

Delhi and District Cricket Association Through Its Honorary General Secretary vs.mcd and Ors.

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Court : Delhi

Decided On : Mar-23-2018

Appellant : Delhi and District Cricket Association Through Its Honorary General Secretary

Respondent : Mcd and Ors.

Judgement :

* IN THE HIGH COURT OF DELHI AT NEW DELHI Reserved on:

27. 02.2018 Pronounced on:

23. 03.2018 + W.P.(C) 32226/2016, 13588/2017, 8427-8428/2017, 17306/2017, 7215/2011, C.M. APPL.16416/2011, 1125/2013, 9874-9875/2017, 27732/2016, 9883/2017, 21011-21012/2017, 24450/2017, 27949-27950/2017, 29894/2017, 36398/2017 & 594/2018 DELHI AND DISTRICT CRICKET ASSOCIATION THROUGH ITS HONORARY GENERAL SECRETARY MUNICIPAL CORPORATION OF DELHI AND ORS. ..

... Petitioner

versus

... RESPONDENTS

Through: Sh. Sudhir Nandrajog, Sr. Advocate with Sh. Pradeep Chhindra and Ms. Kritika Gupta, Advocates, for DDCA. Sh. Sumit Virmani, Advocate, for Respondent Nos. 1, 6, 7, 10, 12 and 20. Sh. Rohit Gandhi, Advocate, for Respondent Nos. 5, 18 and 19. Sh. Rahul Mehra, Standing Counsel with Sh. Gautam Narayan, ASC with Sh. R.A. Iyer, Advocate, for GNCTD. Mr. Monika Arora with Sh. Kushal Kumar, Advocates. Sh. Rajat Jain, Advocate. Sh. Vivek Aggarwal, Advocate, for Respondent Nos. 2, 9, 13, 15 and 17. Sh. N.K. Kantawala, Ms. Shloka Rawat and Ms. Dhanusha Jain, Advocates, for Respondent Nos. 22 to 24. Sh. Ishaan Madaan, Advocate, for Sh. Dinesh Saini, Ex- Director. Sh. Ajjay Aroraa, Advocate, for SDMC, in Item No.21. CORAM: HON'BLE MR. JUSTICE S. RAVINDRA BHAT HON'BLE MR. JUSTICE A.K. CHAWLA W.P.(C) 7215/2011 Page 1 of 62 MR. JUSTICE S. RAVINDRA BHAT % 1. This judgment will dispose of several pending applications, particularly those concerned with implementation of the Lodha Committee recommendations, further interpreted by this Court, in its judgment dated 30.01.2017, in these proceedings. Some members claiming to be aggrieved approached the Supreme Court. The Court did not interfere with the judgment; on the contrary, it permitted the convening of the meeting of the General Body of the Delhi District Cricket Association (DDCA) for the purpose of carrying out consequential amendments to the Articles of Association of DDCA, pursuant to the judgment of this Court, and the judgment of the Supreme Court in Board of Control for Cricket v Cricket Association of Bihar 2016 (8) SCC535(hereafter BCCI judgment).

2. After a round of objections about the elections and the modalities of voting, etc were considered by this Court, and dealt with in two previous orders, the Administrator appointed by this Court (Justice Vikramajit Sen) held the meeting in which the members accepted several amendments directed in the BCCI judgment and some amendments directed by the judgment of this Court. The other amendments and changes, directed

by the BCCI judgment and additionally, by this Court, in the light of its reasoning in its main judgment, were rejected.

3. In this view of the matter, the Supreme Court on 15.11.2017 had recorded as follows, in the pending special leave petitions before it:

ORDER

It is submitted by Mr. Rana Mukhejee, learned senior counsel for the Administrator that the draft Constitution on the basis of Justice Lodha Committee Report has been filed before the High Court. Mr. Datar, learned senior counsel appearing for the petitioner shall obtain instructions as to whether the draft Constitution has already been filed before the High Court or not. In case the draft W.P.(C) 7215/2011 Page 2 of 62 Constitution has been filed, this Court may think it appropriate to ask the High Court to deal with the same in the backdrop of Justice Lodha Committee Report. Matter be listed on Tuesday, the 28th November 2017. On 28.11.2017, the Supreme Court, in its order, directed as follows:

ORDER

We have been apprised in the course of hearing that the draft Constitution has been filed before the High Court. The High Court is required to deal with the same in the backdrop of Justice Lodha Committee's recommendations, within eight weeks hence. We may also note that Mr. Vikas Singh, learned senior counsel, appearing for the petitioner, after obtaining instructions, clearly states that they will be bound by Justice Lodha Committee's recommendations, irrespective of the voting to expedite the election. However, keeping in view the aforesaid submission of Mr. Vikas Singh, we direct not only the petitioner, but all the members to abide by the recommendations of Justice Lodha Committee's recommendations, so that the High Court will be in a position to finalize the draft Constitution and the elections can be held. List the matter after eight weeks.

4. Mainly, the objections to the directions (to amend the Articles of Association) of this Court are in respect of two types. The first are objections relating to amendments that are consequent to the BCCI judgment - they are set out in Table I; Table-II relates to amendments consequent to directions of this Court in its judgment of 30.01.2017. The status of the existing and the proposed articles pursuant to the BCCI judgment, rejected by the EGM, is set out in the following tabular chart: TABLE I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION MANDATED BY THE SUPREME COURT IN BCCI judgment PUT TO VOTE BY MEMBERS AND REJECTED IN THE EGM DATED 15 SEPTEMBER 2017. No.(1) Articles mandated to be by introduced the Supreme Status (3) Proposed Article No.(4) PROPOSED ARTICLES (5) EXISTING ARTICLES (6) W.P.(C) 7215/2011 Page 3 of 62 1. NOT PASSED 233) for an Court (2) Association form independent selection (free committee from Governing Body) (also mandated by High Court of Delhi) . a xxx... xxx... . will sports AFFILIATED CLUBS 23(a) The Executive Committee from working Committee consisting of 10 members who shall be elected by the affiliated club amongst the members nominated by the affiliated club. The term of the sports working committee will be of a minimum of one year which may be extended to a maximum of two year at a time by the Executive Committee. (b) The election of the members of sports working committee as specified in clause 23(a) shall be held in such manner as may be prescribed by the Executive Committee in this behalf. a exceeding SELECTION 3 COMMITTEE AND THE SELECTION PROCESS (i) The Board of shall Directors three appoint member Selection Committee, for a term not 3 years, for selection of players to represent DDCA in all age and groups (men women), for appointment of coach and Manager of team. One DDCA the person from selection committee will consist of 1 retired international cricket player. The names the of selectors shall be approved by BCCI and selection panel should exceed more 3 members. (ii) The selection process adopted by the selection committee shall be fair and transparent. All selected candidates shall fill a detailed form, which shall also specify their relation, if any, with office bearers, board of directors, and sports working committee members or with any person concerned the company. with than the no W.P.(C) 7215/2011 Page 4 of 62 NOT PASSED 372. Association shall not have proxy voting (also mandated by High Court of Delhi) W.P.(C) 7215/2011 other to by The said disclosure shall be made public of list and the candidates to be the considered by selection committee shall also be made public on the website. (iii) the coaches or person any sought be

