

**DEHRA DUN CLUB (BY GUARANTEE), DEHRA DUN
NOTICE
EXTRA ORDINARY GENERAL MEETING**

Notice is hereby given that an Extra Ordinary General Meeting of the Dehra Dun Club will be held on Saturday 21st December 2019 at 5 PM at the Club premises 15 Old Survey Road, Dehra Dun, Uttrakhand to transact the following business :-

SPECIAL BUSINESS:

Item No:-1-- TO AMEND THE ARTICLES OF ASSOCIATION

TO CONSIDER AND IF THOUGHT FIT TO PASS THE FOLLOWING RESOLUTIONS AS SPECIAL RESOLUTION.

Resolved that pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members be and is hereby accorded to make alteration in Article of Association of the Company by replacing the below mentioned existing clauses with new clauses:-

TO CONSIDER AND IF THOUGHT FIT TO PASS THE FOLLOWING RESOLUTIONS AS SPECIAL RESOLUTION TO AMEND THE ARTICLES OF ASSOCIATION.

1. Article 1

That in the existing Article 1 the figure "2500" be replaced by the figure "3000".

2. Article 3

That in the existing Article 3 the words "Decision of" be replaced with the words "Decision by majority of" and the words "Provided that in all such meetings (7) committee members shall form the quorum." be deleted.

3. Article 4

That in the existing Article 4 be replaced with the wordings

Applicant 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 102 during the tenure of the Managing Committee between two successive Annual General Meetings as under :-

a)	Regular Category	40
b)	Dependants	50
c)	Corporate	02
d)	Special Category	10

Explanation: Special Category Membership will be open for only those applicants, who have applied for Permanent Membership and would like to become a Member on priority basis. Such applicants will have to give their consent to the Secretary in writing. Such Applicants shall be selected strictly according to their seniority, as per the Applicants Register on first come first serve basis. However proper process as per admission of Members will be followed and if the applicant is not found suitable on any grounds of becoming a Member, his/her Security Amount in totality would be refunded back without any interest.

4. Article 9

That in the existing Article 9 the words "Rs. 5,00,000/-" be replaced by the words "Rs.7,50,000/-".

5. Article 12

That in the existing Article 12 the words "provided that all such meetings (7) committee members shall form the quorum" be replaced by the words "by majority".

6. Article 16

That in the existing Article 16 first para starting from the words "In case the entrance" till the end of the para "such entrance fee" be deleted, the figure "1,00,000/-" be replaced by the figure "2,00,000/-" and the figure "10,000/-" be replaced by the figure "30,000/-" and the third para starting from the words "Provided further" till the end of the para "right to vote" be deleted.

7. Article 21

That in the existing Article 21 the words "Mess to pay lump sum fee of Rs. 10,000/-" be replaced by the words "Officer to pay Refundable Security of Rs. 5,000/-" and the words "besides the lump sum fee paid by their Messes" be replaced by the words "Security amount and the fee". Also after the words "being posted out of Dehra Dun Station" add the words "or upon retiring from active service".

8. Article 29

That in the existing Article 29 the figure "2,00,000/-" be replaced by the figure "5,00,000/-", the figure "5,00,000/-" be replaced by the figure "7,50,000/-", after point No ii) insert "iii) For Permanent Members under Special Category – Rs.10,00,000/-" and at the end of the para add the words "All fee / charges are exclusive of the taxes/ govt.levies , which will be charged as per actual".

9. Article 38

The existing Article 38 be reframed as under :-

- i) All Club Members shall use Club Cards for availing of Club facilities. For all payments Members shall use only Club Cards. Prepaid Club Cards shall be recharged at the Club office by cash, online payment or Debit/ Credit cards.
- ii) The Managing Committee at its discretion, may issue Coupons against cash from time to time to be used in the club. However, those coupons shall carry the Coupon number as well as the date of Validity.
- iii) The unused coupons shall be refunded against cash from the club office within the Validity date of the coupons , duly printed on it
- iv) No refunds in cash will be made if the Prepaid Club Card has been charged through a Debit / Credit Card.
- v) Visiting Room Guests / Affiliated Club Members shall however use only Club Cards after obtaining pre-charged Club Cards from the Club Office.
- vi) Monthly Bills shall be raised for which payment shall be made as provided in Articles 35 to 37
- vii) The Total indebtedness of the Club subscriptions Monthly Bills by any Member at any time should not be allowed to exceed the limit of Rs.2,500/-. If for special reasons a Member anticipates incurring greater indebtedness he/she should communicate with the Secretary and the committee at its discretion may authorize the excess. For the benefit of Members in case when the limits are being approached, the Secretary should inform the members concerned and ask for payment in full. If full payment is not made by the time limit reached, as provided in Article 36, further recharging of the Prepaid Club Card will be stopped unless the Committee has sanctioned the excess.

10. Article 39

That in the existing Article 39 the words "buy coupon for cash" be replaced by the words "recharge his Club Card".

11. Article 42

That the existing Article 42 be reworded as "The period of continuous membership of Managing Committee shall be limited to 1 term at a time. In other words person who has served for 1 continuous term on the Managing Committee as Member shall wait for 1 term before seeking re-election of the committee either as a Member or as President. One Term means two years."

12. Article 43

That the existing Article 43 be reworded as under and will come into effect from the date of Amendment and That the term of Managing Committee 2019-2020 be taken as First year of Two (2) year term.

1. The term of the elected Managing Committee shall be for two (2) years.
2. At the Annual General Meeting of the Club, elections shall be held to elect one President and 6 Members of the Managing Committee in all seven Permanent Members for two years.
3. Voting at the Annual General Meeting may be through E-voting facility provided to the Members or through Ballot paper.
4. Following Members are eligible to vote at the meeting:
 - a. Permanent members
 - b. Corporate members
5. Every Permanent Member of the club shall have one vote.
6. The Corporate Member shall only have one vote irrespective of the number of nominated executive. The vote shall be allowed to be casted only by one nominated executive duly authorized by the board resolution of the company.

7. Unless otherwise provided in these Articles or the rules made hereunder, all decisions shall be taken by a requisite majority in pursuance to the provisions of Companies Act 2013 and the rules made thereunder. In case of equality of votes, the Chairman of the meeting shall have a casting vote in addition to his vote in the capacity of a member.
8. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
9. A Member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

13. Article 44

That the existing Article 44 be reworded as under :-

The Managing Committee shall consist of 7 members as mentioned below:

- (i) The President elected and declared as such by the Permanent Members of the Club; and
- (ii) 6 Members to be elected by the Permanent Members of the Club in the manner specified in the rules.

Provided that all the elected Members shall compulsorily retire after two (2) years

Provided further that the President shall compulsorily retire after two (2) years.

Provided further that in case of emergency reason, after the two year term of the Managing Committee, the Annual General Meeting is not convened by 30th June, the sitting President and any two Permanent Members elected by the President shall be deemed as the Managing Committee and shall perform the day to day running of the Club. Further, in case the sitting President is unwilling to continue, or the House is of the opinion that the Managing Committee is not worthy to continue the second year, the House will nominate 3 Permanent Members of the Club as interim Managing Committee for 90 days to manage the Club affairs on day to day basis and will ensure that the Election are held within 90 days of the adjourned AGM.

