



# DEHRA DUN CLUB LTD.

15, RB UGRASEN ROAD, DEHRA DUN. 248 001

Phones: 0135 2656660, 7505775750

CIN - U91110UR1957NPL000040

[www.dehradunclub.com](http://www.dehradunclub.com), email: [secretary@doonclub.com](mailto:secretary@doonclub.com)

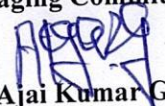
## **NOTICE OF EXTRA ORDINARY GENERAL MEETING**

Notice is hereby given that the Extra Ordinary General Meeting of the Members of Dehra Dun Club will be convened at the Club premises, 15, RB, Ugrasen Road, Dehradun, Uttarakhand 248001 on 5<sup>th</sup> Day of August, 2023, Saturday at 5.00 PM to transact the following businesses:

### **SPECIAL BUSINESS:**

1. Resolution(s) for the election for the post of President of the club to serve on the Managing Committee for the period 2023-2024.
2. Resolution(s) for the election for the post of member of the Managing Committee to serve on the Managing Committee for the period 2023-2024.

For and on behalf of Managing Committee,

  
Ajai Kumar Garg  
Asstt Secretary  
Dehra Dun Club Ltd.

Date: 12/07/2023

Place: Dehradun

### **NOTES:**

- 1) The members can also refer the Agenda and Notice of EOGM which is being uploaded on the website of the Club [www.dehradunclub.com](http://www.dehradunclub.com).
- 2) In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the EOGM is being uploaded on the website of the Company at [www.dehradunclub.com](http://www.dehradunclub.com). The Notice will also be available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 3) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the special businesses of the Notice is annexed hereto.
- 4) Voting through electronic means (E-voting): Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the Circulars issued by the Ministry of Corporate Affairs the Company is providing facility of remote E-Voting to its Members in respect of the business to be transacted at the EOGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. For the remote E-Voting the Company has entered into Bipartite Agreement with National Securities Depository Limited (NSDL).

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

- The remote e-voting period begins on 02<sup>nd</sup> Day of August, 2023, Wednesday at 09:00 a.m. and ends on 4<sup>th</sup> Day of August, 2023, Friday at 05:00 p.m.



- The Permanent Members, whose names appear in the Register of Members as on the record date (cut-off date) i.e. 12<sup>th</sup> July, 2023, may cast their vote electronically through remote e-voting system OR by ballot paper voting system at EOGM.

**How do I vote electronically using NSDL Remote e-Voting system?**

- I. NSDL will send User id and password at your registered email id and Mobile Number provided the Member has registered his/her updated email id and mobile number with the company up-till 05:00 PM on Thursday, 20<sup>th</sup> July, 2023.
- II. Once you receive email from NSDL, to obtain user id and password, open the attached PDF file viz.: "e-voting.pdf" with your Membership No. as Password.  
  
**Note:** Membership number should be alphanumeric only, it should not contain any special characters like (-, /: etc). for example, if membership number is P-3333 then use P3333 to open attached PDF file.
- III. You will also receive User ID and password through SMS at your mobile number if mobile number is registered with Dehradun Club Ltd.
- IV. The procedure for the conduct of e-voting will be as under:
  - a. Please visit NSDL website and open the web browser by typing the following URL <https://www.evoting.nsdl.com>.
  - b. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section.
- V. Click on Login button at Shareholder/ Member tab. The system will prompt you enter your user id. Insert the User ID received in E-mail/SMS and opt for any one of the two Login Types available (namely Password or OTP) and proceed as follows for each-
  - a. Password- Insert the User-id and the password provided by NSDL in the E-mail/SMS. Insert the verification code, Password (as in email) and agree to all terms and conditions. The system will prompt for resetting of the Password (one time) to a Password of your own choice (your new password must contain (minimum one Capital, one Special character & one numeric) minimum of 8 digits). After you change the Password, and re-login using the new Password the default page of NSDL E-Voting will be displayed.
  - b. One Time Password (OTP) - Insert the User-id and if the OTP option is selected, Insert Verification Code and agree to all terms and conditions. NSDL system will automatically send a One Time Password (OTP) on your registered mobile number and/or E-mail id. Post insertion of the correct OTP, the member will be prompted to the NSDL E-Voting page.
- VI. After successful login, at the home page of e-voting you will be able to see EVEN.
- VII. Select "EVEN" to cast the vote.
- VIII. Now you are ready for e-Voting as the Voting page opens.
- IX. Cast your vote by selecting appropriate options for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- X. Upon confirmation, the message "Vote cast successfully" will be displayed.
- XI. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- XII. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**