appointed the company shall enter into formal contract their before appointment. Their remuneration should be fixed by the board of directors prior to their appointment. (iv) Proper minutes shall be prepared for all meetings of the selection committee, the signed the chairman committee and submitted with the board of directors within 30 days from such the date of meetings. Such be minutes available for the inspection members the company any working day during business hours. VOTE MEMBERS37 On a show of hands or on a ballot every member present in person and entitled to vote shall have one by of on by of shall OF VOTE OF MEMBERS37 On a show of hands or on a ballot every Member present in Page 5 of 62 vote, and upon a poll every member present in person shall have one vote. Vote may be given personally only. No proxy voting shall allowed during the meetings. be NOT PASSED383) 3. No post in the Association to be held for more than 9 years (also mandated by High Court of Delhi) OF period BOARD DIRECTORS383) The term of a Director shall be for not a exceeding three years, but with a three maximum of such terms regardless of the post held, with a cooling off period of three years after each such term. Every elected and person to vote entitled shall have one vote, and upon a poll every member present in person or by proxy shall have one vote. Vote may be given either personally or by proxy. The instrument appointing a proxy shall be in writing and signed by the appointor form in the prescribed in Schedule IX to the Companies Act, 1956 and a proxy need not be a member of the Association, The instrument a appointing shall be proxy deposited at the registered office of the Association not less than forty- eight hours before the meeting of the company. EXECUTIVE COMMITTEE The 38. Executive Committee shall consist a President, three Vice-Presidents, one Hony. General Secretary, of one W.P.(C) 7215/2011 Page 6 of 62 member shall stand automatically disqualified after 9 years to be elected as Director. W.P.(C) 7215/2011 Sports Hony. one Secretary, Club Hony. Secretary, one Hony. Treasurer, eight Joint Secretaries namely 2 (Two) Joint Secretary (Sports), 2 (Two) Joint Secretary (Club), 2 (Two) Joint Secretary (Accounts) and 2 (Two) Joint Secretary (Company and Affairs), more Eleven three members, of whom can be the nominees of the Government of India with full voting rights. The government nominees shall be the Honorary Members of the Association till such time as they remain on the Executive Committee. The three Government nominees shall have the option from to resign the Executive Committee. The Executive Committee shall have the powers to appoint from Page 7 of 62 NOT PASSED382) 4. Governing body to include representatives of players (also mandated by High Court of Delhi) time to time a Working Committee with all the powers of the Executive and such other committees besides Sports Committee and Club the Committee, for the benefit of different activities of the Association. EXECUTIVE COMMITTEE of The 38. Executive Committee shall consist a President, three Vice-Presidents, one Hony. General one Secretary, Sports Hony. one Secretary, Club Hony. Secretary, one Hony. Treasurer, eight Joint Secretaries namely 2 (Two) Joint Secretary (Sports), 2 (Two) Joint Secretary (Club), 2 (Two) Joint Secretary (Accounts) and 2 (Two) Joint Secretary OF BOARD DIRECTORS382) The Board of Directors shall consist 16 Directors comprising one nominee of the chief controller of the accounts of GNCTD and three nominees of the Govt. of India. The elected Directors shall comprise 5 office bearers (which are President, Vice- President, Secretary, Joint Secretary and one Treasurer), member who has represented DDCA in first class cricket and above, one woman member and 5 other directors. The nominee Directors shall be the Honorary Members the Association till such time as they remain on the Board of Directors and shall of of W.P.(C) 7215/2011 Page 8 of 62 full have voting rights. The nominee Directors shall have the option to resign from the Board of Directors. W.P.(C) 7215/2011 (Company and Affairs), more Eleven members, three of whom can be the nominees of the Government of India with full voting rights. The government nominees shall be the Honorary Members of the Association till such time as they remain on the Executive Committee. The three Government nominees shall have the option to resign from the Executive Committee. The Executive Committee shall have the powers to appoint from time to time a Working Committee with all the powers of the Executive and such other committees besides Sports Committee and Club the Committee, for the benefit of different activities of the Association. Page 9 of 62 5. NOT PASSED382) Governing body of association to include representatives of women (also mandated by High Court of Delhi) of OF BOARD DIRECTORS382) The Board of shall Directors consist 16 Directors comprising one nominee of the chief controller of the accounts of GNCTD and three nominees of the Govt. of India. The elected Directors shall comprise 5 office bearers (which are President, Vice- President, Secretary, Joint Secretary and one Treasurer), member who has represented DDCA in first class cricket and above, one

woman member and 5 other directors. The nominee Directors shall be the Honorary Members the Association till such time as they remain on the Board of Directors and shall have voting rights. The nominee Directors shall have the option to resign from the Board of Directors. of full EXECUTIVE COMMITTEE of The 38. Executive Committee shall consist a President, three Vice-Presidents, one Honorary General Secretary, Honorary Secretary, Club Honorary Secretary, one Honorary Treasurer, eight Joint Secretaries namely 2 (Two) Joint Secretary (Sports), 2 (Two) Joint Secretary (Club), 2 (Two) Joint Secretary (Accounts) and 2 (Two) Joint Secretary (Company and Affairs), more Eleven members, three of whom can be the nominees of the Government of India with full voting rights. The government nominees shall be the Honorary Members of the Association till such time as they remain on the W.P.(C) 7215/2011 Page 10 of 62 NOT PASSED382) 6. Governing Body to include nominee of the Accountant General of State. (also mandated by High Court of Delhi) the of OF BOARD DIRECTORS382) The Board of shall Directors consist 16 Directors comprising one nominee of the chief controller of the accounts of GNCTD and three nominees of the Govt. of India. The elected Directors shall comprise 5 office bearers (which are President, Vice- President, Secretary, Executive Committee. The three Government nominees shall have the option from to resign the Executive Committee. The Executive Committee shall have the powers to appoint from time to time a Working Committee with all the powers of the Executive and such other committees besides Sports Committee and the Club Committee, for the benefit of different activities of the Association. EXECUTIVE COMMITTEE of The 38. Executive Committee shall consist a President, three Vice-Presidents, one Honorary General Secretary, Honorary Secretary, Honorary one Sports one Club W.P.(C) 7215/2011 Page 11 of 62 W.P.(C) 7215/2011 Joint Secretary and Treasurer), one member who has represented DDCA in first class cricket and above, one woman member and 5 other directors. The nominee Directors shall be the Honorary Members the Association till such time as they remain on the Board of Directors and shall have voting rights. The nominee Directors shall have the option to resign from the Board of Directors. full of Secretary, one Honorary Treasurer, eight Joint Secretaries namely 2 (Two) Joint Secretary (Sports), 2 (Two) Joint Secretary (Club), 2 (Two) Joint Secretary (Accounts) and 2 (Two) Joint Secretary (Company and Affairs), more Eleven members, three of whom can be the nominees of the Government of India with full voting rights. The government nominees shall be the Honorary Members of the Association till such time as they remain on the Executive Committee. The three Government nominees shall have the option from to resign the Executive Committee. The Executive Committee shall have the powers to appoint from time to time a Working Committee with Page 12 of 62 7. NOT PASSED40c) Is not a A person shall be disqualified from being an office bearer if he or she: (a) citizen of India; (b) Has attained the age of 70 years; (c) Is declared to be insolvent, or of unsound mind; (d) Is a Minister or a government servant [except for the nominee of the Accountant General of the State].; (e) Holds any office or post in a sports or athletic association or federation apart from cricket; (f) Has been an Office Bearer of the Association for a cumulative period of 9 years (also mandated by High Court of Delhi) all the powers of the Executive and such other committees besides Sports Committee and Club the Committee, for the benefit of different activities of the Association. (a) 40. The Office bearers namely, President, 3 Vice Presidents, Honorary General Secretary, Honorary Treasurer, Honorary Sports Secy. And Club Honorary Secretary shall hold office till the conclusion of the Annual General held after next two succeeding Annual General Meetings. In other words, the members would the above- elect stated office bearers at every third Annual General Meeting their held after elections. The retiring Office bearers shall be eligible re- election subject to the provisions of the Act. Provided for of also 40(c) Notwithstanding anything contained in any provision of these articles, any elected Director the company, shall stand automatically disqualified after 9 nine years as an office bearer (i.e. member of the Board of Directors) and shall 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 the charged under for an penal 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. law W.P.(C) 7215/2011 Page 13 of 62 that, upon the new sub-clause (a) becoming the effective, office existing holding bearers offices of President, 3 Vice- Presidents and Honorary Gen. Secy. Shall continue to hold their respective offices for remaining shall term and retire in accordance with sub-clause(a). In other words, the term of the above office stated bearers shall automatically be extended in accordance with sub (a) calculated from the date of their last election. The office bearers

