

MINUTES OF THE ANNUAL GENERAL MEETING OF THE MEMBERS OF DELHI GYMKHANA CLUB LIMITED HELD AT REGISTERED OFFICE OF THE CLUB AT 2, SAFDARJANG ROAD, NEW DELHI-110011 ON SUNDAY, 29TH SEPTEMBER, 2019 COMMENCED AT 02:00 P.M AND CONCLUDED AT 11:30 P.M.

PRESENT :	
Mr. Prashant Sukul, IDAS	PRESIDENT
Brig Ravinder Kumar Mehta (Retd)	Co Chair, Membership Subcommittee
Col. Ashish Khanna, SM (Retd)	SECRETARY
Mr. Mukesh Jha	Financial Controller
SPECIAL INVITEES:	
1. Auditors	
2. Election Commissioners	
3. Sabina Dinesh Verma - Company Secretary of D. Verma & Associates, Company Secretaries	
4. Ms. Pallavi Jain - Company Secretary of D. Verma & Associates, Company Secretaries	

OPENING OF THE MEETING

The Secretary welcomed the members and noting the quorum of 40 over members, he opened the house for AGM at 2pm and requested members to maintain the decorum and not pass any personal remarks during the AGM. The Code of Conduct would be strictly followed throughout the AGM. The Secretary read out the list of members who wish to speak.

He requested members for a proposer and seconder to request the President to take the Chair.

- Proposer – Dr Ajay Dua (Retd)
- Seconder – Mr K K Agarwal

ITEM NO: 1

CHAIRMAN'S OPENING ADDRESS

The President took the Chair and conveyed his privilege to attend his last AGM as President. He apprised the house that we had a very eventful year as we have achieved many resolutions of critical issues. We had worked very hard on the EGM to amend the AOA in compliance with the Companies Act 2013.

It was sad that we tried to have the Extraordinary General Meeting with great efforts but due to various reasons it could not be held. A lot of work over a number of months had been put in by the team for altering the AOA to make them compliant with the Companies Act 2013.

	<p>The President also informed the house that in one year, Club has received spate of letters from the Ministry of Corporate Affairs (MCA) demanding various information that includes membership, accounting procedure and club administration. Our own members have complained against the Club and now we are left facing the after effects. Regarding membership, they have asked the explanation on the increased Registration fee, which they have termed as a "Deposit" and requested either to return the money or keep it in the Trust as using this money is non-compoundable and can lead to prison sentences. They have asked to get clarification from 82 Directors from 2012 onwards. In relation to the perceived deposit violation of MCA, we have written letters to all waitlisted applicants to take back their refund and towards this Rs 56 crores is kept in trust. We are thus unable to use these assets and soon will have to increase further the monthly subscription.</p> <p>Due to a throat infection, the President could not speak at length and requested the senior most GC member Brig Ravi Mehta to take the Chair of the AGM. Brig Mehta took the Chair and requested members that queries requiring detailed data will be responded to by the Secretary separately.</p>
<p>ITEM NO: 2</p>	<p>NOTICE OF THE MEETING</p> <p>The Secretary, thereafter, apprised the house about the Club financial position. We are running healthy rate of interest of 8% (taxable) on our funds. He further informed that there are total 5549 permanent members as of date. All observations/qualifications raised by the external auditor in the last year balance sheet has been removed due to the efforts of the present GC members and following the Shankar Prasad Committee recommendations, this year we have passed the Balance Sheet without any observation. The house applauded these efforts and achievement.</p> <p>He further informed that Club has earlier not paid GST of Rs 2.3 crores since 2017 which is a criminal offence and is a legal liability of the Club. This has been fully paid now.</p> <p>As regard MCA inquiry, due to internal / external interests of the members, 23 letters have been received in last one year. In their Preliminary report, they have asked to get clarifications from the past 82 Directors since 2012 which includes membership issues, accounting procedure, use of funds, mismanagement of the Club. The matter is getting serious by the day and the next committee will have to take action on it.</p> <p>The Notice of AGM containing three agenda items was read out by the Secretary:-</p> <p><u>ITEM NO. 1</u> - To receive, consider and adopt the audited Balance Sheet as at 31st March 2019, Income & Expenditure account for the year ended on that date together with the Report of the Auditors and General Committee thereon.</p> <p><u>ITEM NO. 2</u> - To ratify the appointment of M/s. Khanna & Annadhanam, Chartered Accountants, as the Statutory Auditors of the Company for 5 years and to fix their remuneration.</p> <p><u>ITEM NO. 3</u> - To elect seventeen members of the General Committee including a member to be designated as President.</p> <p>The Secretary informed the House that the resolution would be officially passed on receipt of final result from the scrutinizers, only on completion of counting of e-votes, instapoll and physical ballots, for which the meeting would adjourn and reconvene in the evening.</p> <p>Secretary declared that the house is now open for discussion and views of members.</p>

ITEM NO: 3**VIEWS OF MEMBERS****MAJ ATUL DEV (P-0662)**

Mr President and esteemed fellow members of Delhi Gymkhana Club, I have two specific points and I wish to raise points of general concern.

