

**MINUTES OF THE MEETING OF THE COMMITTEE OF ADMINISTRATORS
HELD ON 13TH MARCH 2018 AT HOTEL TRIDENT, MUMBAI**

Mr. Vinod Rai – Chairman
Ms. Diana Edulji
Mr. Rahul Johri – BCCI CEO
Mr. Santosh Rangnekar – BCCI CFO
Ms. Karina Kripalani – BCCI Legal Advisor
Mr. Indranil Deshmukh (Cyril Amarchand Mangaldas)
Mr. Adarsh Saxena (Cyril Amarchand Mangaldas)
Ms. Rachyeta Shah (Cyril Amarchand Mangaldas)

ITEM 1: LEGAL MATTERS

A. Allegations against Mohammad Shami

1. The COA discussed the views expressed by CAM Team to the effect that from a legal standpoint, the issue of whether Mohammad Shami's central contract should be withheld or not would depend upon the relevant provisions of the BCCI rules/ regulations/ guidelines/ codes of conduct applicable to him.
2. It was discussed that while BCCI may not be concerned with the personal allegations against Mohammad Shami, the allegations relating to receipt of money in Dubai may be something which the BCCI is required to investigate.
3. The COA's attention was drawn to the relevant provisions of the BCCI Anti-Corruption Code. It was suggested that it would be appropriate to seek more information from Mohammad Shami in relation to the alleged receipt of money by him before any action is taken under the BCCI Anti-Corruption Code. For this purpose, it was suggested that the matter be referred to the designated person from the BCCI Anti-Corruption Unit ("ACU").
4. The COA listened to the publicly available audio recording of a telephonic conversation which is purportedly between Mohammad Shami and his wife.
5. After some further discussion, the COA decided that it would ask Mr. Neeraj Kumar (Head of the ACU) to investigate the assertions/ allegations against Mohammad Shami under the BCCI Anti-Corruption Code and submit a report to the COA with his findings preferably within seven days, based on which a decision on Mohammad Shami's contract would be taken.

Mr. Hemang Amin joined the meeting.



At this juncture, the CEO suggested that since Mr. Amin's presence was required for the discussion on the ITT for BCCI Media Rights, the said matter may be taken up before the other legal matters. The COA agreed with the CEO's suggestion.

ITEM 2: ITT FOR BCCI MEDIA RIGHTS

MJunction Team joined via tele-conference.

1. The COA was informed that the ITT for BCCI Media Rights had been released on 20th February 2018 and bidders had, as part of the process, sought various clarifications thereon. Further, at the bidders' workshop held on 7th March 2018, the bidders had expressed misgivings regarding the lack of complete flexibility to realign the breakup of their bids in response to a competing bid received after their own bid has been submitted. Bidders had requested that the auction model be modified to allow bidders to do so. Bidders had also suggested that NPV be used throughout the bidding process, with no exception for bids with high increments.
2. The COA was informed that MJunction had been asked to assess the suggestions made by the bidders and provide their inputs, following which MJunction had analyzed the pros and cons of 3 models in a note that was placed before the COA.
3. After a detailed discussion, the COA decided that the auction model that BCCI will follow in the ITT for BCCI Media Rights is as follows:
 - (a) BCCI will allow bidders to quote different per match values for each of the 5 years with base/ starting per match values for Item C (Global Consolidated Rights) for each of the 5 years being as under:
 - (1) 2018-19 - Rs. 43 Crores
 - (2) 2019-20 - Rs. 40 Crores
 - (3) 2020-21 - Rs. 40 Crores
 - (4) 2021-22 - Rs. 40 Crores
 - (5) 2022-23 - Rs. 40 Crores
 - (b) Bidding increments (on a consolidated basis for the entire Rights Period) would be a minimum of:
 - (1) Rs. 25 Crores for Item C (Global Consolidated Rights)
 - (2) Rs. 20 Crores for Item A (Global Television Rights + ROW Digital Rights)
 - (3) Rs. 5 Crores for Item B (Indian Subcontinent Digital Rights)



- (c) Bidders can revise their earlier quoted per match values in an upward manner only.
- (d) Bids shall be evaluated only on absolute value whereas NPV will not be taken into account.