namely, 8 Joint Secretaries namely 2 (Two) Joint Secretary (Sports), 2 (Two) Joint Secretary (Club), 2 (Two) Joint Secretary (Accounts) and 2 (Two) Joint Secretary (Company Affairs), shall retire the Annual General Meeting which is held subsequent to clause at (b) W.P.(C) 7215/2011 Page 14 of 62 for Provided upon the Annual General Meeting the succeeding annual general meeting in which they are elected. In other words, members the would elect the above stated office bearers at every alternate Annual General Meeting held after their The elections. retiring Office Bearers shall be eligible re- election subject to the provisions of the Act. that, amendment becoming effective, Additional Secretaries elected the members namely Additional Joint Secretary (Sports), Additional Joint Secretary (Club), Additional Joint Secretary (Accounts), Additional Secretary (Company Affairs) shall, without any action on the part of the Executive Committee, be re- designed as Additional Joint Secretary (Sports), Additional Joint and Joint the the 4 Joint by W.P.(C) 7215/2011 Page 15 of 62

8. NOT PASSED40a) No office bearer of the to Association hold office for two consecutive terms (also mandated by High Court of Delhi) till next 40(a) The Office bearers namely, President, Vice- President, Secretary, Joint Secretary and Treasurer shall hold the office conclusion of the Annual General held after two consecutive AGMs. In other words, the members would elect the stated office at every third AGM held after their elections. The retiring office be bearers eligible re- election subject to the Articles of Association herein. shall for bearers above hold retain and Joint Secretary (Club), Additional Joint Secretary (Accounts), Additional Secretary (Company Affairs) and shall continue to their offices as Joint for Secretaries term remaining for which they were appointed as Joint Additional and Secretaries shall in accordance with sub-clause(b). (a) 40. The Office bearers namely, President, 3 Vice Presidents, Hony. General Secretary, Hony. Treasurer, Hony. Sports Secy. And Hony. Club Secretary shall hold office the the conclusion of Annual General held after next two succeeding Annual General Meetings. In other words, the would members elect above- stated office bearers third at Annual General Meeting held after their elections. The Office retiring shall be bearers eligible for re- election subject to the provisions of the Act. Provided that, upon every the till W.P.(C) 7215/2011 Page 16 of 62 their extended the new sub-clause (a) becoming the effective, office existing bearers holding offices of President, 3 Vice-Presidents and Hony. Gen. Secy. Shall continue their to respective offices for remaining term and shall retire in with accordance sub-clause(a). In other words, the term of the above stated office bearers shall automatically be in accordance with sub clause (a) calculated from the date of last election. (b) The office bearers namely, 8 Joint Secretaries 2 namely (Two) Secretary Joint (Two) (Sports), 2 Joint Secretary 2 (Club), (Two) Joint Secretary (Accounts) and 2 (Two) Joint Secretary (Company Affairs), shall retire at Annual General Meeting which held is to subsequent the Annual General Meeting succeeding the annual general meeting in which they are elected. In the other words, members would elect above stated office bearers at every alternate Annual General hold the the W.P.(C) 7215/2011 Page 17 of 62 by Meeting held after their elections. The Office retiring shall be Bearers eligible for re- election subject to the provisions of the Act. Provided that, upon the amendment becoming effective, the 4 Additional Secretaries Joint elected the namely members Joint Additional (Sports), Secretary Joint Additional Secretary (Club), Additional Joint Secretary and (Accounts), Joint Additional Secretary (Company Affairs) shall, without any action on the part of the Executive Committee, be re- as designed Joint Additional Secretary (Sports), Joint Additional (Club), Secretary Additional Joint Secretary and (Accounts), Additional Joint Secretary (Company Affairs) and shall continue to hold their offices as Joint Secretaries for remaining term for which they were as appointed Joint Additional and Secretaries shall in accordance with sub-clause(b). retain 9. Appointment of NOT55to 59 ADMINISTRATION ----

----- W.P.(C) 7215/2011 Page 18 of 62 PASSED full time CEO for administration and functioning (also mandated by High Court of Delhi) for as of by (unless 55. The Board of Directors shall appoint a Full time CEO to ensure that the company works to its maximum and potential administrative and financial aspects are looked into properly. The CEO would ideally be a person managerial with experience five the years MD/CEO 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 the contract is terminated by mutual agreement or by a 3 months notice either party).

56. The CEO shall be assisted by not more than 6 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 these streams as he deems

fit. allot full W.P.(C) 7215/2011 Page 19 of 62 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 with familiarity cricket other sports; (b) Understanding of financial position with 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 transparent and process of appointment.

