



DEHRA DUN CLUB LTD.

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CIN - U91110UR1957NPL000040

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MINUTES OF THE EXTRA ORDINARY GENERAL MEETING OF THE DEHRADUN CLUB LIMITED ("CLUB") HELD ON SATURDAY 08.04.2023 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 80 members was noted.

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

1. The Chairman requested the members to please stand in homage to Members who expired since the last AGM. 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 Extra Ordinary General Meeting was circulated to the Members by Email / Post, uploaded on the club's website and published in the newspaper, in compliance with the provisions of the Companies Act'2013.
3. The Chairman read out the Agenda for the Meeting-

SPECIAL BUSINESS:

ITEM NO. 1: AMENDMENT OF ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY

To consider and if thought fit to adopt with or without modification(s), the following as special resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 and all other applicable rules, if any of the Act, approval of the members of the company be and is hereby accorded to

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adopt a new set of Articles of Association of the Company in place of previous Articles of Association”.

“RESOLVED FURTHER THAT that the Managing Committee of the Company be and is hereby authorized to do all such acts, deeds and things as may be required for giving effect to this resolution and to settle all questions, difficulties or doubts that may arise at any stage without requiring the Managing Committee to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of resolution.”

4. As regards the issue of Notice dated 17.03.2023 of EGM, Chairman Inadvertently admitted that detailed procedure is not mentioned in the Notice of EGM circulated on 17.03.2023, whereas the Club has given public notice in the newspaper Times of India on dated 19.03.2023 and subsequently uploaded the same on the website of the Club also.

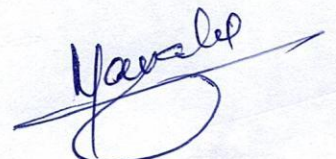
However the Managing Committee have given the reminder on 04.04.2023, mentioning the start date & time and closing date & time for e - voting & other details.

5. As regards the issues of item no.1, views were invited from members. The member 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. 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-

i. **Mr. Sudhir Arora (M. No. 1544)** addressed that Notice for EGM is not itself Valid, hence said EGM should be treated as Null & Void. As far as proposed Articles of Association is concerned whether it is New set of Articles in place of previous Articles of Association or Amendments of Articles of Association or Alteration of Articles of Association, it is not clear in the Notice. Club can only alter the Articles. Hence this notice is not valid as it was done in last two notices for proposed EGMs in Sep.22 & January 23.

Chairman asked to Company Secretary (Mrs. Shefali Gupta) to answer the query.

The Company Secretary Mrs. Shefali Gupta asked to Mr. Sudhir Arora, how the Notice of EGM is invalid?



Mr. Sudhir Arora submitted that above said notice is not as per last practice and process of modification not adopted, Revised detailed notice should be sent again, if E voting is there it should be mentioned in the notice also.

Mr. Sudhir Arora further submitted that No regular members shall be selected for the next five years without the prior approval of the General House as per EGM on 31.08.2013 and as per the EGM dated 02.06.2018 the new Managing Committee should not automatically lift the ban on membership without further discussing the same in the house.

Chairman intervened in the matter and clarified that ban was only for five years as mentioned in minutes of the EGM dated 31.08.2013 and it was never mandatory to go to the House to lift the ban on membership.

Mr. Vimal Deep Singh (M. No. 0447) submitted that the minutes of the EGM may be referred, which was provided by Assistant Secretary immediately on spot.

ii. **Mr. Sanjeev Bhasin (M.No. 1184)** raised the question whether nomination of Mr. Bipin Berry and Mr. Vijay Khanna is valid or not and if nomination is not valid they cannot sign the Managing Committee minutes even for Notice of said EGM.

a. Your attention is drawn to para (9) of letter no 1831/JDI//2020/u/s 206 (5)/15456 dt 13-03-2023 sent to the Club by Jt. Director, O/o Regional Director (North), MCA, Gol, New Delhi, where the validity of an election to the Managing Committee (MC) of two present MC Members – Mr. Bipin Berry and Mr. Vijay Khanna has been questioned as it appears that it “contravenes provisions of section 8 r/w section 14 of the Act”.

b. These two Members were first co-opted to the Managing Committee as vacancies had arisen in the MC during the course of the tenure of 2020-21 and their DIR-12 was filed on 14-04-2021, showing them as MC Members (Directors) for the year 2020-21.

