



DEHRA DUN CLUB LTD.

15, R.B. UGRASEN ROAD, DEHRA DUN. 248 001

Phones: 0135 2656660, 7505775750

CIN - U91110UR1957NPL000040

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

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting (EOGM) of the Members of Dehra Dun Club Ltd. will be convened at the Club premises, 15, RB, Ugrasen Road, Dehradun, Uttarakhand 248001 on 31st August'2024, Saturday at 5.00 PM to transact the following businesses:

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 new members in the club during the tenure 2024-25 only under Special Category. 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 as members of the club on the basis of merit by paying INR 20,00,000/- per member during the tenure 2024-25 only under special category. Candidates for this special category membership may be selected either from the existing waiting list of the General category or from fresh applicants”.

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 25.01.2024, 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 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 01st of April, 2024 to 31st March, 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 01st of April, 2024 to 31st March, 2025, be and is hereby approved as the annual budget of the company for the period of 01st of April, 2024 to 31st March, 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.”

For and on behalf of Managing Committee,

Sd/-
Ajai Kumar Garg
Asstt. Secretary
Dehradun Club Ltd.

Date: 09.08.2024
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.
- 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. 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.
- 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 as Annexure no.1.
- 4) The detailed budget is annexed hereto as Annexure no.2.
- 5) **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 28th Day of August, 2024, Wednesday at 9:00 a.m. and ends on 30th Day of August, 2024, Friday at 5:00 p.m.
- The Permanent Members, whose names appear in the Register of Members as on the record date (cut-off date) i.e., 09.08.2024, 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 5:00 PM on Friday, 16th August, 2024.
- 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-0333 then use P0333 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 Dehra Dun Club.
- 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 and OTP for E-Voting with any other person and take utmost care to keep your password and OTP for E-Voting confidential.**
- XIII. In case you face any problems/experience any difficulty please feel free to contact 022 - 4886 7000 or contact on email id evoting@nsdl.com
- 6) 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 248001 on 31st Day of August, 2024, Saturday between 6.00 PM to 9.00 PM and permanent members of the Company as on cut-off date i.e., 9th August, 2024, 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.
- 7) **THE INSTRUCTIONS FOR MEMBERS FOR VOTING BY BALLOT PAPER ON THE DAY OF THE EOGM ARE AS UNDER: -**
- a. The EOGM will start at 5:00 PM sharp in the evening and likely to end at 6.00 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 ballot paper 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 polling officer’s team at the entry of voting area.
 - e. That, after verification/checking the polling officer’s team will allow the respected member to enter in the voting area.
 - f. That, after entrance of the respected member; the polling 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 8:30 PM, after which the counter will not provide the receipt.
 - j. Only eligible voters, polling 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.
- 8) 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.
- 9) 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 Mobile No. 8923348918).
- 10) 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.

- 11) 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.
- 12) The Results declared, along-with the Scrutinizer's Report, shall be placed on the Company's website 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.
- 13) 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.
- 14) Mr. Rajeev Nangia (M. No. 0012) has been appointed by the Managing Committee as the Chief Polling Officer.
- 15) Any query in respect to agendas shall be entertained in writing by mail or in hard copy till Friday, 16th Day of August, 2024.
- 16) The copy of agenda, book of Article of Association of the Club and other relevant documents if any, which is to be considered at the meeting, can be inspected by the members of the club uptill 5:00 PM Friday, 16th Day of August, 2024 at 15 RB, Ugrasen Road, Dehradun, Uttarakhand.
- 17) **For casting vote (through Remote E-voting) kindly clear the payment of all outstanding club bills raised till June,2024 on or before 5:00 PM 16th Day of August, 2024, Friday.**

For casting vote (through ballot paper at the EOGM) kindly clear the payment of all outstanding club bills raised till June,2024 on or before 31st Day of August, 2024 Saturday before 8:30 PM.

- 18) For better understanding all important dates in respect to the EOGM are mentioned herein below in the tabular format.

