



MINUTES OF ANNUAL GENERAL MEETING (AGM) - 2020
HELD ON 26 December 2020 at 11 AM onwards in the
Club

(These minutes of Annual General Meeting (AGM)-2020
consists of 29 pages)

BOARD OF DIRECTORS

(2019-20)

- | | | |
|-----|---------------------------------|----------|
| 1. | Brig Adarsh K Butail | Chairman |
| 2. | Col Kehar Singh | Director |
| 3. | Col Ratnesh | Director |
| 4. | Col D S Patwal,SM | Director |
| 5. | Col Prithvi Raj Singh Rawat,VSM | Director |
| 6. | Col Raj Ratan Chahar | Director |
| 7. | Col Bhupinder Singh Jhass | Director |
| 8. | Col Ashish Misra | Director |
| 9. | Wg Cdr B D Chuadhary | Director |
| 10. | Shri Gurbachan Singh Chawla | Director |
| 11. | Shri T P S Sethi | Director |
| 12. | Shri Vijay Kapoor | Director |
| 13. | Shri Rajeev Gupta | Director |
| 14. | Shri Maneesh Sehgal | Director |
| 15. | Shri Rakesh Coomar | Director |

Hony Secretary

Col Anil Khajuria

- Hony Secretary

BAREILLY CLUB LIMITED, BAREILLY

**MINUTES OF ANNUAL GENERAL MEETING – 2020 HELD ON
26 DECEMBER 2020 AT 11 AM ONWARDS
(Total no of Agenda's discussed)**

(a) Ordinary Business - 03

(b) Special Business - 07

1. The Bareilly Club Ltd AGM-2020 held on **26 December 2020 from 11 AM** onwards & was attended by **194 members** in person who signed their attendance.
2. A total of **944 members** appointed their proxies through members who attended the AGM 2020 as per Proxies record. ONLY ONE VOTE WAS 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-2020. Shri Rajeev Gupta proposed the name of Brig Adarsh K Butail and the same was seconded by Shri G S Chawla. There being no other names proposed, Brig Adarsh K Butail was elected as **Chairman** unanimously to preside over the AGM 2020.

The Secretary requested **Brig Adarsh K Butail** to take the **Chair** and started the proceedings of the Annual General Meeting-2020.

Brig Adarsh K Butail thanked the members attending the meeting for having elected him as Chairman and presided over the AGM-2020.

:2:

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 Rajeev Arora
- Maj Surjit Singh
- Shri Ashok Kumar Asthana
- Shri S P S Grewal
- Dr S P Goyal
- Lt Col Yogendra Singh
- Col Ranjit Sinha
- Shri Balbir Singh
- Lt Col Satish Kumar Malhotra
- Mrs Pritam Kaur Chawla
- Shri Harish Chandra Mehrotra
- Mrs Vanita Jhamb
- Mohd Mubeen Khan
- Col Dharam Chand
- Shri Vipin Swroop
- Dr S K Mukerjee
- Dr S N Mitra
- Shri H C Anand
- Dr S K Pant
- Shri Satish Kumar Chawla

NOTICE CALLING FOR AGM-2020

6. The Secretary read out the Notice calling the Annual General Meeting- 2020 being held on 26 DECEMBER 2020 from 11 AM onwards.

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 2020.

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) - 2020.

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

.....3/-

COVID-19 :

2. As you all are aware that a Virus has locked us down in a new world & this pandemic has changed us, for, we have developed new habits, which are worth keeping. The club staff is following safety precautions at all levels and cleanliness & sanitization of club premises is being ensured on regular basis . The club is functioning since Sep this year as per Govt. orders. Also we have been able to give full salary to the complete staff of club during the extreme pandemic period of five months when the club was closed. Staff was attending the office, maintaining various assets of club & also the cleanliness was kept up to the desired standard. Also we could not organize any function during the year since Mar 2020.

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 Institution, 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 desired Satisfaction Level.

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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. 5,87,00,000.00 (Maturity amount value Rs. 6,72,65,842.00)
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. **Service Tax on Entrance Donation.** Since Entrance Donation/fee is refundable to members on attaining the age of 75 years or to their NOKs on their demise, no service tax is required to be paid and the case has now been dropped by Service Tax authorities.
8. **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. Sales tax/VAT cases of the years 2011-12, 2012-13, 2013-14, 2014-15, 2015-16 & 2016-17 have been cleared as NIL demand. Following cases are still pending:

	<u>Earlier Demand</u>	<u>Due to be paid</u>
(i) 2005-06	10,94,599.00	3,12,599.00
(ii) 2006-07	7,55,105.00	3,67,085.00
(iii) 2007-08	8,97,164.00	3,41,914.00
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	27,46,868.00	10,21,598.00
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These old recovery notices are still being processed & hopefully may get settled.

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DEVELOPMENT EFFORTS

9. **Physical Security** With a view to safeguard Security of members and Club Complex as well, the Board of Directors has concentrated 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.
10. **Service of Plunge Bath.** The plunge bath services were utilized by members & their dependents last year 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.
11. **Projects undertaken during the year.**
 - (a) Squash Court
 - (i) Glass Wall
 - (ii) Extension of Court for seating
 - (iii) Polishing of wooden floor
 - (iv) False Ceiling
 - (v) Well lit with LED lights
 - (vi) Replastering of front wall
 - (b) Construction of Gazebo. Work is completed and it will be a good place for members to organize parties.
12. **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.
13. **Change of Membership Status from Permanent to Honorary Membership.** This year a total of 06 Permanent members have so far opted for Honorary Membership on attaining the age of 75 years.
14. **Permanent Membership.** A total of 46 new members were elected in respective categories.

