



MINUTES OF ANNUAL GENERAL MEETING (AGM) - 2022 HELD ON 29 December 2022 at 11 AM onwards in the Club

(These minutes of Annual General Meeting (AGM)-2022 consist of pages)

BOARD OF DIRECTORS

(2021-22)

1.	Brig Adarsh K Butail	Chairman
2.	Col Vivek Kanwar	Director
3.	Col Arvind Chaudhary	Director
4.	Col Hemant Parmar	Director
5.	Col Ajit Singh	Director
6.	Col Pawan Singh	Director
7.	Col Bhupinder Singh Jhass	Director
8.	Col KM Aradye	Director
9.	Wg Cdr Hardeep Rana	Director
10.	Shri Gurbachan Singh Chawla	Director
11.	Shri Ajay Kumar Agarwal	Director
12.	Shri Shubham Gupta	Director
13.	Shri Vipin Kumar Agarwal	Director
14.	Shri Anantbir Singh	Director
15.	Shri Sanjay Agarwal	Director

Hony Secretary

Lt Col Kartikeyan Rao

BAREILLY CLUB LIMITED, BAREILLY

**MINUTES OF ANNUAL GENERAL MEETING – 2022 HELD ON
29th DECEMBER 2022 AT 11 AM ONWARDS**

(Total no of Agendas discussed)

(a)	Ordinary Business	03
(b)	Special Business	12

1. The Bareilly Club Ltd AGM-2022 was held on **29 December 2022 from 11 AM** onwards & was attended by 196 **members** in person who signed their attendance.

2. A total of **Zero (0) members** appointed their proxies through members who attended the AGM 2022 as per Proxies record. **NO 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 the Chairman to preside over the AGM-2022. Shri GS Chawla proposed the name of Brig Maneesh Kukrety, SM** and the same was seconded by Shri Anantbir Singh. There being no other names proposed, Brig Maneesh Kukrety, SM** was unanimously elected as **Chairman** to preside over the AGM 2022.

The Secretary requested **Brig Maneesh Kukrety, SM**** to take the **Chair** and started the proceedings of the Annual General Meeting-2022.

Brig Maneesh Kukrety, SM** thanked the members attending the meeting for having elected him as Chairman and presided over the AGM-2022.

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 the late members of the club as named below:-

- Shri Ravindra K Sehgal.
- Shri PK Yadav.
- Shri JB Agarwal.
- Shri AK Jindal.
- Shri MBL Gupta.
- Col BK Charan (Retd).
- Shri Subodh Kumar.
- Capt Sanjay Ganjoo.
- Shri GP Agarwal.
- Shri Mahadev Prasad Agarwal.
- Dr Ajay Kumar Agarwal.

NOTICE CALLING FOR AGM-2022

6. The Secretary read out the Notice calling the Annual General Meeting - 2022 being held on 29th December 2022.

AGENDA POINT No 2 : ORDINARY BUSINESSES

ORDINARY RESOLUTION NO. 1:

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

“RESOLVED THAT having considered the Chairman’s Address and Annual Report of the Board of Directors for the year ended 31 March 2022, the same stands adopted”.

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) - 2022. In next 20 minutes, I shall present the Annual Report of the Board of Directors of Bareilly Club Ltd.

2. The year gone by has been eventful since I addressed this august gathering an year ago. Eventful because we have been witness to bustling activities and healthy football in the club. The measure of a club's happiness quotient can be safely assessed from how busy the members keep it and equally and conversely, the measure of the club's efficiency is how well the club keeps the members happy through its administration, functioning, etc. In saying so, I am happy to state that all bodes well for the club and its members and I am sure everyone will concur.

AIMS & OBJECTIVES OF THE CLUB

3. As we are already aware of the Aim & Objectives of Bareilly Club Ltd i.e., social interaction to foster better civil-military relations so vital for national security as also to provide sports, cultural, intellectual development and recreational facilities to its members on the principles of mutuality and to provide club services on a no profit-no loss basis. At institutions like ours, young members and children develop a better sense of social etiquettes, discipline and punctuality through interaction with seasoned members of different categories and make the paradigm shift to being worthy members of the club & better citizens of India. In essence, the Club's functioning is focussed on these objectives to actualise every member's desired satisfaction level.

GENERAL ADMINISTRATION

4. The Board of Directors been keeping a constant watch over all Club activities so as to ensure smooth functioning including the ongoing upkeep of the Club, ambience and hospitality services. Our Club employees have displayed commendable commitment to

their respective duties. This was possible only due to keeping their genuine welfare needs at the forefront which kept them energised and motivated. Resultantly, there was no case of indiscipline which is a fair benchmark of their desired satisfaction level.

MANAGEMENT OF FINANCES

5. **Club Accounts.** The Board of Directors has been constantly monitoring the Club Accounts on a monthly basis to ensure judicious expenditure of Club Funds. During the Quarterly Audit carried out by Internal Auditors no financial irregularities have been observed during the year. The Statutory Auditors further checked the Accounts and prepared the Independent Auditors Report which forms part of this Annual Report. This reflects that the Income and Expenditure has been properly accounted for and the Club Funds are being maintained as per laid down system of accounting. Total TDRs as on date are @ Rs. 6,48,75,338.00 (Maturity amount value Rs. 6,91.93,435.00).

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 connected court case is still in progress to further reduce this amount. Also, as far as the dues for three years (i.e., 2015-2018 amounting to Rs. 1,95,92,879.00) is concerned, the case is being vigorously reiterated with our tax appeal at the Hon'ble High Court of Judicature at Allahabad.

DEVELOPMENT EFFORTS

7. **Physical Security.** With a view to safeguard the security of members as well as the Club Complex, the Board of Directors has made concerted efforts 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 are now covered under CCTV coverage. This has enabled better monitoring of activities in the club premises.

8. **Infrastructure Projects Undertaken During the Year.** The following projects were undertaken putting to effective use the corpus of the club:-

(a) The following projects have been completed:-

- (i) Indoor Badminton Courts.
- (ii) Renovation of Bar.
- (iii) Renovation/ conversion of old Library building to party hall.
- (iv) Renovation of Guest Rooms.
- (vi) Wash Room Near Old Vatika & Front Lawn.
- (vii) Renovation of Ladies and Gents conveniences in the Club House foyer.

(b) The following projects of the club are presently underway:-

- (i) Lawn Tennis Clay Court.
- (ii) Table Tennis facility.
- (iii) Installation of SBI ATM in the Club's parking area.

9. **Liaison with Civil Authorities.** The relations of our Club Management with Local Civil and Military Authorities continue to remain eminently cordial thus ensuring efficient and smooth functioning of the Club.

10. 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.

11. **Permanent Membership**. A total of 40 new members were elected in respective categories.

12. **Spouse Membership**. Due to the natural deaths of members during the year, 04 next-of-kin spouses applied for membership and were granted spouse membership.

13. **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 the last AGM:-

- (a) New Year's Eve- Dec 2021.
- (b) Republic Day Eve- Jan 2022.
- (c) Flower show competition- Mar 2022.
- (d) Diwali Eve Function - 2022.

14. **Guests during club functions**. The Club management tried to restrict the entry of guests during club functions and the same was well appreciated by the members.

15. **Dress Code & Timing during Club function/club days**. Members are requested to follow proper dress code & timings of the club to avoid embarrassment for which special instructions have been passed to the club staff.

16. **VIP Visits**. The Club has the unique privilege of visits of distinguished dignitaries i.e., Lt Gen JP Mathew, UYSM, AVSM, VSM, Patron-in-Chief and GOC Uttar Bharat Area, Maj Gen Anil Chandel, Patron, Maj Gen Kuldip Pathak, SM, VSM, GOC 6 Mtn Div, Air Cmde AK Wahi, VM, AOC, AF Stn, Izzatnagar, Bareilly (Patron), Mrs Sanyukta Samaddar, IAS, Commissioner, Bareilly Division, Patron, Shri Raj Kumar, 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 improved immeasurably.