59. The CEO shall have following functions on behalf of the company: (a) to implement all the and regulations made by the governing body and the board of rules or the W.P.(C) 7215/2011 Page 20 of 62 of to for to staff directors in regard to non-cricketing matters; (b) to issue guidelines in respect of travel, accommodation, allowances etc. to be players, paid support and officials participating in matches, other than international matches; lease and to (c) immovable manage property the company wherever situated, in order to promote the objects of the company. lay down (d) the parameters laying of grounds for playing the game and to provide pavilion, canteen and other and conveniences 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 for accommodation and travel, to ensure that tickets to players for matches will be on par with those given the arrange given to W.P.(C) 7215/2011 Page 21 of 62 that Also, members, and to also ensure no expenditures towards the game (baggage handling, injury related etc.) will be undertaken by the player, failing which such expenses will be to reimbursed the player within 30 working days of the being requisition made. to process requests made by players to arrangement make for the accommodation and travel their respective wives/partners/family members, wherever permitted. (g) To ensure that all measures are adopted to eliminate any form of racial, communal, casteist other hatred the game, with stringent action taken against the offenders including the initiation of criminal proceedings. (h) to produce by itself cricket content for telecast of cricket matches and/or ceremonies by hiring owning equipment and hiring necessary crew, technicians etc. (i) to publicize the stadium capacity with compulsory seat numbers. or from of the or W.P.(C) 7215/2011 Page 22 of 62 for (j) To provide at stadiums, wholesome and hygienic food and beverages at affordable rates, clean and hygienic restrooms all genders and for the abled, differently adequate fire and entries emergency corridors, and access sufficient avenues and wheelchairs for the differently-abled, proper signage, parking and transport facilities as well as efficiently security systems. (k) To arrange and organize the national championship of India for the Ranji Trophy matches or University, for other Schools or tournaments or for Exhibition any between matches and/or members between the Universities including regulations and in respect travel, accommodation, allowances to be paid to and officials participating in such matches. l. bye-laws players of frame To guidelines generally for the convenience and ease of day-to- day management of affairs of the W.P.(C) 7215/2011 Page 23 of 62 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, to especially more involve people the game of cricket and to encourage participation of all sections of society. in n. To assist the Cricket Committees and facilitate the implementation of and recommendation s. o. To tasks their collate monthly reports concerning the functioning of various the Committees, to create action plans in advance and upload the the same on website of the Company. p. To create a database of all W.P.(C) 7215/2011 Page 24 of 62 cricketers at all levels, maintain and records statistics, track performances and certify age and identity of participants.

1. To take steps to world create class infrastructure at DDCA. r. To put i n place to to mechanisms encourage cricketers 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 of Committees Company, the to ensure and all that in for contracts 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 W.P.(C) 7215/2011 Page 25 of 62 t. to screen offering a full and complete view without advertisement or banners margins, and to restrict commercial time only the refreshment and team other

during breaks and between innings. To report to the Board of Directors every quarter or as often as required by it on functioning of the management and the progress made in developing cricket DDCA. at u. To consider the reports of the Auditor, to verify Full whether Members are meeting their objectives and to assess whether cricket is being suitably developed promoted. and v. To consider all applications for financial aid or other any benevolence to cricketers, Umpires administrators as per the rules and W.P.(C) 7215/2011 Page 26 of 62 framed by the General Body in this behalf from time to time and the recommend same to the of Board Directors for their approval. w. To examine all the expenditure the exceeding Budget and to such control outlays as are required for the proper administration of the Company. the x. To advise Company regarding investments. y. To to process requests made for increase in all of types allowances, subventions/ subsidies to be paid the associated clubs, tariff for Coaching Camps, Coaching Subsidies to the associated clubs, allowances to the players for matches of different and Trophies playing when against foreign sides, both at home and away and to the recommend W.P.(C) 7215/2011 Page 27 of 62 5. to same Board Directors. the of z. To do all acts and things which are delegated by the Board of Directors to him, and all other functions as are and necessary expedient to the carry out objects of the Company as aforesaid. The applicant/objectors argue that in reply to two queries made to the Lodha Committees Frequently Asked Questions (FAQ), information given to them was that the constitution or articles of association of any given cricket association had to be looked into, in order to determine, who were to be reckoned as office bearers, for the purposes of the nine year tenure limit mandated by the Lodha Committee and the BCCI judgment of the Supreme Court. It is urged that unless directors (who are elected as Directors and not as office bearers of DDCA) are to be treated as such, they cannot be disqualified from holding themselves out for elections. In other words, it is submitted that the directors are not to be treated as office bearers, to attract the disqualification of the overall 9 year term limit. On behalf of the Administrator, the applicants objections are opposed. It is contended that the main BCCI judgment and the judgment of this Court are binding; inasmuch as the Court W.P.(C) 7215/2011 Page 28 of 62 recognized that regardless of nomenclature, the members of the executive committee wield authority, which, unchecked would result in their self perpetuation, in some manner. Thus, the object of enjoining that an individual cannot continue to be part of the decision making body if he has held any office, for any period exceeding 9 years, would equally apply to directors, who are elected by the General Body.

6. In the judgment of this Court, dated 30.01.2017 this Court had observed and directed as follows: 31. The Supreme Court judgment, in relation to BCCI, had accepted the Lodha Committee recommendations with respect to streamlining or pruning of that body; the committee had also recommended that all State associations (such as DDCA) should adopt a uniform pattern. This Court notices that at present the governance structure of DDCA is "top heavy". Its Executive committee comprises of 27 members (one President, three Vice Presidents, one Hony. Secretary, one Sports Secretary, one Club Secretary, one Treasurer, eight Joint Secretaries and 11 Members). There is hardly any cooling off period and no tenure or age restrictions. The Justice Lodha Committee recommendations vis-- vis the governance structure of BCCI are as follows:

"4. Office Bearer 'Limited Tenures & Cooling Off' While all the existing office bearers (President, Vice-President, Secretary, Treasurer and Joint Secretary) are retained in honorary positions, the number of Vice Presidents is pruned from five to one. Their duties have been realigned. The President is shorn of his say in selections. The additional vote for the President at meetings is deleted. The terms of these Office Bearers continue to be of 3 years, but with a maximum of 3 such terms regardless of the post held, with a cooling off period after each such term."

This Court hereby directs appropriate amendments to bring in line the above recommendations, with respect to the membership of the executive committee as well as the tenure restrictions and cooling off periods. W.P. (C) 7215/2011 Page 29 of 62 Furthermore, the following direction has acquired the force of law, due to Article 141 of the Constitution in relation to BCCI:

"... .. Any elected Councillor shall stand automatically disqualified after nine years as an office bearer, and shall also be disqualified from contesting or holding the post if he has completed the age of 70 years, is

charged under the penal law, is declared to be of unsound mind, is a Minister or government servant or holds any post of another sports body in the country."

Like in its case, there is no compelling reason to depart from it in the case of DDCA. The above condition shall be read as part of Article 40 of the DDCA's Articles of Association, specifically as Article 40 (c), which shall read as follows: in Article 38, shall those described "... .. Notwithstanding anything contained in any provision of these articles, any elected executive committee member amongst stand automatically disqualified after nine years as an office bearer (i.e member of executive committee), and shall also be disqualified from contesting or holding the post if he has completed the age of 70 years, is charged under the penal law, is declared to be of unsound mind, is a Minister or government servant or holds any post of another sports body in the country."

7. This Court is of opinion that the objectors argument that Directors are not to be treated as governing council members, as they are not office bearers is unacceptable. The existing Articles of Association clearly contemplate that they are part of the Executive Committee; Article 46(e) even contemplates that if they are absent for more than 3 executive committee meetings in a row, a vacancy would occur. As such they are very much integral to the decision making body or institution of DDCA. The objections to inclusion of the tenure spent by a director as member of the executive committee, therefore, are unmerited. As regards the FAQ and the reply to queries are concerned, there is nothing on record to suggest W.P.(C) 7215/2011 Page 30 of 62 that the replies were part of the recommendations (as accepted by the Supreme Court judgment). What was accepted by the Supreme Court, has been quoted and followed by this Court in its judgment. The new provision, i.e Article 38 (2) clarifies that there shall be a 16 member board of directors including four official nominees, five directors and others such as President, Vice President, Secretary, Joint Secretary and Treasurer, one former cricket player who had represented DDCA in first class cricket, and a woman sports person.