Firstly, there has been a fair amount of disinformation circulated as to why we lost the opportunity of conducting the proposed EGM. There was even an insinuation made that it was due to the demand made by some members of an unusual lift in the cap of Permanent Members as given in Article 2. It is obvious that this issue has not been understood in the correct perspective. An increase in cap – however much one may do so – does not necessarily mean that it should or will be filled up immediately. Nor does it imply that there will be an increase in footfalls immediately under the mistaken belief that we will thus be required to fill 50% of such vacancies immediately by Govt applicants. Both these issues need a thorough re-reading and correct interpretation of our Articles of Association.

Second point, our Club needs just two very simple Amendments to our Articles of Association. An amendment to Article 2 to lift the cap and an amendment to Article 13 to incorporate all revised subscription. The GC, however, commenced on the path of completely rewriting the entire Articles of Association. That obviously generated controversy and the consequent legal actions.

We still need to amend our Articles of Association but only two specific Articles. Let us do that during the current year.

The President explained that since Company Act 2013 came into effect, it is mandatory to amend our Articles of Association and brought in line with the Companies Act. This was the earnest endeavour of the GC, which got blocked due to vested interest.

Mr I M Sethi (P-1195)

Earlier we have rule for 6 years tenure, which has been reduced to 5 years. We should raise it again as 6 years or more so that experience members can come back from the Committee.

- Male members attaining age of 80, do not require to pay monthly subscription but on his demise his spouse becomes member she start paying again the subscription without getting voting rights. They should also have voting right till the age of 80.
- Why are members being charged GST.
- Why are court cases increasing
- Staff strength up to 710 is excessive
- Monthly & Annual subscription has been increased by the GC. The President and Committee have no power to increase monthly subscription. It has to be done through EGM.
- The children of permanent members do not get a Green Card, whereas children of green card / UCPs are using the facilities.

As regard the staff strength Mr Sunil Ghadiok Chairman Adm SC apprised the house that we do not know from where Mr Sethi got the figures. In Sept'17 the permanent & contractual staff strength was 390, in 2018 it was 377 and in 2019 it is 368. The strength depends upon the work going on in the Club. And we are trying to reduce the wage bill which went higher in 2018

Mr Mandeep Kapur briefed the AGM about the mandatory GST liability issues.

Col Nagrath (P-1943)

Functioning of the DGC is not well. We are not registered under Company Act and we have no share value, than why e-voting is mandatory for us? Doormat members are being granted green cards but the real members are not getting.

The Oriental Lounge has been charging us GST 18% which is now reduced to 5%. Is there any data that from when they have reduced it to 5%. Pls clarify??

Brig Mehta requested him to kindly contact the secretariat for complete details. His assertion that e-voting was subject to manipulation was not correct.

Mr Mandeep Kapur explained that because of Company Act 2013 it is mandatory to have e-voting and Ministry does not provide any exemption.

As regard the Oriental Lounge, 18% GST was being charged by them. They are taking credit from ITDC and running business of Rs 18-20 lakhs per month. This GC after negotiation, have amended the contract and now they are charging GST 5% without any increase in the item price. There is no credit for Club.

Maj Ranjit Singh (P-3838)

Dear Committee, I feel sorry for you.

How can you work as getting notices from all Govt agencies, like SFIO, Company Affairs, Newspapers etc. This Club is 100 years old, the Govt authorities are keeping an eye on our Club, they will take over on this 27 acres and sooner an Administrator will come and sit on us.

Col Nagrath opposed e-voting, so better member should write to them and get clarification from them. It is a matter of shame that this year only 17 members stood for election. Over the year, we have been going without holding an EGM.

GC members and Secretary should have the full authority to work smoothly.

Mrs Urmila Gupta (P-3179)

Dear fellow members,

I would like to highlight 5 areas of club functioning which have wide ranging implications on its operation and management.

First is the increase in staff strength and costs within a span of last 5 years impacting its financial health: To give you an overview, in 2013, total staff club was 402, out of which, the permanent staff was 266 and contractual 136. In 2018 the total staff (inclusive of all permanent, contractual and outsourced categories) increased to 665 and in 2019 we now have 693 (28 in the last year alone). Of these permanent staff may not have increased by very much from 266 in 2013 to 270 today but it is the wages and expenditure on staff salaries and total employee benefits which has ballooned from Rs 14.92 crores in 2014 to Rs 20.35 crores in 2018 and jumped by almost Rs 10 crores in ONE single year to Rs 30.62 crores in 2019. The question is how is this justified since the Aqua spa was built in 2016-17, the club has in 4 years undertaken NO other major project or added any new facility. However, member are charged an interim wage contribution of Rs.300/- along with their monthly subscription fees. Is this growing cost sustainable given that MCA has barred the club from accepting deposits and using Rs 55 crores in application fees which it reportedly may need to refund?

