



Phones : 24307100
24360002
Fax : 24365104

THE DELHI GOLF CLUB

DR. ZAKIR HUSSAIN ROAD, NEW DELHI-110003

www.delhigolclub.org

CIN : U91990DL1950NPL001746

NOTICE OF 70TH ANNUAL GENERAL MEETING OF THE DELHI GOLF CLUB

NOTICE IS HEREBY GIVEN THAT THE 70TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE DELHI GOLF CLUB (HEREINAFTER REFERRED TO AS "THE CLUB") WILL BE HELD ON THURSDAY, THE 22ND DAY OF OCTOBER, 2020 AT 10.00 A.M. THROUGH TWO-WAY VIDEO CONFERENCING ("VC") FACILITY/ OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

Item No. 1

To consider and adopt the Audited Financial Statements of the Club including Balance Sheet, Income and Expenditure statement and Cash Flow Statement for the financial year ended on 31st March, 2020 together with schedules and annexures with the report of the General Committee and Auditor's thereon for the year ended on that date.

Item No. 2: To Re-appoint Statutory Auditors of the Club:

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

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, M/s. Khanna & Annadhanam Chartered Accountants, having firm registration number (FRN: 001297N) be and is hereby re-appointed as the Statutory Auditors of the Club for a period of 5 years i.e. to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Club for the Financial Year to be ended on 31.03.2025 at such a remuneration plus applicable tax, out of pocket, travelling and living expenses etc., as may be mutually agreed between the General Committee of the Club and the auditors."

Item No. 3. To elect the President of the Club for the year 2020-21

Item No.4: To elect the Captain of the Club for the year 2020-21

Item No.5: To elect the members of the General Committee pursuant to provisions of Section 152 of the Companies Act 2013 read with Articles of Association and Bye-Laws of The Delhi Golf Club.



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SPECIAL BUSINESS:

Item No. 6 : Approval of the appointment Mr. Kulbir Singh (DIN: 00204829) as member of General Committee in casual vacancy caused by the resignation of Mr. Hemant Bharat Ram w.e.f. 25th May, 2020 till the date of this Annual General Meeting in terms of Articles of Association of the Club:

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

“RESOLVED THAT pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Article 43 of the Articles of Association of the Club, the appointment of Mr. Kulbir Singh (DIN: 00204829) as member of General Committee in casual vacancy caused by the resignation of Mr. Hemant Bharat Ram w.e.f. 25th May, 2020 till the date of this Annual General Meeting, be and is hereby approved and confirmed.”

**For and on behalf of
The Delhi Golf Club**

Sd/-

**Cdr. Anil K Rattan (Retd.)
Chief Executive
The Delhi Golf Club
Dr Zakir Hussain Marg,
New Delhi-110003**

**Date: 24/09/2020
Place: New Delhi**



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NOTES: -

1. In view of the global pandemic COVID-19, the Ministry of Corporate Affairs (MCA) has vide General Circular No. 20/2020 dated May 5, 2020, General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 (collectively "MCA Circulars"), permitted companies to conduct Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means, without the physical presence of the members at a common venue and subject to compliance of various conditions mentioned therein. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013, the 70th AGM of the Club is being convened and conducted through video conferencing facility. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
3. President, Captain and other members of the General Committee are to be elected at the Annual General Meeting.
 - a. Remote e-voting will start on **Sunday, 18th day of October, 2020 at 09.00 a.m. and close on Wednesday, 21st day of October, 2020 at 5.00 p.m.** The members will be able to cast their votes on the National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com.
 - b. **AGM will start on Thursday, 22nd day of October, 2020 from 10.00 a.m.**
 - c. If any member has not cast his/her vote as per 3.a above, he/she will be able to cast their votes on the National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com. during AGM from 10.00a.m. to 02.00 p.m.
4. Subject to the provisions of the Articles of Association of the Club, any permanent member of the club shall be eligible for the post as mentioned above. Aspirants for the posts may send their nomination forms duly complete and signed to signify their candidature for the Post of the President or the Captain or the member of General Committee, separately, giving the details in the nomination form to the club office on or before 5.00 P.M., 07th October, 2020. Nomination Forms will be available on the website i.e, <https://www.dgcmembers.com> and can also be obtained from the registered office of the club.
5. Final list of the candidates for the Post of the President/Captain/GC members will be circulated through email to all the permanent members and posted on the website of the Club not less than seven clear days before the date of AGM.