8. Two other arguments were made with respect to Articles 38, and 40 (c), i.e. that Directors tenure is different; whereas all other office bearers retire after two years and in some cases, after three years; directors retire, by rotation, every year. It was submitted that the proposed changes would lead to contravention of Section 152 (6) of the Companies Act, 2013, which reads as follows: of of in general by rotation; of a public company directors company directors (6) (a) Unless the articles provide for the retirement of all directors at every annual general meeting, not less than two-thirds of the total number shall (i) be persons whose period of office is liable to determination by retirement and (ii) save as otherwise expressly provided in this Act, be appointed by the meeting. (b) The remaining directors in the case of any such company shall, in default of, and subject to any regulations in the articles of the company, also be appointed by the company in general meeting. (c) At the first annual general meeting of a public company held next after the date of the general meeting at which the first directors are appointed in accordance with clauses (a) and (b) and at every subsequent annual general meeting, one-third of such of the directors for the time being as are liable to retire by rotation, or if their number is neither three nor a multiple of three, then, the number nearest from office. (d) The directors to retire by rotation at every annual general meeting shall be those who have been longest in office since their last appointment, but as between persons who became directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. to one-third, shall retire W.P.(C) 7215/2011 Page 31 of 62 (e) At the annual general meeting at which a director retires as aforesaid, the company may fill up the vacancy by appointing the retiring director or some other person thereto. Explanation. For the purposes of this sub-section, total number of directors shall not independent directors, whether appointed under this Act or any other law for the time being in force, on the Board of a company. include 9. This Court discerns no conflict with the proposed Article 38 (2) which reads as follows: BOARD OF DIRECTORS 382) The Board of Directors shall consist of 16 Directors comprising one nominee of the chief controller of accounts of the GNCTD and three nominees of the Govt. of India. The elected Directors shall comprise 5 office bearers (which are President, Vice- President, Secretary, Joint Secretary and Treasurer), one member who has represented DDCA in first class cricket and above, one

woman member and 5 other directors. The nominee Directors shall be the Honorary Members of the Association till such time as they remain on the Board of Directors and shall have full voting rights. The nominee Directors shall have the option to resign from the Board of Directors. Article 40 (c) proposed pursuant to the Courts judgment, reads as follows: 40(a) The Office bearers namely, President, Vice-President, Secretary, Joint Secretary and Treasurer shall hold office till the conclusion of the Annual General held after next two consecutive AGMs. In other words, the members would elect the above stated office bearers at every third AGM held after their elections. The retiring office bearers shall be eligible for re-election subject to the Articles of Association herein. 10. The crucial provision in Section 152 (6) is that it directs that unless the Articles of Association provide that all directors shall retire in every annual general meeting, not less than two thirds of them shall be persons whose period of office is liable to determination by retirement of directors by rotation; and save as otherwise expressly provided in this Act, be appointed by the company in W.P.(C) 7215/2011 Page 32 of 62 general meeting. Section 152 (6) (b) states that The remaining directors in the case of any such company shall, in default of, and subject to any regulations in the articles of the company, the remaining directors shall also be appointed by the company in general meeting. Thus two-thirds membership of the board has to be determined, by retirement of its directors, by rotation. Clause (b) is a default provision, which states that subject to regulations in the articles of association also be appointed by the company in general meeting. In the present case, one third of the membership of the board of directors, retire annually by rotation. The principle of retirement of directors by rotation applies firstly to the five directors, then to the other members as well. In these circumstances, it cannot be said that the proposed changes are contrary to Section 152. As far as the nominees are concerned, the Court is of opinion that the principle of rotation would apply, and the nomination term would be so applied as to be subject to Section 152. In fact, the stipulation as to appointment of two thirds of the total number of directors being elected, is fulfilled, because only 4 are nominated. This condition had previously applied only to public companies; private companies were not governed by such provision (Section 255 of the repealed Companies Act, 1956). The Supreme Court had occasion to consider and interpret it in Oriental Metal Pressing Works v. Bhaskar Kashinath Thakoor AIR1961SC573 11. The objectors had also argued that the fresh or proposed articles should be made effective prospectively and not made to apply to the forthcoming elections. It was urged that the new condition would unfairly take away the chances of those who had served as directors, for previous periods, though they were not office bearers. The Court finds no merit in this submission. The BCCI judgment which accepted the Lodha Committee recommendations are binding. The objective of ensuring that the same people or a clutch of individuals do not maintain their W.P.(C) 7215/2011 Page 33 of 62 control over sport bodies like cricket associations is to encourage budding talent and promote fresh blood, not only in the sport, but also in the management of its affairs. By occupying one executive or decision making position in an organization after another, a set of individuals can shut out an entire generation of new talent, which would possess greater energy and be more open to innovation. The plea to give prospective effect, in essence is a cry of existing directors who might be staring at the 9 year tenure restriction, to somehow get a look in into the fresh election process. It has no merit and is accordingly rejected.

12. No arguments were made, nor was any objection pointed out on behalf of any member, to the amendments proposed by the Administrator to give effect to this Courts judgment (apart from the BCCI judgment, but in the light of the Mudgal committee recommendations) that were rejected by the EGM. In this view of the matter, the said proposed amendments (extracted as Table II) are to be incorporated in the appropriate place, like in the case of proposals in connection with the BCCI judgment. TABLE II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION MANDATED BY THE HIGH COURT OF DELHI IN THE JUDGMENT/ORDER DATED 30^H JANUARY, 2017 PUT TO VOTE AND REJECTED BY MEMBERS IN THE EGM DATED 15^H SEPTEMBER 2017S.No. Articles Status Proposed Article No. PROPOSED ARTICLES EXISTING ARTICLES 1 mandated to be introduced the High by Court of Delhi Affiliated Clubs (who run on grants by DDCA) to be a registered society non-profit Company and follow or NOT PASSE D23i)& (iii) or club 23(i) No or Association shall be affiliated, its affiliation continued, unless is registered a society or as a not for profit Company, and which has it as . xxx... xxx... . AFFILIATED CLUBS 23(a) The Executive Committee will from a working sports Committee consisting W.P.(C) 7215/2011 Page 34 of 62 statutory guidelines 2. Corresponden

ce to Affiliated Clubs through registered addresses NOT PASSE D23ii) coming its duly submitted financial audited and statements 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 into the the force of amendment, in of respect all existing affiliated members; failure to comply would result in loss of affiliation. 23(iii) The existing Clubs, which are registered with the Registrar of Societies/Registrar of Companies and fulfill all statutory shall compliances, given only affiliation by the Company. 23(ii) The correspondence with existing the Clubs Affiliated be shall addressed the registered office of the Company. only to be of 10 members who shall be elected by the affiliated club amongst the members nominated by the affiliated club. The term of the sports working committee will be of a minimum of one year which may be extended to a maximum of two year at a time by the Executive Committee. (b) The election of the members of sports working committee as specified clause 23(a) shall be held in such manner as may be prescribed the Executive Committee in this behalf. by in . xxx... xxx... .