17. **Entrance Security**. The Management has always kept the 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. It behoves us to take ownership and ensure check on entry of undesirable elements into our Club premises and hence all members and their families must possess their Club Membership Cards to prove their bonafides and help the Club staff to identify undesirable persons seeking unauthorized entry. This Club is the second home of all our members and with our joint efforts, we are well-equipped to check entry of undesirable elements.

18. **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.

19. **Visits to affiliated clubs**. The gathering today would be glad to know that our Club has a reciprocal agreement with a total of 128 affiliated clubs and 08 foreign country clubs. Members visiting affiliated clubs must give their feedback on their return for our information & action. During the year we have cemented our relationship with 02 affiliated clubs to include:-

- (a) New Year's Eve- Dec 2021.

(b) Bikaner Heritage Club, Bikaner.

20. **Updation and digitation of Member Database.** The details of the members & their dependents have been updated and managed so as to facilitate the members and their dependents for better & smooth services and maintain proper records.

21. **Billing System.** The club has migrated to prepaid Smart Card billing for Bar & Catering Services. This now ensures timely receipt of payment and no defaulters.

22. For exchange of information besides letters, SMS & WhatsApp, the Club e-mail (bareillyclub.india.up@gmail.com) has been made fully functional.

23. **Number of meetings of the Board of Directors.** The Board of Directors duly met nine (09) times on 30 June 2021, 06 Sep 2021, 22 Sep 2021, 01 November 2021, 17 November 2021, 22 November 2021, 29 December 2021, 09 February 2022 and 10 Mar 2022. As is the norm, proper notices were given for all the meetings and the proceedings were meticulously recorded and signed in the minutes Book maintained for the purpose.

24. **Board's Comment on the Auditors' Report.** With reference to observations made in the Annexure A of the Auditors Report, only two issues merit the attention of the members. The Board's comments as required vide section 134 of the Companies Act, 2013 to that is as under:-

(a) **With Reference to Observation No 1.** An amount of Rs. 7,37,000/- (Rupees Seven Lakhs Thirty Seven Thousands only) stands recovered with effect from 31st Mar 2022 till date. Of the balance 36,90,000/- (Rupees Thirty Six Lakhs Ninety Thousands only), recoveries are being effected with due diligence and on priority.

(b) **With Reference to Observations No 5 & 6.** With a view to comply with the subject law which has been brought to notice of the Board, legal opinion has been sought, on receipt of which the matter will be reconciled in consultation with both our Statutory and Internal Auditors.

All other observations are of a routine nature and will be resolved in the near future.

26. **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 Arvind Chaudhary, Director has been nominated to chair the audit committee for the purpose of vigil mechanism.

27. **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.

27. **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.

28. **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.

29. **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.

BEFORE ACKNOWLEDGEMENT (CHAIRMAN'S ADDRESS)

30. 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) The Club is not required to spend 2% of its average net profits on Corporate Social Responsibility (CSR) as it does not have a 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 were 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:-

	2021-22	2020-21
Expenditure on Power and Fuel	14,61,811.00	12,57,897.00

- (h) The Club did not receive any foreign currency and has not spend any foreign currency during the year.
- (i) 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.

(j) 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 the financial year 2021-22 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 the Board's report is made keeping in view the relevant applicable provisions of the Companies Act, 2013 read with relevant rules made thereunder.

ACKNOWLEDGEMENT

31. The Board of Directors would like to place on record its sincere appreciation for the whole-hearted co-operation and support received from our esteemed Members. Their invaluable suggestions have been very useful in carrying out improvements.

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

33. 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.

34. 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 our income tax cases.

35. Our thanks to Shri Gurbachan Singh Chawla (Raja Chawla) and Shri Gurdev Singh Chawla, CA for their valuable guidance & advice to resolve the Income Tax & GST cases.

36. Our thanks to Company Secretary Shri Ankit Agrawal for his valuable guidance and ensuring compliance of provisions of Companies Act-2013, as applicable, as also timely submission of Reports/Documents to the Registrar of Companies, at Kanpur.

37. The Management is also grateful to Shri Anoop Kumar Kapoor, Advocate for extending his valuable advice & professional services.

38. 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.

39. The Management is so grateful to Lt Gen JP Mathew, UYSM, AVSM, VSM, GOC UB Area (Patron-in-Chief), Maj Gen Anil Chandel Chief of Staff, HQ UB Area (Patron) Maj Gen Kuldeep Pathak, SM, VSM, GOC 6 Mtn Div (Patron), Air Cmde AK Wahi, VM, AOC, AF Stn, Izzatnagar, Bareilly (Patron), Mrs Sanyukta Samaddar IAS, Commissioner, Bareilly Division (Patron), Shri Raj Kumar, IPS, ADG Police, Bareilly Zone (Patron), Shri Shiva Kant Dwivedi, District Magistrate, Bareilly and Dr Umesh Gautam (Mayor) for their valuable

advice, support and guidance.

40. On behalf of the Members of the Board of Directors and my own self, I would like to place on record our appreciation for the dedication and hard work put in by the erstwhile Secretary, Col Anil Khajuria and the present incumbent, Lt Col Kartikeyan Rao and the entire club staff.

41. Lastly, I wish to thank you all, Ladies and Gentlemen, for sparing your valuable time to participate in the proceedings of the Annual General Meeting-2022.

"JAI HIND"

The Chairman's address and Annual Report for the year ending on 31st March 2022 was unanimously approved by members by show of hands as proposed by Shri Rajeev Gupta and seconded by Shri Piyush Agarwal.

ORDINARY RESOLUTION NO. 2:

To consider and, if thought fit, to pass with or without modification(s) the following resolutions as an Ordinary Resolutions:

TO ELECT MEMBERS OF BOARD OF DIRECTORS FOR THE YEAR 2022-23

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 2022-23 and following resolutions was passed as ordinary resolutions:

1. 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. MANEESH KUKRETY, SM ** having MCA DIN 09826281** 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 2022.'

2. 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 VIVEK KANWAR having MCA DIN 09820134** 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 2022.'

3. **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 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 2022.'

4. **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 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 2022.'

5. **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 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 2022.'

6. **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 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 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 2022.'

7. **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 Kedar M ARADHYE having MCA DIN 09823543** 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 2022.'

8. 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 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 2022.'

9. 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, **GP CAPT RAHUL AGARWAL having MCA DIN 09825757** 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 2022.'

10. 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 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 2022.

11. 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, **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 2022.'

12. **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, **Mr. SAURABH MEHROTRA having MCA DIN 07093871** 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 2022.'

13. **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, **Mr. RAJEEV GUPTA having MCA DIN 00960892** 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 2022.'

14. **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, **Mr. VIJAY KAPOOR having MCA DIN 07612142** 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 2022.'

15. **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, **Mr. MANEESH SEHGAL 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 2022.'

Summarised list of the Directors elected are as under:

- | | | |
|----|----------------------------|----------|
| 1. | Brig Maneesh Kukrety, SM** | Chairman |
| 2. | Col Hemant Parmar | Director |

3.	Col Bhupinder Singh Jhass	Director
4.	Col Arvind Chaudhary	Director
5.	Col Vivek Kanwar	Director
6.	Col Ajit Singh	Director
7.	Col K M Aradye	Director
8.	Col Pawan Singh	Director
9.	Gp Capt Rahul Agarwal	Director
10.	Shri Gurbachan Singh Chawla	Director
11.	Shri Vipin Kumar Agarwal	Director
12.	Shri Saurabh Mehrotra	Director
13.	Shri Rajeev Gupta	Director
14.	Shri Vijay Kapoor	Director
15.	Shri Maneesh Sehgal	Director

Proposed by. CA Sharad Kumar Mishra.

Seconded by. Shri Anantbir Singh.