XIII. In case you face any problems/experience any difficulty please feel free to contact 022 - 4886 7000 and 022 - 2499 7000 or contact on email id [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- 5) The facility for voting through Ballot Paper System shall also be made available at the Extra Ordinary General Meeting at 15, RB, Ugrasen Road, Dehradun, Uttarakhand 248 001 on 5<sup>th</sup> Day of August, 2023, Saturday between 5.30 PM to 9.00 PM and permanent members of the Company as on cut-off date i.e., 12<sup>th</sup> July, 2023, attending the meeting who have not already cast their vote by REMOTE E-VOTING SYSTEM shall be able to exercise their voting right at the meeting.
- 6) **THE INSTRUCTIONS FOR MEMBERS FOR VOTING BY BALLOT PAPER ON THE DAY OF THE EOGM ARE AS UNDER:-**
  - a. The EOGM will start at 05:00 PM sharp in the evening and likely to end at 5.30 PM in the evening.
  - b. That, after conclusion of the EOGM the committee or any authorized person may address the members/house and formally initiate the physical voting system.
  - c. That, for voting the member has to receive the **No Dues Clearance Receipt** from the Club counter established at the entry point of meeting area.
  - d. That slip shall be verified by the election officer's team at the entry of voting area.
  - e. That, after verification/checking the election officer's team will allow the respected member to enter in the voting area.
  - f. That, after entrance of the respected member; the election officer's team will issue the ballot paper to the member for voting.
  - g. After voting kindly drop the ballot paper in the drop box.
  - h. After voting the respected member may kindly leave the room from the exit gate.
  - i. That it is mandatory to collect the no dues clearance receipt from the counter before 08:30 PM, after which the counter will not provide the receipt.
  - j. Only eligible voters, election team and the scrutinizer will be allowed in the voting area. Strict actions will be initiated by the Club against any other person who enter in the voting area without permission of election officer.
- 7) The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- 8) Mr. Sankalp Chaturvedi has been appointed by the managing committee of the Company, as the Scrutinizer to scrutinize the voting at EOGM and the remote e-voting process in a fair and transparent manner. (Email Id [chaturvedisankalp94@gmail.com](mailto:chaturvedisankalp94@gmail.com) Mobile No. 8077460714).
- 9) The Committee, at the EOGM, at the end of the discussion on the resolutions on which voting is to be held, allow voting, with the assistance of the scrutinizer, by using the ballot paper voting system for all those members who are present at the EOGM but have not cast their vote by availing the remote e-voting system.
- 10) For the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the general meeting, the scrutinizer shall have access, after the closure of period for remote e-voting and before the start of general meeting, to details relating to members, such as their names and such other information that the scrutinizer may require, who have cast votes through remote e-voting but not the manner in which they have cast their votes.



