

The Lake Club Limited
Estd. 1932
Registered Office: 13/1, Deboki Kumar Bose Sarani (Formerly Baroj Road),
Rabindra Sarobar, Kolkata – 700 029
CIN: U92411WB1956GAP023092
Phone: 2466-6538 / 2463-5340; E-mail ID: hony.jt.secretary@lakeclubkolkata.co.in

Notice to the Members

Notice is hereby given that an Extra Ordinary General Meeting of the Members of The Lake Club Limited (hereinafter referred to as 'the Club') will be held on **Wednesday, the 25th March, 2026 at 5:30 p.m.** at its registered office at 13/1, Deboki Kumar Bose Sarani, (Formerly Baroj Road), Rabindra Sarobar, Kolkata – 700 029 to transact the following business:

As Special Business:

Item No. 1: Alteration of Objects Clause and adoption of new restated Memorandum of Association:

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

“Resolved That pursuant to the provisions of Sections 13, 15, Table – B of Schedule I and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and subject to such approvals, permissions and sanctions from relevant Governmental/regulatory authorities, as applicable, consent of the members of the Club be and is hereby accorded to the alteration of Clause 3 [Objects Clause] and other clauses of the Memorandum of Association (MOA) of the Club in the following manner:

(i) To substitute the term 'Companies Act, 1956' wherever appear in the existing Memorandum of Association with the term 'Companies Act, 2013'.

(ii) To re-classify the heading of Clause 3 [with all sub-clauses] into two sub-headings as below:

(a) The objects to be pursued by the company on its incorporation are:

- To consist of existing sub-clause (a), (c) and (d) as sub-clauses (i), (ii) and (iii) respectively;

(b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:

- To consist of existing sub-clauses (e) to (j) of Clause 3, Clause Nos. 4 and 7 as restated and renumbered as sub-clauses (i) to (viii) respectively in the altered Memorandum of Association.

(iii) To delete existing sub-clause (b) of clause 3;

(iv) To substitute existing clauses 5 and 6 with the following clauses 4 and 5 respectively as below:

- 4. The liability of the member(s) is limited.
- 5. Every member of the company undertakes to contribute:
 - (i) to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company or of such debts and liabilities as may have been contracted before he ceases to be a member; and
 - (ii) to the costs, charges and expenses of winding up (and for the adjustment of the rights of the contributories among themselves), such amount as may be required, not exceeding 1 (One) Rupee.

(iv) To appropriately insert the subscription clause as below:

- 6. We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association:

Resolved Further That for the purpose of giving effect to this Resolution, the Executive Committee of the Club be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or proper; to execute all such applications, affidavits, documents, instruments and writings as may be required; to take all such steps and actions and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Item No. 2: Alteration of Articles of Association:

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

“Resolved That pursuant to the provisions of Sections 14, 15, Table – H of Schedule I and other applicable provisions, if any, of the Companies Act, 2013 [hereinafter referred to as ‘the Act’] read with the Companies (Incorporation) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and subject to such other approvals, permissions and sanctions from relevant Governmental/regulatory authorities, as applicable, consent of the members of the Club be and is hereby accorded for alteration of the Articles of Association (AOA) of the Club in the following manner:

- (i) Insert clause (i) Associate Members in Article 5;
- (ii) In Article 14(a) the figure “**500/-**” be deleted and substituted by the figure “**700/-**”;
- (iii) Clause (c) of Article 14 be deleted and substituted with the following Article:
 - (c) The subscription of Non-resident Ordinary Members shall be **Rs. 2,400/-** per annum payable in advance on 1st April every year.
- (iv) Clause (d) of Article 14 be deleted and substituted with the following Article:
 - (d) The subscription of Lady Members shall be **Rs. 120/- per annum, payable in advance** for any complete Financial Year (April to March) and shall be payable on 1st April for that Financial Year.
- (v) Insert a new Article 15J after the existing Article 15I wherein a new Class of Membership “**Associate Membership**” is being provided:

(a) Eligibility for Associate Membership:

Sons / Daughters and their spouses of Permanent Members, who have completed their Graduation from a recognized University and is a resident outside a radius of 20 miles from Kolkata is eligible for Associate Membership of the Club. All eligibility criteria applicable for Ordinary Resident Members are also applicable for Associate Membership.

(b) Election of an Associate Member:

In the matter of election of an “Associate Member” the Executive Committee of the Club shall have absolute discretion and all the provisions of these Articles applicable to a permanent member shall be applicable to such Associate Member. The total number of Associate Members that can be inducted in a year shall be restricted to 20 (Twenty) only.

(c) Entrance Fee for an Associate Member:

An Associate Member, on being elected, shall pay such entrance fee as may be decided by the Executive Committee from time to time not being less than **Rs. 3,00,000/-**.

(d) Annual subscription of an Associate Member:

An Associate Member shall be liable to pay a subscription of **Rs. 2,400/-** per annum, payable in advance on 1st April of the respective financial year.

