

BAREILLY CLUB LIMITED, BAREILLY

MINUTES OF ANNUAL GENERAL MEETING – 2021 HELD ON 29 DECEMBER 2021 AT 11 AM ONWARDS (Total no of Agenda's discussed)

(a) Ordinary Business - 03

(b) Special Business - 03

1. The Bareilly Club Ltd AGM-2021 was held on **29 December 2021 from 11 AM** onwards & was attended by 107 **members** in person who signed their attendance.
2. A total of 330 **members** appointed their proxies through members who attended the AGM 2021 as per Proxies record. FIVE VOTES WERE TENDERED BY USING ELECTRONIC VOTING FACILITY PROVIDED BY CLUB TO ITS MEMBERS u/s 108 of the Companies Act, 2013.
3. **Opening of the Meeting.** The Secretary took the Chair and declared that the quorum being complete since more than 25 members were present, hence the meeting was called to order.

AGENDA : GENERAL POINTS

AGENDA POINT NO 1 : ELECTION OF THE CHAIRMAN

4. The Secretary requested members to elect Chairman to preside over the AGM-2021. Shri G S Chawla proposed the name of Brig Adarsh K Butail and the same was seconded by Shri Ajay Kumar Agarwal. There being no other names proposed, Brig Adarsh K Butail was elected as **Chairman** unanimously to preside over the AGM 2021.

The Secretary requested **Brig Adarsh K Butail** to take the **Chair** and started the proceedings of the Annual General Meeting-2021.

Brig Adarsh K Butail thanked the members attending the meeting for having elected him as Chairman and presided over the AGM-2021.

5. **Obituary.** The Chairman informed the house regarding the sad demise of club members during the year and requested the House to rise to observe two minutes silence in remembrance of our late members as named below:-

- Shri Abhinandan Singh
- Shri S K Recriwal
- Lt Col Sanjay Ahlawat
- Lt Col Baljit Singh
- Shri Vinay Anand
- Shri Virendra Singh
- Shri Saran Pal Singh
- Shri Vinay Kumar
- Shri Amit Goel
- Shri I B Chabra
- Shri Anil Kumar Agarwal
- Shri Pran Nath Arora
- Col C P S Rathour
- Lt Col Sanjay Ganjoo
- Shri R N Singhal
- Shri Prit Pal Singh
- Shri Sanjeev Anand
- Dr O B Goswami
- Shri B S Agarwal
- Shri S P Pathak
- Shri A K Chaturvedi
- Shri Sudhir Chandra Jain
- Shri Anil Kumar Bajpai
- Col Udham Singh
- Shri Rajeev Sharma
- Shri Subodh Kumar

NOTICE CALLING FOR AGM-2021

6. The Secretary read out the Notice calling the Annual General Meeting- 2021 being held on 29 DECEMBER 2021.

AGENDA POINT No 2 : ORDINARY BUSINESS

ORDINARY RESOLUTION NO 1 :TO CONSIDER & ADOPT THE CHAIRMAN'S ADDRESS AND ANNUAL REPORT FOR THE YEAR ENDED 31ST MARCH 2021.

CHAIRMAN'S ADDRESS AND ANNUAL REPORT OF BOARD OF DIRECTORS

Hon'ble Patron-in-Chief, Patrons, Dear Members and Ladies,

1. On behalf of the Board of Directors, I take this opportunity to welcome you all to this Annual General Meeting (AGM) - 2021.

In next 20 minutes or so I shall present the Annual Report of the Board of Directors of Bareilly Club Ltd.

COVID-19 :

2. As we all are aware that the two devastating waves of COVID-19 pandemic had made severe dent on our lives and the threat of third wave is yet hovering. The club also had its share of brunt and has lost some of its esteemed members. The club remained closed from March 2020 till Sep 2020. During these days, despite the challenges the club staff has been present in the club premises through out the lockdown and working diligently to maintain the club assets and its hygiene standards. The club staff has been vaccinated and the management is adhering and ensuring all the protocols as per the Government directives to maintain high level of cleanness and sanitization. On the other hand, the pandemic has changed our perception towards life and evolved us as better human beings with more refined habits.

It has been our sincere endeavor to revive the legacy of the club by conducting various event like cricket match, valentine's day, flowers show and regular Saturday tombola. We have to be extremely careful and maintain the fine balance between recreation and safety.

AIMS & OBJECTIVES OF THE CLUB

3. As we are already aware of the Aim & Objectives of Bareilly Club Ltd i.e. Social interaction to infuse better Civil-Military Relations so vital for the National Security as also to provide Sports, Cultural, Intellectual development and Recreational facilities to its members on Principles of Mutuality and to provide Club Services on No profit-No Loss basis . At these Institutions, the young members and Children develop better sense of Social Etiquettes, Discipline and Punctuality through interaction with

seasoned members of different Categories to make worthy members of the Club better Citizens of India. Thus the Club functioning is focused on these objectives to achieve desired satisfaction level.

GENERAL ADMINISTRATION

4. The Board of Directors has always been keeping constant watch over all Club activities so as to ensure smooth functioning including ongoing Upkeep of the Club, Ambience and Hospitality Services. The Club Employees have displayed commitment to their respective duties which is attributed to meeting their genuine welfare needs so as to keep them fairly motivated and there being no case of indiscipline which is the fair indicator of their high motivational Levels.

FINANCE MANAGEMENT

5. **Club Accounts.** The Board of Directors has been constantly monitoring the club accounts on monthly basis to ensure judicious expenditure of Club Funds. During quarterly audit carried out by internal auditors no major financial irregularities have been observed during the year. The Statutory Auditors further checked the Accounts and prepared Independent Auditors Report which forms part of this Annual Report. This reflects that Income and Expenditure have been properly accounted for as Club Funds are being maintained as per laid down system of Accounting.

