

# ICA INDIAN CRICKETERS' ASSOCIATION

Only formally recognised former Indian players' association in India.

Ashok Malhotra  
President

Hitesh Majmudar  
Secretary

V. Krishnaswamy  
Treasurer

Yajurvindra Singh Bilkha  
Member Representative (Male)

Rajesh Nayyar  
Member Representative (Female)

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF INDIAN CRICKETERS' ASSOCIATION ('THE COMPANY' OR 'ICA') WILL BE HELD THROUGH VIDEO CONFERENCING ON SATURDAY, 19 DECEMBER 2020 AT 11:00 A.M. (IST) AT 804, G SQUARE, NEAR BMC OFFICE, JAWAHAR ROAD, GHATKOPAR EAST, MUMBAI 400077, TO TRANSACT THE FOLLOWING BUSINESSES**

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements for the period ended 31 March 2020 together with the report of the Board of Directors and Auditors thereon
2. To consider appointment of the Statutory Auditors and fix their remuneration and in this connection, to consider, and if thought fit, to pass with or without modification(s) the following as an ordinary resolution:

Appointment of M/s Gokhale & Sathe, Chartered Accountants as the Statutory Auditors of the Company

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, as amended from time to time, M/s Gokhale & Sathe, Chartered Accountants (Firm Registration Number – 103264W), be and is hereby appointed as the statutory auditors of the Company for a period of five years from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting, and on such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditor.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and hereby authorized severally to file all the necessary e-forms with the Ministry of Corporate affairs and do all such acts, deeds and things as may be deemed necessary to give effect to the above resolution."

### SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

#### **Appointment of Mr. Yajurvindra Singh Bilkha as the director**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Yajurvindra Singh Bilkha (DIN: 00813711), who was appointed as additional director on 13 November 2019 pursuant to provisions of Section 161 of the Act and the articles of association of the Company, whose term of office expires at the ensuing annual general meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under the provisions of Section 160 of the Act, be and is hereby appointed as Director of the Company liable to retire by rotation;

**RESOLVED FURTHER THAT** the Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

**Appointment of Mr. Vijayaraghavan Krishnaswamy as director**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Vijayaraghavan Krishnaswamy (DIN: 01308864), who was appointed as additional director on 13 November 2019 pursuant to provisions of Section 161 of the Act and the articles of association of the Company, whose term of office expires at the ensuing annual general meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under the provisions of Section 160 of the Act, be and is hereby appointed as Director of the Company liable to retire by rotation;

**RESOLVED FURTHER THAT** the Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

**Appointment of Mr. Ashok Malhotra as the director**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Ashok Malhotra (DIN: 02261391), who was appointed as additional director on 13 November 2019 pursuant to provisions of Section 161 of the Act and the articles of association of the Company, whose term of office expires at the ensuing annual general meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under the provisions of Section 160 of the Act, be and is hereby appointed as Director of the Company liable to retire by rotation;

**RESOLVED FURTHER THAT** the Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

**Appointment of Mr. Hitesh Akshaybhai Majmudar as the director**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Hitesh Akshaybhai Majmudar (DIN: 08608749), who was appointed as additional director on 13 November 2019 pursuant to provisions of Section 161 of the Act and the articles of association of the Company, whose term of office expires at the ensuing annual general meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director under the provisions of Section 160 of the Act, be and is hereby appointed as Director of the Company liable to retire by rotation;

**RESOLVED FURTHER THAT** the Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”



7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

**Appointment of Ms. Rajesh Nayyar as the director**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Rajesh Nayyar (DIN: 08608854), who was appointed as additional director on 13 November 2019 pursuant to provisions of Section 161 of the Act and the articles of association of the Company, whose term of office expires at the ensuing annual general meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director under the provisions of Section 160 of the Act, be and is hereby appointed as Director of the Company liable to retire by rotation;

**RESOLVED FURTHER THAT** the Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

**Approval for levy of membership subscription fees**

**"RESOLVED THAT** pursuant to article 5 of the articles of association of the Company, the consent of the members be and is hereby accorded to levy an annual membership fee of Rs. 1200/- (Rupees one thousand two hundred only) excluding the applicable taxes with effect from 01 January 2021;

**RESOLVED FURTHER THAT** the Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

**To authorise the Board to nominate the ICA Representative to the IPL Governing Council**

**"RESOLVED THAT** pursuant to the enabling provisions of the articles of association of ICA, the Board of directors be and hereby authorised to nominate the representative of ICA to the IPL Governing Council;

**RESOLVED FURTHER THAT** the Directors of the Company be and is hereby severally authorized to do all such acts, things, deeds and matters which are incidental and ancillary for the purpose of giving full effect to the aforesaid resolution."