:6:

15. **Spouse Membership.** Due to natural deaths of members during the year, only one spouse applied for membership and was granted spouse membership.
16. **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) Deepawali function (with Lucky draw, Bumper Tambola & Fire Works) – Nov 2019.
 - (b) Christmas day eve- Dec 2019 (children games & sweet distribution).
 - (c) New Year Eve- Dec 2019-20.
 - (d) Republic Day eve- Jan 2020.
 - (e) Flower show competition- Mar 2020.
18. **Guest during club functions.** We had tried to restrict the entry of guests during club functions & the same was well appreciated by the members.
19. **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.
20. **V I P Visits** The Club has the unique privilege of visits of distinguished dignitaries i.e. Lt Gen N S Raja Subramani, AVSM,SM,VSM Patron-in-Chief and G O C Uttar Bharat Area, Maj Gen Kabindra Singh, SM, (Retd) (Patron) , Maj Gen Pushpendra Singh, SM, GOC 6 Mtn Div, Air Cmde Joseph Suares, VM, (G) AOC, (Patron) Shri Ranveer Prasad, IAS, Commissioner, Bareilly Division (Patron), Shri Avinash Chandra, IPS, ADG Police Bareilly Zone (Patron) & Dr Umesh Gautam (Mayor). With their valuable advice to the Club functionaries, the facilities of the club & its functioning have since improved.

.....7/-

21. **Security.** The Management has always kept Security of the Club Members and their families uppermost especially during the major functions for which we are grateful to local Army and Civil Police authorities. 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.
22. **Suggestions from Members.** Members are requested to give suggestions for improvement in club functioning in writing or through electronic means to the Secretary on the club email id : bareillyclub.india.up@gmail.com .
23. **Visits to affiliated clubs.** We have a total of 125 affiliated clubs and 08 foreign country clubs. Members visiting affiliated clubs are requested give their feed -back on their return for our information & action please.
24. **Billing System.** We are planning to revert to Monthly Club Billing Cycle. Daily Services are through Credit vouchers. Payment is being received through Cash, Cheques, POS machines and direct Credit to Club Accounts through Net Banking.
25. For exchange of information besides letters & SMS, the Club Website and e.mail (bareillyclub.india.up@gmail.com) have been made fully functional & updated.
26. **Number of meetings of the Board of Directors:**
The Board of Directors duly met (16) times on 02 April 2019,08 May 2019 28 June 2019, 02 August 2019, 25 September 2019, 23 Oct 2019, 09 November 2019, 17 December2019, 30 Jan 2020, 06 Mar 2020, 14 May 2020 , 03 July 2020, 13 Aug 2020, 07 Sep 2020, 03 Oct 2020 & 05 Nov 2020 Proper notices were given for all the meetings and the proceedings were properly recorded and signed in the minutes Book maintained for the purpose.

27. 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.

28 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.

29. 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

30. Reporting of Fraud

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

31. 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.

32. 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.

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 its 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. Chairman expressed his 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. Chairman expressed thanks to all the Sponsors for their contributions, which made it possible to conduct different functions and other activities in a befitting manner.
36. Special 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. Expressed thanks to Shri Gurbachan Singh Chawla (Raja Chawla) and Shri Gurdev Singh Chawla, C A for the valuable guidance & advice to resolve the Income Tax & Service Tax cases.
38. Made mention and thanked 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. Chairman particularly mentioned 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.

:10:

41. The Management is grateful to Lt Gen N S Raja Subramani, AVSM,SM,VSM, GOC U B Area,(Patron-in-Chief), Maj Gen Kabindra Singh, (Retd) (Patron), Maj Gen Pushpendra Singh, GOC, 6 Mtn Div, (Patron),Maj Gen Rajiv Chhibber,SM,(Patron),Air Cmde Joseph Suares , VM, AOC, (Patron) Shri Ranveer Prasad, IAS, Commissioner, Bareilly Division (Patron) Shri Abinash Chandra, IPS, ADG Police Bareilly Zone (Patron) Shri Nitish Kumar, 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 Secretary, Col Sunil Dhingra and the entire Club Staff. Col Sunil Dhingra in spite of total lockdown due to COVID-19 regularly came to club and ensured the club staff was kept motivated. He had ensured that even during the lockdown the club staff received the regular salary. During his tenure Col Sunil Dhingra with his dedication and perseverance had ensured and maintained high standards of club. He had been instrumental in construction of the swimming pool which was a long outstanding demand. The Chairman made special mention of the immense contribution and guidance by his predecessor Brig (Now Maj Gen) I J Singh, SC,SM.
43. Lastly, the chairman thanked all – Ladies and Gentlemen for sparing your valuable time to participate in the proceedings of Annual General Meeting-2020.

"JAI HIND"

The Chairman Address and Annual Report for the year ending 31 March 2020 was unanimously approved by show of hands as proposed by Shri G S Chawla and seconded by Shri B S Gupta.

