

NOTICE FOR ADJOURNED EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an adjourned Extra-ordinary General Meeting of members of Delhi and District Cricket Association is scheduled to be held on July 4, 2017 at 1730 hours at the Registered Office of the Company situated at Ferozshah Kotla Ground, New Delhi-110002, India to pass the following resolutions as special resolutions:

SPECIAL BUSINESSES TO BE PASSED BY SPECIAL RESOLUTIONS

ITEM NO. 1

Adoption of re-stated Articles of Association of the Company pursuant to the order of Hon'ble High Court of Delhi dated January 30, 2017

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

"RESOLVED THAT pursuant to the order of Hon'ble High Court of Delhi dated January 30, 2017, the consent of the members of the Company be and is hereby given to alter the Articles of Association of the Company in the following manner, subject to the approval of the Central Government:

I. In Article 19, "General Secretary" shall be substituted by "Secretary"

II. The existing Article 23 shall be replaced by the following:

23. (i) No club or Association shall be affiliated, or its affiliation continued, unless it is registered as a society or as a not for profit Company, and which has submitted its duly audited financial statements and annual reports, especially about the amounts received from the Company or other bodies for the promotion and development of the game during the last three financial years. This condition shall be complied within 3 months of the coming into force of the amendment, in respect of all existing affiliated members; failure to comply would result in loss of affiliation.
- (ii) The correspondence with the existing Affiliated Clubs shall only be addressed to the registered office of the Company.
- (iii) The existing Clubs, which are registered with the Registrar of Societies/Registrar of Companies and fulfill all statutory compliances, shall only be given affiliation by the Company.
- (iv) The Board of Directors of the Company shall ensure that the existing Affiliated Clubs provide the details of the disbursement and utilization of finances, which are provided by the Company for the promotion of Cricket to the Affiliated Clubs within thirty days from the end of every financial year to maintain accountability and transparency. The Company shall ensure that details of disbursement and utilization of finances for a preceding financial year are provided to it by affiliated clubs before finances are disbursed by it to such affiliated clubs for the succeeding financial year.
- (v) The accounts pertaining to the grant provided by the Company to the Affiliated Clubs shall be submitted to the Company.
- (vi) The Company shall check that the grant has been utilized for the promotion of cricket and should grant affiliation to the Clubs for the next cricketing season only after being satisfied that the grant has been properly utilized for the promotion of Cricket.

III. The following Article 23A shall be inserted after Article 23

23A. WORKING COMMITTEES

1. SPORTS WORKING COMMITTEE ("SWC")

- (i) The Board of Directors shall form a Sports Working Committee consisting of 10 members from amongst the following:
 - a) 5 retired men or women international or national / state / Ranji Trophy cricketers of credible repute (the names proposed should be approved by the BCCI)
 - b) 2 members elected by Affiliated Clubs
 - c) 2 members of Institutional Clubs.
 - d) 1 senior coach (the name proposed should be approved by the BCCI).

2. TENDERING COMMITTEE:

- (i) The tender team shall comply with the following process in execution of their tasks:
 - (a) Procurement of orders be placed by issuing tenders either electronically and/or by means of publication of an advertisement in the daily newspapers.
 - (b) All quotations/tenders sought shall be displayed on the website for perusal by the public and advertised in the newspapers about the tenders floated on website.
 - (c) The lowest bidder would be awarded the tender and would enter into a contract with Company for the same.
 - (d) The successful bidder should be issued a proper purchase order.
 - (e) Payments should be made only against invoices after proper verification of the work and certification in favour of vendor.
 - (f) Where orders are placed without calling quotations, the reasons for not inviting quotations shall be recorded. A detailed statement for the entire selection criteria of the vendor, basis for decision on rates, whether competitive or not, shall be narrated in details and be put forth in AGM or immediate next EGM.
 - (g) The procedure mentioned in sub clause (d), (e), and (f) should be strictly adhered to also in the event of orders being placed without floating any tenders.
- (ii) The Vendors/Contractors to whom the work is awarded shall disclose by way of an Affidavit whether he is a relative of any member of the Board of Directors of the Company or any of its committees or a member of the Company or any of its affiliated clubs.
- (iii) A register of interests shall be maintained so that the office bearers disclose their interests so as to avoid any conflict of interest.

3. SELECTION COMMITTEE AND THE SELECTION PROCESS

- (i) The Board of Directors shall appoint a three member Selection Committee, for selection of players to represent DDCA in all age groups (men and women), for appointment of coach and Manager of the DDCA team. One person from the

Selection Committee will consist of one retired international cricket player. The names of the Selectors shall be approved by BCCI and no selection panel should exceed more than 3 members.

- (ii) The Selection Process adopted by Selection Committee shall be fair and transparent. All selected candidates shall fill a detailed form, which shall also specify their relation, if any, with the office bearers, Board of Directors and Sports Working Committee members or with any person concerned with the Company. The said disclosure shall be made public and the list of candidates to be considered by the Selection Committee shall also be made public on the website.
- (iii) The Coaches or any other person sought to be appointed by the Company shall enter into formal contract before their appointment. Their remuneration should be fixed by the Board of Directors prior to their appointment.

4. TICKETING & ACCREDITATION:

- (i) Maximum number of tickets ought to be put on sale for the benefit of the spectators and the Company's finances.
- (ii) Every ticket should have a seat number assigned to ensure comfort and assured seat for the spectators.
- (iii) The Complimentary passes for the office bearers, Directors, SWC, Women Committee Members, various authorities, players, coaches and affiliated clubs and passes for the members should only be assigned in West Stand Fourth Floor, Hill Band West Stand Ground Floor of the Stadium.
- (iv) The number of complimentary passes issued shall not exceed the following limit:
 - a) Directors – a maximum of 10 passes for each Director
 - b) SWC- 4 per person per match
 - c) Patrons- 4 per person per match
 - d) Various Authorities - Shall not exceed 1000 per match.
 - e) Current & Former International Players (Men &Women) – 2 per person per match
 - f) Current & Former National Players (Ranji Men &Women) – 1 per person per match
 - g) Present Players (Men &Women of all age categories) - 1 per person per match
 - h) Senior Coaches (List to be approved by a committee consisting of 3 international players from Delhi) – 2 per person per match
 - i) Affiliated Clubs-1 per club per match
- (v) One pass (Members Pass) should be issued to each member of the Company. If any member is found to have sold any complimentary ticket, action will be taken against such member of the Company after following due process.
- (vi) The complimentary passes of the authorities should only be handed over to the nodal officer appointed by that particular Authority.
- (vii) The Board of Directors, Sports Working Committee members, patrons and employees should be issued only one Accreditation Card for themselves. No request for any additional Accreditation Card shall be entertained.
- (viii) People involved in cricket operations should only be given Accreditation Cards

after getting prior approval of the Board of Directors as they get access to various sensitive areas which are restricted by the Company.

- (ix) A proper system of issuance and verification of Accreditation Cards shall be followed to avoid misuse of the generic Accreditation Cards issued to the various authorities.
- (x) The office Bearers of the Company shall not promote the culture of watching the match at Ferozshah Kotla Ground or any other ground with complimentary passes and shall stop entertaining the requests for any complimentary passes.
- (xi) Details regarding the distribution of discretionary quota of Complementary passes and Accreditation Cards shall be furnished to the Board of Directors.
- (xii) All records of distribution of Complimentary Passes and Accreditation Cards shall be maintained by the Company and posted on the website of the Company after every match. All information pertaining to Tendering, issuance of Contracts/ Work Orders shall also be made public and posted on the website of the Company.
- (xiii) All financial and other documents relating to the matches, selection and the functioning of the Company (Minutes of Meetings) shall be posted on the Website by the Company, since it performs public functions and such disclosure will not only ensure transparency but also enhance the reputation of the Company and its office bearers in the eyes of its members and general public
- (xiv) In order to bring Ferozshah Kotla Stadium to its erstwhile International standards a permanent maintenance committee comprising of an independent professional person shall be constituted and it shall function regularly.

IV. The following Article shall replace the existing Article 37

37. On a show of hands or on a ballot every Member present in person and entitled to vote shall have one vote, and upon a poll every member present in person shall have one vote. Vote may be given personally only. No proxy voting shall be allowed during the meetings.

V. The following Article shall replace the existing Article 38

38. (1) The Directors of the Company shall be elected by its members in a General Meeting.
- (2) The Board of Directors shall consist of office bearers including President, Vice-President, Secretary, Joint Secretary and Treasurer. In addition thereto, there shall be one representative of the players who has played first class cricket in India, a woman representative and a nominee of the Chief Controller of Accounts of the Government of National Capital Territory of Delhi.
- (3) The terms of the Office Bearers shall be of three years, but with a maximum of three such terms regardless of the post held, with a cooling off period after each such term. Every elected member shall stand automatically disqualified after 9 years as an office bearer.
- (4) Notwithstanding anything contained in any provision of these articles, any elected Director of the Company, shall stand automatically disqualified after nine years as an officer bearer (i.e. member of the Board of Directors) and shall also be disqualified from contesting or holding the post of a Director of the Company if he has completed the age of 70 years or is charged under the penal law for an offence involving moral turpitude or is declared to be of unsound mind, or, is a

Minister of any State or Central Government of India or any Government servant or holds any post in another sports body in the country.

VI. Articles 39 and 40 shall stand deleted.

VII. Article 46 shall stand amended by mentioning the provisions of Sections 164(1) and 164(2) of the Companies Act, 2014

VIII. The following clauses shall stand inserted after Article 48(s)

48(t) To adopt Annual Budget of the Company.

48(u) The Board of Directors shall have the powers to appoint from time to time a Working Committee(s) which will exercise such powers as are delegated to them by the Board of Directors.

IX. The following clauses shall stand inserted after Article 53(a)

53(b) True accounts shall be kept by the Treasurer of all moneys received and expended by the Company and the matters in respect of which such receipts and expenditure take place and of all assets, credits and liabilities of the Company.

53(c) The financial framework and administration of the Company shall strictly adhere to Financial Manual which shall lay down financial policies and procedures to guide operations and management of money within the Company. The Financial Manual shall contain and define the Controls on financial assets, Exercising Budgetary Control, Control on Human Resources, Control on Physical Assets, and other financial regulations etc.

53(d) The members of the Company at Annual General Meeting shall appoint a an individual or a firm as an Auditor of the Company who shall hold the office from the conclusion of that meeting till the conclusion of sixth annual General Meeting subject to ratification by the members of the Company at each Annual General Meeting. The Auditor(s) of the Company shall have the right of access at all times to the Books of Accounts, Vouchers and any other documents relating to the accounts of the Company and shall be entitled to obtain from the Office-bearers and Committees such information and explanation as may be necessary in the discharge of his/their duties.

53(e) The Balance Sheet duly audited with the Auditor's remarks shall be laid before the Executive body at the Annual General Meeting.

53(f) Accounts and Finance Department shall be mandatorily consulted for the proposal having financial implications.

53(g) Accounts and Finance Department shall maintain a internal control and management information system (MIS) on Debtors, Creditors, Bills pending for approval of management, outstanding statutory dues like TDS, Service Tax, Employees Provident Fund, Cash Flow, Advances pending adjustment etc. and prepare budget for each match in addition to annual budget of the Company.

53(h) Bills to be approved by the Committee formed by the Board of Directors.

53(i) Pending bills are not to be approved by Board of Directors in any event and to be shown as outstanding.

53(j) Bills reimbursable by BCCI shall be separately furnished in meeting of the Board of Directors of the Company.

53(k) The accounts for the utilization of the funds and grants from BCCI and other bodies to be maintained.

X. The following Articles 55 to 59 shall stand inserted after Article 54

55. The Board of Directors shall appoint a full time Chief Executive Officer ("CEO") to ensure that the Company works to its maximum potential and administrative and financial aspects are looked into properly. The CEO would ideally be a person with managerial experience for five years as the MD/CEO of a corporation with an annual turnover of at least Rs. 10 crores. The CEO would be on contract with the Company and have a fixed tenure of five years (unless the contract is terminated by mutual agreement or by a 3 months' notice by either party).
56. The CEO shall be assisted by not more than 6 full-time professionals (Managers) who shall be appointed by the Board of Directors in consultation with the CEO essentially to govern the streams of finance, technical, infrastructure, law, media and human resources. The CEO may however realign or re-allot these streams as he deems fit.
57. The eligibility criteria for the CEO and Managers shall be laid down by the Board of Directors keeping in mind the following guidelines:
- a. Knowledge and familiarity with cricket or other sports;
 - b. Understanding of financial position and fiscal direction of the Company;
 - c. Knowledge of operations of cricket administration and overall policy;
 - d. Clarity on role, division of responsibilities and hierarchy;
 - e. Familiarity with regulatory and legal responsibilities as well as attendant risks;
58. There shall be an appropriate induction process laid down by the Board of Directors for the CEO and the Managers, which shall include a fair and transparent process of appointment.
59. The CEO shall have the following functions on behalf of the Company:
- a. To implement all the Rules and Regulations made by the Governing Body and the Board of Directors in regard to non-cricketing matters;
 - b. To issue guidelines in respect of travel, accommodation, allowances, etc., to be paid to players, support staff and officials participating in matches, other than international matches;
 - c. To lease and manage immovable property of the Company wherever situated, in order to promote the objects of the Company.
 - d. To lay down parameters for the laying of grounds for playing the game and to provide pavilion, canteen and other conveniences and amenities in connection therewith.
 - e. To appoint Team Officials for the State teams which shall compulsorily include qualified coaches, managers, physiotherapists, nutritionists, trainers, analysts, counselors and medics.
 - f. To secure Players' welfare to ensure that the logistics manager will arrange for accommodation and travel, to ensure that tickets given to Players for matches will be on par with those given to the Members, and to also ensure that no expenditures towards the game (baggage handling, injury related, etc.) will be undertaken by the Player, failing which such expenses will be reimbursed to the Player within 30 working days of the requisition being made. Also, to process requests made by Players to make arrangements for the accommodation and travel of their respective wives / partners / family members, wherever permitted.
 - g. To ensure that all measures are adopted to eliminate any form of racial, communal, casteist or other hatred from the game, with stringent action taken against the offenders including the initiation of criminal proceedings.

