



DEHRA DUN CLUB LTD.

15, New Survey Road, Dehra Dun. 248 001

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Notice is hereby given that the 117th Annual General Meeting of the Members of Dehra Dun Club (which had been convened on Saturday, June 30, 2018 at 5:00 pm, where at the consideration of the under noted items of business was adjourned sine die) will now be held on Saturday, September 29, 2018 at 5:00 pm at the Main Hall of the Club, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at March 31, 2018 and the Profit & Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint the elected members of the Managing Committee for the year 2018-19 according to the provisions of Article 43 and other applicable provisions of the Articles of Association of Dehra Dun Club and in this regard to consider and if thought fit to pass with or without modification(s) the following resolution as on Ordinary Resolution:

“RESOLVED THAT pursuant to Article 43 and other applicable provisions of the Articles of Association of the Club, the President and the Five Members of the Managing Committee of the Club have been appointed to the Managing Committee to serve till June 30, 2019 on the basis of votes cast in favour of/consent given by the Permanent Members and as per the voting results declared in the Elections held during the 117th Annual General Meeting of Dehra Dun Club.”

By Order of the Managing Committee,

Dated: 12.9.18	Sd/- Col Sushil Malhotra	Sd/- Samraant Virmani	Sd/- Col Pankaj Chaturvedi
Place: Dehra Dun	Director	Director	Director

DIRECTORS REPORT

To,
The Members,
Dehra Dun Club Ltd.

Your Directors have pleasure in presenting their Report on –

- i) Operations of the Club together with the Audited Statement of Accounts for the year ending March 31, 2018
- ii) Operations of the Club and Statement of Particulars and Income & Expenditure for the Three Month period from April 1, 2018 to June 30, 2018
...both under the tenure of President Mr Sudhir Kishore Arora and the Managing Committee for 2017-18, and
- iii) Compliance and Governance under the tenure of the present Managing Committee since July 1, 2018

1. MEMBERSHIP DETAILS as on June 30, 2018 are as under -

Members at the beginning of the year -	2017-18	2016-17
Regular Members	2397	2304
Corporate Members	17	18
Lady Members	-	96
Lady Subscribers	38	37
Mess Members	28	19
Total Members as at close of year	2480	2474

Members as on June 30, 2017 **2474**

Add: Admission from 1-7-17 to 30-6-18 -

Dependants		39
Lady Subscribers		02
Re-instated Members		05
Mess Members		10
Membership Transfer		02
Total		2532
<i>Less – owing to -</i>		
Death	25	
Resignation	06	
Termination	21	52
Members as on June 30, 2018		2480

2. MANAGING COMMITTEE MEETINGS

During the period 01.07.2017 to 30.06.2018 a total of 18 meetings of the Managing Committee were held. The attendance of the Managing Committee Members is as under:-

Mr. Sudhir Kishore Arora	President	18
Col. S.K. Malhotra	Vice-President	08
Mr. Amarjeet Singh Kochhar	Member	14
Mr. R.K. Aggarwal	Member	17
Mr. Rajesh Vasudev	Member	18

Mr. Samraant Virmani	Member	17
Mr. K.S. Pahuja	Member	07
Col. Sandeep Kaushal /Col. Sanjay Ahuja	Member	02
Col. Anurag Datta/ Col. Pankaj Chaturvedi	Member	09

Obituaries

1. Mr. C.L. Puri
2. Mr. Ravinder Lal Kuthiala
3. Mr. Sumeet Madan
4. Mrs. Shalini Nath
5. Mr. S.K. Sethi
6. Mrs. Suvarsha Paul
7. Mr. S.K. Goyal
8. Mr. G.S. Sodhi
9. Mr. S. C Kapoor
10. Capt. Sunil Khanna
11. Mr. R.R. Dixit
12. Brig. N.C. Mehra
13. Mr. Jagmohan Talwar
14. Mr. C.B. Narang
15. Mr. Haripal Singh
16. Col. N.K. Murgai
17. Brig C.S. Thapa
18. Gp Capt K.K. Dhawan
19. Mr. Sunny Gupta
20. Mr. Rajender Kumar
21. Mr. K.K. Anand
22. Mrs. Sona Anand
23. Mrs Veena Bhatia
24. Mr. C.L. Verma
25. Mrs. Shanta Bhatia

