DARJEELING GYMKHANACLUB LTD.

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CIN: U91990WB1909GAP001895

NOTICE is hereby given under Article 41 of the Articles of Association that Extra Ordinary General Meeting of the Darjeeling Gymkhana Club Ltd., will be held on Monday 30th. November 2025 at 3:30 p.m. at the Club. However, Members are hereby requested to make it convenient to attend the same.

AGENDA

2. **RESOLVED that Article 3(a) and (b) of the Memorandum of Association 2025 be deleted and in its place the following be inserted as 3 (a)**

"3(a) The objects to be pursued by the company on its incorporation are:
***Activities of other membership organizations, N.E.C. [Includes Rotary Clubs, student, associations, war veteran's associations, book club, philatelic clubs, associations of minority groups, and the activities of other similar associations/organizations not else.*".. be deleted**

"(b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:" .. be deleted

After amendment Article 3 & 3 a) (i) be read as:

" 3. To afford to its members all the usual Privelages, advantages, conveniences and accommodation of a Club.

3 a) (i) The Club shall also work with the members of Association of Students, Sports Association and Philanthropic works.".. be inserted.

Special resolution for above 3(a) & (b) is not required and which carries the limited scope of function of the club and be brought in the wider scale under CSR of the Club.

Explanatory Note – The new **Article 3.a) i.** will cover the CSR rules of the Club under the guidance of MCA.

2 RESOLVED that the following amendment in Articles 27, 28,29,30, 33, 34 (d), 34(e), 35, 38 & 47 of Articles of Association 2025 be made as under:

In Article 27 lines 4 & 5 after the words "District Magistrate, Darjeeling, Brigade Commander/ Sub- Area Commander /O.C. Station" Jalapahar, Darjeeling .....be inserted

In Article 27 line 6 after the words 14 (fourteen) the word "others" .... be deleted.

Further In Article 27 in line 11, the words "practicable" be deleted and in its place the word "positively"... be inserted.

Also, further in line 14 after the words "permanent members of the Company." In continuation the words "A Member Finance representing Finance Sub-Committee shall be elected after the first Committee meeting" ... be inserted

After amendment Article 27 be read as:

"The Management of the affairs of the Club shall be vested in a Committee consisting of the ex-officio members as laid down in the Article and the District Magistrate, Darjeeling, Brigade Commander/Sub-Area Commander/ O.C. Station, Jalapahar, Darjeeling and 14 (fourteen) who shall be elected members of the Company and whom shall be elected bi-annually by ballot by the members of the Company at the Annual General Meeting, to be held in the month of September or as near as may be positively. At their first meeting the so constituted shall elect from their members a Chairman and a Vice- Chairman both of whom shall be permanent members of the Company. A Member Finance representing Finance Sub- Committee shall be elected after the first Committee Meeting."

Amendment in Article 28 paragraph

In Article 28, line 15, after the words "circulated to members", the following sentence be inserted.

"Lessees including their family members or members having personal interest in terms of financial or otherwise (Creditors) in the Club will not be allowed to stand for election of the Club due to conflict of interest. For the purpose of this article word family members means "see Article 14 (i), (ii), (iii) & (iv)." ... be inserted.

Further in Article 28 in paragraph 3 line 5 the words and number "2 (two)" be deleted and in its place the word and numerical "5 (five)" be inserted.

"No member shall be entitled ..... has not completed his 2 (two)to be deleted and inserted 5 (five) years permanent membership"

Further after Article 28 a new clause 28(a) be inserted as follows:

a) 28 (a) i) "After the nomination for election to management Committee is Completed and if there are more nominations than the numbers of Committee members irrespective of less than14 members. The Secretary shall form an independent and neutral election Committee consisting of not more than 5 (five) members in the following manner, comprising of the Secretary/Office Secretary, and 4 (four) other senior members who have completed 10 years of membership and also should have knowledge of conducting election process and will be proposed by the contesting candidates for the Committee of management for the ensuing years election."

ii) "The election Committee shall scrutinize the nomination papers and circulate the Valid nomination list to the members 7 (seven) days prior to the date of election. Election Committee may allow candidate to attend the scrutiny of nomination but shall not allow to verify any paper. Objection in relation to any nomination on any ground which will be heard and decided by the election Committee after hearing the effected candidate/s and the decision of the election committee shall be final."