- h. To produce by itself the Cricket content for telecast of cricket matches and/or ceremonies by hiring or owning equipment and hiring necessary crew, technicians, etc.
- i. To publicize the stadium capacity with compulsory seat numbers.
- j. To provide at stadiums, wholesome and hygienic food and beverages at affordable rates, clean and hygienic restrooms for all genders and for the differently-abled, adequate fire and emergency entries and corridors, sufficient access avenues and wheelchairs for the differently-abled, proper signage, parking and transport facilities as well as efficient security systems.
- k. To arrange and organize the National Championship of India for the Ranji Trophy matches or for University, Schools or other tournaments or for any Exhibition matches between members and / or between the Universities including regulations and bye-laws in respect of travel, accommodation, allowances to be paid to players and officials participating in such matches.
- l. To frame guidelines generally for the convenience and ease of day-to-day management of affairs of the Company.
- m. To prescribe guidelines to lay out or convert any ground into high quality turf wickets at all levels and to provide Pavilions, Canteens, Public Conveniences and other amenities with disabled access and suitable signage, especially to involve more people in the game of cricket and to encourage participation of all sections of society.
- n. To assist the Cricket Committees and facilitate the implementation of their tasks and recommendations.
- o. To collate monthly reports concerning the functioning of the various Committees, to create action plans in advance and upload the same on the website of the Company.
- p. To create a database of all cricketers at all levels, maintain records and statistics, track performances and certify age and identity of participants.
- q. To take steps to create world class infrastructure at DDCA.
- r. To put in place mechanisms to encourage cricketers to play internationally and hone their skills so that a wider talent pool is available to represent the country.
- s. To enter transparently into contracts with third parties and vendors for the purposes of the various Committees of the Company, and to ensure that in all contracts for television and media rights, the interests of the public remain uncompromised, and full, unhindered broadcasts of all deliveries and their replays are shown with the screen offering a full and complete view without advertisement banners or margins, and to restrict commercial time only to the refreshment and other team breaks during and between innings.
- t. To report to the Board of Directors every quarter or as often as required by it on the functioning of the management and the progress made in developing cricket at DDCA.
- u. To consider the reports of the Auditor, to verify whether Full Members are meeting their objectives and to assess whether cricket is being suitably developed and promoted.
- v. To consider all applications for financial aid or any other benevolence to cricketers, Umpires and administrators as per the rules framed by the General Body in this behalf from time to time and recommend the same to the Board of Directors for their approval.
- w. To examine all the expenditure exceeding the Budget and to control such outlays as are required for the proper administration of the Company
- x. To advise the Company regarding investments.
- y. To process requests made for increase in all types of allowances, subventions/ subsidies to be paid to the associated clubs, tariff for Coaching Camps, Coaching Subsidies to the associated clubs, allowances to the players for matches of different Trophies and when playing against foreign sides, both at home and away and to recommend the same to the Board of Directors.

- z. To do all acts and things which are delegated by the Board of Directors to him, and all other functions as are necessary and expedient to carry out the objects of the Company as aforesaid.”

RESOLVED FURTHER THAT the amended draft Articles of Association of the Company have been posted on the website of the Company on June 21, 2017 and are available for inspection by the members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Justice (Retd.) Vikramajit Sen, Administrator of the Company, as appointed by the Hon’ble High Court of Delhi, be and is hereby authorized to take all such steps and actions and give such directions as he may in his absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the members of the Company and to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution.”

ITEM NO. 2

Adoption of re-stated Articles of Association of the Company pursuant to the order of Hon’ble High Court of Delhi dated January 30, 2017 and recommendations made by the Justice Lodha Committee by virtue of the Hon’ble Supreme Court’s judgment pronounced on July 18, 2016

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

“RESOLVED THAT pursuant to the order of Hon’ble High Court of Delhi dated January 30, 2017 and recommendations made by the Justice Lodha Committee by virtue of the Hon’ble Supreme Court’s judgment pronounced on July 18, 2016, the consent of the members of the Company be and is hereby given to alter the Articles of Association of the Company in the following manner, subject to the approval of the Central Government:

“I. In Article 1, the following definitions shall be inserted:

- (d) “AUDITOR” is the auditor of the Company appointed by the Board of Directors at an annual general meeting in accordance with the applicable provisions of the Act;
- (e) “CEO” is the Chief Executive Officer of the Company appointed by the Board of Directors;
- (f) “CONFLICT OF INTEREST” refers to situations where an individual associated with the Company in any capacity acts or omits to act in a manner that brings, or is perceived to bring the interest of the individual in conflict with the interest of the game of cricket and that may give rise to apprehensions of, or actual favouritism, lack of objectivity, bias, benefits (monetary or otherwise) or linkages;
- (g) “ELECTORAL OFFICER” is the person appointed to conduct, supervise and deal with issues concerning elections;
- (h) “ETHICS OFFICER” is the person appointed to administer the Conflict of Interest principles;
- (I) “OFFICE BEARERS” means the President, Vice-President, Secretary, Joint Secretary, and Treasurer;
- (m) “OMBUDSMAN” is the independent grievance redressal authority;
- (n) “PLAYER” is any Cricketer past or present registered with DDCA, BCCI or any of its Members as a player and shall include any person selected in any squad to represent

India in a Test Match, ODI tour match, Twenty/20 or Junior Tournament Match in India or Abroad;

II. The following clause shall be added as Article 14(ii)

14(ii) An Automatic membership shall be granted to former international players, hailing from the State provided they have not opted for membership of other association.

III. In Article 19, "General Secretary" shall be substituted by "Secretary"

IV. The existing Article 23 shall be replaced by the following:

- 23
- (i) No club or Association shall be affiliated, or its affiliation continued, unless it is registered as a society or as a not for profit Company, and which has submitted its duly audited financial statements and annual reports, especially about the amounts received from the Company or other bodies for the promotion and development of the game during the last three financial years. This condition shall be complied within 3 months of the coming into force of the amendment, in respect of all existing affiliated members; failure to comply would result in loss of affiliation.
 - (ii) The correspondence with the existing Affiliated Clubs shall only be addressed to the registered office of the Company.
 - (iii) The existing Clubs, which are registered with the Registrar of Societies/Registrar of Companies and fulfill all statutory compliances, shall only be given affiliation by the Company.
 - (iv) The Board of Directors of the Company shall ensure that the existing Affiliated Clubs provide the details of the disbursement and utilization of finances, which are provided by the Company for the promotion of Cricket to the Affiliated Clubs within thirty days from the end of every financial year to maintain accountability and transparency. The Company shall ensure that details of disbursement and utilization of finances for a preceding financial year are provided to it by affiliated clubs before finances are disbursed by it to such affiliated clubs for the succeeding financial year.
 - (v) The accounts pertaining to the grant provided by the Company to the Affiliated Clubs shall be submitted to the Company.
 - (vi) The Company shall check that the grant has been utilized for the promotion of cricket and should grant affiliation to the Clubs for the next cricketing season only after being satisfied that the grant has been properly utilized for the promotion of Cricket.
 - (vii) The Company shall ensure that no social club is in the management and/or control of the Company.

V. The following Article 23A shall be inserted after Article 23

23A. WORKING COMMITTEES

1. SPORTS WORKING COMMITTEE ("SWC")

- (i) The Board of Directors shall form a Sports Working Committee consisting of 10 members from amongst the following:
 - a) 5 retired men or women international or national / state / Ranji Trophy cricketers of credible repute (the names proposed should be approved by the BCCI)

- b) 2 members elected by Affiliated Clubs
 - c) 2 members of Institutional Clubs.
 - d) 1 senior coach (the name proposed should be approved by the BCCI).
- (ii) The term of the Sports Working Committee will be a minimum of one year, which may be extended to a maximum term of two years by the Board of Directors.

2. TENDERING COMMITTEE:

- (i) The tender team shall comply with the following process in execution of their tasks:
- (a) Procurement of orders be placed by issuing tenders either electronically and/or by means of publication of an advertisement in the daily newspapers.
 - (b) All quotations/tenders sought shall be displayed on the website for perusal by the public and advertised in the newspapers about the tenders floated on website.
 - (c) The lowest bidder would be awarded the tender and would enter into a contract with Company for the same.
 - (d) The successful bidder should be issued a proper purchase order.
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 - (f) Where orders are placed without calling quotations, the reasons for not inviting quotations shall be recorded. A detailed statement for the entire selection criteria of the vendor, basis for decision on rates, whether competitive or not, shall be narrated in details and be put forth in AGM or immediate next EGM.
 - (g) The procedure mentioned in sub clause (d), (e), and (f) should be strictly adhered to also in the event of orders being placed without floating any tenders.
 - (h) The Vendors/Contractors to whom the work is awarded shall disclose by way of an Affidavit whether he is a relative of any member of the Board of Directors of the Company or any of its committees or a member of the Company or any of its affiliated clubs.
 - (i) A register of interests shall be maintained so that the office bearers disclose their interests so as to avoid any conflict of interest.

3. SELECTION COMMITTEE AND THE SELECTION PROCESS

- (i) The Board of Directors shall appoint a three member Selection Committee, for selection of players to represent DDCA in all age groups (men and women), for appointment of coach and Manager of the DDCA team. One person from the Selection Committee will consist of one retired international cricket player. The names of the Selectors shall be approved by BCCI and no selection panel should exceed more than 3 members.
- (ii) The Selection Process adopted by Selection Committee shall be fair and transparent. All selected candidates shall fill a detailed form, which shall also specify their relation, if any, with the office bearers, Board of Directors and Sports Working Committee members or with any person concerned with the

Company. The said disclosure shall be made public and the list of candidates to be considered by the Selection Committee shall also be made public on the website.

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- (iv) The number of complimentary passes issued shall not exceed the following limit:
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- (ix) A proper system of issuance and verification of Accreditation Cards shall be followed to avoid misuse of the generic Accreditation Cards issued to the various authorities.
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- (xiv) In order to bring Ferozshah Kotla Stadium to its erstwhile International standards a permanent maintenance committee comprising of an independent professional person shall be constituted and it shall function regularly.

VI. The following Article shall replace the existing Article 37

37. On a show of hands or on a ballot every Member present in person and entitled to vote shall have one vote, and upon a poll every member present in person shall have one vote. Vote may be given personally only. No proxy voting shall be allowed during the meetings.

VII. The following Article shall replace the existing Article 38

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- (2) The Board of Directors shall consist of office bearers including President, Vice-President, Secretary, Joint Secretary and Treasurer. In addition thereto, there shall be one representative of the players who has played first class cricket in India, a woman representative and a nominee of the Chief Controller of Accounts of the Government of National Capital Territory of Delhi.
- (3) The terms of the Office Bearers shall be of three years, but with a maximum of three such terms regardless of the post held, with a cooling off period after each such term. Every elected member shall stand automatically disqualified after 9 years as an office bearer.
- (4) Notwithstanding anything contained in any provision of these articles, any elected Director of the Company, shall stand automatically disqualified after nine years as an officer bearer (i.e. member of the Board of Directors) and shall also be disqualified from contesting or holding the post of a Director of the Company if he has completed the age of 70 years or is charged under the penal law for an offence involving moral turpitude or is declared to be of unsound mind, or, is a Minister of any State or Central Government of India or any Government servant or holds any post in another sports body in the country.
- (5) The individual/s who stand disqualified in view of Clause 54 above, shall also be disqualified from being representatives/nominees, patrons, advisors ,or members of any committee.

VIII. Articles 39 and 40 shall stand deleted.

IX. Article 46 shall stand amended by mentioning the provisions of Sections 164(1) and 164(2) of the Companies Act, 2014

X. The following clauses shall stand inserted after Article 48(s)

48(t) To adopt Annual Budget of the Company.

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XI. The following clauses shall stand inserted after Article 53(a)

53(b) True accounts shall be kept by the Treasurer of all moneys received and expended by the Company and the matters in respect of which such receipts and expenditure take place and of all assets, credits and liabilities of the Company.

53(c) The financial framework and administration of the Company shall strictly adhere to Financial Manual which shall lay down financial policies and procedures to guide operations and management of money within the Company. The Financial Manual shall contain and define the Controls on financial assets, Exercising Budgetary Control, Control on Human Resources, Control on Physical Assets, and other financial regulations etc.

53(d) The members of the Company at Annual General Meeting shall appoint a an individual or a firm as an Auditor of the Company who shall hold the office from the conclusion of that meeting till the conclusion of sixth annual General Meeting subject to ratification by the members of the Company at each Annual General Meeting. The Auditor(s) of the Company shall have the right of access at all times to the Books of Accounts, Vouchers and any other documents relating to the accounts of the Company and shall be entitled to obtain from the Office-bearers and Committees such information and explanation as may be necessary in the discharge of his/their duties.

53(e) The Balance Sheet duly audited with the Auditor's remarks shall be laid before the Executive body at the Annual General Meeting.

53(f) Accounts and Finance Department shall be mandatorily consulted for the proposal having financial implications.

53(g) Accounts and Finance Department shall maintain a internal control and management information system (MIS) on Debtors, Creditors, Bills pending for approval of management, outstanding statutory dues like TDS, Service Tax, Employees Provident Fund, Cash Flow, Advances pending adjustment etc. and prepare budget for each match in addition to annual budget of the Company.

53(h) Bills to be approved by the Committee formed by the Board of Directors.

53(i) Pending bills are not to be approved by Board of Directors in any event and to be shown as outstanding.

53(j) Bills reimbursable by BCCI shall be separately furnished in meeting of the Board of Directors of the Company.

53(k) The accounts for the utilization of the funds and grants from BCCI and other bodies to be maintained.

XII. The following Articles 55 to 64 shall stand inserted after Article 54

55. The Board of Directors shall appoint a full time Chief Executive Officer ("CEO") to

ensure that the Company works to its maximum potential and administrative and financial aspects are looked into properly. The CEO would ideally be a person with managerial experience for five years as the MD/CEO of a corporation with an annual turnover of at least Rs. 10 crores. The CEO would be on contract with the Company and have a fixed tenure of five years (unless the contract is terminated by mutual agreement or by a 3 months' notice by either party).

