



# DEHRA DUN CLUB LTD.

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CIN - U91110UR1957NPL000040

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## **MINUTES OF THE EXTRA ORDINARY GENERAL MEETING (EOGM) OF THE DEHRA DUN CLUB LTD. ("CLUB") HELD ON SATURDAY 31<sup>ST</sup> AUGUST'2024 AT 05.00 PM IN THE CLUB PREMISES 15, R.B. UGRASEN ROAD, DEHRADUN.**

**The meeting was called to order by the President, Mr. Suneet Mehra, who, upon being proposed by the Members present, was unanimously appointed as the Chairman of the Meeting ("Chairman").**

The Chairman extended a warm welcome to all Members in attendance and noted the presence of 62 Members. He then formally declared the meeting open, addressing the Members gathered for the Extra Ordinary General Meeting (EOGM).

1. The Chairman requested the Members to rise and observe a moment of silence in memory of those Members who had passed away since the last Annual General Meeting (AGM) held on 29.06.2024 up to the current EOGM on 31st August 2024. He read out their obituaries, and all present observed two minutes of silence as a tribute to their memory.
2. The Chairman informed the Members that the Notice and Agenda for the EOGM had been duly circulated to them via Email and Post, uploaded on the club's official website, and published in the newspaper, in full compliance with the Companies Act, 2013. Subsequently, a corrigendum to the notice was also circulated to the Members by the by Email / Post, uploaded on the club's website and published the public notice in the newspaper, and was again in compliance with the provisions of the Companies Act'2013.
3. The Chairman proceeded to read out the Agenda and Resolutions for the Meeting-

### **SPECIAL BUSINESS:**

1. **To alter the limit of Club Members in Article 1 of the Articles of Association (AOA) of the Company and increase it from 2500 to 3000 and in this regard consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the applicable provision of section 14 of the Companies Act, 2013 read with applicable rules and the provisions of the Articles of Association of the company and subject to the approval of the Central Government, if required, and pursuant to the recommendation made by the Managing Committee through its resolution passed on 06.08.2024 the limit of members in Article 1 of the Articles of Association of the Company, be and hereby altered with the following content i.e.,

For the purpose of Registration, the Club is declared to consist of 3000 Members;

RESOLVED FURTHER THAT Mr. Ajai Kumar Garg, Assistant Secretary be and is hereby authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.

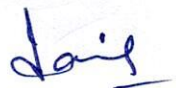
RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to make such modifications, alterations, and amendments to the Articles of Association as may be required or directed by the Registrar of Companies or any other regulatory authority.

RESOLVED FURTHER THAT a copy of the altered Articles of Association, as approved by the members, be filed with the Registrar of Companies within the time prescribed under the Companies Act, 2013.”

- 2. The proposed amendment to Article 4 of the Company's Articles of Association (AOA) aims to facilitate the processing of all applications for Eligible Dependents. Specifically, it seeks to extend the consideration period for pending applications in the Dependent categories and assigns the responsibility to the Managing Committee for implementing the necessary procedures to induct eligible applicants as members of the Dehra Dun Club Ltd. This amendment is accepted as a one-time measure. It also revises the limit of candidates for selection between two successive AGMs. In this regard, the following resolution is considered for passing, with or without modification, as a Special Resolution:**

"RESOLVED THAT, in accordance with the pertinent provisions of Section 14 of the Companies Act, 2013, read in conjunction with the applicable rules and the provisions of the Articles of Association of the company, and following the recommendation put forth by the Managing Committee through its resolution passed in the committee meeting convened on 06.08.2024 the existing Article 4 of the Articles of Association of the Company, be and hereby altered and substituted with the following content i.e.,

Candidate for admission to the Club as Permanent member who is more than 25 years old may be selected by the Managing Committee of the Club up to the maximum of



160 during the tenure of the Managing Committee between two successive Annual General Meetings as under:

- a) Regular Category 100
- b) Dependents 50
- c) Corporate 10

In addition to the adjustments outlined in clause 1 of the article, all long-term pending applications from Eligible Dependents Applicants till the date of the EOGM 31.08.2024 shall be deemed eligible as a one-time measure during 2024-25. This is intended to alleviate the backlog of pending applications of Dependent Category."