iii) "The ballot paper shall be printed as per the Alphabetical order of the First Name of the contesting Candidates in order to ensure free, fair and transparent election and to avoid any undue advantage to the candidates."

iv) "The method of voting shall be through Ballot Paper and each member shall have the right to cast a maximum of 14 (fourteen) votes which required to form the Committee, legitimately. Save and except a

member cast more than 14 (fourteen) candidates shall be treated as cancelled. Each Ballot Paper shall have Serial No. with counter foil and must have signatures of Election Committee on the backside of each Ballot Paper as well as in the counter foil with Seal. AND FURTHER, No Ballot paper casted shall be valid and declare null and void if it is without the sign and signature of the Election Committee Members and even if the marking is overlapped or has crossed the space with the name of intended candidate at the time of casting vote shall also be treated avalid vote and if such discrepancies occurs the matter shall be referred to the members of the Election Committee and the decision of the Committee shall be final."

v)"Once the election of the Club is declared the power and functions of the existing Committee shall cease to function as conferred by the Article 33, 34,34(a),(b),(c),(d),(e),(f),&(g)., WHEREAS the Outgoing Chairman, Vice Chairman, Member Finance and two other members from among the general permanent members shall form a body to act as an Ad hoc- Committee to run and to look after the day to day work of the company such as signing of Cheques for the disbursement of Salary, bills of restaurant purchases and payment of tax till the formation of the New Committee. All the queries and notices received by the office during this period shall be addressed to the Secretary/Office Secretary to the concerned member/s."

vi) "The expenses of conduction of election will be controlled and managed by the Office Secretary and four election committee members of the Club from the available fund of the Club which shall be audited."

vii) "The outgoing Committee shall not interfere with the conduct of election in any manner and the decision of the election Committee shall be final and binding upon all the candidates."

viii)"Model code of conduct of election will be enforced from the day the election is declared and no member shall be allowed to commit unfair election practices. Model code of conduct will be listed separately and circulated among the contesting members."

ix) "Once the election process is completed, the member of the election committee shall declare the results of the vote and distribute the certificates to each winning candidate. After the formation of the Committee of Management of the Club the election committee shall stand dissolved."

After amendment, Article 28 be read as:

28." On the 1st August biannually, the Secretary shall post a notice in the main reception lobby, Skating Rink notice boards, and all digital media (Email & WhatsApp) of the Club asking Members of the Company who are willing to serve on the Committee for the ensuing years to register their names in the Office. This register will be closed on the 10th August up to 5.00 p.m. In case of any holiday on the last date of nomination, it will be extended to the next day till 5.00 p.m. Only Members whose names are so registered shall be eligible as candidates for election to the Committee at the General Meeting. The names of the members willing to serve shall be entered in the Agenda and be circulated to Members."

"Lessees including their family members or members having personal interest in terms of financial or otherwise (Creditors) in the Club will not be allowed to stand for election of the Club due to conflict of interest. be inserted. For the purpose of this article word family members means see Article 14 (i), (ii), (iii) & (iv)."

" Term of the elected office bearers would be two years. First year they will hold Annual General Meeting and in the Second year there will be Annual General Meeting with election."

"No member shall be entitled to register his name as a candidate to serve on the Committee unless sums which are in arrear for 3 (three) months at the time of registration have been paid before the registration and also has not completed his 5 (five) years permanent membership."

28 (a) i)"After the nomination for election to management Committee is Completed and if there are more nominations than the numbers of Committee members. The Secretary shall form an independent and neutral election Committee consisting of not more than 5 (five) members in the following manner, comprising of the Secretary/Office Secretary, and 4 (four) other senior members who have completed 10 years of membership and also should have knowledge of conducting election process and will be proposed by the contesting candidates for the Committee of management for the ensuing years election."

ii) "The election Committee shall scrutinize the nomination papers and circulate the Valid nomination list to the members 7 (seven) days prior to the date of election. Election Committee may allow candidate to attend the scrutiny of nomination but shall not allow to verify any paper. Objection in relation to any nomination on any ground which will be heard and decided by the election Committee after hearing the effected candidate/s and the decision of the election committee shall be final."