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6. Any member who is proposing his name /whose name is being proposed for the post of the President/Captain of the Club/ for members of the General Committee of the Club should have Director Identification Number (DIN) as required under the Companies Act, 2013.
7. Every candidate will be required to give their consent in writing in form DIR- 2 and disclosures in forms MBP-1& DIR-8 in accordance with the provisions of the Companies Act, 2013.
8. Copy of the Audited Balance Sheet, Income and Expenditure Statement and Cash Flow Statement for the year ended on March 31, 2020, together with the report of General Committee and Auditor's Report is annexed.
9. The Club has enabled the Members to participate at the 70th AGM through video conferencing/Other audio-visual means (VC/OAVM), by following the procedure annexed with this notice. The facility of participation at the AGM through VC/OAVM has been made available to members. The detailed instructions for joining the Meeting through VC/OAVM is enclosed to this Notice.
10. As per the provisions under the MCA Circulars, Members attending the 70th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
11. The Club has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM and National Securities Depository Limited (NSDL) has been appointed as the Agency to provide such facility. The process of e-voting and remote e-voting with necessary procedure and instructions to be followed has been annexed to this notice. Such remote e-voting facility between Sunday, 18th October, 2020 from 09.00a.m. to *Wednesday, 21st day of October, 2020 at 05.00 p.m.* is in addition to voting that will take place at the 70th AGM being held through video conferencing.
12. Timing for E-Voting:

For Remote e-voting: from Sunday, 18th day of October, 2020 at 09.00 a.m. to Wednesday, 21st day of October, 2020 at 05.00 p.m.
For Voting during the AGM: Thursday, 22nd day of October, 2020 from 10.00 a.m. to 02.00 p.m.
For both these activities the website link will remain the same
www.evoting.nsdl.com.
13. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the



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AGM may also join the AGM through VC but shall only be able to attend the AGM and not be entitled to cast their vote again.

14. Pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Further, Articles of Association of the Club provides that there shall be no voting by proxy. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 70th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
15. In compliance with the requirements of the MCA Circulars, the Notice of AGM along with Annual report for the financial year ended 31st March, 2020 are being sent only in electronic mode to the members whose e-mail addresses are registered with the Club. Members may note that this Notice and Annual report for the financial year ended 31st March, 2020 will also be available on the Club's website through the members login area <https://dgcmembers.com>.
16. Members of the Company as on the cut-off date of Saturday, 10th day of October, 2020, may cast their vote by remote e-Voting and e-voting during the AGM. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A person whose name is recorded in the Register of Members as on the cut-off date only shall be entitled to avail the facility of remote e-Voting before the AGM as well as remote e-Voting during the AGM.
17. Members of the Club who have not registered/updated their e-mail addresses are requested to get their e-mail addresses registered/updated by following the procedure below:
 - *Send a scan copy of Signed Request Letter for registering/updating email addresses by mentioning the following details:*
 - a. *Name of member*
 - b. *Membership number of the Member*
 - c. *Complete Address of the Member*
 - d. *Email addresses to be registered*
 - e. *Self Attested Copy of PAN*
 - *Send e-mail to the Club's email address at membership@delhigolfclub.org.*
18. The Register of Directors' and Key Managerial Personnel and Register of members will be made available for inspection through electronic mode. The members may send their request for the copies of registers or documents relating to the business for inspection by sending an e-mail at "fc@delhigolfclub.org".
19. In Compliance with the General Circular No. 20/2020 dated May 5, 2020 issued by the Ministry of Corporate Affairs, the Club has published a public notice in Navbharat



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Times (Hindi Edition) and Times of India (English Edition) dated 25.09.2020 and a corrigendum dated 26.09.2020 specifying the details as stipulated in the aforementioned circular in the advertisement.

20. Since the meeting will be conducted through VC/OAVM facility, the route map is not annexed to this Notice.
21. By virtue of MCA circular no.14/2020 dated 08th April, 2020 read with subsequent circulars issued, all resolutions passed in accordance with this mechanism will be filed with the Registrar of Companies within 60 days of the meeting, clearly indicating that the mechanism provided herein along with other provisions of the Act and rules duly complied with during such meeting.
22. Member of the Club are requested to kindly read the instructions for voting through electronic means as enclosed to this notice.
23. In case of any queries regarding the Annual Report, the Members may write from their registered e-mail address, mentioning their name, Membership Number and mobile number, to reach the Club's e-mail address at fc@delhigolfclub.org before 3.00 p.m. (IST) on Monday, 19th day of October, 2020. Such questions by the Members shall be suitably replied by the Club.
24. *Members who would like to express their views/ask questions as a speaker at the AGM may pre-register themselves by sending a request from their registered e-mail address mentioning their Names, membership number, PAN and mobile number at least 3 days in advance at membership@delhigolfclub.org on or before Monday, 19th October, 2020 (5.00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to speak during the AGM. The Club reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The Members who will register themselves as a speaker will be allowed to speak on first come first basis. (Guidelines for speaking through video conferencing will be shared separately to the registered speakers).*
25. *Following person(s) are nominated to address the grievances connected with facility for voting by electronic means:*

Name	Designation	Address	Phone No.	Email
Ms. Beena Raina	Computer Supervisor		011-24307100 Ext 616	
Mr. Zeeshan	Office Executive		011-24307100 Ext 609	



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<i>Ms. Avantika Sai</i>	<i>Executive-Marketing & Sales</i>	<i>The Delhi Golf Club Dr Zakir Hussain Road, New Delhi -110003</i>	<i>011-24307100 Ext 601</i>	<i>membership@delhigolfclub.org</i>
<i>Mr. N. K. Gaur</i>	<i>Asst. Manager Stores</i>		<i>011-24307100 Ext 618</i>	

Members who need technical assistance before or during the AGM to access and participate in the Meeting may contact NSDL on Toll free no. 1800222990.