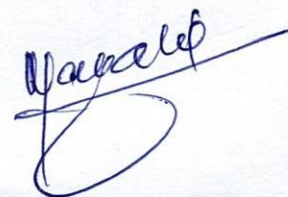
c. Your attention is also drawn to Article 48 of the Articles of Association of the Club, which reads as under:

Article 48

Vacancies occurring in the committee during the year shall be filled up by the rest of the committee who may appoint any permanent member of the Club willing to serve.

Members so appointed by the committee shall hold office only up to which the committee member in whose place he is appointed would held office, if it had not been vacated.

d. The above Article makes it very clear that their term mandatorily came to an end at the AGM held on 27-11-2021.



e. It is observed from Club records that the MC for the year 2020-21 was asked to continue by the General House at the AGM given exceptional circumstances of elections not possible to be held due to Covid lockdowns and restrictions. Thus they continued for a second tenure for MC year 2021-22. This being their second tenure (in succession), which is allowed as per Article 42, which reads as under:

Article 42

The period of continuous membership of Managing Committee shall be limited to 2 terms at a time. In other words person who has served for two continuous terms on the Managing Committee as member shall wait for two terms before seeking re-election of the committee either as a member or as President.

f. Surprisingly, no DIR-12 was filed to indicate they are being appointed to the MC for the period 2021-22.

g. These two Members contested the elections again for the MC of 2022-23 (despite expressly not being eligible as per provisions of Article 42) and were elected at the AGM held on 28-05-2022, DIR-12 filed on 28-05-2022.

h. This contravention has been pointed out by the MCA in the letter quoted above.

i. The MC was seized on this matter as evident from the Minutes (para 4) of the Minutes of the Managing Committee Meeting held on 08-12-2022.

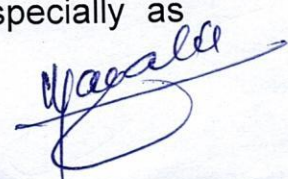
j. The gravity of the situation can be understood from the fact that if the nomination and also election of these two Members was in serious doubt, all proceedings of the MC for year 2022-23 become invalid as the attendance for all meetings was 04 validly nominated/election members of the MC whereas as per our Articles (Article 51), as under:

Article 51

The Committee shall meet at such times and places as they think proper, and at all meetings (5) shall form a quorum.

k. We don't know if these Members participated in the MC Meeting wherein it was resolved to adopt and circulate the Notice for EGM to be held on 08-04-2023. In contravention of law, this Resolution does not appear on the NSDL website authorizing them to hold e-voting for this EGM. These minutes are also not on the Club website as of the date (the last MC Meeting minutes as of date are for a meeting on 30-09-2022).

l. It is thus submitted that till the validity of nomination/election/continuance of these two members on the Managing Committee is decided, the present Managing Committee cannot proceed with any business especially as



important as amending the Articles of Association as it does not have the authority to decide anything due to lack of quorum.

Mr. Sanjeev Bhasin further raised the matter that Notice & Resolution was not uploaded on the NSDL website portal and also submitted his concerns about Article nos. 30,43,44,21,32,12,21(a), 22(8)& 53(b).

iii. Club's advocate Mr. Shashank Pandey spoke about the election of two members, Shri Bipin Berry and Shri Vijay Khanna, who apparently are presently serving their consecutive third term, whereas the articles strictly prohibit that. Mr. Pandey stated that in the Annual General Meeting held on 27.11.2021, no member had filled the nomination form to contest in the election. Therefore, the general body requested the incumbent committee to continue until the next AGM. Thus, the two members had continued as a duty, and the duty cannot take away their right to contest elections for the second time. Moreover, Mr. Pandey continued, that no member had filed any complaint at a competent forum.


Immediately after the Lawyer's clarification, couple of members objected to statement narrated by Mr. Shashank Pandey. Mr. Shudhir Arora, Mr. Anurag Sangal & Mr. Sanjeev Bhasin, specifically objected to this and said that some complaints were already made to ROC, which is a competent body. Mr. Pandey tried to clarify his statement that though the complaints might have been moved, however, there was no decision from ROC, to which members again objected by saying that the Show Cause notice from ROC is proof that complaints were being acted upon.

Mr. Sudhir Arora, Mr. Anurag Sangal, Mr. Sanjeev Bhasin, & Mr. Kanti Kumar objected on the statement of Mr. Shashank Pandey.

