



DARJEELING GYMKHANA CLUB LTD.

The Mall, Darjeeling
Ph. No: 9046252766

E-Mail: info@darjeelinggymkhanaclub.in
Website: darjeelinggymkhanaclub.com
CIN: U9190WB1909GAP001895

NOTICE is hereby given under Article 39 of the Articles of Association that the Annual General Meeting of the Darjeeling Gymkhana Club Ltd., will be held in the Club premises on Tuesday 18th November 2025 at 4:00 p.m. at Banquet Hall to transact the following business: Members are hereby requested to make it convenient to attend the same.

ORDINARY BUSINESS

1. To receive, consider and adopt the Governing Body Report and the Audited Accounts of the company for the financial year ended 31st March 2025, together with the Auditor's Report and Board's Report thereon
2. To consider any other ordinary matters incidental to the financials and functioning of the Club, and related member facilities as placed before the AGM.
3. Appointment of Auditor for the year 2025-26 onwards.

SPECIAL BUSINESS

Item No. 1 - Amendment of Memorandum of Association

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

- a. "RESOLVED THAT, pursuant to provisions of the Companies Act, 2013, Memorandum No. 4 be amended to revise the liability of members undertaking from 'not exceeding one hundred rupees ₹ 100/-' proposed to (₹ 15,000/-).

Explanatory Note:

- The proposed amendment seeks to revise the member's maximum liability clause to make it compatible with prevailing financial standards.
- The existing Clause restricts the liability of members to ₹100/-. Considering inflation and the operational needs of the Club, it is proposed to revise the maximum contribution liability amount.

b. Article 57: "Any changes to be amended and inserted (made) in the Bye-laws of the Company and also to be inserted (at EGM or AGM) shall be intimated to members with their monthly bill, and in the case of members residing in Darjeeling town, substituted through (the peon book) and inserted by (Email, WhatsApp), Copies of such changes are to be posted on the Club notice boards for a period of not less than one month."

"The Committee, in the best interest of the Club may from time-to-time propose amendments to the Articles of Association of the Club which shall be rectified in the Extraordinary General Meeting by a simple majority of members present and voting."

The proper order of Article 57 after approval to read as:

"The Committee in the best interest of the Club may from time-to-time propose amendments to the Articles of Association of the Club which shall be rectified in the Extraordinary General Meeting by a simple majority of members present and voting."

"Any changes made in the Bye-laws of the Company at EGM or AGM shall be intimated to members with their monthly bill, and in the case of members residing in Darjeeling town, through Email, WhatsApp or Message, Copies of such changes are to be posted on the Club notice boards for a period of not less than one month."

Explanatory Note: These align with best practices and facilitate efficient governance. The interchanging paragraph under article 57 shall be self-explicit to members for reasoning.

c. Article 49 - To introduce sub-clause 49(e) specifying that: Only members aged 18 years and above shall be eligible to vote.

Explanatory Note: The revision clarifies the minimum age to promote mature and experienced voting participation for proxy.

d. Article 34 (e) – underlined for amendment: To enter for all projects above the amount ₹10,00,000/- (Rupees ten lacs) to be deleted and substituted by (₹ 20,00,000/- (Rupees twenty lacs)) and transfer General Meeting.

Explanatory Note: The increase aligns approval thresholds with current inflationary trends and operational needs. The amount of ₹ 10,00,000/- was amended in the year 2011. When the cost of commodities and the labour cost was very less and now it has reached to more than double of the same.

e. Article (28) Justification underlined for amendment: On the 1st August biannually, the Secretary shall post notice in the Front Hall to be substituted by (main reception lobby and Skating Rink notice boards and in all digital media viz., Email and WhatsApp) of the Club asking 10th August removing (.) to be amended and to be inserted (up to 5:00 pm. In case of any holiday on the last day of nomination, it will be extended to the next day till 5:00 pm.) Only Members..... circulated to Members.

Explanatory Note: Ensures wider participation and communication transparency among members

f. ALL THE NOTICES, WRITTEN LETTERS, BILLS, REMINDERS THROUGH PEON BOOK, ACKNOWLEDGEMENTS ETC., TO BE SUBSTITUTED BY EMAIL & WHATSAPP TO MEMBERS.

