



RAJENDRA GYMKHANA & MAHENDRA CLUB LTD.

BARADARI GARDENS, PATIALA. – 147 001

CIN No. U91990PB1955GAP002173

PH .0175 – 2212224, E-mail Id: care.rgmc@gmail.com

Dated: 01-11-2025

NOTICE

EXTRA ORDINARY GENERAL MEETING (EGM)-2025

22nd November 2025 - AT 10:00 A.M.

Notice is hereby given that an Extra Ordinary General Meeting of Rajendra Gymkhana and Mahendra Club Ltd. will be held on **Saturday, 22nd November 2025 at 10:00 A.M.** at the registered office of the company, Baradari Garden, Patiala, Punjab 147001, to transact the following business:

AGENDA ITEMS TO BE DISCUSSED:

ITEM NO. 1

To consider and if thought fit, to pass with or without modifications, the following resolution as a Ordinary Resolution:

RESOLVED THAT M/s R Krishan Gupta & Associates, Chartered Accountants, Patiala, be and are hereby appointed as the **Statutory Auditors of the Club** for the Financial Year **2024–25** at a fixed remuneration of Rs. 1,00,000/- (Rupees one lakh only) plus applicable taxes to carry out the statutory audit as per applicable provisions.

ITEM NO. 2

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

RESOLVED THAT pursuant to section 14 of the Companies Act 2013 and all other applicable provisions, if any, of the Companies Act 2013 and Article 3 of the Articles of Association, the consent of the members of the company be and is hereby accorded by way of special resolution for the addition of a new Article 5(e) after the existing Article 5(d) of the Articles of Association:

“A permanent member who wishes to voluntarily surrender his/her membership may apply for a 'Golden Handshake Scheme.' Such a member shall be entitled to a one-time payment i.e. Rs. 1.25 Lacs from the club in lieu of relinquishment of their membership. Under this scheme, the said member shall cease to be a permanent member and will lose all rights to which a permanent member is entitled. This scheme is applicable solely on the discretion of the Executive Committee upon an availability of an eligible claimant for the membership being surrendered.

ITEM NO. 3

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"Resolved that the consent of the members is hereby granted vide **clause (iii) of Article 20** of the Articles of Association for the purchase of Gym equipment namely two treadmills, one cable trainer

and one bench press machine at maximum expenditure of ₹17.00 lacs (Rupees seventeen Lacs only).

ITEM NO. 4

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"Resolved that the consent of the members is hereby given vide **clause (iii) of Article 20** of the Articles of Association for the **renovation/ repair of the Terrace Lounge due to** damage from fire outbreak, at maximum expenditure of **₹20.00 lacs (Rupees twenty Lacs only).**"

ITEM NO. 5

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"Resolved that the consent of the members is hereby given vide under **clause (iii) of Article 20** of the Articles of Association to add sports facility in the form of **multi-Sports Arena** (to include facilities for cricket, volleyball, basketball, etc.) at an maximum cost of **₹20.00 lacs (Rupees twenty Lacs only).**"

ITEM NO. 6

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

"RESOLVED THAT pursuant to section 14 and all other applicable provisions, if any, of the Companies Act 2013, the existing **Article 12(i)** of the Articles of Association be and are hereby altered by substituting the following:

The entrance fees and monthly subscription payable by members shall be as follows:-

Sr.	Type of Membership	Admission Fee	Monthly Subscription
1.	Permanent Membership	₹ 8,00,000/-	₹ 500
2.	Temporary Membership	₹ 20,000/-	NIL
3.	Gazetted Officer Central/ State Govt. of Nationalized and Semi Govt. Institutions or corporations	₹ 6,00,000/-	₹ 500
4.	Senior Citizen Members of the club after regular attaining the age of 65 years	-	₹ 300
5.	Transfer fee as percentage of Admission fee prescribed in Article 5, 5(a), 5 (b) and 5(c)		
6.	Restoration fees	Rs. 5000/-	NIL
7.	Super Senior Members	N/A	NIL

The monthly subscription of all types of members is inclusive of the use of the club amenities by the club member and his family but does not include Gym, squash, swimming, card room, table tennis, badminton, volleyball, billiards, sauna and steam bath, golf or any other sports/ special entertainment for which they will be liable to pay such fees as may be prescribed.

