

**THE BOAT HOUSE CLUB LIMITED**  
**REGD. OFFICE ADDRESS: MALLITAL, NAINITAL, UTTARAKHAND-263002**  
**CIN: U45202UR1948NPL001927**

Website: [www.boathouseclub.in](http://www.boathouseclub.in) E-mail ID: [boathousenainital@gmail.com](mailto:boathousenainital@gmail.com)

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**NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that an Extraordinary General Meeting of the Members of **THE BOAT HOUSE CLUB LIMITED** will be held at the Registered Office **MALLITAL, NAINITAL, UTTARAKHAND-263002** of the Company on **Saturday the 28<sup>th</sup> day of May, 2022** at 02.00 P.M. to transact the following business:

**SPECIAL BUSINESS:**

**ITEM NO.1 Amendment of Articles of Association**

To amend the Articles of Association of the Company in conformity with the Companies Act, 2013 and in this regard to consider the matter, and if thought fit, to pass the following as **Special Resolution**:

**RESOLUTION NO.1**

**RESOLVED THAT** amendment to Article No. 2 be and is hereby approved

<i>Existing Article</i>	<i>Amended Article (Proposed)</i>
"Member" means a member of the Club either admitted or elected as hereinafter provided, but does not include a visiting member or a temporary member. No one under 21 years of age shall be eligible for permanent membership.	"Member" means a member of the Club either admitted or elected as hereinafter provided, but does not include a temporary member. No one under 21 years of age shall be eligible for permanent membership.

**Explanation- There is no provision either in the Act or Articles of Association of the Club to induct a visiting member.**

**RESOLUTION NO.2**

**RESOLVED THAT** amendment to Article No. 3(a) be and is hereby approved

<i>Existing Article</i>	<i>Amended Article (Proposed)</i>
"Act" means "Companies Act, 1956"	"Act" means "Companies Act, 2013"

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**Explanation- The Company's Act, 1956 was repealed and was substituted by the Company's Act, 2013.**

**RESOLUTION NO.3**

**RESOLVED THAT** amendment to Article No. 5 (c) (iii) 1. be and is hereby approved

<i>Existing Article</i>	<i>Amended Article (Proposed)</i>
Class I and Class II Gazetted Officers of Central and State Governments.	Class I and Class II Gazetted Officers of Central and State Governments. For Class II Gazetted officers of State Government and State Government undertakings except officers of Judicial services after screening the file shall be sent to the Commissioner/DM for approval.

**RESOLUTION NO.4**

**RESOLVED THAT** amendment to Article No. 5(d) be and is hereby approved

<i>Existing Article</i>	<i>Amended Article (Proposed)</i>
<b>LIFE MEMBER</b> : A permanent member on payment of sum equivalent to 10 times of annual subscription applicable to members prevailing at the time, will become a Life Member and will not be required to pay any annual subscription during his/her tenure of membership. This will be applicable from 06-10-2018 to 31-10-2019.	<b>Repealed</b>

**Explanation- Considering the present policies of the Government and financial institutions regarding the rate of interest this causes heavy financial burden on the Club and other members who are paying annual subscription besides being arbitrary and unreasonable. The amendment of 6-10-2018 was arbitrary, illegal and to the detriment of the interest of the Club.**