Important Dates to the EOGM on Saturday, 31st Day of August, 2024			
<i>S.no.</i>	<i>Particulars</i>	<i>Day/Date</i>	<i>Time</i>
1.	Last date of clearance of dues up-to Bill of June,2024-		
a)	Members to be eligible for Remote E-Voting	Friday, 16 th August, 2024	On or before 5:00 PM
b)	Members to be eligible for Paper Ballot Vote	Saturday, 31 st August, 2024	On or before 8:30 PM.
2.	Remote E-Voting begins	Wednesday, 28 th of August, 2024.	9:00 AM.
3.	Remote E-Voting ends	Friday, 30 th of August, 2024.	5:00 PM.
4.	EOGM called to Order	Saturday 31 st August, 2024.	5:00 PM
5.	Paper Ballot Voting begins	Saturday 31 st August, 2024.	6:00 PM
6.	Paper Ballot Voting ends	Saturday 31 st August, 2024.	9:00 PM

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

ALTERATION OF ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY THE DEHRADUN CLUB LIMITED.

It is proposed to alter some articles under the existing set of Articles of Association (AOA) of the Company, so as to align it with the provisions of the Companies Act, 2013 as applicable on Section 8 Companies. The Managing Committee of the Dehradun Club Ltd. in its meeting held on 6th day of August'2024 at 15 RB, Ugrasen Road, Dehradun, Uttarakhand (The Club Premises) has approved the said proposal, subject to approval of the Members and Registrar of Companies (ROC). In terms of the provisions of Section 14 of the Companies Act, 2013, the Company is required to obtain approval of the members by way of Special Resolution and pursuant to provisions of Section 8 of the Companies Act, 2013, a Company registered under this Section shall obtain previous approval of the Central Government (Power delegated to ROC), for alteration of the Article of Association.

Accordingly, the resolutions from 1-12 are being proposed as a **Special Resolution** and the resolution no.13 is proposed as **Ordinary Resolution**.

The proposed amendments in articles are listed below, in brief and apart from the articles listed below the remaining articles are the same as mentioned in the previous articles of association.

Reason for alteration of the Articles of Association (AOA): The aim for the alteration of the Articles of Association (hereinafter referred to as 'AOA') is to align it with the provisions of the Companies Act, 2013 as applicable on Section 8 Companies. The Articles were drafted on the basis of erstwhile Companies Act. Thereafter, certain EOGMs added / deleted provisions to aid procedural efficiency. The Articles are being altered to more clearly explain to the members their rights, responsibilities, liabilities and that of the Club as a whole vis-à-vis the outside world.

Item no. 1

Increase in cap on Club members as given in Article-1:

The Managing Committee proposes increasing the Club's membership cap from 2,500 to 3,000 members. This proposal aims to address the longstanding backlog of applications from eager perspective members and enhance the overall functioning and facilities of the Club.

Background

In recent years, the Club has experienced an increasing number of membership applications, resulting in a significant backlog. Due to the existing membership cap, the approval of new applications has been uncertain, and the waiting list has seen only minimal reductions. The current membership limit of 2,500 has proven insufficient to accommodate the growing demand for club membership.

Proposal Details:

To mitigate the backlog and improve the membership application process, the Managing Committee recommends raising the membership cap to 3,000. This increase is anticipated to have several favorable outcomes:

Alleviating the Waiting Period: By expanding the membership capacity, the Club can accommodate more applicants, reducing the waiting time for prospective members. The inclusion

of new members is expected to bring additional resources and enthusiasm, contributing positively to the Club's facilities and activities.

Attracting New Members: The increase in the membership limit will enable the Club to welcome a diverse and dynamic group of new members, enriching the Club's community.

Rationale:

The decision to elevate the member induction threshold stems from the need to address the extensive backlog of applicants. The current membership limit restricts the Club's ability to respond effectively to the high demand for membership. By raising the cap, the Club can better manage its membership process and ensure a more inclusive and dynamic environment for all members. The Managing Committee has carefully considered the implications of this proposal and believes that increasing the membership cap to 3,000 is a necessary and beneficial step. This amendment will allow the Club to better serve its members and prospective members, fostering a more vibrant and engaged community.

Item No. 2:

Amendment to Article 4 of the Company's Articles of Association (AOA) - Processing of Applications for Eligible Dependents and Revision of Membership Limits.

The Board of Directors proposes an amendment to Article 4 of the Articles of Association (AOA) to address the processing of applications from eligible dependents and to revise the limit on the number of candidates for selection between two successive Annual General Meetings (AGMs). This amendment aims to facilitate the induction of eligible applicants and alleviate the backlog of pending applications in the Dependent category.