56. The CEO shall be assisted by not more than 6 full-time professionals (Managers) who shall be appointed by the Board of Directors in consultation with the CEO essentially to govern the streams of finance, technical, infrastructure, law, media and human resources. The CEO may however realign or re-allot these streams as he deems fit.
57. The eligibility criteria for the CEO and Managers shall be laid down by the Board of Directors keeping in mind the following guidelines:
 - aa. Knowledge and familiarity with cricket or other sports;
 - bb. Understanding of financial position and fiscal direction of the Company;
 - cc. Knowledge of operations of cricket administration and overall policy;
 - dd. Clarity on role, division of responsibilities and hierarchy;
 - ee. Familiarity with regulatory and legal responsibilities as well as attendant risks;
58. There shall be an appropriate induction process laid down by the Board of Directors for the CEO and the Managers, which shall include a fair and transparent process of appointment.
59. The CEO shall have the following functions on behalf of the Company:
 - a. To implement all the Rules and Regulations made by the Governing Body and the Board of Directors in regard to non-cricketing matters;
 - b. To issue guidelines in respect of travel, accommodation, allowances, etc., to be paid to players, support staff and officials participating in matches, other than international matches;
 - c. To lease and manage immovable property of the Company wherever situated, in order to promote the objects of the Company.
 - d. To lay down parameters for the laying of grounds for playing the game and to provide pavilion, canteen and other conveniences and amenities in connection therewith.
 - e. To appoint Team Officials for the State teams which shall compulsorily include qualified coaches, managers, physiotherapists, nutritionists, trainers, analysts, counselors and medics.
 - f. To secure Players' welfare to ensure that the logistics manager will arrange for accommodation and travel, to ensure that tickets given to Players for matches will be on par with those given to the Members, and to also ensure that no expenditures towards the game (baggage handling, injury related, etc.) will be undertaken by the Player, failing which such expenses will be reimbursed to the Player within 30 working days of the requisition being made. Also, to process requests made by Players to make arrangements for the accommodation and travel of their respective wives / partners / family members, wherever permitted.
 - g. To ensure that all measures are adopted to eliminate any form of racial, communal, casteist or other hatred from the game, with stringent action taken against the offenders including the initiation of criminal proceedings.
 - h. To produce by itself the Cricket content for telecast of cricket matches and/or ceremonies by hiring or owning equipment and hiring necessary crew, technicians, etc.
 - i. To publicize the stadium capacity with compulsory seat numbers.
 - j. To provide at stadiums, wholesome and hygienic food and beverages at affordable rates, clean and hygienic restrooms for all genders and for the

- differently-abled, adequate fire and emergency entries and corridors, sufficient access avenues and wheelchairs for the differently-abled, proper signage, parking and transport facilities as well as efficient security systems.
- k. To arrange and organize the National Championship of India for the Ranji Trophy matches or for University, Schools or other tournaments or for any Exhibition matches between members and / or between the Universities including regulations and bye-laws in respect of travel, accommodation, allowances to be paid to players and officials participating in such matches.
 - l. To frame guidelines generally for the convenience and ease of day-to-day management of affairs of the Company.
 - m. To prescribe guidelines to lay out or convert any ground into high quality turf wickets at all levels and to provide Pavilions, Canteens, Public Conveniences and other amenities with disabled access and suitable signage, especially to involve more people in the game of cricket and to encourage participation of all sections of society.
 - n. To assist the Cricket Committees and facilitate the implementation of their tasks and recommendations.
 - o. To collate monthly reports concerning the functioning of the various Committees, to create action plans in advance and upload the same on the website of the Company.
 - p. To create a database of all cricketers at all levels, maintain records and statistics, track performances and certify age and identity of participants.
 - q. To take steps to create world class infrastructure at DDCA.
 - r. To put in place mechanisms to encourage cricketers to play internationally and hone their skills so that a wider talent pool is available to represent the country.
 - s. To enter transparently into contracts with third parties and vendors for the purposes of the various Committees of the Company, and to ensure that in all contracts for television and media rights, the interests of the public remain uncompromised, and full, unhindered broadcasts of all deliveries and their replays are shown with the screen offering a full and complete view without advertisement banners or margins, and to restrict commercial time only to the refreshment and other team breaks during and between innings.
 - t. To report to the Board of Directors every quarter or as often as required by it on the functioning of the management and the progress made in developing cricket at DDCA.
 - u. To consider the reports of the Auditor, to verify whether Full Members are meeting their objectives and to assess whether cricket is being suitably developed and promoted.
 - v. To consider all applications for financial aid or any other benevolence to cricketers, Umpires and administrators as per the rules framed by the General Body in this behalf from time to time and recommend the same to the Board of Directors for their approval.
 - w. To examine all the expenditure exceeding the Budget and to control such outlays as are required for the proper administration of the Company
 - x. To advise the Company regarding investments.
 - y. To process requests made for increase in all types of allowances, subventions/ subsidies to be paid to the associated clubs, tariff for Coaching Camps, Coaching Subsidies to the associated clubs, allowances to the players for matches of different Trophies and when playing against foreign sides, both at home and away and to recommend the same to the Board of Directors.
 - z. To do all acts and things which are delegated by the Board of Directors to him, and all other functions as are necessary and expedient to carry out the objects of the Company as aforesaid.

60. DISPUTE RESOLUTION AND CONFLICT OF INTEREST:

A Conflict Of Interest may take any of the following forms as far as any individual

associated with the Company is concerned:

- (i) Direct or Indirect Interest: When the Company, a Member, the IPL or a Franchisee enter into contractual arrangements with entities in which the individual concerned or his/her relative, partner or close associate has an interest. This is to include cases where family members, partners or close associates are in positions that may, or may be seen to compromise an individual's participation, performance and discharge of roles.
- (ii) Roles compromised: When the individual holds two separate or distinct posts or positions under the Company, a Member, the IPL or the Franchisee, the functions of which would require the one to be beholden to the other, or in opposition thereof.
- (iii) Commercial conflicts: When the individual enters into endorsement contracts or other professional engagements with third parties, the discharge of which would compromise the individual's primary obligation to the game or allow for a perception that the purity of the game stands compromised.
- (iv) Prior relationship: When the individual has a direct or indirect independent commercial engagement with a vendor or service provider in the past, which is now to be engaged by or on behalf of the DDCA, its Members, the IPL or the Franchisee.
- (v) Position of influence: When the individual occupies a post that calls for decisions of governance, management or selection to be made, and where a friend, relative or close affiliate is in the zone of consideration or subject to such decision-making, control or management. Also, when the individual holds any stake, voting rights or power to influence the decisions of a franchisee / club / team that participates in the commercial league(s) under DDCA;
- (vi) Within a period of 15 days of taking any office under the Company, every individual shall disclose in writing to the Board of Directors any existing or potential event that may be deemed to cause a Conflict of Interest, and the same shall be uploaded on the website of the Company. The failure to issue a complete disclosure, or any partial or total suppression thereof would render the individual open to disciplinary action which may include termination and removal without benefits. It is clarified that a declaration does not lead to a presumption that in fact a questionable situation exists, but is merely for information and transparency.
- (vii) A Conflict of Interest may be either Tractable or Intractable.
 - a. Tractable conflicts are those that are resolvable or permissible or excusable through recusal of the individual concerned and/or with full disclosure of the interest involved;
 - b. Intractable conflicts are those that cannot be resolved through disclosure and recusal, and would necessitate the removal of the individual from a post or position occupied so that the conflict can cease to exist;
- (viii) It is clarified that no individual may occupy more than one of the following posts at a single point of time except where prescribed under these Rules:
 - a. Player (Current)
 - b. Selector / Member of Cricket Committee
 - c. Team Official
 - d. Commentator
 - e. Match Official
 - f. Administrator / Office-Bearer

- g. Electoral Officer
- h. Ombudsman & Ethics Officer
- i. Auditor
- j. Any person who is in governance, management or employment of a Franchisee
- k. Member of a Standing Committee
- l. CEO & Managers
- m. Office Bearer of a Member
- n. Service Provider (Legal, Financial etc.)
- o. Contractual entity (Broadcast, Security, Contractor, etc.)
- p. Owner of a Cricket Academy

61. ETHICS OFFICER

The Board of Directors shall appoint an Ethics officer for monitoring the adherence to the principles governing avoidance of conflict of interest. The Ethics Officer shall have power inter-alia of laying down additional guidelines and bye laws on ethics, initiation of investigation or adjudicatory proceedings and awards of warning fines and reprimands, suspension or other actions as may be recommended by him to the Company.

62. OMBUDSMAN

- (i) The Board of Directors shall appoint an Ombudsman who shall be a retired Judge of Supreme Court Of India) or a former Chief Justice of High Court for the resolution of disputes existing within the Company, arising due to gross mismanagement. The Ombudsman shall be appointed once a year in AGM to investigate any complaint received her him/her or suo-moto and to resolve any dispute between the Company, any of the entities, or among themselves by following the principles of natural justice, production of evidence and fair hearing. The types of Disputes that form the Ombudsman ambit are as under:
 - a. Member, Association & Franchisee Disputes
 - b. Detriment caused by Member or Administrator by an act of indiscipline to misconduct which is detrimental to the interest of the Company and game of cricket
 - c. Misconduct or breach by any player, umpire, Team official, Selector or any other person associated with the Company.
 - d. By the Public against the Company: Where a member of the public is aggrieved concerning ticketing and access and facilities at stadia, the same may be brought in the form of a complaint to the Ombudsman.
- (ii) The Place of hearing shall be decided by the Ombudsman from time to time. The Ombudsman shall have the power to impose penalties as provided in the Regulations for Players, Team Officials, Administrators, Managers and Match Officials of the Company.
 - a. The decision of the Ombudsman shall be final and binding and shall come into force forthwith on being pronounced and delivered.
 - b. Any Administrator, Player, Match Official, Team Official, Selector or other individual associated with the Company on being found guilty and expelled by the Board shall forfeit all their rights and privileges. He or she shall not in future be entitled to hold any position or office or be admitted in any committee or any role on the Company.
 - c. A Member or Franchise once expelled, may, on application made after expiry of three years since expulsion, be readmitted by the Board, provided the same is accepted at a General Meeting of the Company by 3/4th members present and

voting.

- d. Pending inquiry and proceeding into complaints or charges of misconduct or any act of indiscipline or violation of any Rules and Regulations, the concerned Member, Administrator, Player, Match Official, Team Official, or other individual associated with the Company (along with their respective privileges and benefits) may be suspended by the Board of Directors until final adjudication. However, the said adjudication ought to be completed within six months, failing which the suspension shall cease.

63. ELECTORAL OFFICER

- a. Fair and transparent elections shall be conducted by the way of secret balloting.
- b. The Board of Directors shall appoint an Electoral Officer for conducting elections of the Committee to ensure competence and to distance the entity from suspicion or bias. For the purpose, a former State Election Commissioner shall be appointed as Electoral Officer.
- c. In case of any dispute or objection as to candidacy, disqualification, eligibility to vote or admission or rejection of vote, the Electoral Officer shall decide the same and such decision shall be final and conclusive.

64. WEBSITE

The website of the Company should be properly maintained and updated at least on a quarterly basis. The website must carry following minimum details:

- i. The Constitution, Memorandum of Association and Rules & Regulations, Bye-Laws and Office Orders and directions that govern the functioning of the Company, its Committees, the Ombudsman and the Ethics Officer.
- ii. The list of Members of the Company as well as those who are defaulters.
- iii. The annual accounts & audited balance sheets and head-wise income and expenditure details.
- iv. Details of male, female and differently abled players representing the State at all age groups with their names, ages and detailed playing statistics.
- v. Advertisements and invitations for tenders when the Company is seeking supply of any goods or services (exceeding a minimum prescribed value), or notices regarding recruitment, as also the detailed process for awarding such contracts or making such recruitments.
- vi. Details of all goals and milestones for developing cricket in the State along with timelines and the measures undertaken to achieve each of them.
- vii. Details of all office bearers and other managerial staff (including CEO, COO, CFO, if any etc.)
- viii. Details of directives from the BCCI and their compliance.
- ix. Details of the tenders floated by the Company.

All the above information will have to be maintained at the registered office of the Company and when sought, the same shall be shared with the applicant on the payment of a reasonable fee, as may be prescribed by the Company."

RESOLVED FURTHER THAT the amended draft Articles of Association of the Company have been posted on the website of the Company on June 21, 2017 and are available for inspection by the members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Justice (Retd.) Vikramajit Sen, Administrator of the Company, as appointed by the Hon'ble High Court of Delhi, be and is hereby authorized to take all such steps and actions and give such directions

as he may in his absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the members of the Company and to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution."

ITEM NO. 3

Adoption of re-stated Articles of Association of the Company pursuant to the order of Hon'ble High Court of Delhi dated January 30, 2017, recommendations made by the Justice Lodha Committee by virtue of the Hon'ble Supreme Court's judgment pronounced on July 18, 2016 and the applicable provisions of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the order of Hon'ble High Court of Delhi dated January 30, 2017, recommendations made by the Justice Lodha Committee by virtue of the Hon'ble Supreme Court's judgment pronounced on July 18, 2016 and the applicable provisions of the Companies Act, 2013, the consent of the members of the Company be and is hereby given to alter the Articles of Association of the Company in the following manner, subject to the approval of the Central Government:

I. In Article 1, the following definitions shall be inserted:

- (d) "AUDITOR" is the auditor of the Company appointed by the Board of Directors at an annual general meeting in accordance with the applicable provisions of the Act;
- (e) "CEO" is the Chief Executive Officer of the Company appointed by the Board of Directors;
- (f) "CONFLICT OF INTEREST" refers to situations where an individual associated with the Company in any capacity acts or omits to act in a manner that brings, or is perceived to bring the interest of the individual in conflict with the interest of the game of cricket and that may give rise to apprehensions of, or actual favouritism, lack of objectivity, bias, benefits (monetary or otherwise) or linkages;
- (g) "ELECTORAL OFFICER" is the person appointed to conduct, supervise and deal with issues concerning elections;
- (h) "ETHICS OFFICER" is the person appointed to administer the Conflict of Interest principles;
- (I) "OFFICE BEARERS" means the President, Vice-President, Secretary, Joint Secretary, and Treasurer;
- (m) "OMBUDSMAN" is the independent grievance redressal authority;
- (n) "PLAYER" is any Cricketer past or present registered with DDCA, BCCI or any of its Members as a player and shall include any person selected in any squad to represent India in a Test Match, ODI tour match, Twenty/20 or Junior Tournament Match in India or Abroad;

II. The following clause shall be added as Article 14(ii)

- 14(ii) An Automatic membership shall be granted to former international players, hailing from the State provided they have not opted for membership of other association.

