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Annual Report 2019-20
Malabar Hill Club Ltd.



EXECUTIVE COMMITTEE
(2019-2020)

President	Mr. Chetan Shah
Vice-President	Mr. Anand M. Khatau
Vice-President	Mr. Ketan L. Shah
Honorary Secretary	Mr. Nitin L. Shah
Honorary Treasurer	Mr. Adil A. Engineer
Jt. Secretary	Mr. Samir Unadkat
Members	Mr. Kirtikumar K. Dayal Mr. Homa D. Petit Mr. Percy B. Daruvala Mr. Shirish B. Mody Mr. Harshad C. Vora Mr. Raman Maroo Mr. Ashok N. Shetty Mr. Mehul N. Shah Dr. Mitil R. Chokshi
Registered Office	IL Palazzo, 10, B. G. Kher Marg, Malabar Hill, Mumbai-400006
Independent Auditors	A. J. Shah & Co. <i>Chartered Accountants, Mumbai</i>
Internal Auditors	Dayal & Lohia <i>Chartered Accountants, Mumbai</i>
Solicitors	Vigil Juris <i>Advocate, Solicitors & Notary, Mumbai</i>

Notice

NOTICE is hereby given that the Seventy Third Annual General Meeting of the Members of **Malabar Hill Club Limited, (CIN: U34300MH1947GAP005941)**, will be held on **Friday 27th November 2020 at 4.00 pm**, through Video Conferencing (“VC”)/Other Audio-Visual means (“OAVM”) to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited Financial Statements including Profit & Loss for the financial year ended **31st March, 2020**, the Balance Sheet as at that date together with the reports of the Executive Committee and Auditors thereon.
2. 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.
3. 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.
4. 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.
5. 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.

Special Business:

6. 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:

“RESOLVED THAT Mr. Subhash Kulkarni (DIN: 03249032), who has proposed himself for appointment as Director and as a member of the Executive Committee of the Club in place of the retiring director, in terms of Section 152 and any other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) (including any modification or re-enactment thereof) and Articles of Association of the Club and who is eligible for appointment and has consented to act as a Director of the Club and has given a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director of the Club along with the requisite amount of deposit, be and is hereby appointed as a Director of the Club liable to retire by rotation.”

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

“RESOLVED THAT pursuant to provisions of Section 14 and all other applicable provisions of Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such other necessary approvals of the statutory authority(ies), if any, required in this behalf, the consent and approval of the members of the Club be and is hereby accorded for the changes as described in the Table below:

Old Serial No.	New Serial No.	Old Article	New Article	Explanation
8	8	For the purpose of the Companies Act or any modification thereof for the time being in force or unless otherwise provided by these Articles Honorary Member, Service Member, Associate Member,	For the purpose of the Companies Act or any modification thereof for the time being in force or unless otherwise provided by these Articles Honorary Member, Service Member, Associate Member,	The amendments clarifies the position regarding Membership.



Old Serial No.	New Serial No	Old Article	New Article	Explanation
		Temporary Member, Sport Member and Corporate Member shall not have the rights granted to the Patron, Vice-Patron, Founder Member, Life Member or Ordinary Member of the Club.	Temporary Member, Sport Member and Corporate Member shall not have the rights granted to the Founder Member, Life Member or Ordinary Member of the Club.	
9	—	Patron-in-Chief. Such person as the Executive Committee may invite shall, on acceptance of the invitation, become the Patron-in-Chief of the Club without payment of any subscription or fees.	Omitted	The Membership Category Not in use.
10	—	Honorary Patrons Such persons as the Executive Committee may invite shall, on acceptance of the invitation become Honorary Patrons of the Club without payment of any entrance Fee or subscription.	Omitted	The Membership Category Not in use.
11.	—	Patrons and Vice-Patrons- The Executive Committee shall have the power to invite such persons as they think fit to become Patrons or Vice-Patrons of the Club, provided that such person pays the minimum amount as prescribed by the Executive Committee in its meeting held from time to time.	Omitted	The Membership Category Not in use.
12	—	Rights of the Patrons and Vice-Patrons. A Patron or Vice-Patron of the Club, on his agreeing in writing to be bound by the Memorandum and Articles of Association and the Bye-Laws for the time being of the Club, will be entitled to all the rights and privileges of membership including the right of attending and voting at meetings but will not be liable to pay any entrance fee or subscription.	Omitted	The Membership Category Not in use.
18	18A	Heading - Associate Members.	No change- Except re-numbering.	
18A	18B	Heading - Corporate Members.	No change- Except re-numbering.	
18B	18BB	Any person otherwise eligible for admission to membership and who is a members child and who has attained the age of 18 years and whose parent as a member has not completed 10 years of membership may be elected as “Sports Member” by the Executive Committee for such period or periods as they may determine. Such “Sports Member” subscription and dues as also their rights and obligations, and any limitations and restrictions shall be as provided from time to time in the Bye laws of the Club.	Sports Members “Any person otherwise eligible for admission to membership and who is a members child and who has attained the age of 18 years and whose parent as a member has not completed 10 years of membership may be elected as “Sports Member” by the Executive Committee for such period or periods as they may determine. Such “Sports Member” subscription and dues as also their rights and obligations, and any limitations and restrictions shall be as provided from time to time in the Bye laws of the Club.”	Added Title to the Article

Old Serial No.	New Serial No.	Old Article	New Article	Explanation
18BB	—	Any person otherwise eligible for admission to membership, being a member's child and whose parent has completed 10 years of membership and who applies for membership within 1 month of his/her attaining the age of 18 shall be eligible for "Sports Membership" for the interregnum between his/her application for membership and his/her becoming a member after going through the procedure for membership.	"Any person otherwise eligible for admission to membership, being a member's child and whose parent has completed 10 years of membership and who applies for membership within 1 month of his/her attaining the age of 18 shall be eligible for "Sports Membership" for the interregnum between his/her application for membership and his/her becoming a member after going through the procedure for membership."	
19	19	<p>Members how to be elected.</p> <p>Persons shall be made Honorary Members by resolution of the Executive Committee to that effect. Life and Ordinary Members shall be elected in the manner hereinafter provided. Temporary, Service Members and Sport Member shall be elected in such manner as may be provided for by Bye-Laws.</p>	<p>Members how to be elected.</p> <p>Persons shall be made Honorary Members or Associate Members by resolution of the Executive Committee to that effect. Life and Ordinary Members shall be elected in the manner hereinafter provided. Temporary Members, Service Members, Corporate Members and Sports Members shall be elected in such manner as may be provided for by Bye-Laws.</p>	Added "Associate Member"
20	20	<p>Election of Life or Ordinary Member.</p> <p>Every candidate for admission as a Life or Ordinary Member shall be proposed by one and seconded by another member not being an Honorary or Temporary or Service or Associate Member or Sport Member.</p> <p>The proposal for membership shall be in writing, signed by the candidate and his proposer and seconder, and by at least four other members, not being Honorary or Temporary or Service or Associate Member, and shall be in the form and contain such particulars as the Executive Committee may from time to time prescribe.</p>	<p>Election of Life or Ordinary Member.</p> <p>Every candidate for admission as a Life or Ordinary Member shall be proposed by one and seconded by another member not being an Honorary or Temporary or Service or Associate Member or Sports Member.</p> <p>The proposal for membership shall be in writing, signed by the candidate and his proposer and seconder, and by at least four other members, not being Honorary or Temporary or Service or Associate or Sports Member, and shall be in the form and contain such particulars as the Executive Committee may from time to time prescribe.</p>	Added "Sports Member"
20A	20A	(a) A candidate for corporate membership shall be proposed and seconded by the members of the Club not being an honorary or temporary or service of associates or corporate member. The proposal for membership shall be in writing signed by the candidate and his proposer and seconder and by at least 4 others members not being honorary or temporary or service or associate or corporate members, shall be in the form and shall contain such particulars and declarations as the Executive Committee may	(a) A candidate for corporate membership shall be proposed and seconded by the members of the Club not being an honorary or temporary or service or associates or corporate or sports member. The proposal for membership shall be in writing signed by the candidate and his proposer and seconder and by at least 4 others members not being honorary or temporary or service or associate or corporate or sports members , shall be in the form and shall contain such particulars and declarations as	Added "Sports Member"