RESOLVED FURTHER THAT Mr. Ajai Kumar Garg, Assistant Secretary be and are hereby authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.


RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to make such modifications, alterations, and amendments to the Articles of Association as may be required or directed by the Registrar of Companies or any other regulatory authority.

RESOLVED FURTHER THAT a copy of the altered Articles of Association, as approved by the members, be filed with the Registrar of Companies within the time prescribed under the Companies Act, 2013."

**3. NEW ARTICLE 4-A: For induction of 10 Permanent Members in the club each year of priority. In this regard, the following resolution is considered for passing, with or without modification, as a Special Resolution:**

"RESOLVED THAT, in accordance with the provisions of Section 14 of the Companies Act, 2013, and the applicable rules, and in accordance with the Articles of Association of the company, subject to the approval of the Central Government, if required, and based on the recommendation of the Managing Committee as per its resolution passed in the meeting held on 06.08.2024, a new article, Article No. 4-A, is hereby introduced after Article No. 4 in the Articles of Association of the Company, with the following content:

Up to 10 people may be inducted every year as Permanent members of the club on priority basis by paying INR 20,00,000/- plus applicable GST per member. Candidates for this membership may be selected either from the existing waiting list of the Regular category or from fresh applicants.



This opportunity will be available to the first ten (10) qualifying applicants who meet the required payment and the conditions set by the Club's Management Committee in accordance with the articles of association and applicable law.

RESOLVED FURTHER THAT Mr. Ajai Kumar Garg, Assistant Secretary be and are hereby authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.

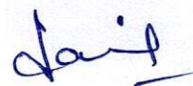
RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to make such modifications, alterations, and amendments to the Articles of Association as may be required or directed by the Registrar of Companies or any other regulatory authority.

RESOLVED FURTHER THAT a copy of the altered Articles of Association, as approved by the members, be filed with the Registrar of Companies within the time prescribed under the Companies Act, 2013."

**4. The proposed amendment to Article 13 of the Company's Articles of Association (AOA) outlines the Membership Selection Procedure and seeks to reduce the quorum from seven members to five members. In this regard, the following resolution is considered for passing, with or without modification, as a Special Resolution:**

"RESOLVED THAT, in accordance with the provisions of Section 14 of the Companies Act, 2013, and the applicable rules, and in accordance with the Articles of Association of the company, subject to the approval of the Central Government, if required, and based on the recommendation of the Managing Committee as per its resolution passed in the meeting held on 06.08.2024 the existing Article 13 of the Articles of Association of the Company, be and hereby altered and substituted with the following content i.e.,

The particulars of candidate shall be entered in a list which shall be placed on the Notice Board and shall remain there for not less than one month prior to the selection of members. If any member has any objection to a name on this list, he/she is at liberty to write a confidential letter to the Club President. The candidate, along with his/her spouse, shall be called to meet the Managing Committee members and their spouses at an "AT HOME" event before being finally considered for membership by the Committee. The final selection shall be made by a secret ballot, requiring a two-thirds majority of the Managing Committee members present at the meeting. For such meetings, a quorum shall be formed by five members.



Additionally, effective from the date of the Extraordinary General Meeting (EOGM) 31.08.2024, the quorum requirement is reduced from seven members to five members throughout the current Articles of Association.

RESOLVED FURTHER THAT Mr. Ajai Kumar Garg, Assistant Secretary be and is hereby authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to make such modifications, alterations, and amendments to the Articles of Association as may be required or directed by the Registrar of Companies or any other regulatory authority.

RESOLVED FURTHER THAT a copy of the altered Articles of Association, as approved by the members, be filed with the Registrar of Companies within the time prescribed under the Companies Act, 2013.”