III. In Article 19, "General Secretary" shall be substituted by "Secretary"

IV. The existing Article 23 shall be replaced by the following:

- 23(i) No club or Association shall be affiliated, or its affiliation continued, unless it is registered as a society or as a not for profit Company, and which has submitted its duly audited financial statements and annual reports, especially about the amounts received from the Company or other bodies for the promotion and development of the game during the last three financial years. This condition shall be complied within 3 months of the coming into force of the amendment, in respect of all existing affiliated members; failure to comply would result in loss of affiliation.
- (ii) The correspondence with the existing Affiliated Clubs shall only be addressed to the registered office of the Company.
- (iii) The existing Clubs, which are registered with the Registrar of Societies/Registrar of Companies and fulfill all statutory compliances, shall only be given affiliation by the Company.
- (iv) The Board of Directors of the Company shall ensure that the existing Affiliated Clubs provide the details of the disbursement and utilization of finances, which are provided by the Company for the promotion of Cricket to the Affiliated Clubs within thirty days from the end of every financial year to maintain accountability and transparency. The Company shall ensure that details of disbursement and utilization of finances for a preceding financial year are provided to it by affiliated clubs before finances are disbursed by it to such affiliated clubs for the succeeding financial year.
- (v) The accounts pertaining to the grant provided by the Company to the Affiliated Clubs shall be submitted to the Company.
- (vi) The Company shall check that the grant has been utilized for the promotion of cricket and should grant affiliation to the Clubs for the next cricketing season only after being satisfied that the grant has been properly utilized for the promotion of Cricket.
- (vii) The Company shall ensure that no social club is in the management and/or control of the Company.

V. The following Article 23A shall be inserted after Article 23.

23A. WORKING COMMITTEES

1. SPORTS WORKING COMMITTEE ("SWC")

- (i) The Board of Directors shall form a Sports Working Committee consisting of 10 members from amongst the following:
- a) 5 retired men or women international or national / state / Ranji Trophy cricketers of credible repute (the names proposed should be approved by the BCCI)
- b) 2 members elected by Affiliated Clubs
- c) 2 members of Institutional Clubs.
- d) 1 senior coach (the name proposed should be approved by the BCCI).
- (ii) The term of the Sports Working Committee will be a minimum of one year, which may be extended to a maximum term of two years by the Board of Directors.

2. TENDERING COMMITTEE:

- (i) The tender team shall comply with the following process in execution of their tasks:

- (a) Procurement of orders be placed by issuing tenders either electronically and/or by means of publication of an advertisement in the daily newspapers.
 - (b) All quotations/tenders sought shall be displayed on the website for perusal by the public and advertised in the newspapers about the tenders floated on website.
 - (c) The lowest bidder would be awarded the tender and would enter into a contract with Company for the same.
 - (d) The successful bidder should be issued a proper purchase order.
 - (e) Payments should be made only against invoices after proper verification of the work and certification in favour of vendor.
 - (f) Where orders are placed without calling quotations, the reasons for not inviting quotations shall be recorded. A detailed statement for the entire selection criteria of the vendor, basis for decision on rates, whether competitive or not, shall be narrated in details and be put forth in AGM or immediate next EGM.
 - (g) The procedure mentioned in sub clause (d), (e), and (f) should be strictly adhered to also in the event of orders being placed without floating any tenders.
- (ii) The Vendors/Contractors to whom the work is awarded shall disclose by way of an Affidavit whether he is a relative of any member of the Board of Directors of the Company or any of its committees or a member of the Company or any of its affiliated clubs.
 - (iii) A register of interests shall be maintained so that the office bearers disclose their interests so as to avoid any conflict of interest.

3. SELECTION COMMITTEE AND THE SELECTION PROCESS

- (i) The Board of Directors shall appoint a three member Selection Committee, for selection of players to represent DDCA in all age groups (men and women), for appointment of coach and Manager of the DDCA team. One person from the Selection Committee will consist of one retired international cricket player. The names of the Selectors shall be approved by BCCI and no selection panel should exceed more than 3 members.
- (ii) The Selection Process adopted by Selection Committee shall be fair and transparent. All selected candidates shall fill a detailed form, which shall also specify their relation, if any, with the office bearers, Board of Directors and Sports Working Committee members or with any person concerned with the Company. The said disclosure shall be made public and the list of candidates to be considered by the Selection Committee shall also be made public on the website.
- (iii) The Coaches or any other person sought to be appointed by the Company shall enter into formal contract before their appointment. Their remuneration should be fixed by the Board of Directors prior to their appointment.

4. TICKETING & ACCREDITATION:

- (i) Maximum number of tickets ought to be put on sale for the benefit of the spectators and the Company's finances.
- (ii) Every ticket should have a seat number assigned to ensure comfort and assured seat for the spectators.
- (iii) The Complimentary passes for the office bearers, Directors, SWC, Women Committee Members, various authorities, players, coaches and affiliated clubs and passes for the members should only be assigned in West Stand Fourth Floor, Hill Band West Stand Ground Floor of the Stadium.
- (iv) The number of complimentary passes issued shall not exceed the following limit:
 - a) Directors – a maximum of 10 passes for each Director
 - b) SWC- 4 per person per match
 - c) Patrons- 4 per person per match
 - d) Various Authorities - Shall not exceed 1000 per match.
 - e) Current & Former International Players (Men &Women) – 2 per person per match
 - f) Current & Former National Players (Ranji Men &Women) – 1 per person per match
 - g) Present Players (Men &Women of all age categories) - 1 per person per match
 - h) Senior Coaches (List to be approved by a committee consisting of 3 international players from Delhi) – 2 per person per match
 - i) Affiliated Clubs-1 per club per match
- (v) One pass (Members Pass) should be issued to each member of the Company. If any member is found to have sold any complimentary ticket, action will be taken against such member of the Company after following due process.
- (vi) The complimentary passes of the authorities should only be handed over to the nodal officer appointed by that particular Authority.
- (vii) The Board of Directors, Sports Working Committee members, patrons and employees should be issued only one Accreditation Card for themselves. No request for any additional Accreditation Card shall be entertained.
- (vii) People involved in cricket operations should only be given Accreditation Cards after getting prior approval of the Board of Directors as they get access to various sensitive areas which are restricted by the Company.
- (viii) A proper system of issuance and verification of Accreditation Cards shall be followed to avoid misuse of the generic Accreditation Cards issued to the various authorities.
- (ix) The office Bearers of the Company shall not promote the culture of watching the match at Ferozshah Kotla Ground or any other ground with complimentary passes and shall stop entertaining the requests for any complimentary passes.
- (x) Details regarding the distribution of discretionary quota of Complementary passes and Accreditation Cards shall be furnished to the Board of Directors.
- (xi) All records of distribution of Complimentary Passes and Accreditation Cards shall be maintained by the Company and posted on the website of the Company after every match. All information pertaining to Tendering, issuance of Contracts/ Work Orders shall also be made public and posted on the website of the Company.

(xii) All financial and other documents relating to the matches, selection and the functioning of the Company (Minutes of Meetings) shall be posted on the Website by the Company, since it performs public functions and such disclosure will not only ensure transparency but also enhance the reputation of the Company and its office bearers in the eyes of its members and general public

(xiii) In order to bring Ferozshah Kotla Stadium to its erstwhile International standards a permanent maintenance committee comprising of an independent professional person shall be constituted and it shall function regularly.

VI. The following Article shall be added as Article 25(i)

25. (i) Annual General Meeting ("AGM"): The Company shall mandatorily hold with respect to every financial year, in addition to other meetings, a general meeting as an Annual General meeting and specify the meeting as such in the notices calling it. Not more than fifteen months should elapse between two (2) Annual General Meetings of the Company.

VII. The following Article shall replace the existing Article 28

28. A notice of at least fourteen (14) days shall be given for a General Meeting, specifying the place, the day and the hour of General Meeting and in the case of special business, the general nature of such business accompanied by an explanatory statement under section 102 of the Act, shall be given to the persons mentioned below:

- (i) every member of the Company, legal representative of any deceased member or the assignee of an insolvent member;
- (ii) the Auditor or Auditors of the Company; and

Provided that the accidental omission to give such notice to or the non-receipt of such notice by any Member shall not invalidate any resolution passed or proceedings held at any such General Meeting.

VIII. The following Articles 36A and 36B shall be inserted after Article 36

36A. The following business shall be transacted at every Annual General Meeting of the Company:

- (a) Adoption of the Report of the Secretary for the year under review;
- (b) Adoption of the Treasurer's Report and the audited accounts for the year under review;
- (c) Appointment of Auditor or Auditors for the year and fix their remuneration;
- (d) Appointment of the Ombudsman and Ethics Officer;
- (e) Consideration of the Report and recommendations of the Board of Directors, the CEO and the Committees and to propose policy directions to the Board of Directors;
- (f) Consideration of the Report and recommendations of the Board of Directors and to propose policy directions to the Executive Body;
- (g) Consideration of any amendments to the Rules and Regulations of the Company, as proposed by a Full Member shall not be considered unless the proposals for amendments are received by the Secretary of the Board of Directors atleast 60 days prior to the date of the Annual General Meeting;
- (h) Consideration of the Reports of the Ombudsman and Ethics Officer and any recommendations made therein;
- (i) Consideration of any motion, notice whereof is given by a Full Member to the Secretary fourteen days before the meeting. (Such a motion shall be circulated in advance to all members);

- (j) To appoint the DDCA or its representatives to BCCI and;
 - (k) Consideration of any other business, which the President may consider necessary to be included in the agenda.
- 36B.
- (i) The proceedings of every meeting (including Extra-ordinary General Meeting, Meeting of Board of Directors, and Meeting of Each Committee etc.) and every resolution passed shall be recorded in the Minutes book as per the Companies Act, 2013.
 - (ii) The minutes of proceedings of each meeting shall be entered in the books maintained for that purpose along with the date, type of meeting, venue of meeting and conclusion of meeting of such entry within thirty days from the conclusion of meeting. It shall record the name of the Directors and the members personally present.
 - (iii) Each page of the minutes of meeting shall be initialled or signed and the last page of the proceeding of each meeting shall be dated and signed by the chairman of the meeting. Minutes once signed by the chairman, shall not be altered.
 - (iv) The Minutes book shall be kept at the registered office of the Company and shall be preserved permanently and kept in the custody of the Company secretary or any other Director as approved by the Board. The Minutes for Annual General Meetings and Extra-ordinary General Meetings shall be available for inspection by the members of the Company on any working day during business hours.
 - (v) The Minutes shall mention the brief background of all proposals, summary of deliberations thereof, in case of major decisions, the rationale thereof. The minutes shall contain a fair and correct summary of proceedings of the meeting. Minutes shall be written in third person and past tense. Resolutions however, should be in present tense. Minutes should be exact transcript of the proceedings at the meeting.
 - (vi) Within 15 days from the date of conclusion of the Meeting, the draft Minutes thereof shall be circulated to all the Directors of the Board or the Committee by hand or by speed post or courier or email etc. for their comments on the draft minutes within seven days from the date of circulation thereof, so that the minutes are entered in the Minutes Book within the specified time of thirty days. Minutes once entered into minutes book shall not be altered except for the express approval of the board at its subsequent meeting in which such meetings are sought to be altered.
 - (vii) A copy of the signed minutes certified by the Company Secretary or where there is no Company secretary, by any Director authorised by the Board, shall be circulated to all Directors within fifteen days after these are signed by the Chairman.
 - (viii) The Directors, Company Secretary, the Statutory Auditor, Internal Auditor of the Company, could inspect the minutes of the meetings.
 - (ix) Minutes of meeting shall be preserved permanently in good order, physical form or in electronic form for as long as they remain current for eight financial years, whichever is later.

IX. The following Article shall replace the existing Article 37

37. On a show of hands or on a ballot every Member present in person and entitled to vote shall have one vote, and upon a poll every member present in person shall have one

vote. Vote may be given personally only. No proxy voting shall be allowed during the meetings.

X. The following Article shall replace the existing Article 38

38. (1) The Directors of the Company shall be elected by its members in a General Meeting.
- (2) The Board of Directors shall consist of office bearers including President, Vice-President, Secretary, Joint Secretary and Treasurer. In addition thereto, there shall be one representative of the players who has played first class cricket in India, a woman representative and a nominee of the Chief Controller of Accounts of the Government of National Capital Territory of Delhi.
- (3) The terms of the Office Bearers shall be of three years, but with a maximum of three such terms regardless of the post held, with a cooling off period after each such term. Every elected member shall stand automatically disqualified after 9 years as an office bearer.
- (4) Notwithstanding anything contained in any provision of these articles, any elected Director of the Company, shall stand automatically disqualified after nine years as an officer bearer (i.e. member of the Board of Directors) and shall also be disqualified from contesting or holding the post of a Director of the Company if he has completed the age of 70 years or is charged under the penal law for an offence involving moral turpitude or is declared to be of unsound mind, or, is a Minister of any State or Central Government of India or any Government servant or holds any post in another sports body in the country.
- (5) The individual/s who stand disqualified in view of Clause 54 above, shall also be disqualified from being representatives/nominees, patrons, advisors ,or members of any committee.

