



DEHRA DUN CLUB LTD.

15, New Survey Road, Dehra Dun 248 001

MINUTES of Managing Committee Meeting

Minutes of the Third Meeting of the Managing Committee held on Friday, 31st July, 2020 in the Meeting Room at 3.00 pm – with the requisite social distancing, wearing of masks, thermal screening and hand sanitisation.

Present -

- i) Mr Samraant Virmani, President
- ii) CA Inder K Batta, Vice President
- iii) Mr Anil Agarwal
- iv) PP Iqbal Wasu
- v) PP Vimal Deep Singh
- vi) CA Anurag Sangal
Army Mess Representatives –
- vii) Col Vipul Saini, Uttarakhand Sub Area
- viii) Col J S Bajaj, Indian Military Academy – over video call

1. President Samraant Virmani placed on record the official communication from Uttarakhand Sub Area and the Indian Military Academy wrt the election of Col Vipul Saini and Col J S Bajaj in their respective Mess to be Representatives on our Club Managing Committee.

Members shared the various views, opinions and allegations floating around over the last few years and that some representations have been made to the Registrar of Companies and the Senior Army Authorities with regard to the validity of this arrangement. By way of abundant caution and to safeguard the interests of all concerned, it was decided to look into this matter in detail. Accordingly, the Companies Act and the Club Memorandum and Articles of Association were called for and after a study and discussion on the relevant provisions therein, it was noted that –

a) Articles of Association of the Club

- i) Article 44 of the Club stipulates a Nine person(s) Managing Committee comprising 6 Permanent Members elected in AGM as Directors and 3 Representatives of the Army Mess(s)
- ii) Article 21 stipulates that Members belonging to the Army Mess(s) are entitled to apply for and become Mess Nominated Members of the Club after approval of the Managing Committee and shall be called ‘Nominated Mess Members’ and classified under “Temporary Members and that such Membership shall cease upon the Officer being posted out of Dehra Dun station” and shall “pay a Fee of Rs 1,000/- only being sponsored by the Mess”
- iii) Article 62 provides that –
 - “Nominated Mess Members under Article 21 shall vote to elect Three Nominated Mess Members belonging to Military Mess(s) to the Managing Committee”
 - a) It is silent on the place and forum of this ‘election’ in Military Mess(s)
 - b) Though specifying that voting by Permanent Members to Elect the Directors is held at the “General Meeting held for the purpose of election of the Management Committee of the Club”



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- iv) Article 20 provides for “Temporary Member for one month at a time.....shall pay a subscription of Rs 2,500/- per month”
- v) Article 68 further provides that “No Temporary Member or Lady Subscriber shall have a voice in the management of the Club, or the right to vote in any ballot or attend any meeting”

b) Companies Act

- vi) The Army Representatives are not eligible to be appointed as Directors of Dehradun Club Ltd under the Companies Act, since they are neither Permanent Members of the Club nor have not been elected by Election at the Annual General Meeting (AGM) of the Club
- vii) Accordingly, they cannot be members of the Board of Directors of the Club as constituted under the Companies Act

c) Understanding and Decision

- viii) The Articles of Association of the Club clearly mandate inclusion of the Army Mess Representatives in the Managing Committee of the Club – Article 44
- ix) Applications from the Two Officers clearly entitle them to become Mess Nominated Members – Article 21
- x) Letter(s) from Army Mess clearly state that these Officer(s) have been ‘elected’ to represent the Nominated Mess Members – Article 62
- xi) Nominated Mess Members under Article 21 are separate and distinct from Temporary Member under Article 20
- xii) Their classification as Temporary Members is only for clarification and not covering them Article 20
- xiii) Article 68 is referring to Temporary Members under Article 20 and Lady Subscribers only and not the Nominated Mess Members
- xiv) The Application of Col Vipul Saini and Col J S Bajaj to become Mess Nominated Members be accepted
- xv) The Letter(s) from the Uttarakhand Sub Area and the Indian Military Academy about their election to represent their Army Mess on the Club Managing Committee be accepted and welcomed

Thereafter, Col Vipul Saini and Col JS Bajaj joined the Meeting

2. Induction of Army Mess Representatives

The deliberations and decisions as per para -2- above with relevant Articles of the Club were explained to them in detail and their concurrence was duly noted.