Second the policies prevailing on membership: Based on 388 permanent vacancies allocated in the last 2 years it appears that the agreed ratio of 50:25:25 for Govt., Non Govt. and UCPs candidates has not been followed. The GC has included 258 permanent members in the Govt. category, 55 in Non-Govt. and upgraded 75 UCPs (besides adding 46 members in the Eminent category). 679 Green Cards were issued as against the average intake of 225 per year approx during the preceding period. As compared to 104 UCPs upgraded in 2016-17, only 75 were added (whether or not this accounts for the 41 held in abeyance after court orders is not clear). While the waiting period for government applicants has come down from 21 years to less than 12-15 years, it is still unacceptably high for UCPs and those waitlisted in Non-Govt. category. The Club has also lost potentially higher revenues which would have incurred from those waitlisted in the Non-Govt. category, had been given 25% of the new vacancies during the period (97 instead of 55). This income itself would have substantially helped to defray the hike in interim wage agreement costs.

Third is the lack of an effective technology based system to handle access control to identify members and others: Leading to potential revenue loss and posing security risk. Bombay Gymkhana Club had introduced a biometric membership card more than 8 years back. The RFID was supposed to be linked with system to identify individuals entering the Club. This is all the more necessary as number of affiliated clubs has rising with many added lately bringing the list to almost 50. Many of these clubs do not have the same rigorous membership selection process as the DGC and a large number of such card holders are permanent residents of Delhi NCR. There is hardly any justification on grounds of reciprocity either as most of these are located where very few members can avail of them. A review of last 3 years reciprocal usage pattern would prove the point. The lack of computerized entry system means that many non-members are able to use the club and avail of our subsidized services and facilities far in excess of the limits prescribed under the Bye-Laws adding to our operating costs.

Fourth is need to complete Phase 2 of the New Project : I wish to urge the new GC to revive Phase 2 of the New building Project which will increase the indoor facilities available to us by 30%. The existing club house was built in 1928 for 200 members. Our subscribers list is now almost 16000. Given the proliferation of events and Delhi's inclement weather, its time to look at launching the project for which plans and designs have been approved. Creative funding can be found as many prestigious corporate are willing to fund sport facilities in exchange for naming rights.

Mr Gopal Dikshit (P-2165)

Dear Mr President, Chairman, Secretary and distinguished members of the Club. I have member of the Delhi Gymkhana Club for the last more than 40 years. I have seen all good times, bad times that the Club has been through. But I have never imagined that the Club would be witnessing situation as bad as it is today.

I request forthcoming President of the Club to comply with Articles of Association which is our Bible. If the Articles of Association is to be amended, the Companies Act should not be bypassed. In case the relevant rules and regulations are not followed strictly, i will not be surprised that an Administrator is appointed to run the affairs of the Club. That shall be the end of Delhi Gymkhana Club. I am sure that the incoming President and the GC will be careful to follow the rules of the Club, both in letter and spirit.

An old member of the Club, who comes from a distinguished family, has used unparliamentarily language about me while canvassing for one of the President candidates. In dignified and prestigious institution like Delhi Gymkhana Club, it is just not done. His remarks need to be condemned and some of the Members have also warned him.

I will be failing in my duty if I don't speak about the Secretary of the Club, Col Ashish Khanna, who works faithfully in spite of the various problems which the club has been facing at present and highlighted by various Groups and Members, we must appreciate his efforts. I have myself seen him working late in the evening. He has an extremely pleasing personality, affable and approachable. It was always been a pleasure to interact with him. God bless him.

Lt Gen Rajender Singh (P-3761)

Club is presently running well. 3-4 major changes have been done. However, past issues of MCA, Membership, Financial irregularities still have to be resolved. In 2018, financial irregularities were pointed out by Bhide Committee/SP Committee, but we have not taken any action yet which needs to be taken.

Have transparency, let members know each and everything about Club functioning so members will not come and criticize the GC at the AGM.

Good job done.

Mr Tejinder Singh Laschar (P-1764)

Mr President, Ladies & Gentlemen like yester years, I will give you a bird eye view of the Financial Health of Club. To begin with a brief comparison of 2018-19 with the previous financial year, revenue from operations rose from Rs 52.08 crores to Rs 63.72 crores. Other income grew from Rs 13.81 crores to Rs 22.49 crores but expenditure grew by nearly 28%. This was due to the additional expenditure on account of the wage agreement. But the liability of this expenditure will be recurring every three years. The net surplus for the current year was Rs 17.54 crores as compared to Rs 7.74 last year.