XI. Articles 39 and 40 shall stand deleted.

XII. The following shall be added to Article 43.

The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it think fit.

XIII. Article 46 shall stand amended by mentioning the provisions of Sections 164(1) and 164(2) of the Companies Act, 2014.

XIV. The following Articles 46A shall be inserted after Article 46.

- 46A. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes of the members present and in case of equality of votes, the chairperson shall have a second or casting vote.
- (ii) All acts done by any meeting of the Board of Directors thereof or by any person acting as a Director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director.
- (iii) Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board of Directors thereof, for the time being entitled

to receive notice of a meeting of the Committee, shall be as valid and effective as if it had been passed at a meeting of the Committee, duly convened and held.

XV. The following clauses shall stand inserted after Article 48(s).

48(t) To adopt Annual Budget of the Company.

48(u) The Board of Directors shall have the powers to appoint from time to time a Working Committee(s) which will exercise such powers as are delegated to them by the Board of Directors.

XVI. The following Articles shall replace the existing Articles 49, 50 and 51.

49. Subject to provisions of the Act, a notice given personally or sent by speed post or registered post to the address of a member as entered in the Register of Members of the Company or through electronic mode shall be deemed to have been duly delivered and received.

50. A notice posted at the registered office of the Company or on website of the Company shall be deemed to be well served on any member, who has not a registered place of address in India, at the expiration of twenty-four hours after it is so posted.

51. A certificate by the Secretary/ or Treasurer, presenting on website of the Company or posting up at the Registered office of any notice, bill or other communication shall be conclusive evidence of the service on or presentation to any member of such notice, bill or other communication.

XVII. The following clauses shall stand inserted after Article 53(a)

53(b) True accounts shall be kept by the Treasurer of all moneys received and expended by the Company and the matters in respect of which such receipts and expenditure take place and of all assets, credits and liabilities of the Company.

53(c) The financial framework and administration of the Company shall strictly adhere to Financial Manual which shall lay down financial policies and procedures to guide operations and management of money within the Company. The Financial Manual shall contain and define the Controls on financial assets, Exercising Budgetary Control, Control on Human Resources, Control on Physical Assets, and other financial regulations etc.

53(d) The members of the Company at Annual General Meeting shall appoint a an individual or a firm as an Auditor of the Company who shall hold the office from the conclusion of that meeting till the conclusion of sixth annual General Meeting subject to ratification by the members of the Company at each Annual General Meeting. The Auditor(s) of the Company shall have the right of access at all times to the Books of Accounts, Vouchers and any other documents relating to the accounts of the Company and shall be entitled to obtain from the Office-bearers and Committees such information and explanation as may be necessary in the discharge of his/their duties.

53(e) The Balance Sheet duly audited with the Auditor's remarks shall be laid before the Executive body at the Annual General Meeting.

53(f) Accounts and Finance Department shall be mandatorily consulted for the proposal having financial implications.

53(g) Accounts and Finance Department shall maintain a internal control and management information system (MIS) on Debtors, Creditors, Bills pending for

approval of management, outstanding statutory dues like TDS, Service Tax, Employees Provident Fund, Cash Flow, Advances pending adjustment etc. and prepare budget for each match in addition to annual budget of the Company.

- 53(h) Bills to be approved by the Committee formed by the Board of Directors.
- 53(i) Pending bills are not to be approved by Board of Directors in any event and to be shown as outstanding.
- 53(j) Bills reimbursable by BCCI shall be separately furnished in meeting of the Board of Directors of the Company.
- 53(k) The accounts for the utilization of the funds and grants from BCCI and other bodies to be maintained.

XVIII. The following Articles 55 to 64 shall stand inserted after Article 54

- 55. The Board of Directors shall appoint a full time Chief Executive Officer ("CEO") to ensure that the Company works to its maximum potential and administrative and financial aspects are looked into properly. The CEO would ideally be a person with managerial experience for five years as the MD/CEO of a corporation with an annual turnover of at least Rs. 10 crores. The CEO would be on contract with the Company and have a fixed tenure of five years (unless the contract is terminated by mutual agreement or by a 3 months' notice by either party).
- 56. The CEO shall be assisted by not more than 6 full-time professionals (Managers) who shall be appointed by the Board of Directors in consultation with the CEO essentially to govern the streams of finance, technical, infrastructure, law, media and human resources. The CEO may however realign or re-allot these streams as he deems fit.
- 57. The eligibility criteria for the CEO and Managers shall be laid down by the Board of Directors keeping in mind the following guidelines:
 - a. Knowledge and familiarity with cricket or other sports;
 - b. Understanding of financial position and fiscal direction of the Company;
 - c. Knowledge of operations of cricket administration and overall policy;
 - d. Clarity on role, division of responsibilities and hierarchy;
 - e. Familiarity with regulatory and legal responsibilities as well as attendant risks;
- 58. There shall be an appropriate induction process laid down by the Board of Directors for the CEO and the Managers, which shall include a fair and transparent process of appointment.
- 59. The CEO shall have the following functions on behalf of the Company:
 - a. To implement all the Rules and Regulations made by the Governing Body and the Board of Directors in regard to non-cricketing matters;
 - b. To issue guidelines in respect of travel, accommodation, allowances, etc., to be paid to players, support staff and officials participating in matches, other than international matches;
 - c. To lease and manage immovable property of the Company wherever situated, in order to promote the objects of the Company.
 - d. To lay down parameters for the laying of grounds for playing the game and to provide pavilion, canteen and other conveniences and amenities in connection therewith.
 - e. To appoint Team Officials for the State teams which shall compulsorily include qualified coaches, managers, physiotherapists, nutritionists, trainers, analysts, counselors and medics.

- f. To secure Players' welfare to ensure that the logistics manager will arrange for accommodation and travel, to ensure that tickets given to Players for matches will be on par with those given to the Members, and to also ensure that no expenditures towards the game (baggage handling, injury related, etc.) will be undertaken by the Player, failing which such expenses will be reimbursed to the Player within 30 working days of the requisition being made. Also, to process requests made by Players to make arrangements for the accommodation and travel of their respective wives / partners / family members, wherever permitted.
- g. To ensure that all measures are adopted to eliminate any form of racial, communal, casteist or other hatred from the game, with stringent action taken against the offenders including the initiation of criminal proceedings.
- h. To produce by itself the Cricket content for telecast of cricket matches and/or ceremonies by hiring or owning equipment and hiring necessary crew, technicians, etc.
- i. To publicize the stadium capacity with compulsory seat numbers.
- j. To provide at stadiums, wholesome and hygienic food and beverages at affordable rates, clean and hygienic restrooms for all genders and for the differently-abled, adequate fire and emergency entries and corridors, sufficient access avenues and wheelchairs for the differently-abled, proper signage, parking and transport facilities as well as efficient security systems.
- k. To arrange and organize the National Championship of India for the Ranji Trophy matches or for University, Schools or other tournaments or for any Exhibition matches between members and / or between the Universities including regulations and bye-laws in respect of travel, accommodation, allowances to be paid to players and officials participating in such matches.
- l. To frame guidelines generally for the convenience and ease of day-to-day management of affairs of the Company.
- m. To prescribe guidelines to lay out or convert any ground into high quality turf wickets at all levels and to provide Pavilions, Canteens, Public Conveniences and other amenities with disabled access and suitable signage, especially to involve more people in the game of cricket and to encourage participation of all sections of society.
- n. To assist the Cricket Committees and facilitate the implementation of their tasks and recommendations.
- o. To collate monthly reports concerning the functioning of the various Committees, to create action plans in advance and upload the same on the website of the Company.
- p. To create a database of all cricketers at all levels, maintain records and statistics, track performances and certify age and identity of participants.
- q. To take steps to create world class infrastructure at DDCA.
- r. To put in place mechanisms to encourage cricketers to play internationally and hone their skills so that a wider talent pool is available to represent the country.
- s. To enter transparently into contracts with third parties and vendors for the purposes of the various Committees of the Company, and to ensure that in all contracts for television and media rights, the interests of the public remain uncompromised, and full, unhindered broadcasts of all deliveries and their replays are shown with the screen offering a full and complete view without advertisement banners or margins, and to restrict commercial time only to the refreshment and other team breaks during and between innings.
- t. To report to the Board of Directors every quarter or as often as required by it on the functioning of the management and the progress made in developing cricket at DDCA.
- u. To consider the reports of the Auditor, to verify whether Full Members are meeting their objectives and to assess whether cricket is being suitably developed and promoted.
- v. To consider all applications for financial aid or any other benevolence to cricketers, Umpires and administrators as per the rules framed by the

General Body in this behalf from time to time and recommend the same to the Board of Directors for their approval.

- w. To examine all the expenditure exceeding the Budget and to control such outlays as are required for the proper administration of the Company
- x. To advise the Company regarding investments.
- y. To process requests made for increase in all types of allowances, subventions/ subsidies to be paid to the associated clubs, tariff for Coaching Camps, Coaching Subsidies to the associated clubs, allowances to the players for matches of different Trophies and when playing against foreign sides, both at home and away and to recommend the same to the Board of Directors.
- z. To do all acts and things which are delegated by the Board of Directors to him, and all other functions as are necessary and expedient to carry out the objects of the Company as aforesaid.

60. DISPUTE RESOLUTION AND CONFLICT OF INTEREST:

A Conflict Of Interest may take any of the following forms as far as any individual associated with the Company is concerned:

- (i) Direct or Indirect Interest: When the Company, a Member, the IPL or a Franchisee enter into contractual arrangements with entities in which the individual concerned or his/her relative, partner or close associate has an interest. This is to include cases where family members, partners or close associates are in positions that may, or may be seen to compromise an individual's participation, performance and discharge of roles.
- (ii) Roles compromised: When the individual holds two separate or distinct posts or positions under the Company, a Member, the IPL or the Franchisee, the functions of which would require the one to be beholden to the other, or in opposition thereof.
- (iii) Commercial conflicts: When the individual enters into endorsement contracts or other professional engagements with third parties, the discharge of which would compromise the individual's primary obligation to the game or allow for a perception that the purity of the game stands compromised.
- (iv) Prior relationship: When the individual has a direct or indirect independent commercial engagement with a vendor or service provider in the past, which is now to be engaged by or on behalf of the DDCA, its Members, the IPL or the Franchisee.
- (v) Position of influence: When the individual occupies a post that calls for decisions of governance, management or selection to be made, and where a friend, relative or close affiliate is in the zone of consideration or subject to such decision-making, control or management. Also, when the individual holds any stake, voting rights or power to influence the decisions of a franchisee / club / team that participates in the commercial league(s) under DDCA;
- (vi) Within a period of 15 days of taking any office under the Company, every individual shall disclose in writing to the Board of Directors any existing or potential event that may be deemed to cause a Conflict of Interest, and the same shall be uploaded on the website of the Company. The failure to issue a complete disclosure, or any partial or total suppression thereof would render the individual open to disciplinary action which may include termination and removal without benefits. It is clarified that a declaration does not lead to a presumption that in fact a questionable situation exists, but is merely for information and transparency.

(vii) A Conflict of Interest may be either Tractable or Intractable.

- a. Tractable conflicts are those that are resolvable or permissible or excusable through recusal of the individual concerned and/or with full disclosure of the interest involved;
- b. Intractable conflicts are those that cannot be resolved through disclosure and recusal, and would necessitate the removal of the individual from a post or position occupied so that the conflict can cease to exist;

(viii) It is clarified that no individual may occupy more than one of the following posts at a single point of time except where prescribed under these Rules:

- a. Player (Current)
- b. Selector / Member of Cricket Committee
- c. Team Official
- d. Commentator
- e. Match Official
- f. Administrator / Office-Bearer
- g. Electoral Officer
- h. Ombudsman & Ethics Officer
- i. Auditor
- j. Any person who is in governance, management or employment of a Franchisee
- k. Member of a Standing Committee
- l. CEO & Managers
- m. Office Bearer of a Member
- n. Service Provider (Legal, Financial, etc.)
- o. Contractual entity (Broadcast, Security, Contractor, etc.)
- p. Owner of a Cricket Academy

61. ETHICS OFFICER

The Board of Directors shall appoint an Ethics officer for monitoring the adherence to the principles governing avoidance of conflict of interest. The Ethics Officer shall have power inter-alia of laying down additional guidelines and bye laws on ethics, initiation of investigation or adjudicatory proceedings and awards of warning fines and reprimands, suspension or other actions as may be recommended by him to the Company.

62. OMBUDSMAN

(i) The Board of Directors shall appoint an Ombudsman who shall be a retired Judge of Supreme Court Of India) or a former Chief Justice of High Court for the resolution of disputes existing within the Company, arising due to gross mismanagement. The Ombudsman shall be appointed once a year in AGM to investigate any complaint received her him/her or suo-moto and to resolve any dispute between the Company, any of the entities, or among themselves by following the principles of natural justice, production of evidence and fair hearing. The types of Disputes that form the Ombudsman ambit are as under:

- a. Member, Association & Franchisee Disputes
- b. Detriment caused by Member or Administrator by an act of indiscipline to misconduct which is detrimental to the interest of the Company and game of cricket
- c. Misconduct or breach by any player, umpire, Team official, Selector or any other person associated with the Company.
- d. By the Public against the Company: Where a member of the public is aggrieved concerning ticketing and access and facilities at stadia, the same may be brought in the form of a complaint to the Ombudsman.

(ii) The Place of hearing shall be decided by the Ombudsman from time to time. The Ombudsman shall have the power to impose penalties as provided in the Regulations for Players, Team Officials, Administrators, Managers and Match Officials of the Company.

2. The decision of the Ombudsman shall be final and binding and shall come into force forthwith on being pronounced and delivered.
3. Any Administrator, Player, Match Official, Team Official, Selector or other individual associated with the Company on being found guilty and expelled by the Board shall forfeit all their rights and privileges. He or she shall not in future be entitled to hold any position or office or be admitted in any committee or any role on the Company.
4. A Member or Franchise once expelled, may, on application made after expiry of three years since expulsion, be readmitted by the Board, provided the same is accepted at a General Meeting of the Company by 3/4th members present and voting.
5. Pending inquiry and proceeding into complaints or charges of misconduct or any act of indiscipline or violation of any Rules and Regulations, the concerned Member, Administrator, Player, Match Official, Team Official, or other individual associated with the Company (along with their respective privileges and benefits) may be suspended by the Board of Directors until final adjudication. However, the said adjudication ought to be completed within six months, failing which the suspension shall cease.