Old Serial No.	New Serial No.	Old Article	New Article	Explanation
		<p>from time to time prescribe. In addition to the aforesaid, the proposer shall submit a covering letter with the application form giving full details about the corporate member proposed for membership and in particular an expression for opinion about the financial resources and position of the company. No Member shall propose or second more than one candidate for corporate membership in any one year.</p>	<p>the Executive Committee may from time to time prescribe. In addition to the aforesaid, the proposer shall submit a covering letter with the application form giving full details about the corporate member proposed for membership and in particular an expression for opinion about the financial resources and position of the company. No Member shall propose or second more than one candidate for corporate membership in any one year.</p>	
22	22	<p>Number of Life and Ordinary Members & Balloting Committee.</p> <p>The Executive Committee shall from time to time determine the numbers of Life, Ordinary and Corporate Members who should be admitted, and if those numbers have been reached or exceeded shall place any further proposals for membership on a waiting list. The proposal of membership of every candidate for election as a Life, Ordinary or Corporate Member shall, unless placed on a waiting list, be submitted to the Balloting Committee and shall be balloted for by that Committee and every proposal placed on a waiting list, shall be so submitted to the Balloting Committee and balloted for as and when vacancies have occurred which in the opinion of the Executive Committee should be filled. No ballot shall be valid unless at least five members of the Balloting Committee have voted and one black ball in every five or two in any number shall exclude a candidate.</p>	<p>22. Number of Life and Ordinary Members & Balloting Committee.</p> <p>The Executive Committee shall from time to time determine the numbers of Life, Ordinary, Associate, Temporary, Service, Sports and Corporate Members who should be admitted, and if those numbers have been reached or exceeded shall place any further proposals for membership on a waiting list. The proposal of membership of every candidate for election as a Life, Ordinary or Corporate Member shall, unless placed on a waiting list, be submitted to the Balloting Committee and shall be balloted for by that Committee and every proposal placed on a waiting list, shall be so submitted to the Balloting Committee and balloted for as and when vacancies have occurred which in the opinion of the Executive Committee should be filled. No ballot shall be valid unless at least five members of the Balloting Committee have voted and one black ball in every five or two in any number shall exclude a candidate.</p>	<p>Added “ Associate, Temporary, Service, Sports.”</p>
38	38	<p>Annual subscription payable by Ordinary Members.</p> <p>Ordinary Members, Corporate Members and Sports Members shall be liable to pay an annual subscription of such amount as the Executive Committee may from time to time determine. Such annual</p>	<p>Annual subscription payable by Ordinary, Corporate, and Sports Members.</p> <p>Ordinary Members, Corporate Members and Sports Members, shall be liable to pay an annual subscription of such amount as the Executive Committee may from time to</p>	<p>Added Corporate & Sports Members to the Title.</p> <p>Since Service Members Pay the Annual Subscription in advance on the date of being elected and thereafter each year on the same date, they are not exempted.</p>



Old Serial No.	New Serial No	Old Article	New Article	Explanation
		subscription shall be payable in advance on election and on the 1st day of April in each year thereafter. Life Members, Service Members , and Temporary Members shall not be liable to pay any Annual Subscription under this Article.	time determine. Such annual subscription shall be payable in advance on election and on the 1st day of April in each year thereafter or Life Members and Temporary Members shall not be liable to pay any Annual Subscription under this Article.	
38B	38B	All Ordinary Members who have completed 25 years or more as Ordinary members shall be entitled to become life members of the Club on payment of Rs.3000/- in lumpsum or 7 times of the then prevailing Annual Subscription fee for Ordinary members, whichever is higher.	All Ordinary Members who have completed 25 years or more as Ordinary members shall be entitled to become life members of the Club on payment of Rs.3000/- in lumpsum or 7 times of the then prevailing Annual Subscription fee for Ordinary members, which they would otherwise have paid , whichever is higher.	This is essentially a clarificatory change.
46A	46A	<p>46A Appointment of Disciplinary Committee</p> <p>3. The Secretary shall forthwith refer to the Chairman of the Disciplinary Committee all cases of members who have acted in contravention of the Bye-laws or Articles or who are guilty of misconduct or conduct likely to endanger the harmony or affect the character or stability or interests of the Club. If the Chairman is of the opinion that there exists a prima-facie case against the concerned member, he shall inform the member to appear in person before the Disciplinary Committee, provided that at least fourteen days prior notice is given to the member and at such meeting the member is given an opportunity to orally or in writing submit any explanation or defence he may think fit. It shall be within the power of the Disciplinary Committee to exclude such member from the Club till the disciplinary enquiry is concluded.</p> <p>1. It shall be in the power of the Disciplinary Committee to either exclude the member from the Club completely, or for a fixed period of time, and/or to levy a monetary penalty. The decision of the Disciplinary Committee shall be conveyed to the member through the Secretary of the Club, by posting to him by registered post at his address as appearing in the records of the Club, a letter containing a notification of such resolution.</p>	<p>46A Appointment of Disciplinary Committee</p> <p>3. The Secretary/Jt Secretary shall within a period of 7 days receipt of a written complaint, refer to the Chairman of the Disciplinary Committee all cases of complaints against members who have acted in contravention of the Bye-laws or Articles or who are guilty of misconduct or conduct likely to endanger the harmony or affect the character or stability or interests of the Club. If the Chairman and the Secretary/Jt. Secretary are of the opinion that there exists a prima-facie case against the concerned member, the such opinion shall be recorded and the Chairman of the Disciplinary Committee shall inform the member to appear in person before the Disciplinary Committee, provided that at least fourteen days prior notice is given to the member and that at such meeting the member is given an opportunity to orally or in writing submit any explanation or defence he may think fit</p> <p>1. It shall be within the power of the Disciplinary Committee to exclude such member from the Club until the Disciplinary enquiry is concluded. No legal representation shall be permitted during the Disciplinary Proceedings and</p>	Modified for greater Clarity.



Old Serial No.	New Serial No	Old Article	New Article	Explanation
		<p>2. On passing of such resolution the member shall not have any claim against the Disciplinary Committee or any member thereof or the Club. No adjustment shall be made for any fees or subscription paid in advance.</p> <p>3. In the event of the resolution of the Disciplinary Committee being reversed by the Executive Committee, the member shall be restored to his original status as member, but he shall not have any right of action or claim against the Disciplinary Committee or any member thereof or the Club in respect thereof.</p>	<p>all representations whether oral or written shall be made to the Disciplinary Committee by the member concerned in person or by the members own hand. It shall further be in the power of the Disciplinary Committee to either exclude the member from the Club completely, or for a fixed period of time, and/ or to levy a monetary penalty on completion of the Disciplinary proceedings. The decision of the Disciplinary Committee shall be conveyed to the member through the Secretary of the Club, by posting to him by registered post at his address as appearing in the records of the Club, a letter containing a notification of such resolution.</p> <p>2. On passing of such resolution, the member shall not have any claim against the Disciplinary Committee or any member thereof or the Club. No adjustment shall be made for any fees or subscription paid in advance.</p> <p>3. In the event of the resolution of the Disciplinary Committee being reversed by the Executive Committee, the member shall be restored to his original status as member, but he shall not have any right of action or claim against the Disciplinary Committee, any member thereof, or the Club in respect thereof.</p> <p>8. The detailed guidelines for the Disciplinary Proceedings are elaborated in the Bye-Laws of the Club and shall be followed for all such proceedings</p>	
—	47(5)(C)	—	(C) On his not becoming a Life/ Ordinary member of the Club whenever he is called upon to do so by the Club	Clause added to 47(5)(A) & (B) for Sports Member who cease to be a member of the club on this ground.