Decision: The ordinary resolution no. 2 was unanimously passed by members

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 2022

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

“RESOLVED THAT the audited financial statements of the Club as at 31st March 2022, Cash Flow Statement, Income & Expenditure account with Schedules for the year ended 31st March 2022 along with the report of the Board of Directors, Auditors Report thereon as placed before the meeting be and are hereby received, considered, approved and adopted”.

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 2022 was presented, discussed and approved by members.

Proposed by. Shri Rajeev Gupta.

Seconded by. CA Sharad Kumar Mishra.

Decision: The ordinary resolution no. 3 was unanimously passed by members

AGENDA POINTS NO 3 : SPECIAL BUSINESS

SPECIAL RESOLUTION NO. 1: TO CONSIDER AMENDMENT IN UNIT MEMBERSHIP

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a 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. 5 of Annexure II of the Articles of Association as follows:

FOR: ANNEXURE II, S.No.5. Unit/Membership

(a) Units and Messes of the Defence Services located in Bareilly may become member without going through the procedure of election as prescribed for permanent members by their mere sending an application to the BOARD. Provided that all Officers of the Units / Messes, where they do not happen to be already permanent members of the Club, pay the subscription prescribed for such membership.

(b) Units /Messes thus admitted shall pay a lump sum entrance donation of Rs. 6000.00 (Rupees Six thousands).

(c) Moreover, on being duly admitted each Unit/ Mess will be given proxies for each Units/Mess on (1) member one (1) vote as admissible to permanent members for purpose of voting right.

(d) The monthly subscription payable in advance will be charged @ Rs. 75.00 (Rupees seventy five only) per officer on the posted strength of the Unit/ Mess during the month. The wife and children of the officer will also be entitled to use the Club with limitation as stated in s.no. 2(b) and (e) of Annexure II above.

(e) The Units /Messes will send to the Bareilly Club on 1st of each month, a list of Officer together with their specimen signatures, who are / will be on the strength of the Unit/ Mess during the month. This list will be amended and kept up-to-date.

(f) Members of the Defence Services who are already Permanent Member will continue to have the right and privileges of permanent members. Should another such Officer desires to become a permanent member, he will be required to donate the amount payable under **S.No. 13 of ANNEXURE III** as on date as entrance donation.

(g) As Unit/ Messes are permanent members, the liability of and outstanding bill will devolve on Unit/ Mess as far as the interests of the Bareilly Club are concerned.

(h) If a Unit/ Mess is transferred from Bareilly, it will be treated an outstation member on payment of the Absentee Subscription fee.

(i) On disbandment of a Unit/ Mess, it will be considered as having resigned from the permanent membership, no refund of the Entrance Donation will be permissible.

(j) 5 (Five) vacancies of permanent membership will be allotted each to HQ UB Area. Bareilly and HQ 6 Mtn div C/O 56 APO. The membership subscription, donation etc. will be same as applicable to Class I Officer/ Permanent Defence Officer from time to time Payment of cost of application form, Entrance Donation. Security Deposit monthly

subscription and other charges if any levied from time to time will be paid by respective Formation Mess Secretaries. The names of the appointment/ officer will be nominated by HQ UB Area and HQ 6 Mtn Div respectively who shall enjoy the privileges of a permanent member during their stay at Bareilly.

READ: ANNEXURE II, S.No. 5 Unit/Membership

(a) Units and Messes of the Defence Services located in Bareilly may become members without going through the procedure of election as prescribed for permanent members by their mere sending of an application to the BOARD, provided that all Officers of the Units/Messes, where they are not already permanent members of the Club, pay the monthly subscription prescribed for such membership.

(b) Units/Messes thus admitted shall pay a one-time lump sum entrance donation of **Rs. 6000.00 (Rupees Six thousands)** only.

(c) Once such Units and Messes of the Defence Services become member of the club, then each member/officer of the Units /Messes shall become entitled to vote in any general meeting of the club and shall be eligible to appoint proxies u/s 105 of the Companies Act, 2013.

(d) The monthly subscription payable in advance **w.e.f. 01-04-2023** will be charged @ **Rs. 250.00 (Rupees TWO HUNDRED AND FIFTY only)** per officer, up from the last passed **Rs. 75.00 (Rupees SEVENTY FIVE only)**, currently at **Rs. 189.00 (Rupees ONE EIGHTY NINE only)** on the posted strength of the Unit/ Mess during the month. The wife and children of the officer will also be entitled to use the Club with limitation as stated in S.No. 2(d) and (e) of Annexure II.

(e) The Units/Messes will send to the Bareilly Club on 1st of each month, a list of Officers together with their specimen signatures, who are/will be on the strength of the Unit/Mess during the month. This list will be amended and kept up-to-date.

(f) Members of the Defence Services who are already Permanent Member will continue to have the right and privileges of permanent members. Should another such officer desire to become a permanent member, he will be required to donate the amount payable under **S.No. 13(a) of ANNEXURE III** as on such date of application being preferred.

(g) As Unit/Messes are permanent members, and the liability of outstanding bill will devolve upon the Unit/ Mess as far as the interests of the Bareilly Club are concerned.

(h) If a Unit/Mess is transferred from Bareilly, it will be treated an outstation member on payment of the Subscription fee applicable for Tenure (Outstation) membership.

(i) On disbandment of a Unit/Mess, it will be considered as having resigned from the permanent membership, no refund of the Entrance Donation will be permissible.

(j) Each officer, upon their Unit/Mess forwarding names, will be given permanent membership. The membership monthly subscription, donation etc., will be the same as applicable to Officers of the Defence Services from time to time. Payment of the cost of application form, Entrance Fee, Security Deposit, Monthly subscription and other charges, if any, from time to time, will be paid by respective Formation Messes.

Explanatory Statement under Section 102(1) of the Companies Act, 2013, to be passed in the Annual General Meeting of the members of BAREILLY CLUB LIMITED., to be held on the 29th Day of December 2022:

TO CONSIDER AMENDMENT IN UNIT MEMBERSHIP

Due to inflation, it is proposed to enhance monthly subscription charges for the officers of the Units and Messes of the Defence Services from the last passed **Rs. 75 per month, currently at Rs. 189 per month to Rs. 250 (Rupees TWO HUNDRED AND FIFTY only) per month per officer w.e.f 01-04-2023.**

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

The Directors of the Club, Honorary Secretary or their Relatives are neither concerned, interested or have stake in the proposed Resolution.

DEBATE:

Mr. Rajeev Gupta, Senior member with the permission of Chairman informed members that Articles of Association of club already has a provision to increase monthly subscription by 10% every year and requested that the proposed special resolution no. 1 be dropped completely.

Decision: After discussion, the special resolution no. 1 was dropped and not passed by members.

SPECIAL RESOLUTION NO. 2: TO CONSIDER AMENDMENT IN SHORT DURATION MEMBERSHIP

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a 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. 8 of Annexure II of the Articles of Association as follows:

FOR: ANNEXURE II, S.No. 8, Short Duration Membership

Such of the senior representative who are not covered under S.no. 7 above, may be granted membership on application to the BOARD OF DIRECTORS subject to payment of the following:

- | | | | |
|-----|-------------------|---|--------------------------|
| (a) | Entrance Donation | - | Rs 6,000.00 |
| (b) | Development Fund | - | Rs 3,000.00 |
| (c) | Security Deposit | - | Rs 1,000.00 (Refundable) |

Such members, however, shall loose their membership after expiry of 3 years or upon transfer from the station whichever is earlier. If they are not transferred from the station on expiry of a period of 3 years and so desire, they may apply afresh on fresh Application Form with full Entrance Donation and Development Fund for another period of 03 years or upon transfer from the station whichever is earlier. They shall have all the responsibilities and obligations towards the Club but without voting rights.

READ: ANNEXURE II, S.No. 8, Tenure Membership

- (a) **Central & State Government Officers.** These Officers may be granted

Tenure membership on application to the BOARD of DIRECTORS subject to payment of the following:

- (i) Entrance Donation -Rs 20,000/-.
- (ii) Development Fund -Rs 10,000/-.
- (iii) Security Deposit -Rs 5,000/- (Refundable).