**5. To alter Article 16 of the Company's Articles of Association (AOA) by revising the current provision with the proposed amendment along with the revised entrance fee amount. This amendment is hereby accepted, and it is proposed to consider and, if deemed appropriate, to pass the following resolution as a Special Resolution:**

"RESOLVED THAT, in accordance with the pertinent provisions of Section 14 of the Companies Act, 2013, read in conjunction with the applicable rules and the provisions of the Articles of Association of the company, and following the recommendation put forth by the Managing Committee through its resolution passed in the committee meeting convened on 06.08.2024, the existing Article 16 of the Articles of Association of the Company, be and hereby altered and substituted with the following content i.e.,

If a member under regular category is accepted by the Managing Committee, they must pay the entrance fee within one month from the date of acceptance of their membership. Failure to pay the entrance fee within this time frame will result in the cancellation of membership and the member will not be able to enjoy Club privileges until the entrance fee is settled.

However, if a member accepted by the Managing Committee is a salaried employee (not Director or Managing Director of a Company), they have the option to pay 50% of the entrance fee upfront, amounting to Rs. 2,50,000/- plus applicable taxes, and the remaining balance in 10 equal installments of Rs. 25,000/- each plus applicable taxes.



Defaulting on any installment will result in forfeiture of previously paid amounts and termination of membership.

Furthermore, until the full entrance fee is paid, the member's name will not be entered into the Permanent Member Register. They will have access to Club facilities but without the right to vote.

RESOLVED FURTHER THAT Mr. Ajai Kumar Garg, Assistant Secretary be and is hereby authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to make such modifications, alterations, and amendments to the Articles of Association as may be required or directed by the Registrar of Companies or any other regulatory authority.

RESOLVED FURTHER THAT a copy of the altered Articles of Association, as approved by the members, be filed with the Registrar of Companies within the time prescribed under the Companies Act, 2013.”

6. **To alter the Article 30 of the Articles of Association (AOA) of the Company by substituting the existing article with the proposed amendment i.e., Effective from the date of the EOGM 31.08.2024 onwards, all applications from the Regular Category, Single Lady & Corporate applicants shall necessitate a non-refundable application form fee of Rs. 5,000/-, along with applicable GST. Similarly, starting from the date of the EOGM 31.08.2024 onwards, applications from Dependents will be subject to a non-refundable application form fee of Rs. 2,500/-, plus applicable GST. Upon induction as a permanent member, applicants are required to submit a refundable interest-free deposit of INR 20,000/- to the Company at the time of induction in Article 30 of the AOA of the Company and term Security deposit will be termed as Deposit and in this regard consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:**

"RESOLVED THAT, in accordance with the provisions of Section 14 of the Companies Act, 2013, read in conjunction with applicable rules and the Articles of Association of the company, and subject to the approval of the Central Government, if required, and following the recommendation presented by the Managing Committee through its resolution passed in the committee meeting convened on 06.08.2024, the existing Article 30 of the Articles of Association of the Company is hereby altered and fully substituted with the following content:



Effective from the date of the EOGM 31.08.2024 onwards, all applications from the Regular category, Single Lady & Corporate applicants shall necessitate a non-refundable application form fee of Rs. 5,000/-, along with applicable GST. Similarly, starting from the date of the EOGM 31.08.2024 onwards, applications from Dependents will be subject to a non-refundable application form fee of Rs. 2,500/-, plus applicable GST.

Upon becoming a permanent member, it is obligatory to submit a refundable interest-free deposit of INR 20,000/- to the Company at the time of induction, which shall not be utilized by the Club and will only be kept in unencumbered fixed deposits in the scheduled banks to be renewed from time to time. This interest free deposit shall only be refunded or adjusted on the expulsion, resignation of member from membership, surrender of membership by the member or demise of the member and after the adjustments of club dues, if any.

Starting from the date of the EOGM 31.08.2024 the term **Security Deposit** throughout in the existing Articles of Association of the Company is hereby termed as **Deposit**.

