



DEHRA DUN CLUB LTD.

15, RBUGRASEN ROAD, DEHRA DUN. 248 001

Phones : 0135 2656660, 7505775750

CIN - U91110UR1957NPL000040

www.dehradunclub.com, email : secretary@doonclub.com

MINUTES OF THE ANNUAL GENERAL MEETING OF THE DEHRADUN CLUB LIMITED ("CLUB") HELD ON THURSDAY 29.06.2023 AT 05.00PM IN THE CLUB PREMISES.

The meeting was opened by the president Mr. Deepak Nagalia, who was also proposed by the Members present at the Meeting to be appointed as Chairman of the Meeting ("Chairman")

The Chairman welcomed all the Members present at the club for the meeting and the presence of 126 members was noted.

The chairman declared the meeting to be open and welcomed the Members present at the Annual General Meeting.

1. The Chairman requested the members to stand in homage to the members who passed away from last AGM held on 28.05.2022 to present AGM i.e. 29th June'2023. He read out their obituary (s) and all present observed a two minutes silence in their memory.
2. The Chairman apprised the Members that the Notice & Agenda for this Annual General Meeting was circulated to the Members by Email / Post, uploaded on the club's website and published in the newspaper, and was in compliance with the provisions of the Companies Act'2013.
3. The Chairman read out the Agenda for the Meeting-

Item No. 1 – To receive, consider and adopt the Audited Balance Sheet and Statement of Income and Expenditure Account of the company for the financial year ended 31st March' 2023 together with the annual report of the committee and the Auditor thereon and in this regard consider and if thought fit to pass the following resolution as an Ordinary Resolution:

Resolution No.1 – ORDINARY RESOLUTION

“RESOLVED that the Audited Balance Sheet for the financial year ending on 31-3-23 and the Profit & Loss Account for the year ending on that date,

Nagalia

together with the Auditors' Report thereon and the Directors Report thereon be and are hereby considered and adopted"

Item No. 2 – To appoint M/s Khattak Kochhar & Co, Chartered Accountants, Dehra Dun having firm's registration no. 017124C as the Statutory Auditor from the conclusion of this 122nd Annual General Meeting, till the conclusion of 123rd Annual General Meeting and fix the remuneration of Statutory Auditors for the financial year 2023-2024.

Resolution No.2 – ORDINARY RESOLUTION

This Resolution is infructuous and does not require a Vote, since M/s Khattak Kochhar & Co., Chartered Accountants, have vide their Letter dated 14.06.2023, had withdrawn their Consent to be appointed as Statutory Auditors of the Club; and the said information was therefore shared with the Members of the Club on 17.06.2023.

Item No. 3 – Resolution(s) for the election for the post of President of the club to serve on the Managing Committee for the period 2023-2024 to replace retiring President.

Resolution No.3 – ORDINARY RESOLUTION

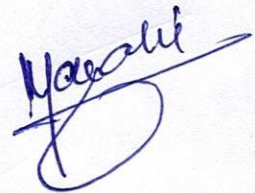
The Chairman Mr. Deepak Nagalia apprised the members that Remote E-Voting had already been commenced from Monday, 26th June, 2023 at 09.00 am to Wednesday, 28th June, 2023 at 5.00 pm. E Voting at the club premises will commence from 6.00 PM and 9.00 PM.

Item No. 4 – Resolution(s) for the election for the post of members of the club to serve on the Managing Committee for the period 2023-2024 to replace retiring members.

Resolution No.4 – ORDINARY RESOLUTION

The Chairman Mr. Deepak Nagalia apprised the members that Remote E-Voting had already been commenced from Monday, 26th June, 2023 at 09.00 am to Wednesday, 28th June, 2023 at 5.00 pm. E Voting at the club premises will commence from 6.00 PM and 9.00 PM.

4. The Chairman informed the Members that those who have not cast their vote through the Remote E voting so far can now cast their vote through E voting in the club premises between 6.00 PM to 9.00 PM.



As regard to the above, views were invited from members. The members expressed their views on the agenda item, as well as on other issues relating to the Club. The issues specific to agenda item have been captured in details in accordance with the provisions of the Companies Act, 2013 and the secretarial standards referred to therein. The rest of the issues, as they do not pertain to the agenda have merely been referred to separately. The following members put forth their views as under-


A. Mr. Sudhir Kishore Arora (M. No. 1544) had raised his concern that his letter dated 20.06.2023 (joint letter with Mr. Iqbal Wasu) was not replied by the President & Managing Committee of the club till date, which was also sent to statutory auditors M/s Khattak Kochhar & Co. Reply from M/s Khattak Kochhar & co. has received on AGM date 29.06.2023.

Mr. Sudhir K Arora briefed the contents of above mentioned letter; bullet points of the same are as below –

- I. Membership Details and Financial Impact
- II. Attempts to Convene an Extraordinary General Meeting (EGM)
- III. Convenor Finance's Signature and MCA Inspection
- IV. Incomplete Disclosure of Pending Litigation
- V. Appointment of Statutory Auditors

Chairman Mr. Deepak Nagalia addressed the reply of queries (point wise) as below-

- I. **Membership Details and Financial Impact** – Membership details have been provided in Directors report as per customary practice in previous reports. This was done to streamline the reports as all these will find place in the next annual report. This addition of new members has been duly recorded in the Receipts & Payments Account for the period April-May 2023.
- II. **Attempts to Convene an Extraordinary General Meeting (EGM)** – Chairman Mr. Deepak Nagalia acknowledged that there were three attempts to convene an EGM for adopting a new Set of Articles of Association. The first two attempts were aborted due to non-compliance with legal requirements. The third attempt, did not receive the required assent from members. The committee has worked diligently and in the interest of the Club. The attempt to call for EGM was for improvement and emendation of



our Articles of Association (AOA), which require amendments and synchronization with the Companies Act.

