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# BAREILLY CLUB LIMITED

## No 1 Civil Lines

### Bareilly-243001

**MINUTES OF ANNUAL GENERAL MEETING (AGM) -**  
**2025 HELD ON 30<sup>TH</sup> DECEMBER 2025 AT 11 AM**  
**ONWARDS IN THE CLUB**

**(THESE MINUTES OF ANNUAL GENERAL MEETING (AGM)-**  
**2025 CONSIST OF 28 PAGES)**

## THE BOARD OF DIRECTORS

(2024-25)

1.	Brig Harjit Prit Pal Singh, VSM	Chairman
2.	Col Anindya Bandyopadhyay	Director
3.	Col AS Tomar	Director
4.	Col Ajeet Baswan	Director
5.	Col Anubhav Sharma	Director
6.	Col Ankur Sharma	Director
7.	Col Vinay Gurung	Director
8.	Col Vishal Kumar Singh	Director
9.	Gp Capt Rahul Agarwal	Director
10.	Shri Gurbachan Singh Chawla (Alias Raja Chawla)	Director
11.	Shri Saurabh Mehrotra	Director
12.	Shri Anant Bir Singh	Director
13.	Shri Rajesh Kumar Agarwal	Director
14.	Shri Vijay Kapoor	Director
15.	Shri Maneesh Sehgal	Director

### Secretary

Lieutenant Colonel Kamaljeet Singh

BAREILLY CLUB LIMITED  
Minutes of the Annual General Meeting- 2025  
**BAREILLY CLUB LIMITED, BAREILLY**

**MINUTES OF ANNUAL GENERAL MEETING – 2025**  
**HELD ON**  
**30<sup>th</sup> DECEMBER 2025 AT 11:00 AM ONWARDS**

**(Total no of Agendas discussed)**

(a)	Ordinary Business	03
(b)	Special Business	08

1. The Bareilly Club Ltd AGM-2025 was held on **30<sup>th</sup> December 2025 from 11:00 AM** onwards & was attended by 186 members in person who signed their attendance.
2. Total number of **members** (in person and proxy) tendered 584 valid votes. 281 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-2025. Shri GS Chawla proposed the name of Brig Harjit Prit Pal Singh, VSM and the same was seconded by Shri Saurabh Mehrotra. There being no other names proposed, Brig Harjit Prit Pal Singh, VSM was unanimously elected as Chairman to preside over the AGM 2025.

The Secretary requested Brig Harjit Prit Pal Singh, VSM to take the Chair and started the proceedings of the Annual General Meeting-2025.

Brig Harjit Prit Pal Singh, VSM thanked the members attending the meeting for having elected him as Chairman and presided over the AGM-2025.

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: -

- (a) Shri Shyam Sunder Maheshwari.
- (b) Shri Anoop Kumar Kapoor.
- (c) Shri Yogesh Kumar Mathur.
- (d) Shri Prabhat Kumar Agarwal.
- (e) Shri Akhil Kansal.
- (f) Gp Capt Shyam Mangatram Sachdev (Retd).
- (g) Col Bharat Joshi (Retd).
- (h) Shri Ajit Singh.

## **NOTICE CALLING FOR AGM-2025**

6. The Secretary read out the Notice calling the Annual General Meeting - 2025 being held on 30<sup>th</sup> December 2025.

## **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 2025, the same stands adopted”.**

## **CHAIRMAN'S ADDRESS AND ANNUAL REPORT OF THE 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) - 2025. 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 and you all have been witness to bustling activities and healthy footfall 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 bode 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 focused 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 6,14,82,593/-.

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 was vigorously reiterated with our tax appeal at the Hon'ble High Court of Judicature at Allahabad. On 01 Apr 2024 Hon'ble High Court Allahabad has disposed off the petition with a direction to the petitioner i.e. Bareilly Club Ltd to file a proper application seeking correction of arrears being demanded by Nagar Nigam. On the basis of Court's Order proper application along with affidavit has been submitted to Nagar Ayukt Bareilly seeking correction in the bills. Personal meeting with the officials of Nagar Nigam was also organized on number of time. Team of Nagar Nigam has visited the Club during Sep 2025 and a fresh measurement of Club building/areas has been done to fix house tax. Case of tax revision in JSCC Bareilly is ongoing and being defended by advocate Shri Antriksh Saxena.

## **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) Projects Completed.**

- (i) Procurement of 50 Plastic Tables and 300 Chairs.
- (ii) Sewage Line from Club's Socket Pit to main Sewage Line of Nagar Nigam.
- (iii) Renovation of Card Room No 2 as party Venue (Olive Lounge).
- (iv) Provisioning of Automatic Sensor Glass Door at Main Gate.
- (v) Renovation of Ladies Toilet Block.
- (vi) Water treatment of Dining Hall roof.

### **(b) Project Under Progress / in Pipe Line.**

- (i) Renovation of 04 x Guest Rooms (Lakh View Complex).
- (ii) Renovation of Gents Toilet Block.
- (iii) Upgradation of Bar Lobby.
- (iv) Renovation of Palm House.

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 nine permanent member opted for Honorary Membership on attaining the age of 75 years.
11. **Permanent Membership.** A total of 41 new members were elected and granted membership in respective categories.
12. **Spouse Membership.** Due to the natural deaths of members during the year, 05 next-of-kin (spouses) applied for transfer of membership and were granted the same.
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. The following major functions /sports events were organized since the last AGM:-
- (a) X-Mas Eve - Dec 2024.
  - (b) Republic Day Eve - Jan 2025.
  - (c) Flower show competition - Mar 2025.
  - (d) Holi Celebration - Mar 2025.
  - (e) Vaishakhi Celebration - Apr 2025.
  - (f) Pre-Independence Day Celebration on 14 Aug 2025.
  - (g) Sufi Night - 27 Sep 2025.
  - (h) Diwali Eve -19 Oct 2025.
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 had the unique privilege of visits of distinguished dignitaries i.e., His Excellency Shri Santosh Gangwar, Governor of Jharkhand, Lt Gen GD Misra, AVSM, Patron-in-Chief and GOC Uttar Bharat Area, Maj Gen IS Gill, COS UB Area, Patron, Maj Gen Narendra Singh, GOC 6 Mtn Div, Air Cmde Madhup Gangola, AOC, AF Stn, Izatnagar, Bareilly, Patron, Mr Bhupendra S Chaudhary, IAS, Commissioner, Bareilly Division, Patron, Shri Ramit Sharma, 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 bonafide 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.
19. **Visits to affiliated clubs.** The gathering today would be glad to know that our Club has a reciprocal agreement with a total of 153 affiliated clubs and 12 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 04 affiliated clubs to include:-

- (a) British Club Singapore.
- (b) Insignia Signature Club Scotland.
- (c) Jey Krishna Club Alwar.
- (d) Kanteerava Narasimharaja Sports Club, Mysore

20. **Updation and Digitisation 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. In addition the facility of dispatching bills to the members through e-mail has also been introduced wef Nov 2024 to ensure timely receipt of the bills by the members and consequent payment.