Resignations

1. Col. Arun Mamgain
2. Mrs. Shweeta Jolly
3. Mr. N.S. Malla
4. Lt. Col. Khazan Singh
5. Lt Col. C.L.T. Woodward
6. Col. Ravi Shankar

3. BRIEF DESCRIPTION of the Working of the Club during this Year

- a) **Entertainment:** The emphasis and focus was on wholesome, family entertainment, with a keen eye on the expenditure, given the financial state of the Club. The Independence Eve, Janmasthanmi, Dussehra, Diwali, Children's Day, Christmas Eve, New Year's Eve, Baisakhi, Valentine's Day, Lohri, May Queen Dance, Founders Celebrations etc were all well attended; Members and their families thoroughly enjoyed themselves. 'Bingo' continued with its customary enthusiasm and attendance.

The New Year's Eve, which had started becoming very unwieldy of late, was a 'Members Only' function; and the Members and their families ushered in the New Year in an atmosphere of camaraderie and closeness, not hemmed in by unmanageable numbers.

All programs were mostly organised by the Entertainment Sub-committee ladies with great enthusiasm and deep commitment, rather than event managers, thus ensuring greater member-participation and reduction in the Expenditure on 'Entertainment' by about Rs 30 Lakhs over the Previous Year.

- b) Sports** activities are the backbone of the Club. Our varied sports facilities attract an attendance of over 200 members and dependents on a daily basis, especially during the swimming 'season'. The emphasis this year was on maintaining our excellent sports facilities. The Billiards Room and the billiards tables, our proud 'heritage' facility, were totally done up. The Swimming Pool and its changing area were repaired and painted. The Tennis, Badminton and Squash courts were regularly overseen and regular maintenance carried out. All sports tournaments were held which saw enthusiastic participation of members in great numbers.
- c) Bar :** The first order of business at the Bar was to immediately review rates of liquor as the gross margins had dropped alarmingly in the previous year. Full computation of landed cost including excise duty and surcharge was done, reasonable margins fixed and a pricing policy was formulated. This ensured availability of all brands throughout the year.
- d) House and Building** and the Estate received regular attention during the year towards maintenance and overall ambiance of the Club estate. The large covered area, which needed urgent attention, was given a complete facelift. The main building verandas were white washed/painted. The furniture of the family lounge was refurbished. The guest rooms were paid particular attention. Ours is a heritage estate and needs constant repairs and maintenance.
- e) Garden**
The Club's lawns and flower beds were given special attention and post-monsoon, the club's garden were in full bloom, thanks to the hard work put in by the garden staff. The pleasing colourful beauty of the gardens was appreciated by one and all.

4. FINANCIAL PERFORMANCE for the Financial Year 2017-18

- a)** The Committee for 2017-18 inherited Trade Payables of Rs 87,69,321/- as on 30-6-17; and addressed the matter regularly by taking stringent measures of cost cutting and financial discipline; resulting in this amount being reduced to Rs 57,25,122/- as on 31-3-2018.
- b)** Additionally, all unpaid and/or provided for statutory dues prior to 30-6-2017 of about Rs 21.00 Lakhs were cleared and duly paid.
- c)** Receivables from Members as on 30-6-17 were at a high of Rs 72,21,915/-; and with regular follow up and persistent efforts were brought down to Rs 51,76,329/- as on 31-3-2018.

- d) Club Expenditure for Operations was done on a ‘very tight budget’ that was formulated and adhered to; with the comparable figures being as under –

Particulars	Budgeted	Actual	Actual
Expenditure	July 2017 – June 2018		July 2016 – June 2017
Employees Remuneration	1,68,55,000	1,73,73,405	1,73,67,389
Entertainment, Pool & Contests	48,70,000	44,03,533	74,53,410
Repairs & Replacements	20,95,000	14,57,519	35,66,320
Administrative Expenses	64,30,000	57,73,011	61,76,335
Sports	1,80,000	1,21,389	2,40,078

e) **Deficit for the Year 2017-18**

Overall Deficit (after Depreciation, Extraordinary Items and Income Tax) has been computed as Rs 1,01,15,917/-, (previous year Rs 83,02,139/-); and the reasons for this high Overall Deficit despite all of the above measures to cut costs and financial discipline are –