14. Article 45

That the existing Article 45 be reworded as under :-

Eligibility for contesting for Membership of Managing Committee

(i) For President of Managing Committee:

- a. Should be a Permanent Member of the Club for at least continuous period of 10 years; and should be a member of the Managing Committee for at least two complete term i.e. 2 years;

OR

Should be a Permanent Member of the Club for at least continuous period of 20 years and minimum 60 years of age, and

- b. Should not have been a defaulter/suspended /Terminated from the Club at any time during the last five years.

Provided that a candidate who fails to be elected as President shall not qualify to be Member of the Managing Committee

(ii) For Member of Managing Committee:

- a. Should be a Permanent Member of the Club for at least continuous period of 10 years; and
- b. Should not have been a defaulter/suspended/Terminated from the Club at any time during the last five years

15. Article 46

That in the existing Article 46 the words "along with the nominated Mess members" be deleted and the words "Any Member who has been elected as President can only be elected for two terms as President in his life time with retrospective effect" be deleted.

16. Article 53

That the existing Article 53 be reworded as under :-

The Managing Committee shall convene the Annual General Meeting of the Club on or before 30th June every year.

The business to be transacted at the Annual General Meeting shall include:

- i) The consideration of the accounts, balance sheet and the reports of the Managing Committee and auditors.
- ii) The appointment of, and the fixing of the remuneration of, the auditors; and
- lii) The election to fill up the vacancies of the President or the Managing Committee Members in the place of those unwilling to continue or completing their term of two years.

17. Article 55

That in the existing Article 55 the figure "21" be replaced by the figure "14".

18. Article 62

That the existing Article 62 be reworded as under :-

"Permanent Members of the Dehra Dun Club. shall vote at the General Meeting held for the purpose of election of the Management Committee of the Club in person or through e-voting mechanism".

19. Article 64

That in the existing Article 64 the figure "21" be replaced by the figure "14".

20. Article 65

That in the existing Article 65 the figure "21" be replaced by the figure "14".

21. Article 92

That in the existing Article 92 the words "President of the Managing Committee of Dehra Dun Club or any other person appointed by him" be replaced by the words "mutually decided Arbitrator appointed by the President of the Club" as provided in Arbitration and Conciliation Act 2016".

Item No:-2-- APPROVAL OF CAPITAL PROJECTS

TO CONSIDER AND IF THOUGHT FIT TO PASS THE FOLLOWING RESOLUTIONS AS AN ORDINARY RESOLUTION :-

The Managing Committee seeks approval for the following Capital Projects :-The Managing Committee seeks approval for the following Capital Projects :-

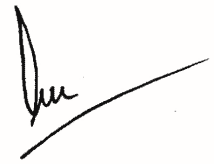
2.1 Renovation including internal and external paint, including tin roofs of the existing Club buildings	Rs. 10,00,000.00
2.2 Providing of New Furniture after discarding old worn out Furniture, providing new upholstery to usable furniture, Providing new curtains with fresh interiors of all the Card Rooms.	Rs. 5,00,000.00
2.3 Replacement of Gym Equipment's and addition of Modern and latest equipment's	Rs. 10,00,000.00
2.4 Providing synthetic Deco Turf to third Lawn Tennis Court In the Golf Course	Rs. 12,00,000.00
2.5 Extension of North Point and providing major changes in the interiors and new Toilets	Rs. 5,00,000.00
2.6 Providing new improved Reception Area of the Club	Rs. 3,00,000.00
2.7 Providing Tile Flooring, improved lighting and sitting space In the Library	Rs. 3,00,000.00
2.8 Providing secure storage shed for lawn furniture in Front Lawn	Rs. 1,00,000.00
Total	Rs. 49,00,000.00

Notes :

1. None of the Members of the Managing Committee are interested in the resolutions proposed above.
2. Memorandum and Articles of Association are available for inspection by the Members during Office hours.

3. The Members of the Managing Committee recommend adoption of the aforesaid Resolutions.
4. Explanatory statement setting out material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business to be transacted at the Extraordinary General Meeting (EGM) is annexed.
5. Notice of EGM is being sent by electronic mode to all Members whose e-mail addresses are registered with the Company. For Members who have not registered their e-mail addresses, physical copy of the Notice is being sent by the permitted mode. Members who require communication in physical form in addition e-communication, or have any other queries, may write to us at secretary@doonclub.com Notice of EGM is also available on the Company's website www.dehradunclub.com

By order of the Managing Committee
For Dehra Dun Club Ltd.



Ashok Ahuja
Secretary

Dated ; 22nd November 2019
Place : Dehra Dun

Annexure to the Notice of EGM Dated 22nd November 2019

Members desirous to propose motions, ask question regarding the Amendments at the EGM are requested to submit these to the Secretary at least **Fourteen (14) days** before the EGM.

1. Members are requested to bring their own copies of the Notice, as only a limited number of copies have been printed as an economy measure.
2. In compliance of The Companies Act 2013, the Institute of Companies Secretaries of India (ICSI) has issued the Secretarial Standard on General Meetings which inter-alia stipulates that – “Ballot process may be carried out by distributing ballot/poll slips or by making arrangements for voting through computer or secure electronic systems”
3. The Club has arranged for 100% “Voting through computer or secure electronic systems” (E-Voting) under its Bipartite Agreement with the National Securities Depository Limited (NSDL).
4. This E-Voting comprises of Two (2) Types, viz.,
 - i) Tablet E-Voting on the day of the EGM in the Club premises i.e. Saturday 21stDecember, 2019
5. Remote E-Voting from anywhere; only during business hours on the 3 days prior to the day of the EGM stating time 9.00am, i.e. Wednesday, December 18, 2019 to 5.00 pm, Friday, December 20, 2019 Please note that –
 - i) Votes cast under Remote E-Voting shall be secured and locked as confidential on the NSDL E-Voting system and not accessible to be seen by any person even at NSDL till the closure of Tablet Voting on the day of the EGM
 - ii) After the closure of the Tablet Voting on the day of the EGM, only the Names of the Members who have cast the Remote E-Voting, without their Vote details shall be opened under the joint User Id and Password of the Official Scrutinizer of the Club and the NSDL Official on record present
 - iii) The Official Scrutinizer shall validate the eligibility of the Member to cast the Vote as per Club Rules; and lock such validation again under the joint operation
 - iv) NSDL E-Voting system shall then merge the Votes cast under Remote and Tablet Voting; tabulate the number of Votes cast for and against each Resolution and indicate Completion on the screen
 - v) This final tabulation shall be accessed by the Official Scrutinizer under a joint User ID and Password with the NSDL Official present; which shall enable a secured print out and declaration of the Result by the Official Scrutinizer
 - vi) If any member cast his vote through E-Voting then he can't give his vote in Extra Ordinary General Meeting
 - vii) Members who have voted by Remote e-voting have the right to attend the General Meeting and accordingly their presence shall be, counted for the purpose of Quorum.
 - viii) A Member who has already cast his vote through Remote e-voting may appointa Proxy to attend the Meeting instead of himself, but such Proxy will not be able to cast his vote at the Meeting
6. Tablet E-Voting shall be open to all Permanent Members of the Club, provided –
 - i) They have not cast the Vote by Remote E-Voting vide para 2 (ii) above
 - ii) They are eligible to cast their Vote as per the Rules of the Club
 - iii) Member proves his identity by showing his Photo ID Card issued to him either a) as Club Permanent Member or b) any other by the Government viz., Aadhar Card, Driving Licence, PAN Card, Passport, etc
7. Remote E-Voting on the NSDL e-Voting system is available to all Permanent Members, provided –
 - i) They have updated their Data as required on the Club website by 30th November-19