RESOLVED FURTHER THAT Mr. Ajai Kumar Garg, Assistant Secretary be and is hereby authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to make such modifications, alterations, and amendments to the Articles of Association as may be required or directed by the Registrar of Companies or any other regulatory authority.

RESOLVED FURTHER THAT a copy of the altered Articles of Association, as approved by the members, be filed with the Registrar of Companies within the time prescribed under the Companies Act, 2013.”

- 7. To alter the Article 31 of the Articles of Association (AOA) of the Company by substituting the existing article with the proposed amendment, specifically addressing an increase in monthly subscription and in this regard consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:**

"RESOLVED THAT, in accordance with the provisions of Section 14 of the Companies Act, 2013, read in conjunction with applicable rules and the Articles of Association of the company, and subject to the approval of the Central Government, if required, and following the recommendation presented by the Managing Committee through its resolution passed in the committee meeting convened on 06.08.2024, the



existing Article 31 of the Articles of Association of the Company is hereby altered and fully substituted with the following content:

All members, except temporary members under Article 20, shall pay Rs. 600/- plus applicable taxes as monthly subscription. For senior members (aged 65 years with club membership of 10 years standing), the subscription shall be 50% of the basic subscription plus applicable taxes rounded off to the nearest rupee. Senior members (aged 65 years with club membership of 45 years standing), shall pay a token subscription of Rs. 11/- plus applicable taxes only.

However, in the event of a membership transfer, the new membership number will be allocated to the transferee member, and the membership period will be calculated from the date of allotment of the new membership number."

RESOLVED FURTHER THAT Mr. Ajai Kumar Garg, Assistant Secretary be and is hereby authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to make such modifications, alterations, and amendments to the Articles of Association as may be required or directed by the Registrar of Companies or any other regulatory authority.

RESOLVED FURTHER THAT a copy of the altered Articles of Association, as approved by the members, be filed with the Registrar of Companies within the time prescribed under the Companies Act, 2013."

- 8. To alter the Article 43 of the Articles of Association (AOA) of the Company by substituting the existing article with the proposed amendment, specifically addressing the formation of Managing Committee, their tenure, voting means and the status of Mess Members and one nominated member for the term of 2024-25. This amendment also aims to substitute the existing term "Nominated Mess Members" with the amended term "Special Invitees" throughout the current articles of association and in this regard consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:**

"RESOLVED THAT, in accordance with the provisions of Section 14 of the Companies Act, 2013, read in conjunction with applicable rules and the Articles of Association of the company, and subject to the approval of the Central Government, if required, and following the recommendation presented by the Managing Committee through its resolution passed in the committee meeting convened on 06.08.2024, the

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existing Article 43 of the Articles of Association of the Company is hereby altered and fully substituted with the following content:

1. At each Annual General Meeting of the Club, the election of the managing committee occurs to appoint six Committee members and one President, collectively forming the Managing Committee. The term of service for the elected Managing Committee members begins from the date of their appointment at the AGM and extends until the next Annual General Meeting. Members of the Managing Committee are elected through a combined process involving traditional ballot paper voting and e-voting at the Club's Annual General Meeting.

2. To fill the vacant position the Managing Committee will appoint one qualifying permanent member as a Nominated Committee Member for the year 2024-25. Subsequently, from 2025-2026 all Committee members, including the President, will be elected members of the Managing Committee of the company.

3. Voting through electronic means / physical voting:

(i) Club shall provide to its members the facility to exercise their right to vote at general meetings by electronic means/Physical Voting as applicable.

(ii) A member may exercise his right to vote at any general meeting by electronic means / physical voting in the Club. The members may pass any resolution in accordance with the provisions of this Article.

(iii) The process of Voting at any AGM or EOGM should be as per Section 108 of Companies Act 2013 and the Rules made there under, as per Companies Management & Administration Rules 2014 as amended from time to time.

(iv) A member will cast only one vote for President and only six votes for Managing Committee (not less/ more than these numbers) or vacant positions. No dissent option will be in election process.