- i) Depreciation of Rs 55,91,018/- for this Year
 - ii) Additional Depreciation of about Rs 20 Lakhs provided due under-charging and under-provision of Depreciation in the previous years
 - iii) Operational Loss (before Depreciation and Income Tax) of about Rs 27 Lakhs in the Quarter of April-June 2017 pertain to the tenure of the Previous Committee
 - iv) Prior Period(s) Expenses of about Rs 17 Lakhs not provided for in the Previous Year 2016-17 have been included and accounted for
 - v) Additional provision of about Rs 15 Lakhs has been made for Bad and Doubtful Debts for Membership Dues not recovered in Prior Years
 - vi) Fixed Assets of Rs 4.66 Lakhs being carried in the Books for Accounts for many years without any support/identification/verification were Written Off
 - vii) Income Tax Refundable for many Previous Years of about Rs 13 Lakhs were being carried in Books for which there was no locus standi, were Written Off
 - viii) Fortunately, major items listed above are ‘Non-Cash’ adjustments and/or pertain to Previous Year(s) and both accounted for in this Year to rationalise our Books of Accounts
- f) The Managing Committee appreciates the sincere efforts and professional integrity of the Statutory Auditors, M/s Seth & Associates, Lucknow in this ‘clean up’ of residual and legacy issues of Prior Years; and is sure and hopeful that their continued professional approach shall be of immense benefit to the Club.
- g) The Club implemented the change to GST relatively smoothly and as on date, a professional system is in place where all GST dues are being paid regularly.
- h) The Club was finally able to achieve the shift to the Smart Card System; which is mandated by Article 38 of the Articles of Association of the Club since 2013. Our

Club initiated this in 2016 with a contract signed with an external agency; a Trial run was made in early 2017; but a proper implementation could never be done.

Phase I of the System was successfully launched in January 2018, starting with the major revenue collection centres of Bar, Messing and Rooms constituting about 80% of the Club's Revenue; Smart Cards were received for all Members and the System has been running well ever since.

Phase II of the System shall include all other activities of revenue viz., Sports and Swimming Pool etc to make the Club fully 'cashless' and 'digital' in terms of services to Members.

5. RESPONSE to STATUTORY AUDITOR'S OBSERVATIONS and the BASIS FOR DISCLAIMER

- a) Records for Sports Activities:** Sports activities in the Club have traditionally been recorded and billed by way of attendance registers kept at the swimming pool, particular hall/court/gym. Except for swimming, and to some extent the gym, all sports activities are billed to the playing members monthly from the record kept by the attendant/marker. Verifiability of casual/daily basis billing shall be improved once Phase-II of the Smart Card system is implemented and all sports activities shall be allowed only after member pays by card swipe.

Though the Management believes that the materiality impact of such discrepancies does not warrant a Disclaimer, these observations are appreciated and noted for future compliance in current FY 2018-2019. The Management is initiating Standard Operating Procedures (SOPs) and is committed to streamline the process at the earliest with guidance from Statutory and Internal Auditors.

- b) Time Lag between Receipt of Bills and Entry in Books:** Bills are presently being entered in the books of account after entry in the entrance gate inward goods register, entered in the stores stock ledger and approved by the concerned Convenor. The observation of the Statutory Auditors has been noted for future compliance. Operating procedures are being formulated to standardise the process with defined timelines for approvals and posting in the books of accounts. Inward Dak tracking system will be implemented. The features of accounting software will be enabled to ensure its compliance and generate required MIS for monitoring.

- c) Members' and Applicants' Security Deposits:** Security from Members/Applicants was instituted in the Club in the Year 1990. Members whose membership predates 1989 have no Security Deposit, except in cases of re-acceptance. The Club has been maintaining manual records for Security Deposits from applicants/members. This account was last independently audited by a firm of Chartered Accountants in 2008-09 and the reconciled balance carried forward. These records will be verified for accuracy and completeness. Post verification, the Security Deposits will be computerised for prompt retrieval and age-wise analysis and crediting any amount to Income if not payable. However, the Management believes that the materiality impact of such discrepancies does not warrant a Disclaimer.