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**RESOLUTION NO.5**

**RESOLVED THAT** amendment to Article No. 6 be and is hereby approved

<i>Existing Article</i>	<i>Amended Article (Proposed)</i>
<p>A candidate of any category of membership mentioned in article 5 except as a visiting member shall have to apply in a form prescribed in article 15. The application shall be proposed by a member of at least 15 years standing and seconded by a member of at least 10 years standing. Thereafter the application will be referred to a screening committee appointed by the Managing committee. The screening committee will have seven members, two from Managing committee and five other permanent members of at least 15 years standing. The members of screening committee will not be proposer and seconder of any candidate. The screening committee will ensure that the applicant fulfils the qualification laid down for membership. An expelled member or any candidate whose application for membership has been rejected, will not be considered for membership until one full year has elapsed.</p> <p>Every such complete application shall be kept into a candidate's book to be copied by the Secretary which shall at reasonable times be open for inspection by members of the club.</p>	<p>A candidate of any category of membership mentioned in article 5 shall have to apply in a form prescribed in article 15. The application shall be proposed by a member of at least 15 years standing and seconded by a member of at least 10 years standing. Thereafter the application will be referred to a screening committee appointed by the Managing committee. The screening committee will have seven members, two from Managing committee and five other permanent members of at least 15 years standing. The members of screening committee will not be proposer and seconder of any candidate. The screening committee will ensure that the applicant fulfils the qualification laid down for membership. An expelled member or any candidate whose application for membership has been rejected, will not be considered for membership until one full year has elapsed.</p> <p>Every such complete application shall be kept into a candidate's book to be copied by the Secretary which shall at reasonable times be open for inspection by members of the club.</p>

**Explanation- There is no provision either in the Company's Act or in the Articles of Associations of the Club to induct a visiting member.**

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**RESOLUTION NO.6**

**RESOLVED THAT** amendment to Article No. 15(a) be and is hereby approved

<i>Existing Article</i>	<i>Amended Article (Proposed)</i>
<p>The entrance fee for permanent membership will be Rs. 2,50,000/- subject to change if so desired at any subsequent Annual General Meeting.</p> <p>The retired Government servants from Government of India and State Government residing in Nainital district shall pay 40% of the permanent membership fee provided they are getting pension of Rs. 12000/- or more per month.</p> <p>In addition to the above amount every applicant shall deposit Rs. 5000/- as security money which will be refundable provided he has cleared all the dues of the Club.</p>	<p>The entrance fee for permanent membership will be Rs. 2,50,000/- subject to change if so desired at any subsequent Annual General Meeting.</p> <p>The retired Government Officers from Government of India and State Government residing in Nainital district shall pay 40% of the permanent membership fee provided they are getting pension of Rs. 60,000/- or more per month.</p> <p>In addition to the above amount every applicant shall deposit Rs. 5000/- as security money which will be refundable provided he has cleared all the dues of the Club.</p>

**Explanation-** The word “Servant” has been deleted and its place word “Officer”(s)”has been included to avoid confusion and conflict. So far as the pension is concerned now every government of Class II rank or above gets more than 50,000 as pension.

**RESOLUTION NO.7**

**RESOLVED THAT** amendment to Article No. 15(d) be and is hereby approved

<i>Existing Article</i>	<i>Amended Article (Proposed)</i>
<p>A widow or widower of erstwhile member shall be admitted as a member without payment of any entrance fee provided she or he pays liabilities of the deceased member. In the event of the said widow or widower remarrying,</p>	<p>(d) A widow or widower of erstwhile member shall be admitted as a member without payment of any entrance fee provided she or he pays liabilities of the deceased member. In the event of the said widow or widower remarrying,</p>

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her/his rights as a member of the Club shall cease with effect from the date of such re-marriage. Spouses of such permanent members will be entitled to all amenities and rights including right of vote to which their member husband/wife were entitled to.

**DEPENDENT** means the son and the daughter of a permanent member up to the age of 18 years. The dependent member can become permanent member in between the age of 18 years to 30 years provided his/her father has completed 7 years membership of the Club and his application is cleared from the screening committee on payment of 20% of the entrance fee of the permanent member.

All permanent members whose dependent has completed 12 years of age will obtain a dependent card of his/her dependent on one-time payment of Rs. 1000/-. The dependent who has not obtained the above mentioned dependent card shall not be considered for the permanent membership.

The Club shall maintain a permanent register of the dependent specifying the details which shall be open for inspection by members at all reasonable times.

her/his rights as a member of the Club shall cease with effect from the date of such re-marriage. Spouses of such permanent members will be entitled to all amenities and rights including right of vote to which their member husband/wife were entitled to.

**DEPENDENT** means the son and the daughter of a permanent member up to the age of 18 years. The dependent member can become permanent member in between the age of 18 years to 30 years provided his/her father has completed 2 years membership of the Club and his application is cleared from the screening committee on payment of 20% of the entrance fee of the permanent member.