Old Serial No.	New Serial No.	Old Article	New Article	Explanation
57(4)	57(4)	Two or matters in requisition. Where two or more distinct matters are specified in the requisition, the provisions of clause (1) above shall apply separately in regard to each such matter, and the requisition shall accordingly be valid only in respect of those matters in regard to which the condition specified in that clause (1) is fulfilled.	Two or more matters in requisition. Where two or more distinct matters are specified in the requisition, the provisions of clause (1) above shall apply separately in regard to each such matter, and the requisition shall accordingly be valid only in respect of those matters in regard to which the condition specified in that clause (1) is fulfilled.	Changes made in Sub Title to give it a correct meaning.
59(2)	59(2)	A General Meeting may be called after giving shorter notice than that specified in sub-clause (1) hereof if consent is accorded thereto by members of the Club having not less than 95 per cent of the total voting power exercisable at that meeting.	A General Meeting may be called after giving shorter notice than that specified in sub-clause (1) hereof if consent is accorded thereto by members of the Club having not less than 95 per cent of the total voting power/ Members as per Section 101 of Companies Act 2013 exercisable at that meeting.	Addition to the clause made as per Companies Act 2013.
67(1)	67(1)	Ordinary Resolution. A resolution shall be an ordinary resolution when at a general meeting of which the notice required under the Act or by these Articles has been duly given, the votes cast (whether on a show of hands, or on a poll, as the case may be) in favour of the resolution (including the casting vote, if any, of the Chairman) by members who, being entitled so to do, vote in person or where proxies are allowed, by proxy, exceed the votes, if any, cast against the resolution by members entitled and voting.	Ordinary Resolution. A resolution shall be an ordinary resolution when at a general meeting of which the notice required under the Act or by these Articles has been duly given, the votes cast (whether on a show of hands, or electronically , or on a poll, as the case may be) in favour of the resolution (including the casting vote, if any, of the Chairman) by members who, being entitled so to do, vote in person or where proxies are allowed, by proxy, exceed the votes, if any, cast against the resolution by members entitled and voting.	Added "Electronically"
67(2)	67(2)	Special Resolution. A resolution shall be a special resolution when (a) the intention to propose the resolution as a special resolution has been duly specified in the notice calling the general meeting or other intimation given to the members of the resolution; (b) the notice required under the Act has been duly given of the General Meeting; and (c) the votes cast in favour of the resolution (whether on a show of hands, or on a poll, as the case may be) by members being entitled so to do, vote in person, or where proxies are allowed by proxy, are not less than three times the number of votes, if any, cast against the resolution by members so entitled and voting.	Special Resolution. A resolution shall be a special resolution when (a) the intention to propose the resolution as a special resolution has been duly specified in the notice calling the general meeting or other intimation given to the members of the resolution; (b) the notice required under the Act has been duly given of the General Meeting; and (c) the votes cast in favour of the resolution (whether on a show of hands, or electronically , or on a poll, as the case may be) by members being entitled so to do, vote in person, or where proxies are allowed by proxy, are not less than three times the number of votes, if any, cast against the resolution by members so entitled and voting.	Added "Electronically"



Old Serial No.	New Serial No	Old Article	New Article	Explanation
83	83	<p>Chairman's casting vote.</p> <p>In the case of an equality of votes whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands take place or at which the Poll is demanded, shall be entitled to a casting vote in addition to his own vote.</p>	<p>Chairman's casting vote.</p> <p>In the case of an equality of votes whether on a show of hands <u>or electronically</u> or on a poll, the Chairman of the meeting at which the show of hands take place or at which the Poll is demanded, shall be entitled to a casting vote in addition to his own vote.</p>	Added "Electronically"
87	87	<p>Documents to be laid on table at Annual General Meeting.</p> <p>At every Annual General Meeting of the Club there shall be laid on the table the Committee Members' Report and audited statement of accounts, Auditors' Report (if not already incorporated in the audited statement of accounts) the proxy register with proxies. The Auditors' report shall be read before the Club in General Meeting and shall be open to inspection by any member of the Club.</p>	<p>Documents to be laid on table at Annual General Meeting.</p> <p>At every Annual General Meeting of the Club there shall be laid on the table the Committee Members' Report and audited statement of accounts, Auditors' Report (if not already incorporated in the audited statement of accounts) the proxy register with proxies. The Auditors' report, <u>where it contains any qualifications or adverse observations or comments</u>, shall be read before the Club in General Meeting and shall be open to inspection by any member of the Club.</p>	This clause is being modified in keeping with good secretarial practice.
100(c)	100(c)	For the years subsequent to the conclusion of the Annual General Meeting, 2013, the Executive Committee of the Club shall consist of not less than nine and not more than Fifteen	For the years subsequent to the conclusion of the Annual General Meeting, 2013, the Executive Committee of the Club shall consist of not less than nine and not more than Fifteen <u>members including office bearers.</u>	Modified for better clarity.
100A	100A	The Executive Committee shall have the power at any time from time to time appoint any other person as a member of the Executive Committee either to fill a casual vacancy or as an addition to the Executive Committee but so that the total number of members of the Executive Committee shall not at any time exceed the maximum number fixed. Any member appointed to fill a casual vacancy shall hold office only upto the date upto which the member in whose place he is appointed would have held office if it had not been vacated. Any member appointed as an additional member shall hold office only upto date of the next Annual General Meeting of the Club but shall be eligible for re-election at such meeting.	The Executive Committee shall have the power at any time from time to time appoint any other person as a member of the Executive Committee either to fill a casual vacancy or as an addition to the Executive Committee but so that the total number of members of the Executive Committee shall not at any time exceed the maximum number fixed. Any member appointed to fill a casual vacancy, <u>which shall subsequently be approved by members in the next immediate general meeting</u> , shall hold office only upto the date upto which the member in whose place he is appointed would have held office if it had not been vacated. Any member appointed as an additional member shall hold office only upto date of the next Annual General Meeting of the Club but shall be eligible for re-election at such meeting.	Modified for better clarity.



Old Serial No.	New Serial No	Old Article	New Article	Explanation
106	106	<p>Casual vacancy.</p> <p>Subject to the provisions of Sections 161 and 169(7) and other applicable provisions (if any) of the Act, if the office of any member of the Executive Committee appointed by the Club in General Meeting is vacated before his term of office will expire in the normal course resulting in a casual vacancy may, in default of and subject to these Articles, be filled by the Executive Committee at a meeting of the Executive Committee and any person so appointed shall hold office only up to the date to which the member of the Executive Committee in whose place he is appointed would have held office if it had not been vacated as aforesaid.</p>	<p>Casual vacancy.</p> <p>Subject to the provisions of Sections 161 and 169(7) and other applicable provisions (if any) of the Act, if the office of any member of the Executive Committee appointed by the Club in General Meeting is vacated before his term of office will expire in the normal course resulting in a casual vacancy may, in default of and subject to these Articles, be filled by the Executive Committee at a meeting of the Executive Committee <u>which shall subsequently be approved by members in the next immediate general meeting,</u> and any person so appointed shall hold office only up to the date to which the member of the Executive Committee in whose place he is appointed would have held office if it had not been vacated as aforesaid.</p>	Modified for better clarity.
119	119	<p>Resolution by circular.</p> <p>No resolution shall be deemed to have been duly passed by the Executive Committee by circulation unless the resolution has been circulated in draft, together with the necessary papers, if any to all the members of the Executive Committee for the time being in the Local Area (not being less in number than the quorum fixed for a meeting of the Executive Committee as the case may be) and has been approved by all or such of them as are entitled to vote on the resolution.</p>	<p>119. Resolution by circular.</p> <p>No resolution shall be deemed to have been duly passed by the Executive Committee by circulation unless the resolution has been circulated in draft, together with the necessary papers, if any to all the members of the Executive Committee for the time being in <u>India as per Section 175 of Companies Act, 2013</u> (not being less in number than the quorum fixed for a meeting of the Executive Committee as the case may be) and has been approved by all or such of them as are entitled to vote on the resolution.</p>	Modified as per Companies Act 2013
—	156(3)	—	<p>A notice may also be served by the Club on any member in the electronic form by sending such notice in the electronic form to the e-mail address registered with the club or through a What's App Message to the Mobile number of member that is registered with the club.</p>	It was felt servicing of documents through electronic form is the necessity in this age and time for prompt and faster communication.