.....11/-

O.R No. 2 : TO APPOINT DIRECTORS OF THE CLUB FOR THE YEAR 2020-21. IN THIS CONNECTION TO CONSIDER AND, IF DEEMED FIT, TO PASS, WITH OR WITHOUT MODIFICATION,THE FOLLOWING RESOLUTION AS ORDINARY RESOLUTION:-

The secretary informed the house that total 16 number of nominations 07 from civil members and 09 from Defence officers have been received. The voting can be casted by three modes.

- (a) Proxy voting
 - (b) Voting through e-voting
 - (c) Physical Ballot voting
- (i) The last date for receipt of Proxy votes was 24 Dec 11 AM. All proxy votes received have been submitted to the independent screening committee and after scrutiny the details have been forwarded to election committee for compilation.
- (ii) The e-voting window was available for 3 days i e 23, 24, 25 Dec 2020. The scrutinizor Mr C S Sagar Agarwal has been nominated to check the e-voting details. The same have been received & handed over to election committee for compilation.
- (iii) The members present during AGM have the option to cast the physical vote through Ballot.

The nominations received for the Post of Directors are as follows:-

1. Brig Adarsh K Butail
2. Col Kehar Singh
3. Col Ratnesh
4. Col D S Patwal,SM
5. Col Prithvi Raj Singh Rawat,VSM
6. Col Pradeep Singh Karki
7. Col Ashish Misra
8. Col Bhupinder Singh Jhass
9. Wg Cdr D Shankhwar
10. Shri Gurbachan Singh Chawla (Alias Raja Chawla)
11. Shri Vijay Kapoor
12. Shri Rajeev Gupta
13. Shri Maneesh Sehgal
14. Shri Ajay Kumar Agarwal
15. Shri Shubham Gupta
16. Shri Sudhir Kumar Gupta

:12:

One of the members Shri Sudhir Kumar Gupta requested the Chairman to permit him to submit, few points. The Chairman accorded permission. Shri Sudhir Kumar Gupta mentioned that the security deposit of all the candidates has not been received and credited in the account of Bareilly club ltd.

The Chairman informed Shri Sudhir Kumar Gupta that they have also received this point through his letter dated 25 Dec 2020 and confirmed that there are total of sixteen nominations received out of which seven are from civil members and nine are the Defence members . The security deposit amount cheques by all the candidates have been received by Bareilly club Ltd. Mr. Sudhir Gupta also made a mention that as per Section 160 of the companies act in case of the companies formed under section 8 of the companies act 2013.The submission of security deposit alongwith with nomination is not mandatory.The Chairman replied that deposit of the security amount alongwith nomination form is as per the Sl no. 15 (a) (b) the annexure VIII of the Memorandum & Articles Of Association. Hence, in the current election the provision will be adhered to. However, for subsequent elections the provision of Sec 160 be considered for incorporation and accordingly necessary change be incorporated in Memorandum & Articles of Association

Since, there being no more queries/suggestions. The Secretary requested Chairman to announce the elections to be conducted by Poll US 109 of the Companies Act-2013. The Chairman announced the election of Directors to be conducted through Ballot. The voting window was made available from 12:15 pm to 1:15 pm. The members were requested to cast their votes.

The house was informed that the results will be declared after they are compiled and received from the election committee. In the meantime, after the tea break the house would proceed with other ordinary and special Business.

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 2020.

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 2020 was presented.

Shri Shard Kumar Misra, member, raised the observation that the Profit & Loss statement has not been included in the notice documents and hence the Auditor's Report and audited financial statements are not complete. The Chairman informed the house that the profit and loss statement has inadvertently missed out during printing, but, the same has been uploaded on the Bareilly Club web site on the same day and was available for the members for deliberation and consideration. The Chairman requested the company secretary Shri Ankit Agarwal to render his advice on this issue, Mr Ankit Agarwal mentioned that as per Companies law 2013 section 101 the notice can be served by means of printed copy and electronic medium and both are considered to be valid. Shri Gurdev Singh Chawla , CA also substantiated the provisions that

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the notice issued through electronic medium is considered as valid. A copy of the profit and loss statement was distributed to all the members present for the deliberation. The chairman informed the house that the members can study the document and if deemed fit the same would be considered and passed at the end of the AGM session. The house moved to the next agenda point No. 3 i.e. consideration of resolution under special business.

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 REBATE IN MEMBER'S SUBSCRIPTION

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 clause no. 2(d) of Annexure II of Articles of Association as follows:

FOR :

ANNEXURE II

S.NO. 2(d)

The Annual Bill will be on monthly basis but those making FULL payment of 12 months dues in advance within 3 months in that Financial Year i.e. up to 30TH JUNE will get 10% Rebate and those making FULL payment of 12 months dues in advance within 6 months in that Financial Year i.e. up to 30th September will get 5% Rebate.