In the event that he/she exceeds the age of 30, his/her father/mother, who is over 75 years, surrenders his/her membership in his/her favor, and No Objection Certificate is submitted by the other children of the member and his/her application is cleared by the screening committee on payment of 20% of the entrance fee of the permanent member may be considered for the category of Dependent Members. Only one child is eligible for such a category.

**Explanation- There has been a long standing demand of the members and such demands are raised in every AGM for giving benefit to the dependents and duration of completed 2 years of permanent membership is sufficient and so far as benefit of surrender is concerned it will be equitable to give such benefit to one member of the surrendering member.**

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**RESOLUTION NO.8**

**RESOLVED THAT** amendment to Article No. 18 be and is hereby approved

<i>Existing Article</i>	<i>Amended Article (Proposed)</i>
Any person paying a visit to Nainital may on being proposed by a Founder or Permanent Member be admitted by the Committee or by a Sub-Committee appointed for the purpose as a Visiting Member or temporary member, on payment of Monthly or Daily Subscription at rates as laid down in its byelaws. The proposer shall be responsible for all debts due to the Club by a visitor or temporary member and Members of the Committee are absolved from this liability. A list of temporary members shall be maintained and their entry into the Club shall be regulated by Identity cards. However in the month of May and June the number of Temporary members is restricted to maximum of 50.	Any person paying a visit to Nainital may on being proposed by a Founder or Permanent Member be admitted by the Committee or by a Sub-Committee appointed for the purpose as a temporary member, on payment of Monthly or Daily Subscription at rates as laid down in its byelaws. The proposer shall be responsible for all debts due to the Club by a temporary member and Members of the Committee are absolved from this liability. A list of temporary members shall be maintained and their entry into the Club shall be regulated by Identity cards. However in the month of May and June the number of Temporary members is restricted to the maximum of 50. However, no such member shall be admitted for more than one month in a year.

**Explanation-** It is desirable that use of the Club by such members shall not be in the nature of permanent use and there is no provision under the Articles for visiting members.

**RESOLUTION NO.9**

**RESOLVED THAT** amendment to Article No. 29 be and is hereby approved

<i>Existing Article</i>	<i>Amended Article (Proposed)</i>
The Management of the Club shall vest in a Managing Committee consisting of 9 members elected at the Annual General Meeting to be held between 14th and 26th June each year. The nine elected members shall co-opt four other members of the club. The elected members of the Managing Committee will co-opt the Commodore of N.T.Y.C.	The Management of the Club shall vest in a Managing Committee consisting of 9 members elected in the E-Voting. The Annual General Meeting of the Club will be held before or at the end of September each year. The nine elected members shall co-opt four other members of the Club. The elected members of the Managing Committee

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<p>and one senior citizen member of at least 20 years membership. The Commissioner and the District Magistrate posted at Nainital during their tenure in office shall be co-opted as members of the Managing Committee and shall be ex-officio President and Vice-President of the Club. The Managing Committee immediately after the election and before co-option of any members shall elect an Honorary Secretary and two Honorary Joint Secretaries of the Club for supervising day to day working of the Club.</p>	<p>will co-opt the Commodore of N.T.Y.C. and one senior citizen member of at least 20 years membership. The Commissioner and the District Magistrate posted at Nainital during their tenure in office shall be co-opted as members of the Managing Committee and shall be ex-officio President and Vice-President of the Club. The Managing Committee immediately after the election and before co-option of any members shall elect an Honorary Secretary and two Honorary Joint Secretaries of the Club for supervising day to day working of the Club.</p>
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**Explanation- In the month of June it becomes inconvenient to the members to attend the AGM as Nainital town is overcrowded by tourists. Members face parking problem and hotels become full due to which rooms are not available.**

**RESOLUTION NO.10**

**RESOLVED THAT** amendment to Article No. 33(g) be and is hereby approved

<i>Existing Article</i>	<i>Amended Article (Proposed)</i>
For construction and addition in the building of the Club, the Managing Committee will engage a licensed Architect to prepare the design and estimate for the above works. It will be placed before the Annual General Meeting for approval. The Managing Committee may undertake essential works upto the cost of Rs. 2.5 Lacs in a financial year at their discretion.	For construction and addition in the building of the Club, the Managing Committee will engage a licensed Architect to prepare the design and estimate for the above works. It will be placed before the Annual General Meeting for approval. The Managing Committee may undertake essential works upto the cost of Rs. 50 Lacs in a Financial Year at their discretion.