The Chairman also did not agree to the statement of Mr. Shashank Pandey.

iv Mr. Ajay Shangari (M. No. 0055) submitted his concerns on nomination of Mr. Bipin Berry & Mr. Vijay Khanna (during EGM on 29.01.2022) that Mr. Sanjeev Bhasin and Mr. Shikhar Kacker had expressed a view that the expression 'term' as envisaged in Article 42 necessarily means two contested and elected terms. The present term of the incumbent managing committee has merely been extended due to pandemic, as they are not re-elected at general meeting.

Above resolution seconded by himself considering that the general body advised the Managing Committee to re-initiate fresh election process of the



Managing Committee by convening an AGM in last week of May'2022. Until then, the incumbent Managing Committee shall continue to remain in office.

Opinions from two Company Secretary and one consultant have been obtained by the Club which are also adverse about their tenure.

v. Mr. Rajeev Nangia (M. No. 0012) expressed his views that the Club is second house for the its members, but the things are going on very shameful track and the Club should come at its original set up. He further added that 29-30 changes in the Articles cannot be merged in the one set of Articles and already shared this to the Company Secretary during his conversation in the past in the President's office.

vi. Mr Bharat Bhatia (M. No. 0202) acknowledged the views of Mr. Rajeev Nangia about 29-30 changes in the Articles in the one set of Articles.

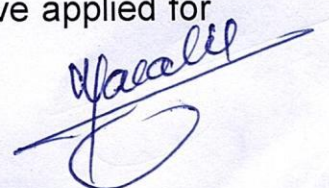
vii. Mr. Anurag Sangal (M.No. 1587) expressed his views that in the Club a common word 'it is illegal' is being used in the normal communications & correspondences and who is wrong / right instead of what is wrong / right.

He further added that he has also received a copy of letter from Mr. Sanjeev Bhasin dated 07.04.2023 addressed to Registrar of Companies, Dehradun about illegalities and violations of company law.

viii. Mr. Iqbal Wasu (M.No. 0011) pointed out that in the AGM on 27.11.2021 Mr. Anurag Sangal has also admitted that the same committee to be continued, which was strongly objected by Mr. Anurag Sangal.

Mr. Iqbal Wasu further added that in the EGM dated 29.01.2022 the general body advised the then Managing Committee to re-initiate fresh election process of the Managing Committee by convening an AGM in last week of May'2022. Until then, the incumbent Managing Committee shall continue to remain in office and their current term be treated as a single term, this resolution was proposed by Mr. K.K. Verma (M. No. 1350)& seconded by Mr. Ajay Shangari (M.No. 0055). Mr. Shikhar Kacker also vetted the same that term of the committee is one. Minutes were uploaded on the MCA site also and no one objected on this.

6. The Chairman briefed on the recent inspection by the Joint Director, Ministry of Corporate Affairs on 27th& 28th Feb.'2023 and subsequently letter received on Inspection U/s 206(5) dt. 13.03.2023. MCA has raised the issue that as per financial statement company has shown security deposit from new Application under 'Other Current Liabilities' of Rs. 2.39 crore till 31.03.2022 taken from the Public Applicants who have applied for



the Membership of Club. During his visit his view point was that either Company should induct these waiting applicants or should start the process to refund the security money to the applicants as soon as possible.

Considering the above facts the current Managing Committee has proposed in Articles to increase the membership strength from existing 2500 members to 3500 members and all the applications of the eligible dependents and Regular applicants pending upto 31.03.2023, be, accepted additionally as a one time measure.

7. The Chairman requested Chief Election Officer Mr. Anurag Sangal to explain the voting procedure to the house.

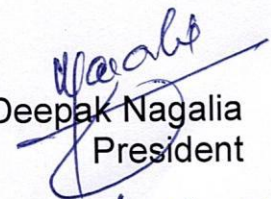
8. Chief Election officer Mr. Anurag Sangal introduced his team, Scrutinizer Advocate Sankalp Chaurvedi and Coordinator EGM Ms. Shefali Gupta. He further elaborated on the process of Ballot voting and declared that Paper ballot voting is open during 6.00 PM to 8.00 PM in club premises on 08.04.2023.

With the aforesaid points, the Extraordinary General Meeting was declared as concluded with the Thanks to the honorable House and the entire Managing Committee by President Mr. Deepak Nagalia.