Key Changes Proposed:

Consideration Period for Pending Applications:

- Clarified the consideration period for pending applications in the Dependent category.
- Assign 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 during 2024-25 to address the backlog.
- Revision of Membership Limits: The Managing Committee may select candidates for admission as Permanent members who are more than 25 years old up to a maximum of 160 during its tenure between two successive AGMs, distributed as follows:

Regular Category: 100

Dependents: 50

Corporate: 10

Item No. 3:

Introduction of New Article 4-A for Induction of 10 New Members in the Club during the Tenure 2024-25 under Special Category.

The Board of Directors of the company has recognized the need to induct new members to the club to enhance the vibrancy and dynamism of our community. In view of this, the Managing Committee, in its meeting held on 06.08.2024, recommended the introduction of a new article in the Articles of Association of the Dehradun Club Ltd. to facilitate the induction of up to 10 new members during the tenure 2024-25 under a special category.

Membership Details:

- i. **Number of Members:** Up to 10 individuals may be inducted as members under the Special Category during the tenure 2024-25.
- ii. **Membership Fee:** Each member inducted under this category is required to pay an amount of INR 20,00,000/-.
- iii. **Sources of Candidates:**

- Candidates may be selected from the existing waiting list of the General category.
- Alternatively, candidates may be chosen from fresh applicants who express interest in this Special Category membership.

Objective: The primary objective of this initiative is to recognize and reward merit, thereby fostering a diverse and dynamic membership base that contributes positively to the club's environment and activities.

Procedure for Selection:

1. **Evaluation of Candidates:** All candidates, whether from the existing waiting list or fresh applicants, will undergo a thorough evaluation process to assess their merit.
2. **Notification and Payment:** Selected candidates will be notified of their selection and will be required to make the payment of INR 20,00,000/- to confirm their membership.

Conclusion:

The introduction of the Special Category membership is a strategic move to enrich the club's membership with individuals of exceptional merit. By providing this unique opportunity, the club aims to attract a diverse and talented group of members who will contribute to the club's growth and success during the tenure 2024-25.

Item No. 4:

Proposed Amendment to Article 13 of the Company's Articles of Association (AOA) - Membership Selection Procedure and Reduction of Quorum.

The Board of Directors proposes an amendment to Article 13 of the Articles of Association (AOA) to streamline the membership selection procedure and to reduce the quorum requirement from seven members to five members. This amendment aims to facilitate smoother operations and decision-making processes within the Managing Committee.

Membership Selection Procedure:

Details of candidates shall be entered in a list, displayed on the Notice Board for at least one month before selection.

Members can raise objections to any candidate by writing a confidential letter to the Club President.

Candidates and their spouses will meet the Managing Committee members and their spouses at an "AT HOME" event before final consideration.

Final selection will be made by secret ballot, requiring a two-thirds majority of the Managing Committee members present at the meeting.

Key change proposed

Quorum Requirement:

The quorum for meetings will be reduced from seven members to five members.

This change will be applicable throughout the current Articles of Association starting from the date of the Extraordinary General Meeting (EOGM).

Item No. 5:

Amendment to Article 16 of the Company's Articles of Association (AOA) - Revision of Entrance Fee Provisions.

The Board of Directors proposes an amendment to Article 16 of the Articles of Association (AOA) to update the provisions regarding the payment of the entrance fee by new members. This

amendment aims to provide flexibility in payment options, especially for salaried employees, while ensuring that the club's financial integrity is maintained.

Key Changes Proposed:

Payment of Entrance Fee for Regular Members:

Members accepted under the regular category must pay the entrance fee within one month from the date of acceptance of their membership. Failure to pay the entrance fee within the specified timeframe will result in the cancellation of membership, and the member will not be entitled to club privileges until the fee is paid.

Payment Options for Salaried Employees:

Salaried employees accepted as members have the option to pay 50% of the entrance fee upfront, amounting to Rs. 2,50,000/- plus applicable taxes, with the remaining balance payable in 10 equal installments of Rs. 25,000/- each plus applicable taxes. Defaulting on any installment will result in the forfeiture of previously paid amounts and termination of membership.

Conditional Privileges and Membership Rights:

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

Item No. 6:

Amendment to Article 30 of the Articles of Association (AOA) - Application Form Fee and Deposit Provisions.

