



Ootacamund Gymkhana Club

FINGER POST P.O. OOTACAMUND. THE NILGIRIS, S. INDIA - 643 006

☎ : (0423) 2442254, 2448497 Fax : 2445967

CIN: U91990TZ1896NPL000137

NOTICE TO EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE (01/2025-26) EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF OOTACAMUND GYMKHANA CLUB ("COMPANY") WILL BE HELD ON SATURDAY, APRIL 4, 2026, AT 06.00 P.M. (IST) AT THE REGISTERED OFFICE OF THE CLUB SITUATED AT FINGER POST UDHAGAMANDALAM, THE NILGIRIS - 643006 TO TRANSACT THE FOLLOWING BUSINESS:

AGENDA

SPECIAL BUSINESS:

ITEM NO.1 :

INSERTION OF A CLAUSE IN THE ARTICLES OF THE ASSOCIATION OF THE CLUB:

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

RESOLVED THAT pursuant to the provisions of Sections 5, 14 and 8(4) and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to prior approval of the competent authority as may be required, the consent of the Members of the Club be and is hereby accorded to alter the Articles of Association of the Club by inserting a new Article 26.1 immediately after existing Article 26, as under:

"Notwithstanding anything contained in these Articles, the Club in Extraordinary General Meeting may, for administrative continuity in exigency for the benefit of the club for reasons to be recorded in writing, resolve to extend the tenure of the present Executive Committee for a further period not exceeding two (2) years , even if such resolution is passed at an Extraordinary General Meeting between two Annual General Meetings.



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Provided that this Article shall be operative only for the period commencing from September 2026 and shall cease to have effect after September 2028, unless otherwise altered in accordance with law."

RESOLVED FURTHER THAT the draft of the amended Articles of Association, as placed before this meeting and initialled by the Chairperson for the purpose of identification, be and is hereby approved and adopted.

ITEM NO.2 :

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A ORDINARY RESOLUTION:

For the reasons set out in the explanatory note, this EGM is convened to consider and, if deemed fit, to pass a resolution approving the **extension of the term of the present Executive Committee by additional two (2) years from the conclusion of the coming AGM to be held in September 2026.**

RESOLVED FURTHER THAT such extension shall be subject to and shall take effect only upon:

1. Approval of alteration of the Articles of Association by the Members, and
2. Receipt of such statutory approvals as may be required under applicable provisions of law, including approval of the competent authority under Section 8(4) of the Companies Act, 2013, where applicable.

RESOLVED FURTHER THAT Mr.R.Shyam Sunder (DIN: 00005594) President and Mr.P.Rangaswamy (DIN: 07958572) Honorary Secretary of the Club are hereby severally authorized to make amendments in the articles of association of the Club and finalize the same, sign, execute and submit all necessary documents, forms and applications (including filing of e-form MGT-14 & other E-Forms with the Registrar of Companies), and generally to do all such acts, deeds and things as they may consider necessary or expedient to give effect to the aforementioned resolution;



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RESOLVED FURTHER THAT Mr.R.Shyam Sunder (DIN: 00005594) President and Mr.P.Rangaswamy (DIN: 07958572) Honorary Secretary of the Club be and are severally hereby authorised to provide certified true copy of the aforesaid resolution to whomsoever it may concern.

//By Order of the Board//

P.Rangaswamy
Honorary Secretary
(DIN: 07958572)



Place: Ootacamund

Date : 07.03.2026

EXPLANATORY NOTE

The explanatory note pursuant to section 102 of the Companies Act 2013 with regard to the Special Resolution mentioned and with regard to the extension of the term of the Executive Committee for an additional term of two (2) years is appended below.

1. The Club House, Cottages, and other buildings are situated on land leased from the **Government of Tamil Nadu**, which was renewed for a period of **30 years** commencing from **1st July 1997**. Accordingly, the current lease will expire on **30th June 2027**. The continuity of the present Committee is considered essential to take up this matter with the Government of Tamil Nadu and to ensure proper liaison and follow-up regarding lease renewal.
2. The **lease rent** demanded by the **District Tahsildar** is under dispute, and the matter is presently **pending before the Hon'ble High Court of Madras (Division Bench)**.
3. In view of the above and in order to effectively handle the renewal of the lease and related matters concerning the Club's property, the extension of the term of the present Committee is deemed necessary.
4. The Alternate Forest Land has already been acquired and registered as per the approval of the Forest Department. However, certain procedural aspects are still in progress.

As explained in the explanatory note, the **extension of the tenure of the present Executive Committee** is considered essential for ensuring continuity and effective management of these ongoing matters.