AFFILIATED CLUBS23(a) The Executive Committee will from a working sports Committee consisting of 10 members who shall be elected by the affiliated club amongst the members nominated W.P.(C) 7215/2011 Page 35 of 62 3. NOT PASSE D23(iv), (v) & (vi) funds by and Affiliated Clubs to provide details of disbursement of provided DDCA submit to accounts to DDCA ensure funds used only for promotion of cricket that by for Board of 23(iv) The of Directors the company shall ensure the existing Affiliated Clubs provide the details of the disbursement and utilization of finances, which are the provided Company the promotion of Cricket to the Affiliated Clubs within thirty days from the end of the every financial year to maintain accountability and transparency. The company shall ensure that details of and disbursement of utilization for finances a preceding financial year are provided to it by affiliated clubs in by . xxx... by the affiliated club. The term of the sports working committee will be of a minimum of one year which may be extended to a maximum of two year at a time by the Executive Committee. (b) The election of the members of sports working committee as specified clause 23(a) shall be held in such manner as may be prescribed the Executive Committee in this behalf. AFFILIATED CLUBS23(a) The Executive Committee will from a sports working Committee consisting of 10 members who shall be elected by the affiliated club amongst the members nominated by the affiliated club. The term of the sports working committee will be of a minimum of one year which may be extended to a maximum of two year at a time by the Executive Committee. (b) The election of the members of sports working committee as specified clause 23(a) shall be held in xxx... . in W.P.(C) 7215/2011 Page 36 of 62 23 A1NOT PASSE D4 Independent Sports Working Committee of retired players, coaches etc. to has for to after before finances are disbursed by it to such affiliated clubs for the succeeding financial year. (v) The accounts pertaining the grant provided by the company to the affiliated clubs shall be submitted to the company. (vi) The company shall check that the been grant utilized the promotion of cricket should grant and affiliation the clubs for the next season cricketing being only satisfied the grant been properly utilized for the promotion of cricket. 23A. WORKING COMMITTEES1 WORKING COMMITTEE (SWC) (i) The Board of Directors shall form a Sports Working Committee consisting members amongst following: (a) 5 retired men or women international or national/state/Ranji Trophy cricketers of credible repute (the 10 from the SPORTS that has of by such manner as may be prescribed the Executive Committee in this behalf. . xxx... xxx... . AFFILIATED CLUBS23(a) The Executive Committee will from a working sports Committee consisting of 10 members who shall be elected by the affiliated club amongst the members nominated by the affiliated club. The term of the sports working committee will be of a minimum of one year which may be W.P.(C) 7215/2011 Page 37 of 62 extended to a maximum of two year at a time by the Executive Committee. The election of (b) the members of sports working committee as specified clause 23(a) shall be held in such manner as may be prescribed the Executive Committee in this behalf. by in 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 to elections the Sports Working Committee and such would nominees amongst elect themselves two members who shall be the members of the 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 to elections the Sports Working Committee and such nominees would amongst

elect themselves two members who shall be the members of the sports working committee. W.P.(C) 7215/2011 Page 38 of 62 to The (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 an extended term of maximum two years by the Executive Committee. (iii) 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 the meeting aforesaid and prepare the minutes of meeting for the approval of board of directors. (d) To budget approved from the accounts department for the league matches, super league and hot weather tournaments between clubs. (e) To decide for the fixtures of teams playing, fixtures of affiliated To for get W.P.(C) 7215/2011 Page 39 of 62 dates. (f) To enter with agreement 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 of the after Directors verifying the credentials like coaching certificate from BCCI etc. (h) To recommend it the Board of to Directors about refreshment amount to be payable to the players after the matches. (i) To recommend the of be subsidy provided the Private Clubs with adequate bifurcation the Board of to Directors for approval. To manage (j) lodging boarding, and transportation for the Delhi Team players the outstation matches. (k) To provide for 5 star or equivalent standard accommodation to Ranji players and 3 hotel star accommodation for the junior teams. (iv) Proper minutes amount to to Board for W.P.(C) 7215/2011 Page 40 of 62 5. to Tendering Committee ensure procurement of through transparent tendering process goods 23 A2NOT PASSE D TENDERING 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 shall be minutes for available inspection by the members the of Company on any working day during business hours.

2. COMMITTEE: (i) For the purpose procuring of for items/services company, or for execution of any matches/BCCI tournaments/Indian Premier League/International day matches/Test matches, the Board of Directors shall appoint three member Tendering Committee, for a term no exceeding years. The three team shall tender comply with the following process in execution of their tasks: (a) procurement of orders be placed by issuing tenders either electronically One a xxx... xxx... . AFFILIATED CLUBS23(a) The Executive Committee will from a working sports Committee consisting of 10 members who shall be elected by the affiliated club amongst the members nominated by the affiliated club. The term of the sports working committee will be of a minimum of one year which may be extended to a maximum of two year at a time by the Executive Committee. (b) The election of the members of sports working committee as specified clause 23(a) shall be held in such manner as may be prescribed the by . in W.P.(C) 7215/2011 Page 41 of 62 Executive Committee in this behalf. All in for and/or by means of publication of an advertisement in the daily newspapers. (b) quotations/tenders be sought shall displayed on the website for perusal by the public and the advertised 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 of requirements financial and the technical bid. (e) Subject to clause (d) above, the lowest bidder would be awarded the tender and would enter into contract with a company the same. (f) The lowest bidder need not be awarded the contract if he shows to perform the work assigned under the tender. (g) The successful bidder should be proper issued a purchase order. (h) Payments should be only invoices against proper after verification of the inability made W.P.(C) 7215/2011 Page 42 of 62 the in made work and certification in favor of vendor. (h) Payments should only be against invoices proper after the verification of work and certification in favor of vendor. (i) Where orders are placed without calling quotations, the reasons for not inviting quotations shall be recorded. A detailed statement for 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 mention sub clause (d), (e) and (f) should be strictly adhered to also in the event of orders being placed without floating any tenders. (ii) Vendors/Contractor s 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 The W.P.(C) 7215/2011 Page 43 of 62 6. Company or any of its affiliated clubs. (iii) A register of interests shall be maintained so that the office bearers their disclose interest so as to avoid any conflict of interest. (iv) Proper minutes shall be prepared for all meetings of Tendering the 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 shall be minutes available for the inspection by members of the Company on any working day during business hours.