The monthly subscription payable in advance by all permanent resident members shall be as under, as revised from time to time :-

- | | | |
|----|---|-----------------------------|
| a. | Members of Defence Service
and Civil Class I Gazetted Officers | : 50% of Civil Members rate |
| b. | Civil members | : Rs 825/=per month. |
| c. | Officers Mess Members | : Rs. 75/- per month |
| d. | Gratuity - For all kinds of members | : Rs. 25/=per month. |
| e. | Garden Fund - For all kinds of members : | :Rs. 20/= month. |
| f. | Library Subscription | : Rs. 5/= per month |

.....14/-

:14:

- g. Servant Box
- (i) Civil Members - Rs. 20/= per month
 - (ii)Defence/Class I Gazetted officers - Rs. 15/= per month
- h. Sports Development Fund
- (i) Civil Members - Rs. 35/= per month
 - (ii)Defence/Class I Gazetted officers - Rs. 20/= per month

(10% hike p.a. to monthly subscription to be levied to neutralize ongoing cost escalation of Establishment expenditure and also due to hike in salary of club staff as approved by Board of Directors).

READ :

ANNEXURE II

S.NO. 2(d)

The Bill for member subscription will be raised on monthly basis and shall be payable with in 15 days from the date of the bill. There will be no rebate on advance payment; however delayed payment will attract interest @2% PER MONTH.

The monthly subscription payable in advance by all permanent resident members shall be as under, as revised from time to time :-

- a. Members of Defence Service and Civil Class I Gazetted Officers : 50% of Civil Members rate
- b. Civil members : Rs 825/=per month.
- c. Officers Mess Members : Rs. 75/- per month
- d. Gratuity - For all kinds of members : Rs. 25/=per month.
- e. Garden Fund - For all kinds of members : :Rs. 20/= month.
- f. Library Subscription : Rs. 5/= per month
- g. Servant Box
 - (i) Civil Members - Rs. 20/= per month
 - (ii)Defence/Class I Gazetted officers - Rs. 15/= per month
- h. Sports Development Fund
 - (i) Civil Members - Rs. 35/= per month
 - (ii) Defence/Class I Gazetted officers - Rs. 20/= per month

(10% hike p.a. to monthly subscription to be levied to neutralize ongoing cost escalation of Establishment expenditure and also due to hike in salary of club staff as approved by Board of Directors).

Explanatory Statement under section 102(1) of the Companies Act , 2013, (annexed to notice), to be Passed in the Annual general meeting of the members of BAREILLY CLUB LIMITED to be held on 26 Day Of December 2020 .

.....15/-

:15:

SPECIAL RESOLUTION NO 1:

On the request of club members, Board of Directors proposed to start monthly billing of subscription instead of Annual billing. Since there will be monthly billing there is no need to offer any Rebate/discount on advance payment.

There are no changes proposed in monthly subscription charges.

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, Secretary or their Relatives are not concerned or interested in the proposed Resolution.

Debate: The members debated with respect to the duration given for clearing the bills before the delayed payment charges are levied.. Also the Defence members raised the point that at times due to exigencies of service they are not available in station and hence may not be able to clear the dues within 15 days. After due deliberation and discussion the house was of the opinion that the **system presently being followed be continued without any changes.**

Decision: The resolution was **dropped.**

SPECIAL RESOLUTION NO. 2:

AMENDMENT IN REFUND PROCEDURE TO HONORARY MEMBERS

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 Articles of Association of the Club by amending existing s.no. 2(g) of Annexure II as follows :

FOR :

S.NO. 2(g) , Annexure II

ON DEMISE OF PERMANENT MEMBERS OF ALL CATEGORIES, THEIR SPOUSE OR WARDS WILL BE PAID REFUNDED AMOUNT .

READ :

S.NO. 2(g) , Annexure II

ON DEMISE OF PERMANENT MEMBER OF ALL CATEGORIES, THEIR SPOUSE OR WARDS WILL BE PAID ENTRANCE DONATION AS MENTIONED IN S.NO. 2(g) ANNEXURE II, ONLY WHEN THE MEMBER HAS ALREADY SUBMITTED THEIR WILLINGNESS LETTER TO BOARD OF DIRECTORS FOR CHANGE OF THEIR STATUS OF MEMBERSHIP TO HONORARY MEMBER AS MENTIONED IN S.NO. 2(f) ANNEXURE II.

Explanatory Statement under section 102(1) of the Companies Act , 2013, (annexed to notice), to be Passed in the Annual general meeting of the members of BAREILLY CLUB LIMITED to be held on 26 Day Of December 2020.

.....16/-

:16:

SPECIAL RESOLUTION NO. 2

Existing S.NO. 2(g), Annexure II was creating confusion for members and management of the club regarding refund of Entrance donation on death of the member.

The intention was to refund Entrance donation to **only those members or their spouse/wards, who have submitted their willingness letter to secretary for change of their status of membership to honorary member** as mentioned in s.no. 2(f) Annexure II.

Entrance donation will **not be refunded to member or their spouse/wards, who have not submitted their willingness** letter to Board of Directors for change of their status of membership to honorary member as mentioned in s.no. 2(f) Annexure II.

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, Secretary or their Relatives are not concerned or interested in the proposed Resolution.

Debate:There was no debate.

PROPOSED BY. C A Sharad Kumar Misra

SECONDED BY. Col C P S Rathore

Decision:Resolution was unanimously **passed.**

SPECIAL RESOLUTION NO. 3 :

REDUCTION IN ABSENTEE MEMBERSHIP SUBSCRIPTION

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 Articles of Association of the Club by amending existing S.no. 3(a) (i) &S.no. 3(a) (ii) of Annexure II as follows:

FOR :

S.NO. 3(a)(i) & 3(a)(ii), Annexure II

3(a)(i) 75% of total 12 months Subscription of Defence and Civil Class I Gazetted officers, Active Members vide **Annexure II, S.no. 2 (d) (ii)** revised from time to time to be paid in advance. Rest no change. However, members of Defence Services will be exempted from paying any absentee subscription so long they are in active service. This provision will not be applicable to the retired Defence Officers.