iii) "The ballot paper shall be printed as per the Alphabetical order of the First Name of the contesting Candidates in order to ensure free, fair and transparent election and to avoid any undue advantage to the candidates."

iv) "The method of voting shall be through Ballot Paper and each member shall have the right to cast a maximum of 14 (fourteen) votes which required to form the Committee, legitimately. Save and except a member cast more than 14 (fourteen) candidates shall be treated as cancelled. Each Ballot Paper shall have Serial No. with counter foil and must have signatures of Election Committee on the backside of each Ballot Paper as well as in the counter foil with Seal. AND FURTHER, No Ballot paper casted shall be valid and declare null and void if it is without the sign and signature of the Election Committee Members and even if the marking is overlapped or has crossed the space with the name of intended candidate at the time of casting vote shall also be treated as invalid vote and if such discrepancies occurs the matter shall be referred to the members of the Election Committee and the decision of the Committee shall be final."

v)"Once the election of the Club is declared the power and functions of the existing Committee shall cease to function as conferred by the Article 33, 34,34(a),(b),(c),(d),(e),(f),&(g)., WHEREAS the Outgoing Chairman, Vice Chairman, Member Finance and two other members from among the general permanent members shall form a body to act as an Ad hoc- Committee to run and to look after the day to day work of the company such as signing of Cheques for the disbursement of Salary, bills of restaurant purchases and payment of tax till the formation of the New Committee. All the queries and notices received by the office during this period shall be addressed to the Secretary/Office Secretary to the concerned member/s."

vi)"The expenses of conduction of election will be controlled and managed by the Office Secretary and four election committee members of the Club from the available fund of the Club which shall be audited"

vii)"The outgoing Committee shall not interfere with the conduct of election in any manner and the decision of the election Committee shall be final and binding upon all the candidates."

viii)"Model code of conduct of election will be enforced from the day the election is declared and no member shall be allowed to commit unfair election practices. Model code of conduct will be listed separately and circulated among the contesting members."

ix) "Once the election process is completed, the member of the election committee shall declare the results of the vote and distribute the certificates to each winning candidate. After the formation of the Committee of Management of the Club the election committee shall stand dissolved."

Amendment in Article 29 is as follows: -

In Article 29 in line 2 after the words "3 months or more" be deleted and the words" 3 consecutive meetings" be inserted –

After Amendment Article 29 be read as:

"Any Member of the Committee who may be absent from 3 (three) consecutive meetings without the permission of the Committee shall ipso facto cease to be a Member of the Committee."

Amendment in Article 30 is as follows: -

In line 5 after the words "membership" the following sentence be inserted

In Article 30 in line 4 after the words "have completed" the word and number "2 (two)" be deleted and in its place the number" 5 and the word "(five)" be inserted –

A new second paragraph be inserted-

"The vacancies occurring due to the resignation or otherwise be filled up by the losing candidate of the last election as per the serial number of the result."

After amendment Article 30 be read as

"Vacancies occurring in the Committee or in the offices of Chairman or Vice Chairman during the year shall be filled up by the Committee from among those who have completed 5 (five) years permanent membership.

"The vacancies occurring due to the resignation or otherwise be filled up by the losing candidate of the last election as per the serial number of the result."

Amendment and addition in Article 33 are as follows: -

In Article 33 the following Clauses, be added as " 33 (a) and (b) "

"33 a) The Committee shall create/form Sub-Committees from the elected committee members and the permanent members of the Club such as Finance Sub-Committee, Sports Sub- Committee, Food & Beverage Sub-Committee, Tender Sub-Committee, Construction Sub- Committee , Legal Sub-Committee, Staff Welfare Sub-Committee, Maintenance & Housekeeping Sub-Committee and Estate Sub- Committee ,etc.,to avoid concentration of power in the hands of one individual Committee Member which may be misused in the interest of the Club. The Sub-Committee meeting should be held every month."

"33 b) Signature mandate for withdrawal of cheques etc., for banking transactions power is vested upon to any two from Chairman or Vice chairman and for countersignature of any one by Member Finance or Secretary."