Investments in Debt Oriented Mutual Funds grew to Rs 197.06 crores in FY 2018-19 as compared to Rs 189.03 crores in the previous year, which is welcome. The return on investments grew from 7.35% as on March 2018 to 8.65% in March 2019.

Further as desired by MCA the refundable registration fees of Rs 56.74 crores have now been kept aside in a Trust. The Club will not be utilizing this amount for its day to day activities. At the macro level our reserves have gone up from Rs 107.64 crores to Rs 127.29 cores.

A brief word about the revenue earning dept of catering and bar. Catering sales rose to Rs 21.90 crores in FY 2018-19 from Rs 18.86 crores in previous year. The bar sales rose to Rs 11.09 crores in FY 2018-19 as compared to Rs 9.95 crores the previous year. However, the increase in the overhead expenditure on a Inflated Base is worrisome.

The intrinsic worth of our Club is exhibited by the net surplus every year and the cumulative figure of free reserves, which stood at Rs 127.29 crores as on March 2019. Here in the first liability which needs to be set off is the refundable registration fee (Rs 56.74 crores). This leaves an amount of only Rs 70.55 crores in the kitty of free reserves. It is important to mention here that we have long term liability on account of pending payments which will have to be eventually set off. These pending statutory payments are on account of (a) service tax, (b) property tax (c) luxury tax (d) ESI (e) PF etc

Service Tax: Our club has contested demand of service tax of Rs 21.93 crores till the year 2014-15. The service tax demand till March 2017 is Rs 33.20 crores out of which Rs 20.91 crores is shown as contingent liability in the Balance sheet.

Property tax: Our club has been contesting that the rate able value has not been properly assessed. NDMC has done re-assessment and now raised a demand of Rs 61.45 lakhs up to March 2017. This amount has been deposited by Club. Property tax for two years ending March 2019 is still pending, this will be on a higher base because of the New Complex.

Luxury Tax: An amount Rs 11.59 crores including interest and penalty till 31st March 2017 has been raised. Our club has gone in for a WP in Delhi High Court. The club has paid Rs 7.71 crores now, which is reflected under long term loan and advances in the balance sheet. No provision has been made for luxury tax demands shown as contingent liability

ESI: A demand for the period Jan 2010 to Jan 2016 including interest and damage charges was raised, which has been paid and treated as exceptional item in balance sheet. Demand for period February 2016 to March 2019 will have to be accounted for in the year it is raised.

PF: Disputed taxes and provident fund of Rs 10.92 crores has been paid by the Club under protest and is included under long term loans and advances in the Balance sheet.

Interim Wage Increase contribution @ Rs 300/- per member: The GC of our Club introduced a levy under Article 23(b) of AOA as an interim wage increase contribution wef. 01st Dec 2018 @ Rs 300/- per month per member to partially offset operating losses on account of enhanced Wage and gratuity. As mentioned earlier this liability of additional expenditure will be recurring every three years when wage negotiations take place.

Hence perspective planning which covers revenue from operations, expenditure, performance of revenue earning depts., needs to be done regularly.

I would like to place on record the excellent work done by the Club secretary and his team of Financial Controller, F&B Executive and all their employees. Excellent work has been done this year in cutting losses and resolving audit qualifications.

Gen Shankar Prasad (P-0893)

Again it is a unique situation. It is my duty to put before this AGM the results of the task assigned to my committee last year. The accounts could not be passed last year due to number of qualifications raised by the Auditors and the house unanimously decided to appoint Gen Shankar Prasad Panel, to resolve these qualifications raised on the following:-

1. Works Issue – Jamun Tree / Aqua Pool
2. Investment – for Rs 47 crores investment, the procedure was not followed
3. Administration IT – Club administration – related to AoA- Office bearer – SOPs - Authorities
4. GST – Rs 4 to 5 crores being not properly accounted
5. Fixed Assets – Registers were not maintained/audited properly.

I decided to select members to accompany based on professional background and legal aspects.

For Engineer officer, we appointed Maj Gen A L Suri

For investment purpose, Mr Mandeep Kapur

For IT, Mr Vishwanath Shanker, IRS

For GST, Mr Sunil Ghadkiok, who is a hotelier and dealing with these matters

For Legal, Mr Shankar Vaidialingum

The past president Lt Gen I J Singh (Retd) was regularly in touch with us. The auditors also came and met us and they were clearly satisfied. Our report has an Executive Summary. We thank the Secretary and his team who provided us with all the documents and support.