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

23. **Number of Meetings of the Board of Directors.** The Board of Directors met eleven (11) times during the year. 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.** The Board of Directors agree with Auditor's Report. Necessary action will be initiated on the remarks/suggestions of the auditor.

25. **Details of Establishment of Vigilance Mechanism for Directors and Employees.** As required under rule 7(3) of Companies (Meeting of Board and its powers) Rules 2014, Col Ajeet Baswan, Director has been nominated to chair the audit committee for the purpose of vigilance mechanism.

26. **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:-

- (a) Number of complaints received : NIL.
- (b) 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.

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- (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.

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:-

<u>Details</u>	<u>2022-23</u>	<u>2023-24</u>	<u>2024-25</u>
Expenditure on Power and Fuel	27,13,740.00	25,52,050.00	28,69,833.00

- (h) The Club did not receive any foreign currency and has not spent any foreign currency during the year.
- (j) There were no related party transactions/contracts between the club and its directors during the financial year, therefore, the provisions of Section 188 (1) of the Companies Act, 2013 were not attracted. Thus, disclosure in Form AOC-2 is not required.
- (k) 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 2024-25 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 there under.

31. **Acknowledgement**

- (a) 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.
- (b) 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.
- (c) 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.

- (d) 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.
- (e) Our thanks to Shri Gurdev Singh Chawla, CA and Shri Sharad Mishra, CA for their valuable guidance & advice on Income Tax & GST issues.
- (f) Our thanks to Company Secretary Shri Rituraj Rastogi 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.
- (g) 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.
- (h) The Management is so grateful to Lt Gen GD Misra, AVSM, Patron-in-Chief and GOC Uttar Bharat Area, Maj Gen IS Gill, COS UB Area, Patron, Maj Gen Narendra Singh, GOC 6 Mtn Div, Air Cmde Madhup Gangola, AOC, AF Stn, Izatnagar, Bareilly (Patron), Shri Bhupendra S Chaudhary, IAS, Commissioner, Bareilly Division, Patron, Shri Ramit Sharma, IPS, ADG Police, Bareilly Zone, Patron, Shri Avinash Singh, IAS, District Magistrate, Bareilly and Dr Umesh Gautam, Mayor for their valuable advice, support and guidance.
- (i) 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 former Honorary Secretary Lt Col Prashant Paul and present Honorary Secretary Lt Col Kamaljeet Singh and the entire club staff.
- (j) 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-2025.

**“JAI HIND”**

**ORDINARY RESOLUTION NO. 1** : The Chairman’s address and Annual Report for the year ending on 31<sup>st</sup> March 2025 was approved and passed by members as per voting result declared by Scrutinizer Col Ajay Rana.

**RESOLUTION STATUS : PASSED**

**ORDINARY RESOLUTION NO. 2:**

To appoint Directors of the Club for the year 2025-26.

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

**I. Appointment of Non- Executive Director:**

“RESOLVED THAT pursuant to section 152, section 162 of the Companies Act, 2013 & other applicable provisions of the Companies Act, 2013, Articles of Association of Company read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Brig Harjit Prit Pal Singh, VSM, having MCA DIN 11317775 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 thereunder including section 164 & 165 of the Companies Act, 2013 be and is hereby appointed as non-Executive Director of the CLUB w.e.f. 30<sup>th</sup> Day of December, 2025.”

**II. Appointment of Non- Executive Director:**

“RESOLVED THAT pursuant to section 152, section 162 of the Companies Act, 2013 & other applicable provisions of the Companies Act, 2013, Articles of Association of Company read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Col Pankaj Pant, having MCA DIN 11424065 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 thereunder including section 164 & 165 of the Companies Act, 2013 be and is hereby appointed as non-Executive Director of the CLUB w.e.f. 30<sup>th</sup> Day of December, 2025.”

**III. Appointment of Non- Executive Director:**

“RESOLVED THAT pursuant to section 152, section 162 of the Companies Act, 2013 & other applicable provisions of the Companies Act, 2013, Articles of Association of Company read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Col Vishal Kumar Singh, having MCA DIN 10792501 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 thereunder including section 164 & 165 of the Companies Act, 2013 be and is hereby appointed as non-Executive Director of the CLUB w.e.f. 30<sup>th</sup> Day of December, 2025.”

**IV. Appointment of Non- Executive Director:**

“RESOLVED THAT pursuant to section 152, section 162 of the Companies Act, 2013 & other applicable provisions of the Companies Act, 2013, Articles of Association of Company read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Col Vinay Gurung, having MCA DIN 10403161 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 thereunder including section 164 & 165 of the Companies Act, 2013 be and is hereby appointed as non-Executive Director of the CLUB w.e.f. 30<sup>th</sup> Day of December, 2025.”

**V. Appointment of Non- Executive Director:**

“RESOLVED THAT pursuant to section 152, section 162 of the Companies Act, 2013 & other applicable provisions of the Companies Act, 2013, Articles of Association of Company read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Gp Capt Rajeev Ranjan, having MCA DIN under process 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 thereunder including section 164 & 165 of the Companies Act, 2013 be and is hereby appointed as non-Executive Director of the CLUB w.e.f. 30<sup>th</sup> Day of December, 2025.”

**VI. Appointment of Non- Executive Director:**

“RESOLVED THAT pursuant to section 152, section 162 of the Companies Act, 2013 & other applicable provisions of the Companies Act, 2013, Articles of Association of Company read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Col Anubhav Sharma, having MCA DIN 10397474 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 thereunder including section 164 & 165 of the Companies Act, 2013 be and is hereby appointed as non-Executive Director of the CLUB w.e.f. 30<sup>th</sup> Day of December, 2025.”