After Amendment Article 33 be read as:

33 " The Committee shall be the Governing Body of the Club in addition to the powers and authorities by statute or by these Articles expressly conferred upon them they may exercise all such powers and do all such acts and things shall be by statute or by these Articles of Association directed or authorised to be done by the Club as Company Limited by guarantee and as are not by these Articles or by statute expressly directed to be done by the Club in General meeting , but subject nevertheless as to search acts and things as are not regulated by statute or by these Articles of Association to such regulations and directions as may from time to time be determined upon or given at any general meeting of the Club, provided that no such regulation or direction shall invalidate any prior act of the committee which would have been valid if the regulation or direction had not been made or given.

33 a)"The Committee shall create/form Sub-Committees from the elected committee members and the permanent members of the Club such as Finance Sub-Committee, Sports Sub- Committee, Food & Beverage Sub-Committee, Tender Sub-Committee, Construction Sub- Committee , Legal Sub-Committee, Staff Welfare Sub-Committee, Maintenance & Housekeeping Sub-Committee and Estate Sub- Committee, etc., To avoid concentration of power in the hands of one individual Committee Member which may be misused in the interest of the Club. The Sub-Committee meeting should be held every month."

"33 b) Signature mandate for withdrawal of cheques etc., for banking transactions power is vested upon to any two from Chairman or Vice chairman and for countersignature of any one by Member Finance or Secretary."

Amendment and addition in Article 34 (d) are as follows: -

In Article 34 sub-para (d), after the word " building" the word "or land" be inserted.

Further the following words "but not without the approval in the Annual General Meeting or Extra Ordinary General Meeting within the ambit of Article 47." ..be inserted

After Amendment Article 34(d)be read as:

"To take or lease any building or land for the purpose of the Club but not without the approval in the Extra Ordinary General Meeting or Annual General Meeting within the ambit of Article 47."

Amendment and addition in Article 34 (e) are as follows: -

In Article 34 (e) line 9 after the words and amount Rs 20,00,000 lacs to be deleted and in its place the following amount and Rs 10,00,000 (Rupees Ten Lakhs)" be inserted

Further the following paragraphs be added :

"All the tender, contract above Rs 10,00,000/- (Rupees ten Lakhs) should be through bidding inviting the bid in sealed tender or E-Tender who has credential of similar nature of work or a certificate completed the 40% of similar nature of work from the Contractee to be submitted before the Committee. Notice of Tender should be pasted in the minutes book and also in the Notice Board of the Club."

"All the aspirant bidder shall bid the tender and deposit 2% earnest money along with their valid documents such as Partnership Deed/Memorandum of Article if it is Partnership Firm or Limited Company, If Individual the credential certificate, updated Income Tax returns, current GST return file copy, Bank Details, PAN Card, Aadhar Card, Electricity Bill/Phone Bill with proof of address."

"The Committee shall give first preference to the permanent members to bid if the members are interested and have the credential of similar nature as mentioned in the earlier paragraph. No Committee members shall be allowed to participate in such work to avoid Conflict of interest."

"There should be one year work guarantee. Deduction of 8% of total contract value as security deposit shall be deducted from the payment of awardee contractor and the same shall be refunded without any interest and if any, defects/damages occurs within one year after the completion of the work the contractor shall do the maintenance work from his/her own fund and if fails to do so, the Contractee shall forfeit the security deposit."

After Amendment Article 34 (e)be read as:

" To enter into such contract, and to do all such acts and things as they may think expedient for the purposes of the Club, and subject to the regulations contained in these Articles to dispose of the funds of the Club for the promotion of the objects there of and to invest the funds in such securities as they may think fit. However, for all projects above the amount of Rs 10,00,000/- (Rupees Ten Lakhs) and transfer of land either by way of sale or lease or otherwise the Committee shall convene an Extra Ordinary General Meeting and ratify the said proposal of the Committee in the aforesaid General Meeting.

All the tender, contract above Rs 10,00,000/- (Rupees Ten Lacs) should be through bidding inviting the bidder in sealed tender or E-Tender who has credential of similar nature of work or completed the 40% of similar nature of work from the Contractee to be submitted before the Committee. Notice of Tender should be pasted in the minutes book and also in the Notice Board of the Club.

All the aspirant bidder shall bid the tender and deposit 2% earnest money along with their valid documents such as Partnership Deed/Memorandum of Article if it is Partnership Firm or Limited Company, If Individual the credential certificate, updated Income Tax returns, current GST return file copy, Bank Details, PAN Card, Aadhar Card, Electricity Bill/Phone Bill with proof of address."