The President placed on record special thanks to Gen Shankar Prasad and his entire Committee for the work they have done and submitted their report on time.

Dr Ajay Dua (P-2073)

The Shankar Prasad Committee was set up soon after the last AGM of 30th Sept'18 with 3 terms. The first of which was to suggest steps to resolve the qualifications of the statutory auditor in the accounts of 2017-18. The second was to investigate the several lapses in the actions which had resulted in the above qualifications and suggest remedial measures and thirdly to examine the processes for sanctions and approval of the major works.

I wish to report that your GC on the recommendations of the Working & Ethics Committee with which I was associated as its Convener has unanimously accepted all its recommendations unquestioningly. The action on all its actionable points has been taken and completed during the term of this GC, I wish to report these to the General Body briefly. The entire set of qualifications to the accounts of 2017-18 has been removed by the statutory auditor and now none remains.

Am happy to further inform that the accounts of the year 2018-19 before you today for adoption and approval, are, also without any qualification whatsoever. While still on the finance related issues, the GC has framed its investment policy for deploying the surplus funds of the Club. It gives higher priority to the safety of our money over the possible earnings and hence seeks to invest funds only in AAA rated instruments with an odd exception of AA instrument and all together eschews the temptation of making investment in equities. Two reputed professional agencies have been appointed to guide the process of. In case a difference of opinion exists and persists between the two professional, before the GC takes its final call, the written opinions of both the agencies is obtained and put up to the GC which would hear the representatives of these agencies and then arrive at a decision. It may sound a bit tedious and time consuming, but we felt it is worth the while so as to avoid the repetition of calls taken in the past by the whole time executive, the FSC and even the GCs about all of which the SP Committee has so elaborately covered in its Report.

There has been significant progress made recommendations regarding GST. The GC has now the benefit of the services of a good GST consultant. With his assistance, we have been able to update our GST returns till 31 Mar'19. The payments due to the government have been made and the refunds due to us have been received. There was some amount due from the new members taken in after the new GST regime kicked in July 2017. Most of that has been recovered and efforts to recover the portion remaining area apace.

Shankar Prasad Committee also commented upon the non updation of the club's fixed assets register. The GC by a concentrated effort completed the Register up to 31st Mar'19 and a position which helped us ensure that not only the last year's audit qualifications were removed but also in the year just ended, no such cause remained for the auditor to comment adversely. The Shankar Prasad Committee recommendations on purchase of IT equipment have also been deliberated upon and put into action. Henceforth the procurement of all IT related materials would be through bids prepared properly in advance and covering the entire scope of the project. No piece meal increase would be allowed once the bid document has been finalized and the work order placed. In this connection, we also wish to report that the club management is working on stream lining the billing in club to make it both more member-friendly and improve the club's cash flow simultaneously.

Another actionable point emerging from the SP Committee was about the two major works, the new swimming pool and jamun tree about which an earlier committee had also reported. The GC have taken action to black list, the architect, contractor and consultants for three years who had been found delinquents by the SP Committee. Show cause notice to all of them and action against one of them who is also a member of the club has been separately initiated. From the main contractor of the swimming pool against whom no case of delay or other malfeasance could be established, the Club management was able to get a major concession of his additional bill being reduced from 80 lakhs to Rs 23 lakhs. Equally important, the club now has SOPs in position for the various kind of civil and other projects to be carried out. Without these, the GC consciously avoided taking up any project this year and attended to only the works of urgent nature and was largely only maintenance oriented. A modification very recently approved by the GC is that the club should avoid carrying out major projects on its own and departmentally. Instead it should only prepare the project complete with detailed scope and material specifications and

then bid these out for being executed at their own costs by a qualified contractor. The payment to the contractor of at least 50% should be held back and paid only upon satisfactory and timely completion of work. The number of stage wise payments with no mobilization advance should be beforehand indicated in the bidding documents and at all stages at least on half of the cost incurred by the contractor must remain due to him. The penalties for delay in stage wise completion as well as full implementation must be substantial and clearly made known beforehand. This will ensure that it is the contractor is keen to complete the work done. It also prevents us from charges of making changes in scope and specifications of the project, as had happened in the swimming pool and jamun tree projects many a times.

While many of these changes would get refined once put into practice, what the GC spent a long time and with help from the recommendations of SPC was taking action against the people who could be held responsible for the acts of dereliction of duty and then penalized. The SPC has not identified any persons clearly responsible and more importantly has clearly stated that "the panel findings, conclusions, and observations are not intended to be an indictment or a final assessment of facts or as casting any aspersions as far as any individuals are concerned". "Not only this, the SPC before finalizing its report even took a legally enforceable indemnity bond from the GC that if any one proceeds against if for causing material or other harm, it is the club management which will take all the responsibility including financial.