**VII. Appointment of Non- Executive Director:**

“RESOLVED THAT pursuant to section 152, section 162 of the Companies Act, 2013 & other applicable provisions of the Companies Act, 2013, Articles of Association of Company read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Col Ankur Sharma, having MCA DIN 10401808 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 thereunder including section 164 & 165 of the Companies Act, 2013 be and is hereby appointed as non-Executive Director of the CLUB w.e.f. 30<sup>th</sup> Day of December, 2025.”

**VIII. Appointment of Non- Executive Director:**

“RESOLVED THAT pursuant to section 152, section 162 of the Companies Act, 2013 & other applicable provisions of the Companies Act, 2013, Articles of Association of Company read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Col Arjun Singh Tomar, having MCA DIN 11304242 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 thereunder including section 164 & 165 of the Companies Act, 2013 be and is hereby appointed as non-Executive Director of the CLUB w.e.f. 30<sup>th</sup> Day of December, 2025.”

**IX. Appointment of Non- Executive Director:**

“RESOLVED THAT pursuant to section 152, section 162 of the Companies Act, 2013 & other applicable provisions of the Companies Act, 2013, Articles of Association of Company read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Col Ajeet Baswan, having MCA DIN 11300606 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 thereunder including section 164 & 165 of the Companies Act, 2013 be and is hereby appointed as non-Executive Director of the CLUB w.e.f. 30<sup>th</sup> Day of December, 2025.”

**X. Appointment of Non- Executive Director:**

“RESOLVED THAT pursuant to section 152, section 162 of the Companies Act, 2013 & other applicable provisions of the Companies Act, 2013, Articles of Association of Company read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri Gurbachan Singh Chawla alias Raja 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 thereunder including section 164 & 165 of the Companies Act, 2013 be and is hereby appointed as non-Executive Director of the CLUB w.e.f. 30<sup>th</sup> Day of December, 2025.”

**XI. Appointment of Non- Executive Director:**

“RESOLVED THAT pursuant to section 152, section 162 of the Companies Act, 2013 & other applicable provisions of the Companies Act, 2013, Articles of Association of Company read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri Anant Bir Singh, having MCA DIN 09477580 in respect of whom the CLUB has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and who is not restricted/disqualified/removed for being appointed as Director of the CLUB as per provisions of Companies Act, 2013 & rules made thereunder including section 164 & 165 of the Companies Act, 2013 be and is hereby appointed as non-Executive Director of the CLUB w.e.f. 30<sup>th</sup> Day of December, 2025.”

**XII. Appointment of Non- Executive Director:**

“RESOLVED THAT pursuant to section 152, section 162 of the Companies Act, 2013 & other applicable provisions of the Companies Act, 2013, Articles of Association of Company read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri 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 thereunder including section 164 & 165 of the Companies Act, 2013 be and is hereby appointed as non-Executive Director of the CLUB w.e.f. 30<sup>th</sup> Day of December, 2025.”

**XIII. Appointment of Non- Executive Director:**

“RESOLVED THAT pursuant to section 152, section 162 of the Companies Act, 2013 & other applicable provisions of the Companies Act, 2013, Articles of Association of Company read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri Vipin Agarwal, having MCA DIN 11424065 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 thereunder including section 164 & 165 of the Companies Act, 2013 be and is hereby appointed as non-Executive Director of the CLUB w.e.f. 30<sup>th</sup> Day of December, 2025.”

**XIV. Appointment of Non- Executive Director:**

“RESOLVED THAT pursuant to section 152, section 162 of the Companies Act, 2013 & other applicable provisions of the Companies Act, 2013, Articles of Association of Company read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri 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 thereunder including section 164 & 165 of the Companies Act, 2013 be and is hereby appointed as non-Executive Director of the CLUB w.e.f. 30<sup>th</sup> Day of December, 2025.”

**XV. Appointment of Non- Executive Director:**

“RESOLVED THAT pursuant to section 152, section 162 of the Companies Act, 2013 & other applicable provisions of the Companies Act, 2013, Articles of Association of Company read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri Maneesh Sehgal, having MCA DIN 03642082 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 thereunder including section 164 & 165 of the Companies Act, 2013 be and is hereby appointed as non-Executive Director of the CLUB w.e.f. 30<sup>th</sup> Day of December, 2025.”

**RESOLUTION STATUS : PASSED**

**ORDINARY RESOLUTION NO. 2 :** Appointment of Directors of the Club for the year 2025-26 was approved and passed by members as per voting result declared by Scrutinizer Col. Ajay Rana.

Summarised list of the Directors elected are as under:

**NAME OF ELECTED DIRECTORS**

- (a) Brig Harjit Prit Pal Singh, VSM.
- (b) Col Pankaj Pant.
- (c) Col Vishal Kumar Singh.
- (d) Col Vinay Gurung.
- (e) Gp Capt Rajeev Ranjan.
- (f) Col Anubhav Sharma.
- (g) Col Ankur Sharma.
- (h) Col Arjun Singh Tomar.
- (i) Col Ajeet Baswan.
- (j) Shri Gurbachan Singh Chawla alias Raja Chawla.
- (k) Shri Anant Bir Singh.
- (l) Shri Saurabh Mehrotra.
- (m) Shri Vipin Agarwal.
- (n) Shri Vijay Kapoor.
- (o) Shri Maneesh Sehgal.

**ORDINARY RESOLUTION NO 3:** Adoption of audited financial statements of the Club for the year ended 31<sup>st</sup> March, 2025.

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 31<sup>st</sup> March 2025, Cash Flow Statement, Income & Expenditure account with Schedules for the year ended 31<sup>st</sup> March 2025 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”.

**DISCUSSIONS HELD:**

Senior member CA Sharad Kumar Mishra raised his concern regarding the payment of income tax despite the Club having incurred losses during the financial year. He suggested that various annual/monthly charges like sports, library etc should be projected as donation to reduce the income tax.

He also advised to for the upgradation of software and adoption of audit trail mechanism at the earliest and also advised to take the financial accounting approach of consideration of the subscription of members as donation.