- ii) They have verified their Data as per the email received by them from NSDL
- iii) They are eligible to cast their Vote as per the Rules of the Club
- iv) Remote E-Voting consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your Vote by Remote E-Voting on NSDL e-Voting system

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
4. Your User ID details would be sent to you directly on your email by NSDL
5. Your password details shall be :
 - a) If you are already registered for e-Voting with NSDL, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If you have updated your email ID with the Club upto 02-12-2019, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. The pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not updated and/or confirmed by you, you cannot opt for Remote E-Voting; and can visit the Club on the day of the AGM to cast your vote by the Tablet Voting
6. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
7. Now, you will have to click on “Login” button.
8. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your Vote by Remote E Voting on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see DEHRA DUN CLUB company “EVEN” and whose voting cycle is in active status.
3. Select “EVEN” of DEHRA DUN CLUB company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password.
2. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at atevoting@nsdl.co.in
4. Mrs. Lovely Rani, Company Secretary, has been authorised by the Club to be the Official Scrutinizer for the E-Voting at this EGM

EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT 2013

Item No. 1

TO AMEND THE ARTICLES OF ASSOCIATION

1. The amendment has been proposed to increase the total Membership strength of the Club from existing 2500 to 3000 Members. This amendment is being proposed keeping in view 245 pending applications of Dependents and 650 applications for permanent Membership. Presently there is vacancy to select only 25 members and at this rate the waiting list will keep on increasing and the Club will not be able to select any new Member either in dependant category or in general category.
2. The amendment has been proposed to delete the quorum prescribed for selecting new Members and fix that the selection shall be done by majority. As the total strength of the Managing Committee now has been proposed as 7 Members, as Temporary Mess Members cannot be a part of the Board of Directors under the provisions of Companies Act 2013, as such fixing the quorum as seven has become redundant.
3. The amendment has been proposed to increase the number of Permanent Members to be selected by the Managing Committee in one year and reduce the number of Corporate Members to be selected in a year. Further it has been proposed to create a Special Category Membership, which will be open for only those applicants, who have applied for Permanent Membership and would like to become a Member on priority basis. Such applicants will have to give their consent to the Secretary in writing. Such Applicants shall be selected strictly according to their seniority, as per the Applicants Register on first come first serve basis. However proper process as laid down in the Articles for admission of Members will be followed and if the applicant is not found suitable on any grounds of becoming a Member, his/her Security Amount in totality would be refunded back without any interest.
4. The amendment has been proposed to increase the entrance fee for Corporate Members from existing Rs. 5,00,000/- to 7,50,000/=.
5. The amendment has been proposed to delete the quorum prescribed for taking action against the proposer and the seconder of a new applicant and fix that the action shall be taken by a majority decision. As the total strength of the Managing Committee now has been proposed as 7 Members, as Temporary Mess Members cannot be a part of the Board of Directors under the provisions of Companies Act 2013, as such fixing the quorum as seven has become redundant.
6. The amendment has been proposed to remove the ambiguities in the existing Article and to change the initial amount and the instalments to be paid by a new Member, who is a salaried employee, consequential to the proposal to enhance the entrance fee to be paid by new Members.
7. The amendment has been proposed to do away with lumpsum fee to be paid by the Messes, as per new laws the Messes are not allowed to pay such fee and instead take a refundable security deposit from the applicant to ensure clearance of his Club dues upon being posted out or on retirement from active service.
8. The amendment has been proposed to revise the entrance fee to be paid by Permanent Members, Corporate Members and Special Category Members. Further it has been proposed to specify that the newly selected Member shall have to pay all applicable taxes/govt. levies.
9. The amendment has been proposed to clarify how the payment shall be collected for the use of Club facilities from the Member in light of the use of Club Cards.
10. The amendment has been proposed to replace the words which have become redundant.
11. The amendment has been proposed to remove any ambiguity in the existing Article consequential to proposed amendment to increase the term of Managing Committee to two years.
12. The amendment has been proposed to clarify the new election process which has changed as per the provisions of the Companies Act 2013. It has also been proposed to extend the term of the Managing Committee to 2 years, keeping in mind the sentiments and suggestions of the Members given in the Open House held on 18th November 2019.
13. The amendment has been proposed to bring a change in the strength of the Managing Committee based on the provisions of the Companies Act 2013. It has also been proposed to extend the term of the Managing Committee to 2 years, keeping in mind the sentiments and suggestions of the Members given in the Open House held on 18th November 2019.

14. The amendment has been proposed to clarify and specify the eligibility criterion for contesting the election of the Managing Committee. It has also been proposed to give an opportunity to senior Members above the age of 60 years and with 20 years standing as Club Member, to contest the election of the President directly.
15. The amendment has been proposed to delete the words that have become redundant due to non inclusion of Temporary Mess Members in the Managing Committee.
16. The amendment has been proposed to specify the Agenda of the Annual General Meeting following the change in the term of the Managing Committee from 1 year to 2 years.
17. The amendment has been proposed to change the period of Notice for the Annual General Meeting as per provisions of the Companies Act 2013.
18. The amendment has been proposed to amend the existing Article due to ineligibility of Temporary Mess Members for contesting the elections.
19. The amendment has been proposed to change the period of Notice for the Extra Ordinary General Meeting as per provisions of the Companies Act 2013.
20. The amendment has been proposed to change the period of Notice for the Extra Ordinary General Meeting as per provisions of the Companies Act 2013.
21. The amendment has been proposed due to the change in the provisions of Arbitration and Conciliation Act 2016.

By order of the Managing Committee
For Dehra Dun Club Ltd.



Ashok Ahuja
Secretary

Dated ; 22nd November 2019
Place : Dehra Dun

Further, provisions of Section 14 of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 requires Members approval to make any alteration in the Article of Association.

Hence, Board recommends the resolution for the approval of the Members.

None of the Directors of the Company, Key Managerial Personnel and their relatives is interested in the resolution.

Item No. 2

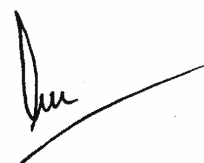
APPROVAL OF CAPITAL PROJECTS

The Managing Committee proposes to undertake Capital projects for the renovation and upkeep of the existing infrastructure of the Club, as well as provide additional equipment to the Gym and convert the new Lawn Tennis Court, situated in the Golf area, into an all weather Lawn Tennis Court with synthetic Deco Turf, where Members and their families can get Tennis coaching. Increase the sitting capacity by extending the North Point and improve its interiors and replace the toilets. Complete renovation of the Club Reception to make it impressive, Library Reading Room floor tiling and refurbishing of its furniture and providing better lighting and providing storage space for Lawn Furniture in the Front Lawn.