In view of these, the GC has attempted to rectify the process and procedures that caused the deviations from the extant policy on investment of surplus funds to occur in the first instance. The investment policies, appointment of professional to help it undertake the process of investment, prepare plans and execute large projects including having SOPs for it are all steps in that direction. The GC also noted that in many cases, the fault lay with the club secretariat or the entire SC or even the GC of that time for wittingly or unwittingly granting approvals and releasing the funds for works. But nowhere were there mala fide intentions on the part of a member, the concerned SC or the GC. As no previous investigations or the SPC also could establish that we have had to give benefit of doubt to the club officials and the members of the club in management of the club affairs. We have instead endeavored to put in position an improved system which would reduce the chances of the kind of aberrations and malfeasance earlier talked of. We agree it may not be entirely to the satisfaction of all the distinguished members present here, but we believe that no innocent person particularly an honourable member should be punished unless and until proven guilty beyond doubt. We do accept that this still remains as work-in-progress and the new President and GC would need to take this exercise of establishing culpability and thereafter acting again the errant officials of the club management.

This approach will certainly cause to our also looking of overhauling the club's management style and structure with the full time executives being empowered more than now and also held more responsible for their acts of omission and commission. The role of SCs of GC also has to be more advisory and for in depth examination powers and responsibilities remaining with the GC alone as required by Company's Act. We have to remain conscious of the position that the members of the GC offering to work on various SCs are serving on part time basis and are not domain specialties. They bring their experience in management and administration to the table and are not substitutes for the full time professionals. Such and many other related issues of administration and management would need to be debated in the open houses with the club members and only thereafter duly incorporated in the Club's AOA.

Air Mshl P S Ahluwalia (P-3409)

The Club has gone through many controversies in last 2 years. I compliment the Secretary on the efforts put in by him for the smooth functioning of the Club. I suggest that only 1 change be made in the Articles – The President should be appointed for 2 years and all other members of the GC should be appointed for one year. I support the process of e-voting through OTP and I also request members to work unitedly for upliftment of the Club.

Mr S K Sethi (P-0053)

My appreciation and thanks to the President Mr Prashant Sukul for his commendable dedication and tremendous efforts in last two years and the Secretary who has been tireless deserves a special medal from the Club apart from the Sena Medal he has from the Army. He is handling sensitive/urgent issues very well. Let us give a standing ovation to President and Secretary.

Thank you for the appreciations. The founding fathers of our Club (100 years ago) had mentioned that "we are starting an institution for our self our family and children". We do not want outsiders.

Mr R N Verma (P-4926)

I am a member since 2001. The Club has made Rs 15/16 lakhs towards PM Relief Fund. We should look something like Suraksha Abhiyan or Swach Bharat Abhiyan rather than putting money in PM Relief Fund. When a member makes any suggestion, the Secretariat should acknowledge it. During winter Lunch on Saturdays/Sundays member are standing and shouting for their orders. There should be some procedure like order book, number display and then member can pick up their order.

Mr Krishan Varma (P-2442)

Have transparency, put things on Club domain, have more Open Houses.

Regarding internal/external complaints, MCA started sending letters in 2016, we were in the committee but GC was not informed about it. Since MCA is a serious issue, before sending any reply to MCA, let members be aware about it. We are glad that something has been done on Shankar Prasad Committee report.

Mr S K Sethi suggested that Club members should also be invited for GC meetings and their suggestions should be considered.

Maj Yogesh Prasad (P-1227)

We have not been following the AOA as charges include sports / interim wage / entrance fee. The AOA 13 specifically mentioned entrance fee but no Registration fee is mentioned in the AOA. So please amend the AOA immediately.

Today we have only 14 members for the Committee. People are not interested for governance of the Club. This requires same introspective.

In the past 2 years, I have been suggesting about Debit Card to control the cash flow but we have not yet been able to have system of cash flow. Kindly look into it.

Mr President it is a sad situation to even to manage 16 people in GC. Some time in future there will be no Presidential candidate also. People don't want to take risk. How we having elections for committee with 14/16 members.

Maj Ranjit Rai (P-1724)

Problem we are facing have not resulted with solution. There should be reduced in writing. Take strict action against those who have written to MCA/SFIO, throw them out, we are with you. Since e-voting has stated, no new resolution can be done during the AGM. If you have any suggestions do circulate it in advance before AGM.

Mr Chitranjan Kapur (P-2646)

Since various points are raised in the AGMs, we should be told about progress of the suggestions raised during AGM by monthly report or newspapers. The President informed that last AGM minutes were printed in the 'Club life' and same will be continued by the incoming President.