All the Notices, Written letters, bills, reminders through peon book, acknowledgements, dispatched etc., under Memorandum & Articles of Association of the Club under Articles mentioned below are to be replaced by digital media (Email/ WhatsApp) wherever necessary in the following underlined words to be substituted by underlined in bracket words under the articles:

Article 5, 2nd para last line

“All such..... such notices to be dispatched through on the same day that the ballot opens removing (.) amended and added (through Email/ WhatsApp).”

Article 21 third line: A member wishing to the Secretary, in writing, and obtain an acknowledgement acknowledge be replaced by (Email/ WhatsApp).

Article 24: All member.....within one month of its dispatch to be removed and substituted by (through Email / WhatsApp) Shall be reminded of debt by registered letter to be deleted and substituted by (Email/ WhatsApp). directed to his member of the Club.

Article 38: The Committee shall.....practicable, and shall circulate to be deleted and substituted by (Email/ WhatsApp) copies of the such Meetings.

Article 41: The Committee may, whenever.....7 (Seven) days' notice to be amended and inserted by (Email/ WhatsApp) to the Members.

Article 45: A notice of a Meeting..... when the notice is given to be amended and inserted (through Email/ WhatsApp) and the meeting.....

Article 46: Notice of general meeting shall be sent 21 days to be amended and inserted (through Email/ WhatsApp) before such meeting to each member.....

Article 55: A Notice, which shall be in writing, may be given to he removed and inserted (by) the Company_ to any member either personally or by sending it by post to his registered address to be removed and substituted by (to his /her Email/ WhatsApp)

Article 56: When a notice is sent by post to be removed and substituted by (Email/WhatsApp), service of..... the letter would be delivered in the ordinary course of post to be removed and inserted (Email/WhatsApp)

Explanatory Note: The present era is moving towards “go green campaign” this will balance the environment and also curtail cost of stationary while we have digital identity through email and WhatsApp in a click away to our personal mobile/ computer/notepad.

g. Article 14: iii) Parents brothers, and sisters (below 18 years) of a member Bonafide living with and Dependent on the member to be removed and amended by (Dependent son and daughter (below 18 years), dependent parents of a member bonafide living with and dependent on the member).

Explanatory Note: Clarity of dependent members has been redefined.

vi) Lady Governess I the service of be replaced by (Spinster daughter living with parents and residing with member of the Club.)

Explanatory Note: Since there is no system of lady governess now a days so replaced by spinster sister which deserves if any of the members of the family.

NOTES/ NOTICES:

1. Voting by Proxy at the Meeting is permissible with the exception of the election of members of the Committee (Item No.2). No person shall act as a Proxy unless he is a member of the Company.

2. No Member shall be entitled to vote in the Annual General Meeting unless sums which are in arrears for two months at the time of Annual General Meeting have been paid.

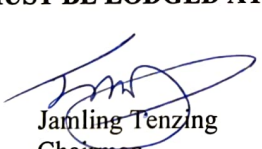
3. The Committee will be obliged if members who may desire to ask any question regarding the accounts in the Annual General Meeting on the 18th November 2025, will be good enough to submit such question in writing to the Club Office to Sri. Satish Gurung on or before the 15th November 2025.

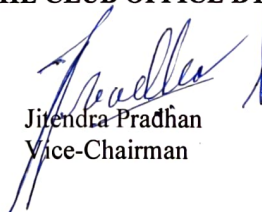
Dispatch of Annual Report through Electronic Mode:

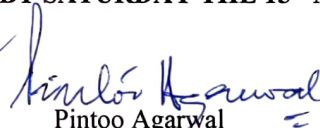
In compliance with the MCA Circulars and SEBI Circular dated January 5, 2023, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company. Members may note that the Notice and Annual Report for the financial year 2024-25 will also be available on the Company's website at www.darjeelinggymkhanclub.com

PROXIES MUST BE LODGED AT THE CLUB OFFICE BY SATURDAY THE 15th NOVEMBER 2025

Dt: 28/10/2025
Place: Darjeeling


Jamling Tenzing
Chairman


Jitendra Pradhan
Vice-Chairman


Pintoo Agarwal
Hony. Secretary


Narayan Goenka
Member Finance