Total TDRs as on date are @ Rs. 6,26,60,902.00 (Maturity amount value Rs. 7,08,58,003.00). In spite severe financial setback due to COVID-19 Pandemic, wherein the club remained closed for more than 6 months in the Financial Year 2020-2021. **With meticulous and deliberate financial planning the club was able to maintain its staff & provided than the regular salaries, increments without breaking the corpus,. Further, the infrastructure projects were also taken up to improve the basic amenities & facilities for the members .**

6. **Nagar Nigam Taxes.** After deliberate talks with Nagar Nigam authorities the House, Water & Sewage taxes were agreed to @ Rs. 10,46,794.60 lakhs per annum. However, the court case is still in progress to further reduce this amount. Also dues for three years (ie 2015-2018 @. Rs. 98,08,750.00) case is being reiterated with our tax appeal at Hon'ble High Court Allahabad.
7. **VAT/ Sales Tax.** Shri Anoop Kumar Kapoor, Advocate has been regularly extending advice on VAT/ Sales Tax and hence there have been no fresh recovery/ notices after 2014-15. The long outstanding arrear of VAT tax for the financial year 2005-06, 2006-07 & 2007,08, which along with the penal interest got accumulated to a Rs. 21,41,250.00 was resolved and the penal interests of Rs. 11,19,652.00 has been waived off. Only the principles computed amounting Rs. 10,21,598.00 was deposited and the **issued stands resolved.**

DEVELOPMENT EFFORTS

8. **Physical Security** With a view to safeguard security of members and club complex as well, the Board of Directors went into details to enhance physical security measures in the club complex. Special security measures are undertaken during central club functions in coordination with Army, police authorities & civil administration. The entire club premises is now covered by CCTV cameras. This has enabled better monitoring and vigil of the club premises.
9. **Service of Plunge Bath.** The plunge bath services were utilized by members & their dependents in year 2019 from April to October. The Club staff was able to maintain the hygiene & cleanliness of the plunge bath during this period. This year we could not open the services of Plunge Bath due to COVID-19 restriction by the Govt. However, after due, deliberation the Plunge Bath premises has been opened for organizing Pool side parties wef Sep 2021.
10. **Projects undertaken during the year.**

(a) The following infrastructure projects have been undertaken without diluting the Corpus of the club.

 - (i) Indoor Badminton Courts
 - (ii) Renovation of Bar
 - (iii) Renovation/ conversion of old Library building to party hall.
 - (iv) Renovation of Guest Rooms
 - (v) Extension of kitchen
 - (vi) False ceiling of Billiard Room
11. **Liaison with Civil Authorities.** The relations of our Club Management with local Civil and Military Authorities continue to remain cordial thus ensuring smooth functioning of the club.
12. **Change of Membership Status from Permanent to Honorary Membership.** This year a total of 04 Permanent members have so far opted for Honorary Membership on attaining the age of 75 years.
13. **Permanent Membership.** A total of 24 permanent new members were inducted in respective categories as under:-

(a) Defence Category	08
(b) Civil Class I Category	09
(c) Civil /Dependent Category	07
14. **Spouse Membership.** Due to natural deaths of members during the year, 10 spouses applied for membership and were granted spouse membership as per clause Annexure II Sl. No. 14 of Article of Association.

15. **Major Functions organised.** As you are already aware that the Management organized all the major annual functions which I am sure, members and their families enjoyed. Thanks to efforts put in by the Entertainment Sub Committee, the Secretary and co-operation extended by local Army and Civil Authorities. Also special thanks to our sponsors for the events. The following major functions were organized since last AGM.
- (a) New Year Eve- Dec 2020.
 - (b) Republic Day eve- Jan 2021.
 - (c) Valentine Day Function – Feb 2021
 - (d) Friendly Cricket Match - between Army and Civil member teams.
 - (e) Annual Flower show and competition - Mar 2021.
16. **Guest during club functions.** We had tried to restrict the entry of guests during club functions & the same was well appreciated by the members.
17. **Dress Code & Timing during Club function/club days.** Members are requested to follow proper dress code & timings of club to avoid embarrassment for which special instructions have been passed to club staff.
18. **V I P Visits** The Club has the unique privilege of visits of distinguished dignitaries i.e. Lt Gen S S Mahal, AVSM, VSM, Patron-in-Chief and G O C Uttar Bharat Area, Maj Gen Rajiv Chhibber, SM, Maj Gen C S Dewgun, YSM, GOC 6 Mtn Div, Air Cmde A K Wahi, VM AOC, Shri R Ramesh Kumar, IAS, Commissioner, Bareilly Division, Shri Avinash Chandra, IPS, ADG Police Bareilly Zone & Dr Umesh Gautam (Mayor). With their valuable advice to the Club functionaries the facilities of the club & its functioning have since improved.
19. **Entrance Security.** The Management has always kept security of the club members and their families utmost especially during the major functions for which we are grateful to local Army and Civil Police authorities for their assistance in ensuring the same. The least we can do is to ensure check on entry of undesirable elements to our club premises and hence all members and their families must possess their club Membership Cards to prove bonafides and help club staff to identify the undesirable persons seeking unauthorized entry. This Club is members second home and with our joint efforts, we are fairly armed to check entry of undesirable elements.
20. **Suggestions from Members.** Members are requested to give suggestions for improvement in club functioning in writing, through e-mail or to the Secretary on his whatsapp number on mobile.