The Committee shall give first preference to the permanent members to bid if the members are interested and have the credential of similar nature as mentioned in the earlier paragraph. No Committee members shall be allowed to participate in such work to avoid Conflict of interest."

" There should be one year work guarantee. Deduction of 8% of total contract value as security deposit shall be deducted from the payment of awardee contractor and the same shall be refunded without any interest and if any, defects/damages occurs within one year after the completion of the work the contractor shall do the maintenance work from his/her own fund and if fails to do so, the Contractee shall forfeit the security deposit ."

Article 35 paragraph (1) and (2) be deleted and in its place following paragraph be inserted:

" The Committee may appoint a paid Secretary from time to time or may appoint one of the members to be Honorary Secretary and may depute to such Secretary or Honorary Secretary such duties as they think and may revoke such appointment. "...be deleted

Any honorarium gratuity or payment other than regular monthly salary, paid to the Secretary or Honorary Secretary as the case may be must be specifically shown in the Annual Audited Accounts." be deleted." be deleted.

After amendment Article 35 be read as:

"The Committee may appoint a Paid Secretary to delegate such Secretary such duties as they think proper and revoke such appointment."..... be inserted.

Article 38 paragraph 2 (two) be deleted as the same has been inserted with amendment in Article 28: -

"Lessees including their relatives or members having personal interest in terms of financial or otherwise (Creditors) in the Club will not be allowed to stand for election of the Club due to Conflict of Interest." be deleted

After deletion of Article 38 paragraph 2 with amendment to be inserted in Article 28 paragraph 2 –

"Lessees including their family members or members having personal interest in terms of financial or otherwise (Creditors) in the Club will not be allowed to stand for election of the Club due to conflict of interest.

For the purpose of this article word family members means "see Article 14 (i),(ii), (iii) & (iv)," be inserted in Article 28 paragraph 2

Amendment in Article 47 paragraph 2 is as follows: -

In Article 47 paragraph 2 in line 4 after the words " consist of ten "be deleted and in its place the word "twenty-five" be inserted –

After amendment Article 47 paragraph 2 be read as follows:

"No business shall be transacted at any general meeting unless a quorum of members is present at the commencement of the business.

Twenty-five members present in person or by proxy shall constitute a quorum. Meeting at which the Member of the Committee are to be elected, a quorum, shall consist of twenty-five members present in person"

P.S. a) The agenda for EOGM was adopted in Committee Meeting held on 19th November 2026.

b) Explanatory Statement u/s 102 of Companies Act, 2013 appended below.

Explanatory Note –

a) The new **Article 3.a) i.** will cover the CSR rules of the Club under the guidance of MCA.

b) The changes in Article 27 will deliver the proper governance to function the committee of Management of the Club.

c) The above paragraph in article 28 will focus on transparency of election process mechanism to be added for fear and transparent election process for committee of management of the Club.

b) The changes in Article 35 will deliver the proper governance to function the committee of Management of the Club. Explanatory Note – For more reformation and Transparency on the structure of Committee of Management of the Club Member Finance position has been included with the functionary Chairman and Vice- Chairman. The word practicable has been replaced by positively due to specially during election year of the Club for non-indulgence of influence to the members of the Club. These changes will deliver the proper governance to function the committee of Management of the Club.

Dated: 20th. Nov. 2026	Jamling Tenzing	Jitendra Pradhan	Narayan Goenka	Pintoo Agarwal
Place : Darjeeling	Chairman	Vice-Chairman	Member Finance	Hony. Secretary

PROXIES MUST BE LODGED AT THE CLUB OFFICE BY FRIDAY THE 27th.NOVEMBER 2026.

FORM OF PROXY

(Article 49 of Articles of Association)

DARJEELING GYMKHANA CLUB LTD., DARJEELING

I .....being a member of the Darjeeling Gymkhana Club Ltd., hereby appoint .....

.....

.....

...of.....as my proxy to vote for me and on my behalf at the Extra Ordinary General Meeting of the Club to be held on the and at any adjournment thereof.

Signed this ..... Day of .....

Signature .....

PROXY MUST BE LODGED AT THE CLUB OFFICE BY FRIDAY THE 27th NOVEMBER 2026