(b) Such Tenure Membership shall expire after 3 years or upon transfer of the said Tenure Member from the Station, whichever is earlier. If they are not transferred from the station on expiry of a period of 3 years and so desire, they may apply for extension of membership for a Maximum of another 3 years or upon transfer from the station whichever is earlier. They shall have all the responsibilities and obligations towards the club with voting rights in General meetings of the Club with the right to appoint proxy.

(c) **Outstation Tenure Membership.** To Officers Messes and units of Satellite Military Stations. Membership under this clause shall be defined by the following stipulations:

- (i) Officers Messes of Satellite Military Stations and units may be granted outstation tenure membership for their Defence Services Officers to avail Bareilly Club facilities during their visit to Bareilly.
- (ii) These Officers Messes and units of Satellite Military Stations need to apply to the Board of Directors on prescribed Application Form for consideration of outstation tenure membership.
- (iii) The Officers Messes of Satellite Military Stations and units will be exempted from payment of any entrance donation.
- (iv) These Officers Messes and units shall pay only Rs. 500/- per annum as outstation subscription for all their officer members.
- (v) All members and their dependents of the aforesaid Officers Messes are welcome to visit Bareilly Club individually or in group(s) and avail all facilities on cash coupons only.
- (vi) Such officers thereof visiting Bareilly Club should be in possession of their Identity Cards or Club Membership Card/letter to the effect that they are members of concerned Officers Messes.
- (vii) Such Tenure Membership will be granted for a period of three years or the unit's tenure at the Satellite Military Station, whichever is lesser.
- (viii) Mutation of membership from this category to permanent members for individual officer members may be considered upon expiry of tenure membership upon their applying.

CENTRAL AND STATE GOVERNMENT OFFICERS:

This means all officers of the Central and State Government such as IPS, IFS, IAS, IRS, PCS, Indian Judiciary Services, Chief Engineer and other such gazetted officers, et al.

Explanatory Statement under Section 102(1) of the Companies Act, 2013, to be passed in the Annual general meeting of the members of BAREILLY CLUB LIMITED to be held on 29th Day of December 2022.

TO CONSIDER AMENDMENT IN SHORT DURATION MEMBERSHIP

Due to its all-encompassing features accrued by such form of membership, it is proposed to change the name of Short Duration membership to Tenure Membership which contains all the key features of short duration and outstation membership.

It is proposed to grant TENURE membership to officers of Central and State Govt., on payment of following enhanced amount:

- (a) Entrance Donation - FROM Rs. 6000 TO Rs 20,000/-
- (b) Development Fund - FROM Rs. 3000 TO Rs 10,000/-
- (c) Security Deposit - FROM Rs. 1000 TO Rs 5,000/- (Refundable).

It is proposed to bring the category of Outstation Membership of Units and Officers Messes of Satellite Military Stations under this category and to enhance their contribution from Rs. 250/- per annum to Rs. 500/- per month.

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

The Directors of the Club, Honorary Secretary or their Relatives are neither concerned, interested or have stake in the proposed Resolution.

DEBATE:

Mr. Rajeev Gupta, Senior member with the permission of Chairman informed members that the Articles of Association of club already have provisions for short duration and outstation membership. He suggested that the membership category of Class I officers be continued with as hitherto-for and not diluted to the proposed nomenclature of Central and State Government Officers. There was no need to introduce new provisions for same kind of membership. Moreover, the enhancement in entrance donation etc., is not advisable as it will discourage Class I Gazetted officers to become members of the Club. He requested that the proposed special resolution no. 2 be dropped completely.

Decision: After discussion, the special resolution no. 2 was dropped and not passed by members.

SPECIAL RESOLUTION NO. 3: TO CONSIDER AMENDMENT IN CONCESSION FOR SENIOR CITIZENS

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a 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. 18 of Annexure II of the Articles of Association as follows:

FOR: Annexure II, S.No.18. Concession for Senior Citizens

The Senior Citizen active members between 65 years to 75 years of age including widow lady members be given 50% concession in their monthly subscriptions as applicable to their respective Categories. However, outstation / absentee Members between 65-75 years of age will not be given this 50% concession.

- (a) Since members on attaining the age of 75 years are to be redesignated as Honorary Members with Zero subscription and with full Club facilities with No Voting Right.
- (b) The above concession to active Members between 65-75 years of age will be applicable to those who have been members for 15 years or more.
- (c) The above concession will be applicable to those who have been Members for 15 years or more.

READ: Annexure II, S.No.18. Concession for Senior Citizens

- (a) Permanent Members of all categories who are Senior Citizens between 65 years to 75 years of age including widow lady members having standing of at least 15 years as member be given 50% concession in their monthly subscriptions as applicable to their respective Categories. However, outstation/absentee Members between 65-75 years of age will not be given this 50% concession.

- (b) A Permanent Member of **Civil category on attaining the age of 75 years having standing of at least 20 years as a Civil member** has the option to get himself/herself redesignated as an Honorary Member with Zero monthly subscription charges, with full Club facilities without any Voting Right. The Aforesaid Honorary member shall submit his/her willingness letter to the Secretary for getting refund of Entrance Donation paid by them or such amount as approved by Board of Directors, whichever is less:

If any permanent member as aforesaid meets with death after submitting his/her willingness letter to the Secretary, then their spouse or legal heirs will be entitled for refund of the Entrance Donation as aforesaid.

(c) The above concessions will be applicable to only those members who have not taken any other concession including concession mentioned at S.No. 14 of Annexure II.

(d) Members who are Senior citizens and availing the above concession shall not be eligible to apply for life membership mentioned in S.No. 4 of Annexure II of the Articles of Association.

Explanatory Statement under Section 102(1) of the Companies Act, 2013, to be passed in the Annual general meeting of the members of BAREILLY CLUB LIMITED to be held on 29th Day of December 2022.

TO CONSIDER AMENDMENT IN CONCESSION FOR SENIOR CITIZENS

It is proposed to refund entrance donation to only Permanent Member of **Civil category on attaining the age of 75 years having standing of at least 20 years as a Civil member**

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

The Directors of the Club, Honorary Secretary or their Relatives are neither concerned, interested or have stake in the proposed Resolution.

DEBATE :

CA Sharad Kumar Mishra, Senior member with the permission of Chairman submitted his views that Senior Citizens are jewels of the club and there was certain logic and genuine reasons to honour them at the age of 75. The veneration for senior citizens club should continue as hitherto-fore.

Mr. Sandeep Tandon, Senior member with the permission of Chairman submitted his views that the amount of refund to an honorary member should be lucrative so that they opt for it allowing for more vacancies to be created.

Mr. Rajeev Gupta, Senior member with the permission of Chairman informed members that the Articles of Association of club already had provisions for giving genuine concessions to Senior Citizens of all category and there is no need to restrict them to only civil category. He requested that the proposed special resolution no. 2 be dropped completely in the interest of all members.

Decision: After discussion, the special resolution no. 3 was dropped and not passed by members.

SPECIAL RESOLUTION NO. 4: TO CONSIDER AMENDMENT IN LIFE MEMBERSHIP

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a 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 the Articles of Association as follows:

FOR: Annexure II, S.No.4. 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 the 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.

READ: Annexure II, S.No.4. Life Membership

Any in-station regular member of the club holding permanent membership for minimum 25 years may apply for Life membership by paying annual subscription charges of the next 10 years as applicable to his category of membership in advance at the time of submitting aforesaid application.

Life membership fees (annual subscription charges of next 10 years) shall be mandatorily invested in Fixed deposit schemes of Nationalized Banks only.

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

Life member shall be subject to provisions of the 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.

Members who are Senior citizens and availing concession in monthly subscription charges as per S.No. 18 of Annexure II, shall not be eligible to apply for life membership.

Members as mentioned in S.No.3 (Absentee membership) or S.No. 14 of Annexure II of the Articles of Association of the club availing concession in monthly subscription charges shall not be eligible to apply for life membership.