(ii) The rest to pay 75% of total 12 months subscription of Civil Active Members vide ANNEXURE II, S.no. 2(d) (i), revised from time to time to be paid in advance per year If, however, he comes back to the town, he will pay his usual monthly subscription counting half the month only for purpose of such subscription, if he happens to come in a later half of the month.

.....17/-

:17:

READ :

S.NO. 3(a)(i) & 3(a)(ii), Annexure II

3(a)(i) **50% of total 12 months Subscription for Defence , Civil Class I Gazetted officers & Active Members** vide **Annexure II, S.no. 2 (d) (i)** revised from time to time to be paid in advance. However, members of Defence Services will be exempted from paying any absentee subscription so long they are in active service. This provision will not be applicable to the retired Defence Officers. If, however, he comes back to the town, he will pay his usual monthly subscription counting half the month only for purpose of such subscription, if he happens to come in a later half of the month.

Defence , Civil Class I Gazetted officers & Active Members Aged between 65 years to 75 years can take benefit of only one concession among S.NO. 3(a) Annexure II and S.No. 18 Annexure II

(ii) The rest to pay **50% of total 12 months Subscription of Civil Active Members** vide ANNEXURE II, S.no. 2(d) (ii) , revised from time to time to be paid in advance per year . If, however, he comes back to the town, he will pay his usual monthly subscription counting half the month only for purpose of such subscription, if he happens to come in a later half of the month.

Explanatory Statement under section 102(1) of the Companies Act , 2013, (annexed to notice), to be Passed in the Annual general meeting of the members of BAREILLY CLUB LIMITED to be held on 26. Day Of December 2020.

SPECIAL RESOLUTION NO. 3

Absentee membership subscription **was increased from 50% to 75% in AGM 2018.**

Keeping in view the non-use of club facilities by absentee members it was proposed to reduce it again to 50% for age group of 65 to 75 years only.

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, Secretary or their Relatives are not concerned or interested in the proposed Resolution.

Debate: The members proposed that instead of creating various categories under the absentee membership. **All the absentee members should be charged 50% of the normal subscription pertinent to their category** The resolution was passed by the show of hands.

PROPOSED BY: Col C P S Rathore

SECONDED BY : Shri B S Gupta

Decision: The resolution was **passed with amendment** as follows:

3(a) (i) **50% of total 12 months Subscription for Defence , Civil Class I Gazetted officers & Active Members** vide **Annexure II, S.no. 2 (d)** revised from time to time to be paid in advance. However, members of Defence Services will be exempted from paying any absentee subscription so long they are in active service. This provision will not be applicable to the retired Defence Officers. If, however, he comes back to the town, he will pay his usual monthly subscription counting half the month only for purpose of such subscription, if he happens to come in a later half of the month.

.....18/-

:18:

Defence , Civil Class I Gazetted officers & Active Members Aged between 65 years to 75 years can take benefit of only one concession among S.NO. 3(a) Annexure II and S.No. 18 Annexure II

3 (a) (ii) The rest to pay 50% of total 12 months subscription of Civil Active Members vide ANNEXURE II, S.No. (d) (i), revised from time to time to be paid in advance per year. If, however, he comes back to the town, he will pay his usual monthly subscription counting half the month only for purpose of such subscription, if he happens to come in a later half of the month.

SPECIAL RESOLUTION NO. 4.

TO CONSIDER AMENDMENT IN DEPENDENT MEMBERSHIP OF PERMANENT MEMBER CATEGORY

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 Articles of Association of the Club by **amending existing s.no. 13(c) of Annexure III as follows:**

FOR :

S.N.13(c) of ANNEXURE III

Sons/**Unmarried Daughters** (may or may not be a dependent member upto the age of 35 years) of existing Permanent Members to pay Rs.2,47,500/- (Rs.Two lac forty seven thousand five hundred only) (30% of Rs.8,25,000/-) as one time Donation (non- refundable) in three installments as under:-

- (i) Rs.55000/- (Rs.Fifty five thousand only) along with application form.
- (ii) Rs.1,25,000/- (Rs.One Lac twenty five thousand only) on becoming interim member (refundable in case not granted permanent membership).
- (iii) Rs.67,500/- (Rs.Sixty seven thousand five hundred only) on becoming Permanent member.

READ:

S.N. 13(c) of ANNEXURE III

Sons/ **Daughters** (may or may not be a dependent member upto the age of 35 years) of existing Permanent Members (**Being permanent member for not less than 10 years**) to pay Rs.2,47,500/- (Rs.Two lac forty seven thousand five hundred only) (30% of Rs.8,25,000/-) as one time Donation (non- refundable) in three installments as under:-

.....19/-

:19:

- (i) Rs.75000/- (Rs. Seventy five thousand only) along with application form.
- (ii) Rs.1,25,000/- (Rs. One Lac twenty five thousand only) on becoming interim member (refundable in case not granted permanent membership).
- (iii) Rs.47,500/- (Rs. Forty seven thousand five hundred only) on becoming Permanent member.