Board recommends the resolution for the approval of the members.

None of the Directors of the Company, Key Managerial Personnel and their relatives is interested in the resolution

By order of the Managing Committee
For Dehra Dun Club Ltd.



Ashok Ahuja
Secretary

Dated ; 22nd November 2019
Place : Dehra Dun

**DEHRA DUN CLUB LTD. (BY GUARANTEE), DEHRA DUN
COMPARISON OF EXISTING ARTICLES WITH PROPOSED AMENDED ARTICLES
UNDER ARTICLE 65 OF THE ARTICLES OF ASSOCIATION**

Article 1

For purpose of Registration, the Club is declared to consist of 2500 Members.

Article 1

“For purpose of Registration, the Company is declared to consist of 3000 Members. “

Article 3

All gentlemen/Ladies received in general society are eligible for acceptance as Permanent or Temporary Members. Decision of the Managing Committee in taking/not taking any member shall be final. Provided that in all such meetings (7) Committee Members shall form the quorum.

Article 3

“All gentlemen/Ladies received in general society are eligible for acceptance as Permanent or Temporary Members. Decision by majority of the Managing Committee in taking/not taking any Member shall be final.”

Article 4

(I) 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 :-

A)	Regular Category	25
b)	Dependants	50
c)	Corporate	10

Resolved that 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.

Article 4

“Applicant 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 102 during the tenure of the Managing Committee between two successive Annual General Meetings as under :-

a)	Regular Category	40
b)	Dependants	50
c)	Corporate	02
d)	Special Category	10

Explanation : Special Category Membership will be open for only those applicants, who have applied for Permanent Membership and would like to become a Member on priority basis. Such applicants will have to give their consent to the Secretary in writing. Such Applicants shall be selected strictly according to their seniority, as per the Applicants Register on first come first serve basis. However proper process as per admission of Members will be followed and if the applicant is not found suitable on any grounds of becoming a Member, his/her Security Amount in totality would be refunded back without any interest.”

Article 9

CORPORATE MEMBERS: The Managing Committee may at its sole discretion admit corporate members (Public Limited Companies listed on recognized stock exchange). The corporate member may nominate a maximum of 5 senior executives of its organisation to represent them. The entrance fee for each person so nominated shall be Rs.5,00,000/- per person. The entrance fee so collected shall only be invested in unencumbered deposit in scheduled banks or government securities. The Club shall only be authorized to utilize the interest earned from such deposits and the original investment shall not be utilized without the permission of the General Body. The total number of members nominated by such corporate bodies during the term of a Managing Committee shall not exceed 10 in any case. The name of the company shall only be entered in the Register of Members as the Corporate Member. The Corporate Member (the company) shall only have one vote irrespective of the number of nominated executive. The vote shall be allowed to be casted only by one nominated executive duly authorized by the board resolution of the company.

Article 9

“CORPORATE MEMBERS: The Managing Committee may at its sole discretion admit corporate members (Public Limited Companies listed on recognized stock exchange). The corporate member may nominate a maximum of 5 senior executives of its organisation to represent them. The entrance fee for each person so nominated shall be Rs.7,50,000/- (Rupees seven Lacs fifty thousand only) per person. The entrance fee so collected shall only be invested in unencumbered deposit in scheduled banks only. The Club shall only be authorized to utilize the interest earned from such deposits and the original investment shall not be utilized

without the permission of the General Body. The total number of members nominated by such corporate bodies during the term of a Managing Committee shall not exceed 5 in any case. The name of the company shall only be entered in the Register of Members as the Corporate Member. The Corporate Member (the company) shall only have one vote irrespective of the number of nominated executive. The vote shall be allowed to be casted only by one nominated executive duly authorized by the board resolution of the company.”

Article 12

Every candidate for Permanent Membership must be proposed by one and seconded by another Permanent Member. This proposal shall be made by prescribed form to the Committee. The prescribed form shall be signed by the proposer and seconder and shall contain the name in full of the candidate, his residence, rank, profession, business or occupation and in case he has been proposed previously and not accepted the fact shall be mentioned. A Register of such applications shall be maintained by the Secretary duly initialled by him against each proposal in a serial order of the date in which these are received with security deposit. Applicant will be considered in the same order. Applicants will be called for an AT HOME only twice. Applicants who fail to attend the AT HOME will lose their seniority. The proposer and seconder (both for temporary and permanent membership) shall be liable for suspension if any false information is given in the form, however this suspension can only be effective if the Management Committee approves such action, provided that at all such meetings (7) committee members shall form the quorum.

Article 12

“Every candidate for Permanent Membership must be proposed by one and seconded by another Permanent Member. This proposal shall be made by prescribed form to the Committee. The prescribed form shall be signed by the proposer and seconder and shall contain the name in full of the candidate, his residence, rank, profession, business or occupation and in case he has been proposed previously and not accepted the fact shall be mentioned. A Register of such applications shall be maintained by the Secretary duly initialled by him against each proposal in a serial order of the date in which these are received with security deposit. Applicant will be considered in the same order. Applicants will be called for an AT HOME only twice. Applicants who fail to attend the AT HOME will lose their seniority. The proposer and seconder (both for temporary and permanent membership) shall be liable for suspension if any false information is given in the form, however this suspension can only be effective if the Management Committee approves such action by majority.”

Article 16

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.

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 instalment 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.

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.

Article 16

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. 2,00,000/- of the entrance fee in lump sum and balance in 10 (ten) equal instalment of Rs. 30,000/- each. However if there is a default in payment of any instalment then the previous amounts paid shall stand forfeited and Membership considered terminated.

Article 21

The Club Committee may relax rule 4 to 16 in the case of a Member belonging to Military Mess located at Dehra Dun by permitting the Mess to pay lump sum fee of Rs. 10,000/- along with a fee of Rs. 1,000/- per member being sponsored by the Mess. On payment by a mess of the amount, the members of the mess may become Mess nominated members on being approved by the Club Managing Committee. Members so sponsored by the Messes shall be called nominated Mess members and shall be classified under temporary members and that such membership shall cease upon the officer being posted out of Dehra Dun station.

a. It shall not be necessary to comply with Rules 4 to 15. The approval of the Managing Committee shall amount to acceptance. But the signing of a declaration form as mentioned in Rule 15 by such members shall be necessary.

b. Such members shall not be required to pay any individual or separate entrance fee as required by Rule 29 besides the lump sum fee paid by their Messes.

c. Such members shall pay a monthly subscription and cover charges as required by Article 31.

Article 21

“The Club committee may relax rule 4 to 16 in the case of an Officer belonging to Military Mess located at Dehra Dun by permitting the Officer to pay Refundable Security of Rs. 5,000/- along with a fee of Rs. 1,000/- per Officer being sponsored by the Mess. On being approved by the Club Managing Committee, the Officer so sponsored by the Messes shall be called Nominated Mess Members and shall be classified under Temporary Members and that such Membership shall cease upon the Officer being posted out of Dehra Dun station or upon retiring from active service.

a. It shall not be necessary to comply with Rules 4 to 15. The approval of the Managing Committee shall amount to acceptance. But the signing of a declaration form as mentioned in Article 15 by such Member shall be necessary.

b. Such members shall not be required to pay any individual or separate entrance fee as required by Rule 29 besides the Security amount and the fee.

c. Such Members shall pay a monthly subscription as required by Article 31.”