21. **Visits to affiliated clubs.** We have a total of 129 affiliated clubs and 08 foreign country clubs. Members visiting affiliated clubs must give their feed -back on their return for our information & action please.
22. **Updation and digitations of Member Data base.** The details of the members & their dependents have been updated and managed so as to **facilitate the members and their dependents for better and smooth services and maintain proper records.**
23. **Billing System.** The members are requested to use smart cards for billing. However **POS machines, NEFT and cheques are also acceptable.**
24. For exchange of information besides letters & SMS, whatsapp the club e.mail (bareillyclub.india.up@gmail.com) have been made fully functional.
25. **Number of meetings of the Board of Directors:**
The Board of Directors duly met **(10) times on 14 May 2020, 03 July 2020 13 Aug 2020, 07 September 2020, 03 October 2020, 05 November 2020, 24 November 2020, 26 December 2020, 29 January 2021, 01 Mar 2021**
Proper notices were given for all the meetings and the proceedings were properly recorded and signed in the minutes Book maintained for the purpose.
26. **Board's Comment on the Auditors' Report.** With reference to observations made in Auditors Report, the notes of account are self-explanatory and therefore do not call for any further comments under section 134 of the Companies Act, 2013.
27. **Details of establishment of vigil mechanism for directors and employees:**
As required under rule 7(3) of Companies (Meeting of Board and its powers) Rules 2014, Col Kehar Singh, Director has been nominated to play the role of audit committee for the purpose of vigil mechanism.
28. **Disclosure U/S 22 of The Sexual Harassment of Women at the work place (Prevention, Prohibition & Redressal) Act, 2013**

The following is a summary of sexual harassment complaints received and disposed off during the year:

Number of complaints received : NIL

Number of complaints disposed off : NIL

29. **Reporting of Fraud**

The Auditors of the Company have not reported any fraud as specified under the second proviso of section 143 (12) of the Companies Act, 2013.

30. **Cost Audit**

As per the requirement of the Central Government and pursuant to provisions of section 148(1) of Companies Act, 2013, the audit of the cost accounts was not required to be carried out.

31. **DIRECTORS' 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 company at the end of the financial year and of the profit and loss of the company 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 laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(f) 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.

32. **Your Directors state that during the year under review:**

a) The club has not invited/accepted any deposits from the public .

b) The club did not have any Subsidiary/Joint Ventures/Associate Companies

c) The Board of Directors of the club did not receive any remuneration or commission from club or any of its subsidiaries.

d) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Club operations in future.

e) Club is not required to spent 2% of its average net profits on Corporate Social Responsibility (CSR) as it does not have net worth of Rs 500 crore or turnover of Rs. 1000 crore or Net profit of Rs.5 crore.

f) During the year, the club has not provided loan to any person nor guarantee nor investments was made exceeding limits prescribed u/s 186 of Companies Act, 2013.

g) Expenditure on Power and fuel during the current financial year is as under

	2020-21	2019-20
Expenditure on Power and fuel	12,57,897	18,08,113.08

h) Club did not receive any Foreign currency and has not spend any foreign currency during the year

j) There were no related party transactions/contracts between the club and its directors during the financial year , therefore, the provisions of Section 188 (1) of the Companies Act, 2013 were not attracted. Thus, disclosure in Form AOC-2 is not required.

k) The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Club.

NOTE : The extract of Annual Return in Form No.MGT-9 for financial year 2020-2021 is not required to be annexed to this report as per new substituted rule 12 of Companies (Management & Administration) Amendment Rules, 2021, dated 05-03-2021

Note: Disclosure in Board's report is made keeping in view the relevant applicable provisions of the Companies Act, 2013 read with relevant rules made there under.

ACKNOWLEDGEMENT

33. The Board of Directors would like to place on record it's sincere appreciation for the whole-hearted co-operation and support received from our elite Members. Their valuable suggestions have been very useful in carrying out improvements.

34. I would like to express my sincere thanks to colleagues on the Board of Directors for their matured advice, insight and willing co-operation and collective efforts in bringing about marked improvements in the Club's activities.

35. Our thanks to all our Sponsors for their contributions, which made it possible for us to conduct different functions and other activities in a befitting manner.
36. Our thanks to the Statutory Auditor, M/S Reetesh Agarwal & Associates and the Internal Auditor, M/S Harshit V Agarwal & Associates for their valuable advice and for incorporating various improvements in accounting procedures and for the valuable advice to resolve the income tax cases.
37. Our thanks to Shri Gurbachan Singh Chawla (Raja Chawla) Shri Gurdev Singh Chawla, C A for the valuable guidance & advice to resolve the Income Tax & G S T cases.
38. Our thanks to Company Secretary Shri Ankit Agarwal for his valuable guidance and ensuring compliance of provisions of Companies Act-2013, as applicable, as also timely submission of Reports / Documents to Registrar of Companies, at Kanpur.
39. The Management is also grateful to Arch Yogendra Mohan Saxena, and Shri Anoop Kumar Kapoor, Advocate for extending their valuable advice & professional services.
40. I would particularly like to place on record the gratitude of the Management to the local Military and Civil Authorities for their positive response and rendering all required support thus facilitating the smooth functioning of the Club.
41. The Management is so grateful to Lt Gen S S Mahal, AVSM,VSM, GOC U B Area, Maj Gen C S Dewgun, GOC, 6 Mtn Div, Maj Gen Rajiv Chhibber,SM, Air Cmde A K Wahi, VM, AOC, Shri R Ramesh Kumar, IAS, Commissioner, Bareilly Division Shri Avinash Chandra, IPS, ADG Police Bareilly Zone Shri Manvendra Singh , District Magistrate, Bareilly, Dr Umesh Gautam (Mayor) for their valuable advice, support and guidance.
42. Chairman mentioned that, on behalf of the Members of the Board of Directors he would like to place on record appreciations for the dedication and hard work put in by the Hony Secretary, Col Anil Khajuria and the entire Club Staff. Col Anil Khajuria in spite of severe restrictions due to COVID-19 regularly came to club and ensured the club staff was kept motivated. He had ensured that even during the closure period the club staff received the regular salary. The Hony Secretary with his dedication and perseverance during his tenure had ensured and maintained high standards of club.
43. Lastly, the Chairman thanked all – Ladies and Gentlemen for sparing their valuable time to participate in the proceedings of Annual General Meeting-2021.

"JAI HIND"

The Chairman Address and Annual Report for the year ending 31 March 2021 was unanimously approved by show of hands as proposed by Shri G S Chawla and seconded by Shri Harpreet Bindra.