RESOLVED FURTHER THAT any one of the members of the Executive Committee of the Club be and are hereby severally authorised to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution.”

By order of the EXECUTIVE COMMITTEE

Sd/
NITIN L. SHAH
Hon. Secretary
DIN: 00062850

Place : Mumbai

Date : 9th October, 2020

Regd. Office : IL-Palazzo, 10, B. G. Kher Marg, Malabar Hill, Mumbai-400 006.

Notes

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular dated 5th May, 2020 read with General Circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as “MCA General Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Companies Act”) and MCA General Circulars, the AGM of the Club is being held through VC/OAVM.
2. Pursuant to the provisions of the act, a member entitled to attend and vote at AGM of the club is entitled to appoint a proxy to attend instead of himself but the proxy must be a member entitled to vote. Since this AGM is being held pursuant to the MCA General Circulars through VC/OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
3. Members can login and join 15 (fifteen) minutes prior to the scheduled time of Meeting and window for joining shall be kept open until the expiry of 15 (fifteen) minutes after the scheduled time. Members are allowed to participate on first come first serve basis, as participation through video conferencing is limited upto 1000 members only. However, the participation of Directors, the Chairpersons of the Audit Committee, Auditors etc. is not restricted on first come first serve basis.
4. Members attending the AGM through VC/OAVM will be counted for ascertaining the quorum under Section 103 of the Act.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Club at www.malabarhillclub.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. The Explanatory Statement pursuant to Section 102 of the Companies Act relating to the Special Business covered under Item No. 6 & 7 to be transacted at the AGM is annexed hereto. Further, in respect of Resolutions at Item No. 6, a statement giving additional information on the Directors seeking appointment is annexed hereto as required under Secretarial Standard – 2 on General Meeting.
9. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

10. A member wishing to ask any question at the Annual General Meeting relating to the Agenda is requested to send the same in writing to the Hon. Secretary seven clear days before the date of the Annual General Meeting.
11. Any member(s), other than the retiring Executive Committee Members, who intends to propose himself/herself or any other member, who otherwise is eligible to be appointed as an Executive Committee Member, is requested to submit the proposal, pursuant to Section 160 of the Companies Act, 2013, at least 14 days before the date of the Annual General Meeting at the Registered Office of the Club, along with a deposit of Rs. 1 Lakh. Such deposit is refundable if the person proposed, gets elected as an Executive Committee Member or gets more than 25% of the total votes cast. In such eventuality, five members, will be elected out of total candidates i.e. four members retiring by rotation for re-appointment and additional nomination/s received as per this clause. The five members who get maximum votes will be declared elected.
12. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of Companies Act, and all other documents referred to in the Annual Report, will be available in electronic mode. Members can inspect the same by sending an email to malabarhillclub@gmail.com.
13. Pursuant to Section 108 of the Companies Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Club is providing facilities for remote e-voting and voting during the AGM by electronic means to all Members as on the cut-off date i.e 20th November, 2020. All the businesses contained in this Notice may be transacted through abovementioned e-voting facilities, being provided by Central Depository Services Limited (CDSL). Instructions for e-voting are indicated in the e-voting procedure accompanying the Notice
14. The Club has appointed M/s. Manish Ghia & Associates, Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the Annual General Meeting in a fair and transparent manner.
15. Any person who has not received relevant information to exercise e-voting, may obtain the user ID and password by referring to the e-voting instructions in the notice which is available on the Club's website www.malabarhillclub.com and the website of CDSL www.cdslindia.com.
16. In compliance with the aforesaid MCA General Circulars Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Club/ Depository Participant(s). Members who have not yet registered their email addresses are requested to register the same with the Club / Depository Participant(s).
17. The Annual Report including the Notice of the 73rd Annual General Meeting and instructions for e-voting, are being sent by electronic mode to all members whose email addresses are registered with the Club. Members may also note that 73rd Annual Report for the year 2019-20 is also available on the Club's website viz. www.malabarhillclub.com for download.

The instructions for members voting electronically are as under:

- I. Information and other instructions relating to e-voting are as under:

The business set out in the Notice will be transacted through electronic voting system and the Club is providing facility for voting by electronic means.

- (A) In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014,



substituted by Companies (Management and Administration) Amendment Rules, 2015 vide MCA notification dated 19th March, 2015 which have made voting by electronic means mandatory for companies having not less than 1000 members. Since the Club has more than 1000 members, the Club is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Annual General Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (remote e-voting).

(B) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

I. The instruction for members, voting electronically are as under:

- i. The voting period begins on <Tuesday>, <24th November, 2020> at 09.00 a.m. and ends on <Thursday>, <26th November, 2020> at 5.00 p.m. During this period, members of the Club whose name is recorded in the Register of Members, as on the cut-off date i.e. 20th November, 2020 only shall be entitled to cast their votes electronically. The e-voting module shall be disabled for voting thereafter
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders / Members
- iv. Now Enter your User ID provided to you by CDSL for this Annual General Meeting.
- v. Next, enter the Image Verification as displayed and Click on Login.
- vi. Enter your password to be used provided by CDSL through courier/post.
- vii. If you intend to change the password, go to 'Change Password' button.
- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Click on the EVSN of THE MALABAR HILL CLUB LIMITED on which you choose to vote.
- x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xv. In case you have any queries or issues regarding e-voting, write an email to helpdesk. evoting@cdslindia.com.

The details of the process and manner for participating in AGM through VC/OAVM are explained herein below:

- i. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Club will be displayed.
- iii. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
- iv. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- v. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- vi. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **3(three) days prior to meeting** i.e. on or before 23rd November, 2020, mentioning their name, membership no, email id, mobile number at agm@malabarhillclub.com. The members who do not wish to speak during the AGM but have queries may send their queries in advance **7 clear** days prior to meeting, i.e. on or before 19th November, 2020 mentioning their name, Membership No, email id, mobile number at agm@malabarhillclub.com. The Club will reply to these queries suitably by email.
- vii. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- viii. Members can also view AGM through webcast online streaming link available at CDSL voting website after using their log in credentials and selecting EVSN of the Club.

The instructions for shareholders for e-voting during the AGM are as under:

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
 2. Only those members, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
 3. If any Votes are cast by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility , then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.
 4. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- ix. If you have any queries or issues regarding attending AGM & e-voting from the e-voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available



www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Rakesh Dalvi (022-23058542) or Mr. Mehboob Lakhani (022- 23058543). All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022- 23058738 / 022-23058542/43. Members who may require assistance during AGM may contact Mr. Rahul Surve from Awarathon on 8422090292-8626031547.

Details of Scrutinizer and result of e-voting:

- i. The Club has appointed CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Practicing Company Secretaries, Mumbai (Membership No. 6252) to act as the Scrutiniser, to scrutinise the entire e-voting process in a fair and transparent manner.
- ii. The Scrutinizer shall, not later than three days of conclusion of the meeting submit his report of the votes cast in favour or against, to the Chairman or to any Director or Officer who may be authorized by the Chairman for this purpose.
- iii. The Result of the voting shall be declared by the Chairman or any person authorised by the Chairman on or after the receipt of consolidated scrutinizer's report. The result along with the scrutinizer's report will be placed on the club's website, www.malabarhillclub.com and on the website of the CDSL.
- iv. Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of the AGM.