Article 29

The entrance fee for the permanent membership of the club is as under:

A)

i) For Permanent Member Rs. 2,00,000/-

ii) For Corporate Member Rs. 5,00,000/- for each nominated executive

B) The entrance fee for Permanent Membership of the Club for dependant son/daughter of Permanent Member will be 50% of Article 29 A (i)

C) The entrance fee for dependant son/daughter of confirmed permanent member (as per the Register of Member as on 24th March 2011) is fixed at Rs. 25,000/-. As such Article 29(B) shall not be applicable on such dependant sons/daughters.

Article 29

“The entrance fee for the permanent membership of the club is as under:

A)

i) For Permanent Member Rs. 5,00,000/- (Rupees Five Lacs Only)

ii) For Corporate Member Rs. 7,50,000/- (Rupees Ten lacs Only) for each nominated executive

iii) For Permanent Members under Special Category – Rs.10,00,000/- (Rupees Ten Lacs Only)

B) The entrance fee for Membership of the Club for dependant son/daughter of Permanent Member will be 50% of Article 29 A (i)

C) The entrance fee for dependant son/daughter of confirmed Permanent Member (as per the Register of Member as on 24th March 2011) is fixed at Rs. 25,000/-.

- **All fee / charges are exclusive of the taxes/ govt.levies, which will be charged as per actuals”**

Article 38

All Club Members shall have the option to sign vouchers or use Debit Cards for availing of Club facilities. For all cash payments Members shall use only Debit Cards. Prepaid Cards shall be recharged at the Club office by cash payment. Visiting Members shall however use only Debit Cards after obtaining pre-charged Cards from the Club Office. Monthly Bills shall be raised for which payment shall be made as provided in Articles 35 to 37. The Total indebtedness of the Club by any Member at any time should not be allowed to exceed the limit of Rs.2,500/=. If for special reasons a member anticipates incurring greater indebtedness he/she should communicate with the Secretary and the committee at its discretion may authorize the excess. For the benefit of Members in case when the limits are being approached, the Secretary should inform the members concerned and ask for payment in full. If full payment is not made by the time limit reached, as provided in Article 36, further recharging of the Prepaid Card will be stopped unless the committee has sanctioned the excess.

Article 38

- 1. “All Club Members shall use Club Cards for availing of Club facilities. For all payments Members shall use only Club Cards. Prepaid Club Cards shall be recharged at the Club office by cash, online payment or Debit/ Credit cards.**
- 2. The Managing Committee at its discretion, may issue Coupons against cash from time to time to be used in the club. However, those coupons shall carry the Coupon number as well as the date of Validity.**
- 3. The un used coupons shall be refunded against cash from the club office within the Validity date of the coupons , duly printed on it**
- 4. No refunds in cash will be made if the Prepaid Club Card has been charged through a Debit / Credit Card.**
- 5. Visiting Room Guests / Affiliated Club Members shall however use only Club Cards after obtaining pre-charged Club Cards from the Club Office.**
- 6. Monthly Bills shall be raised for which payment shall be made as provided in Articles 35 to 37**

- 7. The Total indebtedness of the Club subscription Monthly Bills by any Member at any time should not be allowed to exceed the limit of Rs.2,500/-. If for special reasons a member anticipates incurring greater indebtedness, he/she should communicate with the Secretary and the committee at its discretion may authorize the excess. For the benefit of Members in case when the limits are being approached, the Secretary should inform the members concerned and ask for payment in full. If full payment is not made by the time limit reached, as provided in Article 36, further recharging of the Prepaid Club Card will be stopped unless the Committee has sanctioned the excess.”**

Article 39

Any member who has once been posted as a defaulter and who has paid his/her arrears in full, will not be allowed a credit of more than Rs. 1000/- for one year and on reaching the limit, will not be allowed to buy coupon for cash.

Article 39

“Any member who has once been posted as a defaulter and who has paid his/her arrears in full, will not be allowed a credit of more than Rs. 1000/- for one year and on reaching the limit, will not be allowed to recharge his Club Card”

Article 42

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

Article 42

“The period of continuous membership of Managing Committee shall be limited to 1 term at a time. In other words person who has served for 1 continuous term on the Managing Committee as Member shall wait for 1 term before seeking re-election of the committee either as a Member or as President.”

Article 43

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 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 must be proposed by one and seconded by another Permanent Member of the Club

Article 43

- 1. “The term of the elected Managing Committee shall be for two years.**
- 2. At the Annual General Meeting of the Club, elections shall be held to elect one President and 6 Members of the Managing Committee in all seven Permanent Members for two years.**
- 3. Voting at the Annual General Meeting may be through E-voting facility provided to the Members or through Ballot paper.**
- 4. Following Members are eligible to vote at the meeting:**
 - A Permanent Members**
 - B Corporate Members**
- 5. Every Permanent Member of the club shall have one vote.**
- 6. The Corporate Member shall only have one vote irrespective of the number of nominated executive. The vote shall be allowed to be casted only by one nominated executive duly authorized by the board resolution of the company.**
- 7. Unless otherwise provided in these Articles or the rules made hereunder, all decisions shall be taken by a requisite majority in pursuance to the provisions of Companies Act 2013 and the rules made thereunder. In case of equality of votes, the Chairman of the meeting shall have a casting vote in addition to his vote in the capacity of a member.**

8. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
9. A Member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.”

Article 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.

Article 44

“The Managing Committee shall consist of 7 members as mentioned below:

- (i)The President elected and declared as such by the Permanent Members of the Club; and**
- (ii) 6 Members to be elected by the Permanent Members of the Club in the manner specified in the rules.**

Provided that all the elected Members shall compulsorily retire after two years

Provided further that the President shall compulsorily retire after two years.

Provided further that in case of emergency reason, after the two year term of the Managing Committee, the Annual General Meeting is not convened by 30th June, the sitting President and any two Permanent Members elected by the President shall be deemed as the Managing Committee and shall perform the day to day running of the Club. Further, in case the sitting President is unwilling to continue, or the House is of the opinion that the Managing Committee is not worthy to continue the second year, the House will nominate 3 Permanent Members of the Club as interim Managing Committee for 90 days to manage the Club affairs on day to day basis and will ensure that the Election are held within 90 days of the adjourned AGM.”

Article 45

For contesting for Membership of the Committee a permanent member should have a minimum of 10 (ten) years standing in the club as a member at the close of the Calendar year. He should not have been a defaulter/suspended at any time during the last five years. For contesting the election of the President a member should also have been a member of the Managing Committee for at least two complete terms.

Article 45

“Eligibility for contesting for Membership of Managing Committee

(i) For President of Managing Committee:

- c. Should be a Permanent Member of the Club for at least continuous period of 10 years; and should be a Member of the Managing Committee for at least one complete term i.e. 2 years; OR Should be a Permanent Member of the Club for at least continuous period of 20 years and minimum 60 years of age, and**
- d. Should not have been a defaulter/suspended /Terminated from the Club at any time during the last five years.**

Provided that a candidate who fails to be elected as President shall not qualify to be Member of the Managing Committee

(ii) For Member of Managing Committee:

- c. Should be a Permanent Member of the Club for at least continuous period of 10 years; and**
- d. should not have been a defaulter/suspended/Terminated from the Club at any time during the last five years”**

Article 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 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.