O.R No.2: TO APPOINT DIRECTORS OF THE CLUB FOR THE YEAR 2021- 22. IN THIS CONNECTION TO CONSIDER AND, IF DEEMED FIT, TO PASS, WITH OR WITHOUT MODIFICATION,THE FOLLOWING RESOLUTION AS ORDINARY RESOLUTION:-

TO ELECT MEMBERS OF BOARD OF DIRECTORS FOR THE YEAR 2021-22

Since there were only 15 Nominations for the Board of Directors comprising 15 members, the following candidates were elected unopposed as member of Board of Directors of Bareilly Club Ltd for the year 2021-22 and following resolutions was passed as ordinary resolutions by Ballot :

i. Appointment of NON-EXECUTIVE Director :

'RESOLVED THAT pursuant to section 152, section 162 of the Companies Act 2013 & other applicable provisions of the Companies Act 2013, Articles of Association of Club read with the Companies (Appointment and Qualification of Directors) Rules 2014, **BRIG. ADARSH K. BUTAIL having MCA DIN 06407881** in respect of whom the CLUB has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director and who is not restricted/disqualified/removed for being appointed as director of the CLUB as per provisions of Companies Act 2013 & rules made there under including section 164 & 165 of the Companies Act, 2013 be and are hereby appointed as non-executive Director of the CLUB w.e.f 29TH Day of DECEMBER 2021.'

ii. Appointment of NON-EXECUTIVE Director :

'RESOLVED THAT pursuant to section 152, section 162 of the Companies Act 2013 & other applicable provisions of the Companies Act 2013, Articles of Association of Club read with the Companies (Appointment and Qualification of Directors) Rules 2014, **COL KEHAR SINGH having MCA DIN 09007170** in respect of whom the CLUB has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director and who is not restricted/disqualified/removed for being appointed as director of the CLUB as per provisions of Companies Act 2013 & rules made there under including section 164 & 165 of the Companies Act, 2013 be and are hereby appointed as non-executive Director of the CLUB w.e.f 29TH Day of DECEMBER 2021.'

iii. Appointment of NON-EXECUTIVE Director :

'RESOLVED THAT pursuant to section 152, section 162 of the Companies Act 2013 & other applicable provisions of the Companies Act 2013, Articles of Association of Club read with the Companies (Appointment and Qualification of Directors) Rules 2014,

COL ARVIND CHAUDHARY having MCA DIN 09424747 in respect of whom the CLUB has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director and who is not restricted/disqualified/removed for being appointed as director of the CLUB as per provisions of Companies Act 2013 & rules made there under including section 164 & 165 of the Companies Act, 2013 be and are hereby appointed as non-executive Director of the CLUB w.e.f 29TH Day of DECEMBER 2021.'

iv. Appointment of NON-EXECUTIVE Director :

'RESOLVED THAT pursuant to section 152, section 162 of the Companies Act 2013 & other applicable provisions of the Companies Act 2013, Articles of Association of Club read with the Companies (Appointment and Qualification of Directors) Rules 2014, **COL HEMANT PARMAR having MCA DIN 09420767** in respect of whom the CLUB has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director and who is not restricted/disqualified/removed for being appointed as director of the CLUB as per provisions of Companies Act 2013 & rules made there under including section 164 & 165 of the Companies Act, 2013 be and are hereby appointed as non-executive Director of the CLUB w.e.f 29TH Day of DECEMBER 2021.'

v. Appointment of NON-EXECUTIVE Director :

'RESOLVED THAT pursuant to section 152, section 162 of the Companies Act 2013 & other applicable provisions of the Companies Act 2013, Articles of Association of Club read with the Companies (Appointment and Qualification of Directors) Rules 2014, **COL AJIT SINGH Having MCA DIN 09435824** in respect of whom the CLUB has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director and who is not restricted/disqualified/removed for being appointed as director of the CLUB as per provisions of Companies Act 2013 & rules made there under including section 164 & 165 of the Companies Act, 2013 be and are hereby appointed as non-executive Director of the CLUB w.e.f 29TH Day of DECEMBER 2021.'

vi. Appointment of NON-EXECUTIVE Director :

'RESOLVED THAT pursuant to section 152, section 162 of the Companies Act 2013 & other applicable provisions of the Companies Act 2013, Articles of Association of Club read with the Companies (Appointment and Qualification of Directors) Rules 2014, **COL PAWAN SINGH having MCA DIN 09436138** in respect of whom the CLUB has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director and who is not restricted/disqualified/removed for being appointed as non-executive director of the CLUB

as per provisions of Companies Act 2013 & rules made there under including section 164 & 165 of the Companies Act, 2013 be and are hereby appointed as non-executive Director of the CLUB w.e.f 29TH Day of DECEMBER 2021.'

vii. Appointment of NON-EXECUTIVE Director :

'RESOLVED THAT pursuant to section 152, section 162 of the Companies Act 2013 & other applicable provisions of the Companies Act 2013, Articles of Association of Club read with the Companies (Appointment and Qualification of Directors) Rules 2014, **COL ASHISH MISRA having MCA DIN 08981413** in respect of whom the CLUB has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director and who is not restricted/disqualified/removed for being appointed as director of the CLUB as per provisions of Companies Act 2013 & rules made there under including section 164 & 165 of the Companies Act, 2013 be and are hereby appointed as non-executive Director of the CLUB w.e.f 29TH Day of DECEMBER 2021.'

viii. Appointment of NON-EXECUTIVE Director :

'RESOLVED THAT pursuant to section 152, section 162 of the Companies Act 2013 & other applicable provisions of the Companies Act 2013, Articles of Association of Club read with the Companies (Appointment and Qualification of Directors) Rules 2014, **COL BHUPINDER SINGH JHASS having MCA DIN 08999020** in respect of whom the CLUB has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director and who is not restricted/disqualified/removed for being appointed as director of the CLUB as per provisions of Companies Act 2013 & rules made there under including section 164 & 165 of the Companies Act, 2013 be and are hereby appointed as non-executive Director of the CLUB w.e.f 29TH Day of DECEMBER 2021.'