By order of the EXECUTIVE COMMITTEE

Sd/
NITIN L. SHAH
Hon. Secretary
DIN: 00062850

Place: Mumbai
Date: 9th October, 2020

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 6

Mr. Percy Bomanji Daruvala, (DIN: 00059886), who retires by rotation has not offered himself for re-appointment, as a member of the Executive Committee. Hence, the Club wishes to fill in the said vacancy, by appointing some other person as a director liable to retire by rotation, subject to, club receiving a written notice under Section 160(1) of the Act proposing his candidature for the office of Director of the Club along with the requisite amount of deposit is received.

The Club has received a Notice in writing along with the requisite amount of deposit from Mr. Subhash Kulkarni (DIN: 03249032), proposing his candidature for the Office of Director of the Club.

The Club has also received (i) consent in writing from Mr. Subhash Kulkarni, to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 and (ii) Intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Subhash Kulkarni to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.

In the opinion of the Executive Committee, Mr. Subhash Kulkarni, proposed to be appointed as Director fulfils the Condition specified in the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Subhash Kulkarni as a Director pursuant to Section 152 of Companies Act, 2013 and Rules made thereunder and his office shall be subject to retire by rotation.

None of the members of the Executive Committee (directors of the Club) or any key managerial personnel and their respective relatives (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution.

Item No. 7

As the members would be aware, over the recent years there has been a significant increase in the number of compliance requirements and also a shift in the regulatory expectations in the Governance of a Club. Hence, in order to iron out all the possibilities of inconsistencies between the Articles and the provisions of Companies Act, 2013, arising out due to frequent changes made in the Companies Act, 2013, the Committee in its Meeting held on 27th August, 2020, decided to have a complete re-look in to the Articles and Association and invited suggestions from each and every member of the committee including the legal consultants empanelled with the Club.

Further, as per the provisions of Section 14 of the Companies Act, 2013 any amendments, modifications or alterations in the Articles of Association would require the approval of the members of the Club by way of a Special Resolution.

The Executive Committee at its meeting held on 22nd September, 2020 considered the amendments as mentioned in the Table attached along with the Resolution and subject to the approval of the Members approved the alteration to the existing Articles of Association of the Club. Accordingly the Executive Committee recommends the Resolution as set out in Item No. 7 in the accompanying Notice, as Special Resolution for approval of the members.

A copy of the proposed alterations to Articles of Association of the Club and other relevant documents would be available for inspection at the Registered Office of the Club during business hours on any working day up to the date of the ensuing Annual General Meeting.

None of the members of the Executive Committee (directors of the Club) or any key managerial personnel and their respective relatives (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution.

By order of the EXECUTIVE COMMITTEE

Sd/

NITIN L. SHAH

Hon. Secretary

DIN: 00062850

Place : Mumbai

Date : 9th October, 2020

Annexure 1

As required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS – 2), the particulars of Directors who are proposed to be appointed/reappointed and/or whose remuneration is proposed to be approved at this 73rd Annual General Meeting, are given below:

The details of remuneration, wherever applicable, are provided in the respective resolution(s).

Details of the Directors seeking appointment at 73rd Annual General as per the Secretarial Standards issued by the Institute of Company Secretaries of India

Name of Director	Mr. Subhash Kulkarni
DIN	03249032
Date of Birth	10th June 1948
Age	72 years
Qualification	1. Masters of Science from IIT, 1970 2. Finance & Accounting Course from
Experience	Remarkable Career spanning over 38 years, where he was posted to various Government departments both in Central & State on key positions. One of them being Director of Finance, Maharashtra State Electricity Board (MSEB)
Expertise in specific functional areas	Finance
Terms & Conditions of Appointment / Re-Appointment	Appointment in place of Mr. Percy Bomanji Daruvala, (DIN: 00059886), who retires by rotation and does not offer himself for re-appointment, as a member of the Executive Committee
Remuneration Sought to be Paid	NA
Remuneration last drawn, for the financial year 2019-20	NA
Date of First Appointment on the Board	NA
Shareholding in the Club	N.A
No. of Meetings attended during the year	NA
Relationship between Directors inter-se	None
Directorships in other Companies	Director of 360 Degrees Trusteeship Services Pvt. Ltd.
Membership / Chairmanship of committees of all public limited companies including Malabar Hill Club Limited	1

DIRECTORS' REPORT

The Seventy Third Annual Report For The Year Ended 31st March, 2020

To,
The Members,
Malabar Hill Club Limited,
(CIN: U34300MH1947GAPOO5941)

The Executive Committee takes much pleasure in presenting its Seventy Third Annual Report on the working of the Club along with the Audited Statement of Accounts for the financial year ended 31st March, 2020.

Annual General Meeting

The Seventy Second Annual General Meeting of the Club was held at the Registered Office of the Club on **FRIDAY** the **27th SEPTEMBER, 2019** at 4.00 pm when DR.MITIL R. CHOKSHI, President of the Club was in the Chair.

The following members were elected/re-elected as Members of the Executive Committee.

MR. SHIRISH MODY	MR. CHETAN SHAH
MR. ASHOK SHETTY	MR. NITIN SHAH
MR. ANAND KHATAU	

The following Members of the Executive Committee were elected as Office-Bearers for the year 2018-2019.

MR. CHETAN S. SHAH	: President
MR. ANAND M. KHATAU	: Vice-President
MR. KETAN L. SHAH	: Vice-President
MR. NITIN L. SHAH	: Hon. Secretary
MR. ADIL ENGINEER	: Hon. Treasurer
MR. SAMIR UNADKAT	: Jt. Secretary

Highlights of Club's Financial Performance

(Rupees in Crore)

Particulars	As at 31-3-2020	As at 31-3-2019
Reserves and Surplus	134.16	120.20
Net Fixed Assets	7.92	8.58
Investments (in part)	126.24	111.62

Particulars	For the year ended March 2020	For the year ended March 2019
Revenue from operations	17.59	18.01
Other Income	0.87	1.06
Employee Benefit Expenses	11.37	11.64
Establishment Expenses	3.89	3.05
Catering, Amenities & Games Expenses	9.40	9.78
Profit/(Loss) before Tax, Depreciation & other Expenses	(6.20)	(5.40)

Notes on Clubs Financial Performance

- Revenue from operations during the year ending March 2020 amounted to Rs. 17.60 crores as compared to Rs. 18.01 crores for the year ending March, 2019. Other Income for FY 2019-20 was Rs. 0.87 crores.
- The above revenue was majorly utilized toward Employee benefit expenses of Rs. 11.38 crores establishment expenses of Rs. 3.89 crores and Catering, Amenities & Games expenses of Rs. 9.40 crores
- Reserves and Surplus at the end of the March 2020 stood at Rs. 134.16 crores as Compared to Rs. 120.20 crores at the end of March 2019.
- This was allocated for Investments (in part) amounting to Rs. 126.24 crores and net fixed Asset 7.92 crores.

INVESTMENTS

During the year all Cash flows received from the club has been parked into liquid mutual funds to cover short term requirements.

Sr. No.	Particulars	Value as on 1/4/2019	Amt. Invested	Value as on 31/3/2020
1	Liquid Funds	94,112,684.00	—	28,293,550.00
2	Debt Funds	1,394,165,213.00	—	1,600,540,070.00
3	Tax Free Bonds	55,000,000.00	—	55,000,000.00
	Total Portfolio	1,543,277,897.00	—	1,683,833,620.00

Investment Performance Summary

We continue to remain invested in Debt and the market value of the investment portfolio as on 31st March 2020 is approx. Rs. 168.38 Crs. (Rs. 154.32 Crs. As on 1st April 2019)

The Portfolio has a mix of Banking & PSU Debt Funds, Short Term, Corporate Bond Funds, Liquid Funds and Tax Free Bonds.