Article 46

“Members elected at the Annual General Meeting 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 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.”

Article 53

A The Managing Committee shall convene the Annual General Meeting of the Club on or before 30th June every year. The business to be transacted at the Annual General Meeting shall include:

- i) The consideration of the accounts, balance sheet and the reports of the Managing Committee and auditors.
- ii) The appointment of, and the fixing of the remuneration of, the auditors; and
- lii) The election of the President and the Managing Committee members in the place of those completing their term or waiting to get elected.

B) In case the incumbent President and Managing Committee members fails to hold the Annual General Meeting on or before the date prescribed under Article 41 (A) (for reason other than Force Majeure) the elected President and Managing Committee members shall be debarred for life to contest election for the President/Managing Committee of the Club. Also they shall not be appointed on any sub-committee or post of Management of the Club. These penalties are exclusive of the penalties (pecuniary/non-pecuniary) leviable on the directors (in this case the Managing Committee members) as prescribed under the Companies Act, 1956 for not holding the Annual General Meeting as mandatory by the Articles of Association of the Company.

Article 53

“That the existing Article 53 be reworded as under :-

The Managing Committee shall convene the Annual General Meeting of the Club on or before 30th June every year. The business to be transacted at the Annual General Meeting shall include:

- i) The consideration of the accounts, Balance Sheet and the report of the Managing Committee and auditors.**
- ii) The appointment of, and the fixing of the remuneration of, the auditors; and**
- lii) The election to fill up the vacancies of the President or the Managing Committee Members in the place of those unwilling to continue or completing their term of two years.”**

Article 55

The audited Balance Sheet and Income & Expenditure Account shall be got printed and printed copies shall be exhibited on the Notice Board at least 21 days previous to the day fixed for the Annual General Meeting and be sent to each member resident in India.

Article 55

“The Audited Balance Sheet and Income & Expenditure Account shall be got printed and printed copies shall be exhibited on the Notice Board at least 14 days previous to the day fixed for the Annual General Meeting and be sent to each Member resident in India.”

Article 62

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 :

- a: Nominated Mess Members Under Article 21, shall vote only to elect three Nominated Mess Members belonging to Military Messes, to the Managing Committee.
- 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.

Article 62

“Permanent Members of the Dehra Dun Club Ltd. shall vote at the General Meeting held for the purpose of election of the Management Committee of the Club in person or through e voting mechanism.”

Article 64

An Extra Ordinary General Meeting at any time be convened at the direction of the Committee of Management or on the written requisition of not less than one tenth of the total voting power of all permanent members. At least 21 days notice of such meeting shall be posted on the Notice Board and forwarded to every local member with full details of the matter to be brought forward. No resolution passed at such Extra Ordinary General Meeting shall be operative unless at least nine members are present, and no alteration of Club Rules shall be made without compliance with the procedure laid down in Article 65 and 65 of this Article of Association.

Article 64

“An Extra Ordinary General Meeting at any time be convened at the direction of the Committee of Management or on the written requisition of not less than one tenth of the total voting power of all permanent members. At least 14 days notice of such meeting shall be posted on the Notice Board and forwarded to every local member with full details of the matter to be brought forward. No resolution passed at such Extra Ordinary General Meeting shall be operative unless at least nine Members are present and no alteration of Club Rules shall be made without compliance with the procedure laid down in Article 65 and 65 of this Article of Association.”

Article 65

Any proposal to alter or add to the rules contained in the Article of Association may be brought before an Extra Ordinary General Meeting convened for the purpose. A notice shall be posted on the club Notice Board, at least 21 days prior to the Meeting, which shall set forth the existing rule with the proposed amended rule or in the case of an additional rule the text of the rule. Copies of this notice shall be posted 21 days prior to the meeting to the last known address of each member of the Club in India.

Article 65

“Any proposal to alter or add to the rules contained in the Article of Association may be brought before an Extra Ordinary General Meeting convened for the purpose. A notice shall be posted on the club Notice Board, at least 14 days prior to the Meeting, which shall set forth the existing rule with the proposed amended rule or in the case of an additional rule the text of the rule. Copies of this notice shall be posted 14 days prior to the meeting to the last known address of each member of the Club in India. “

Article 92

Settlement of dispute by Arbitration

All questions and disputes arising between the members or members and the Managing Committee or the Managing Committee members and the Club or any other dispute relating to the meaning, claim, right, order, instruction whatsoever relating to or arising out between the members, the Club or the Managing Committee, will be decided through Arbitration and the same will be referred to the sole Arbitration of the President of the Managing Committee of Dehra Dun Club Ltd. or any other person appointed by him. It will be no objection that the person so appointed is a member, officer of the Club or the President or being the President will not arbitrate. In case of any vacation of the office by the person to whom the matter is referred, the same will be tried and decided by another person so appointed or occupying the place or office in his place.

Article 92

“Settlement of dispute by Arbitration

All questions and disputes arising between the members or members and the Managing Committee or the Managing Committee members and the Club or any other dispute relating to the meaning, claim, right, order, instruction whatsoever relating to or arising out between the members, the Club or the Managing Committee, will be decided through Arbitration and the same will be referred to the sole Arbitration of the mutually decided Arbitrator appointed by the President of the Club, as provided in Arbitration and Conciliation Act 2016. It will be no objection that the person so appointed is a member, officer of the Club. In case of any vacation of the office by the person to whom the matter is referred, the same will be tried and decided by another person so appointed or occupying the place or office in his place”.

Form No. MGT- 12 Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: - DEHRA DUN CLUB		
Registered Office: -15 R BUGRASEN ROAD DEHRADUN UR		
CINL:- U91110UR1957NPL000040		
BALLOT PAPER		
SNo	Particulars	Details
1	Name of the first named Shareholder/Member (In Block Letters)	
2	Postal address	
3	Registered Folio No./ *Client ID No. (*applicable to investor holding shares in dematerialized form)	
4	Class of Share	NA- company is limited by guarantee
Hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolutions in the following manner:		

	Resolution # 1 - Amendment of Articles		
Res #	Particulars of the Resolution	I Assent to the Resolution	I Dissent to the Resolution
1.1	“RESOLVED that Article 1 be amended as For purpose of Registration, the Company is declared to consist of 3000 Members.		
1.2	“RESOLVED that Article 3 be amended as All gentlemen/Ladies received in general society are eligible for acceptance as Permanent or Temporary Members. Decision by majority of the Managing Committee in taking/not taking any Member shall be final.		
1.3	“RESOLVED that Article 4 be amended as Applicant 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 102 during the tenure of the Managing Committee between two successive Annual General Meetings as under :- a) Regular Category 40 b) Dependents 50 c) Corporate 02 d) Special Category 10 Explanation : Special Category Membership will be open for only those applicants, who have applied for Permanent Membership and would like to become a Member on priority basis. Such applicants will have to give their consent to the Secretary in writing. Such Applicants shall be selected strictly according to their seniority, as per the Applicants Register on first come first serve basis.		