ix. Appointment of NON-EXECUTIVE Director :

'RESOLVED THAT pursuant to section 152, section 162 of the Companies Act 2013 & other applicable provisions of the Companies Act 2013, Articles of Association of Club read with the Companies (Appointment and Qualification of Directors) Rules 2014, **Wg Cdr DHARMENDRA SHANKHWAR having MCA DIN 08994128** in respect of whom the CLUB has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director and who is not restricted/disqualified/removed for being appointed as director of the CLUB as per provisions of Companies Act 2013 & rules made there under including section 164 & 165 of the Companies Act, 2013 be and are hereby appointed as non-executive Director of the CLUB w.e.f 29TH Day of DECEMBER 2021.'

x. Appointment of NON-EXECUTIVE Director :

RESOLVED THAT pursuant to section 152, section 162 of the Companies Act 2013 & other applicable provisions of the Companies Act 2013, Articles of Association of Club read with the Companies (Appointment and Qualification of Directors) Rules 2014, **SHRI GURBACHAN SINGH CHAWLA having MCA DIN 07275457** in respect of whom the CLUB has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director and who is not restricted/disqualified/removed for being appointed as director of the CLUB as per provisions of Companies Act 2013 & rules made there under including section 164 & 165 of the Companies Act, 2013 be and are hereby appointed as non-executive Director of the CLUB w.e.f 29TH Day of DECEMBER 2021.

xi. Appointment of NON-EXECUTIVE Director :

'RESOLVED THAT pursuant to section 152, section 162 of the Companies Act 2013 & other applicable provisions of the Companies Act 2013, Articles of Association of Club read with the Companies (Appointment and Qualification of Directors) Rules 2014, **Mr. AJAI KUMAR AGARWAL having MCA DIN 00599653** in respect of whom the CLUB has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director and who is not restricted/disqualified/removed for being appointed as director of the CLUB as per provisions of Companies Act 2013 & rules made there under including section 164 & 165 of the Companies Act, 2013 be and are hereby appointed as non-executive Director of the CLUB w.e.f 29TH Day of DECEMBER 2021.'

xii. Appointment of NON-EXECUTIVE Director :

'RESOLVED THAT pursuant to section 152, section 162 of the Companies Act 2013 & other applicable provisions of the Companies Act 2013, Articles of Association of Club read with the Companies (Appointment and Qualification of Directors) Rules 2014, **Mr. SHUBHAM GUPTA having MCA DIN 03051594** in respect of whom the CLUB has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director and who is not restricted/disqualified/removed for being appointed as director of the CLUB as per provisions of Companies Act 2013 & rules made there under including section 164 & 165 of the Companies Act, 2013 be and are hereby appointed as non-executive Director of the CLUB w.e.f 29TH Day of DECEMBER 2021.'

xiii. Appointment of NON-EXECUTIVE Director :

'RESOLVED THAT pursuant to section 152, section 162 of the Companies Act 2013 & other applicable provisions of the Companies Act 2013, Articles of Association of Club read

with the Companies (Appointment and Qualification of Directors) Rules 2014, **Mr. VIPIN KUMAR AGARWAL having MCA DIN 09433069** in respect of whom the CLUB has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director and who is not restricted/disqualified/removed for being appointed as director of the CLUB as per provisions of Companies Act 2013 & rules made there under including section 164 & 165 of the Companies Act, 2013 be and are hereby appointed as non-executive Director of the CLUB w.e.f 29TH Day of DECEMBER 2021.'

xiv. Appointment of NON-EXECUTIVE Director :

'RESOLVED THAT pursuant to section 152, section 162 of the Companies Act 2013 & other applicable provisions of the Companies Act 2013, Articles of Association of Club read with the Companies (Appointment and Qualification of Directors) Rules 2014, **Mr. ANANTBIR SINGH having MCA DIN 09477580** in respect of whom the CLUB has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director and who is not restricted/disqualified/removed for being appointed as director of the CLUB as per provisions of Companies Act 2013 & rules made there under including section 164 & 165 of the Companies Act, 2013 be and are hereby appointed as non-executive Director of the CLUB w.e.f 29TH Day of DECEMBER 2021.'

xv. Appointment of NON-EXECUTIVE Director :

'RESOLVED THAT pursuant to section 152, section 162 of the Companies Act 2013 & other applicable provisions of the Companies Act 2013, Articles of Association of Club read with the Companies (Appointment and Qualification of Directors) Rules 2014, **Mr. SANJAY AGARWAL having MCA DIN 02516629** in respect of whom the CLUB has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director and who is not restricted/disqualified/removed for being appointed as director of the CLUB as per provisions of Companies Act 2013 & rules made there under including section 164 & 165 of the Companies Act, 2013 be and are hereby appointed as non-executive Director of the CLUB w.e.f 29TH Day of DECEMBER 2021.'

Summarised list of the Directors elected are as under:

S.No	Name
1	Brig Adarsh K Butail
2	Col Kehar Singh
3	Col Arvind Chaudhary
4	Col Hemant Parmar
5	Col Ajit Singh
6	Col Pawan Singh
7	Col Ashish Misra
8	Col Bhupinder Singh Jhass
9	Wg Cdr Dharmendra Shankhwar
10	Shri Gurbachan Singh Chawla Alias Raja Chawla
11	Shri Ajay Kumar Agarwal
12	Shri Shubham Gupta
13	Shri Vipin Kumar Agarwal
14	Shri Anantbir Singh
15.	Shri Sanjay Agarwal :

ORDINARY RESOLUTION NO 3 : TO CONSIDER & ADOPT THE AUDITOR'S REPORT AND AUDITED FINANCIAL STATEMENTS (i.e. CASH FLOW STATEMENT, BALANCE SHEET, INCOME & EXPENDITURE AND SCHEDULES) FOR THE YEAR ENDED 31ST MARCH 2021.