6. TICKETING & ACCREDITATION : Maximum (i) 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 23 A6NOT PASSE D Ticketing & Accreditation rules to ensure match tickets and Complimentary passes are not pilfered and misused by Executive Committee members.

xxx... . xxx... . AFFILIATED CLUBS23(a) The Executive Committee will form a working sports Committee consisting of 10 members who shall be elected by the affiliated club amongst the members nominated by the affiliated club. The term of the sports working committee will be of a minimum of one W.P.(C) 7215/2011 Page 44 of 62 year which may be extended to a maximum of two year at a time by the Executive Committee. (b) The election of the members of sports working committee as specified clause 23(a) shall be held in such manner as may be prescribed the Executive Committee in this behalf. by in for of per exceed complimentary passes for the office bearers, Directors, SWC, Women Committee various Members, authorities, players, coaches and affiliated clubs and passes the members should only be assigned in West Stand Fourth Floor, Hill Band West Stand Ground Floor the Stadium. (iv) The number of complimentary passes issued shall not the following limit: (a)Directors 10 per match. (b) match (c) Patrons 4 per match. (d) Various authorities shall not exceed 1000 per match. (e) and former international (men & players women) -2 per match. and (f) Current former national players (Ranji Men and Women) 1 per match. (g) Present players (men & women of all age categories)-1 per match. (h) Senior coaches (list to be approved current SWC-4 W.P.(C) 7215/2011 Page 45 of 62 a of sold committee by 3 consisting international players from Delhi) 2 per match. (i) Affiliated Clubs 1 per match. pass (v)One pass) (members should be issued to each member of the company. If any member is found to have any complimentary ticket, action will be taken against such the member after company following due process. (vi) complimentary the passes 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 employees and should be issued only one Accreditation Card for themselves. No request any additional accreditation card shall be entertained. (viii) People involved in cricket operations should The of of for W.P.(C) 7215/2011 Page 46 of 62 be of The of issuance only given Accreditation Cards getting after approval the Board of Directors as they get access to various sensitive areas which are restricted by the Company. (ix) A proper system and of verification of Accreditation Cards shall be followed to avoid misuse of the generic Accreditation Cards issued to the various authorities. office (x) bearers 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. Details (xi) the regarding distribution of discretionary quota of complimentary passes and accreditation cards shall be furnished to the of directors. (xii) All records of board W.P.(C) 7215/2011 Page 47 of 62 of distribution complimentary passes and Accreditation Cards shall be maintained by the company and the posted website the company after every match. All information to pertaining issuance tendering, contracts/work of orders shall also be made public and the posted website the company. (xiii) All financial and other documents to relating the matches, selection and the functioning of company the (minutes of meetings) shall be the posted website the it company, since performs public functions and such disclosure will not ensure only but transparency the also enhance reputation of the company and its office bearers in the eyes of its members and general public. (xiv) In order to bring Feroz Shah Kotla Stadium to its erstwhile international standards, on of on of on of a W.P.(C) 7215/2011 Page 48 of 62 7. 53 NOT PASSE D to DDCA maintain Accounts, cash registers, bills, balance sheet as per Secretarial practices. ACCOUNTS xxx... . The Accounts 53. the Association of soon as shall as practicable after the end of the financial year be audited by an Auditor, who shall be appointed at each Annual General Meeting. permanent maintenance committee comprising of an independent professional person shall be constituted and it shall function regularly. ACCOUNTS53(a)The Accounts of the Association shall as soon as practicable after the end of the financial year be audited by an Auditor, who shall be appointed at each AGM. (b) True accounts shall be kept by the Treasurer 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 the

Company. financial (c) The framework and administration of the shall company strictly adhere to manual financial lay which down financial policies and procedures to guide and operations of management money within the The company. financial manual shall contain and shall of of W.P.(C) 7215/2011 Page 49 of 62 of company define the controls on financial assets, exercising budgetary control, control on human resources, control on physical assets, and other financial regulations etc. (d) The members of the at AGM shall appoint 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 the sixth annual general to meeting subject ratification by the members the company at each AGM. The auditor(s) of the company shall have the right of access at all times to the of accounts, vouchers and other documents relating to the accounts of the company and shall be entitled to obtain the office bearers and committees such information and explanation as may be necessary in the discharge of his/their duties. (e) The balance sheet duly audited with the Auditors shall be remarks laid the Executive Body at before books any from W.P.(C) 7215/2011 Page 50 of 62 for the AGM. (f) Accounts and finance department shall be mandatorily the consulted proposal having financial implications. (g) Accounts and Finance Department shall maintain an internal control and management system information (MIS) on debtors, Bills creditors, for pending 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 the company. (h) Bills approved by Committee by Directors. (i) Pending bills are not to be approved of by in any Directors event and to be shown as outstanding. (j) Bills reimbursable by BCCI shall be separately furnished in meeting of the Board of Directors to be the formed the Board of Board W.P.(C) 7215/2011 Page 51 of 62 of the Company. (k) The accounts for the utilization of the funds and grants from BCCI and other bodies to be maintained. (l) The Books of account the company shall be open to inspection by the members of the company during office hours subject to prior intimation. of 13. Apart from the amendments proposed in Tables I and II the Administrator had proposed amendments to Articles of Association, to bring them in line with the new Companies Act of 2013. However, inexplicably, these too were rejected. No arguments were addressed on these amendments voicing objections. The said amendments are shown below as Table III. TABLE III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AS PER STATUTORY COMPLIANCES AS PER THE COMPANIES ACT, 2013 AND THE RULES PUT TO VOTE IN THE EGM DATED 15 SEPTEMBER 2017 BUT REJECTED BY EGM S.No. Articles Status Proposed Article No. PROPOSED ARTICLES EXISTING ARTICLES 1 mandated to be introduced by the latest Companies Act and Rules Compulsorily holding AGM every year and business to be transacted thereto. NOT PASSED 25(i) & 36 A 25(i) GENERAL MEETINGS General Annual Meeting (AGM): The Company shall mandatorily hold with respect every in financial addition other meetings, a general meeting as an AGM to year, to GENERAL MEETINGS All 25. General Meeting other than Annual General Meeting shall be called extra-ordinary General W.P.(C) 7215/2011 Page 52 of 62 for Meetings. 36 The demand of a poll shall not prevent the continuance of a meeting the transaction of any business other than the question on which a poll been has No demanded. poll be demanded on the election a chairman of a meeting and a poll demanded on a of adjournment shall be taken at the meeting without adjournment. question shall of than specify and the meeting as such in the notices calling it. Not more fifteen months should elapse between two (2) AGMs of the company. 36A The following business shall be transacted at every AGM of the Company: (a) Adoption of the Report the Secretary for the year under review; (b) Adoption of the Report Treasurers 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 and the of recommendations of the Directors, the CEO and the Committees and to propose policy directions the Board of Directors; (f) Consideration of and the 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 Report Report of Board to W.P.(C) 7215/2011 Page 53 of 62 by proposed by a Full Member shall not be considered unless the for proposals are amendments received the Secretary of the Board of Directors atleast 60 days prior to the date of the AGM; (h) Consideration of the the Reports of Ombudsman and Ethics Officer and any recommendations made therein; (i) Consideration of any motion, notice whereof is given by a Full Member to the fourteen Secretary days the meeting. a motion be circulated in advance to all members); (j) To appoint DDCA or