- d) Trade Payables :** Efforts were made in the current year to obtain statements of Account from all suppliers; and in particular, from all suppliers under the major purchase head 'Liquor'. The last payments made were released only after reconciling the balance as on 31st March 2018. The Observation is Noted for future compliance. The Company is making all efforts to obtain party's statement of accounts to reconcile party's ledger accounts.
- e) Fixed Assets Register:** The steps are being taken to review the Fixed Assets Register and to map all assets post physical verification. Further, Standard Operating Procedures are also being formulated to ensure future compliance with respect to maintenance of the Fixed Assets Register and periodic physical verification.
- f) Fraud:** The amount of Rs 4,28,447/- was allegedly misappropriated in the immediately preceding Financial Year of 2016-17 and had come to light after completion of Audit of Financial Statements for that Year which resulted in an overstatement of Expenditure for that Year by this amount. The matter is sub-judice and the Management will take appropriate action based on the outcome of the legal process.

Meanwhile, the Statutory Auditors have made the due correction in representation of this amount in the Annual Statements for year ending 31-3-18 by recognising this amount by Debit as Recoverable under Other Current Assets and Credit as a Prior Year Income under Other Income.

- g) Trade Receivables for Unrealised Sponsorship from Members and Non-Members:** have been segregated out of the General Trade Receivables as they have been outstanding over many years upto 2016-17 and pertain to Sponsorship of Club Events, viz.,
- i) These amounts were recognised as Income and accounted for as such in the relevant Financial Year; the Club has been liable for payment of Income Tax on this Income during the corresponding Assessment Year
 - ii) Therefore, it is only fair that these amounts due to the Club be recovered
 - iii) Letters, individually, have been sent to each Debtor giving the details of the Debit Entry in their Account and requesting for an immediate payment to clear their Account with the Club and facilitate transactions in future
 - iv) Letters, separately, have been sent to each of the President, Convenor – Finance, Convenor – Entertainment and Convenor – Bar for the relevant Year with the List of Debtors initiated in their tenure and requesting for help in recovering these dues to the Club

The Management understands and accepts the Provision made for the genuineness and/or recovery of these Debts.

- h) Bar Inventory:** is maintained at two levels in the Club. The main store receives and records all stocks received in the prescribed format under the Excise regulations; and issues stocks to the Bar on receipt of requisition from the Barmen. The Bar has its separate store. From time to time, liquor stocks at the bar level are physically verified by the Management and differences, if any, are accounted for by the Barmen. However, the issue of discrepancy is there. The Management is in the process of formulating and implementing SOPs to further streamline its inventory process and to enhance internal controls.

- i) Accounting of Gifts/Prizes:** During the year, a Ledger was maintained for all gift items and prizes received from sponsors/purchased for specific functions/events. Complete record of purchases/receipts, issues and closing balance for gifts from July 2017 has been maintained. Noted for future compliance.
- j) Payments in CASH during the Quarter April - June 2017:** was noted both by the Management and the Internal and Special Auditors and red-flagged. The Committee which took over in July 2017 immediately instituted a system of Secretary's Petty Cash wherein a replenishable petty cash amount of Rs 20,000/- was fixed and petty expenses made therefrom. In the event of a specific requirement for additional petty cash amount for a sports/entertainment function, a separate amount was issued towards petty cash and accounted for in full on completion of the event/function. The daily cash collection is now being deposited in full in the bank as per the daily collection record maintained. The observation has been noted for future strict compliance.

6. CLUB GOVERNANCE

The Report of the Statutory Auditors and the Disclaimer has raised issues on Governance of the Club viz., Accounts, Operations and compliance of Statutory and Regulatory matters. It is felt that amongst other things, matters have come to this state owing to –

- a) Employment of Human Resource issues resulting in a sorry state of affairs viz.,
- i) Routine Operations are inefficient
 - ii) Accounting is in a mess
 - iii) Record keeping is not safe
 - iv) Documentation is not reliable
 - v) Serious lapses in Income Tax, Company Law, Accounting, Sales Tax, VAT, Service Tax, Labor Laws etc with proceedings pending at various levels
 - vi) Risk of huge financial liability being devolved upon the Club
 - vii) Risk of personal prosecution of Directors/MC Members – both past and present
 - viii) Office and Backup being in the worst possible state
 - ix) Wrong people hired owing to nepotism
- b) Governance issues by successive Managing Committee(s) of the Club viz., -
- i) Concern only about their own 1 Year tenure
 - ii) Scant regard for the Club and its future; no continuity
 - iii) Not feeling responsible for anything/everything at the end of their tenure
 - iv) No having been held accountable for their indiscretions and transgressions
 - v) Keep no records of their work; do no hand over to the new incumbents; expose the Club to huge risks
 - vi) The Club Articles of Association being not in sync with the Companies Act 2013 for both statutory and regulatory compliance, and
 - vii) Absence of experienced, qualified and accountable Managerial Personnel whether Secretary or a Business Manager or both