**By Order of the Board of Directors  
For INDIAN CRICKETERS' ASSOCIATION**

HITESH AKSHAYBHAI MAJUMDAR  
Digitally signed by  
HITESH AKSHAYBHAI  
MAJUMDAR  
Date: 2020.11.18  
12:16:40 +05'30'

Hitesh Majmudar  
DIN: 08608749

Date: 18 Nov 2020  
Place: Ahmedabad

Address: Flat No - C-4, Pratishta Apartment, Nr.  
Shyamal Row House Part-5, Satellite, Ambawadi  
Vistar Ahmedabad 380015

**NOTES**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 ('MCA Circulars'), physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) can be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for the members ICA in addition to the Promoters and Directors who will also be attending the AGM.
4. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the annual general meeting for which purpose the Board of Directors of the Company ('the Board') have engaged the services of NSDL. The Board has appointed Ms. Priti Sheth, Practicing Company Secretary M/S Priti J Sheth and Associates as the Scrutinizer for the AGM.
6. The remote e-voting period begins on 16 December 2020 at 10:00 A.M. and ends on 18 December 2020, at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.
7. Only those members whose names are recorded in the Register of Members of the Company as on 12 December 2020 (cut-off date) will be entitled to cast their votes by remote e-voting or e-voting during the annual general meeting from 11:30 A.M. to 12:00 P.M. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purposes only.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.indiancricketersassociation.com](http://www.indiancricketersassociation.com). The Notice can also be accessed from the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars. In conformity with the applicable regulatory requirements, the Notice of this AGM and the annual report are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company. Members who have not registered their e-mail addresses with the Company and wish to receive the aforesaid documents are required to register their e-mail addresses by sending an e-mail to [office@indiancricketersassociation.com](mailto:office@indiancricketersassociation.com) for registering their e-mail addresses alongwith their **full name, folio number, PAN number, contact number and name of the cricket association** till **10 December 2020**.



10. The statutory registers and supporting documents referred to this notice will remain available for inspection by the members through the electronic mode by sending a request for the same to [office@indiancricketersassociation.com](mailto:office@indiancricketersassociation.com).

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE ASUNDER:-

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

### Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Please follow the following steps:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
4. Your User ID details are EVEN Number followed by ICA Folio number (eg: if your ICA folio number is DDCA-1504 then ICA folio number considered for e-Voting will be DDCA1504)
5. If your email ID is registered with ICA, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your ICA folio number (eg: if your ICA folio number is DDCA-1504 then ICA folio number considered for e-Voting will be DDCA1504). The .pdf file contains your 'User ID' and your 'initial password'
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Members can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your ICA folio number from your registered email address with ICA. or
  - b) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL. or
  - c) Members can click on [Physical User Reset Password?](#) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

### Step 2: Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for Members

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to Ms. Sarita Mote at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ Members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

## INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under Members/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in members login where the EVEN of ICA will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. **AGM queries to be sent in prior to the AGM:** Members, who would like to express their views/have questions may send their questions in advance by **12 December 2020, 5:00 P.M.** mentioning their **full name, folio number, PAN number, contact number and name of the cricket association** at [office@indiancricketersassociation.com](mailto:office@indiancricketersassociation.com). The same will be replied by the Company suitably.
6. **Registration as a Speaker at the AGM:** Members who would like to express their views or ask questions during the AGM shall register themselves as a speaker by sending an e-mail to [office@indiancricketersassociation.com](mailto:office@indiancricketersassociation.com) alongwith their **full name, folio number, PAN number, contact number and name of the cricket association** till **12 December 2020, 5:00 P.M.** Only **fifteen (15)** registered speakers (on a first come first serve basis) will be allowed to speak for **three (3)** minutes *each* during the AGM. Apart from the Panelists, all others attending the AGM will be muted and only the registered speakers will be unmuted at the time of taking up questions from registered speakers in the AGM as per the standard practice for virtual meetings.