Since inception our Portfolio has compounded at approx. 8.14% and the Returns for the F.Y. 2019 – 2020 has been approx. 9.18%.

Executive Committee Members

The Executive Committee comprises members who bring to the Board a wide range of experience and skills. On date the total strength of the Executive Committee stands at 15. During the year under review, the Executive Committee met 15 times.

The attendance of the members at the last Annual General Meeting and the Executive Committee meetings is listed below.

Executive Committee Member	No. of meetings attended	Granted Leave	Attended the last A.G.M.
Dr. Mitil R. Chokshi	12	2	✓
Mr. Chetan S. Shah	13	1	✓
Mr. Anand M. Khatau	12	2	✓
Mr. Nitin L. Shah	13	1	✓
Mr. Ketan L. Shah	8	6	✓
Mr. Kirtikumar K. Dayal	13	1	✓
Mr. Homa D. Petit	11	3	✓
Mr. Percy B. Daruvala	11	3	✓
Mr. Shirish B. Mody	13	1	✗
Mr. Harshad C. Vora	12	2	✓
Mr. Adil A. Engineer	12	2	✓
Mr. Raman H. Maroo	6	8	✓
Mr. Ashok N. Shetty	8	6	✓
Mr. Mehul N. Shah	9	5	✓
Mr. Samir J. Unadkat	13	1	✓

Statement on Declaration Given by Independent Directors Under sub-section (6) of Section 149:

In accordance with section 149 of the Companies Act, 2013 and the Rules issued thereunder, there is no requirement to appoint Independent Directors to the club; accordingly, this provision is not applicable to the club.

Statement regarding opinion of the Board with regard to integrity, expertise and experience (including the proficiency) of the independent directors appointed during the year.

In accordance with section 149 of the Companies Act, 2013 and the Rules issued thereunder, there is no requirement to appoint Independent Directors to the club; accordingly, this provision is not applicable to the club.

Retirement by Rotation

In accordance with the provisions of the Companies Act, 2013 and Club’s Articles of Association, Mr. Homa Dinshaw Petit, (DIN: 00115010), Mr. Mehul Navinchandra Shah (DIN: 00368819), Mr. Kirtikumhar Khatau Dayal (DIN: 00052948), Mr. Harshad Chhotalal Vora, (DIN: 00061122), Executive Committee members of the Club, will retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. Mr. Percy Bomanji Daruvala, (DIN: 00059886) will retire by rotation and does not offer himself for re-appointment as member of the Executive Committee.

The Club is not required to appoint any key managerial personnel as defined under the Companies Act, 2013.

Sub-Committees

To enable better and more focused attention to the affairs of the Club, the Executive Committee delegates’ specific matters to designated Sub-Committees.

All the members of the Executive Committee are members of the Balloting Committee, and Building Renovation Sub-committee. All Office Bearers are Ex-officio members of every Sub-committee.



Sub-Committees For The Year 2019-2020

The Office Bearers will be Ex-officio members of each Sub-Committee.

Legal Sub-Committee

Mr. Homa D. Petit-MIC
Mr. Shirish Mody
Mr. Harshad Vora
Mr. Adil Engineer

1. Mr. Ashir Amin
2. Mr. Apurva Shah
3. Mr. Raajeev Sharma
4. Mr. Subhash Kulkarni
5. Mr. Deven Dwarkadas

Catering Sub-Committee

Mr. Ashok Shetty – MIC
Mr. Kirtikumar Dayal
Mr. Ketan Shah
Dr. Mitil Chokshi

1. Mr. Sunil Majithia
2. Mr. Narendra Panchal
3. Mrs. Anjana Jasani
4. Mr. Ashish Mehta
5. Mr. Ravi Rohira
6. Mr. Rajat Doshi
7. Mr. Ashish Rungta

Building, Maintenance Chamber Sub-Committee

Mr. Kirtikumar K. Dayal - MIC
Mr. Ashok Shetty
Mr. Samir Unadkat

H. R. Sub-Committee

Dr. Mitil Chokshi- MIC
Mr. Adil Engineer
Mr.harshad Vora
Mr. Ketan Shah
Mr. Samir Unadkat

1. Mr. Ashish Mehta
2. Mr. Subhash Kulkarni

Entertainment Sub-Committee

Mr. Samit Unadkat – MIC

1. Mr. Sanjay Rajpal
2. Me. Bhairav Sheth
3. Mr. Hemant Toprani
4. Mr. Dhruv Manek
5. Mr. Asit Pandya (SR.CI.)
6. Mrs.sunita Chhabria: Invitee
7. Mrs.anjani Jhaveri: Invitee
8. Mr. Nayan Maskai
9. Mr. Nirad Jhaveri



Finance & Investment Sub-Committee

Dr. Mitil Chokshi – MIC

Mr. Anand Khatau

Mr. Shirish Mody

Mr. Adil Engineer

Mr. Ketan Shah

1. Mr.priyakant Patel
2. Mr. Devang Shah
3. Mr. Rohintaon Cotractor
4. Mr. Kaushik Shanghvi: Invitee
5. Mr. Pranay Desai
6. Mr. Rahul Shah
7. Mr. Akshat A. Pandya

Internal Audit Committee

Mr. Harshad Vora - MIC

Mr. Chetan Shah

Dr. Mitil Chokshi

Mr. Anand Khatau

Mr. Adil Engineer

Mr. Ketan L. Shah

Library Sub Committee

1. Mr. Subhash Kulkarni - MIC
2. Mr. Asit Pandya
3. Mrs. Malini Sheth-Invitee

Sports Sub-Committees

Billiards & Snookers

Mr. Adil Engineer

1. Mr. Rajevee Sharma – MIC
2. Mr. Nitin R. Banka
3. Mr. Kunal Gandhi
4. Mr.manan Shah – Invitee

Table Tennis

Mr. Anand Khatau –TT

1. Mr. Pradip Sunderji – MIC
2. Mr. Raveesh Lilani
3. Mr. Setul Radia

Tennis

Dr. Mitil Chokshi -TN

1. Mr. Aashish Ghia – MIC
2. Mr. Rajnesh Bajaj
3. Mr. Manish Shah

Badminton

Mr. Anand Khatau – MIC

1. Mr. Rohinton Contractor
2. Mr. Rohit Malhotra : Invitee
3. Mr. Kunal Mashru
4. Mr. Saumil Shah
5. Mr. Soham Daruvala

Swimming Pool

Mr. Ashok Shetty – MIC

1. Mr. C. C. Dayal
2. Mr. Uday Dwarkadas
3. Mr. Aashish Ghia
4. Mr. Raveesh Lilani

Health Club

Mr. Ashok Shetty

1. Mr. Hiren Gandhi - MIC
2. Mr. Sanjay Kapur
3. Mrs. Maadhuri Sharma : Invitee
4. Mrs. Lyla Z. Marker

Housie

Mr. Nitin L. Shah -MIC

Mr. Samir Unadkat

1. Mr. Bhagwandas P. Jaising
2. Mr. Nimish Mehta
3. Mr. Mayank Shah - Invitee

Bridge

Mr. Nitin Shah

1. Dr. Rajul Dalal - MIC
2. Mr. Mitran D. Vakil

Card Room

Mr. Nitin Shah

1. Mr. Narendra Panchal-MIC
2. Mr. Shreyas Shah
3. Mr. Harshad Doshi
4. Mr. Sunil Majithia

Yoga

Mr. Nitin L. Shah-MIC

1. Mrs. Vandana Patel - Invitee
2. Mrs. Pooja Zaveri

Cricket

Mr. Ketan L. Shah-MIC

Mr. Nitin Shah

Mr. Mehul Shah

1. Mr. Bhairav Sheth
2. Mr. Mehul Parikh
3. Mr. Vishal Gokani
4. Mr. Vineet Dujodwala
5. Mr. Amit Photographer
6. Mr. Rajiv Gokani
7. Mr. Manan Shah - Invitee
8. Mr. Mihir Varma - Invitee

Permit Room

Mr. Ashok Shetty-MIC

Dr. Mitil Chokshi

1. Mr. Nirad Jhaveri
2. Mr. Nilesh Thakkar
3. Mr. Dhruv Manek

Disciplinary Committee

Mr. Samir Tapia - Chairman

Mr. Sunil Bajaj

Mr. Manav Panchal

Mr. Kashyap Dhuldhoya

Mr. Dilip Parekh

These designated Sub-Committees meet at regular intervals to deliberate on the agendas set before each of the sub-committees.