The Auditor's Report and the Audited Financial Statements (i.e. Cash Flow Statement, Balance Sheet, Income & Expenditure and Schedules) for the year ended 31st March 2021 was presented.

Debate:

Shri Rajeev Gupta one of the member had raised the issue with regard to the various observations raised in the independent statutory Auditors report

The issues were as follows:

(a) In the Annexure of Independent Statutory Auditors report under the first point it is mentioned that the club does not have an appropriate internal control system. We should take appropriate steps to develop an adequate internal control system to monitor the credit limits of the members.

The Chairman apprised the house that, a new software is being incorporated to ensure that data base of each member is maintained & various filters are placed to implement the stipulated credit limits.

(b) Under fifth point in the auditors observation it is mentioned that there is variances in the GST returns filled for the year 2020-21. Reconciliation of the same should be done and the effects should be incorporated in the books of accounts or rectified on the GST portal.

The Chairman apprised the house that, the reconciliation of the GST has been done and the books of accounts have been amended accordingly.

(c) Under the sixth point in the auditor's report there is mention of the applicability of GST notification No. 66/2017 dated 15.11.2017 where the chartered accountant has advised that GST is applicable to all advances received for services/rents and hence same should be deposited accordingly. Shri Rajeev Gupta has mentioned that in his opinion the issue should be once again deliberated and the correct interpretation of the G S T notification No.66/2017 dated 15.11.2017 should be implemented. As per Shri Rajeev Gupta's opinion GST is applicable only in case of supply of goods and not for services like rent and membership fees. The issue was referred to the Chartered Accountant Shri Reetesh Agarwal and it is intimated that as per the notification no. 66/2017 dated 15 Nov 2017, the GST is applicable to all the advances received against the services or rentals.

Proposed by Shri Gurbachan Singh Chawla

Seconded by Shri Rajeev Gupta

Decision The ordinary resolution No.3 was unanimously passed by member.

AGENDA POINTS NO 3 : SPECIAL BUSINESS

To consider and if deemed fit, to pass with or without modification (s) the Special Resolutions proposed by the Board of Directors in respect of Amendments to Articles of Association.

AGENDA POINT NO.3: SPECIAL BUSINESS

SPECIAL RESOLUTION NO. 1:

TO DIS-CONTINUE CREDIT FACILITY

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

'RESOLVED THAT pursuant to provisions of section 14 of the Companies Act, 2013, the consent of the members of the club be and is hereby granted to amend **Annexure XII** of Articles of Association by adding new clause S.no. 10 as follows :

NEW CLAUSE S.NO. 1 :

W.E.F 01-04-2022 Members are required to make payments for services being used including catering and bar facilities through their Smart Cards only

However payment for venue reservations and annual membership subscriptions can be made by any other payment modes also.

Explanatory Statement under section 102(1) of the Companies Act , 2013, (annexed to notice), Passed in the Annual general meeting of the members of BAREILLY CLUB LIMITED held on 29TH Day Of December 2021.

SPECIAL RESOLUTION NO 1: TO DIS-CONTINUE CREDIT FACILITY

Board of Directors are of view that to ensure, that only the members of the club are enjoying the services provided by club at subsidized rates it is necessary to promote payment by Smart Cards only .

The Credit facility for all facilities including Bar, Catering and sports etc shall be completely stopped w.e.f. 01-04-2022 and all payments for food and beverages will be cleared on the spot. However, annual membership subscriptions and venue reservations can be made by other payment modes also.

Moreover dis-continuance of credit facility will have following advantages :

- (a) Improve financial health of the club .
- (b) Immediate settlement of Bills
- (c) Reduce chances of wrong Billing
- (d) Reduce misutilization of credit vouchers by any other person.

The Board of Directors of the Club recommends the Special Resolution as set out in the accompanied Notice for approval of the Members.

The Directors of the Club , Hony. Secretary or their Relatives are not concerned or interested in the proposed Resolution.

Debate:

Mr. Rajeev Gupta invited attention of house on incorrect billing and requested to install proper billing software for every category of members . He suggested to have software which can facilitate the club staff to verify signatures of members .

Chairman informed members that process of digitization of members records has already been started and it would be incorporated in the newly proposed billing software.

However, with the smart card facilities being implemented with effect from 01 Apr 2022, the requirement of matching of signatures will be almost alienated as no credit vouchers are being accepted.

PROPOSED BY : Mr. RAJEEV GUPTA

SECONDED BY : Mr. MANEESH SEHGAL

Decision: Special Resolution No.1 was unanimously **passed**.

SPECIAL RESOLUTION NO. 2:

TO CONSIDER UPGRADATION OF INFRASTRUCTURE FACILITIES

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Special Resolution:

'RESOLVED THAT Pursuant to provisions of section 14 of the Companies Act, 2013 and clause no. 9 of Annexure VIII of Articles of Association of the club and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members of the club be and is hereby granted for **construction of covered Gymnasium hall with necessary equipments** and other allied facilities having estimated cost of **Rs. 75 Lacs+ GST @18%**.

RESOLVED LASTLY THAT for the purpose of giving effect to the aforesaid Resolution, the Board/ Building Sub Committee of the Board be and is hereby authorized to do all such acts, deeds, matters and things whatsoever including settling any question, doubt or difficulties that may arise with regard to or in relation to the **construction of covered Gymnasium hall with necessary equipments** and other allied facilities and to accept and execute on behalf of the Club, any contract/agreement ,conditions, modifications, alterations, changes, variations in this regard and which the Board / Building Sub Committee of the Board in its discretion thinks fit and proper.