Mr. Hemang Amin and MJunction Team left the meeting.

At this juncture, the CEO suggested that the matter of the Junior Selection Committee (which required the COA's urgent attention) be taken up before moving on to the other items. The COA agreed with the CEO's suggestion.

ITEM 7: ANY OTHER MATTER

A. Appointment of Replacement Junior Selector

1. The COA was informed that there is a need to fill the vacancy created by the resignation of Mr. Venkatesh Prasad from the Junior Selection Committee.
2. It was discussed that since 2 out of the original 5 Junior Selectors were being paid despite not functioning since January 2017 on account of the directives issued by the Hon'ble Justice Lodha Committee, one of them should fill the vacancy so that there is no additional cost to BCCI. It was also discussed that one of them, i.e. Mr. Ashish Kapoor, is a former international cricketer, while the other is not.
3. The COA was then informed that since Mr. Venkatesh Prasad was the Chairman of the Junior Selection Committee, there was also a need to appoint a new Chairman. In this regard, the COA noted that the 2 continuing members of the Junior Selection Committee were not former international cricketers.
4. After some further discussion, the COA decided that:
 - (a) The vacancy created by the resignation of Mr. Venkatesh Prasad from the Junior Selection Committee shall be filled by Mr. Ashish Kapoor; and
 - (b) Mr. Ashish Kapoor shall be the new Chairman of the Junior Selection Committee by virtue of being the only former international cricketer thereon.

At this juncture, the CFO requested that the matter relating to a request received from the Acting President be taken up before moving on to other matters. The COA acceded to the CFO's request.

ITEM 3: DIRECTIONS TO BE ISSUED BY THE COA



1. The COA noted that during the previous meeting held on 27th February 2018, the COA had decided that it would separately consider what further directions, if any, should be issued in exercise of the powers conferred vide order dated 2nd January 2017 and 30th January 2017 passed by the Hon'ble Supreme Court. There was a detailed discussion on the major aspects which the COA wanted to address by way of these further directions including (i) decisions being taken without consulting the COA; (ii) failure of office bearers and/or various committees to revert on issues referred to them by the COA; and (iii) extensive travel being undertaken by the office bearers without the COA knowing the purpose of the same. The manner in which the COA wanted these aspects addressed along with other matters to be covered under the directions was also discussed.
2. It was suggested that the gist of the above discussions in relation to the proposed directions be communicated to Senior Counsel with a request for a conference call to discuss the same. Accordingly, further discussion on the proposed directions was deferred until the said conference call takes place.

At this juncture, the CEO suggested that the cricketing matters be taken up before the remaining legal matters. The COA agreed with the CEO's suggestion.

ITEM 4: CRICKETING MATTERS

A. Review of Process for Appointment of Head – ACU

1. The COA was informed that the offer letter for the appointment of Mr. Ajit Singh (former Director General of Police, Rajasthan) as the Head – ACU had been emailed to the Acting Secretary by the Legal Team on 8th March 2018. However, the Acting Secretary had addressed an email dated 10th March 2018 to the Legal Team asking about the procedure followed between the advertisement that the Acting Secretary had signed on behalf of BCCI and proposed issuance of the offer letter.
2. At the COA's request, there was a detailed discussion on the process by which Mr. Ajit Singh had been selected for the position of Head – ACU.
3. After discussion, the COA decided that the CEO should send an email to the Acting Secretary communicating the process followed and requesting him to sign the offer letter for appointment of Mr. Ajit Singh as Head – ACU.

B. Review of Process for Appointment of General Manager – Marketing, Communications and Digital

1. The COA was informed that the offer letter for the appointment of Ms. Priya Gupta as the General Manager – Marketing, Communications and Digital is pending signature by the Acting Secretary.



2. The Chairman said that he is in receipt of an email dated 6th March 2018 from the Acting Secretary primarily in relation to the said appointment. At the COA's request, there was a detailed discussion on the process by which a candidate had been selected for the position of General Manager – Marketing, Communications and Digital.
3. After discussion, the COA decided that the CEO should send an email to the Acting Secretary communicating the process followed and requesting him to sign the offer letter for appointment of General Manager – Marketing, Communications and Digital.