Defence members while in Government service and having standing of 25 years shall be eligible to apply for life membership on payment of monthly subscription of 10 years in advance as applicable to retired defence officers.

Explanatory Statement under Section 102(1) of the Companies Act, 2013, to be passed in the Annual general meeting of the members of BAREILLY CLUB LIMITED to be held on 29th Day of December 2022.

TO CONSIDER AMENDMENT IN LIFE MEMBERSHIP

In order to reduce burden on the Club Corpus, it is proposed to allow life membership to only those members having standing of atleast 25 years instead of 15 years. It is also proposed to invest Life membership fees in Fixed deposit schemes of Nationalized Banks only.

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

The Directors of the Club, Honorary Secretary or their Relatives are neither concerned, interested or have stake in the proposed Resolution.

Proposed by: Shri Piyush Agarwal.

Seconded by: Shri Vijay Kapoor.

Decision: The special resolution no. 4 was unanimously passed by members.

SPECIAL RESOLUTION NO. 5: TO CONSIDER AMENDMENT IN PERMANENT MEMBERSHIP

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a 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. 2 of Annexure II of the Articles of Association as follows:

FOR: Annexure II, S.No.1

S.No.1. Membership shall be of **14 kinds**, namely Permanent, Absentee, Life, Unit/Mess, Special - Unit/mess, Corporate, Short Duration, Temporary, interim, casual, Honorary, Reciprocation, Lady and Dependent.

READ: Annexure II, S.No.1

S.No.1. Membership shall be of 10 kinds, namely Permanent, Absentee, Life, Unit/Mess, Corporate, Tenure, Honorary, Reciprocating, Residuary and Dependent.

FOR: Annexure II, S.No.2 (a)

(a) Permanent members will be members elected by ballot as hereinafter provided in **ANNEXURE III.**

The BOARD OF DIRECTORS after screening the applicants applying for permanent membership and after ensuring their eligibility and suitability, grant Permanent Membership to all such applicants irrespective of their vocation or profession but subject to the availability in that category in accordance with **ANNEXURE I.** It must be ensured that it is kept within the overall limits of the total numbers of specified Membership (that is 2600) with its further limits of 1600, 300 and 700 in case of Defence Services Officers, class I Gazette Officers & Civilian Members respectively as envisaged in ANNEXURE I.

READ: Annexure II, S.No.2 (a)

(a) Permanent members will be members elected by ballot as hereinafter provided in **ANNEXURE III.**

The BOARD OF DIRECTORS after screening the applicants applying for permanent membership and after ensuring their eligibility and suitability, grant Permanent Membership to all such applicants irrespective of their vocation or profession but subject to the availability in that category in accordance with ANNEXURE I. It must be ensured that it is kept within the overall limits of the total numbers of specified Membership (that is 2730) with its further limits of 1680, 315 and 735 in case of Defence Services Officers, Central & State Government Officers and Civilian Members respectively as envisaged in ANNEXURE I. The increase respectively of 80, 15 and 35 members is to be granted to only fresh applicants.

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 (AGM 24-11-2018):

- a. Members of Defence Service : 50% of Civil Members rate.
and Civil Class I Gazetted Officers
- 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).

This will include the use of the Club by the Spouse, Dependent sons up to the age of 21 years and Daughters so long they are not married. However, they will use the club only if accompanied by their parents, and will under no circumstances visit the Bar or Card Room or such other places as are restricted by the BOARD from time to time.

READ: 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 (AGM 24-11-2018):

- a. Defence Services Officers : 50% of Civil Members rate.
- b. Central & State Government Officers : 50% of Civil Members rate.
- c. Civil members : Rs 825/- per month.
- d. Officers Mess Members : Rs. 250/- per month.
- e. Gratuity - For all kinds of members : Rs. 25/- per month.
- f. Garden Fund - For all kinds of members : Rs. 20/- month.
- g. Library Subscription : Rs. 5/- per month.
- h. Servant Box
 - (i) Civil Members : Rs. 20/- per month.
 - (ii) Defence Services Officers : Rs. 15/- per month.
 - (iii) Central & State Government Officers : Rs. 15/- per month.

- j. Sports Development Fund
- (i) Civil Members : Rs. 35/= per month.
 - (ii) Defence Services Officers : Rs. 20/= per month.
 - (iii) Central & State Government Officers : Rs. 20/= per month.
- k. **Building Maintenance Fund** : **Rs. 200/= per annum**
(all categories)

(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).

This will include the use of the Club by the Spouse, sons and daughters up to the age of 25 years whether they are married or not. However, they will use the club only if accompanied by their parents and the sons/daughters less than 18 years age will not be permitted to enter the BAR or Card Room or such other places as are restricted by the BOARD from time to time.

Sons/Daughters after becoming of 25 years can enter club premises as guest on payment of applicable charges or they have option to apply for permanent membership under dependent category as mentioned in S.No. 15 of Annexure II or S.No. 13(c) of Annexure III.

Explanatory Statement under Section 102(1) of the Companies Act, 2013, to be passed in the Annual general meeting of the members of BAREILLY CLUB LIMITED to be held on 29th Day of December 2022.

TO CONSIDER AMENDMENT IN PERMANENT MEMBERSHIP

It is proposed to reduce 14 kinds of membership to only 10, by deletion the membership categories of Special Unit/Mess, Temporary, Interim and Casual memberships.

To meet increasing maintenance costs, it is proposed to impose new charges on every member i.e., Building Maintenance Fund amounting to Rs. 200/- per annum per member.

In keeping with suggestions from many members, it is proposed to allow sons and daughters of members to use club facilities upto age of 25 years instead of 21 years of age.

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

The Directors of the Club, Honorary Secretary or their Relatives are neither concerned, interested or have stake in the proposed Resolution.

DEBATE :

CA Sharad Kumar Mishra, Senior member with the permission of Chairman submitted his views that keeping in view the infrastructure facilities, the overall membership limit should not be increased. He informed house that in some functions ladies keep standing, so there is need to improve our infrastructure capacity and only after that we should think of increasing overall membership strength.

Chairman also shared his memories that in year 2004 when he was here, some members keep waiting for 45 minutes, so we should not increase waiting time.

Mr. Rajeev Gupta, Senior member with the permission of Chairman request house to approve levy of building maintenance fund. He requested to pass the proposed special resolution no. 5 with modification in the interest of members.

Decision: After discussion, the special resolution no. 5 was passed with modification to levy only building maintenance fund of Rs. 200/- p.a., on every member. Other modifications / clauses proposed in the resolution were dropped and not passed by respected members.

SPECIAL RESOLUTION NO.6: TO CONSIDER AMENDMENT IN TEMPORARY DEPENDENT MEMBERSHIP

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a 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. 15 of Annexure II of the Articles of Association as follows:

FOR: Annexure II, S.No.15. Dependent Membership

- (a) A Dependent of a permanent member may apply for dependent Membership of the Club between the age of 25 years to 35 years. This privilege cannot be claimed as Right and will be restricted to two Dependents of the Members subject to recommendations of the Screening Sub BOARD.
- (b) A Dependent on attaining the age of 21 year or above upto 25 years may apply for the Dependent Membership on payment of Rs 15,000/- (Rs fifteen thousand only) which sum will be non - refundable.
- (c) The monthly subscription for this special class of members shall be as per the prevailing subscription rate for permanent members belonging to the category of their parent class of members. The candidate will be proposed by Father and seconded by another permanent member of the Club but the financial responsibility shall remain upon the father of the candidate. The payment of subscription etc. will be as per Rules contained in ANNEXURE IX and **ANNEXURE, IV S.No. 1(e).**

READ: Annexure II, S.No.15. : Temporary Dependent Membership

- (a) Sons/Daughters (married/unmarried) aged between 25 to 35 years of any permanent member, may apply for Temporary dependent Membership. This privilege cannot be claimed as Right & will be restricted to two Sons/Daughters (married/unmarried) of the Members subject to recommendations of Screening Sub Board.
- (b) Sons/Daughters (married/unmarried) as aforesaid may apply for the Temporary Dependent Membership on payment of non-refundable, one-time capital contribution (donation) as follows:

Sons/Daughters(married/unmarried) **aged between 25 to 30 years - Rs. 1,00,000/-**
Sons/Daughters(married/unmarried) **aged between 30 to 35 years - Rs. 50,000/-**

- (c) The monthly subscription for this special class of members shall be as per the prevailing subscription rate for permanent members belonging to the CIVIL category. The candidate will be proposed by his/her Parent and seconded by another permanent member of the Club but the financial responsibility shall remain upon the Parent of the candidate. Payment of monthly subscription etc., will be as per Rules contained in **ANNEXURE II, ANNEXURE IV &ANNEXURE IX.**

(d) Sons/Daughters getting temporary dependent membership under this clause will enjoy all the facilities of the club till the age of 35 years without any voting rights. This will include the use of the Club by the Spouse and their children.

