

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 EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF INDIAN CRICKETERS' ASSOCIATION ('THE COMPANY' OR 'ICA') WILL BE HELD THROUGH VIDEO CONFERENCING ON WEDNESDAY, 24 MARCH 2021 AT 11:00 A.M. AT 804, G SQUARE, NEAR BMC OFFICE, JAWAHAR ROAD, GHATKOPAR EAST, MUMBAI 400077, TO TRANSACT THE FOLLOWING BUSINESSES

SPECIAL BUSINESS:

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

To approve alteration of memorandum of association of the Company

"RESOLVED THAT pursuant to the provisions of section 8, section 13 and all other applicable provisions of Companies Act, 2013 ('the Act') read with Companies (Incorporation) Rules, 2014 ('the Rules') (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and such rules issued under the Act, as may be applicable, pursuant to approval granted by the Registrar of Companies, the Memorandum of Association of the Company be and are hereby altered in the manner set out hereinbelow:

MoA clause	Existing	Altered
3.a.1	To conserve, promote and advance the welfare and interests of the members; and arrange to provide benefits such as insurance, medical and such other benefits to players;	To conserve, promote and advance the welfare and interests of cricketers; and arrange to provide benefits such as insurance, medical and such other benefits to cricketers;
3.b.1	To represent the Company's members and affiliated institutions, and to act in furtherance of the objects/activities of its members and affiliated institutions and to liaise with and, make representations before the BCCI, state cricket associations, government, judicial, administrative and executive bodies on behalf of and in the interests of its members and affiliated institutions in India.	To represent cricketers, and to act in furtherance of the interest of cricketers and to liaise with and, make representations before the BCCI, state cricket associations, government, judicial, administrative and executive bodies on behalf of and in the interests of cricketers.
3.b.2	To promote, provide for, regulate and manage all or any details or arrangements or other things as may be considered necessary or desirable for, or ancillary to, the comfort, conduct, convenience or benefit the Company's members and affiliated institutions.	To promote, provide for, regulate and manage all or any details or arrangements or other things as may be considered necessary or desirable for, or ancillary to, the comfort, conduct, convenience or benefit cricketers.
3.b.3	To maintain, continue, or provide for the accreditation and affiliation (as applicable) of the Company's members.	To maintain, continue, or provide for the accreditation and affiliation (as applicable) of cricketers.
3.b.4	To partner with, associate with and cooperate with governing bodies and regulatory authorities in India and abroad in furtherance of the objects of	To partner with, associate with and cooperate with other governing bodies and regulatory authorities in furtherance of the objects of the Company.

	the Company.	
3.b.6	To plan and carry out, training and educational programmes for the Company's members, affiliated institutions and the general public in connection with the Company's objects.	To plan and carry out, training and educational programmes for cricketers the general public in connection with the Company's objects.
3.b.7	To draft and to provide rules, regulations and bye-laws, or otherwise, for deciding and settling all differences that may arise between or among members and affiliated institutions and in reference to any other matter of dispute, including without limitation disciplinary matters, and to make such provisions for enforcing any award or decision as the Company shall deem proper.	To draft and to provide rules, regulations and bye-laws, or otherwise, for deciding and settling all differences that may arise between or among cricketers and in reference to any other matter of dispute, including without limitation disciplinary matters, and to make such provisions for enforcing any award or decision as the Company shall deem proper.
3.b.15	To take agencies of any firm, company or companies, within India or abroad, with the same objects and likewise to appoint agents in the course of pursuing the Company's objects.	To take agencies of any firm, company or companies with the same objects and likewise to appoint agents in the course of pursuing the Company's objects.
3.b.23	To subscribe or guarantee money for national, international, charitable, benevolent, educational, public, general, or such other useful object, activity or exhibition or for such other purpose which, may appear to be conducive directly or indirectly to furthering the main objects of the Company.	To subscribe or guarantee money for any charitable, benevolent, educational, public, general, or such other useful object, activity or exhibition or for such other purpose which, may appear to be conducive directly or indirectly to furthering the main objects of the Company.
3.b.26	To collaborate with foreign and domestic firms for acquiring or offering technical know-how, or to employ foreign technicians or experts or advisers on a contract basis or otherwise and to depute, on suitable terms, Company's technicians, experts and others in or outside India or developing allied industries and to send out to foreign countries the Company's personnel, including directors and other employees, for further training and to pay towards costs, direct and incidental, for such training, whether in India or abroad.	To collaborate with any entity/ organisation for acquiring or offering technical know-how, or to employ technicians or experts or advisers on a contract basis or otherwise and to depute, on suitable terms, Company's technicians, experts and others in or outside India or developing allied industries and to send out to foreign countries the Company's personnel, including directors and other employees, for further training and to pay towards costs, direct and incidental, for such training, whether in India or abroad.
3.b.27	To grant pensions or gratuities to any officers or employees or ex-officers or ex-employees, including directors or ex-directors or other relatives, connections or dependents or the families of such persons.	Removed
3.b.33	To appoint contractors and other persons and to establish and maintain agencies or branches in any part of India or elsewhere.	To appoint contractors and other persons and to establish and maintain agencies or branches of the company.
3.b.38	To apply for, promote, and obtain any statute, order, regulation or other authorisation or enactment and to oppose any bills, proceedings, or applications which may seem calculated directly or indirectly to prejudice the Company's	To apply for, promote, and obtain any statute, order, regulation or other authorisation or enactment and to oppose any bills, proceedings, or applications which may seem calculated directly or indirectly to prejudice cricketers or affiliated institutions' interests.