At this juncture, the CFO requested that the issue of player remuneration structure and player contracts should be taken up next. The COA acceded to the said request.

ITEM 5: FINANCE MATTERS

A. Review of Process for Implementing New Player Remuneration Structure and Player Contracts

1. The COA was informed that the player remuneration has always been divided into 2 components viz. (i) match fees, which is assured income to a player based on the number of matches played by the player; and (ii) gross revenue share (“GRS”), which depends on BCCI's net revenues. While the match fees are paid either after the relevant tournament or after the season, GRS is computed and paid only after the Annual General Meeting (“AGM”) for the relevant year.
2. The COA was informed that under the old player remuneration structure, match fees were substantially lower and players had to wait till after the AGM to get the GRS component. The GRS component is share of gross revenue of BCCI for the relevant year over and above match fees. Under the new player remuneration structure, the match fees has been substantially increased, which is more advantageous to the players.
3. The COA was also informed that under the new player remuneration structure, a fund called the Players Revenue/ Compensation Equalization Fund (“PR/ CEF”) is to be created.
4. The CFO then requested that the COA should ask the Finance Team to start calculating the GRS component for FY 2016-2017 based on the accounts approved by the Finance Committee and the COA so that the same can be paid immediately after the AGM instead of commencing calculations after the AGM.
5. After discussion, the COA decided that the CFO/ Finance team should start calculating the GRS component based on the accounts approved by the Finance Committee and the COA so that the same can be paid to players immediately after the AGM is held.



At this juncture, Ms. Karina Kripalani requested that the other finance matters be taken up after the remaining legal matters. The COA acceded to Ms. Kripalani's request.

ITEM 1: LEGAL MATTERS (CONTINUED)

B. Dispute with Pakistan Cricket Board

1. The COA was updated on the status of the proceedings in relation to the dispute with the Pakistan Cricket Board ("**PCB**") including the need for reaching out to the concerned persons who may have been involved in the matter at the relevant time in order to seek their assistance for the purpose of substantiating BCCI's stand.
2. After discussion, the COA decided that emails may be addressed by the Acting Secretary to the concerned persons to seek their assistance in connection with the dispute with PCB. The said email should request for any documents or information that may be available with the said persons which may assist BCCI in the said dispute.

C. Writ Petition filed by the Telangana Cricket Association

1. The COA was briefed on the Writ Petition filed by Telangana Cricket Association ("**TCA**") in the Bombay High Court. The stand that BCCI should take in the said Writ Petition was also discussed.
2. After discussion, the COA issued instructions in relation to the stand that BCCI should take in the Writ Petition filed by the TCA and decided that the CEO should file a reply on behalf of the BCCI (if directed/ permitted by the Bombay High Court) to place the said stand on record.

D. Writ Petition filed against the Mumbai Cricket Association

1. The COA was briefed on the Writ Petition filed by Mr. Nadim Memon against the Mumbai Cricket Association ("**MCA**") in the Bombay High Court primarily seeking the appointment of a committee of administrators to implement the recommendations of the Hon'ble Justice Lodha Committee in the MCA. The stand that BCCI should take in the said Writ Petition was also discussed in light of the stand already taken by BCCI in relation to the Hyderabad Cricket Association and the Jammu & Kashmir Cricket Association.
2. After discussion, the COA issued instructions in relation to the stand that BCCI should take in the Writ Petition filed by Mr. Nadim Memon against the MCA and decided that the CEO should file a reply on behalf of the BCCI to place the said stand on record.



At this juncture, Ms. Kripalani pointed out that one of the items under Cricketing Matters had not yet been taken up and suggested that the same be taken up now. The COA agreed with the said suggestion.

ITEM 4: CRICKETING MATTERS (CONTINUED)

C. Letter to Neeraj Kumar

1. It was discussed that when the COA had decided that Mr. Neeraj Kumar would retire on 31st March 2018, it had also decided that he would be retained as an advisor/consultant till 31st May 2018 to assist/ guide the new Head – ACU during the IPL.
4. After discussion, the COA decided that it would address an email to Mr. Neeraj Kumar communicating that he had been appointed as Advisor – ACU on a consultant basis for a period of 2 months commencing from 1st April 2018 till 31st May 2018 on the same remuneration and other terms of engagement as earlier.