Minutes of the Sub-Committee meetings are recorded and then presented before the Executive Committee for their decision-making before the actual implementation of their recommendations and proposals.

Each Sub-Committee formulates its own annual budget with freedom to act within the budget once the Executive Committee approves it.

Committee for Prevention and Redressal of Complaints of Sexual Harassment at the Work Place

As per the government notification for all corporate Companies to provide a safe and conducive work environment for its women employees, the club has taken steps and formed a Committee for prevention and Redressal of complaints of sexual harassment of women at the work place for its women employees, consisting of **Ms. Payal Kanojia as Presiding Officer & four members Dr. Mitil Chokshi, Mr. Ketan L. Shah, Mrs. Shilpa Mahadik and Ms. Rasika Kandalkar.** The Club has not received any complaint as envisaged under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

Membership Statistics

April, 2019 to March, 2020								
Particulars	Founder	Life	Ordinary	Total	Service	Corporate	Honorary	Associate
Number On 1-4-2019	255	3074	2508	5837	143	23	1	0
Admitted	—	25	96	121	19	—	0	1
Restored On Register (Reinstated)	—	—	1	1	—	—	—	—
Removed On Account Of Demise	(-1)	(-41)	(-27)	(-69)	—	—	—	—
Removed For Other Causes: U/Article 47(3)	—	1	1	2	—	—	—	—
Retired/Resigned From Membership	—	1	2	3	58	6	—	—
Service Members Converted to Ordinary Member	—	—	—	—	—	—	—	—
* Ordinary Members Converted to Life (38B)	—	14	(-14)	—	—	—	—	—
Number as on 31-3-2020	254	3070	2561	5885	104	17	1	1

Total Number of members: **5885** (not including Service, Corporate, Honorary & Associate)

The above statistics of membership do not include temporary Members.

Comments on Independent Auditor's Report

M/s. A. J. Shah & Co., Chartered Accountants (Firm Registration No. 109477W), Mumbai has been appointed as the Statutory Auditors of the club at the Annual General Meeting held on 30th September, 2016 to hold the office until the conclusion of the Annual General Meeting of the club to be held for the financial year 2020-21.

Further, M/s A. J. Shah & Co., Chartered Accountants, Statutory Auditor, have conducted the audit for the financial year ended March 2020 and have given the Club their audit report. The report of the Auditors is self- explanatory and therefore in the opinion of the Board of Directors i.e. the Executive Committee does not necessitate a further call for any further clarifications.

The Club is further putting in place information technology and automating data systems, which will ensure that any deviations will be kept to a minimum in the future.

Secretarial Audit Report

In accordance with the provisions of section 204 of the Companies Act, 2013 and the Rules issued thereunder, obtaining 'Secretarial Audit Report' from an independent practicing company secretary is not applicable to the club.

Executive Committee's Responsibility Statement

Pursuant to the provisions of section 134(3) read with section 134 (5) of the Companies Act, 2013, with respect to the Executive Committee's Responsibility Statement, it is hereby confirmed that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- The Executive Committee members had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Club at the end of the financial year and of the profit and loss of the Club for that period;

- c) The Executive Committee members had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Club and for preventing and detecting fraud and other irregularities;
- d) The Executive Committee members had prepared the annual accounts on a going concern basis; and
- e) The Executive Committee members had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

Public Deposits

During the year under review, the club has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

Particulars of Loan/ Guarantees given and Investments made and securities provided

The Club has not given any loan or provided guarantee as mentioned under section 186 of the Companies Act, 2013.

Related Party Transactions

During the financial year 2019-20, the Club did not enter into any material related party transactions, i.e. transactions exceeding ten percent of the turnover as per the last audited financial statements. However, the Club has entered into a transaction which is not in its ordinary course of business but at arms length. Hence, accordingly, the disclosure of related party transactions as required under Section 134(3) (h) of the Act in Form AOC-2 is enclosed as Annexure 1.

Annual Evaluation of the Boards Performance

The Club is not a listed Entity. Accordingly, there is no formal annual evaluation of the performance of the Executive Committee and/or that of its sub-committees and individual executive committee members.

Significant and Material Orders

There is no order passed by any regulator or court or tribunal impacting the going concern status and the Club's operations in future.

Holding, Subsidiary & Associate Companies

The liability of the members of the Club is limited by guarantee; accordingly, there is no holding Company. Further, the Club does not have subsidiary & associate Company.

Risk Management

The Club has formed Internal Audit Sub-Committee and Finance and Investment Sub-Committee, who analyse, identify various risks areas, and suggest steps to be taken to mitigate these risk factors. Thereafter the Executive Committee considers their observations and recommendations.

Pursuant to section 134 (3) (n) of the Companies Act, 2013, the Club has formulated a Risk Management Policy / Risk Control Matrix to identify the elements of risk, if any which in the opinion of Executive Committee may threaten the existence of the Club. Risk being an integral part of business, the Club is committed to managing the risks in a proactive and efficient manner. There are no risks, which in the opinion of the Executive Committee affect the Club operations on going concern basis. The Executive Committee periodically reviews the risks and measures are taken for mitigation.

Corporate Social Responsibility

The Ministry of Corporate Affairs notified Section 135 and Schedule VII of the Companies Act, 2013 along with Companies (Corporate Social Responsibility Policy) Rules, 2014, which relate to Corporate Social Responsibility. As the Club does not fulfil the criteria as mentioned under sub-section (1) of Section 135, the provisions relevant to Corporate Social Responsibility are not applicable to the Club.

Nomination and Remuneration Committee

The Ministry of Corporate Affairs notified Section 178 of the Companies Act, 2013, which relate to Nomination and Remuneration Committee. As the Club does not fulfil the criteria as mentioned under sub-section (1) of Section 178, the provisions relevant to Nomination and Remuneration Committee are not applicable to the Club.

Reporting of Frauds by the Auditors

Details in respect of frauds reported by auditors under sub-section (12) of section 143 other than those, which are reportable to the Central Government

Material Changes and Commitments:

During the financial year under review, there are no such events that represent the material changes and commitments of the Club and which affect the financial positions of the Club.

Annual Return:

As required under Section 92(3) of the Act and the Rules made, Annual Return of the Club in prescribed Form MGT-7 is available on the website of the Club at www.malabarhillclub.com.

Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo:

Considering the nature of activities of the Club, there is nothing to report on conservation of energy and technology absorption. During the period under review, the Club has not earned any foreign exchange earnings and there is no foreign exchange outgo.