Explanatory Statement under section 102(1) of the Companies Act , 2013, (annexed to notice), to be Passed in the Annual general meeting of the members of BAREILLY CLUB LIMITED to be held on 26 Day Of December 2020.

SPECIAL RESOLUTION NO....4. :

TO CONSIDER AMENDMENT IN DEPENDENT MEMBERSHIP OF PERMANENT MEMBER

Bareilly club is providing discount of 70% in granting permanent membership to sons / unmarried daughters of permanent members.

Board of Directors are of the view that concession is a privilege which should be given to permanent members only having at least ten year association with club.

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, Secretary or their Relatives are not concerned or interested in the proposed Resolution(s)

Debate: Col D S Patwal , SM raised the point to consider **exemption with regard to the condition of being a member for a duration of 10 years for the defence & Civil Class I officers** as they come for a shorter tenure of 2-3 years. The house agreed and the **resolution was passed with amendments** by the show of hands.

PROPOSED BY: Shri B S Gupta

SECONDED BY: Shri Ajay Kumar Agarwal

Decision: Resolution **passed with** following **amendments**

S.N. 13(c) of ANNEXURE III

Sons/ **Daughters** (may or may not be a dependent member upto the age of 35 years) of existing Permanent Members (**Being permanent member for not less than 10 years**, this clause will however not be applicable for Class I Gazetted officers officers and Defence officers) to pay Rs.2,47,500/- (Rs.Two lac forty seven thousand five hundred only) (30% of Rs.8,25,000/-) as one time Donation (non- refundable) in three installments as under:-

.....20/-

:20:

- (i) Rs.75000/- (Rs.Seventy five thousand only) along with application form.
- (ii) Rs.1,25,000/- (Rs.One Lac twenty five thousand only) on becoming interim member (refundable in case not granted permanent membership).
- (iii) Rs.47,500/- (Rs.Forty seven thousand five hundred only) on be coming Permanent member.

SPECIAL RESOLUTION NO.5.

TO CONSIDER INTRODUCTION OF DEFERRED PAYMENT FACILITY IN NEW CIVIL PERMANENT MEMBERSHIP

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 Articles of Association of the Club by **inserting new s.no. 13 (d) of Annexure III as follows:**

NEW : S.N.13(d) of ANNEXURE III

The Civil candidates will also have an option of deferred payment to pay Rs.8,25,000/-(Rupees eight lac twenty five thousand only) as one time Entrance Fee/Donation (non-refundable) **on an additional payment of Rs.20,000/-(Rupees twenty thousand only).** Total amount to be paid will be Rs.8,45,000/-(Rupees eight lac forty five thousand only) In three installments as under:-

- (i) Rs.82,500/-(Rupees eighty two thousand five hundred only) along with Application form.
- (ii) **Rs.4,32,500/-(Rupees Four lac thirty two thousand five hundred only)** on becoming interim member.(Refundable in case not granted Permanent Membership after deducting 20% Administrative Charges)
- (iii) **Rs.3,30,000/-** (Rupees three lac thirty thousand only) within **three MONTHS** of becoming interim member.

Explanatory Statement under section 102(1) of the Companies Act , 2013, (annexed to notice), to be Passed in the Annual general meeting of the members of BAREILLY CLUB LIMITED to be held on 26 Day Of December 2020.

.....21/-

:21:

SPECIAL RESOLUTION NO.....5 :

TO CONSIDER INTRODUCTION OF DEFERRED PAYMENT FACILITY IN NEW PERMANENT MEMBERSHIP

Bareilly club is granting permanent membership to Civil Candidates on payment of Rs. 8,25,000 in installments . Under existing procedure final amount of Rs. 3,30,000 is required to be paid immediately on grant of permanent membership by Board of Directors. If proposed candidate fails to deposit amount of Rs. 3,30,000 immediately then he was not able to become permanent member of this prestigious club.

Board of directors keeping in view the financial impact of COVID-19 is of the view that new proposed candidates of Civil category should be given some more time to pay their last installment of Rs. 3,30,000 and he will become permanent member only on payment of last installment of Rs. 3,30,000.

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, Secretary or their Relatives are not concerned or interested in the proposed Resolution(s)

Debate: No debate

PROPOSED BY: Shri Jatinder Singh Sarna

SECONDED BY: Shri Ajay Shukla

Decision: The resolution unanimously passed.

SPECIAL RESOLUTION NO. 6 :

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 in 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 for **construction of covered Badminton court, Renovation of Library Building, Refurbishing of Guest rooms, renovation of BAR and health club** and other allied facilities.

The Directors of the club or their Relatives are not concerned or interested in the proposed Resolution(s).

Debate: One of the members mentioned that the cost of projects has not been indicated. Further, he had mentioned that if the cost of the project is within the financial power of the Board of Directors then there is no requirement of getting these project approved during the AGM. The point was dropped

.....22/-

:22:

Decision: The resolution was dropped.

RESOLUTION NO. 7 :

TO CONSIDER CLUBBING OF VARIOUS TYPES OF MEMBERSHIP.

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 insert new clause no. 23 after serial no. 22 of Annexure II of Article of Association as follows:

New Serial No. 23 of Annexure II. CLUBBING OF TYPES MEMBERSHIP

All the Membership of Bareilly Club Limited namely Permanent, Absentee, Life, Unit/Mess Special-Unit/Mess, Corporate, Short Duration, Temporary, interim, casual, Honorary, Reciprocation, Lady and Dependent are proposed to be clubbed without affecting their terms and conditions respectively w.e.f. 01-04-2021. A separate committee would be formed to deliberate on the merger resolution & submit its recommendations.