In an endeavour to address the above and improve the Governance of the Club, it has been Resolved in the Meeting of the Managing Committee -

1. **On 6-8-18 that a Rationalisation of Work of Office Staff be done viz.,**
 - a) That the Office of the Club needs a proper and thorough Human Resource planning wrt Job/Work/Role for the overall Work to be done to and per each employee therein with individual work metrics so that the MC can assign responsibility and demand accountability. This will also result in rationalisation of work and optimum utilisation of the Office Staff. It was decided that the Internal Auditors, M/s Verendra Kalra & Co., be requested to include this Task as a Special Case in their first quarterly Audit and report to the MC accordingly.
 - b) It was decided that a professional approach be taken to search and appoint the new Secretary and Accounts Staff of the Club who must have the requisite experience, skills and attitude for this important and key role in the Club. Two separate advertisements were placed to this effect listing the specs, responsibilities and expectations from each Role. Many good and worth considering Resumes have been received and a preliminary shortlisting has been done. Due process of Interview and Selection will be done soon.

2. **On 12-9-18 to institutionalise the following Three Sub-Committees comprising only of Permanent Members of the Club, viz.,**

a) CONSTITUTION AMENDMENT COMMITTEE

The current Constitution Amendment Committee wef July 2018 has done a lot of work in this regard and owing to the constraints of time, has not been able to complete it and present it to the Managing Committee and to the General House for consideration and adoption. Nevertheless, this quantum and quality of good work should not be lost and and/or ignored and actually be built upon for the benefit of the Club.

Therefore, the entire quantum of the work done by this Committee was taken on record as a Work in Progress to be completed as a 'time bound one time task' by the to be formed New Constitution Amendment Committee which shall comprise of 6 Members as under –

- i) Convenor – President of the Club
- ii) Member - Past President – any
- iii) Member – Chartered Accountant
- iv) Member – Lawyer
- v) Member – Company Secretary
- vi) Member – Retd Army Officer

b) PERMANENT OVERSIGHT COMMITTEE

To ensure –

1. Continuity with change
2. Larger Club interest at heart; Vision Map; beyond just the Current Year
3. All major Capex to be approved
4. All changes in Articles and Rules to be approved

....shall comprise of 5 Members as under –

- i) Convenor – Past President of Year -2 – retire at the end of the Year
- ii) Co-Convenor – Imm Past President – to become Convenor next Year
- iii) Member – President of the Club – to become Co-Convenor next Year
- iv) Member - Chairman of Audit Committee
- v) Member - Co-Chairman of Audit Committee

c) AUDIT COMMITTEE

To ensure continuity and non-interference in its constitution by current MC, who have to appoint only the III CA every year; must be done in their first MC Meeting. The first Audit Committee must be appointed in their first MC Meeting by the first MC after this AGM and shall comprise of 6 Members, viz.,

- i) Convenor - I CA of town – Chairman – retire at end of his tenure
- ii) Co-Convenor - II CA of town – to become Convenor next Year
- iii) Member - III CA of town – to become Co-Convenor next year
- iv) Member - from the Club with an ability to read and understand the financial statements – retire at the end of the Year
- v) President of the Club
- vi) Convenor Finance of the Club

7. CHANGE IN NATURE OF BUSINESS

There was no change in the nature of the services of the Club during the year.

8. TRANSFER TO RESERVES

The Club has not transferred any amount to reserves.

9. MATERIAL CHANGES BETWEEN THE DATE OF THE BOARD REPORT AND END OF FINANCIAL YEAR

No material changes and commitments affecting the financial position of the Club occurred between the end of the financial year to which this financial statements relate on the date of this report.

10. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND CLUB'S OPERATIONS IN FUTURE:

No orders were passed by any courts or tribunals that impact the going concern status and Club's operations in future.

11. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Management Committee has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Club's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosure.

12. DEPOSITS

Your company has not accepted any deposits during the year. Neither there is any unpaid or unclaimed amount as at the end of the year nor there has been any default in repayment of deposits or payment of interest during the year.

13. STATUTORY AUDITOR & AUDIT REPORT:

The present Auditors of the Club M/s Seth & Associates, Chartered Accountants, Dehradun, will continue to be Auditors of the Club for the Financial Year 2018-2019 as on such remuneration as may be fixed by the Management Committee of the Club.