Mr. Rajeev Gupta, member has raised his concerns about the comments of auditor in the financial statements and drawn the attention of members to the point of one vote per unit member and that sports facilities not to be given on contract basis.

Mr. Rajeev Gupta and Mr. Nitin Sharma, members of the club also advised that the club catering should not be outsourced and should be managed by the club itself.

Mr. Rajeev Gupta also highlighted the point that members on the waiting list should be granted associate membership with no voting rights and permanent membership should be granted on creation of vacancy only. He also advised to account one time donation received from applicant for membership as income of the club and not as capital and pushed for the reduction of monthly subscription.

**RESOLUTION STATUS: PASSED**

**ORDINARY RESOLUTION NO. 3:** Audited financial statements of the club as at 31<sup>st</sup> March, 2025 were adopted and approved and the resolution was passed by the members as per the voting results declared by Col. Ajay Rana.

**AGENDA POINTS NO 3 : SPECIAL BUSINESS**

**SPECIAL RESOLUTION NO 1:**

**TO CONSIDER REDUCTION IN MONTHLY/ANNUAL FEE OF 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 amend the existing clauses of Serial No.2 (d) b. of Annexure II of the Articles of Association as follows:

**FOR S.NO. 2 (d) b. of ANNEXURE II**

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

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

- (a) Members of Defence Service and Civil Class I Gazetted Officers: 50% of Civil Members rate
- (b) Civil members: Rs. 1329.50/- per month i.e. Rs. 15,945/- per annum.

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- (c) Officers Mess Members: 75 Per Month
- (d) Gratuity- For all kinds of members: 25 Per Month
- (e) Garden Fund - For all kinds of members: 20 Per Month
- (f) Library Subscription: 05 Per Month
- (g) Servant Box:
  - (i) Civil Members: 20 Per Month
  - (ii) Defence/Class I Gazetted officers: 15 Per Month
- (h). Sports Development Fund
  - (i) Civil Members: 35 Per Month
  - (ii) Defence/Class I Gazetted officers: 20 Per Month
- (j) Building Maintenance Fund: 400 Per Annum

**READ S.NO. 2 (d) b. of ANNEXURE II**

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 30<sup>TH</sup> 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 30<sup>th</sup> September will get 5% Rebate.

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

- (a) Members of Defence Service and Civil Class I Gazetted Officers: 50% of Civil Members rate.
- (b) Civil members: Rs. 1263/- per month i.e. Rs. 15,156/- per annum.
- (c) Officers Mess Members: 75 Per Month
- (d) Gratuity- For all kinds of members: 25 Per Month
- (e) Garden Fund - For all kinds of members: 20 Per Month
- (f) Library Subscription: 05 Per Month
- (g) Servant Box:
  - (i) Civil Members: 20 Per Month
  - (ii) Defence/Class I Gazetted officers: 15 Per Month
- (h) Sports Development Fund
  - (i) Civil Members: 35 Per Month
  - (ii) Defence/Class I Gazetted officers: 20 Per Month
- (j) Building Maintenance Fund: 400 Per Annum

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The existing provisions under Serial No. 2(d)(b) of Annexure II of the Articles of Association specify the monthly subscription/annual fee payable by Civil Permanent Resident Members, along with provisions relating to rebate for advance payment of annual dues. As per the current clause, Civil Members are required to pay a monthly subscription of ₹1,329.50, amounting to ₹15,945 per annum.

In light of various suggestions received from members and after reviewing the financial position of the Club, the Board of Directors has considered it appropriate to revise the monthly subscription of Civil Members. The objective of the revision is to provide financial relief to members, promote better compliance in subscription payment, and maintain fairness across different categories of membership. After detailed deliberations, the Board has proposed a reduction in the monthly subscription amount while retaining the existing rebate structure for advance annual payment.

Accordingly, it is proposed to amend the existing clause of Serial No. 2(d)(b) of Annexure II to reduce the monthly subscription payable by Civil Permanent Members from ₹1,329.50 to ₹1,263 per month, resulting in annual subscription of ₹15,156.

**Key changes proposed:**

Reduction in Monthly Subscription (Civil Members):

From ₹1,329.50 per month (₹15,945 per annum) to ₹1,263 per month (₹15,156 per annum)

**Rebate Structure Remains Unchanged:**

10% rebate if full annual dues are paid within 3 months of the financial year (up to 30 June)

5% rebate if full annual dues are paid within 6 months of the financial year (up to 30 September)

The proposed amendment aims to provide financial respite to members without compromising the financial stability of the Club. The Board believes that the revision will promote goodwill among members and encourage timely subscription payments.

A copy of the existing Articles of Association and the proposed amendment is available for inspection at the registered office during business hours.

None of the Directors, Key Managerial Personnel, or their relatives are in any way concerned or interested in the proposed resolution, except to the extent of their membership, if applicable.

The Board recommends the Special Resolution for approval of the members.

**DISCUSSION HELD:** The members considered the proposal relating to reduction in the monthly and annual subscription payable by Civil Permanent Resident Members. The proposed revision, including reduction of the monthly subscription from ₹1,329.50 to ₹1,263 while retaining the existing rebate structure for advance payment, was discussed. After deliberations, the resolution was put to vote and was approved as a Special Resolution.

**RESOLUTION STATUS: PASSED**

**SPECIAL RESOLUTION NO. 1:** Reduction in monthly/Annual Fees of the members w.e.f. 01/04/2026 was approved and passed by members as per the voting results declared by Col Ajay Rana.

**SPECIAL RESOLUTION NO. 2:**

**TO CONSIDER REDUCTION IN ENTRANCE FEE/DONATION OF CIVIL DEPENDENT CATEGORY.**

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 Serial No.13 (C) of Annexure III of the Articles of Association as follows:

**FOR S.NO. 13, ANNEXURE III (C)**

Two children (married/unmarried aged between 21 years to 35 years) of existing Permanent Members (Being permanent member for not less than 10 years, this condition will however not be applicable for Govt Class I Gazetted Officers and Defence officers) need to pay 50% of amount mentioned in S.No. 13(b) above as one time non-refundable Entrance fee in three installments as under for admission as permanent member of Bareilly Club Limited:–

- (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.