Failure to receive assent upon any resolution does not mean that expenses should not be debited in Club account. However, if there were major changes after successful EGM, same would have surely found a place in the Annual Report.

The expenditure on EGM has already been verified & audited by the Internal Auditors and Statutory Auditors, whereas applicable, and reflected in the Club Accounts accordingly.

III. Convenor Finance's Signature and MCA Inspection –

a. The Convenor Finance has handled the portfolio, signed the cheques and been a part of accounts team in initial framing of Financial Statements. In spite of our repeated reminders he has not signed the Annual Reports and Accounts for the reasons best known to him. We are not in a position to comment or force him to sign.

b. The MCA Inspection mentioned in the Annual Report is in reference to a letter received from the Ministry of Corporate Affairs (MCA), to which the Club responded on March 31, 2023. The Club's Auditors were aware of this letter.


IV. Incomplete Disclosure of Pending Litigation –

There is no incomplete disclosure of pending litigation in the Annual Report. The annual report mentions the status of litigation as provided by our club lawyers.

V. Appointment of Statutory Auditors –

Now turning to the withdrawal of consent by Khattak Kochhar & Co. for reappointment as the Club's Statutory Auditors, we would like to clarify the following points:

- The Club's Annual Report stated that the Statutory Auditors had given their consent for reappointment on May 26, 2023.
- M/s Khattak Kochhar & Co. did indeed withdraw their consent via a letter dated June 14, 2023, as communicated to you through email.
- The decision to withdraw consent rests entirely with the Statutory Auditors, and they are well within their rights to do so. While we understand your concerns regarding this decision, we respect their professional judgment.



- As the Statutory Auditors are appointed by the Club members, the new auditors will be appointed in the EGM that will be convened by the new committee for the said purpose. M/s Khattak Kochhar & Co. will continue as the auditors of the club till a new statutory auditor is appointed.

B. Mr. Iqbal Wasu (M. No. 0011) pointed out that New members have been inducted, without required quorum of managing committee members in the MC Meeting on 22.04.2023.

Chairman Mr. Deepak Nagalia clarified that quorum of seven Managing Committee was completed (five members attended physically two members through virtually / letter).

Mr. Iqbal Wasu further submitted that, if it will found that quorum was not completed financial implications will be borne by Managing Committee (2022-23). The Chairman ensured him that the said quorum was complete.

C. Mr. Anurag Sangal (M. No. 1587) pointed out that No matter will be minuted other than Agenda Point, which was endorsed by President Mr. Deepak Nagalia.

D. Mr. Vinod Kumar Painuly (M.No. 2390) also submitted that all members should speak & stick to the Agenda points only.

The Chairman requested Chief Election Officer Mr. Anurag Sangal to explain the voting procedure to the General House.

Chief Election officer Mr. Anurag Sangal introduced his election team, Scrutinizer Advocate Sankalp Chaurvedi and Coordinator AGM Ms. Shefali Gupta. He further elaborated as below –

- E voting will stop at 9.00 PM sharp.
- No Dues slip will be issued till 8.30 PM only.
- OTP will be received on Mobile phone / Email.
- Agenda Item No.2 (Appointment of auditors) is adjourned.
- E voting is open during 6.00 PM to 9.00 PM in club premises on 29.06.2023.

With the aforesaid points, the Annual General Meeting was declared as concluded with a vote of Thanks to the Honourable House and the entire Managing Committee by Chairman Mr. Deepak Nagalia.

Inserted at the conclusion of the voting by electronic means as conducted by NSDL and compilation of votes by Chief Election Officer Mr. Anurag Sangal & Scrutinizer Mr. Sankalp Chaturvedi at 24.00 hrs on the same day. The results are as under –

AGM - FINAL RESULT (29.06.2023)

Resolution: 1	Assent	Dissent	Total	Result
Accounts & Reports	828	295	1123	Resolution Passed

Resolution: 3 - For Club President:

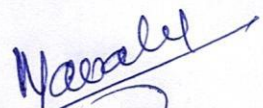
Candidate	Assent	Dissent	Total	Result
1. Mr. Anil Bakshi, M. No. 265	442	589	1031	Resolution not Passed
2. Mr. Sanjeev Bhasin, M. No. 1184	367	646	1013	Resolution not Passed
3. Mr. Suneet Mehra, M. No. 786	437	610	1047	Resolution not Passed

Resolution: 4 - For Club Committee

Members:

Candidate	Assent	Dissent	Total	Result
1. Mr. Anupam Nagalia, M. No. 1541	733	398	1131	Resolution Passed
2. Mr. Gurpreet S. Gambhir, M. No. 119	562	569	1131	Resolution not Passed
3. Mr. Rajesh Kapoor, M. No. 2012	646	475	1121	Resolution Passed
4. Mr. Raman Narula, M. No. 1730	649	474	1123	Resolution Passed
5. Mr. Vishal Vohra, M. No. 1616	760	379	1139	Resolution Passed

For and on behalf of the Managing Committee,


Deepak Nagalia,
President