(e) Conversion of Associate Member to Permanent Member:

In the event of an Associate Member becoming a resident of Kolkata permanently, after a period of **Five (5)** years or more of becoming an Associate Member, he/she will become entitled to be a permanent member upon an application being made to that effect and on payment of conversion charges, as may be decided by the Executive Committee and applicable at the time of conversion.

(f) Voting Rights

Associate members shall have no voting right.

(vi) In Article 24.A. the figure **“3600/-”** be deleted and substituted by the figure **“5,000/-”** and the figure **“1800/-”** be deleted and substituted by the figure **“2,500/-”**

(vii) To substitute the term ‘Companies Act, 1956’ wherever appear in the existing AOA with the term ‘Companies Act, 2013’; to amend silly mistakes, rectify spelling errors, punctuations, renumber and restate the entire AOA in alignment with Table H of Schedule I to the Act in substitution for and supersession of the existing AOA and adopt the same as the AOA of the Club.

Resolved Further That for the purpose of giving effect to this Resolution, the Executive Committee of the Club be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or proper; to execute all such applications, affidavits, documents, instruments and writings as may be required; to take all such steps and actions and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members

shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

Dated: 28.02.2026

On behalf of the Executive Committee

Registered Office:

13/1, Deboki Kumar Bose Sarani

(Formerly Baroj Road),

Rabindra Sarobar,

Kolkata – 700 029

Sd/-

Subrata Guha (DIN No: 01903181)

Debabrata Datta (DIN No: 06420702)

Jt. Hony. Secretaries

Notes:

1. Pursuant to proviso to Section 105(1) of the Companies Act, 2013 the provisions relating to appointment of proxy is not applicable.

2. Members are requested to:

(a) Notify immediately any change in their address to the Company.

(b) Update their PAN / Aadhaar Card / any other Registration Number in the Register of Members of the Company.

(c) Quote their Membership Numbers in all correspondence with the Club.

3. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communications including Annual Reports, Notices, Circulars, Copies of Bills etc. from the Club electronically. Further, in case of any change in the e-mail address registered with the Club, a fresh e-mail id may kindly be sent / communicated to the Club in writing / under the signature of the Member.

4. A member having more than two months' subscription and / or other dues outstanding shall not be entitled to vote. In other words, only members who have paid in full all their bills up to **31st December, 2025** shall be eligible to vote.

5. The Cash Office of the Club shall remain closed from **12.00 Noon** on **Wednesday, 25th March, 2026** until the conclusion of the Extra-Ordinary General Meeting on that date.

6. Members who have any question to ask in connection with the proposed amendments in the Memorandum and Articles of Association or are desirous of discussing any other matter are requested to submit such questions or matters to The Jt. Hony. Secretaries not later than **8.00 P.M. on Sunday, the 15th March, 2026**

7. The Register of Directors and Key Managerial Personnel maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act shall be kept open for inspection by the Members at the Extra-Ordinary General Meeting.

8. Statements pursuant to Section 102 of the Companies Act, 2013 [Explanatory Statement] in respect of Special Business are attached.

9. All documents referred to in the accompanying notice shall be open for inspection at the Registered Office of the Club during normal business hours

(10.00 A.M. to 5.00 P.M.) on all working days up to and including the date of the Extra-Ordinary General Meeting.

10. As required by the applicable Secretarial Standards, the route map showing directions to reach the venue of the Extra-Ordinary General Meeting is annexed hereto.

Statement of material facts [Explanatory Statement] pursuant to section 102(1) of the Companies Act, 2013 relating to the special business(es) mentioned in the accompanying notice:

ITEM NO. 1:

The existing Memorandum of Association (MOA) of The Lake Club Limited [hereinafter referred to as “the Company” / “Club” are based on the provisions of the erstwhile Companies Act, 1956. Members are aware that the regulatory provisions had since undergone comprehensive changes consequent upon enactment of the new Companies Act, 2013 (the ‘Act’) read with the Companies (Incorporation) Rules, 2014 as amended up to date.

It is now considered prudent to amend the entire MOA [including addition / alteration / deletion / of objects clauses] and amend silly mistakes, rectify spelling errors, punctuations, renumber and restate the entire MOA to make them consistent and aligned with the provisions of the Act and the Rules framed thereunder.

Consent of the Members by way of a Special Resolution is required for such adoption of new MOA in terms of the provisions of Section 13 of the Act. Accordingly, the Board of Directors / Executive Committee of the Club has recommended the proposed new restated MOA of the Club for adoption in substitution for and supersession of the existing MOA.

The Executive Committee recommends the resolution for your adoption in the interest of the Club.

A copy of the MOA of the Club after inserting all such alterations will be available for inspection at the registered office of the Club on all working days during business hours as specified in the Notes.