**READ S.NO. 13, ANNEXURE III (C)**

Two children (married/unmarried aged between 21 years to 35 years) of existing Permanent Members (Being permanent member for not less than 10 years, this condition will however not be applicable for Govt Class I Gazetted Officers and Defence officers) need to pay 35% of amount mentioned in S.No. 13(b) above as one time non-refundable Entrance fee in three installments as under for admission as permanent member of Bareilly Club Limited:–

- (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.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The existing provisions under Serial No. 13(c) of Annexure III of the Articles of Association prescribe the Entrance Fee/Donation payable by children (married/unmarried) of existing Permanent Members for admission as Permanent Members under the Civil Dependent Category. As per the current clause, eligible dependents are required to pay 50% of the amount specified under Serial No. 13(b) as a one-time non-refundable Entrance Fee, payable in three installments.

The Board of Directors has reviewed the fee structure for the Civil Dependent Category in light of representations received from members, the objective of promoting continuity of membership among families, and the financial considerations of younger applicants. After due deliberation, the Board is of the view that the existing 50% fee may be reduced to make the membership more accessible for dependents of long-standing Permanent Members, without adversely impacting the Club's financial stability.

Accordingly, the Board proposes to amend the existing clause by reducing the payable Entrance Fee/Donation from 50% to 35% of the amount stipulated in Serial No. 13(b), while retaining the existing installment structure and the conditions relating to eligibility, submission of the application form, and approval stages.

Key changes proposed:

**1. Reduction in Entrance Fee**

- (a) From 50% of the prescribed amount under Serial No. 13(b)
- (b) To 35% of the prescribed amount.

2. Installment Structure (unchanged):

- (a) 10% along with the application form
- (b) 50% within 15 days after Screening Sub-Board approval (refundable with deduction of 20% administrative charges if not approved by Board)
- (c) 40% within 15 days after approval by the Board of Directors

3. Eligibility conditions remain unchanged, including the requirement of the parent being a Permanent Member for at least 10 years (except Govt. Class I Gazetted Officers and Defence Officers).

The proposed amendment aims to encourage dependent members to join the Club and strengthen long-term membership continuity while ensuring fairness to existing members.

A copy of the Articles of Association along with the proposed amendment is available for inspection at the registered office during business hours.

None of the Directors, Key Managerial Personnel, or their relatives are concerned or interested financially or otherwise in the proposed resolution except to the extent of their membership, if applicable.

The Board recommends the Special Resolution for approval of the member.

**DISCUSSION HELD:** The members considered the proposal relating to reduction in the entrance fee/donation payable under the Civil Dependent Category, including reduction from 50% to 35% of the prescribed amount while retaining the existing eligibility conditions and installment structure. After brief deliberations, the resolution was put to vote and was approved as a Special Resolution.

**RESOLUTION STATUS: PASSED**

**SPECIAL RESOLUTION NO. 2** : Reduction in Entrance Fee/Donation of Civil Dependent Category w.e.f. 01/04/2026 was approved and passed by members as per the voting results declared by Col Ajay Rana.

**SPECIAL RESOLUTION NO. 3:**

**TO CONSIDER GRANT OF HONORARY 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 the existing clauses of Serial No.2 (f) of Annexure II of the Articles of Association as follows:

**FOR S.NO. 2, ANNEXURE II (F)**

The permanent Members of all categories, on attaining the age of 75 years and on submitting their willingness letter to Secretary, their status of membership will be changed to Honorary Members and such members will be paid refund amount of their entrance deposit or such amount as approved by the Board of Directors.

Such Willing Honorary Members will continue to avail club service as before but they will have no voting rights.

**READ S.NO. 2, ANNEXURE II (F)**

(i) Permanent members of civil category on attaining 65 years of age and submitting their willingness letter to Secretary, their status of membership will be changed to Honorary Members without voting rights subject to approval by Board of Directors and such members will be paid refund of Rs 75,000/- and No annual subscription will be charged from them. Members who will not give their willingness for Hony Membership they will be charged 50% annual subscription as hither to fore and no refund will be provided if the individual asks for waiver on the fee once paid.

(ii) The permanent members of civil category on attaining 75 years of age will be granted honorary membership with his willingness and he will be paid refund Rs. 50,000/- by the club. Honorary members will avail club services as before but they will have no voting rights.

(iii) Any member with standing of 10 years of membership of the club may resign from the membership and he will be paid refund of Rs. 75,000/- by the club and his membership will be terminated.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The existing provisions under Serial No. 2(f) of Annexure II of the Articles of Association of the Club govern the eligibility and conditions for grant of Honorary Membership to permanent members upon attaining certain age thresholds and upon submission of willingness.

The Board of Directors, after reviewing the age criteria, refund structure, subscription waiver, and other financial implications, has considered it necessary to revise and rationalize the provisions relating to Honorary Membership. The objective of the amendment is to bring clarity, introduce a structured refund mechanism, and differentiate between categories of members based on age slabs and willingness. The revised framework also aims to ensure transparent administration, better financial planning, and uniform treatment of members.

Key changes proposed are as follows:

**Honorary Membership for Civil Category at age 65:** Permanent members of the civil category attaining 65 years who express willingness may be granted Honorary Membership subject to Board approval, with a fixed refund of ₹75,000 and exemption from annual subscription.

**Option to continue without Honorary Membership:** Members who do not opt for Honorary Membership will continue with payment of 50% annual subscription, and they will not be entitled to any refund if they later request waiver of fees already paid.

**Honorary Membership at age 75:** Permanent civil members attaining 75 years, upon submission of willingness, will be granted Honorary Membership and will receive a refund of ₹50,000. These members will enjoy club services as before but without voting rights.

**Resignation after 10 years of membership:** Any permanent member with a minimum standing of 10 years may resign and obtain a refund of ₹75,000, after which his membership shall stand terminated.

These revised provisions differ from the existing clause, which allowed permanent members of all categories to become Honorary Members upon attaining 75 years, with refund of entrance deposit or such

amount as approved by the Board. The new structure introduces clearer benefits, differentiated age criteria, defined refund amounts, and a voluntary resignation refund option.

The Board is of the opinion that the amendment will promote fairness, transparency, and better operational efficiency in membership management.

A copy of the existing Articles of Association along with the proposed amendments is available for inspection by the members at the registered office during business hours.

None of the Directors, Key Managerial Personnel, or their relatives are concerned or interested financially or otherwise in the proposed resolution except to the extent of their membership, if applicable.