- 11) The Results declared, along-with the Scrutinizer's Report, shall be placed on the Company's website [www.dehradunclub.com](http://www.dehradunclub.com) and on the website of NSDL and the results shall also be displayed on the notice board at the Registered Office of the Company, immediately after the declaration of the result by the Committee or a person authorized by him in writing.
- 12) The Scrutinizer shall, after the conclusion of voting at the EOGM, first count the votes cast during the EOGM and, thereafter, unblock the votes cast through remote e-Voting, in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three working days from the conclusion of the EOGM, a Consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Committee or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 13) Form for obtaining the Consent for willingness to serve on the managing committee for the year 2023-2024 is annexed herein. The Consent Form can be submitted physically to the Assistant Secretary on any working day between 10.00 AM to 5.00 PM till 05:00 PM Tuesday, 18<sup>th</sup> Day of July, 2023. Alternatively, a scanned copy of the same duly signed can be sent at email [secretary@doonclub.com](mailto:secretary@doonclub.com) for which you may also download the form from the company's website i.e., [www.dehradunclub.com](http://www.dehradunclub.com) Last date for withdrawal of Consent is 21<sup>st</sup> Day of July, 2023, Friday, till 05.00 PM.
- 14) Club rules for contesting for membership:
- Rule1.** For contesting for Membership of the Committee a Permanent Member should have minimum of 10 (Ten) years standing in the Club as Member at the close of Calendar year. He / She should not have been a defaulter / suspended at any time during the last 5 (five) years. (See Article 45 of AOA of the Club).
- Rule 2.** For contesting the election of the President, he/she should also have been a Member of the Managing Committee for at least 2 (Two) complete terms. (See Article 45 of AOA of the Club).
- Rule3.** No member shall be entitled to be elected to the Managing Committee, nor entitled to propose or second a candidate for permanent membership, or as his/her nominee for election to the Managing Committee nor entitled to vote at coming Annual General Meeting or any Extraordinary General Meeting if any Club bill is due from him/her for over 15 days from the date of posting by the Club. (See Article 63 of AOA of the Club).
- 15) Members who are willing to serve on the Managing committee for the year 2023-24 must clear their outstanding club bills raised till May'2023 before filing the nomination.
- 16) Mr. Anurag Sangal, M. No. 1587 has been appointed by the Managing Committee as the Chief Election Officer.
- 17) Any query in respect to agendas shall be entertained till Tuesday, 25<sup>th</sup> Day of July, 2023.
- 18) For better understanding all important dates in respect to the EOGM are mentioned herein below in the tabular format.

Important Dates to the EGM on Saturday, August 5, 2023			
Sr	Particulars	Day/Date	Time
1	Last date of filing of Nominations	18 <sup>th</sup> Day of July, 2023	05:00 PM
2	Last date of Withdrawal	21 <sup>st</sup> Day of July, 2023	05:00 PM
3	Last date/time of submitting valid DIN	21 <sup>st</sup> Day of July, 2023	05:00 PM
4	Last date of clearance of dues up-to Bill of May 2023 -		
a)	Candidates	Before filing the nomination	



b)	Members to be eligible for Remote E-Voting	25 <sup>th</sup> Day of July, 2023	On or before 05:00 PM
c)	Members to be eligible for Paper Ballot Vote	05 <sup>th</sup> Day of August, 2023	On or before 08:30 PM.
5	Remote E-Voting begins	02 <sup>nd</sup> Day of August, 2023.	09:00 AM.
6	Remote E-Voting ends	04 <sup>th</sup> Day of August, 2023.	05:00 PM.
7	EGM called to Order	05 <sup>th</sup> Day of August, 2023.	05.00 PM
8	Paper Ballot Voting begins	05 <sup>th</sup> Day of August, 2023.	05.30 PM
9	Paper Ballot Voting ends	05 <sup>th</sup> Day of August, 2023.	09.00 PM

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

**Item No. 1**

The tenure of erstwhile Managing Committee completed with 122<sup>nd</sup> Annual General Meeting held on 29.06.2023. In 122<sup>nd</sup> AGM three respected members filled their nomination forms for the post of president of the managing committee, but due to majority of dissent voting no one out of three nominees was elected. This has resulted into a vacancy for the post of president of the managing committee.