63. ELECTORAL OFFICER

- a. Fair and transparent elections shall be conducted by the way of secret balloting.
- b. The Board of Directors shall appoint an Electoral Officer for conducting elections of the Committee to ensure competence and to distance the entity from suspicion or bias. For the purpose, a former State Election Commissioner shall be appointed as Electoral Officer.
- c. In case of any dispute or objection as to candidacy, disqualification, eligibility to vote or admission or rejection of vote, the Electoral Officer shall decide the same and such decision shall be final and conclusive.

64. WEBSITE

The website of the Company should be properly maintained and updated at least on a quarterly basis. The website must carry following minimum details:

- i. The Constitution, Memorandum of Association and Rules & Regulations, Bye-Laws and Office Orders and directions that govern the functioning of the Company, its Committees, the Ombudsman and the Ethics Officer.
- ii. The list of Members of the Company as well as those who are defaulters.
- iii. The annual accounts & audited balance sheets and head-wise income and expenditure details.
- iv. Details of male, female and differently abled players representing the State at all age groups with their names, ages and detailed playing statistics.
- v. Advertisements and invitations for tenders when the Company is seeking supply of any goods or services (exceeding a minimum prescribed value), or notices regarding recruitment, as also the detailed process for awarding such contracts or making such recruitments.
- vi. Details of all goals and milestones for developing cricket in the State along with timelines and the measures undertaken to achieve each of them.
- vii. Details of all office bearers and other managerial staff (including CEO, COO, CFO, if any etc.)

- viii. Details of directives from the BCCI and their compliance.
- ix. Details of the tenders floated by the Company.

All the above information will have to be maintained at the registered office of the Company and when sought, the same shall be shared with the applicant on the payment of a reasonable fee, as may be prescribed by the Company."

RESOLVED FURTHER THAT the amended draft Articles of Association of the Company have been posted on the website of the Company on June 21, 2017 and are available for inspection by the members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Justice (Retd.) Vikramajit Sen, Administrator of the Company, as appointed by the Hon'ble High Court of Delhi, be and is hereby authorized to take all such steps and actions and give such directions as he may in his absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the members of the Company and to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution."

ITEM NO. 4

Adoption of re-stated Articles of Association of the Company pursuant to the order of Hon'ble High Court of Delhi dated January 30, 2017, recommendations made by the Justice Lodha Committee by virtue of the Hon'ble Supreme Court's judgment pronounced on July 18, 2016, applicable provisions of the Companies Act, 2013 and recommendations made by Justice (Retd.) Vikramajit Sen, Administrator of the Company

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

"RESOLVED THAT pursuant to the order of Hon'ble High Court of Delhi dated January 30, 2017, recommendations made by the Justice Lodha Committee by virtue of the Hon'ble Supreme Court's judgment pronounced on July 18, 2016, and the applicable provisions of the Companies Act, 2013 and recommendation made by Justice (Retd.) Vikramajit Sen, Administrator of the Company, the consent of the members of the Company be and is hereby given to alter the Articles of Association of the Company in the following manner, subject to the approval of the Central Government:

"I. In Article 1, the following definitions shall be inserted:

- (d) "AUDITOR" is the auditor of the Company appointed by the Board of Directors at an annual general meeting in accordance with the applicable provisions of the Act;
- (e) "CEO" is the Chief Executive Officer of the Company appointed by the Board of Directors;
- (f) "CONFLICT OF INTEREST" refers to situations where an individual associated with the Company in any capacity acts or omits to act in a manner that brings, or is perceived to bring the interest of the individual in conflict with the interest of the game of cricket and that may give rise to apprehensions of, or actual favouritism, lack of objectivity, bias, benefits (monetary or otherwise) or linkages;
- (g) "ELECTORAL OFFICER" is the person appointed to conduct, supervise and deal with issues concerning elections;
- (h) "ETHICS OFFICER" is the person appointed to administer the Conflict of Interest

principles;

- (k) "MEMORANDUM" or "MEMORANDUM OF ASSOCIATION" means the Memorandum of Association of the Company/ DDCA/ Association as originally framed or as amended from time to time
- (l) "OFFICE BEARERS" means the President, Vice-President, Secretary, Joint Secretary, and Treasurer;
- (m) "OMBUDSMAN" is the independent grievance redressal authority;
- (n) "PLAYER" is any Cricketer past or present registered with DDCA, BCCI or any of its Members as a player and shall include any person selected in any squad to represent India in a Test Match, ODI tour match, Twenty/20 or Junior Tournament Match in India or Abroad;

II. The following clauses shall be added to Article 5

- (ii) A Patron-in-Chief shall not have any voting rights.
- (iii) Patron-in-Chief may act as an Advisor to the Board of Directors.
- (iv) He will be entitled to all the privileges of Membership except the right of attending and voting at General Meetings.

III. The following clause shall be added as Article 14(ii)

- 14(ii) An Automatic membership shall be granted to former international players, hailing from the State provided they have not opted for membership of other association.

IV. In Article 19, "General Secretary" shall be substituted by "Secretary"

V. The following clauses (d) and (e) shall be inserted after Article 20(c)

- (d) A member may also be expelled if he is found guilty of selling the complimentary ticket issued to him for any matches/tournament. If a complaint is received by the Board of Directors they will refer it to the Ethics officer immediately to inquire into the issue. After giving a hearing to the complainant/member, the ethics officer will give his recommendation/findings within two weeks from the date of reference by the Board of Directors.
- (e) A person ceasing to be member by any of the provision of these Articles shall forfeit all his rights but he shall nevertheless remain liable for and shall pay to the Company all money, which at the time of his ceasing to be a member may be due to the Company.

VI. The existing Article 23 shall be replaced by the following:

- 23(i) No club or Association shall be affiliated, or its affiliation continued, unless it is registered as a society or as a not for profit Company, and which has submitted its duly audited financial statements and annual reports, especially about the amounts received from the Company or other bodies for the promotion and development of the game during the last three financial years. This condition shall be complied within 3 months of the coming into force of the amendment, in respect of all existing affiliated members; failure to comply would result in loss of affiliation.
- (ii) The correspondence with the existing Affiliated Clubs shall only be addressed to the registered office of the Company.
- (iii) The existing Clubs, which are registered with the Registrar of Societies/Registrar of Companies and fulfill all statutory compliances, shall only be given affiliation by the Company.

- (iv) The Board of Directors of the Company shall ensure that the existing Affiliated Clubs provide the details of the disbursement and utilization of finances, which are provided by the Company for the promotion of Cricket to the Affiliated Clubs within thirty days from the end of every financial year to maintain accountability and transparency. The Company shall ensure that details of disbursement and utilization of finances for a preceding financial year are provided to it by affiliated clubs before finances are disbursed by it to such affiliated clubs for the succeeding financial year.
- (v) The accounts pertaining to the grant provided by the Company to the Affiliated Clubs shall be submitted to the Company.
- (vi) The Company shall check that the grant has been utilized for the promotion of cricket and should grant affiliation to the Clubs for the next cricketing season only after being satisfied that the grant has been properly utilized for the promotion of Cricket.
- (vii) The Company shall ensure that no social club is in the management and/or control of the Company.

V. The following Articles 23A shall be inserted after Article 23.

23A. WORKING COMMITTEES

1. SPORTS WORKING COMMITTEE ("SWC")

- (i) The Board of Directors shall form a Sports Working Committee consisting of 10 members from amongst the following:
 - a) 5 retired men or women international or national / state / Ranji Trophy cricketers of credible repute (the names proposed should be approved by the BCCI)
 - b) 2 members elected by Affiliated Clubs
The elections of the Affiliated clubs shall be held under the supervision of the Company. The Affiliated clubs shall nominate one person per club as their nominees for elections to the Sports Working Committee and such nominees would elect amongst themselves two members who shall be the members of sports working committee.
 - c) 2 members of Institutional Clubs.
The elections of the Institutional clubs shall be held under the supervision of the Company. The Institutional clubs shall nominate one person per club as their nominees for elections to the Sports Working Committee and such nominees would elect amongst themselves two members who shall be the members of sports working committee.
 - d) 1 senior coach (the name proposed should be approved by the BCCI).
- (ii) The term of the Sports Working Committee will be a minimum of one year, which may be extended to a maximum term of two years by the Board of Directors.
- (iii) The Sports Working Committee shall perform the following functions and duties:
 - a) To supervise all the sports relating activities within Company.
 - b) To organize matches between the affiliated clubs.
 - c) To conduct meeting for the aforesaid and prepare the Minutes of Meeting for the approval of Board of Directors.
 - d) To get an approved budget from the Accounts Department for the league matches, super league and hot weather tournaments between affiliated clubs.
 - e) To decide for the fixtures of teams playing, fixtures of dates.
 - f) To enter into agreement with various institutions for hiring of grounds within Delhi.

- g) To recommend the names of the Selectors, Coaches and Team Manager of the Delhi team to the Board of Directors after verifying the credentials like coaching certificate from BCCI etc.
 - h) To recommend it to the Board of Directors about refreshment amount to be payable to the players after the matches.
 - i) To recommend the amount of subsidy to be provided to the Private Clubs with adequate bifurcation to the Board of Directors for approval.
 - j) To manage boarding, lodging and transportation for the Delhi Team players for the outstation matches.
 - k) To provide for 5 star or equivalent standard accommodation to Ranji players and 3 star hotel accommodations for the junior teams.
- (iv) Proper minutes shall be prepared for all meetings of the Sports Working Committee, signed by the Chairman of the Committee and submitted with the Board of Directors within 30 days from the date of such meetings. Such minutes shall be available for inspection by the members of the Company on any working day during business hours.

2. TENDERING COMMITTEE:

- (i) For the purpose of procuring items/services for Company, or for execution of any matches/BCCI tournaments/Indian Premier League/International One day matches/Test matches/ the Board of Directors shall appoint from amongst themselves, a three member Tendering Committee, for a term of one year. The tender team shall comply with the following process in execution of their tasks:
 - a) Procurement of orders be placed by issuing tenders either electronically and/or by means of publication of an advertisement in the daily newspapers.
 - b) All quotations/tenders sought shall be displayed on the website for perusal by the public and advertised in the newspapers about the tenders floated on website.
 - c) Exigent powers of procurement of items of value of below Rs.50,000/- may be delegated to the CEO.
 - d) The bidders must meet the requirements of financial and the technical bid.
 - e) Subject to clause (d) above, the lowest bidder would be awarded the tender and would enter into a contract with Company for the same.
 - f) The lowest bidder need not be awarded the contract if he shows inability to perform the work assigned under the tender.
 - g) The successful bidder should be issued a proper purchase order.
 - h) Payments should be made only against invoices after proper verification of the work and certification in favour of vendor.
 - i) Where orders are placed without calling quotations, the reasons for not inviting quotations shall be recorded. A detailed statement for the entire selection criteria of the vendor, basis for decision on rates, whether competitive or not, shall be narrated in details and be put forth in AGM or immediate next EGM.
 - j) The procedure mentioned in sub clause (d), (e) and (f) should be strictly adhered to also in the event of orders being placed without floating any tenders.
- (ii) The Vendors/Contractors to whom the work is awarded shall disclose by way of an Affidavit whether he is a relative of any member of the Board of Directors of the Company or any of its committees or a member of the Company or any of its affiliated clubs.
- (iii) A register of interests shall be maintained so that the office bearers disclose their interests so as to avoid any conflict of interest.
- (iv) Proper minutes shall be prepared for all meetings of the Tendering Committee,

signed by the Chairman of the Committee and submitted with the Board of Directors within 30 days from the date of such meetings. Such minutes shall be available for inspection by the members of the Company on any working day during business hours.

3. SELECTION COMMITTEE AND THE SELECTION PROCESS

- (i) The Board of Directors shall appoint a three member Selection Committee, for a term not exceeding three years, for selection of players to represent DDCA in all age groups (men and women), for appointment of coach and Manager of the DDCA team. One person from the Selection Committee will consist of one retired international cricket player. The names of the Selectors shall be approved by BCCI and no selection panel should exceed more than 3 members.
- (ii) The Selection Process adopted by Selection Committee shall be fair and transparent. All selected candidates shall fill a detailed form, which shall also specify their relation, if any, with the office bearers, Board of Directors and Sports Working Committee members or with any person concerned with the Company. The said disclosure shall be made public and the list of candidates to be considered by the Selection Committee shall also be made public on the website.
- (iii) The Coaches or any other person sought to be appointed by the Company shall enter into formal contract before their appointment. Their remuneration should be fixed by the Board of Directors prior to their appointment.

4. TICKETING & ACCREDITATION:

- (i) Maximum number of tickets ought to be put on sale for the benefit of the spectators and the Company's finances.
- (ii) Every ticket should have a seat number assigned to ensure comfort and assured seat for the spectators.
- (iii) The Complimentary passes for the office bearers, Directors, SWC, Women Committee Members, various authorities, players, coaches and affiliated clubs and passes for the members should only be assigned in West Stand Fourth Floor, Hill Band West Stand Ground Floor of the Stadium.
- (iv) The number of complimentary passes issued shall not exceed the following limit:
 - a) Directors – a maximum of 10 passes for each Director
 - b) SWC- 4 per person per match
 - c) Patrons- 4 per person per match
 - d) Various Authorities - Shall not exceed 1000 per match.
 - e) Current & Former International Players (Men &Women) – 2 per person per match
 - f) Current & Former National Players (Ranji Men &Women) – 1 per person per match
 - g) Present Players (Men &Women of all age categories) - 1 per person per match
 - h) Senior Coaches (List to be approved by a committee consisting of 3 international players from Delhi) – 2 per person per match
 - i) Affiliated Clubs-1 per club per match
- (v) One pass (Members Pass) should be issued to each member of the Company. If any member is found to have sold any complimentary ticket, action will be taken against such member of the Company after following due process.