The Board recommends the Special Resolution for approval of the members.

**DISCUSSIONS HELD:** The Chairman explained the rationale and key features of the proposed amendment, including revised age criteria, structured refund mechanism, subscription waiver, and provision for resignation after a defined period of membership.

The members present discussed the proposal in detail and appreciated the initiative taken by the Board of Directors to bring clarity, transparency, and uniformity in the Honorary Membership framework, while balancing the interests of senior members and the financial sustainability of the Club.

After due deliberations, the resolution was put to vote. The members unanimously approved and passed the Special Resolution as set out in the Notice convening the Annual General Meeting.

#### **RESOLUTION STATUS: PASSED**

**SPECIAL RESOLUTION NO. 3** : To consider grant of Honorary membership w.e.f. 01/04/2026 was approved and passed by members as per the voting results declared by Col Ajay Rana.

**AGENDA POINT NO. 4** : TO CONSIDER RESOLUTIONS MOVED BY THE MEMBERS WITH PRIOR NOTICE OF 14 DAYS.

#### **SPECIAL BUSINESS**

##### **SPECIAL RESOLUTION NO. 4**

##### **TO AMEND THE ARTICLES OF ASSOCIATION BY ENHANCING THE MINIMUM MEMBER REQUIREMENT FROM 1% TO 10% FOR MOVING SPECIAL BUSINESS AT THE ANNUAL GENERAL MEETING.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 14 and 115 of the Companies Act, 2013, and all other applicable provisions, if any, including rules made thereunder, the consent of the members of the Club be and is hereby accorded to amend the last paragraph of S. No. 7 of ANNEXURE V (GENERAL MEETINGS) of the Articles of Association of the Club so as to **substitute the existing requirement of ‘members holding not less than one per cent (1%) of the total voting power’ with ‘members holding not less than ten per cent (10%) of the total voting power’**, for the purpose of giving notice of intention to move any special business or special resolution at an Annual General Meeting of the Club.”

**RESOLVED FURTHER THAT** the amended provision shall read as under:

**FOR:**

All other business transacted at an Annual General Meeting shall be deemed special; and no such special business shall be brought forward unless notice of the intention to move such resolution has been given by such number of members holding not less than one per cent of total voting power to the Secretary/ Hony Secretary at least fourteen days before the date of such meeting.

**READ:**

All other business transacted at an Annual General Meeting shall be deemed special; and no such special business shall be brought forward unless notice of the intention to move such resolution has been given by such number of members holding not less than **Ten percent** of total voting power to the Secretary/ Hony Secretary at least fourteen days before the date of such meeting.

**Explanatory Statement under section 102 (1) of The Companies Act, 2013**

Under the existing Articles of Association of the Club, a special resolution at the Annual General Meeting may be proposed upon notice given by members holding not less than **one per cent (1%)** of the total voting power of the Club.

The undersigned members, upon review of the functioning of the Club and in the interest of orderly and effective governance, considered it appropriate to revisit the said threshold.

The undersigned members observed that the present threshold of **1%** is relatively low in the context of the size, membership structure, and long-term governance requirements of the Club. Such a low threshold may permit the introduction of proposals that do not adequately reflect broad member consensus, thereby leading to avoidable procedural complexity and disruption of general meetings.

Enhancing the threshold to **ten per cent (10%)** is intended to ensure that only those matters which command **substantial and demonstrable support** of the membership are placed before the General Meeting for consideration.

**Section 115 of the Companies Act, 2013 prescribes the minimum statutory requirement for giving special notice. It is well-settled that the Articles of Association of a company may impose stricter or additional procedural requirements, provided they are not inconsistent with the Act.**

The proposed amendment merely enhances the existing requirement and does not dilute, restrict, or negate any statutory right conferred upon the members under the Act.

The proposed amendment applies uniformly to all members of the Club and shall operate prospectively, without affecting any notice or proposal already validly issued prior to the effective date of amendment.

None of the Directors, Key Managerial Personnel of the Club, or their relatives are in any way, directly or indirectly, concerned or interested, financially or otherwise, in the proposed Special Resolution.

**DISCUSSION HELD:**

Mr. Sandeep Tandon highlighted that the proposed enhancement of the minimum member requirement from one per cent (1%) to ten per cent (10%) for moving special business at the Annual General Meeting may be contrary to the provisions of law and principles of natural justice. It was further noted that since the

special notice had been duly given by Mr Sumit Agarwal in accordance with the existing provisions, the resolution was required to be placed before the members.

As divergent views were expressed by the members present on the legality and implications of the proposed amendment. It was collectively decided that the resolution will put to vote and legal opinion be taken before implementing the resolution if passed.

**RESOLUTION STATUS: VOTED AND RESULT NOT YET DECALERED. PENDING FOR LEGAL OPINION.**

**SPECIAL RESOLUTION NO. 5 : TO HAVE 3 DIRECTORS INSTEAD OF 15**

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

**RESOLVED THAT** pursuant to the 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 clause of **Serial No. 1 of Annexure VIII** of the Articles of Association as follows:–

**FOR: Serial No. 1 of Annexure VIII**

The Management of the affairs and concerns of the Club shall be vested in the **BOARD OF DIRECTORS** consisting of a **minimum of 3 and maximum of 15 members** liable to retire by rotation at the Annual General Meeting each year in accordance with **Section 152 of the Companies Act, 2013**.

**READ: Serial No. 1 of Annexure VIII**

The Management of the affairs and concerns of the Club shall be vested in the **BOARD OF DIRECTORS** consisting of **3 members** liable to retire by rotation at the Annual General Meeting each year in accordance with **Section 152 of the Companies Act, 2013**.

**EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013**

Explanatory Statement under Section 102(1) of the Companies Act, 2013 (annexed to notice), to be passed in the Annual General Meeting of the members of **Bareilly Club Limited** to be held on **30<sup>th</sup> December, 2025**.

Directors and Key Managerial Persons in default under the Companies Act, 2013, face financial penalties, imprisonment, or both, depending on the specific provision violated, such as fines ranging from **₹25,000 to ₹5,00,000** plus daily charges for continuing defaults. These penalties apply alongside those on the company, with non-payment within 60 days leading to further fines of **₹25,000 to ₹1,00,000** and up to **six months' imprisonment**.