**RESOLUTION NO.11**

**RESOLVED THAT** amendment to Article No. 35 (a) be and is hereby approved

<i>Existing Article</i>	<i>Amended Article (Proposed)</i>
Only Founder Members and Permanent Members having 15 (Fifteen) years standing as a member of the Club shall	Only Founder Members and Permanent Members having 10 (Ten) years

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be eligible for Election to the Managing Committee.	standing as a member of the Club shall be eligible for Election to the Managing Committee.
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**RESOLUTION NO.12**

**RESOLVED THAT** amendment to Article No. 35 (b) be and is hereby approved

<i>Existing Article</i>	<i>Amended Article (Proposed)</i>
The Committee shall be elected by ballot at the Annual General Meeting for tenure of 1 year. Each year election to the Committee is to be held by ballot and there should be no election if the number of Candidates does not exceed the vacancies to be filled for the time being in which event candidate/candidates shall be declared duly elected (Effective from the Election to be held in June 2016)	The Committee shall be elected by E-voting at or before the Annual General Meeting.  The term of the managing committee shall be for two years and a member continuously acting as a member of the committee continuously for two terms will not be eligible to stand for the managing committee for two years and thereafter he may again contest the elections.

**Explanation-** There had been a long standing demand of some of the members that no same person should continue in the committee for long period and some new members who are young and energetic should also be given chance. Some of the members have also given suggestions that the term of the committee should be two years but no one should be permitted to contest for the committee after continuously being member of the committee. He or she should be only permitted to contest after a gap of two years.

**So far as E-Voting is concerned in case of any company exceeds total number of members 1000; the voting will be through electronic voting. It was enforced w.e.f. 1.4.2014.**

**RESOLUTION NO.13**

**RESOLVED THAT** amendment to Article No. 35 (e) be and is hereby approved

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<i>Existing Article</i>	<i>Amended Article (Proposed)</i>
<p>The Secretary will ascertain the names of Members willing to serve on the Committee by 1<sup>st</sup> June or by such Date as the Managing Committee may decide. The Annual General Meeting in which election is held may cease doing any other work till the period of polling for which the meeting may fix such number of hours of day as in its opinion would be sufficient to allow maximum number of member to exercise their franchise. The counting of voter will then be taken up in hand and the result of election declared. Thereafter remaining business shall then be taken up by the meeting.</p>	<p>The secretary will ascertain the name of member willing to serve on the committee one month before the election is to be held or by such date as the managing committee may decide. the annual general meeting in which election is held may cease doing any other work till the period of polling for which the meeting may fix such member of members to exercise their franchise. The meeting will resume its work soon after the period fixed for voting is expired. The counting of votes will then be taken up in hand and the result of election declared. Thereafter remaining business shall then be taken up by the meeting.</p>

**RESOLUTION NO.14**

**RESOLVED THAT** amendment to Article No. 35 (f) be and is hereby approved

<i>Existing Article</i>	<i>Amended Article (Proposed)</i>
<p>The election the managing committee shall be held in the annual general meeting of the club who should he not be a candidate for election and in case the president of the club be not present to supervise the election or is a candidate for election himself the by the first or second vice-president of the club. If he or they be not candidate for election or by any other member of the managing committee who is not a candidate for the committee of management .in case all outgoing member are candidate then the managing committee shall appoint a returning officer before the commencement of the election. Any dispute arising during the election shall be referred for the immediate decision of the president if he be present or in case of the meeting is also a candidate and a returning officer has been appointed before the election then to</p>	<p>the election to the Managing Committee shall be held during the period fixed for casting vote through electronic means and the election shall be supervised by the President of the Club who should not be a candidate for election and in case the President of the Club be not present to supervise the election or is a candidate for election himself then by the first or second vice-president of the Club, if he or they be not candidate for election or by any other member of the managing committee who is not a candidate for the committee of management in case all outgoing members are candidate then the managing committee shall appoint a returning officer before the commencement of the election. Any dispute arising during the election shall be referred for the immediate decision of the president if he be present or in case the president of</p>