representatives BCCI and; (k) Consideration of any other business the President which may consider be to necessary included in the agenda. (such shall before the its to 2. Notice to EGM and AGM as per the Section NOT PASSED28PROCEEDINGS AT GENERAL MEETINGS28 A notice of at least (14) days fourteen shall be given for General Meeting, specifying the place, the day and the hour PROCEEDINGS AT GENERAL MEETINGS xxx... . least 28. fourteen days notice specifying At W.P.(C) 7215/2011 Page 54 of 62 NOT PASSED36B3 Compulsory recording and maintaining of Minutes of Meeting open for inspection by members an OF (i) that the Auditor or the of General Meeting and in the case of special business, the general nature of such business accompanied by 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) Auditors of company; and Provided 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. MINUTES MEETING36 The proceedings of every (including meeting EGM, meeting of board of directors, and meeting of each committee etc.) and resolution every passed be recorded the minutes book as per the Companies Act, 2013. (ii) the minutes of proceedings of each meeting be entered in the books shall in shall the place, the day and the hour of the meeting, and in case of special business the general nature of such business, shall be given to all members entitled to receive such notice. for 36 The demand of a poll shall not prevent the continuance of a meeting the transaction of any business other than the question on which a poll been has demanded. No poll be demanded on the election a chairman of a meeting and a poll demanded on shall of W.P.(C) 7215/2011 Page 55 of 62 for question a of adjournment shall be taken at the meeting without adjournment. the by maintained 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 last page of the proceeding of each meeting shall be dated and signed by the chairman of the meeting. Minutes once signed 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 Company Secretary or any other director as approved by the board. The minutes of the AGM and EGMs shall be for available inspection the the members company any working day during business hours. (v)The minutes shall brief mention all background proposals, summary deliberations or in case of thereof, major decisions, the by of on the the of W.P.(C) 7215/2011 Page 56 of 62 in of the its rationale thereof. The minutes shall contain fair and correct a of summary proceedings of the meeting. Minutes shall be written 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 the date of from the conclusion meeting, 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 the minutes are entered in the minutes book the specified within time of thirty days. Minutes once entered into minutes book shall not be altered except for the express approval of the board at subsequent meeting in which such meetings are sought to be altered. (vii) A copy of the signed minutes certified the company secretary or where is no company secretary, by there that by W.P.(C) 7215/2011 Page 57 of 62 NOT PASSED394. Retirement of Board of Directors/Exec utive Committee Members W.P.(C) 7215/2011 signed by Minutes shall director any by the authorized be shall board, all to circulated Directors within fifteen days after these are the Chairman. (viii) The Directors, Company Secretary, the Statutory Auditor, Internal Auditor of the company, could inspect the minutes of the meetings. of (ix) meeting be preserved permanently in order, physical form or in electronic form, for as long as they remain current eight financial years, which ever is later. One all third Directors except the office bearers and nominee of the Chief Controller of Accounts of of National Capital Territory of Delhi shall retire by rotation at every AGM . The Directors to retire by rotation at every AGM shall be those who have been longest in office since their last appointment, but as between persons who became directors on the same day, those who are to retire shall, in default of and subject any the Govt. good for of to EXECUTIVE COMMITTEE At xxx... . each 39. Annual General Meeting all Executive Committee Members except the following office-bearers. Namely, 3 President, (Three) Vice Presidents, Hony. Secretary, Gen. Hony. Sports Secretary, Hony. Page 58 of 62 NOT PASSED465.

Qualification to be elected as Director as per Section 164 of the Companies Act, 2013. W.P.(C) 7215/2011 among agreement be themselves, determined by lot. At the AGM at which a retires as Director aforesaid, the company may fill up the by appointing the retiring Director is eligible such appointment as per these Articles or some other person thereto. if he for vacancy to he an Subject the provisions of 164(1) of the Companies Act, 2013, a person shall not be eligible for appointment a as director of a company, if (a) he is of unsound mind and stands so declared by a competent court; (b) is undischarged insolvent; (c) he has applied to be adjudicated as an his insolvent application is pending; (d) he been convicted by a court of any offence, whether involving moral and has Club Secretary, Hony. Treasurer, eight Joint Secretaries namely 2 (Two) Joint Secretary (Sports), 2 (Two) Joint Secretary (Club), 2 (Two) Joint Secretary (Accounts) and 2 (Two) Joint Secretary (Company Affairs), shall retire by rotation. The retiring members shall be eligible for re- election subject to the provisions of the Act. EXECUTIVE COMMITTEE xxx... .

46. Subject to the provisions of Section 283(2) of the Act, the office a Director of shall become vacant if :-

"(a) he is found to be of unsound mind by a Court of competent jurisdiction; or (b) he applies to be adjudicated Page 59 of 62 W.P.(C) 7215/2011 of in an eligible sentenced thereof turpitude or otherwise, and in respect to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence; if a Provided that been person has convicted any offence and sentenced in respect thereof to imprisonment for a period of seven years or more; he shall not be to be appointed a as director any company; order (e) disqualifying him for appointment a director been passed by a court or Tribunal and the order is in force; (f) he has not paid any calls in respect of any shares of the company held by him whether alone or jointly with others and six months have elapsed from the last day fixed for the payment of the call; been (g) he convicted the offence dealing with related party transactions under section 188 at any time during the last preceding five years; or not (h) has complied with sub- section (3) of Section has of as has he as insolvent; or an (c) he is adjudicated an or insolvent; (d) any office or place of profit under the Company is held by him in contravention of Section 314 of the Act; or (e) he absents from himself three consecutive meetings of the Executive Committee or from all meeting of the Executive Committee without obtaining of leave absence from the Executive Committee; or becomes disqualified by an order of the Court under Section 203 of the Act; or (f) he (g) he is removed in pursuance of Section 284 of the Act; or (h) he (whether by himself or by any person Page 60 of 62 to of 152. Subject the provisions of 164(2) of the Companies Act, 2013, no person who is or has been a director of a company which (a) has not filed financial statements or annual rents for any continuous period of three financial years; or (b) has failed to repay the deposits accepted by it or pay interest thereon or to redeem any debentures on the due date or pay interest due thereon or dividend pay declared and such failure to pay or redeem continues for one year or more, shall be eligible to be reappointed a director that company or appointed in other company for a period of five years from the date on which the said company fails to do so. any as firm for his benefit on or his or amount) any in which he is a partner or any private company of which he is a Director, accepts a loan or any guarantee or security for a loan from the company in contravention of section 295 of the Act; or acts (i) be in contravention of Section 299 of the Act and by virtue of such contravention shall have been deemed to have vacated office; or (j) he is convicted by a Court of any offence involving moral turpitude and in sentenced of respect thereof to imprisonment less for not six than months. W.P.(C) 7215/2011 Page 61 of 62 14. In the light of the previous discussion, the objections to the amendments proposed but rejected, are hereby dismissed. The Administrator is required to ensure that the proposed amendments in Column (5) in Table I, Table II and Table III are incorporated in the Articles of Association of DDCA; the existing provisions (indicated in the last column of each of the Tables I to III) shall stand substituted, accordingly. The process of publishing the new Articles of Association (incorporating the amendments indicated above) shall be completed in two weeks, within which period, the said amended Articles of Association shall also be published in the DDCA's website. The Administrator shall take steps to ensure that the elections, in accordance with the said Articles of Association are held within eight weeks from today. All pending applications are disposed of; the writ petition shall also stand disposed of. S. RAVINDRA BHAT (JUDGE) MARCH23 2018 A.K. CHAWLA (JUDGE) W.P.(C) 7215/2011 Page 62 of 62