Hence, it is advisable to have a **minimum number of Directors**, so that if at any point of time the Club is penalized by the ROC, **only three Directors instead of fifteen** are liable to be financially penalized.

However, the Club can involve at least **10 to 12 members** in managing the affairs of the Club in the capacity of **Conveners of various committees**, such as- Convener Finance Committee, Convener Building Committee, and Convener Entertainment Committee and so on. These Conveners can be made **permanent invitees** in the Board Meetings.

**DISCUSSION HELD:**

Mr. Rajeev Agarwal, Member, expressed his views that the number of Directors of the Club should be restricted to three, as under the provisions of the Companies Act, 2013, any penalty or liability imposed by the regulatory authorities would be applicable to all Directors individually, and therefore, a larger Board comprising fifteen Directors would result in higher individual exposure to penalties. Thereafter, other members deliberated on the matter and expressed concern that a Board consisting of only three Directors may not be sufficient to effectively manage and administer the extensive affairs and activities of the Club. Considering the size, operations, and diverse activities of the Club, it was felt that a broader representation on the Board is necessary for smooth governance and collective decision-making.

After detailed discussions and deliberations, the members were of the opinion that it would be appropriate to retain the existing strength of fifteen Directors, and accordingly, the proposed resolution for reducing the number of Directors was put to vote.

**RESOLUTION STATUS:** Not Passed by members as per the voting results declared by Col Ajay Rana.

**SPECIAL RESOLUTION NO. 6**

**TO RESTRICT USE OF CLUB SPORTS FACILITIES TO CLUB MEMBERS & IMMEDIATE FAMILY OUTSTATION MEMBERS ONLY CHARGE BASIS.**

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 club bye laws regarding usage of club facilities specially for sports.

**RESOLVED FURTHER THAT:**

1. **Restriction on Outsiders Using Sports Facilities:** In order to prioritize the rights and interests of the club's members, it is hereby resolved that the club's sports facilities (including but not limited to the gym, swimming pool, tennis courts, etc.) shall be available **only to club members and their immediate family outstation members**. The use of these facilities will not be permitted for any outsiders, including individuals who are members of other clubs, residing within Bareilly or outside the city.
2. **No Daily Use for Outsiders:** In line with the principle of fairness and to protect the exclusive use of club facilities for members, the resolution affirms that **no outsider, including members of other clubs, shall be permitted daily or regular access** to the sports facilities. Such access should be restricted to occasional guest visits of immediate Family, policy, and shall not extend to unrestricted use by non-members or members of other clubs.

**EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013**

**Purpose of the Resolution:** The goal of this resolution is to ensure that club resources, particularly the sports facilities, are dedicated to the members who have committed to the club. Allowing daily use by outsiders, including members of other clubs, undermines the value of club membership and limits access for members who contribute to the club's success and sustainability

It is in line with the existing policy of limiting guest access, to Swimming pool & Gymnasium and being extended to other Sports and this change will preserve fairness and respect for the club's members.

## **DISCUSSION:**

During the discussion on the agenda item relating to restriction on the use of club sports facilities to Club members and their immediate family outstation members, the members exchanged views on limiting access in order to prioritize members and prevent regular use by outsiders and members of other clubs.

However, some members expressed that imposing such restrictions may not be practical and could affect the club's existing practices and flexibility in allowing guest usage. The members were assured by the Chairman that the members and their dependent will be given due preference in the sports facilities. After brief deliberation, the members were not in agreement on the proposal.

Accordingly, the resolution was put to vote and was not approved and hence not passed as per the voting results declared by the scrutinizer Mr. Ajay Rana.

## **RESOLUTION STATUS: NOT PASSED**

### **SPECIAL RESOLUTION NO. 7**

#### **REDUCTION AND RATIONALISATION OF MONTHLY SUBSCRIPTION CHARGES AND ABOLITION OF DISCRIMINATORY TARIFF CATEGORIES**

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 clause of Serial No.2 of Annexure II of Articles of Association as follows: -

**FOR** : Annexure II KINDS OF MEMBERSHIP.

THE DEFINITION, DUES AND PRIVILEGES.

#### **S.No 2, Page 18 & 19 of AOA**

(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.

(AGM 09-11-2019) The monthly subscription payable in advance by all permanent resident members shall be as under, as revised from time to time:

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

(h) Sports Development Fund:-

(i) Civil Members Rs 35

(ii) Defence/Class | Gazetted officers: Rs. 20/= per month

(j) Building Maintenance Fund: Rs. 400 per annum per member (all categories)

(APPROVED IN AGM HELD ON 08-12-2023) (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). (AGM 24-11-2018) )

(Basic rate for Civil Members is as on Dec 23 AGM is Rs 1329.5, last AGM 2024 it was not increased after objections by Civil Members.)

**READ:**

The basic monthly subscription for all *Permanent Civil Members* shall be **reduced from Rs. 1329 to Rs. 950**, which shall include access to all Club facilities **except the Gymnasium and Swimming Pool**, (which require separate maintenance.)

**Abolition of Absentee Member Category**

The category of **Absentee Membership shall stand abolished**, as absentee members currently avail a special discount while the Club bears uniform fixed costs (staff salaries, electricity, infrastructure and utilities).

Every permanent member, whether using the Club regularly or not, must share the proportionate operational cost.

**Removal of 50% Discount for Civil Class-I and Defence Service Members**

The current concessional structure wherein Civil Class-I Officers and Defence Service Officers pay only 50% of the subscription charged to Civil Permanent Members is hereby **abolished**.

All permanent members, regardless of any category, shall pay the **same subscription of Rs. 950 except the Gymnasium and Swimming Pool**, (which require separate maintenance and its fees and usage charges to be decided by managing Committee from time to time.)

**RESOLVED FURTHER THAT** the revised fee structure shall come into effect from 1 April 2026.

**Explanatory Statement under section 102 (1) of The Companies Act, 2013**

This resolution proposes rationalisation of the Club's subscription fee structure for the following reasons:

**1. High Civilian Fees & Unfair Cross-Subsidisation**

Civilian members currently pay **ten times** the monthly charges of many Defence mess members and twice the defence permanent & Civil Class-I members. Defence permanent members who are in service and not posted in Bareilly have 0 subscription.