The above agenda item is in consonance with section 174(2) of the Company's Act which reads as *"if at any time the number of directors is reduced below quorum, then the continuing directors may act for the purpose of increasing the number of directors to that fixed for quorum, or of summoning a general meeting of the company and for no other purpose."*

The Managing Committee had a discussion over the provision defined u/s 152 (7) which reads as *"If the vacancy of the retiring director is not so filled-up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday, at the same time and place"*

However, it was impossible for the company to adhere the provision to conduct the Adjourned AGM **on the same day next week** which is mandatory condition as per the section 152 (7) of the Companies Act 2013, due to the mandatory provisions with regards to the elections mentioned in the AOA of the company.

Due to the vacancies for the post of president of the managing committee the number of directors/members of the managing committee are reduced below 5, which is the quorum required by the articles of association of the company for a meeting of the managing committee. The elected members of the managing committee called the meeting dated 10.07.2023 of the managing



committee for summoning the EOGM of the Company to fill the vacancy of the President of the managing committee

The Managing Committee of the Company through resolution passed in their meeting held on 10.07.2023 has proposed the agenda for the appointment of President of the Managing Committee till the conclusion of 123<sup>rd</sup> Annual General Meeting of the Company and call the nominations of the eligible member/members for the election on the post of President of the managing committee of the company. Accordingly, in terms of the Company's Act 2013 read with necessary rules, Circulars and AOA of the Company the consent of the members of the company through voting is required for the appointment of the candidate to be elected on the post of the President of the Committee.

The Board of Directors of the Company recommends passing of the resolution in Item No. 01 of the notice as an ordinary resolution. None of the Directors or Key Managerial Persons of the Company (including their relatives) are concerned or interested in the said resolution.

#### **Item No.2**

The tenure of erstwhile Managing Committee with 122<sup>nd</sup> Annual General Meeting held on 29.06.2023. In 122<sup>nd</sup> AGM Out of five resolutions, resolutions of four members were passed and resolution of one member failed. This has resulted into a vacancy for the post of one member of the managing committee of the Company.

The above agenda item is in consonance with section 174(2) of the Company's Act which reads as *"if at any time the number of directors is reduced below quorum, then the continuing directors may act for the purpose of increasing the number of directors to that fixed for quorum, or of summoning a general meeting of the company and for no other purpose."*

The Managing Committee had a discussion over the provision defined u/s 152 (7) which reads as *"If the vacancy of the retiring director is not so filled-up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a holiday, at the same time and place"*

However, it was impossible for the company to adhere the provision to conduct the Adjourned AGM **on the same day next week** which is mandatory condition as per the section 152 (7) of the Companies Act 2013, due to the mandatory provisions with regards to the elections mentioned in the AOA of the company.

Due to the vacancy for the post of member of the managing committee the number of directors/members of the managing committee have been reduced below 5, the quorum fixed by the articles of association of the company for a meeting of the managing committee, the elected members

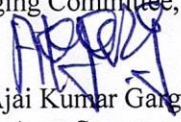


of the managing committee called the meeting dated 10.07.2023 of the managing committee for summoning the EOGM of the Company to fill the vacancy of member of the managing committee.

The Managing Committee of the Company through resolution passed in their meeting held on 10.07.2023 has proposed the agenda for the appointment of member of the Managing Committee till the conclusion of 123<sup>rd</sup> Annual General Meeting of the Company and call the nominations of the eligible member/members for the election on the post of member of the managing committee of the company. Accordingly, in terms of the Company's Act 2013 read with necessary rules, Circulars and AOA of the Company the consent of the members of the company through voting is required for the appointment of the candidate to be elected on the post of member of the Committee.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 02 of the notice as an ordinary resolution. None of the Directors or Key Managerial Persons of the Company (including their relatives) are concerned or interested in the said resolution.

For and on behalf of Managing Committee,

  
Ajai Kumar Gang  
Asstt Secretary  
Dehra Dun Club Ltd.

Date:12/07/2023  
Place: Dehradun





# DEHRA DUN CLUB LTD.

15, RB UGRASEN ROAD, DEHRA DUN. 248 001

Phones : 0135 2656660, 7505775750

CIN - U91110UR1957NPL000040

[www.dehradunclub.com](http://www.dehradunclub.com), email: [secretary@doonclub.com](mailto:secretary@doonclub.com)

## Your kind Attention to the Club Rules

**Rule 1.** For contesting for Membership of the Committee a Permanent Member should have minimum of 10 (Ten) years standing in the Club as Member at the close of the Calendar year. He / She should not have been a defaulter / suspended at any time during the last 5 (five) years. (See Article 45 of AOA of the Club).