The Board of Directors proposes an amendment to Article 30 of the Articles of Association (AOA) to revise the application form fee structure for various categories of membership and to update the provisions regarding the refundable interest-free deposit for permanent members. This amendment aims to streamline the application process and ensure financial clarity and stability for the company.

Key Changes Proposed:

Application Form Fee:

Effective from the date of the EOGM 31.08.2024 onwards, applications from the Regular Category, Single Lady, and Corporate applicants will require a non-refundable application form fee of Rs. 5,000/-, along with applicable GST.

Applications from Dependents will require a non-refundable application form fee of Rs. 2,500/-, plus applicable GST.

Refundable Interest-Free Deposit:

Upon induction as a permanent member, applicants must submit a refundable interest-free deposit of INR 20,000/- to the Company.

This deposit will be kept in unencumbered fixed deposits in scheduled banks and will not be utilized by the Club.

The deposit will only be refunded or adjusted upon expulsion, resignation, surrender of membership, or demise of the member, after adjusting any club dues.

Terminology Update:

Starting from the date of the EOGM 31.08.2024, the term "Security Deposit" throughout in the existing Articles of Association will be termed as "Deposit".

ITEM NO.7

The Board of Directors proposes an amendment to Article 31 of the Articles of Association (AOA) of the Company. This amendment seeks to update the provisions related to monthly subscriptions for members of the Club. The details of the proposed changes are outlined below:

Purpose of the Amendment

Increase in Monthly Subscription:

The proposed amendment aims to increase the monthly subscription for all members, except temporary members as defined under Article 20. The revised subscription amount will be Rs. 600/- plus applicable taxes. This adjustment reflects the need to align the subscription rates with the current operational costs and financial requirements of the Club.

Subscription Rates for Senior Members:

Senior Members (Aged 65 Years with 10 Years of Club Membership): Senior members who are 65 years old and have been members of the Club for 10 years will be required to pay 50% of the basic subscription amount plus applicable taxes, rounded off to the nearest rupee. This is to provide a concession to long-standing senior members while still contributing to the Club's finances.

Senior Members (Aged 65 Years with 45 Years of Club Membership): Senior members who are 65 years old and have been members for 45 years will be entitled to a token subscription of Rs. 11/- plus applicable taxes. This represents a significant reduction in subscription fees as a gesture of appreciation for their long-term loyalty.

Membership Transfer Provisions:

In the event of a membership transfer, the new member will be allocated a new membership number. The membership period for the transferee will be calculated from the date of allotment of the new membership number. This ensures clarity in the membership records and continuity in the subscription obligations of the new member.

ITEM NO.8

The Board of Directors proposes an amendment to Article 43 of the Articles of Association (AOA) of the Company. This amendment is designed to clarify and update several aspects related to the formation and operation of the Managing Committee, voting procedures, and the designation of Mess Members. The proposed changes are outlined below:

Purpose of the Amendment

Formation and Tenure of the Managing Committee:

Election Process: The amendment stipulates that at each Annual General Meeting (AGM) of the Club, the election will be held to appoint six Committee members and one President, collectively forming the Managing Committee. The term of service for these elected members will begin from the date of their appointment at the AGM and extend until the next AGM.

Voting Methods: Committee members will be elected through a combined process of traditional ballot paper voting and e-voting at the AGM.

Appointment of Nominated Committee Member for 2024-25:

For the year 2024-25, the Managing Committee will appoint one qualifying permanent member as a Nominated Committee Member. From the year 2025-2026 onward, all Committee members, including the President, will be elected through the general election process.

Voting Procedures:

Electronic and Physical Voting: The Club will provide facilities for members to exercise their voting rights by both electronic means and physical voting at general meetings. The voting process

will be in compliance with Section 108 of the Companies Act, 2013 and the Companies Management and Administration Rules, 2014, as amended from time to time.

Voting Limits: Each member will be allowed to cast one vote for President and up to six votes for Managing Committee members (not less/ more than these numbers) or vacant positions. No dissent option will be in election process.

Appointment of General Meeting Coordinator and Chief Election / Polling Officer:

The Managing Committee will appoint a General Meeting Coordinator cum Chief Election / Polling Officer for all Annual and Extraordinary General Meetings. This officer will verify the eligibility of candidates, oversee the AGM/EOGM, and manage the voting process. Their duties will be distinct from those of the Scrutinizer appointed by the Managing Committee, as outlined under Section 108 of the Companies Act, 2013.

