passed by 3/4th majority of members present at such meeting.</p>	<p>the provisions of West Bengal Societies Act.</p>

3. To consider and approve transfer of shares, securities and other controlling rights held by Club by itself or through one or more of its nominees in East Bengal Club Pvt. Ltd. (EBCPL) to New Entity in relation to Collaboration with SCL

The Members are informed that the Club has 100 percent controlling stake in East Bengal Club Pvt. Ltd. (a company incorporated by the Club) (“EBCPL”) by way of control / holding entire equity share capital, securities and other controlling rights of the EBCPL through its nominees. As part of the Collaboration with SCL, the 100 percent controlling stake of EBCPL may also need to be transferred to the New Entity to be formed pursuant to Collaboration with SCL.

The Members, therefore, are requested to consider and approve transfer of the 100 percent controlling stake in EBCPL held by the Club (by itself or through its nominees) to the New Entity by passing the following resolutions:

“**RESOLVED THAT** the unanimous approval of the Members of the Club be and is hereby accorded for transfer of 100 percent controlling stake in East Bengal Club Pvt. Ltd. (a company incorporated by the Club) (“EBCPL”) held by Club through its nominees in favor of the New Entity to be formed pursuant to Collaboration with SCL, with or without consideration, as may be agreed.

“**RESOLVED THAT** the Executive Committee of the Club be and is hereby authorized to do all such acts, deeds, things and take actions as may be required including signing of any paper, document, letter, agreement, transfer deed or forms for this purpose.

4. To take up any other additional agenda item / matter as may be placed before the Members during the meeting or before, with request for waiver of requirement of 14 days’ notice.

NB: Please visit our Official Website: (www.eastbengalclub.co.in) (www.eastbengalclub.com) for more information and see the Club Notice Board.

Dated: the 14th September, 2020
Kolkata- 700 021

Sd/-
(KALYAN MAJUMDER)
(Hony. General Secretary)