Explanatory Statement under Section 102(1) of the Companies Act, 2013, to be passed in the Annual general meeting of the members of BAREILLY CLUB LIMITED to be held on 29th Day of December 2022.

TO CONSIDER AMENDMENT IN DEPENDENT MEMBERSHIP

It is proposed to allow Temporary Dependent Membership to married/unmarried, Sons/Daughters aged 25 to 35 years on payment of non-refundable, one-time capital contribution (donation) depending upon their age at the time of making application:

Sons/Daughters(married/unmarried) **aged between 25 to 30 years - Rs. 1,00,000.**

Sons/Daughters(married/unmarried) **aged between 30 to 35 years - Rs. 50,000.**

In keeping with suggestions from members, the Board of Directors is willing to promote membership under this category by taking concessional donation as per the revised entry age.

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

The Directors of the Club, Honorary Secretary or their Relatives are neither concerned, interested or have stake in the proposed Resolution.

DEBATE :

Mr. Piyush Agarwal, Senior member with the permission of Chairman submitted his views that there is hardly any application for this kind of membership and by increasing the one-time capital contribution from Rs. 15000/- to Rs. 1,00,000/- will place burden on members. He requested that the proposed special resolution no. 6 be dropped completely in the interest of members.

One member from defence category informed members about the decision of National Company Law Tribunal in the matter of Delhi Gymkhana Club, in which the Hon'ble court had terminated membership given under temporary category.

Decision: After discussion, the special resolution no. 6 was dropped and not passed by members.

SPECIAL RESOLUTION NO. 7: TO CONSIDER REJOINING OF PERMANENT MEMBERS

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a 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 S.No. 2 in Annexure IV of the Articles of Association as follows:

Annexure IV, S.No.2

Permanent members of the club (all categories) who have left membership due to resignation, termination, arrears in monthly subscription or for any other reason shall be allowed to re-join the club as permanent members only once after payment of all the outstanding dues and one- time re-joining fees as follows:

CIVIL MEMBERS - Rs. 50,000/-.

CENTRAL & STATE GOVERNMENT OFFICERS - Rs.10,000/-.

DEFENCE MEMBERS Rs. 10,000/-.

This privilege cannot be claimed as a right & will be subject to availability in the category of membership they have eligibility of and recommendations of the Screening Sub Board.

Such dispensation will be given to only those members who apply within 5 years from the date of termination of their membership. Upon grant of membership, such membership is not transferable till 5 years from date of grant of such membership. Any person applying after 5 years from the date of termination of his/her membership, will be considered as a fresh applicant and subject to rules governing the application procedure accordingly.

RESOLVED further 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 the 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, to be passed in the Annual general meeting of the members of BAREILLY CLUB LIMITED to be held on 29th Day of December 2022.

TO CONSIDER REJOINING OF PERMANENT MEMBERS

It is proposed to allow permanent members of the club (all categories) who have left membership due to some specified reason to rejoin the club within 5 years as permanent member after payment of all the outstanding dues and one-time rejoining fees so as to give them a chance to come back in the folds of the Club's fraternity as their goodwill, Club standing & bona fides would have already have been long established at the time of and after their initial entry.

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

The Directors of the Club, Honorary Secretary or their Relatives are neither concerned, interested or have stake in the proposed Resolution.

DEBATE :

CA Sharad Kumar Mishra, Senior member with the permission of Chairman submitted his views that Bareilly Club is a highly esteemed organization and no member would like to give up his membership. For somebody's membership to be terminated there would be have been justifiable grounds. If somebody whose membership termination has been due to his/her not bothering to follow Club rules then he/she should not be encouraged to come back into.

Mr. Piyush Agarwal, Senior member also supported the submission made above and requested the Forum to drop the proposed special resolution no. 7 in the interest of Club and members.

The Chairman also put forth his views that the Club should not give another chance to errant and defaulting members who have an egregious history and who seek re-entry by paying a trifling amount. Given their dubious exit, they should not be even considered as fresh applicants as they would deprive genuine applicants of an opportunity to become members.

Decision: After discussion, the special resolution no. 7 was dropped and not passed by members.

SPECIAL RESOLUTION NO. 8: TO CONSIDER ENHANCEMENT IN PERMANENT MEMBERSHIP DONATION

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a 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 the existing clauses of S.No.13 (a), (b), (c) & (d) of Annexure III of the Articles of Association as follows **to be effective from 01st April 2023** as follows:

FOR

The Capital Contribution (Entrance fee/Donation) payment for permanent member shall be as under to be effective from 01-04-2019.

- (a) The Defence /Govt Class I Gazetted Officers and such Retired Officers (Ladies /Gents) to pay Rs. 24,750.00 (Rs. twenty four thousand seven hundred fifty only) as one time non-refundable Donation.
- (b) The Civil Candidates to pay Rs 8,25,000/- (Rs Eight Lac twenty five thousand only) as one time donation (non-refundable) in three instalments as under:-
 - (i) Rs 82,500/- (Rs eighty two thousand five hundred only) along with Application Form.
 - (ii) Rs 4,12,500/- (Rs four lacs twelve thousand five hundred only) on becoming Interim Member (refundable in case not granted Permanent Membership).
 - (iii) Rs 3,30,000/(Rs three lacs thirty thousand only) on becoming Permanent Member.
- (c) Sons/ Daughters (may or may not be a dependent member up to 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 instalments as under:-
 - (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.
- (d) 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 instalments 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.

READ: S.NO. 13

The Capital Contribution (Entrance fee/Donation) payment for admission as permanent member of Bareilly Club Limited shall be as under to be effective from 01-04-2023 :-

"(a) The Defence Services Officers and such Retired Officers (Ladies / Gents) to pay Rs. 31,000.00/- (Rupees THIRTY ONE THOUSANDS only) as one time Capital Contribution (Entrance fee/Donation).

(aa) The Central & State Government Officers and such Retired Officers (Ladies / Gents) to pay Rs. 31,000.00 (Rupees THIRTY ONE THOUSANDS only) as one time Capital Contribution (Entrance fee/Donation).

(b) The Civil Candidates to pay Rs 10,31,000/- (Rupees TEN LACS THIRTY ONE THOUSANDS only) as one time Capital Contribution (Entrance fee/Donation) in three instalments as under:-

(i) Rs. 103100/- along with Application Form.

(ii) Rs. 5,15,500/-within 15 days on approval by screening Sub-Board (refundable in case not approved by the Board of Directors after deducting 20% Administrative Charges).

(iii) Rs, 4,12,400/-within 15 days on approval by Board of Directors.

(c) Sons/ **Daughters** (married/unmarried 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 Central & State Government Officers and Defence officers) to pay 30% of amount mentioned in S.NO. 13(b) above as one time Capital Contribution (Entrance fee/Donation; non- refundable) in three instalments as under:-

(i) 10% of Total amount along with application form.

(ii) 50% of Total amount **within 15 days on approval by screening Sub-Board** (refundable in case not approved by Board of Directors after deducting 20% Administrative Charges).