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

**Item No. 3 to 7**

Indian Cricketers' Association ('ICA') was incorporated on 05 July 2019 as a Section 8 company limited by guarantee without share capital with the following board members who were the first directors:

1. Mr. Kapil Dev;
2. Mr. Ajit Agarkar;
3. Ms. Shantha Rangaswamy

In this regard, the articles of association of ICA provides that ICA shall be governed and managed by the Board of Directors which shall comprise of the following Office Bearers elected by the Members(each an "Office Bearer" and collectively, the "Office Bearers") to hold office as an Office Bearer for a maximum of two (2) terms of three (3) years each or a maximum period of six (6) years with or without break:

- (i) One (1) President;
- (ii) One (1) Secretary;
- (iii) One (1) Treasurer; and
- (iv) Two (2) Members.

Accordingly, the current board members were elected as office bearers last year as follows:

1. Mr. Ashok Malhotra (President)
2. Mr. Hitesh Majmudar (Secretary)
3. Mr. Vijayaraghavan Krishnaswamy (Treasurer)
4. Ms. Rajesh Nayyar
5. Mr. Yajurvindra Singh Bilkha,

Post the above election, the aforementioned Office Bearers were appointed as additional directors of ICA in accordance with the provisions of the Companies Act, 2013 with effect from 13 November 2019 through a circular resolution, who hold office upto the ensuing annual general meeting.

The board of directors of ICA in its meeting held on 18 November 2020, has recommended the appointment of all five additional directors as a director of ICA pursuant to the receipt of notice from a member, under section 160 of the Companies Act, 2013, recommending their candidature as a director considering that they hold office as the Office Bearers of the ICA for a term of three years.

Accordingly, to comply with the provisions of the Companies Act, 2013, your directors recommend the resolutions set out in item no.s 3 to 7 of the accompanying notice for the approval of members by way of an ordinary resolution.

All the directors are interested in the resolutions for their respective appointment as a director of the Company as set out on agenda item no.s 3 to 7 of the accompanying notice.

**Item No. 8**

Pursuant to the provisions of Article 5 of the articles of association, ICA may charge such membership fees or subscription fees for each class of member as the board of directors may deem fit from time to time.

Based on the aforesaid Article 5 of the articles of association, the board of directors at their meeting held on 18 November 2020 has approved the levy of membership fees of Rs. 1200/- (Rupees one thousand two hundred only) excluding the applicable taxes with effect from 01 January 2021 subject to

approval of the members.

Accordingly, your directors recommend the resolution set out in item no.8 of the accompanying notice for the approval of members by way of an ordinary resolution.

None of the directors of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 8 of the accompanying notice.

**Item No. 9**

The board of directors of ICA are required to elect/nominate one (1) Member to the IPL Governing Council pursuant to Article Number 12 d. of the articles of association ('AoA'), subject to the procedures specified by the General Body in accordance with Article 13 b.(i) articles of association.

Article 13 b.(i) of the AoA provides that the members of the Company shall have the power, subject to the AoA and the provisions of the Companies Act, 2013, in the first instance to elect qualified members, and where deemed necessary in due course, devise and frame appropriate procedures for nomination/election of Company representatives to the Apex Council of the BCCI and the Governing Council of the IPL.

Further, the BCCI constitution states that the term of office for the ICA representative to the IPL Governing Council is one year. Therefore, there is requirement to elect/nominate ICA representative to Governing Council of the IPL.

In this regard, it is proposed to authorise the board of directors of ICA to nominate the ICA representative to Governing Council of the IPL which was also approved in the board meeting held on 18 November 2020.

Accordingly, your directors recommend the resolution set out in item no.9 of the accompanying notice for the approval of members by way of an ordinary resolution.

None of the directors of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 9 of the accompanying notice.

**By Order of the Board of Directors  
For INDIAN CRICKETERS' ASSOCIATION**

Digitally signed  
by HITESH  
AKSHAYBHAI  
MAJUMUDAR  
Date: 2020.11.18  
12:09:11 +05'30'

Date: 18 Nov 2020  
Place: Ahmedabad

Hitesh Majmudar  
DIN: 08608749  
Address: Flat No - C-4, Pratishta Apartment, Nr.  
Shyamal Row House Part-5, Satellite, Ambawadi  
Vistar Ahmedabad 380015