None of the Directors / Executive Committee Members of the Club and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 2:

The existing Articles of Association (AOA) of The Lake Club Limited [hereinafter referred to as “the Company” / “Club”] are based on the provisions of the erstwhile Companies Act, 1956. Members are aware that the regulatory provisions had since undergone comprehensive changes consequent upon enactment of the new Companies Act, 2013 (the ‘Act’) read with the Companies (Incorporation) Rules, 2014 as amended up to date.

This apart, many of our Permanent Member’s sons/daughters have taken up assignments out of Kolkata for their career but are interested to continue their ties with this Club with whom they have emotional attachments. To enable them to continue their relationship with the Club, a new class of ‘Associate Membership’ is proposed, details of which have been embodied in the Resolution.

Moreover, the prevailing rate of monthly subscription payable by the members was last revised in May, 2017. Since then, the Club has experienced a substantial escalation in its operating expenditures, owing to sustained inflationary pressures leading to an increase in the cost of essential inputs and various ancillary expenses. These include, inter alia, enhanced outlays towards rent, taxes and other statutory levies, utilities and employee-related expenses, all of which are integral to maintaining the expected standards of the Club’s facilities and services. Furthermore, in line with the Club’s continuous development initiatives, several new amenities and facilities have been introduced for the benefit of the members, necessitating additional manpower deployment to ensure efficient operations and service quality. It may also be noted that Three Collective Wage Settlements have been concluded with the Staff Union subsequent to the last revision in subscription rates, which have significantly contributed to the recurring and incremental monthly fund requirements of the Club.

Accordingly, in order to ensure financial sustainability, operational efficiency and continued delivery of quality services without compromising on the standards, a revision in the monthly subscription rate has become imperative. Such increased subscription, inter alia, has been a major contributor to meet the overall increase in regular monthly outlays of the Club. *The comparative rationalization of subscription fees will be applicable with effect from 1st April, 2026 are as follows:*

Sl. No.	Nature of Membership	Present Subscription	Proposed Subscription	Effective Increase
i.	Permanent Members / Ordinary Resident Members / Corporate Members	Rs. 500/- Per mensem	Rs. 700/- per mensem	Rs. 200/- per mensem
ii.	Non-Resident Members	Rs. 1,200/- per Annum	Rs. 2,400/- per annum	Rs. 1,200/- per annum
	Simultaneously:			

	(a) the restriction on the number of days that a Non-Resident Ordinary Member can visit the Club and charges applicable now for such visits is proposed to be deleted, to encourage Non-Resident Ordinary Members make more use of the Club whenever they are in town; and (b) The annual subscription for Non-Resident Ordinary Members payable in advance now on 1 st January, every year is proposed to be payable in advance on 1 st April, every year to match the financial year concept with the accounting functions of the Club.			
iii.	Lady Members	Rs. 10/- Per month	Rs. 120/- per annum	No increase.
	Significant documentation and accounting requirements, resulting in involvement of massive costs to the Club and inconvenience to the Lady Members is proposed to be reduced by providing for annual subscription fees payable at the beginning of the Financial Year.			
iv.	Minimum annual consumption / Club Usage	Rs. 3,600/- every year	Rs. 5,000/- every year	Rs. 1,400/- every year
v.	Consequential shortfall in consumption on half-yearly basis [Compulsory Billing]	Rs. 1,800/- per half year	Rs. 2,500/- per half year	Rs. 700/- per half year

Save as aforesaid, it is now considered prudent to amend the entire AOA [including substitution of the term 'Companies Act, 1956' wherever appear in the existing AOA with the term 'Companies Act, 2013', substitution of provisions of new sections, rectifications of silly mistakes / spelling errors, punctuations, renumbering and restatement of the entire AOA in alignment with Table H of Schedule I to make them consistent and aligned with the provisions of the Act and the Rules framed thereunder read with the Secretarial Standards on Board (Executive Committee) Meetings and General Meetings, besides deletion of certain redundant Clauses and Articles etc. Accordingly, the Executive Committee of the Club has recommended the proposed new restated AOA of the Club for adoption in substitution for and supersession of the existing AOA.

Consent of the Members by way of a Special Resolution is required for such adoption of new AOA in terms of the provisions of Section 14 of the Act. Accordingly, the Executive Committee of the Club has recommended the proposed new restated AOA of the Club for adoption in substitution for and supersession of the existing MOA.

The Executive Committee feels that the above Resolution is in the best interest of the Club and its Members for maintaining the service and other amenities of the Club and thus recommends the resolution for your adoption in the interest of the Club.

A copy of the Articles of Association of the Club after inserting all such alterations will be available for inspection at the registered office of the Club on all working days during business hours as specified in the Notes.

None of the Directors / Executive Committee Members of the Club and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except for the rationalised subscription which they will be liable to pay.

Dated: 28.02.2026

On behalf of the Executive Committee

Registered Office:
13/1, Deboki Kumar Bose Sarani
(Formerly Baroj Road),
Rabindra Sarobar,
Kolkata – 700 029

Sd/-
Subrata Guha (DIN No: 01903181)
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Jt. Hony. Secretaries