Explanatory Statement under section 102(1) of the Companies Act , 2013, (annexed to notice), Passed in the Annual general meeting of the members of BAREILLY CLUB LIMITED held on 29th Day Of December 2021.

SPECIAL RESOLUTION NO 2:

TO CONSIDER UPGRADATION OF INFRASTRUCTURE FACILITIES

Club members in the AGM held on 01-11-2014 had resolved to build a sports complex comprising of swimming pool, two tennis courts, a basket ball court in the open air and covered building, two squash courts, two badminton courts, two table tennis, a gymnasium, a modernized shooting range and a refreshment room with allied facilities with estimated cost of Rupees Three Crores.

The complete projects of Sports Complex construction was not implemented due to non-approval by Bareilly Development Authority and is still pending.

The consent of the members of the club was granted for construction of 'PLUNGE BATH' along with water treatment system in the Extra Ordinary General Meeting of the Members held on 09-06-2018.

The Board of directors of the club in their meeting decided to enhance member's facility and therefore willing to **construct covered Gymnasium hall with necessary equipments** and other allied facilities having estimated cost of **Rs. 75 lacs+ GST @18%**.

Since the estimated amount of Rs. 75 Lacs+ GST @18% is more than the financial powers of Board of Directors i.e 24 Lacs, the same is required be passed by members in General meeting.

The Board of Directors of the Club recommends the Special Resolution(s) as set out in the accompanied Notice for approval of the Members.

The Directors of the Club, Hony. Secretary or their Relatives are not concerned or interested in the proposed Resolution.

Debate:

Hony. Secretary Col Anil Khajuria displayed the proposed infrastructure project on the LED screen and explained the interior/exterior plans for member satisfaction.

Mr. Rajeev Gupta after appreciating the efforts of Chairman, Honorary Secretary and board of directors for overall development of the infrastructure of the club suggested that the construction of the covered Gym should be done by floating a proper tender through advertisement in the local news papers. The point has been noted and would be complied for all major projects.

Further, Mr Rajeev Gupta also suggested to build children section in the existing club office and new Club office should be constructed at some suitable place . He also suggested to engage Architect for drafting Tender form and ensure all specification are covered in detail.

The Chairman apprised the house that the valuable suggestion given by Shri Rajeev Gupta are essential to maintain transparency and according equal opportunity to desirous competitors. The suggestions are noted and would be ensured for all future projects.

PROPOSED BY. Mr. MANEESH SEHGAL

SECONDED BY. Mr. VIJAY KAPOOR

Decision: Special Resolution No.2 was unanimously **passed.**

SPECIAL RESOLUTION NO. 3 :

TO CONSIDER AMENDMENT IN LIFE MEMBERSHIP

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Special Resolution:

'RESOLVED THAT Pursuant to provisions of section 14 of the Companies Act, 2013 ,the consent of the members of the club be and is hereby granted to amend S.NO. 4 of **Annexure II** of Articles of Association by as follows :

FOR

S.no.3. Life Membership

To pay half the amount of total monthly Subscription as applicable for respective categories for total number of years i.e. upper age limit less age at the time applied for Life Membership. Rest no change. He shall, however, be subject to provisions of Articles of Association Rules and Bye- laws of the Club including **ANNEXURE IV** (termination of membership) and **ANNEXURE XI** (discipline and control). In the event of termination of membership for any reason, he will not be entitled to any refund of the amount paid by him for Life Membership.

READ

S.no.3. Life Membership

Any member of the club having standing of atleast 15 years may apply for Life membership by paying annual subscription charges of next 15 years in advance applicable at the time of submitting application.

Life membership is not transferable/refundable but Life member has right to vote and also retain right to introduce two dependent members at prescribed rates .

Life member shall be subject to provisions of Articles of Association, Rules and Bye- laws of the Club including ANNEXURE IV (termination of membership) and ANNEXURE XI (discipline and control). In the event of termination of membership for any reason, he/she will not be entitled to any refund of the amount paid for Life Membership.

Explanatory Statement under section 102(1) of the Companies Act , 2013, (annexed to notice), Passed in the Annual general meeting of the members of BAREILLY CLUB LIMITED held on 29th Day Of December 2021.

SPECIAL RESOLUTION NO 3:

TO CONSIDER AMENDMENT IN LIFE MEMBERSHIP

Board of Directors are willing to promote life membership as it will reduce burden of inflation on members.

Membership subscription is automatically increased by 10% every year, but, members opting for life membership will enjoy the club membership lifetime at present subscription rates by paying only 15 years of subscription in advance .

Life membership is a win win proposal for members who can afford it and would also flourish club corpus.

The Board of Directors of the Club recommends the Special Resolution(s) as set out in the accompanied Notice for approval of the Members.

The Directors of the Club , Hony. Secretary or their Relatives are not concerned or interested in the proposed Resolution.

Debate

Shri Rajeev Gupta suggested that conditions of having a standing members of 15 years for becoming eligible to apply for the life membership is accepted, however, the annual subscription of 10 years should be charged instead of 15 years.

Further, as the Defence members while in active service are exempted of the subscription Defence members desirous of becoming life member the conditions would be to have standing membership of 15 years and one time lump sum amount at the rates of regular defence members for 10 years.

All other categories would also have to pay the Lump Sum amount at the rates applicable for the regular member in their respective categories .

The Chairman asked the house to decide the period of advance payment through the show of hands. Most of the members agreed for advance payment subscription for 10 years only. The motion for depositing advance subscription for a period of 10 years was accordingly accepted and to be incorporated in the next financial year.

PROPOSED BY: Col M S BAINS

SECONDED BY : COL MEHRA

Decision: The special resolution No.3 was **passed with amendment** as follows:

S.no.3. Life Membership

Any in station regular member of the club holding permanent membership for minimum 15 years may apply for Life membership by paying annual subscription charges of next 10 years as applicable to his category of membership in advance at the time of submitting aforesaid application.