4. The Managing Committee shall appoint a General meeting coordinator cum Chief Election / Polling officer for all Annual and Extraordinary General Meetings. It shall be the duty of such Officer to check and verify the eligibility of all the candidates who have filed their nominations and also to oversee the complete process of holding of AGM / EOGM and voting thereat. His duties and powers shall be separate from that of the Scrutinizer to be appointed by the Managing Committee as per the provisions contained under section 108 of the Companies Act, 2013, and Rules thereof as per Companies Management and Administration Rules 2014 (as amended).

5. Starting from the date of the EOGM 31.08.2024, three Mess Members will be considered as Special Invitees.



6. The term **Nominated Mess Members** throughout in the existing Articles of Association of the Company is hereby from the date of the EOGM 31.08.2024 will be considered as Special Invitees.

7. A candidate for the Presidentship who fails to be elected as President shall not qualify to be a member of the Managing Committee. Upon election, the President shall automatically become a member of the Managing Committee. Candidates filing nominations for the election shall specify whether their candidature is for President or Committee Member. The nomination form must be proposed by one and seconded by another Permanent Member of the Club.

RESOLVED FURTHER THAT Mr. Ajai Kumar Garg, Assistant Secretary be and is hereby authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to make such modifications, alterations, and amendments to the Articles of Association as may be required or directed by the Registrar of Companies or any other regulatory authority.

RESOLVED FURTHER THAT a copy of the altered Articles of Association, as approved by the members, be filed with the Registrar of Companies within the time prescribed under the Companies Act, 2013.”

9. **To alter the Article 44 of the Articles of Association (AOA) of the Company by substituting the existing article with the proposed amendment regarding the number of members in the Managing Committee after the EOGM dated 31.08.2024 and, in this regard, consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:**

"RESOLVED THAT, in accordance with the provisions of Section 14 of the Companies Act, 2013, read in conjunction with applicable rules and the Articles of Association of the company, and subject to the approval of the Central Government, if required, and following the recommendation presented by the Managing Committee through its resolution passed in the committee meeting convened on 06.08.2024, the existing Article 44 of the Articles of Association of the Company is hereby altered and fully substituted with the following content i.e.,

A permanent committee composed of seven members, all of whom will hold permanent membership of the Dehra Dun Club, will be established to supervise diverse facets of the Dehra Dun Club affairs, including financial management and other relevant matters. This committee will comprise the President along with six other Committee



members. The selection of Managing Committee members will take place through both ballot paper voting and e-voting procedures during the Club's Annual General Meeting.

RESOLVED FURTHER THAT Mr. Ajai Kumar Garg, Assistant Secretary be and is hereby authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to make such modifications, alterations, and amendments to the Articles of Association as may be required or directed by the Registrar of Companies or any other regulatory authority.


RESOLVED FURTHER THAT a copy of the altered Articles of Association, as approved by the members, be filed with the Registrar of Companies within the time prescribed under the Companies Act, 2013.”

10. **To alter the Article 46 of the Articles of Association (AOA) of the Company by substituting the existing article with the proposed amendment regarding the removal of role of nominated mess members in the selection of vice-president of the club and, in this regard, consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:**

"RESOLVED THAT, in accordance with the provisions of Section 14 of the Companies Act, 2013, read in conjunction with applicable rules and the Articles of Association of the company, and subject to the approval of the Central Government, if required, and following the recommendation presented by the Managing Committee through its resolution passed in the committee meeting convened on 06.08.2024, the existing Article 46 of the Articles of Association of the Company is hereby altered and fully substituted with the following content i.e.,

Members elected at the Annual General Meeting will choose one of their own member to serve as Vice-President for the upcoming year. This selection must achieve by a 2/3 majority within one week of the AGM. The Vice-President assumes the duties of President in the written absence of the President. If the President passes away, resigns, or becomes physically unable to fulfill their duties, the Vice-President acts as interim President until a new President is elected by the General House, ideally within two months.