14. EXTRACT OF ANNUAL RETURN

The extract of the Annual Return in Form MGT – 9 has been enclosed with the Board's report.

15. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

- a) **CONSERVATION OF ENERGY:** The particulars in respect of Conservation of Energy are not applicable to your Club in terms of Section 134(3) (m) read with Rule 8(3) of The Companies (Accounts) Rules, 2014.
- b) **TECHNOLOGY ABSORPTION:** As required under Rule 8(3) of the Companies (Accounts) Rules, 2014, the particulars relating to Technology Absorption and Research and Development are not applicable to your Club.
- c) **FOREIGN EXCHANGE EARNINGS AND OUTGO:** As your Company does not deal in Foreign Exchange, therefore the particulars relating to Foreign Exchange Earnings and Outgo are not applicable to your Club.

16. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Since your Club does not fall under the criteria specified under the provision of section 135 related to Corporate Social Responsibility read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, therefore, Club has not developed and implemented any Corporate Social Responsibility initiatives.

17. MANAGEMENT

The Composition of the members of the Management Committee of the Club during the financial year ended March 31, 2018 is as under:

Name of the Director	Designation
Mr Sudhir Kishore Arora	President
Col S K Malhotra	Vice President
Mr Rajesh Vasudeva	Member
Mr Amarjeet Singh Kochar	Member
Mr Samrant Virmani	Member
Mr Rakesh Agarwal	Member
Mr K S Pahuja	Member
Col Sandeep Kaushal /Col Sanjay Ahuja	Member
Col Anurag Datta/ Col Pankaj Chaturvedi	Member

a) Changes in Managing Committee and Key Managerial Personnel

There was no change in the management of the Club by way of appointment and resignation of Directors.

b) Declaration by Independent Director(s)

As your Club is a Section 8 Company, therefore, the provisions of the section 149(6) are not applicable on your Club and none of the Members of the Management Committee is Independent Director.

c) Formal Annual Evaluation

Since your Club is a Section 8 Company, therefore, statement indicating the formal annual evaluation is not required in the Board's Report.

18. DETAILS OF VIGIL MECHANISM FOR DIRECTORS & EMPLOYEES

Provisions related to vigil mechanism for directors and employees to report genuine concerns to be disclosed are not applicable to the Club.

19. NOMINATION AND REMUNERATION COMMITTEE

The provisions and policies related to Nomination and Remuneration Committee are not applicable to your Club.

20. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

During the year, your Club has not given any loans, guarantees, any kind of security or investments to any person or body corporate as per the Section 186 of the Act.

21. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year, all the related party transactions were in the ordinary course of business and at arm's length. A disclosure is provided in the Annexure 'A' for material transactions, contracts or arrangements which are at arm's length basis as per Sec 134(3) (h) of the Act 2013 read with Companies (Audit and Accounts) Rules, 2014.

22. MANAGERIAL REMUNERATION

In the terms of the provisions of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no employee of the Club is in receipt of remuneration in excess of the limits prescribed there under.

23. SECRETARIAL AUDIT REPORT

Since your Club is a Section 8 Company, the provisions of section 204 are not applicable on your Club. Therefore Secretarial Audit Report is not required.

24. CORPORATE GOVERNANCE CERTIFICATE

Since your Club is a Section 8 Company, therefore provisions of Clause 49 of the Listing Agreement are not applicable to Club. Therefore, Corporate Governance Certificate from the auditors or practicing Company secretary is not required.

25. RISK MANAGEMENT POLICY

The Club does not have any Risk Management Policy as the elements of risk threatening the Club's existence are very minimal.

26. DIRECTOR'S RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Club at the end of the financial year and of the profit and loss of the Club for that period;

(c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the Directors had prepared the annual accounts on a going concern basis; and

(e) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

27. ACKNOWLEDGEMENTS

The Management Committee places on record its appreciation for co-operation and continued support extended to the Club by its Members, Creditors and Bankers. The Management Committee also wishes to thank the esteemed business associates for their valued contribution and support.

For and on behalf of the Board

Dated: 13.9.18	Sd/-	Sd/-	Sd/-
Place: Dehra Dun	Col Sushil Malhotra	Samraant Virmani	Col Pankaj Chaturvedi
	Director	Director	Director