Designation of Mess Members:

Starting from the date of the Extraordinary General Meeting (EOGM) 31.08.2024, three Mess Members will be considered as Special Invitees. The term "Nominated Mess Members" throughout in the current Articles of Association will be replaced with "Special Invitees."

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.

ITEM NO.9

The Board of Directors proposes an amendment to Article 44 of the Articles of Association (AOA) of the Company. This amendment is designed to revise the composition and selection process for the Managing Committee. The details of the proposed amendment are outlined below:

Purpose of the Amendment

Revised Composition of the Managing Committee:

The proposed amendment aims to establish a Managing Committee composed of seven members, all of whom must hold permanent membership of the Dehra Dun Club Ltd. This change is intended to ensure that the Managing Committee is composed of dedicated and experienced members who have a long-term commitment to the Club.

Roles and Responsibilities:

The Managing Committee will include the President and six other members. The committee will oversee various aspects of the Dehra Dun Club's affairs, including financial management and other relevant matters, to ensure effective and efficient governance.

Selection Process:

The amendment stipulates that the selection of Managing Committee members will be conducted through both ballot paper voting and e-voting procedures during the Club's Annual General Meeting (AGM). This dual voting system is designed to enhance transparency and accessibility in the election process, allowing all eligible members to participate in the selection of the Committee.

ITEM NO. 10:

The Board of Directors proposes an amendment to Article 46 of the Articles of Association (AOA) of the Company. This amendment is designed to revise the procedure for selecting the Vice-President of the Club and introduce certain conditions related to the role of the President. The details of the proposed amendment are as follows:

Purpose of the Amendment

Removal of Nominated Mess Members' Role:

The current Article 46 includes provisions for the role of nominated mess members in the selection of the Vice-President. The proposed amendment seeks to remove this role, thereby streamlining the election process and ensuring that only elected members of the Club participate in the selection of the Vice-President.

Revised Selection Process for Vice-President:

Under the new provisions, members elected at the Annual General Meeting (AGM) will choose the Vice-President from among themselves. This selection must be made by a 2/3 majority within one week of the AGM. This change aims to ensure that the selection process is both democratic and efficient.

Responsibilities and Terms of the Vice-President:

The Vice-President will assume the duties of the President in the written absence. If the President passes away, resigns, or becomes physically unable to fulfill their duties, the Vice-President will act as the interim President until a new President is elected by the General House, ideally within two months.

Election and Term Limits for the President:

If a member of the Managing Committee chooses to contest the election for the post of President, he 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 per the provisions outlined in Article 48. Additionally, the amendment introduces a limit of two terms for any individual serving as President throughout their lifetime. This change is intended to promote leadership rotation and long-term governance stability.

ITEM NO.11

The Board of Directors has recommended amendments to Article 62 of the Company's Articles of Association (AOA). The proposed change address the removal of voting rights for nominated mess members.

Removal of Voting Rights for Nominated Mess Members:

The amendment proposes to delete Proviso a in the existing Article 62, thereby removing the voting rights of nominated mess members. This change is necessitated by the following considerations.

Operational Efficiency: The inclusion of nominated mess members in voting processes has been identified as a factor causing delays and inefficiencies in the day-to-day running of the Club. By restricting voting rights to permanent members, the Club aims to streamline decision-making and improve overall operational efficiency.

Equitable Representation: Ensuring that only permanent members, who have a long-term stake in the Club, can vote in the election of the Management Committee helps maintain a fair and equitable representation in the Club's governance.

Eligibility of Candidates:

- The voting rights of Permanent Members are restricted to electing a total of seven Permanent Members, including the President.
- It is specified that the candidates eligible for election to the Management Committee must not be associated with Military Messes.

ITEM NO.12

The Board of Directors has recommended amending Article 90 of the Company's Articles of Association to increase the limit of capital expenditures from Rs. 5,00,000/- to Rs. 10,00,000/-. This

proposed change is to provide the company with greater flexibility to undertake necessary and unforeseen capital expenditures without requiring prior approval from the House, which can streamline decision-making and allow the company to respond more effectively to urgent capital requirements.

Reasons for the Amendment:

Increased Financial Flexibility: The current limit of Rs. 5,00,000/- may no longer be adequate for certain urgent capital expenditures, considering inflation and the increased cost of capital projects. Raising the limit to Rs. 10,00,000/- will allow the company to undertake necessary capital expenditures in a more timely and efficient manner.