- (vi) The complimentary passes of the authorities should only be handed over to the nodal officer appointed by that particular Authority.
- (vii) The Board of Directors, Sports Working Committee members, patrons and employees should be issued only one Accreditation Card for themselves. No request for any additional Accreditation Card shall be entertained.
- (viii) People involved in cricket operations should only be given Accreditation Cards after getting prior approval of the Board of Directors as they get access to various sensitive areas which are restricted by the Company.
- (ix) A proper system of issuance and verification of Accreditation Cards shall be followed to avoid misuse of the generic Accreditation Cards issued to the various authorities.
- (x) The office Bearers of the Company shall not promote the culture of watching the match at Ferozshah Kotla Ground or any other ground with complimentary passes and shall stop entertaining the requests for any complimentary passes.
- (xi) Details regarding the distribution of discretionary quota of Complementary passes and Accreditation Cards shall be furnished to the Board of Directors.
- (xii) All records of distribution of Complimentary Passes and Accreditation Cards shall be maintained by the Company and posted on the website of the Company after every match. All information pertaining to Tendering, issuance of Contracts/ Work Orders shall also be made public and posted on the website of the Company.
- (xiii) All financial and other documents relating to the matches, selection and the functioning of the Company (Minutes of Meetings) shall be posted on the Website by the Company, since it performs public functions and such disclosure will not only ensure transparency but also enhance the reputation of the Company and its office bearers in the eyes of its members and general public.
- (xiv) In order to bring Ferozshah Kotla Stadium to its erstwhile International standards a permanent maintenance committee comprising of an independent professional person shall be constituted and it shall function regularly.

VI. The following Article shall be added as Article 25(i)

25. (i) Annual General Meeting ("AGM"): The Company shall mandatorily hold with respect to every financial year, in addition to other meetings, a general meeting as an Annual General meeting and specify the meeting as such in the notices calling it. Not more than fifteen months should elapse between two (2) Annual General Meetings of the Company.

VII. The following Article shall replace the existing Article 28.

28. A notice of at least fourteen (14) days shall be given for a General Meeting, specifying the place, the day and the hour of General Meeting and in the case of special business, the general nature of such business accompanied by an explanatory statement under section 102 of the Act, shall be given to the persons mentioned below:
- (i) every member of the Company, legal representative of any deceased member or the assignee of an insolvent member;
 - (ii) the Auditor or Auditors of the Company; and

Provided that the accidental omission to give such notice to or the non-receipt of such notice by any Member shall not invalidate any resolution passed or proceedings held at any such General Meeting.

VIII. The following Articles 36A and 36B shall be inserted after Article 36.

36A. The following business shall be transacted at every Annual General Meeting of the Company:

- (a) Adoption of the Report of the Secretary for the year under review;
- (b) Adoption of the Treasurer's Report and the audited accounts for the year under review;
- (c) Appointment of Auditor or Auditors for the year and fix their remuneration;
- (d) Appointment of the Ombudsman and Ethics Officer;
- (e) Consideration of the Report and recommendations of the Board of Directors, the CEO and the Committees and to propose policy directions to the Board of Directors;
- (f) Consideration of the Report and recommendations of the Board of Directors and to propose policy directions to the Executive Body;
- (g) Consideration of any amendments to the Rules and Regulations of the Company, as proposed by a Full Member shall not be considered unless the proposals for amendments are received by the Secretary of the Board of Directors atleast 60 days prior to the date of the Annual General Meeting;
- (h) Consideration of the Reports of the Ombudsman and Ethics Officer and any recommendations made therein;
- (i) Consideration of any motion, notice whereof is given by a Full Member to the Secretary fourteen days before the meeting. (Such a motion shall be circulated in advance to all members);
- (j) To appoint the DDCA or its representatives to BCCI and;
- (k) Consideration of any other business, which the President may consider necessary to be included in the agenda.

36B. (i) The proceedings of every meeting (including Extra-ordinary General Meeting, Meeting of Board of Directors, and Meeting of Each Committee etc.) and every resolution passed shall be recorded in the Minutes book as per the Companies Act, 2013.

- (ii) The minutes of proceedings of each meeting shall be entered in the books maintained for that purpose along with the date, type of meeting, venue of meeting and conclusion of meeting of such entry within thirty days from the conclusion of meeting. It shall record the name of the Directors and the members personally present.
- (iii) Each page of the minutes of meeting shall be initialled or signed and the last page of the proceeding of each meeting shall be dated and signed by the chairman of the meeting. Minutes once signed by the chairman, shall not be altered.
- (iv) The Minutes book shall be kept at the registered office of the Company and shall be preserved permanently and kept in the custody of the Company secretary or any other Director as approved by the Board. The Minutes for Annual General Meetings and Extra-ordinary General Meetings shall be available for inspection by the members of the Company on any working day during business hours.
- (v) The Minutes shall mention the brief background of all proposals, summary of deliberations thereof, in case of major decisions, the rationale thereof. The minutes shall contain a fair and correct summary of proceedings of the meeting. Minutes shall be written in third person and past tense. Resolutions however,

should be in present tense. Minutes should be exact transcript of the proceedings at the meeting.

- (vi) Within 15 days from the date of conclusion of the Meeting, the draft Minutes thereof shall be circulated to all the Directors of the Board or the Committee by hand or by speed post or courier or email etc. for their comments on the draft minutes within seven days from the date of circulation thereof, so that the minutes are entered in the Minutes Book within the specified time of thirty days. Minutes once entered into minutes book shall not be altered except for the express approval of the board at its subsequent meeting in which such meetings are sought to be altered.
- (vii) A copy of the signed minutes certified by the Company Secretary or where there is no Company secretary, by any Director authorised by the Board, shall be circulated to all Directors within fifteen days after these are signed by the Chairman.
- (viii) The Directors, Company Secretary, the Statutory Auditor, Internal Auditor of the Company, could inspect the minutes of the meetings.
- (ix) Minutes of meeting shall be preserved permanently in good order, physical form or in electronic form for as long as they remain current for eight financial years, whichever is later.

IX. The following Article shall replace the existing Article 37.

- 37. On a show of hands or on a ballot every Member present in person and entitled to vote shall have one vote, and upon a poll every member present in person shall have one vote. Vote may be given personally only. No proxy voting shall be allowed during the meetings.

X. The following Article shall replace the existing Article 38.

- 38. (1) The Directors of the Company shall be elected by its members in a General Meeting.
- (2) The Board of Directors shall consist of office bearers including President, Vice-President, Secretary, Joint Secretary and Treasurer. In addition thereto, there shall be one representative of the players who has played first class cricket in India, a woman representative and a nominee of the Chief Controller of Accounts of the Government of National Capital Territory of Delhi.
- (3) The terms of the Office Bearers shall be of three years, but with a maximum of three such terms regardless of the post held, with a cooling off period after each such term. Every elected member shall stand automatically disqualified after 9 years as an office bearer.
- (4) Notwithstanding anything contained in any provision of these articles, any elected Director of the Company, shall stand automatically disqualified after nine years as an officer bearer (i.e. member of the Board of Directors) and shall also be disqualified from contesting or holding the post of a Director of the Company if he has completed the age of 70 years or is charged under the penal law for an offence involving moral turpitude or is declared to be of unsound mind, or, is a Minister of any State or Central Government of India or any Government servant or holds any post in another sports body in the country.
- (5) The individual/s who stand disqualified in view of Clause 54 above, shall also be disqualified from being representatives/nominees, patrons, advisors ,or members of any committee.

XI. Articles 39 and 40 shall stand deleted.

XII. The following shall be added to Article 43.

The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it think fit.

XIII. Article 46 shall stand amended by mentioning the provisions of Sections 164(1) and 164(2) of the Companies Act, 2014.

XIV. The following Articles 46A shall be inserted after Article 46.

- 46A. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes of the members present and in case of equality of votes, the chairperson shall have a second or casting vote.
- (ii) All acts done by any meeting of the Board of Directors thereof or by any person acting as a Director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director.
- (iii) Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board of Directors thereof, for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effective as if it had been passed at a meeting of the Committee, duly convened and held.

XV. The following clauses shall stand inserted after Article 48(s).

48(t) To adopt Annual Budget of the Company.

48(u) The Board of Directors shall have the powers to appoint from time to time a Working Committee(s) which will exercise such powers as are delegated to them by the Board of Directors.

XVI. The following Articles shall replace the existing Articles 49, 50 and 51.

49. Subject to provisions of the Act, a notice given personally or sent by speed post or registered post to the address of a member as entered in the Register of Members of the Company or through electronic mode shall be deemed to have been duly delivered and received.
50. A notice posted at the registered office of the Company or on website of the Company shall be deemed to be well served on any member, who has not a registered place of address in India, at the expiration of twenty-four hours after it is so posted.
51. A certificate by the Secretary/ or Treasurer, presenting on website of the Company or posting up at the Registered office of any notice, bill or other communication shall be conclusive evidence of the service on or presentation to any member of such notice, bill or other communication.

XVII. The following clauses shall stand inserted after Article 53(a)

- 53(b) True accounts shall be kept by the Treasurer of all moneys received and expended by the Company and the matters in respect of which such receipts and expenditure take place and of all assets, credits and liabilities of the Company.
- 53(c) The financial framework and administration of the Company shall strictly adhere to Financial Manual which shall lay down financial policies and procedures to guide operations and management of money within the Company. The Financial Manual shall contain and define the Controls on financial assets, Exercising Budgetary Control, Control on Human Resources, Control on Physical Assets, and other financial regulations etc.
- 53(d) The members of the Company at Annual General Meeting shall appoint a an individual or a firm as an Auditor of the Company who shall hold the office from the conclusion of that meeting till the conclusion of sixth annual General Meeting subject to ratification by the members of the Company at each Annual General Meeting. The Auditor(s) of the Company shall have the right of access at all times to the Books of Accounts, Vouchers and any other documents relating to the accounts of the Company and shall be entitled to obtain from the Office-bearers and Committees such information and explanation as may be necessary in the discharge of his/their duties.
- 53(e) The Balance Sheet duly audited with the Auditor's remarks shall be laid before the Executive body at the Annual General Meeting.
- 53(f) Accounts and Finance Department shall be mandatorily consulted for the proposal having financial implications.
- 53(g) Accounts and Finance Department shall maintain a internal control and management information system (MIS) on Debtors, Creditors, Bills pending for approval of management, outstanding statutory dues like TDS, Service Tax, Employees Provident Fund, Cash Flow, Advances pending adjustment etc. and prepare budget for each match in addition to annual budget of the Company.
- 53(h) Bills to be approved by the Committee formed by the Board of Directors.
- 53(i) Pending bills are not to be approved by Board of Directors in any event and to be shown as outstanding.
- 53(j) Bills reimbursable by BCCI shall be separately furnished in meeting of the Board of Directors of the Company.
- 53(k) The accounts for the utilization of the funds and grants from BCCI and other bodies to be maintained.

XVIII. The following Articles 55 to 70 shall stand inserted after Article 54.

55. The Board of Directors shall appoint a full time Chief Executive Officer ("CEO") to ensure that the Company works to its maximum potential and administrative and financial aspects are looked into properly. The CEO would ideally be a person with managerial experience for five years as the MD/CEO of a corporation with an annual turnover of at least Rs. 10 crores. The CEO would be on contract with the Company and have a fixed tenure of five years (unless the contract is terminated by mutual agreement or by a 3 months' notice by either party).
56. The CEO shall be assisted by not more than 6 full-time professionals (Managers) who shall be appointed by the Board of Directors in consultation with the CEO essentially to govern the streams of finance, technical, infrastructure, law, media and human resources. The CEO may however realign or re-allot these streams as he deems fit.

57. The eligibility criteria for the CEO and Managers shall be laid down by the Board of Directors keeping in mind the following guidelines:
- a. Knowledge and familiarity with cricket or other sports;
 - b. Understanding of financial position and fiscal direction of the Company;
 - c. Knowledge of operations of cricket administration and overall policy;
 - d. Clarity on role, division of responsibilities and hierarchy;
 - e. Familiarity with regulatory and legal responsibilities as well as attendant risks;
58. There shall be an appropriate induction process laid down by the Board of Directors for the CEO and the Managers, which shall include a fair and transparent process of appointment.
59. The CEO shall have the following functions on behalf of the Company:
- a. To implement all the Rules and Regulations made by the Governing Body and the Board of Directors in regard to non-cricketing matters;
 - b. To issue guidelines in respect of travel, accommodation, allowances, etc., to be paid to players, support staff and officials participating in matches, other than international matches;
 - c. To lease and manage immovable property of the Company wherever situated, in order to promote the objects of the Company.
 - d. To lay down parameters for the laying of grounds for playing the game and to provide pavilion, canteen and other conveniences and amenities in connection therewith.
 - e. To appoint Team Officials for the State teams which shall compulsorily include qualified coaches, managers, physiotherapists, nutritionists, trainers, analysts, counselors and medics.
 - f. To secure Players' welfare to ensure that the logistics manager will arrange for accommodation and travel, to ensure that tickets given to Players for matches will be on par with those given to the Members, and to also ensure that no expenditures towards the game (baggage handling, injury related, etc.) will be undertaken by the Player, failing which such expenses will be reimbursed to the Player within 30 working days of the requisition being made. Also, to process requests made by Players to make arrangements for the accommodation and travel of their respective wives / partners / family members, wherever permitted.
 - g. To ensure that all measures are adopted to eliminate any form of racial, communal, casteist or other hatred from the game, with stringent action taken against the offenders including the initiation of criminal proceedings.
 - h. To produce by itself the Cricket content for telecast of cricket matches and/or ceremonies by hiring or owning equipment and hiring necessary crew, technicians, etc.
 - i. To publicize the stadium capacity with compulsory seat numbers.
 - j. To provide at stadiums, wholesome and hygienic food and beverages at affordable rates, clean and hygienic restrooms for all genders and for the differently-abled, adequate fire and emergency entries and corridors, sufficient access avenues and wheelchairs for the differently-abled, proper signage, parking and transport facilities as well as efficient security systems.
 - k. To arrange and organize the National Championship of India for the Ranji Trophy matches or for University, Schools or other tournaments or for any Exhibition matches between members and / or between the Universities including regulations and bye-laws in respect of travel, accommodation, allowances to be paid to players and officials participating in such matches.
 - l. To frame guidelines generally for the convenience and ease of day-to-day management of affairs of the Company.