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the returning officer. The decision of the president of returning officer as the case may be shall in all case be final.	the meeting is also a candidate then to a returning officer who has been appointed before the election. The decision of the President or returning officer as the case may be, shall in all cases be final.
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**Explanation: The above suggestions have been received from the members of the Club on the ground that some other persons should also be given chance to contest the elections and few group or individual may not monopolize the elections. The new generation will also be able to serve in the Committee.**

**RESOLUTON NO.15**

**RESOLVED THAT** amendment to Article No. 41 be and is hereby approved.

<i>Existing Article</i>	<i>Amended Article (Proposed)</i>
The Annual General Meeting shall be held each year the 14 <sup>th</sup> and 26 <sup>th</sup> June in the Club Premises Nainital.	The Annual General Meeting shall be held on or before the 30 <sup>th</sup> September of each year at the Registered Address of the Company.

**ITEM NO.2 Proposal for setting up an Electronic platform to facilitate Members to cast vote in electronic form**

**RESOLUTION NO.16**

**RESOLVED THAT** pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, Ministry of Corporate Affairs (MCA) Companies (Management and Administration) Rules, 2014 dated March 27, 2014 and Ministry of Corporate Affairs (MCA) Companies (Management and Administration) Amendment Rules, 2015 dated March 19, 2015 including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any Committee or one or more Directors), the consent of the members of the Company be and is hereby accorded to recognizes voting by electronic mode for postal ballot/general meetings be and are hereby approved and adopted.

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**FURTHER RESOLVED THAT** any director of the Company be and is hereby severally authorised to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."

**ITEM NO.3 To file an Application for Condonation of Delay with Central Government for filing of previously passed Resolutions from Financial Year 2013-14 to Financial Year 2021-22 to Alter the Articles of Association of the Company.**

**RESOLUTION NO.17**

**RESOLVED THAT** pursuant to the provisions of Section 460 of the Companies Act, 2013 read with Companies (Registration, office and fees) Rules, 2014 the consent of the Board be and is hereby accorded to file an application to Ministry of Corporate Affairs ('MCA'), for Condonation of delay with Central Government for filing of previously passed Resolutions from Financial Year 2013-14 to Financial Year 2021-22 to Alter the Articles of Association of the Company.

**FURTHER RESOLVED THAT** any director of the Company be and is hereby severally authorised to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."

**ITEM NO.4 To take all the necessary decisions and steps in respect to the investment/disinvestment including the timing, amount and other conditions of such investment/disinvestment as may deem appropriate.**

**RESOLUTION NO.18**

**"RESOLVED THAT"** the consent of the Company, be and is hereby accorded to the Board including any Committee of Directors, pursuant to Rule No. II of the Companies (Meetings of Board and its Powers) Rules, 2014 and Section 186 and other applicable provisions of the Companies Act, 2013, to give any loan to or guarantee or provide any security on behalf of, or acquire securities of, the Wholly Owned Subsidiaries of the Company, for such sums as may be decided by Board/Committee of Directors as permitted or subject to the provisions specified therein.

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**“RESOLVED FURTHER THAT”** for the purpose of giving effect to the above resolution, the Board/Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit including the terms and conditions within the above limits upto which such investments in securities/loans/ guarantees, that may be given or made, as may be determined by the Board or the Committee thereof, including with the power to transfer/dispose of the investments so made, from time to time, and the Board/Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments, loans, guarantees and security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board/Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

**ITEM NO.5 To Prepare and approve the Standard Operating Procedures for the administrative department and Accounts & Finance Department of the Club**

**RESOLUTION NO.19**

**RESOLVED THAT** Prepare and approve the Standard Operating Procedures for the administrative department and Accounts & Finance Department of the Club

**FURTHER RESOLVED THAT** any director of the Company be and is hereby severally authorised to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."