RESOLVED LASTLY that pursuant to section 117 (3) of the Companies Act, 2013, Directors of the company be & is hereby severally authorized to give intimation to the Registrar of Companies about change in Articles of Association by digitally signing & filing necessary E-form MGT-14 and other documents and to do all such acts and things as may be deemed necessary in this regard.

Explanatory statement under section 102 (1) of the Companies Act, 2013 (annexed to notice), to be passed in the Annual general meeting of the members of BAREILLY CLUB LIMITED to be held on SATURDAY 26th Day of December 2020.

SPECIAL RESOLUTION NO. 7 :

Membership of Bareilly Club limited are of 14 kinds, namely Permanent, Absentee, Life, Unit/Mess Special-Unit/Mess, Corporate, Short Duration, Temporary, interim, and casual, Honorary, Reciprocation, Lady and Dependent.

In order to have more clarity, it is proposed to club these memberships into lesser number of categories simplify their terms and conditions without affecting their eligibility respectively. For this a committee is to be formed and their recommendations to be considered by the Board of Directors The new categories of member to be made effective wef 01 May 2021 and necessary amendment to Article of Association be made accordingly.

The Directors of the club or their Relatives are not concerned or interested in the proposed Resolution(s).

Debate: No debate

Proposed by : Shri Jatinder Singh Sarna

Seconded by : Shri Ajay Shukla

Decision: The resolution unanimously passed.

.....23/-

:23:

AT THE END OF THE MEETING THE MEMBERS PROJECTED THEIR SUGGESTIONS AS FOLLOWS:

Suggestions from the members. Col Badri Dutt Pant had given a point that the expenditure incurred on the monthly meeting of the Board of Directors should have a Budget. The Chairman accepted the suggestion and assured that the Board of Directors will work out and decide on per head Budget expenditure to be incurred on each member during the Board of Directors monthly meeting.

The Chairman welcome the **Patron Maj Gen Rajiv Chhibber , SM** Chief of Staff , HQ UB Area and requested him to address the house.

ADDRESS BY CHIEF OF STAFF MAJ GEN Rajiv Chhibber, SM

The Patron thanked the Chairman and house. He mentioned that the club has been one of the prestigious clubs with a history of more than 120 years .The club has till date maintained its ethos and traditions. He appreciated the contribution by each of the esteemed member and efforts by the management committee are maintaining the high standards of the club. He emphasized that we should **maintain the protocols, dress regulations and other good practices**. The basic infrastructure of the club which gives it a rich and traditional outlook should be kept in mind while undertaking renovation. as far as possible the **legacy of the historical building should be preserved**. He once again thanked the members and the management for their contribution and assured full support from the defence fraternity wherever required.

ORDINARY RESOLUTION NO 2: APPOINTMENT OF DIRECTORS FOR YEAR 2020-21.

DECLARATION OF RESULT FOR APPOINTMENT OF DIRECTORS OF THE CLUB FOR YEAR 2020 - 21.

The polling paper/Ballot paper submitted by members were compiled and checked by the **election committee, chaired by Brig Ajay Duggal**. Accordingly the following ordinary resolution was declared to be passed to appoint Directors of the club.

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 Company read with the Companies (Appointment and Qualification of Directors) Rules 2014, **BRIG. ADARSH K BUTIAL** 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 Director of the CLUB w.e.f 26TH Day of DECEMBER 2020.’

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 Company read with the Companies (Appointment and Qualification of Directors) Rules 2014, **COL KEHAR SINGH** 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 Director of the CLUB w.e.f 26TH Day of DECEMBER 2020.’
.....24/-

:24:

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 Company read with the Companies (Appointment and Qualification of Directors) Rules 2014, **COL RATNESH** 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 Director of the CLUB w.e.f 26TH Day of DECEMBER 2020.’

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 Company read with the Companies (Appointment and Qualification of Directors) Rules 2014, **COL DEEPAK SINGH PATWAL** 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 Director of the CLUB w.e.f 26TH Day of DECEMBER 2020.’

...

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 Company read with the Companies (Appointment and Qualification of Directors) Rules 2014, **COL PRITHVI RAJ SINGH RAWAT** 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 Director of the CLUB w.e.f 26TH Day of DECEMBER 2020.’

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 Company read with the Companies (Appointment and Qualification of Directors) Rules 2014, **COL PRADEEP SINGH KARKI** 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 Director of the CLUB w.e.f 26TH Day of DECEMBER 2020.’

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 Company read with the Companies (Appointment and Qualification of Directors) Rules 2014, **COL ASHISH MISRA** 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 Director of the CLUB w.e.f 26TH Day of DECEMBER 2020.’

....25/-

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 Company read with the Companies (Appointment and Qualification of Directors) Rules 2014, **COL BHUPINDER SINGH JHASS** 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 Director of the CLUB w.e.f 26TH Day of DECEMBER 2020.’

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 Company read with the Companies (Appointment and Qualification of Directors) Rules 2014, **Wg. CDR DHARMENDRA SHANKHWAR** 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 Director of the CLUB w.e.f 26TH Day of DECEMBER 2020.’