	However proper process as per admission of Members will be followed and if the applicant is not found suitable on any grounds of becoming a Member, his/her Security Amount in totality would be refunded back without any interest.		
1.4	<p>“RESOLVED that Article 9 be amended as</p> <p>CORPORATE MEMBERS: The Managing Committee may at its sole discretion admit Corporate Members (Public Limited Companies listed on recognized stock exchange). The Corporate Member may nominate a maximum of 5 senior executives of its organisation to represent them. The entrance fee for each person so nominated shall be Rs.7,50,000/- (Rupees seven Lacs fifty thousand only) per person. The entrance fee so collected shall only be invested in unencumbered deposit in scheduled banks only. The Club shall only be authorized to utilize the interest earned from such deposits and the original investment shall not be utilized without the permission of the General Body. The total number of members nominated by such corporate bodies during the term of a Managing Committee shall not exceed 5 in any case. The name of the company shall only be entered in the Register of Members as the Corporate Member. The Corporate Member (the company) shall only have one vote irrespective of the number of nominated executive. The vote shall be allowed to be casted only by one nominated executive duly authorized by the Board resolution of the company.</p>		
1.5	<p>“RESOLVED that Article 12 be amended as</p> <p>Every candidate for Permanent Membership must be proposed by one and seconded by another Permanent Member. This proposal shall be made by prescribed form to the Committee. The prescribed form shall be signed by the proposer and seconder and shall contain the name in full of the candidate, his residence, rank, profession, business or occupation and in case he has been proposed previously and not accepted the fact shall be mentioned. A Register of such applications shall be maintained by the Secretary duly initialled by him against each proposal in a serial order of the date in which these are received with security deposit. Applicant will be considered in the same order. Applicants will be called for an AT HOME only twice. Applicants who fail to attend the AT HOME will lose their seniority. The proposer and seconder (both for temporary and permanent membership) shall be liable for suspension if any false information is given in the form, however this suspension can only be effective if the Management Committee approves such action by majority.</p>		
1.6	<p>“RESOLVED that Article 16 be amended as</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. 2,00,000/- of the entrance fee in lump sum and balance in 10 (ten) equal installment of Rs.</p>		

	30,000/- each. However if there is a default in payment of any installment then the previous amounts paid shall stand forfeited and Membership considered terminated.		
1.7	<p>“RESOLVED that Article 21 be amended as The Club committee may relax rule 4 to 16 in the case of an Officer belonging to Military Mess located at Dehra Dun by permitting the Officer to pay Refundable Security of Rs. 5,000/- along with a fee of Rs. 1,000/- per Officer being sponsored by the Mess. On being approved by the Club Managing Committee, the Officer so sponsored by the Messes shall be called Nominated Mess Members and shall be classified under Temporary Members and that such Membership shall cease upon the Officer being posted out of Dehra Dun station or upon retiring.</p> <p>a. It shall not be necessary to comply with Rules 4 to 15. The approval of the Managing Committee shall amount to acceptance. But the signing of a declaration form as mentioned in Article 15 by such Member shall be necessary.</p> <p>b. Such members shall not be required to pay any individual or separate entrance fee as required by Rule 29 besides the Security amount and the fee.</p> <p>c. Such Members shall pay a monthly subscription as required by Article 31.</p>		
1.8	<p>“RESOLVED that Article 29 be amended as The entrance fee for the permanent membership of the club is as under:</p> <p>A)</p> <p>i) For Permanent Member Rs. 5,00,000/- (Rupees Five Lacs Only)</p> <p>ii) For Corporate Member Rs. 7,50,000/- (Rupees seven lacs fifty thousand Only) for each nominated executive</p> <p>iii) For Permanent Members under Special Category – Rs.10,00,000/- (Rupees Ten Lacs Only)</p> <p>B) The entrance fee for Membership of the Club for dependant son/daughter of Permanent Member will be 50% of Article 29 A (i)</p> <p>C) The entrance fee for dependant son/daughter of confirmed Permanent Member (as per the Register of Member as on 24th March 2011) is fixed at Rs. 25,000/-.</p> <ul style="list-style-type: none"> • All fee / charges are exclusive of the taxes/ govt. levies, which will be charged as per actual. 		
1.9	<p>“RESOLVED that Article 38 be amended as</p> <p>viii) All Club Members shall use Club Cards for availing of Club facilities. For all payments Members shall use only Club Cards. Prepaid Club Cards shall be recharged at the Club office by cash, online payment or Debit/ credit cards.</p> <p>ix) The Managing Committee at its discretion, may issue Coupons against cash from time to time to be used in the club. However, those coupons shall carry the Coupon number as well as the date of Validity.</p> <p>x) The un used coupons shall be refunded against</p>		

	<p>cash from the club office within the Validity date of the coupons , duly printed on it</p> <p>xi) No refunds in cash will be made if the Prepaid Club Card has been charged through a Debit / Credit Card.</p> <p>xii) Visiting Room Guests / Affiliated Club Members shall however use only Club Cards after obtaining pre-charged Club Cards from the Club Office.</p> <p>xiii) Monthly Bills shall be raised for which payment shall be made as provided in Articles 35 to 37</p> <p>The Total indebtedness of the Club subscription Monthly Bills by any Member at any time should not be allowed to exceed the limit of Rs.2,500/-. If for special reasons a member anticipates incurring greater indebtedness he/she should communicate with the Secretary and the committee at its discretion may authorize the excess. For the benefit of Members in case when the limits are being approached, the Secretary should inform the members concerned and ask for payment in full. If full payment is not made by the time limit reached, as provided in Article 36, further recharging of the Prepaid Club Card will be stopped unless the Committee has sanctioned the excess.</p>		
1.10	<p>“RESOLVED that Article 39 be amended as</p> <p>Any member who has once been posted as a defaulter and who has paid his/her arrears in full, will not be allowed a credit of more than Rs. 1000/- for one year and on reaching the limit, will not be allowed to recharge his Card.</p>		
1.11	<p>“RESOLVED that Article 42 be amended as</p> <p>The period of continuous membership of Managing Committee shall be limited to 1 term at a time. In other words person who has served for 1 continuous term on the Managing Committee as Member shall wait for 1 term before seeking re-election of the committee either as a Member or as President. One Term means two years.</p>		
1.12	<p>“RESOLVED that Article 43 be Amended as</p> <p>10. The term of the elected Managing Committee shall be for two years.</p> <p>11. At the Annual General Meeting of the Club, elections shall be held to elect one President and 6 Members of the Managing Committee in all seven Permanent Members for two years.</p> <p>12. Voting at the Annual General Meeting may be through E-voting facility provided to the Members or through Ballot paper.</p> <p>13. Following Members are eligible to vote at the meeting:</p> <p>A Permanent Members B Corporate Members</p> <p>14. Every Permanent Member of the club shall have one</p>		

