

CONSOLIDATED REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and rules framed thereunder]

To
The Chairman
Malabar Hill Club Limited
II-Palazzo, 10,
B. G. Kher Marg,
Malabar Hill,
Mumbai-400006

Respected Sir,

Sub: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting & E-Voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 at the 73rd Annual General Meeting (AGM) of the Members of Malabar Hill Club Limited ('the Club') held on Friday, 27th November, 2020 at 4:00 p.m. through video conferencing ('VC')/other audio visual means ('OAVM').

1. I, CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by the Executive Committee of the Club for the purpose of scrutinizing the process of voting through electronic means ("e-voting") in terms of the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the rules') as amended from time to time in a fair and transparent manner, for passing of the resolutions as mentioned under item numbers 1 to 7 as set out in the notice dated October 9, 2020 ("Notice") issued by the club in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars"), convening the 73rd AGM of its members through VC / OAVM on Friday, November 27, 2020 at 4:00 p.m.
2. The management of the Club is responsible to ensure the compliances with the requirements of the Companies Act, 2013, the Rules and MCA Circulars relating to remote e-voting prior and during the AGM on the resolutions contained in the aforesaid Notice of AGM of the members of the Club. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CDSL"), the agency engaged by the Club to provide remote e-voting facility prior and during the AGM, and that the e-voting is conducted in a fair and transparent manner.



3. As per the confirmation received from the Club:
 - a. In terms of the MCA Circulars, the Club has published a Public Notice regarding the convening of the AGM through VC/OAVM and containing the mandated particulars of the AGM in the English Newspaper "Free Press Journal" and Marathi (Vernacular language) Newspaper "Navshakti" on Tuesday, October 20, 2020.
 - b. The said Notice was dispatched to the members whose name appeared in the Register of Members on Friday, 30th October, 2020.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the MCA Circulars, the Club has published a Public Notice regarding the convening of the AGM through VC/OAVM and about completion of dispatch of Notice of meeting through email (as mentioned in para 3 above) and providing e-voting facility in the English newspaper "Free Press Journal" and Marathi (Vernacular language) Newspaper "Navshakti" on Friday, 6th November, 2020
5. In terms of the aforesaid Notice, remote e-voting period was kept open for 3 (three) days from Tuesday, 24th November, 2020 (09.00 a.m. IST) till Thursday, 26th November, 2020 (5.00 p.m. IST).
6. The members whose name appeared in the Register of Members on the cut-off date i.e. Friday, 20th November, 2020, were entitled to vote through remote- e voting and voting by ballot in the AGM.
7. As required under the MCA Circulars, the Company had also provided e-voting facility during the AGM to the members attending the said meeting through VC / OAVM and who had not cast their vote earlier.
8. As required under the said rules, after closure of remote e-voting and conclusion of the AGM, the votes cast under the remote e-voting facility prior to the AGM and e-voting facility during the AGM were unblocked in the presence of Mr. Vivek Thakur and Mr. V Shankar who are not in employment with the Company.
9. I have scrutinized and reviewed the remote e-voting prior and during the AGM and votes cast therein based on the data downloaded from the CDSL e-voting system and the summary of the e-voting process is as follows:



Sr No.	Item No. of the Notice	No of Valid Votes cast (i)	Votes in favour of the resolution		Votes against the resolution		Abstain from voting Nos. (vii)	Invalid votes Nos. (vii)
			Nos. (ii)	% of total number of valid votes cast (Favour and Against) [(iii) = (ii) / (ii)+(iv) * 100]	Nos. (iv)	% of total number of valid votes cast (Favour and Against) [(v) = (iv) / (ii)+(iv) * 100]		
ORDINARY BUSINESS								
1	Item No. 1: Ordinary Resolution to receive, consider and adopt the audited Financial Statements including Profit & Loss for the financial year ended 31 st March, 2020, the Balance Sheet as at that date together with the reports of the Executive Committee and Auditors thereon.	172	168	97.67	4	2.33	0	0
2	Item No. 2: Ordinary Resolution to appoint Mr. Homa Dinshaw Petit, (DIN: 00115010), who retires by rotation and being eligible, offers himself for re-appointment as a member of the Executive Committee.	171	161	94.15	10	5.85	0	0
3	Item No. 3: Ordinary Resolution to appoint Mr. Mehul Navinchandra Shah, (DIN: 00368819), who retires by rotation and being eligible, offers himself for re-appointment as a member of the Executive Committee.	169	156	92.31	13	7.69	0	0



4	Item No. 4: Ordinary Resolution to appoint Mr. Kirtikumar Khatau Dayal, (DIN: 00052948), who retires by rotation and being eligible, offers himself for re-appointment as a member of the Executive Committee.	171	159	92.98	12	7.02	0	0
5	Item No. 5: Ordinary Resolution to appoint Mr. Harshad Chhotalal Vora, (DIN: 00061122), who retires by rotation and being eligible, offers himself for re-appointment as a member of the Executive Committee.	173	163	94.22	10	5.78	0	0
SPECIAL BUSINESS								
6	Item No. 6: Ordinary Resolution to consider and if thought fit to pass the following resolution for appointment of Mr. Subhash Kulkarni (DIN: 03249032) as a Director liable to retire by rotation in place of retiring director	169	157	92.90	12	7.10	0	0
7	Item No. 7: Special Resolution for Alteration of Articles of Association	170	161	94.71	9	5.29	0	0

Result:

1. With reference to Item No. 1 to Item No. 6, we report that the number of votes cast in favour of the aforesaid Resolution are more than the number of votes cast against accordingly the resolution may be considered as passed with requisite majority;
2. With reference to Item No.7, we report that the number of votes cast in favour of the aforesaid Resolution is not less than three times the number of votes cast against accordingly the special resolution may be considered as passed with requisite majority; and
3. There were no invalid votes for any of the items.



I further report that the electronic data and all other relevant records relating to the Remote E-Voting prior and during the AGM, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Chairman of the Club for safe keeping

Thanking You

**For Manish Ghia & Associates
Company Secretaries**



**Place: Mumbai
Date: November 27, 2020
UDIN: F006252B001337021**

**CS Manish L. Ghia
Partner
M. No. FCS 6252 C. P. No. 3531**

Countersigned by

**Chairman/Authorized Signatory
Malabar Hill Club Limited**

**Place: Mumbai
Date: November, 2020**