ITEM 5: FINANCE MATTERS (CONTINUED)

B. Creation of Players Revenue/ Compensation Equalization Fund

1. The CFO informed the COA that in order to complete the process of implementing the new player remuneration structure, it is necessary to create the Players Revenue/ Compensation Equalization Fund or PR/ CEF. He also informed the COA that such earmarked funds are normally created during AGM.
2. After discussion, the COA passed the following resolution:

“RESOLVED THAT an earmarked fund called the Players Revenue/ Compensation Equalization Fund (PR/ CEF) be created out of the consolidated surplus of BCCI, which fund will be used exclusively for payment of players increased compensation/ payout.”

C. Budget for the Financial Year 2018-19

1. The CFO informed the COA that he had prepared a draft budget for Financial Year 2018-2019.
2. After discussion, the COA decided that the CFO should make a presentation on the draft budget for Financial Year 2018-2019 at a subsequent meeting of the COA.

D. TDS Payment for March 2018



1. The CFO informed the COA that while the TDS deducted by BCCI on various payments is usually deposited within the first 7 days of the next month, he recommended that the TDS deducted by BCCI in the month of March 2018 should be deposited by BCCI in the same month so as to close the matter within the same financial year.
2. After some discussion and based on the CFO's recommendation, the COA decided that the TDS deducted by BCCI in the month of March 2018 should be deposited by BCCI in the same month itself.

E. Change of Signatory in BCCI Bank Accounts

1. The COA was informed that during the meeting held on 27th February 2018, the COA had decided that one of the signatories for BCCI bank accounts, namely Prof. Ratnakar Shetty, should be substituted with Mr. Saba Karim with effect from 19th March 2018 since Prof. Ratnakar Shetty is retiring with effect from 31st March 2018. The CFO pointed out that in order to implement this decision, a resolution was required to be provided to the concerned banks and requested the COA to pass an appropriate resolution for this purpose.
2. After discussion, the COA decided to pass the following resolution:

“RESOLVED THAT

Mr. Ratnakar Shetty shall be deleted as a signatory from all bank accounts of BCCI and Mr. Syed Saba Karim shall be added in his place as signatory to all bank accounts of BCCI, who shall jointly along with Mr. Santosh Rangnekar be entitled to open bank accounts, operate bank accounts, provide instructions for operation, finalize and sign documents, cheques, etc.

The CEO shall complete all necessary paperwork and formalities with the banks for this purpose.

Resolved further that the signature of the new signatory for all bank accounts of BCCI as resolved above are authenticated hereinbelow:

[Enclose signature of Mr. Syed Saba Karim]

Resolved further that a certified copy of the resolution be made available to each bank under the signature of the Supreme Court Appointed Committee of Administrators.”

ITEM 6: ADMINISTRATIVE MATTERS



A. Constitution of the Internal Complaints Committee under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

1. The COA was informed that Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“Act”) prescribes that every employer of a workplace shall, by an order in writing, constitute an Internal Committee to deal with complaints of sexual harassment.
2. The COA was also informed that the Internal Committee will require members from within BCCI as well as an external member, who meets with the requirements prescribed under the Act. A reputed women’s rights lawyer in Mumbai had been approached for the purpose of securing her consent to act as the external member on the Internal Committee and had provided her terms of engagement. The persons who may be the other members of the Internal Committee were also discussed.
3. After discussion, the COA decided that:
 - (a) An Internal Committee in accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 shall be constituted at the earliest and an appropriate order/direction for the same should be prepared; and
 - (b) The COA would separately decide the composition of the Internal Committee.

ITEM 3: DIRECTIONS TO BE ISSUED BY THE COA (CONTINUED)

Senior Counsel joined the meeting via tele-conference.

1. The proposed directions to be issued by the COA were discussed with inputs from Senior Counsel.

Senior Counsel left the meeting.

2. After discussion, the COA decided that the draft directions should be prepared and circulated to Senior Counsel for his inputs and then circulated by email to the COA for approval.

Meeting concluded.