Brig Tajinder Hassan Walia (P-3427)

There is quite a lot of improvement in the Club like food, manner, facilities etc. Members finding fault with each should sit and sort it out as at a home gathering. Outstation members are coming occasionally they should be given some kind of priority on cottages as the Club cottages are beautiful.

Air Cmde H S Sassan (P-3765)

As Air Mshl PS Ahluwalia says, in 2017 I only started e-voting during my tenure as Secy. Total 1027 e-votes were there and there was total transparency in the e-voting as printouts had been given by the Karvy which are very much available with the Secretariat. Any member who wishes to see can do so. There was nothing like 50 votes from 1 IP address or member ID.

You are all going to be choosing the next GC by casting your vote. So trust on your Committee and Secretary and allow them to function for the benefit of the Club, this Club will go on for long.

	<p style="text-align: center;"><u>Brig Ravinder Kumar Mehta (P-0482)</u></p> <p>I am a member of this Club for 57 years. I have seen good and bad times of the Club. There is no violation done by this GC, who dedicated its energies for the betterment of the Club in rectifying cumulative issues inherited by it which were affecting the Club negatively. Instead of allowing the GC to discharge its functions a few members on whatsapp group carried out a campaign in constant unfounded baseless criticism against the GC. In such an environment members will hesitate to volunteer to stand for elections, as is evident in that from the present election, if it can be called an election barring the President' Post. It is a matter of great satisfaction that the outgoing GC members had no vested interests Member's suggestions either directly or through whatsapp groups are welcome, but such Groups may avoid dictating to the GC, which would dilute the time and energies of the GC from its focus on the betterment of the Club.</p> <p style="text-align: center;"><u>Mr Prashant Sukul – President (P-3809)</u></p> <p>Thank you, it was sensitive time, and we appreciated so much criticism. However, once you enter the kitchen you will face the heat. The staff of the Club is utterly dedicated, and extremely well mannered. There are several improvements in the Club administration by the Club Secretary. Members of the GC are outstanding, and specialized in each filed like Mr Sunil Ghadiok from the hotelier background, Ms Suneeta Trivedi addressing Works projects, Mr Mandeep Kapur from the financial side and Dr Ajay Dua was over all incharge of working and procedure and SOPs.</p> <p>Col Ashish Khanna, SM (Retd) as Secretary and Me as President, worked well as a team and I appreciate his tremendous contributions to the Club in this difficult period. Thank you all members. I had immense fun in my 2 years and with no regrets at all.</p>
<p>ITEM NO: 4</p>	<p>TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS AT 31ST MARCH 2019, INCOME & EXPENDITURE ACCOUNT FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE REPORT OF THE AUDITORS AND GENERAL COMMITTEE THEREON:</p> <p>The audited accounts for the period 1st April 2018 to 31st March, 2019 and the General Committee's report having been circulated along with the notice of the meeting, with the consent of the members, were taken as read. The Chairman enquired whether the members present wished to ask any question or desired any other information with regard to the Annual Accounts and the General Committee's Report.</p> <p>On the request of the members, the Auditors report on the accounts for the period 1st April, 2018 to 31st March, 2019, was taken as read.</p> <p>Following resolution was put up to the House: -</p> <p>"RESOLVED THAT the Balance Sheet as on 31st March, 2019 and the Income and Expenditure Account for the period 1st April, 2018 to 31st March, 2019 together with the Schedules and notes thereon and the Reports of the Auditors and General Committee thereon be and are hereby received, considered and adopted."</p>

	<p>This resolution was proposed to the house and passed by majority present. However the President said that this resolution would be officially passed on receipt of final result from the scrutinisers, only on completion of counting of e-votes, ballots and instapoll, for which the meeting would adjourn and reconvene in the evening.</p>
<p>ITEM NO: 5</p>	<p>TO APPOINT M/S KHANNA & ANNADHANAM, CHARTERED ACCOUNTANTS, AS THE STATUTORY AUDITORS OF THE COMPANY FOR 5 YEARS AND TO FIX THEIR REMUNERATION.</p> <p>The Chairman informed the house that the existing auditors of the club, M/s Khanna & Annadhanam, Chartered Accountants have offered themselves for re-appointment as auditors of the Club.</p> <p>Pursuant to the Addendum to Notice, sent out by the Club; the Chairman proposed the name of M/s Khanna & Annadhanam, Chartered Accountants to be so appointed for the period of 5 years from the conclusion of this AGM till the conclusion of the Annual General Meeting to be held for the Financial year 2023-24.</p> <p>Following resolution was put up to the House and passed as an Ordinary Resolution: -</p> <p>“To appoint M/s Khanna & Annadhanam, Chartered Accountants, as the Statutory Auditor of the Company for a period of five years and to fix their remuneration by the General Committees.”</p> <p>This resolution was proposed to the house and passed by majority present. However the President said that this resolution would be officially passed on receipt of final result from the scrutinisers, only on completion of counting of evotes, ballots and instapoll, for which the meeting would adjourn and reconvene in the evening.</p>
<p>ITEM NO: 6</p>	<p>VOTING PROCESS</p> <p>TO ELECT 17 MEMBERS OF THE GENERAL COMMITTEE INCLUDING A MEMBER TO BE DESIGNATED AS PRESIDENT</p> <p>The Secretary informed the members that the Club had made arrangements to facilitate the voting through electronic means under section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended. He further informed the members present that in accordance with the applicable Rules, the remote e-voting had been conducted from 26th September, 2019 to 28th September, 2019.</p> <p>He further informed the members that those of the members present, who had not cast their votes through remote e-voting/electronic means, will be given an opportunity to cast their vote through physical ballot / instapoll at the venue of this meeting.</p> <p>The General Committee had appointed Mr. R M S Liberhan & Mr. V L Tuli as the Chief Election Commissioners to scrutinize the remote e-voting and voting at the meeting in a fair and transparent manner.</p> <p>Thereafter, the outcome of each resolution will be declared based on the combined votes.</p> <p>He invited the members to vote for the appointment of Directors.</p>