**Rule 2.** For contesting the election of the President, he/she should also have been a Member of the Managing Committee for at least 2 (Two) complete terms. (See Article 45 of AOA of the Club).

**Rule 3.** No member shall be entitled to be elected to the Managing Committee, nor entitled to propose or second a candidate for permanent membership, or as his/her nominee for election to the Managing Committee nor entitled to vote at coming Annual General Meeting or any Extraordinary General Meeting if any Club bill is due from him/her for over 15 days from the date of posting by the Club. (See the Article 63 of AOA of the Club).


**Note: i.** Members who are willing to serve on the Managing committee for the year 2023-24 must clear their outstanding club bills raised till May'2023 before filing the nomination.

**ii.** For casting vote (through Remote E-voting) kindly clear the payment of all outstanding club bills raised till May, 2023 on or before 05:00 PM 25<sup>th</sup> Day of July, 2023, Tuesday.

For casting vote (through ballot paper at the EOGM) kindly clear the payment of all outstanding club bills raised till May, 2023 on or before 05<sup>th</sup> Day of August, 2023 Saturday before 08:30 PM.

In case if any member failed to clear his/ her dues towards the outstanding bills and who has not casted his/her vote by remote e-voting prior to the meeting, may also allow to cast his/her vote at EOGM through ballot paper after issuance of no due's clearance receipt by the club.

For and on behalf of the Managing Committee

  
Ajai Kumar Garg  
Assistant Secretary  
Dehra Dun Club Ltd.



**CONSENT FOR WILLINGNESS TO SERVE ON THE POST OF PRESIDENT OR ON THE POST OF ONE VACANT SEAT OF MANAGING COMMITTEE FOR THE YEAR 2023 – 2024**

Your consent of willingness to serve on the vacant post of president and on one vacant post of member of the Managing Committee of Dehra Dun Club Limited Dehra Dun for year 2023-2024, must reach the Club Office by 05:00 PM Tuesday, 18<sup>th</sup> Day of July, 2023. Last date for withdrawal 21<sup>st</sup> Day of July, 2023, Friday, till 05:00 PM.

The Consent Form can be submitted physically to the Secretary on any working day, except Sunday, between 10.00 AM and 05.00 PM. Alternatively a scanned copy of the same duly signed can be sent by email at [secretary@doonclub.com](mailto:secretary@doonclub.com) for which you may download the from [www.dehradunclub.com](http://www.dehradunclub.com)

- 1. Name of Member (in Capital Letters).....
- 2. Name of Father/Husband (in Capital Letters).....
- 3. Residential Address.....
- 4. Permanent Membership No..... Date...../...../ 2023, Time.....
- 5. Occupation.....
- 6. Date of Birth.....
- 7. Willing to serve as President / Member of the Managing Committee – please tick one.
- 8. DIN no.....
- 9. I,.....hereby give my consent to act as Director of Dehradun Club Limited pursuant to section 152 of the Companies Act, 2013 and applicable rules if any, and certify that I am not disqualified from becoming a director under the Companies Act, 2013.

**Note: DIN Number is mandatory for contesting the elections for the post of president and committee member. Without valid DIN nomination form will be accepted provisionally. However, the member must provide the valid DIN on or before 05:00 PM on 21<sup>st</sup> Day of July, 2023, Friday;otherwise, the form shall be treated as rejected.**

Date: \_\_\_\_\_  
Place: \_\_\_\_\_  
Attachments: Copy of DIN  
Proof of identity: Copy of Aadhar Card with address

**Signature of Member**

Proposer’s Name.....	Seconder’s Name.....
Membership No.....	Membership No.....
Signatures.....	Signatures.....