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 Company read with the Companies (Appointment and Qualification of Directors) Rules 2014, **SHRI GURBACHAN SINGH CHAWLA** 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 Director of the CLUB w.e.f 26TH Day of DECEMBER 2020.’

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 Company read with the Companies (Appointment and Qualification of Directors) Rules 2014, **SHRI VIJAY KAPOOR** 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 Director of the CLUB w.e.f 26TH Day of DECEMBER 2020.’

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 Company read with the Companies (Appointment and Qualification of Directors) Rules 2014, **SHRI RAJEEV GUPTA** 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 Director of the CLUB w.e.f 26TH Day of DECEMBER 2020.’

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 Company read with the Companies (Appointment and Qualification of Directors) Rules 2014, **SHRI MANEESH SEHGAL** 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 Director of the CLUB w.e.f 26TH Day of DECEMBER 2020.’

xix. 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 Company read with the Companies (Appointment and Qualification of Directors) Rules 2014, **SHRI AJAY KUMAR AGARWAL** 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 Director of the CLUB w.e.f 26TH Day of DECEMBER 2020.’

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 Company read with the Companies (Appointment and Qualification of Directors) Rules 2014, **SHRI SHUBHAM GUPTA** 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 Director of the CLUB w.e.f 26TH Day of DECEMBER 2020.’

Summarised list of the Directors elected are as under:

1. Brig Adarsh K Butail
2. Col Kehar Singh
3. Col Ratnesh
4. Col Deepak Singh Patwal,SM
5. Col Prithvi Raj Singh Rawat,VSM
6. Col Pradeep Singh Karki
7. Col Ashish Misra
8. Col Bhupinder Singh Jhass
9. Wg Cdr Dharmendra Shankhwar
10. Shri Gurbachan Singh Chawla (Alias Raja Chawla)
11. Shri Vijay Kapoor
12. Shri Rajeev Gupta
13. Shri Maneesh Sehgal
14. Shri Ajay Kumar Agarwal
15. Shri Shubham Gupta

VOTE OF THANKS TO THE CHAIRMAN.

Vote of thanks to the Chairman of the AGM was unanimously passed which were proposed by Shri MANEESH SEHGAL and seconded by Shri SHUBHAM GUPTA.

:27:

The AGM was adjourned as 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 2020 could not be passed by the house and need to be discussed in adjourned AGM as there were some queries raised by members.

The Chairman with the consent of the members announced the AGM as adjourned at 3:30 pm on 26 Dec 2020 and informed the house that the notice for the adjourned meeting will be provided as per provisions of Companies Act,2013.

At the end, the Chairman declared the AGM-2020 as Adjourned to be held within 30 days.

(Anil Khajuria)
Col
Hony Secretary

COUNTERSIGNED

(Adarsh K Butail)
Brig.
Chairman
Bareilly Club Limited

.....28/-

**MINUTES OF ADJOURNED ANNUAL GENERAL MEETING
HELD ON 14 JAN 2021 11 AM IN THE BAREILLY CLUB
PREMISES**

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.

Secretary informed house that the Annual General Meeting of Bareilly Club Limited for the financial year ended on 31-03-2020 was held at registered office of club on 26-12-2020 but was adjourned by Chairman with the consent of members. The AGM was adjourned due to complaint by some members about non receipt of complete Audited Financial statements of the club.

The Secretary read out the Notice for resuming of the Annual General Meeting - 2020 being adjourned on 26 DECEMBER 2020 to be held on 14 Jan 2021 from 11 am onwards.

Chairman informed members that all the Ordinary and Special businesses except Ordinary Resolution no. 3 as proposed in the AGM notice dated 25-11-2020 was considered and discussed in the duly convened AGM held on 26-12-2020.

AGENDA POINT NO. 2 : ORDINARY BUSINESS

ORDINARY RESOLUTION NO 3:

To consider & adopt the Auditors Report and Audited financial statements (i.e. Cash Flow Statement, Balance Sheet, Income & Expenditure and Schedules) for the year ended 31st March 2020.

In this connection to consider and, if deemed fit, to pass, with or without modification, the following Resolution as Ordinary resolution:-

“RESOLVED that the audited Balance Sheet of the Club as at 31st March 2020, Cash Flow Statement, Income & Expenditure account with Schedules for the year ended 31st March 2020 along with the report of Board of Directors , Auditors Report thereon as placed before the meeting be and are hereby received, considered , approved and adopted.

Debate: No debate.

Proposed by: Shri Shard Kumar Misra, CA

Seconded by: Shri Rajeev Gupta.

Decision : The resolution unanimously **passed**.

Since it is an Adjourned Annual General Meeting, only remaining resolutions pending to be discussed in AGM held on 26-12-2020 can be considered and decided.

:29:

VOTE OF THANKS TO THE CHAIRMAN.

Vote of thanks to the Chairman of the adjourned AGM was unanimously passed which were proposed by Shri Rajeev Gupta and seconded by Shri Gurbachan Singh Chawla

There being no other business for the adjourned AGM 2020, hence it was declared as closed by the Chairman on 14 Jan 2021 11.45 am.

(Col Anil Khajuria)
Hony Secretary

COUNTERSIGNED

(Adarsh K Butail)
Brig
Chairman
Bareilly Club Limited