(iii) 40% of Total amount **within 15 days on approval by the Board of Directors.**

Any third Son/Daughter (married/unmarried, upto the age of 35 years) of existing Permanent Members as aforesaid may apply for permanent membership under dependent category and shall be required to pay 60% of amount mentioned in S.No.13(b) of Annexure III as amended from time to time as one time Capital Contribution (Entrance fee/Donation; non- refundable) in three instalments as under:-

(i) 10% of Total amount along with application form.

(ii) 50% of Total amount **within 15 days on approval by screening Sub-Board** (refundable in case not approved by Board of Directors after deducting 20% Administrative Charges).

(iii) 40% of Total amount **within 15 days on approval by the Board of Directors.**

(d) The Civil candidates will also have an option of deferred payment to pay amount mentioned in S.No.13(b) above as one time Capital Contribution (Entrance fee/Donation) (non-refundable) on additional payment of Rs. 20,000/- (Rupees twenty

thousand only). The total amount can be paid in three instalments as under:-

- (i) 10% of Total amount along with application form.
- (ii) 50% of Total amount within 15 days on approval by screening Sub Board (refundable in case not approved by Board of Directors after deducting 20% Administrative Charges).
- (iii) 40% of Total amount within **three MONTHS on approval by the Board of Directors.**

Any person applying for permanent membership under aforesaid S.No 13(a), (b), (c), (d) of Annexure III shall be deemed to have been provisionally granted such membership contingent to not being the subject of any complaint during a probationary period of 90 days. Subsequent to completion of such unblemished period of 90 days, the applicant shall be granted regular permanent membership.

Explanatory Statement under Section 102(1) of the Companies Act, 2013, to be passed in the Annual General Meeting of the members of BAREILLY CLUB LIMITED., to be held on the 29th Day of December 2022:

CONSIDER ENHANCEMENT IN PERMANENT MEMBERSHIP DONATION

Membership donation was last increased in AGM 2018.

In the last 4 years, a host of infrastructural developments like plunge bath, indoor badminton court, new party halls, renovated Bar rooms/guest rooms etc., has taken place involving substantial capital expenditure.

Therefore, in order to make up for such heavy capital outflow and augment the Club corpus, it is proposed to enhance the Entrance donation by 25% for each respective category w.e.f. 01-04-2023.

It is also proposed to allow dependent membership under permanent category to the third child of a member on payment of 60% of donation payable by civil members.

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

The Directors of the Club, Honorary Secretary or their Relatives are neither concerned, interested or have stake in the proposed Resolution.

DEBATE :

Mr. Anant Bir Singh, veteran member with the permission of Chairman submitted his views that increase in entrance donation would be against the law of economics. He further submitted that people are still under impact of COVID and by increasing entrance donation it will become difficult to fill vacancies in civil category. He finally requested that the proposed special resolution no. 8 be dropped completely in the interest of Club and members.

The Chairman also put forth his views that COVID notwithstanding, there was no substantial drop in income of elite civilians and the Club's income is more or less stabilized. He did however, suggest for this resolution to be deferred to the next AGM.

Decision: After discussion, the special resolution no. 8 was dropped and not passed by members.

SPECIAL RESOLUTION NO. 9: TO CONSIDER AMENDMENT IN CORPORATE MEMBERSHIP

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a 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.7 of Annexure II of the Articles of Association to insert new clause 7(c) as follows:

S.NO. 7 (c), ANNEXURE II

Corporate membership Entrance donation shall be mandatorily invested in Fixed deposit schemes of Nationalized Banks only.

Explanatory Statement under Section 102(1) of the Companies Act, 2013, to be passed in the Annual General Meeting of the members of BAREILLY CLUB LIMITED., to be held on the 29th Day of December 2022:

AMENDMENT IN CORPORATE MEMBERSHIP

In order to ensure that the entrance donation of Corporate membership gets subsumed into the Club corpus, it is proposed that such donation be mandatorily invested in Fixed deposit schemes of Nationalized Banks only.

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

The Directors of the Club, Honorary Secretary or their Relatives are neither concerned, interested or have stake in the proposed Resolution.

DEBATE :

Advocate Gurbachan Singh Chawla, Director and Senior member, with the permission of Chairman submitted his views that Corporate membership should be restricted to Listed companies (on the national bourses) and Public Sector Undertakings only.

CA Sharad Kumar Mishra also support the aforesaid views and requested to pass the proposed special resolution no. 9 with modification in the interest of Club and members.

Decision: After discussion, the special resolution no. 9 was passed with modification as follows:

S.NO. 7 (c), ANNEXURE II

Corporate membership Entrance donation shall be mandatorily invested in Fixed deposit schemes of Nationalized Banks only.

Corporate membership shall be given to only Listed companies and Public Sector Undertakings.

SPECIAL RESOLUTION NO. 10: TO CONSIDER AMENDMENT IN LADY MEMBERSHIP

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a 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. 14 of Annexure II of the Articles of Association as follows:

FOR: ANNEXURE II, S.No. 14, Lady Member

- (a) The lady wife has to apply within a period of 5 years from the demise of her spouse and she will be given preference with subject to availability of vacancies.
- (b) She will be charged 50% subscription of the category of her late husband but after 5 years, it will be full subscription.

READ: ANNEXURE II, S.NO. 14, RESIDUARY MEMBERSHIP

- (a) On the demise of a permanent member (Male/Female), the widow/widower of the deceased member can apply for club membership within 5 years of his/her death.
- (b) The privilege/duties acquired by such surviving widow/widower shall remain as hither- to-fore applicable to the deceased spouse.
- (c) Consideration of such membership shall be without exception to gender, race, caste, creed and religion, but shall be subject to availability of vacancies.
- (d) If such applicant is the widow of the deceased member, then she will be charged 50% monthly subscription of the respective category of her late husband for 5 years and thereafter full monthly subscription.
- (e) In the event of the divorce of a Permanent member (male/female) of the Club, upon receipt of an application from the non-member divorced partner (husband or wife) of the Permanent member, membership may be granted to such divorced partner (husband or wife) within a period of **ONE** Year from the date of such divorce under this category on payment of entrance donation/capital contribution equivalent to 50% of amount mentioned at serial no.13(b) of Annexure III and liable to pay full monthly subscription applicable to civil category.

Explanatory Statement under Section 102(1) of the Companies Act, 2013, to be passed in the Annual General Meeting of the members of BAREILLY CLUB LIMITED., to be held on the 29th Day of December 2022:

TO CONSIDER AMENDMENT IN LADY MEMBERSHIP

The proposal to rename Lady membership as RESIDUARY MEMBERSHIP is to give fair opportunity to both the widow/widower of the deceased member (Male/Female) to apply for club membership within 5 years of his/her death without any entrance donation. This also conforms with the Club's ethos of being egalitarian and gender-sensitive.

Apropos of the same, the proposal also intends for equitable entry/membership to those divorced partners (husband or wife) of a Permanent member (male/female) of the Club on payment of entrance donation equivalent to 50% of amount payable by Civil members, who were earlier disenfranchised by such benefit.

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

The Directors of the Club, Honorary Secretary or their Relatives are neither concerned, interested or have stake in the proposed Resolution.

DEBATE :

Mr. Anant Bir Singh, veteran member with the permission of Chairman submitted his views that the Club was treading dangerous waters by allowing divorcees to apply for membership. There

may be matrimonial matters pending before Courts which may give rise to legal consequences by allowing membership to divorcees. He requested to drop the proposed special resolution no. 10 in the interest of Club and members.

Decision: After discussion, the special resolution no. 10 was dropped and not passed by members.