If a member of the Managing Committee decides to contest the election for the post of President, they must resign from the Committee and seek re-election as President. Any resulting vacancy in the Committee will be filled by co-opting new member(s) as



outlined in Article 48. Additionally, any member elected as President may serve a maximum of two terms in that role throughout their lifetime.

RESOLVED FURTHER THAT Mr. Ajai Kumar Garg, Assistant Secretary be and is hereby authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to make such modifications, alterations, and amendments to the Articles of Association as may be required or directed by the Registrar of Companies or any other regulatory authority.

RESOLVED FURTHER THAT a copy of the altered Articles of Association, as approved by the members, be filed with the Registrar of Companies within the time prescribed under the Companies Act, 2013.”

**11. To amend Article 62 of the Company's Articles of Association (AOA) by replacing the existing article with the proposed changes regarding the removal of voting rights for nominated mess members. In this regard, the following resolution is considered for passing, with or without modification, as a Special Resolution:**

"RESOLVED THAT, in accordance with the provisions of Section 14 of the Companies Act, 2013, read in conjunction with applicable rules and the Articles of Association of the company, and subject to the approval of the Central Government, if required, and following the recommendation presented by the Managing Committee through its resolution passed in the committee meeting convened on 06.08.2024, the Proviso a in the existing Article 62 of the Articles of Association of the Company is hereby deleted and the remaining existing Article 62 of the Articles of Association of the Company is hereby altered and substituted with the following content i.e.,

At the General Meeting convened for the election of the Management Committee of the Dehra Dun Club, Permanent Members have the right to vote using both physical and electronic ballot systems. However, Permanent Members may only exercise their voting rights to elect seven Permanent Members, including the President, to serve on the Management Committee, who are not associated with Military Messes.

RESOLVED FURTHER THAT Mr. Ajai Kumar Garg, Assistant Secretary be and is hereby authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.



RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to make such modifications, alterations, and amendments to the Articles of Association as may be required or directed by the Registrar of Companies or any other regulatory authority.

RESOLVED FURTHER THAT a copy of the altered Articles of Association, as approved by the members, be filed with the Registrar of Companies within the time prescribed under the Companies Act, 2013.”

**12. To amend Article 90 of the Company's Articles of Association (AOA) by replacing the existing article with the proposed changes regarding the increase in limit of capital expenditure from Rs. 5,00,000/- to Rs. 10,00,000/-. In this regard, the following resolution is considered for passing, with or without modification, as a Special Resolution:**

"RESOLVED THAT, in accordance with the provisions of Section 14 of the Companies Act, 2013, read in conjunction with applicable rules and the Articles of Association of the company, and subject to the approval of the Central Government, if required, and following the recommendation presented by the Managing Committee through its resolution passed in the committee meeting convened on 06.08.2024, the existing Article 90 of the Articles of Association of the Company is hereby altered and substituted with the following content i.e.,

Any unforeseen Capital Expenditures (under different heads) subject to maximum of Rs. 10,00,000.00, which is not approved in the budget, can be undertaken without the prior approval of the House.

RESOLVED FURTHER THAT Mr. Ajai Kumar Garg, Assistant Secretary be and is hereby authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to make such modifications, alterations, and amendments to the Articles of Association as may be required or directed by the Registrar of Companies or any other regulatory authority.

RESOLVED FURTHER THAT a copy of the altered Articles of Association, as approved by the members, be filed with the Registrar of Companies within the time prescribed under the Companies Act, 2013.”



**13. For the approval of annual budget of the company as per article 61 of the Articles of Association of the Company for the period from 01<sup>st</sup> of July, 2024 to 30<sup>th</sup> June, 2025 and in this regard consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the provisions of the Articles of Association of the company and pursuant to the recommendation made by the Managing Committee through its resolution passed in the committee meeting held on 06.08.2024 the proposed annual budget for the period 01<sup>st</sup> of July, 2024 to 30<sup>th</sup> June, 2025, be and is hereby approved as the annual budget of the company for the period of 01<sup>st</sup> of July, 2024 to 30<sup>th</sup> June, 2025.