They were warmly welcomed on board the Managing Committee.

Col Vipul Saini and Col J S Bajaj shared about their respective career, life, family, hobbies and interests etc and after discussion, accepted to serve the Club as –

Col Vipul Saini	Convenor – Library; Co-Convenor – Sports
Col J S Bajaj	Convenor – Garden; Co-Convenor – General Administration



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3. Action Taken on issues arising of Minutes of the Meeting of July 10th, 2020 –

- i) There has been a fast-track updation of Members' Contact details, with only about 51 email-ids and 26 mobile numbers left. This will be huge fillip to the smooth and efficient operation of the Club and minimize Members dissatisfaction towards the Club for not receiving communication. It was decided that the pending Members' Names be circulated to Members with the request to help the Club in reaching out to them and get their Contact details. PP Vimal Deep Singh mentioned the efforts of PP Iqbal Wasu in this initiative and the same was applauded by everyone.
- ii) Rationalisation of Work of Office Staff and Other Staff was reviewed and it was decided that -
 - a) In term of the discussion with Club Staff, their Salary be reduced by 20% due to the hardship being faced by the Club due to COVID till the time things come to normal, and this shall be reviewed in December 2020
 - b) The names of Staff rendered redundant owing to age, health, efficiency, discipline and need of the Club were discussed and noted for further action towards their being relieved
 - c) All of the above be implemented as per the advice of the Club Labour Law Consultant
- iii) Advertisement to search a Chief Executive and Accounts Manager has evoked a good response with 64 Applications for the former and 52 for the latter. The Accounts Manager applicants have been perused and sorted with few Applicants shortlisted as Category A to be called for an Interaction to finalise with the Finance & Accounts Sub-Committee
- iv) Statutory Audit has commenced wef Wednesday, July 29, 2020
- v) Mr Ashok Ahuja, erstwhile Secretary who had resigned for personal reasons was relieved on July 14, 2020
- vi) Ms Kanika Anand, Company Secretary has informed over email that DIR-12 for change of Directors of the Club has been uploaded on the MCA website today and the due fees has been paid by her . She further informed that she no longer interested to continue on retainership of the club. Her resignation was accepted
- vii) Marginal Repairs and Maintenance of Club Building and façade has been partially done and the work is in progress to certain repairs required in the main building be got done where ever required.
- viii) Procedure for Inspection of Club Records by Members was notified on 15-7-20 and two requests received thereafter have been accepted accordingly
- ix) Virtual Housie over Zoom was played over the last 3 Sunday(s) and a Report thereon was tabled and discussed; the cumulative Net Deficit of Rs 14,182/- comprising Rs 6,328/-, Rs 4,134/- and Rs 3,720/- each was Approved. Another option of Housie over WhatsApp was suggested by Mr Anil Agarwal and PP Iqbal Wasu were requested to give details and contact person to make it happen without any expenditure on the next Sunday