Sons and daughters of a permanent member, seeking admission, shall get a rebate of 25% in the admission fee. However, Gazetted Officer is not entitled for this rebate.

NOTE: GST OR ANY OTHER TAX SHALL BE CHARGED EXTRA AS APPLICABLE

ITEM NO. 7

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

"RESOLVED THAT pursuant to section 14 of the Companies Act 2023 the consent of the members is hereby accorded by way of special resolution for the addition of a new clause **Article 21 (K) (x)** after the existing Article 21 (K) (ix) of the Articles of Association:

All official communications, letters, and notices issued on behalf of the club shall be issued under the signatures of at least two of the following three office bearers: President, Hony. Secretary, and Treasurer. No single office bearer is authorized to issue official communication to members or external agencies on behalf of the club."

ITEM NO. 8

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

"RESOLVED THAT pursuant to section 14 of the Companies Act 2023, the consent of the members is hereby accorded by way of special resolution for the addition of a new clause **Article 19 (v)** after the existing Article 19 (iv) of the Articles of Association:

"The record/Minutes of all meetings of directors and members shall be maintained in digital form as well as hard copy to be strictly kept in the admin office of the RGMC at all time. All official meetings of the Directors and election process should be video graphed and kept in official record with the Consent of Executive Body"

ITEM NO. 9

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

"RESOLVED THAT pursuant to section 14 of the Companies Act, 2013, the existing **Article 17** of the Articles of Association be and is hereby substituted with the following:

If any member refuses or neglects to comply with any provision of the Memorandum & Articles of Association or any bye-laws, rules and regulations made there under or is guilty of a conduct unbecoming of a gentleman, which in the opinion of the Executive Committee, is likely to endanger the harmony, character, stability and interests of the club, then the Executive Committee may place him under suspension, if so decided by a majority of its total members present and voting. Provided that no such action shall be taken against any member under this article unless, a notice in writing stating the grounds for taking such action has been served on him by regd. post A.D. or personally at least 7 days prior to the meeting at which such action is to be considered and he is given an opportunity to explain his position and only if such a charge is proved in an enquiry by the Executive Committee. The case of any member who has been suspended, shall be placed before the next general meeting and the general meeting may confirm the action and remove him from membership or revoke the suspension as the case

may be. Any member, who has been removed under this clause, cannot apply for membership for 5 years from the date of general meeting in which membership is terminated. However, the Executive Committee, if needed, may **immediately restrict** a member from entering the club premises upon receiving a complaint of gross misconduct or violation of club rules."

ITEM NO. 10

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

"RESOLVED THAT pursuant to section 14 of the Companies Act, 2023 the consent of the members be and is hereby accorded by way of special resolution for the addition of a clause (iii) in **Article 23** after the existing Article 23 (ii) of the Articles of Association:

(iii). The Executive Committee shall be the competent authority to appoint, supervise, and, if necessary, take disciplinary action against the officers and employees of the club."

ITEM NO. 11

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

"RESOLVED THAT pursuant to section 14 of the Companies Act 2023, the existing Article 32 of the Articles of Association be and is hereby substituted with the following:

32(i) The Executive Committee shall cause true accounts to be kept of all money received and expended by the Club and or all matters in respect of which such receipt and expenditure take place and of the assets, credits and liabilities of the club.

32(ii) All banking transactions, including the issuance of cheques/RTGS/NEFT/, shall require the signatures of the Treasurer and, in addition, either the President or the Hony. Secretary or both, as decided by the Executive Body. No cheque or bank transfer shall be valid unless signed in accordance with this procedure."

ITEM NO. 12

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

"RESOLVED THAT pursuant to section 14 of the Companies Act, 2013 the existing Article 32 of the Articles of Association be and is hereby substituted with the following:

The Executive Committee may whenever it thinks fit and or on requisition made by 1/10th of total permanent members of the club, who are not in arrears, convene an Extra Ordinary General Meeting by giving a clear 21 days' notice to all the permanent members along with the details of business to be transacted at such a meeting. A meeting convened by a requisition, shall be fixed for a date not later than 6 weeks from the date of requisition. The requisition shall specify the objects of the meeting and only business so specified shall be discussed at such meeting. The quorum for such a meeting shall be 1/10th of total permanent members of the club. In case quorum is not present at the time and place

notified for the holding of such a meeting or within half an hour thereof, the meeting shall stand cancelled.