RESOLVED FURTHER THAT Mr. Ajai Kumar Garg, Assistant Secretary be and is hereby authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

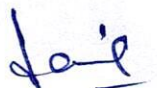
In relation to the aforementioned matter, the Chairman invited the Members to share their views. The Members expressed their opinions on the agenda item, as well as on various other matters concerning the Club. The issues specific to the agenda item have been documented in detail in compliance with the provisions of the Companies Act, 2013, and the applicable secretarial standards. Other issues, not directly related to the agenda, have been noted separately for reference. The following Members presented their views as follows:

**A. Mr. Krishan Kumar Verma (M. No. 1350)** expressed the following views:

- i. Considering the club's turnover, the number of employees appears to be disproportionately high.
- ii. He felt there was no need to revise the monthly subscription amount.

**B. Mr. Sanjeev Bhasin (M. No. 1184)** raised the following concerns:

- i. He submitted emails on 11.08.2024, 12.08.2024, 16.08.2024, and 25.08.2024 with several queries regarding the EGM notice. Some queries had been addressed, while the rest were pending for discussion during the EGM.
- ii. The budget allocation of ₹2.00 crore for repair and maintenance in 2024-25 could disrupt the club's routine activities, as each area would require 2-3 months for completion.
- iii. He inquired about the course of action the Managing Committee would take concerning Section 73 of the Companies Act.



- iv. He questioned whether the priority-based Permanent Membership scheme (with a payment of ₹20.00 lakh plus GST) applies to service-class individuals. He also noted that the payment terms (initial 50% and instalments) were not clearly mentioned in the revised Articles or the original ones.
- v. He pointed out other errors in the existing Articles that require revision.
- vi. He asked whether the legality of the "Deposit" had been clarified.

**C. Chairman Mr. Suneet Mehra** responded as follows:

- i. The repair and maintenance work will be phased to avoid disruptions in the club's activities. Urgent repairs will be managed as necessary, but the work cannot be postponed any further.
- ii. The Permanent Membership scheme will apply to service-class individuals under the same rules as for other members.
- iii. Regarding the "Deposit," the club has stopped accepting deposits at the time of application and now only collects them at induction. Refunds for security deposits collected from applicants on the waiting list are already in process.

**D. Mr. Sanjeev Bhasin** further raised the following points:

- i. Accepting deposits and earning interest on them through FDRs violates Section 73 of the Companies Act.
- ii. He asked if the upcoming Managing Committee election would follow an election mode or Assent/Dissent pattern.
- iii. He inquired if the revised Article 4, allowing the selection of up to 160 members during one tenure, includes the 10 priority members (paying ₹20.00 lakh plus GST) annually.
- iv. Nominated mess members being sponsored by the Messes should remain continue under temporary membership.

**E. Chairman Mr. Suneet Mehra** replied:

- i. Each member will cast one vote for President and six votes for Managing Committee members (not more or less). The Dissent option will not be available in the election process.
- ii. The 10 priority members (paying ₹20.00 lakh plus GST) will be included in the 160 members selected during one tenure.

**F. Mr. Sudhir K. Arora (M. No. [No.])** submitted that all terms should be clearly specified in the Articles of Association.



**G. Mr. Harish Virmani (M. No. 56) added:**

- i. He acknowledged that Mr. Sanjeev Bhasin had raised important points but emphasized that the Managing Committee acted in the club's best interest with good intentions. He also supported the proposed amendments, stating that the renovations would be done in phases to avoid affecting normal activities.
- ii. He raised concerns about sensitive club matters being shared on social media, urging members to act responsibly and avoid damaging the club's image.

**H. Mr. Iqbal Wasu (M. No. 11) suggested inducting all eligible dependent applicants as a one-time measure, citing an example from Delhi Gymkhana Club.**

Mr. Iqbal Wasu threatened the President & the Managing Committee to which Mr. Harish Virmani objected that how can a past President misbehave like this in front of the House and asked to record his statements.