<p>Adjourned and reconvened</p>	<p>The Meeting was then adjourned for voting, counting and declaration of results. The meeting was reconvened at 11:30 P.M. by the Chief Election Commissioners and the result of the Election was declared by the Chairman on the basis of the report submitted by the Scrutinizers to him.</p>
<p>ITEM NO: 7</p>	<p>ELECTION OF SEVENTEEN MEMBERS OF THE GENERAL COMMITTEE INCLUDING A MEMBER TO BE DESIGNATED AS PRESIDENT</p> <p>Mr. R M S Liberhan & Mr. V L Tuli, Chief Scrutinizers thereafter declared the results as per details placed at Appx "A". The President, thanked each and every one and particularly the Chief Election Commissioners and their team for the excellent work done by them in a most efficient manner. He also complimented the Secretary and his staff for the excellent arrangements made for the conduct of elections in a very professional manner. He also congratulated the members who got elected to the General Committee and also assured members that they will work towards betterment of the club and in a transparent manner.</p> <p>The following resolution was passed: "RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and the applicable rules framed thereunder, 17 persons whose names are listed in Appendix "A" duly initialed by the President of the Club be and are hereby appointed as the Directors of the Club w.e.f. 29th September, 2019.</p> <p>"RESOLVED FURTHER THAT of the 17 Directors, Lt Gen D R Soni, PVSM, VSM (Retd) has been elected as President of the Club w.e.f. 29th September, 2019.</p> <p>RESOLVED FURTHER THAT Col. A Khanna, SM (Retd), Secretary of the Club and any Director be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to their appointment."</p>
	<p>Passing of accounts and auditors appointment</p> <p>Based on the complete results submitted by M/s Karvy the other 2 resolutions for adoption of accounts and appointment of auditors M/s Khanna & Annadhanam were also declared as passed by majority.</p>
<p>ITEM NO: 8</p>	<p>VOTE OF THANKS:</p> <p>The Chairman declared the meeting as closed at 11:45 P.M (29.09.2019)</p> <p>The President welcomed the new General Committee members and thanked all members for their faith in his leadership over the last 2 years. He requested the Secretary to look into issues highlighted by the Members and address them effectively, post discussion in the General Committee.</p> <p>It was also placed on record that a total of 793 members were present in person during the AGM.</p> <p>The Meeting concluded with a vote of thanks to the Chair.</p>
<p>Date: 25 Oct 2019</p>	<p style="text-align: right;">Prashant Sukul</p>
<p>Place: New Delhi</p>	<p style="text-align: right;">President</p>

Appx A – List of elected GC Members – AGM 29.09.2019

1. **Lt Gen D R Soni, PVSM, VSM (Retd) - President**
2. Mr. Vikram Bhalla
3. Dr Ajay Dua, IAS (Retd)
4. Mr. Sunil Ghadiok
5. Dr Parvez Hayat, IPS (Retd)
6. Mr. Mandeep Kapur, FCA
7. Mr. N S Katoch
8. Mr Ganga Kumar, ISS
9. Mr Raj Kumar
10. Cdr Ganiteshwar Singh Miglani (Retd)
11. VAdm B S Randhawa, PVSM, AVSM, VSM (Retd)
12. Mr S P Rawal
13. Ms Gayatri Roopchand
14. Mrs Pooja Singh
15. Cdr Akhil Sirohi
16. Maj Gen A L Suri, AVSM (Retd)
17. Ms. Suneeta Trivedi