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Certified True Copy

For THE BOAT HOUSE CLUB LIMITED



CHAUDHARY DHIR SINGH  
(Honorary Secretary)  
DIN: 09321935



MOHAN CHANDRA PANDE  
(Director)  
DIN: 02709749



AKHIL KUMAR SAH  
(Director)  
DIN: 08977722

Date: 05.04.2022

Place: Nainital, Uttarakhand

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**NOTES:**

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company.
  
2. The proxy form in order to be effective must be deposited at the Registered office with the Company not less than 48 hours before the time fixed for commencement of the Meeting.
  
3. Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extraordinary General Meeting.
  
4. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto and forms part of notice.

**ANNEXURE TO THE NOTICE**

**Explanatory Statement and reasons for the proposed Special Business stated herein  
above, pursuant to Section 102(1) of the Companies Act, 2013**

**ITEM NO. 1 Amendment of Articles of Association**

The Articles of Association (“AoA”) of the Company are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956. The AoA will be amended to bring the existing AoA in line with the Companies Act, 2013.

It is proposed to substitute the exiting AoA of the Company by a new set of AoA to make them in conformity with the provisions of Companies Act, 2013

It is proposed to Alter Clause 2, 3(a), 5(c) (iii) 1. , 6, 15(a), 15(d), 18, 29, 33(g), 35(a), 35(b), 35(e), 35(f) and 41 of the Articles of Association of the Company.

**Explanation for Clause 2** - There is no provision either in the Act or Articles of Association of the Club to induct a visiting member.

**Explanation for Clause 3(a)** - The Company’s Act, 1956 was repealed and was substituted by the Company’s Act, 2013.

**Explanation for Clause 6** - There is no provision either in the Company’s Act or in the Articles of Associations of the Club to induct a visiting member.

**Explanation for Clause 15(a)** - The word “Servant” has been deleted and its place word “Officer”(s)”has been included to avoid confusion and conflict. So far as the pension is concerned now every government of Class II rank or above gets more than 50,000 as pension.

**Explanation for Clause 15(d)** - There has been a long standing demand of the members and such demands are raised in every AGM for giving benefit to the dependents and duration of completed 2 years of permanent membership is sufficient and so far as benefit of surrender is concerned it will be equitable to give such benefit to one member of the surrendering member.

**Explanation for Clause 18** - It is desirable that use of the Club by such members shall not be in the nature of permanent use and there is no provision under the Articles for visiting members.

**THE BOAT HOUSE CLUB LIMITED**  
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**CIN: U45202UR1948NPL001927**

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**Explanation for Clause 29** - In the month of June it becomes inconvenient to the members to attend the AGM as Nainital town is overcrowded by tourists. Members face parking problem and hotels become full due to which rooms are not available.

**Explanation for Clause 35(b)** - There had been a long standing demand of some of the members that no same person should continue in the committee for long period and some new members who are young and energetic should also be given chance. Some of the members have also given suggestions that the term of the committee should be two years but no one should be permitted to contest for the committee after continuously being member of the committee. He or she should be only permitted to contest after a gap of two years.

So far as E-Voting is concerned in case of any company exceeds total number of members 1000; the voting will be through electronic voting. It was enforced w.e.f. 1.4.2014.

**Explanation for Clause 35(f)** - The above suggestions have been received from the members of the Club on the ground that some other persons should also be given chance to contest the elections and few group or individual may not monopolize the elections. The new generation will also be able to serve in the Committee.

It is proposed to repeal the Clause 5(d) of the Articles of Association.

**Explanation for Clause 5(d)** - Considering the present policies of the Government and financial institutions regarding the rate of interest this causes heavy financial burden on the Club and other members who are paying annual subscription besides being arbitrary and unreasonable. The amendment of 6-10-2018 was arbitrary, illegal and to the detriment of the interest of the Club.

The Board of Directors at their meeting held on 28<sup>th</sup> April, 2022 had approved (subject to the approval of members) the amendment in the Articles of Association of the Company as aforesaid.