26. Mr. Barindar Singh Sistani has been appointed as the Scrutinizer cum Chief Returning Officer to scrutinize remote e-Voting process and casting vote through e-voting system during the meeting in a fair and transparent manner. In addition Mr. K.S. Bains has also been appointed as the Chief Returning Officer.
27. Mr. Barindar Singh Sistani and Mr. K.S. Bains shall immediately after the conclusion of voting at the AGM, download the results from the NSDL website in the presence of at least two (2) witnesses not in the employment of the Club for the results of the elections and the resolutions. Thereafter the results shall be declared forthwith by the scrutiner. The Scrutiniser shall submit a consolidated report of the total votes cast in favour or against for the resolutions. In addition, the report of election results for President/Captain/GC members will also be submitted.
28. As per regulations, this activity regarding the declaration of results must be completed as soon as possible on conclusion of the AGM but not beyond 48 hours.
29. The results along with Scrutiniser's Report shall be placed on the notice board of the Club, website of the Club i.e. www.delhigolfclub.org and website of NSDL (evoting@nsdl.co.in).

**For and on behalf of
The Delhi Golf Club**

**Sd/-
Cdr. Anil K Rattan (Retd.)
Chief Executive
The Delhi Golf Club
Dr Zakir Hussain Marg,
New Delhi-110003**

**Date: 24/09/2020
Place: New Delhi**



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

Item No. 6:

Approval of the appointment of Mr. Kulbir Singh (DIN: 00204829) as member of General Committee in casual vacancy caused by the resignation of Mr. Hemant Bharat Ram w.e.f. 25th May, 2020 till the date of this Annual General Meeting in terms of Articles of Association of the Club:

Mr. Hemant Bharat Ram, one of the members of General Committee due to other pre-occupation, resigned as the Member of General Committee with effect from 20.04.2020 thereby causing vacancy in the General Committee. As per provisions of Article 43 of the prevailing Articles of Association of the Club, in the event of any temporary or permanent vacancy occurring in the Committee during the year, the Committee may nominate a member to fill the vacancy and the Committee is empowered to fill the vacancy by co-opting a member. The person to be co-opted will be the person who obtained the highest votes but failed to secure a position on the Committee at the last AGM. Further, such appointment is required to be confirmed in the immediate next meeting of members and the tenure of the proposed appointee will be till the ensuing AGM.

In view of aforementioned, it was proposed to fill the casual vacancy caused due to resignation of Mr. Hemant Bharat Ram by co-opting Mr. Kulbir Singh (DIN: 00204829) as Member of General Committee and appointing him as a Director appointed in casual vacancy. Accordingly, in terms of applicable provisions of Companies Act, 2013 read with Article 43 of the Articles of Association of the Club, Mr. Kulbir Singh (DIN: 00204829) was appointed as a Director appointed in casual vacancy with effect from 25/05/2020 till the date of this Annual General Meeting. Further, in terms of applicable provisions of the Act, such appointment is required to be confirmed in the immediate next meeting of members. Though the appointment of Mr. Kulbir Singh as member of General committee will be expire at the ensuing AGM but ensuring the compliance of the Companies Act, 2013, the matter for approving the appointment of Mr. Kulbir Singh as member of General Committee from 25/05/2020 till the date of this Annual General Meeting, in casual vacancy, has been placed for approval of members of the Club.

DISCLOSURE OF INTEREST UNDER SECTION 102 (1)(a):

Except Mr. Kulbir Singh, being an appointee, none of the Directors of the Company and their relatives is concerned or interested in the resolution.

The Board recommends the resolution as an Ordinary resolution for your approval.



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DISCLOSURE UNDER SECTION 102(3):

The copy of documents relating to this business will be made available for inspection by the members through electronic mode. The members may send the request for the copies of documents relating to this business for inspection by sending an e-mail at fc@delhigolfclub.org.

**For and on behalf of
The Delhi Golf Club**

Sd/-
**Cdr. Anil K Rattan (Retd.)
Chief Executive
The Delhi Golf Club
Dr Zakir Hussain Marg,
New Delhi-110003**

**Date: 24/09/2020
Place: New Delhi**