	<p>vote.</p> <p>15. The Corporate Member shall only have one vote irrespective of the number of nominated executive. The vote shall be allowed to be casted only by one nominated executive duly authorized by the board resolution of the company.</p> <p>16. Unless otherwise provided in these Articles or the rules made hereunder, all decisions shall be taken by a requisite majority in pursuance to the provisions of Companies Act 2013 and the rules made thereunder. In case of equality of votes, the Chairman of the meeting shall have a casting vote in addition to his vote in the capacity of a member.</p> <p>17. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.</p> <p>(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.</p> <p>18. A Member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.</p>		
1.13	<p>“RESOLVED that Article 44 be amended as The Managing Committee shall consist of 7 members mentioned below:</p> <p>(i)The President elected and declared as such by the Permanent Members of the Club; and (ii) 6 Members to be elected by the Permanent Members of the Club in the manner specified in the rules. Provided that all the elected Members shall compulsorily retire after two years Provided further that the President shall compulsorily retire after two years. Provided further that in case of emergency reason, after the two year term of the Managing Committee, the Annual General Meeting is not convened by 30th June, the sitting President and any two Permanent Members elected by the President shall be deemed as the Managing Committee and shall perform the day to day running of the Club. Further, in case the sitting President is unwilling to continue, or the House is of the opinion that the Managing Committee is not worthy to continue the second year, the House will nominate 3 Permanent Members of the Club as interim Managing Committee for 90 days to manage the Club affairs on day to day basis and will ensure that the Election are held within 90 days of the adjourned AGM.</p>		
1.14	<p>“RESOLVED that Article 45 be amended as Eligibility for contesting for Membership of Managing</p>		

	<p>Committee</p> <p>(i) For President of Managing Committee:</p> <p>e. Should be a Permanent Member of the Club for at least continuous period of 10 years; and should be a Member of the Managing Committee for at least one complete term i.e. 2 years; OR Should be a Permanent Member of the Club for at least continuous period of 20 years and minimum 60 years of age, and</p> <p>f. Should not have been a defaulter/suspended /Terminated from the Club at any time during the last five years.</p> <p>Provided that a candidate who fails to be elected as President shall not qualify to be Member of the Managing Committee</p> <p>(ii) For Member of Managing Committee:</p> <p>e. Should be a Permanent Member of the Club for at least continuous period of 10 years; and</p> <p>f. should not have been a defaulter/suspended/Terminated from the Club at any time during the last five years.</p>		
1.15	<p>“RESOLVED that Article 46 be amended as Members elected at the Annual General Meeting 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 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.</p>		
1.16	<p>“RESOLVED that Article 53 be amended as The Managing Committee shall convene the Annual General Meeting of the Club on or before 30th June every year. The business to be transacted at the Annual General Meeting shall include:</p> <p>i) The consideration of the accounts, Balance Sheet and the report of the Managing Committee and auditors.</p> <p>ii) The appointment of, and the fixing of the remuneration of, the auditors; and</p> <p>Iii) The election to fill up the vacancies of the President or the Managing Committee Members in the place of those unwilling to continue or completing their term of two years.</p>		
1.17	<p>“RESOLVED that Article 55 be amended as The Audited Balance Sheet and Income & Expenditure Account shall be got printed and printed copies shall be</p>		

	exhibited on the Notice Board at least 14 days previous to the day fixed for the Annual General Meeting and be sent to each Member resident in India.		
1.18	“RESOLVED that Article 62 be amended as Permanent Members of the Dehra Dun Club Ltd. shall vote at the General Meeting held for the purpose of election of the Management Committee of the Club in person or through e voting mechanism.		
1.19	“RESOLVED that Article 64 be amended as An Extra Ordinary General Meeting at any time be convened at the direction of the Committee of Management or on the written requisition of not less than one tenth of the total voting power of all permanent members. At least 14 days notice of such meeting shall be posted on the Notice Board and forwarded to every local member with full details of the matter to be brought forward. No resolution passed at such Extra Ordinary General Meeting shall be operative unless at least nine Members are present and no alteration of Club Rules shall be made without compliance with the procedure laid down in Article 65 and 65 of this Article of Association		
1.20	“RESOLVED that Article 65 be amended as Any proposal to alter or add to the rules contained in the Article of Association may be brought before an Extra Ordinary General Meeting convened for the purpose. A notice shall be posted on the club Notice Board, at least 14 days prior to the Meeting, which shall set forth the existing rule with the proposed amended rule or in the case of an additional rule the text of the rule. Copies of this notice shall be posted 14 days prior to the meeting to the last known address of each member of the Club in India.		
1.21	“RESOLVED that Article 92 be amended as Settlement of dispute by Arbitration All questions and disputes arising between the members or members and the Managing Committee or the Managing Committee members and the Club or any other dispute relating to the meaning, claim, right, order, instruction whatsoever relating to or arising out between the members, the Club or the Managing Committee, will be decided through Arbitration and the same will be referred to the sole Arbitration of the mutually decided Arbitrator appointed by the President of the Club as provided in Arbitration and Conciliation Act 2016. It will be no objection that the person so appointed is a member, officer of the Club. In case of any vacation of the office by the person to whom the matter is referred, the same will be tried and decided by another person so appointed or occupying the place or office in his place.		

Resolution # 2 – Approval of Capital Projects

		I Assent to the Resolution	I Dissent to the Resolution
2.1	<p>“RESOLVED that Approval is granted to the Managing Committee to undertake the following Project at the estimated cost as under –</p> <p>Renovation including internal and external paint, including tin roofs of the existing Club buildings for</p> <p>Rs. 10,00,000/=</p>		
s2.2	<p>“RESOLVED that Approval is granted to the Managing Committee to undertake the following Project at the estimated cost as under -</p> <p>Providing of New Furniture after discarding old worn out Furniture, providing new upholstery to usable furniture, Providing new curtains with fresh interiors of all the Card Rooms.</p> <p>for Rs. 5,00,000/=</p>		
2.3	<p>“RESOLVED that Approval is granted to the Managing Committee to undertake the following Project at the estimated cost as under –</p> <p>Replacement of Gym Equipment’s and addition of Modern and latest Equipment’sfor Rs. 10,00,000/=</p>		
2.4	<p>“RESOLVED that Approval is granted to the Managing Committee to undertake the following Project at the estimated cost as under –</p> <p>Providing synthetic Deco Turf to third Lawn Tennis Court in the Golf Course</p> <p>for Rs. 10,00,000/=</p>		
2.5	<p>“RESOLVED that Approval is granted to the Managing Committee to undertake the following Project at the estimated cost as under –</p> <p>Extension of North Point and providing major changes in the interiors and new Toilets for</p> <p>Rs. 5,00,000/=</p>		

2.6	<p>“RESOLVED that Approval is granted to the Managing Committee to undertake the following Project at the estimated cost as under –</p> <p>Providing new improved Reception Area of the Club forRs. 3,00,000=</p>		
2.7	<p>“RESOLVED that Approval is granted to the Managing Committee to undertake the following Project at the estimated cost as under –</p> <p>Providing Tile Flooring, improved lighting and sitting space In the Library forRs. 3,00,000/=</p>		
2.8	<p>“RESOLVED that Approval is granted to the Managing Committee to undertake the following Project at the estimated cost as under –</p> <p>Providing secure storage shed for lawn furniture in Front Lawn forRs. 1,00,000/=</p>		
<p>Place: Date: (Signatureoftheshareholder/Member*)</p>			

(*asperCompanyrecords)