**I. Mr. Rajiv Sharma (M. No. 1538) shared the following points:**

- i. The EGM should precede the start of e-voting to allow members to make informed decisions.
- ii. Club infrastructure has recovered its investment costs, so there is no need to increase the subscription amount.
- iii. There is limited space in the club, particularly in the swimming and parking areas, for additional new members.
- iv. He commended the Managing Committee for their efforts.

**J. Mr. Rajeev Nangia (M. No. 12) contributed the following views:**

- i. The new Managing Committee should be given sufficient time to address the club's financial challenges, and members should support each other.
- ii. No further recruitment of permanent employees should occur, given the club's turnover of less than ₹5.00 crore.

**K. Mr. Sudhir K. Arora (M. No. 1544) raised concerns about potential litigation arising from the induction of new members and its consequences.**

The Chairman then requested Chief Polling Officer Mr. Rajeev Nangia to explain the Paper Ballot Voting procedure for the EGM. Mr. Nangia briefed the members:

Ballot voting would conclude at 9:10 PM instead of the previously announced 9:00 PM due to a delayed start.

"No Dues" slips would only be issued until 9:00 PM.

Ballot voting would remain open on the club premises from 6:10 PM to 9:10 PM on 31.08.2024.

With these points covered, the Annual General Meeting concluded with a vote of thanks by Chairman Mr. Suneet Mehra. Following the compilation of votes by NSDL (electronic) and the Paper Ballot votes by Chief Polling Officer Mr. Rajeev Nangia and Scrutinizer Mr. Sankalp Chaturvedi at approximately 11:00 PM, the results were announced as follows:

**EGM - FINAL RESULT (31.08.2024)**

Res. Nos.	Resolution	Assent	Dissent	Total	Assent %	Result
1	To alter the limit of Club Members in Article 1 of AOA and increase it from 2500 to 3000.	547	89	636	86.01%	PASS
2	To amend Article 4 of AOA for processing of all application for membership.	547	91	638	85.74%	PASS
3	New Article 4-A of AOA for induction of 10 new members in Special Category by paying Rs. 20.00 lacs	524	113	637	82.26%	PASS
4	To amend Article 13 of AOA to reduce the quorum from 7 members to 5 members for membership selection.	538	98	636	84.59%	PASS
5	To amend Article 16 of the AOA for revised entrance fee for salaried employees' applicants.	542	96	638	84.95%	PASS
6	To amend Article 30 of the AOA for Application Form Fee and Deposit at the time of induction.	544	92	636	85.53%	PASS
7	To amend Article 31 of AOA to increase monthly subscription from Rs. 500/- to Rs. 600/- per month.	534	103	637	83.83%	PASS
8	To amend Article 43 of the AOA for MC Members, tenure, voting means and the status of Mess Members.	539	98	637	84.62%	PASS
9	To amend Article 44 of the AOA for seven members in the Managing Committee without Mess Members.	549	87	636	86.32%	PASS

10	To amend Article 46 of AOA to remove the role of mess members in the selection of Vice President.	543	93	636	85.38%	PASS
11	To amend Article 62 of the AOA for removal of voting by nominated mess members.	536	100	636	84.28%	PASS
12	To amend Article 90 of the AOA to increase the limit of Capital Expenditure to Rs. 10.00 lacs.	533	100	633	84.20%	PASS
13	To approve the Annual Budget for the year 2024-2025	538	80	618	87.06%	PASS

Sd/-

Rajeev Nangia  
Chief Election Officer

Sd/-

Sankalp Chaturvedi  
Scrutinizer

Sd/-

Witness - 1 Mohit Goel (MEMB# 0808)

Sd/-

Witness - 3 Jitender Virmani (MEMB# 0200)

Sd/-

Witness - 2 Vishal Kapoor (MEMB#3131)

For and on behalf of the Managing Committee,

*President*   
**DEHRADUN CLUB LTD**  
SUNEET MEHRA  
President