Operational Efficiency: The amendment will enable the company to respond swiftly to unforeseen capital expenditure needs without the delays associated with seeking prior approval from the House. This can be critical in situations where quick action is required to take advantage of opportunities or address urgent issues.

Alignment with Company Growth: As the company grows, its capital expenditure needs may also increase. The proposed amendment ensures that the Articles of Association are aligned with the company's current and future operational and financial requirements.

Item no. 13

Approval of Annual Budget:

Background: According to Article 61 of the Articles of Association of the Company, the annual budget for the company must be approved for the financial year starting from 1st April 2024 to 31st March 2025.

• The Managing Committee has recommended the proposed budget after passing a resolution in its committee meeting on 06.08.2024.

Resolution:

Ordinary Resolution:

- The proposed annual budget for the specified period needs to be approved as an Ordinary Resolution.
- This involves a simple majority vote by the members present and voting at the meeting.

Provisions and Authorization:

Legal Provisions: The resolution is in accordance with the applicable provisions of the Companies Act, 2013. It also aligns with the provisions specified in the Articles of Association of the Company.

Recommendation: The Managing Committee has reviewed and recommended the proposed budget, as noted in the resolution passed during their committee meeting.

Nature of concern or interest of Managing committee members: None of the Managing committee members, promoters and the relatives of the mentioned persons is concerned or interested, directly or indirectly, in the proposed resolution save and except to the extent of their membership in the Company. Your Managing committee members recommend this resolution for the approval of members.

For and on behalf of Managing Committee,

Sd/-

Ajai Kumar Garg
Asstt Secretary
Dehradun Club Ltd.

Date: 09.08.2024

Place: Dehradun

TABLE OF PROPOSED AMENDMENTS – ARTICLES OF ASSOCIATION

Article no.	Existing Provision	Proposed Amendment
1.	For purpose of Registration, the Club is declared to consist of 2500 Members.	For the purpose of Registration, the Club is declared to consist of 3000 Members.
4.	<p>(1) 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 85 during the tenure of the Managing Committee between two successive Annual General Meetings as under:</p> <p>A) Regular Category 25 b) Dependants 50 c) Corporate 10</p> <p>So however, that during 2012, all the pending applications of all eligible dependants be accepted additionally as a onetime measure.</p> <p>No new Regular Members shall be selected in the next five years and no new Application Forms for Regular Membership shall be sold. The Managing Committee shall only select 50 Dependants as per Club Articles.</p>	<p>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:</p> <p>a) Regular Category 100 b) Dependents 50 c) Corporate 10</p> <p>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.</p>
4-A new article		Up to 10 people may be inducted as members of the club on the basis of merit by paying INR 20,00,000/- per member during the tenure 2024-25 only under special category. Candidates for this special category membership may be selected either from the existing waiting list of the General category or from fresh applicants.
13.	These particulars 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 against a name on this list, he/she is at liberty to write a confidential letter to the Club President. Candidate shall be called along with his/her spouse to meet the Managing Committee members and	The particulars of candidate shall be entered in 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

	<p>their wives at an “AT HOME” before being finally considered for membership by the Committee. The final selection shall only be made by a secret ballot to be approved by two-third majority of the Managing Committee members present in the meeting. At such meetings (7) shall form the quorum.</p>	<p>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.</p> <p>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.</p>
16.	<p>In case the entrance fee is not paid within one month from the date of selection, the selection shall stand cancelled and the proposer and seconder of the newly selected member shall be held responsible for the amounts due by him/her, and the newly selected member shall not have the use of the Club rights of a Member until he/she has paid such entrance fee.</p> <p>Provided however if a member accepted by the Managing Committee be a salaried employee (not Director or Managing Director of a Company) he may at his/her discretion pay Rs. 1,00,000/- of the entrance fee in lump sum and balance in 10 (ten) equal installments of Rs. 10,000/- each. However, if there is a default in payment of any installment then the previous amounts paid shall stand forfeited and membership considered terminated.</p> <p>Provided further that until such time as the full entrance fee has been paid by him/her, his/her name will not be placed on the Permanent Member Register. He/she will have use of the Club only without any right to vote.</p>	<p>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.</p> <p>However, if a member accepted by the Managing Committee is a salaried employee, 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.</p> <p>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.</p>
30.	<p>Any person seeking membership of the Club shall along with his application pay an interest free security of Rs.20,000/- which shall not be utilized by the Club and will only be kept in unencumbered fixed deposits in scheduled banks to be renewed from time to time. This security deposit shall only be refunded or adjusted on the rejection,</p>	<p>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</p>