Thereafter the result of the voting has been provided by NSDL and Chief Election Officer Mr. Anurag Sangal & Scrutinizer Mr. Sankalp Chaturvedi. The results are as under –

	Valid Vote	Assent	Dissent	Total Vote
E-Voting	232	56	176	232
Paper Ballot	61	25	36	61
Total	293	81	212	293

For and on behalf of the Managing Committee,


Deepak Nagalia
President
03/06/2023

NAME OF MEMBERS ATTENDED - EGM DATED - 08/04/2023

EGM ON 08-04-2023		
S.NO.	NAME	M.NO.
1	MR. ASHOK KUMAR	1246
2	MR. I.K.BATTA	69
3	MR. BHARAT HARI	2452
4	MR. ADESH KUMAR	922
5	MR. VINOD KUMAR PAINULY	2390
6	MR. RAHUL AGARWAL	2475
7	MR. KANTI KUMAR	1754
8	MR. BAIJ NATH	1955
9	MR. PRADEEP DATTA	1542
10	MR. AJAY SHANGARI	55
11	MR. ANURAG SANGAL	1587
12	MR. SALIL CHANDRA JHALDIYAL	1685
13	MR. MOHIT GOEL	808
14	MR. ANIL KUMAR GUPTA	1782
15	MR. JAIVEER SINGH BALI	1779
16	MR. NAVEEN GUPTA	1851
17	MR. SANJEEV BHASIN	1184
18	DR.SHOBIT DURGA	1690
19	MR. NITISH GUPTA	1988
20	MR. NIKHIL SABHARWAL	2141
21	MR. HARVINDER SINGH KALRA	2470
22	MR. BHARAT BHATIA	202
23	MR. MANOJ SURI	1382
24	MR. RAJAN PRAKASH	50
25	MR. VISHAL VOHRA	1616
26	MR. SUDHIR KISHORE ARORA	1544
27	MR. RAJESH KAPOOR	2012
28	MR. AJAY MANKAD	192
29	MR. SUNIL KUMAR GUPTA	1783
30	MR. HARCHARAN SINGH PASRICHA	2751
31	MR. AJAY GUPTA	1918
32	MR. ASHUTOSH GOYAL	1555
33	MR. IQBAL WASU	11
34	MR. RAJEEV NANGIA	12
35	MR. KAPIL SETHI	875
36	MR. YASHWANT PANWAR	2251
37	MR. JEEWAN KHANNA	43
38	MR. SACHIN GARG	1100
39	MR. SURESH DUSEJA	299
40	MR. K.S.PAHUJA	1453
41	MR. SAMRAANT VIRMANI	112
42	MR. RAJAT SHARMA	2046
43	MR. KRISHAN KUMAR VERMA	1350
44	MR. VIDUR NARAIN SAKLANI	1675
45	MR. KARAN GROVER	3098
46	MR. SUDHIR GUPTA	723

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NAME OF MEMBERS ATTENDED - EGM DATED - 08/04/2023

47	MR. AMRISH OBERAI	475
48	MR. TARUN DHAWAN	2057
49	MR. KAPIL ARORA	2169
50	MR. ANUJ BHATIA	952
51	MR. VIKAS DAWAR	1699
52	MR. GRISH KUMAR DORA	735
53	MR. NARESH BATRA	2472
54	MR. GULSHAN KUKREJA	1927
55	MR. AJAY BEHL	10
56	MR. SANDEEP MITTAL	187
57	MR. ISHAN SAXENA	2075
58	MR. DEVENDRA SINGH RANA	250
59	MR. AJAY GOYAL	1688
60	MR. SUBHASH KASHYAP	47
61	MR. RAJIV DURGA	1944
62	MR. ANUJEET SINGH DANDONA	1598
63	MR. NAVNEET OBEROI	2207
64	MR. P.K. KASHYAP	320
65	MR. RAHUL SOOD	773
66	MR. KULDEEP DATTA	1524
67	MR. VIMAL DEEP SINGH	447
68	MR. COL. VPS JAMWAL	
69	MR. MR. ANIL BAKSHI	265
70	MR. RAJIV SHARMA	1538
71	MR. ROHIT JAIN	40
72	MR. PRANAV	1323
73	MR. AMARJEET SINGH KOCHHAR	953
74	MR. ASHISH JAIN	1896
75	MR. AMOGH	911
76	MR. H.S. SADANA	57
77	MR. MOTI LAL BHATIA	58
78	MR. DEEPAK NAGALIA	464
79	MR. SUNIT PAL AGARWAL	1651
80	MR. BIPIN BERRY	45

Masood