ITEM NO. 13

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

"RESOLVED THAT pursuant to section 14 of the Companies Act 2013, the consent of the members be and is hereby accorded by way of special resolution for addition of Article 18(iv)(8) after Article 18(iv)(7):

"A member who has served as an Office Bearer shall not be eligible to contest for the post of Executive Member."

ITEM NO. 14

To transact any other business as may be proposed with the permission of the Chair.

**For & on Behalf of the Board
RAJENDRA GYMKHANA AND MAHENDRA CLUB LIMITED**

PLACE: PATIALA

DATE: November, 1st 2025


(SANCHIT BANSAL)
TREASURER
DIN: 09069994

EXPLANATORY STATEMENTS TO THE NOTICE OF EGM:

ITEM NO.

1. Pursuant to order received from the office of the Regional Director dt. 14-10-2025 upholding the removal of previous Statutory auditors, the Club urgently needs to appoint a new auditor to conduct the Statutory Audit of the Books of Accounts for the FY 2024-25. Hence, it is recommended to appoint a new auditor of the company so that audit and annual compliance can be completed on time.
2. Considering the limited infrastructure of the Club, there is a capping of 2900 permanent members. However, the management needs to admit new permanent members every year to maintain the heritage and infrastructure of the Club and to preserve its financial stability, coupled with rising demand from the citizens of Patiala to become a member of this elite Club. Hence, this scheme is recommended in order to allow the members to voluntarily relinquish their membership and receive a token of gratitude and thereby making the seat vacant for enrollment of new members.
3. In recent years, it has been observed that the newly enrolled members and their families keenly use the sports infrastructure of the Club. Hence, the equipment in Club gymnasium (which is currently used by more than 300 members monthly) needs timely and regular upgradation keeping in line with the highest standards the Club strives to maintain. Therefore, it is suggested to purchase new Gym equipment in order to give better sports facilities to the members.
4. On 1st June 2025, a major and unfortunate fire outbreak happened at the RGMC Terrace Lounge resulting in its complete devastation. Hence, the same needs to be restored by passing the resolution and allocating the funds for the restoration.
5. In recent years, it has been observed that the newly enrolled members and their families keenly use the sports infrastructure of the Club and there is a rising demand for new and maintenance free, all weather, multi-use sports infrastructure. Hence, the management proposes to develop a multi sports arena to include facilities for playing cricket, volleyball, basketball, soccer etc.
6. There is a long pending demand from applicants to obtain permanent membership of the Club. To maintain the quality of services, enhance member amenities and to meet rising administrative and maintenance expenses, the proposal to enhance the Entrance Fee charged from new members is put forward for the members discussion and approval.
7. All official communications must be signed by atleast two of the following three Office bearers, namely President, Hony. Secretary and Treasurer. This measure is being put up to ensure fairness, transparency and accountability in the club operations.

8. To ensure fairness, transparency and accountability in the club operations, it is important to maintain all club records/communications/minutes etc. accessible to all directors at all times. Hence, the agenda bears paramount importance.
9. Keeping in view the modern advancement in the field of communication via electronic media and to maintain discipline and decorum in the Club premises, the management feels the need to address the member grievances in an expedite manner, thus it is recommended to discuss and pass this agenda.
10. The proposed agenda aims to enhance transparency, fairness and decorum amongst employees and ensure smooth day to day functioning of the Club. Hence, it is suggested to pass the said resolution in order increase efficiency of employees and officers.
11. The proposed agenda is recommended to ensure that all market payments and statutory dues are discharged in a timely manner, thus avoiding undue penalties, delays and loss of reputation of the Club.
12. To proposed agenda item aims to rectify a clerical error in the existing Articles of Association. Hence approving such rectification will eradicate confusion among the members.
13. This agenda is suggested to ensure fair representation, prevent concentration of authority and promote wider participation in the Club's management.
14. The members may with permission from the chairman of the meeting, discuss any other matter(s) and pass the requisite resolution(s) in the meeting.

For & on Behalf of the Board
RAJENDRA GYMKHANA AND MAHENDRA CLUB LIMITED

PLACE: PATIALA
DATE: November, 1st 2025


(SANCHIT BANSAL)
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