SPECIAL RESOLUTION NO. 11: TO CONSIDER AMENDMENT IN THE EXTENT OF MEMBERSHIP

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a 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 I of the Articles of Association as follows:

FOR: ANNEXURE I: EXTENT OF MEMBERSHIP

The Club shall consists of 2600 Permanent Member - Defence and Civil officers and Elite Civilians. The breakdown of membership will be as under:

- | | | |
|-----|----------------------------------|---------|
| (a) | Defence Officers (Ladies/ Gents) | - 1600. |
| (b) | Civil officers (Ladies/ Gents) | - 300. |
| (c) | Elite Civilians (Ladies/ Gents) | - 700. |

READ: ANNEXURE I : EXTENT OF MEMBERSHIP

The Club shall consist of 2730 Permanent Members, i.e., Defence officers, Central & State Government Officers and Elite Civilians. The breakdown of membership will be as under:

- | | | |
|-----|---|---------|
| (a) | Defence Officers (Ladies/ Gents) | - 1680. |
| (b) | Central & State Government Officers (Ladies/ Gents) | - 315. |
| (c) | Elite Civilians (Ladies/ Gents) | - 735. |

THE TERM CIVIL OFFICERS USED ANY WHERE IN MEMORANDUM OF ASSOCIATION, ARTICLES OF ASSOCIATION, ANNEXURES, BYE-LAWS etc., OF BAREILLY CLUB LIMITED SHALL BE READ AND UNDERSTOOD AS 'CENTRAL & STATE GOVERNMENT OFFICERS'.

CENTRAL AND STATE GOVERNMENT OFFICERS:

This means all officers of the Central and State Government such as IPS, IFS, IAS, IRS, PCS, Indian Judiciary Services, Chief Engineer and other such gazetted officers, et al.

Explanatory Statement under Section 102(1) of the Companies Act, 2013, to be passed in the Annual General Meeting of the members of BAREILLY CLUB LIMITED., to be held on the 29th Day of December 2022:

AMENDMENT IN THE EXTENT OF MEMBERSHIP

As one of the best and leading Clubs of Rohilkhand region, it is to the Club's benefit that many elite eligible persons who desire to become members be allowed to apply for

membership, hitherto not feasible due to non-availability of seats in each respective category.

Therefore, in order to bring into the folds of the Club such elite eligible persons, it is proposed to make grounds for their entry by enhancing the maximum limit of members by 5% in each respective category i.e., from a total of 2600 members to a total of 2730 members.

For unambiguous clarity, it is also proposed to use term '**Central and State Government Officers**' in place of Civil officers.

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

The Directors of the Club, Honorary Secretary or their Relatives are neither concerned, interested or have stake in the proposed Resolution.

DEBATE :

The Chairman opined that the existing infrastructure of club was already weighed down by the burden of existing members with no scope for expansion other than the existing premises. Members had already complained of Club functions with barely enough space to manoeuvre and long waiting lines at food and liquor counters and the dance floor. Even on some regular days, sports facilities, bar, restaurant and lounges had been chock-full. Moreover, since this resolution was connected with above proposed special resolution no. 5, the discussions of which being given due consideration, the Chairman suggested that it would be only practical to drop this resolution.

Decision: After discussion, the special resolution no. 11 was dropped and not passed by members.

SPECIAL RESOLUTION NO. 12: TO CONSIDER DELETION OF OUTDATED MEMBERSHIPS AND OTHER CLAUSES

To consider and, if thought fit, to pass with or without modification(s) the following resolution as a 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 delete following clauses of Annexures to the Articles of Association of the Club:

1. DELETION OF SPECIAL MESS/UNIT MEMBERSHIP AT S.NO. 6, ANNEXURE II.
2. DELETION OF TEMPORARY MEMBERSHIP AT S.NO. 9, ANNEXURE II.
3. DELETION OF INTERIM MEMBERSHIP AT S.NO. 10, ANNEXURE II.
4. DELETION OF CASUAL MEMBERSHIP AT S.NO. 11, ANNEXURE II.
5. DELETION OF OUTSTATION MEMBERSHIP AT S.NO. 20, ANNEXURE II.
6. DELETION OF S.NO. 2(f) AND S.NO. 2(g), ANNEXURE II.
7. DELETION OF S.NO. 1 (e), ANNEXURE IV.

Explanatory Statement under Section 102(1) of the Companies Act, 2013, to be passed in the Annual General Meeting of the members of BAREILLY CLUB LIMITED., to be held on the 29th Day of December 2022:

DELETION OF OUTDATED MEMBERSHIPS AND OTHER CLAUSES

It was decided in AGM 2020 that in order to have more simplicity and greater clarity, the present 14 kinds of membership should be reduced to a lesser number with clear terms and conditions without affecting any member. For such express purpose, a committee was formed by the Chairman and their recommendations was considered by the Board of Directors.

As per their suggestions, the key features and benefits of OUTSTATION MEMBERSHIP, SPECIAL MESS/UNIT MEMBERSHIP, TEMPORARY MEMBERSHIP, INTERIM MEMBERSHIP AND CASUAL MEMBERSHIP have been incorporated in the remaining memberships and there is no need to persist with such memberships separately.

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

The Directors of the Club, Honorary Secretary or their Relatives are neither concerned, interested or have stake in the proposed Resolution.

DEBATE:

The Chairman offered his views that since this resolution was connected with above proposed resolutions no. 1, 2 and 3, the discussions of which being given due consideration, it was decided to pass this resolution with modification as follows.

'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 delete following clauses of Annexures to the Articles of Association of the Club:

1. DELETION OF TEMPORARY MEMBERSHIP AT S.NO. 9, ANNEXURE II.
2. DELETION OF INTERIM MEMBERSHIP AT S.NO. 10, ANNEXURE II.
3. DELETION OF CASUAL MEMBERSHIP AT S.NO. 11, ANNEXURE II.

Decision: After discussion, the special resolution no. 12 was passed with the afore said modification by members.

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

Suggestions from members:

(a) Shri Rajesh Singh Yadav suggested that there should be indoor games like carrom & table tennis for children and family members. The Dining hall was congested as per present membership strength. He exhorted that the Club improve its standards like other clubs i.e., MB Club, Gymkhana Club etc. He also suggested that there should be washroom facilities in Bareilly Club Mela ground.

- The Chairman informed the House that this point had already been debated in Special Resolution No 5 and within constraints of existing space necessary infrastructural upgradation shall be considered.

(b) Shri Sandeep Tandon suggested to have honorary membership for National Awardees.

- The Chairman informed the House that this provision was already existing.

(c) Shri Sharad Kumar Mishra CA, suggested to have provision of some Debit card or other temporary card for making payment for club facilities. The Club should provide free internet wi-fi facility to its members. The website of club should be updated regularly. Seating capacity in club functions should be increased so that late coming members can also get their seat.

- The Chairman informed the House that money-rechargeable membership cards, POS machines and public access wifi with visible passwords were already in place. The Club's website would be updated regularly, as suggested. Seating capacity would be augmented within constraints of existing space in functions.

(d) Architect Shri Raj Goel, requested the Chairman to restrict use of high-volume music and D.J., as per timings prescribed by the Hon'ble Supreme Court.

- The Chairman informed the House that the said norms were being followed.

(e) Shri Piyush Agarwal requested for the use of high-quality crockery in club dining hall and functions and should avoid using plastic cups.

(f) Shri Anubhav Kapoor advised to use POS machines instead of coupons in club functions.

- The Chairman informed the House that the suggestion would be implemented.

(g) Shri Sandeep Chandra requested for improvement in arrangements for Senior citizens parking in club functions.

- The Chairman informed the House that the suggestion would be implemented.

The Chairman thanked all the above-mentioned members for their valuable suggestions that manifested their proactive ownership of the Club.

VOTE OF THANKS TO THE CHAIRMAN. Vote of thanks was given by Shri Anant Bir Singh, veteran member of Bareilly Club.

At the end, the Chairman thanked all the members present for their attendance and active participation and declared the AGM-2022 closed at 3.00 PM on 29-12-2022.

(Kartikeyan Rao)
Lt Col
Hony Secretary
Bareilly Club Limited

COUNTERSIGNED

(Maneesh Kukrety SM **)
Brig
Chairman
Bareilly Club Limited