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- x) Website Updation and Maintenance Proposals received from 3 reputed Companies were tabled in a Report for Comparison and after discussion it was decided to accept the Proposal of M/s Weblines Infotech Pvt Ltd, Abhishek Tower, Subhash Road, Dehra Dun with the additional requirements that –
- a) The website is a valuable Club property and needs to be safeguarded
 - b) The domain name be purchased for 10 years
 - c) Hosting and Maintenance agreement be done for 3 years
 - d) The future Management of the Club be enabled to continue to invest and upgrade this property
 - e) This matter be referred to the domain of Permanent Oversight Committee at the end of the tenure of this Committee
- xi) Company Affairs - This Managing Committee has been responding to every email/notice/letter received from Mr Pradeep Datta and/or at his instance from the Authorities or otherwise, so that the Club's version is brought on record and matters begin to get settled viz.,
- a) the understanding that many of his allegations are not applicable to the Club being a Company Limited by Guarantee
 - b) over the last few years, he has been routinely making a plethora of repetitive allegations that are either false and misleading, or malicious allegations, using derogatory and/or inappropriate language and issuing threats against Members of the Managing Committee(s), Committee(s) of the Club, Members of the Club, Professionals hired by the Club and Club Staff both in print, email and verbally including on his visits to the Club
- xii) **Cognizance of the matter of Mr Pradeep Datta –**
- a) **The Inquiry Committee** on his Suspension is continuing with its deliberations and proceedings
 - b) **Notice of Defamation** to Mr Pradeep Datta and claim damages of Rs 5.00 Crores if he does not withdraw his defamatory comments against the Club was issued on 13-7-2020. The 15 days' notice period has expired and it was decided to wait before taking the next step
 - c) **Purported Forgery** where Lt Col Pradeep Goyal, Memb # 529 – a Senior Citizen and War Veteran has denied having signed a Letter dated 25-6-20 by 16 Members of the Club to the Registrar of Companies, Uttarakhand wrt Club Matters and 'stand solidly with Mr Pradeep Datta'; and has claimed "NO knowledge of any such correspondence" and is aggrieved at this "arrogant, mischievous and malafide attempt to tarnish my reputation" We have expressed our regrets at the inconvenience caused owing to purported 'forgery'. The clarification has been sought from all 16 Members; and in the specific case, 'signature' in full name "Col P Goyal" with Memb # 0529 was affixed on the extreme right in the middle line of 16 signatures on the referred letter of 25-6-20

Thereafter, the following were taken up with the permission of the Chair –



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4. **In view of the Unlock 3.0** guidelines, it was decided to write to and approach the District Magistrate, Dehra Dun for permission to open the Outdoor Sports facilities for our Members with the undertaking to follow all #Covid19 Safety Protocols
5. **Independence Day Celebration** was discussed –
 - a) Flag Hoisting in the morning with #Covid19 Safety Guidelines and Protocols
 - b) Detailed program for Online participation by Member-Spouse and Children was tabled; envisaging a Cost of Rs 5,000/- only was Approved
 - c) YouTube Channel of the Club to be launched on this auspicious Day
 - d) Members be informed via emails and SMS
6. **Legal Counsel** - Mr TPS Bindra, Advocate has been representing the Club in many legal matters in addition to being always available for counsel and advise; the last being in June 2020 before the Hon'ble District Judge (Commercial), Dehra Dun in the matter of the holding of the Annual General Meeting and Elections on the petition by Mr Pradeep Datta, where he has not even charged any Fee even though there were multiple hearings. Mr Bindra has expressed his inability to represent the Club before any Court owing to his pre-occupation. After discussion, it was decided to accept his request with a commendation and appreciation and gratitude for his services to the Club.

After discussion, it was Resolved that – “Mr Gaurav Sharma, Advocate be appointed as a Retainer Legal Counsel for the Club” and President Samraant Virmani be authorised to finalise his Terms of Engagement on the lines discussed.
7. Resignation of Ms Kanchan Bhatt as Lady Subscriber was accepted and the Office asked to refund her Security Deposit after deducting the Dues outstanding if any
8. Resignation of Major Uma Ashish, Temporary Mess Member on being posted out was accepted and the Office asked to refund his Security Deposit
9. Mr Inder Kumar Batta shared that Article 61 of the Club stipulates of holding the Extra Ordinary General Meeting (EGM) on or before 31-8-20 for passing the Annual Budget; and that the Annual Accounts of the Club for the period ending 31-3-20 were not presented at the AGM on 29-6-20 due to COVID and the due date for holding the AGM has been extended to 30-9-20 as per orders of Registrar of Companies dated 29-5-20. Accordingly, after discussion, it was Resolved that the requisite EGM due on or before 31-8-20 to pass the Budget be instead held with the reconvened AGM to be held on or before 30-9-20.

There being no other matter, the Meeting closed with a Vote of Thanks to the Chair.

For and on behalf of the Managing Committee,

Yashwant Singh
Asstt Secretary