	<p>resignation, expulsion or demise of a member and after adjustment of Club dues, if any.</p>	<p>form fee of Rs. 2,500/-, plus applicable GST.</p> <p>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.</p> <p>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.</p>
31.	<p>All members except temporary members under Article 13, shall pay Rs. 500/- as monthly subscription. For senior members (age 65 years and club membership of 10 years standing) the subscription shall be 50% i.e.,Rs. 250/- rounded off to the nearest rupee. Senior members with standing of 45 years, shall pay a token subscription of Rs. 11/- only.</p>	<p>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.</p> <p>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.</p>
43.	<p>At the Annual General Meeting of the Club, elections shall be held to elect one President and 5 members of the Managing Committee in all six permanent members for the ensuing year. A perforated ballot paper in two sections shall contain six votes in total. The upper section shall contain one vote for the President and lower section shall have five votes for the</p>	<p>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</p>

<p>Committee Members. A ballot paper must contain one vote for the President and five votes for the committee members. However, if the ballot paper has one vote for the President in the upper section and the lower section has less or more than five votes, the ballot paper will be deemed to be invalid for the election of the Committee members only and not for the election of the president. A candidate for Presidentship who fails to be elected as President shall not qualify to be member of the Managing Committee. Upon election the President shall automatically become a member of the Managing Committee. Members filling up nomination for the election shall specify whether their candidature is for President or for Committee Member. The nomination form has to be proposed by one and seconded by another Permanent Member of the Club.</p>	<p>Managing Committee are elected through a combined process involving traditional ballot paper voting and e-voting at the Club's Annual General Meeting.</p> <p>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.</p> <p>3. Voting through electronic means / physical voting:</p> <p>(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.</p> <p>(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.</p> <p>(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.</p> <p>(iv) A member will cast only one vote for President and only six vote for Managing Committee (not less/ more than these numbers) or vacant positions. No dissent option will be in election process).</p> <p>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</p>
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		<p>provisions contained under section 108 of the Companies Act, 2013, and Rules thereof as per Companies Management and Administration Rules 2014 (as amended).</p> <p>5. Starting from the date of the EOGM 31.08.2024, three Mess Members will be considered as Special Invitees.</p> <p>6. The term Nominated Mess Members throughout in the existing Articles of Association of the Company is hereby from the date of the EOGM will have considered as Special Invitees.</p> <p>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.</p>
44.	All the affairs of the Club, pecuniary and otherwise, shall be managed by a Committee consisting of nine members, out of these nine members, three shall be members nominated by the Messes, Other six shall be permanent members of the Club. One of them the President and five other Committee Members, who shall be elected by a ballot at the Annual General Meeting of the Club.	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.
46.	Members elected at the Annual General Meeting along with the nominated Mess members shall elect one of their members to be Vice-President of Club for the ensuing year, within one week of the election of the members at the Annual General Meeting by a 2/3 rd majority. The Vice-President shall officiate as President in the written absence of the President. In the event of demise, resignation or physical incapacitation	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

	<p>of the President, the Vice-President shall officiate for the interim period and the new President shall be elected by the General House within two months, if the time permits. If a member of the Managing Committee chooses to contest the election of the President, he shall have to resign from the Managing Committee and seek re-election as a President. The vacancy created by the resignation of any such member shall be filled by co-opting a new member to the Managing Committee, as provided in Article 48. Any member who has been elected as president can only be elected for two terms as President in his life time with retrospective effect.</p>	<p>by the General House, ideally within two months.</p> <p>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.</p>
62.	<p>Permanent members of the Dehra Dun Club Ltd. may vote at the General Meeting held for the purpose of election of the Management Committee of the Club in person. Provided:</p> <p>a: Nominated Mess Members Under Article 21, shall vote only to elect three Nominated Mess Members belonging to Military Messes, to the Managing Committee.</p> <p>b. Permanent Members other than those under Article 21, shall vote only to elect six Permanent Members (including the President) not belonging to Military Messes to the Management Committee.</p>	<p>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, the following conditions apply: Permanent Members may only exercise their voting privileges to elect seven Permanent Members (including the President) who are not associated with Military Messes to serve on the Management Committee, who are not associated with Military Messes.</p>
90.	<p>Any unforeseen Capital Expenditures (under different heads) subject to maximum of Rs. 5,00,000.00, which is not approved in the budget, can be undertaken without the prior approval of the House.</p>	<p>Any unforeseen Capital Expenditures (under different heads) subject to maximum of Rs. 10,00,000/-, which is not approved in the budget, can be undertaken without the prior approval of the House.</p>