This creates **inequitable cross-subsidisation**, where a minority subsidises the majority. Civil member bear the maximum cost because of such freebees.

**2. A Section 8 Company in democratic India cannot follow discriminatory tariffs.**

**3. Fixed Costs Do Not Reduce When Members Are "Absentee"**

Staff strength, electricity consumption and maintenance costs remain constant.

Therefore, the absentee concession is economically unsound and unfair.

**4. Financial Transparency & Club Sustainability**

Uniform subscription will stabilise revenue, reduce leakages, and distribute costs fairly.

The proposed structure is democratic, equitable, legally compliant and essential for financial stability.

**DISCUSSION HELD:**

The members discussed the proposal relating to revision and rationalisation of the Club's subscription structure. As the members were not in agreement, the resolution was put to vote and was not approved and hence not passed as per the voting results declared by the scrutinizer Mr. Ajay Rana.

**RESOLUTION STATUS: NOT PASSED**

**SPECIAL RESOLUTION NO. 8**

**TRANSFER 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 new resolution for transfer of membership in Articles of Association as follows:-

**READ AS :**

**Transferability of Membership for Civil Members; Transferability of membership**

(a) The membership of the Club shall not be transferrable except in such manner and subject to such rules/regulation/condition and Fee & Charges as may be framed/prescribed by the General Committee from time to time.

(b) Provided further that all the rules for the new admission to the Club shall also be applicable in the case of transfer of membership.

In order to ensure fairness and to align the Club's policies with contemporary standards of member rights, it is proposed that the Articles of Association be amended to allow **transfer of membership to a third party** (subject to eligibility criteria, approval of the Board, and payment of prescribed transfer fees to the Club). This would enable members to realise the value of their original entrance contribution, prevent financial loss, and bring transparency and equity to the membership framework. The proposed change will also ensure that all future admissions are regulated, documented, and undertaken within the lawful guidelines governing Section 8 companies, without creating any profit-distribution mechanism.

**EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013**

The objective of this Special Resolution is to introduce a provision in the Articles of Association permitting civil members to transfer their permanent membership to third parties under a transparent, regulated mechanism to be framed by the Club. Over the years, permanent membership has become significantly expensive, with civil members having paid substantial entrance fees from time to time. At present, the Articles do **not** provide for transfer of membership, resulting in members permanently losing the economic value of the entrance fee upon resignation or surrender. This creates an **unjust enrichment** for the Club and a **financial hardship** for members, especially when the Club simultaneously charges new incoming members several lakhs for admission, while offering only minimal or no recovery to existing members whose vacancies are being reused. The absence of a transfer mechanism therefore results in a **one-sided financial structure** that disproportionately affects civil members.

Further, under **Article 300A of the Constitution of India**, no person can be deprived of his/her property save by authority of law. The economic value inherent in membership—particularly when it is acquired for substantial consideration—constitutes a *property interest*. Denying members the ability to realise or transfer such value, despite the Club utilising surrendered vacancies for financial gain, may amount to arbitrary deprivation of property.

Introducing a controlled transfer facility will:

1. Allow members to recover some part of the substantial entrance fee paid, rather than losing the entire amount.
2. Ensure transparency and fairness by regulating the transfer through Club-approved norms.
3. Align Club practice with modern governance standards and mitigate potential constitutional and legal challenges in future.
4. Remove inequality between the Club and members, since the Club currently benefits financially from re-allotting surrendered vacancies without compensating the outgoing member.

This amendment promotes **fairness, equity, transparency, and constitutional conformity**, and is necessary in the long-term financial interest of the Club and its members.

#### **DISCUSSION HELD:**

The members discussed the proposal relating to introduction of transferability of permanent civil membership to third parties under a regulated mechanism. While certain members supported the proposal on grounds of fairness and transparency, others expressed reservations on its implications. As there was no consensus, the resolution was put to vote and was not approved and hence not passed.

#### **RESOLUTION STATUS: NOT PASSED**

### **AGENDA NO. 5**

#### **TO DECLARE NAMES OF THE ELECTED DIRECTORS FOR FY 2025-26.**

The Chairman informed the members that, pursuant to the election process conducted in accordance with the applicable provisions, the following members were **duly elected as Directors of the Club for the Financial Year 2025–26:**

- (a) Brig. Harjit Prit Pal Singh, VSM
- (b) Col. Pankaj Pant
- (c) Col. Vishal Kumar Singh
- (d) Col. Vinay Gurung
- (e) Gp Capt. Rajeev Ranjan
- (f) Col. Anubhav Sharma
- (g) Col. Ankur Sharma
- (h) Col. Arjun Singh Tomar
- (i) Col. Ajeet Baswan
- (j) Shri Gurbachan Singh Chawla (alias Raja Chawla)
- (k) Shri Anant Bir Singh
- (l) Shri Saurabh Mehrotra
- (m) Shri Vipin Agarwal
- (n) Shri Vijay Kapoor
- (o) Shri Maneesh Sehgal

The members noted the same.

### **VOTE OF THANKS**

There being no other business to transact, the Chairman expressed his sincere gratitude to all the members present for their active participation, valuable suggestions, and constructive deliberations, which contributed meaningfully to the smooth and successful conduct of the Annual General Meeting.

The Chairman also placed on record his appreciation for the support and cooperation extended by the Board of Directors, office bearers, and members of various committees, whose efforts ensured effective governance and efficient management of the affairs of the Club during the year.

Special thanks were conveyed to the Election Officer, Scrutinizer, and the Club's administrative and support staff for their dedicated efforts in conducting the elections and managing the proceedings of the meeting in an orderly and transparent manner.

The Chairman further acknowledged the continued trust, discipline, and commitment of the members towards upholding the traditions, values, and objectives of the Club.

With a vote of thanks to the Chair by Shri Anant Bir Singh, Veteran member of Bareilly Club Limited, the meeting concluded.



(Lt Col Kamaljeet Singh)  
Hony Secretary  
Bareilly Club Limited



(Harjit Prit Pal Singh)  
Brigadier  
Chairman Bareilly Club Ltd

### **CERTIFICATION**

We hereby certify that the above Minutes of the Annual General Meeting-2025 of Bareilly Club Limited are a true and correct record of the proceedings of the meeting held on the stated date.



(Honorary Secretary)



(Chairman)