Life membership is not transferable/refundable but Life member has right to vote and also retain right to introduce two dependent members at prescribed rates .

Life member shall be subject to provisions of Articles of Association, Rules and Bye- laws of the Club including ANNEXURE IV (termination of membership) and ANNEXURE XI (discipline and control). In the event of termination of membership for any reason, he/she will not be entitled to any refund of the amount paid for Life Membership.

POINTS BY THE CHAIRMAN.

The Chairman informed the house that one of the agendas passed during the last AGM held on 26 Dec 2020 with regard CONSIDERING CLUBBING OF VARIOUS TYPES OF MEMBERSHIP is under consideration and once finalized would be promulgated.

TO CONSIDER RESOLUTIONS MOVED BY THE MEMBERS WITH PRIOR NOTICE OF 14 DAYS. NIL.

Suggestion from members NIL.

ADDRESS BY CHIEF OF STAFF MAJ GEN RAJIV CHHIBBER, SM

The Patron conveyed his compliments to outgoing team for their wonderful work. He expressed his satisfaction with the activities of the club and appreciated the active participation of civil & defense members. He told that Bareilly club is not only a historical club but also a vibrant club of the country. The infrastructure facilities provided by the club are far better in comparison to other clubs in the region.

He appreciated the contribution by each of the esteemed member and efforts by the Board of Directors in maintaining the high standards of the club.

He assured club members for his full support and co-operation as and when required. He also appreciated and congratulated Chairman & Hony. Secretary for successfully conducting AGM and other activities of the club.

VOTE OF THANKS TO THE CHAIRMAN. Vote of thanks to the Chairman of the AGM was unanimously passed as proposed by Shri Rajeev Gupta and seconded by Shri Gurbachan Singh Chawla.

At the end, the Chairman declared the AGM-2021 closed at 1.30 PM on 29-12-2021.

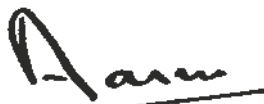


(Anil Khajuria)

Col

Hony Secretary

COUNTERSIGNED



(Adarsh K Butail)

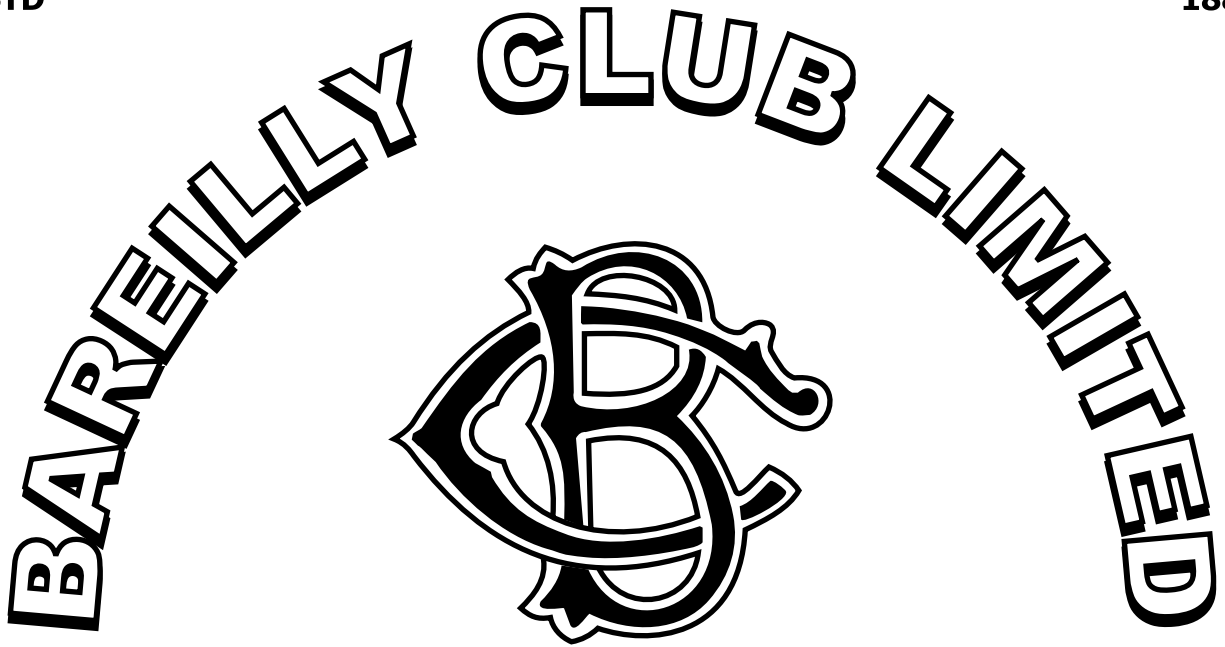
Brig.

Chairman

Bareilly Club Limited

ESTD

1889



**No. 1, CIVIL LINES
POST BOX - 9
BAREILLY**



**MINUTES OF ANNUAL GENERAL MEETING (AGM) - 2021
HELD ON 29 December 2021 at 11 AM onwards in the Club**

**(These minutes of Annual General Meeting (AGM)-2021
consists of 24 pages)**

BOARD OF DIRECTORS

(2021-21)

1.	Brig Adarsh K Butail	Chairman
2.	Col Kehar Singh	Director
3.	Col Hemant Parmar	Director
4.	Col Arvind Chaudhary	Director
5.	Col Prithvi Raj Singh Rawat,VSM	Director
6.	Col Pradeep Singh Karki	Director
7.	Col Bhupinder Singh Jhass	Director
8.	Col Ashish Misra	Director
9.	Wg Cdr D Shankhwar	Director
10.	Shri Gurbachan Singh Chawla	Director
11.	Shri Vijay Kapoor	Director
12.	Shri Rajeev Gupta	Director
13.	Shri Maneesh Sehgal	Director
14.	Shri Ajay Kumar Agarwal	Director
15.	Shri Shubham Gupta	Director

Hony Secretary

Col Anil Khajuria