For and on behalf of Managing Committee,

Sd/-
Ajai Kumar Garg
Asstt Secretary
Dehradun Club Limited

Date: 09.08.2024
Place: Dehradun

FINANCIAL BUDGET

Dear Members,

The Committee is pleased to submit a financial budget of the club's operations for the period 01st April, 2024 to 31st March, 2025.

The highlights are as under:

(Rs. in Lacs)

S. No.	Particulars	Budgeted 2024-25	Actual 2023-24
Revenue Heads			
(i)	Subscriptions from Members	180.00	139.10
(ii)	Revenue from Bar	150.00	126.09
(iii)	Revenue from Room Sales	60.00	53.08
(iv)	Revenue from Sports Activities	15.00	14.13
(v)	Revenue from Rentals of Kitchen, etc.	12.00	11.41
(vi)	Miscellaneous Revenues	30.00	28.80
(vii)	Interest on FDR's with Bank and saving accounts	75.00	69.59
	Total (a)	522.00	442.20
Expenses Head			
(i)	Material Consumed in Bar/Purchases, etc.	120.00	106.58
(ii)	Utility/Entertainment & Sports Expenses	51.00	50.45
(iii)	Employee Salaries & Benefits	220.00	195.62
(iv)	Financial Costs/Interest etc.	1.50	1.36
(v)	Administrative, Repairs, etc.	200.00	42.12
(vi)	Printing, Internet, etc	2.00	1.88
(vii)	Legal & Consultancy Charges	13.00	11.35
(viii)	Miscellaneous & Other Expenses	16.00	14.53
(ix)	Depreciation	15.18	15.18
	Total (b)	638.68	439.07
Surplus/(Deficit) (c = a-b)		(116.68)	3.13

Notes:

- i) The budgeted numbers are taken on the basis of the level of activities in the club that the present committee considers that it will be able to successfully implement and attain.
- ii) Under Subscription from Members, stated in the item no. Revenue Heads (i), we have considered the increase in proposed subscription fee & additional subscription from induction of new members.
- iii) Under Repairs, stated in item no. Expenses Head (v) of Expenses, we have considered **unavoidable** expenses that would be incurred on the major repairs of Buildings & others as follows –
 1. Guest Rooms repairs and renovation.
 2. Wash Rooms and Toilets in the club premises to be repaired
 3. Re-laying of Tennis Courts
 4. Shifting of two wheelers parking at the back gate.

5. Repair of Solar Heating system at the Swimming Pool
6. Repair of Tin roofs of Badminton Courts, Squash Courts, Gym, Store & Marshal's room at back gate.
7. Repair of Vintage Hall near Badminton court.
8. Painting & repair of the Main Building of Club.

- iv) General inflation in pricing, both revenues and consumables, have been considered.
- v) From the month of May'2024, electricity bills have been coming very high, much above the general usage. It appears that there is some fault in the meter reading. Complaints have been made to the department and the meters are to be put under check. The net outcome of this unexpected billing is not known. Additional charges, if any, despite a complete representation by the club, shall have a bearing on the financials of the year under review.
- vi) Deficit in the Proposed Budget will be met from the Entry Fee from induction of expected new members.
- vii) It will be a sincere effort of the Management Committee Members to keep the expenses low and enhance the revenues without compromising the quality of food, servings in the bar and the available infrastructure of sports and social facilities.

Sd/-

Sd/-

Sd/-

Sd/-

Sd/-

Sd/-

Suneet Mehra	Praveen Malhotra	Hari Mohan Rastogi	Muneesh K.Gupta	Rahul Sharma	Siddharth Trivedi
President	Member	Member	Member	Member	Member

Date: 09.08.2024