In terms of Section 14 of the Act, the consent of the Members by way of Special Resolution is required for amendment in Articles of Association of the Company.

The Board recommends for approval by the members the resolution as set out at Item No. 1 of the Notice as a Special Resolution.

**ITEM NO.2 Proposal for setting up an Electronic platform to facilitate Members to cast vote in electronic form**

The pandemic has accelerated digitization in all sectors. In some cases the experience has been traumatic. Organizations of all kinds need to reach legally valid agreements once or several times a year. Large and small companies, cooperatives, associations, sports clubs or neighborhood communities. Electronic voting is a mature technology in widespread use.

The Board of Directors at their meeting held on 28<sup>th</sup> April, 2022 had approved (subject to the approval of members) the proposal for setting up an Electronic platform to facilitate Members to cast vote in electronic form of the Company as aforesaid.

The Board recommends for approval by the members the resolution as set out at Item No. 2 of the Notice as a Special Resolution.

**ITEM NO.3 To file an Application for Condonation of Delay with Central Government for filing of previously passed Resolutions from Financial Year 2013-14 to Financial Year 2021-22 to Alter the Articles of Association of the Company**

Section 460 of the Companies Act of 2013 allows for the forgiveness of a company's delay in filing an application or document. Section 460(a) of the Act says that if an application is necessary to be filed with the Central Government under any section of the Act and is not filed within the time limit, the Central Government may excuse the delay if the reasons are documented in writing.

Section 460(b) of the Act stipulates that if a document is needed to be filed with the Registrar of the company under any section of the Act and is not filed within the time limit, the Central Government may forgive the failure.

The Board of Directors at their meeting held on 28<sup>th</sup> April, 2022 had approved (subject to the approval of members) to file an Application for Condonation of Delay with Central Government for filing of previously passed Resolutions from Financial Year 2013-14 to Financial Year 2021-22 to Alter the Articles of Association of the Company as aforesaid.

The Board recommends for approval by the members the resolution as set out at Item No. 3 of the Notice as a Special Resolution.

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**ITEM NO.4 To take all the necessary decisions and steps in respect to the investment/disinvestment including the timing, amount and other conditions of such investment/disinvestment as may deem appropriate**

Section 186 of the Companies Act, 2013 permits the Company to invest the surplus funds of the Company in shares and securities of the any other body corporate in excess of the 60% of the aggregate of the paid-up share capital and free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account of the Company, whichever is more, if the same is approved by the members of the Company. In view of the new investment opportunities which may come up in the near future, it is proposed to take all the necessary decisions and steps in respect to the investment/disinvestment including the timing, amount and other conditions of such investment/disinvestment as may deem appropriate

Hence, members of the Company are requested to give their approval to invest the surplus funds of the Company. The Board of Directors of the Company have approved and passed a resolution dated April 28th, 2022 and have also provided their approval for calling EGM subject to approval of the requisite number of members in terms of Section 101 of the Companies Act, 2022.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

**ITEM NO.5 To Prepare and approve the Standard Operating Procedures for the administrative department and Accounts & Finance Department of the Club**

Standard Operating Procedures are essential as they eliminate uncertainty about how to best complete assignments. Anyone within our Club should be able to produce a standardized outcome for any routine task by simply following the instructions.

The Board of Directors at their meeting held on 28<sup>th</sup> April, 2022 had approved (subject to the approval of members) approved the Standard Operating Procedures for the administrative department and Accounts & Finance Department of the Company as aforesaid.

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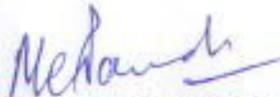
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**By Order of the Managing Committee**

**The Boat House Club Limited**



**CHAUDHARY DHIR SINGH**  
**(Honorary Secretary)**  
**DIN: 09321935**



**MOHAN CHANDRA PANDE**  
**(Director)**  
**DIN: 02709749**



**AKHIL KUMAR SAH**  
**(Director)**  
**DIN: 08977722**

**Date: 05.05.2022**  
**Place: Nainital, Uttarakhand**