	or any of its members' or affiliated institutions' interests.	
3.b.40	To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company or who are or were at any time directors or officers of the Company, and the wives, widows, families and dependents of any such other persons, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests of the Company and / or to make payments to or towards the insurance of any such person as aforesaid.	Removed
3.b.41	To provide for the welfare of employees and members of the Company and the wives, widows and families or the dependents or connections of such persons by building or contributing to the building of houses or dwellings or quarters or by grants of money, pensions, gratuities, allowances, or any other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds or other schemes or 5 trusts and by providing or subscribing or contributing towards places of instructions and recreations, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit.	Removed
4	The objects of the Company shall extend to the entire territory of India as well as elsewhere in the world where it is necessary to achieve the same.	The objects of the Company shall extend to the entire territory of India.

RESOLVED THAT pursuant to the applicable provisions of the Act and the enabling provisions of the Articles of Association of the Company, any Director of the Company be and is hereby authorised on behalf of the Company to appoint /engage Practicing Professional(s) or Consultant(s) and to grant them Power of Attorney to represent the Company before the Registrar of Companies /Competent Authority(ies) in connection with filing(s) to be made with the Registrar of Companies/Competent Authority(ies);

RESOLVED FURTHER THAT the board of directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution;

RESOLVED FURTHER THAT any one of the directors of the Company be and is hereby authorised to sign and provide certified true copy of this resolution to the concerned authority as and when required."

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

Date: 02 March 2021
Place: Ahmedabad

Hitesh Majmudar
DIN: 08608749
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, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020 respectively ('MCA Circulars'), physical attendance of the Members to the EGM venue is not required and EGM (EGM) can be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the EGM 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 EGM 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-EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The Members can join the EGM 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 EGM through VC/OAVM will be made available for the members ICA in addition to the Promoters and Directors who will also be attending the EGM.
4. The attendance of the members attending the EGM 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 EGM 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 EGM.
6. The remote e-voting period begins on Sunday, 21 March 2021 at 10:00 A.M. and ends on Tuesday, 23 March 2021 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 01 March 2021 (cut-off date) will be entitled to cast their votes by remote e-voting or e-voting during the EGM. 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 EGM has been uploaded on the website of the Company at www.indiancricketersassociation.com. The Notice can also be accessed from the website of NSDL (agency for providing the e-Voting facility) i.e. www.evoting.nsdl.com.
9. EGM 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 EGM alongwith explanatory statement 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 for registering their e-mail addresses alongwith their **full name, folio number, PAN number, contact number and name of the cricket association** till **10 March 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.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

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 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.
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 remote 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 remote 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 or call on toll free no.: 1800 1020 990 /1800 22 44 30 or send a request to Ms. Sarita Mote at evoting@nsdl.co.in

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

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ Members, who will be present in the EGM 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 EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
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 EGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM 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. **EGM queries to be sent in prior to the EGM:** Members, who would like to express their views/have questions in connection with the special business to be approved in the EGM may send their questions in advance by **10 March 2021, 5:00 P.M.** mentioning their **full name, folio number, PAN number, contact number and name of the cricket association** at office@indiancricketersassociation.com. The same will be replied by the Company suitably.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No. 1

The board of directors passed a resolution to alter the MoA of ICA in line with changes recommended by Income tax department ('IT Department') for grant of licence under section 12A of Income Tax Act, 1961 on 11 February 2021.

As per the provisions of Section 8(4)(i) of the Companies Act, 2013, any alteration in provisions of memorandum of association and articles of association of a company registered under section 8 shall require prior approval of Central Government.

In view of the foregoing and clause 7 of the licence issued by Registrar of Companies ('RoC') at the time of incorporation, ICA made an application to RoC in eForm GNL-1 on 12 February 2021 to approve the changes recommended by the IT Department from the perspective of broadening the outreach of ICA to cricketers at large within the territory of India which was approved by the RoC on 02 March 2021.

The proposed memorandum of association of the Company will be available for inspection by the members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such can visit the Company's corporate website at www.indiancricketersassociation.com or send an e-mail to office@indiancricketersassociation.com. The approval of the board is sought to alter the MoA.

In light of the above facts, the Board recommends approval of the resolution as set out in the accompanying Notice as a special resolution through e-voting for effecting the alteration in the MoA of ICA.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution. The Board recommends this special resolution for your approval.

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

Date: 02 March 2021
Place: Ahmedabad

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