- m. To prescribe guidelines to lay out or convert any ground into high quality turf wickets at all levels and to provide Pavilions, Canteens, Public Conveniences and other amenities with disabled access and suitable signage, especially to involve more people in the game of cricket and to encourage participation of all sections of society.
- n. To assist the Cricket Committees and facilitate the implementation of their tasks and recommendations.
- o. To collate monthly reports concerning the functioning of the various Committees, to create action plans in advance and upload the same on the website of the Company.
- p. To create a database of all cricketers at all levels, maintain records and statistics, track performances and certify age and identity of participants.
- q. To take steps to create world class infrastructure at DDCA.
- r. To put in place mechanisms to encourage cricketers to play internationally and hone their skills so that a wider talent pool is available to represent the country.
- s. To enter transparently into contracts with third parties and vendors for the purposes of the various Committees of the Company, and to ensure that in all contracts for television and media rights, the interests of the public remain uncompromised, and full, unhindered broadcasts of all deliveries and their replays are shown with the screen offering a full and complete view without advertisement banners or margins, and to restrict commercial time only to the refreshment and other team breaks during and between innings.
- t. To report to the Board of Directors every quarter or as often as required by it on the functioning of the management and the progress made in developing cricket at DDCA.
- u. To consider the reports of the Auditor, to verify whether Full Members are meeting their objectives and to assess whether cricket is being suitably developed and promoted.
- v. To consider all applications for financial aid or any other benevolence to cricketers, Umpires and administrators as per the rules framed by the General Body in this behalf from time to time and recommend the same to the Board of Directors for their approval.
- w. To examine all the expenditure exceeding the Budget and to control such outlays as are required for the proper administration of the Company
- x. To advise the Company regarding investments.
- y. To process requests made for increase in all types of allowances, subventions/ subsidies to be paid to the associated clubs, tariff for Coaching Camps, Coaching Subsidies to the associated clubs, allowances to the players for matches of different Trophies and when playing against foreign sides, both at home and away and to recommend the same to the Board of Directors.
- z. To do all acts and things which are delegated by the Board of Directors to him, and all other functions as are necessary and expedient to carry out the objects of the Company as aforesaid.

60. DISPUTE RESOLUTION AND CONFLICT OF INTEREST:

A Conflict Of Interest may take any of the following forms as far as any individual associated with the Company is concerned:

- (i) Direct or Indirect Interest: When the Company, a Member, the IPL or a Franchisee enter into contractual arrangements with entities in which the individual concerned or his/her relative, partner or close associate has an interest. This is to include cases where family members, partners or close associates are in positions that may, or may be seen to compromise an individual's participation, performance and discharge of roles.

- (ii) Roles compromised: When the individual holds two separate or distinct posts or positions under the Company, a Member, the IPL or the Franchisee, the functions of which would require the one to be beholden to the other, or in opposition thereof.
- (iii) Commercial conflicts: When the individual enters into endorsement contracts or other professional engagements with third parties, the discharge of which would compromise the individual's primary obligation to the game or allow for a perception that the purity of the game stands compromised.
- (iv) Prior relationship: When the individual has a direct or indirect independent commercial engagement with a vendor or service provider in the past, which is now to be engaged by or on behalf of the DDCA, its Members, the IPL or the Franchisee.
- (v) Position of influence: When the individual occupies a post that calls for decisions of governance, management or selection to be made, and where a friend, relative or close affiliate is in the zone of consideration or subject to such decision-making, control or management. Also, when the individual holds any stake, voting rights or power to influence the decisions of a franchisee / club / team that participates in the commercial league(s) under DDCA;
- (vi) Within a period of 15 days of taking any office under the Company, every individual shall disclose in writing to the Board of Directors any existing or potential event that may be deemed to cause a Conflict of Interest, and the same shall be uploaded on the website of the Company. The failure to issue a complete disclosure, or any partial or total suppression thereof would render the individual open to disciplinary action which may include termination and removal without benefits. It is clarified that a declaration does not lead to a presumption that in fact a questionable situation exists, but is merely for information and transparency.
- (vii) A Conflict of Interest may be either Tractable or Intractable.
 - a. Tractable conflicts are those that are resolvable or permissible or excusable through recusal of the individual concerned and/or with full disclosure of the interest involved;
 - b. Intractable conflicts are those that cannot be resolved through disclosure and recusal, and would necessitate the removal of the individual from a post or position occupied so that the conflict can cease to exist;
- (viii) It is clarified that no individual may occupy more than one of the following posts at a single point of time except where prescribed under these Rules:
 - a. Player (Current)
 - b. Selector / Member of Cricket Committee
 - c. Team Official
 - d. Commentator
 - e. Match Official
 - f. Administrator / Office-Bearer
 - g. Electoral Officer
 - h. Ombudsman & Ethics Officer
 - i. Auditor
 - j. Any person who is in governance, management or employment of a Franchisee
 - k. Member of a Standing Committee
 - l. CEO & Managers
 - m. Office Bearer of a Member
 - n. Service Provider (Legal, Financial, etc.)

- o. Contractual entity (Broadcast, Security, Contractor, etc.)
- p. Owner of a Cricket Academy

61. ETHICS OFFICER

The Board of Directors shall appoint an Ethics officer for monitoring the adherence to the principles governing avoidance of conflict of interest. The Ethics Officer shall have power inter-alia of laying down additional guidelines and bye laws on ethics, initiation of investigation or adjudicatory proceedings and awards of warning fines and reprimands, suspension or other actions as may be recommended by him to the Company.

62. OMBUDSMAN

- (i) The Board of Directors shall appoint an Ombudsman who shall be a retired Judge of Supreme Court Of India) or a former Chief Justice of High Court for the resolution of disputes existing within the Company, arising due to gross mismanagement. The Ombudsman shall be appointed once a year in AGM to investigate any complaint received her him/her or suo-moto and to resolve any dispute between the Company, any of the entities, or among themselves by following the principles of natural justice, production of evidence and fair hearing. The types of Disputes that form the Ombudsman ambit are as under:
 - a. Member, Association & Franchisee Disputes
 - b. Detriment caused by Member or Administrator by an act of indiscipline to misconduct which is detrimental to the interest of the Company and game of cricket
 - c. Misconduct or breach by any player, umpire, Team official, Selector or any other person associated with the Company.
 - d. By the Public against the Company: Where a member of the public is aggrieved concerning ticketing and access and facilities at stadia, the same may be brought in the form of a complaint to the Ombudsman.
- (ii) The Place of hearing shall be decided by the Ombudsman from time to time. The Ombudsman shall have the power to impose penalties as provided in the Regulations for Players, Team Officials, Administrators, Managers and Match Officials of the Company.
 - a. The decision of the Ombudsman shall be final and binding and shall come into force forthwith on being pronounced and delivered.
 - b. Any Administrator, Player, Match Official, Team Official, Selector or other individual associated with the Company on being found guilty and expelled by the Board shall forfeit all their rights and privileges. He or she shall not in future be entitled to hold any position or office or be admitted in any committee or any role on the Company.
 - c. A Member or Franchise once expelled, may, on application made after expiry of three years since expulsion, be readmitted by the Board, provided the same is accepted at a General Meeting of the Company by 3/4th members present and voting.
 - d. Pending inquiry and proceeding into complaints or charges of misconduct or any act of indiscipline or violation of any Rules and Regulations, the concerned Member, Administrator, Player, Match Official, Team Official, or other individual associated with the Company (along with their respective privileges and benefits) may be suspended by the Board of Directors until final adjudication. However, the said adjudication ought to be completed within six months, failing which the suspension shall cease.

63. ELECTIONS

- a. Fair and transparent elections shall be conducted by the way of secret balloting.
- b. The Board of Directors shall appoint an Electoral officer for conducting elections of the Committee to ensure competence and to distance the entity from suspicion or bias. For the purpose, a former State Election Commissioner shall be appointed as Electoral Officer, whose decisions on any subject relating to elections shall be final and conclusive.

64. ELECTORAL OFFICER

- a. Fair and transparent elections shall be conducted by the way of secret balloting.
- b. The Board of Directors shall appoint an Electoral Officer for conducting elections of the Committee to ensure competence and to distance the entity from suspicion or bias. For the purpose, a former State Election Commissioner shall be appointed as Electoral Officer.
- c. In case of any dispute or objection as to candidacy, disqualification, eligibility to vote or admission or rejection of vote, the Electoral Officer shall decide the same and such decision shall be final and conclusive.

65. WEBSITE

The website of the Company should be properly maintained and updated at least on a quarterly basis. The website must carry following minimum details:

- i. The Constitution, Memorandum of Association and Rules & Regulations, Bye-Laws and Office Orders and directions that govern the functioning of the Company, its Committees, the Ombudsman and the Ethics Officer.
- ii. The list of Members of the Company as well as those who are defaulters.
- iii. The annual accounts & audited balance sheets and head-wise income and expenditure details.
- iv. Details of male, female and differently abled players representing the State at all age groups with their names, ages and detailed playing statistics.
- v. Advertisements and invitations for tenders when the Company is seeking supply of any goods or services (exceeding a minimum prescribed value), or notices regarding recruitment, as also the detailed process for awarding such contracts or making such recruitments.
- vi. Details of all goals and milestones for developing cricket in the State along with timelines and the measures undertaken to achieve each of them.
- viii. Details of all office bearers and other managerial staff (including CEO, COO, CFO, if any etc.)
- x. Details of directives from the BCCI and their compliance.
- ix. Details of the tenders floated by the Company.

All the above information will have to be maintained at the registered office of the Company and when sought, the same shall be shared with the applicant on the payment of a reasonable fee, as may be prescribed by the Company.

66. SUITS BY OR AGAINST COMPANY

The Company shall sue or to be sued in the name of Secretary.

67. ENGAGEMENT OF SERVICES

- a. The Human Resource department shall issue notification for empanelment of

professionals in the field of law, audit etc. The notification shall be published in the newspaper and shall also be uploaded on the website of the Company.

- b. The qualifications, Age limit and the criteria like work experience shall be ascertained while the engagement of professionals and the same shall also be specified in the Notification of Empanelment.
- c. The candidates shortlisted shall be selected on merit.

68. **AMENDMENT AND REPEAL**

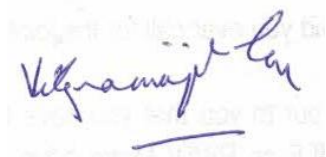
These Articles of Association of the Company shall not be repealed, added to, amended or altered except when passed and adopted by 3/4th Majority of the members present and entitled to vote at a General Meeting convened for the purpose or at Annual General Meeting.

69. The By-laws of the Company as amended from time to time shall be enforceable.

70. The Company shall adopt the Agents Registration Norms as prescribed by BCCI."

RESOLVED FURTHER THAT the amended draft Articles of Association of the Company have been posted on the website of the Company on June 21, 2017 and are available for inspection by the members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Justice (Retd.) Vikramajit Sen, Administrator of the Company, as appointed by the Hon'ble High Court of Delhi, be and is hereby authorized to take all such steps and actions and give such directions as he may in his absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the members of the Company and to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolution."



**Justice (Retd.) Vikramajit Sen
Administrator**

Date: June 21, 2017

Place: New Delhi

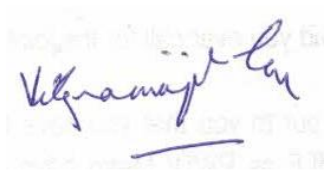
NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS NOT ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AS PER THE ORDER OF THE HON'BLE HIGH COURT OF DELHI DATED 30.01.2017.
2. THE EXPLANATORY STATEMENT, PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, IN RESPECT OF THE SPECIAL BUSINESS SET OUT ABOVE IS ANNEXED HERETO.
3. MEMBERS SHOULD BRING THE ATTENDANCE SLIPS DULY FILED IN AT THE MEETING TO AVOID ANY INCONVENIENCE.
4. IN TERMS OF THE REQUIREMENTS OF THE SECRETARIAL STANDARDS-2 ON "GENERAL MEETINGS" ISSUED BY THE INSTITUTE OF THE COMPANY SECRETARIES OF INDIA AND APPROVED & NOTIFIED BY THE CENTRAL GOVERNMENT, ROUTE MAP FOR THE LOCATION OF THE AFORESAID MEETING IS ENCLOSED.

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

The Extra-ordinary General Meeting of the members of the Company held on June 3, 2017 was adjourned till July 4, 2017 at 1730 hours to obtain the approval of the members of the Company by way of a special resolution for adopting the restated Article of Association of the Company in accordance with the Sections 8 and 14 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, after obtaining the approval of the Central Government.

Drafts of the restated Article of Association proposed to be amended shall be placed at the meeting for inspection by the members and shall also be available for inspection at the registered office during business hours.

A handwritten signature in blue ink, appearing to read 'Vikramajit Sen', is written over a faint, circular official stamp. The stamp contains some illegible text and a central emblem.

**Justice (Retd.) Vikramajit Sen
Administrator**

Date: June 21, 2017
Place: New Delhi

ATTENDANCE SLIP

Name of member : _____

Address of member : _____

I hereby record my presence at the **EXTRA-ORDINARY GENERAL MEETING** of the Company on Saturday, the 4th day of July 2017 at 1730 hours, at the registered office of the Company at Ferozshah Kotla Ground, New Delhi-110002, India.

SIGNATURE OF THE ATTENDING MEMBER

NOTE:

Members wishing to attend the meeting must bring the Attendance Slip duly signed to the meeting