Obituary

We pay homage to the departed souls of the members who have left us for their heavenly homes. May their souls rest in peace:

Founder Members

F-0716 MR. KHANDKE UMAKANT DATTATRAY

Life Members

L-0075	MR. DARUWALA SHAM T. B.	L-1112	MR. SHAH N. M.
L-0120	MR. SHETH SHASHIKANT C.	L-1122	MR. DALAL ARUNKUMAR SHANTILAL
L-0163	MR. AGGARWAL DEVKUMAR G.	L-1187	MR. NANGALIA RAMGOPAL G.
L-0166	MR. BHAM YACOOB CASSIM	L-1198	MR. AHUJA GOPALDAS PARSRAM
L-0232	MR. DALAL KRISHNAKANT LALLUBHAI	L-1277	MRS. JHAVERI URVASHI JAVAHIRLAL
L-0321	DR. SARAIYA PRATAP RAMANLAL	L-1338	MR. DALAL AMRISH ASHWIN



L-0376	MR. SHAH KHETSHI NATHOOBHAI	L-1457	MR. CHOKSEY SUDHIRKUMAR C.
L-0396	MR. GANDHI NARENDRA I.	L-1466	MR. MEHTA ARUN J.
L-0422	MR. SERRAO FABIAN K.	L-1861	MS. RAHEJA SHIBANI S.
L-0463	MR. KESARIA BHAGWANDAS K.	L-1946	MR. ZAVERI HAROON YAHYA
L-0539	MR. SOLANKI LALCHAND K.	L-2096	MR. DALAL ANAND RAMESHCHANDRA
L-0571	DR. DE'SA CELINE ARTHUR	L-2299	MR. SHROFF MOHAN M.
L-0689	MRS. KASBEKAR VIMAL P.	L-2320	MR. SHAH AJIT H.
L-0694	MRS. PITTIE SAVITA V.	L-2794	MRS. KAJI PRAVINA DINESH
L-0746	MR. SIROYA BAKHTAWAR BASTIMAL	L-2887	MRS. WARERKAR VANDANA VASANT
L-0812	MRS. MASANI MAKI SORAB	L-3114	MR. MEHTA PRAKASH KANTILAL
L-0877	DR. GANDHI VIJAY M.	L-3173	KRS. FAZALBHOY NERMEEN FATEHALI
L-0967	MR. MEHTA DHAVAL YATISH	L-3412	DR. SARAIYA NALINI RAMESH
L-0984	MR. MALADWALA RAFIK B.	L-3416	MRS. SHAH TARULATA NAVINCHANDRA
L-1029	MR. KAPASHI SEVANTILAL S.	L-3441	MRS. MANSETA MANORAMA KANTILAL
		L-3486	MRS. KHANDWALA SNEHLATA DUSHYANT

Ordinary Members

O-0920	MR. DALAL MIHIR CHIMANLAL	O-3286	MRS. SHAH DARSHANA C.
O-0953	MR. SETHNA EDUL DHUNJIBHOY	O-3394	MRS. MEVAWALA JALOO PESI
O-0998	MR. SHAH RANJIT P.	O-3502	MRS. POONEGAR NERGISH DARA
O-1095	MR. SAMPAT INDRASINGH ANANDJI	O-3574	MR. COOPER BOMANSHAW PHIROZE
O-1110	MR. SETNA JAMSHED KHURSHED	O-3792	MRS. BAJAJ KALAVATHI PARMANAND
O-1183	MR. AGRAWAL GHEESALAL DARBARILAL	O-4098	MR. PATEL ARUN SHASHIKANT
O-1288	MR. SCREWVALA SOLI KEKI	O-4235	MR. VAIDYA AMBERISH VASANT
O-1395	MR. KHATAU JAYANTKUMAR	O-4570	MRS. TALAULICAR USHA JAIVANT
O-1925	MR. RAO SAM PHIROZE	O-4820	MRS. PAREKH KANTA BALVANTRAY
O-2233	DR. MODI ATUL MOHANLAL	O-4828	MISTRY ZARIN DADI
O-2326	MR. SHROFF JANAK CHANDRAKANT	O-4869	MRS. NAGPAL PUSHPA LALCHAND
O-2706	MR. NENSEY IMAMODIN SHOKATALI	O-4876	MRS. MEHTA DHUN KEKI
O-3258	MR. ABID-ALI REZA AZAD	O-4896	MRS. JHAVERINIRMALA PUNAMCHAND
		O-5452	MRS. MEHRA URMILA RAMGOPAL

Disclosure relating to Covid -19

World Health Organization (WHO) declared outbreak of Coronavirus Disease (COVID-19) a global pandemic on March 11, 2020. Consequent to this, Government of India declared Lockdown from 22nd March 2020 which impacted the operational activities of the Club. This impact will depend upon future developments that cannot be predicted reliably at this stage. The Global spread of Covid-19 has led to an uncertain and unpredictable path ahead for all of us.

Amidst the tumult of this unprecedented period, our priority has been and will be to safeguard the health and well-being of our Members, employees and our communities. As the lockdown continues further, we are seeing

No Facilities of the club being operational for some time. With No Footfalls and Sales, abetted by higher cost of hygiene and sanitation at our club apart from staff absenteeism due to transport restriction.

However, based on management's current assessment of likely adverse impact on business and financial risks, no significant impact on carrying amounts of inventories, trade receivables, investments and other assets is expected and management believes that the impact is likely to be short term in nature. The Management do not see any medium to long-term risks in the Club's ability to continue as a going concern and meeting its liabilities as and when they fall due. Management will continue to monitor changes in future economic conditions impacting its business.

The full extent to which the pandemic will impact our future financial results will depend on up-coming developments, which are highly uncertain including any new information concerning the severity of the pandemic and action to mitigate its spread as advised by local authorities/government.

The eventual outcome of the impact of the global health pandemic may be different from those estimated as on the date of approval of these Financial Statements.

Disclosure under secretarial standards:

The Club has made adequate Compliances with regards to the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and approved by Central Government under Section 118 (10) of the Companies Act, 2013.

Maintenance of cost records:

Pursuant to the rules made by the Central Government and as per section 148 (1) of the Companies Act, 2013 maintenance of cost records is not applicable to the Club.

Details in respect of adequacy of Internal Financial Controls with reference to the Ind As Financial Statements:

Your Club has in place adequate internal financial controls with reference to the Ind AS financial statements, some of which are outlined below:

- a) Your Directors hereby report that, your Club has maintained adequate internal controls commensurate with its size and its nature of the operation. There are suitable monitoring procedures in place to provide reasonable assurance for accuracy and timely reporting of the financial information and compliance with the statutory requirements. There are proper policies, guidelines and delegation of powers issued for the compliance of the same across the Club.
- b) For the purpose of ensuring accuracy in the preparation of the financials, your Club has implemented various checks and balances like periodic reconciliation of major accounts, review of accounts, obtaining confirmation of various balances and proper approval mechanism.
- c) Your Club has documented all major processes in the area of expenses, bank transactions, payments, statutory compliances and period end financial accounting process. Your Club is continuously putting its efforts to align the processes and controls with the best practices in the industry.

Acknowledgement:

The Executive Committee places on record its appreciation to all the members who actively participated in various programmes and activities organized in the Club and who have made such events a great success.

The Executive Committee places on record its gratitude for the support and valuable guidance given by all the Sub-Committee Members and Members-In-Charge as well as its Advisors.

Our thanks are also due to Vendors and Service Agencies for their timely services to the Club.

The Committee also acknowledges the co-operation of employees at all levels in promoting the in-terest of the Club.

For and on behalf of the Executive Committee

For Malabar Hill Club Limited

Sd/

Mr. Chetan Shah

President

DIN: 00488127

Place: Mumbai

Date: 9th October, 2020

Annexure 1 Form No. AOC-2

(Pursuant to clause (b) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Club with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis- **N.A.**
 - (a) Name(s) of the related party and nature of relationship
 - (b) Nature of contracts/arrangements/transactions
 - (c) Duration of the contracts/arrangements/transactions
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any
 - (e) Justification for entering into such contracts or arrangements or transactions
 - (f) Date of approval by the Board
 - (g) Amount paid as advances, if any:
 - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188
2. Details of material contracts or arrangement or transactions at arm's length basis- **N.A.**
 - (a) Name(s) of the related party and nature of relationship
 - (b) Nature of contracts/arrangements/transactions
 - (c) Duration of the contracts/arrangements/transactions
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any:
 - (e) Date(s) of approval by the Board, if any:
 - (f) Amount paid as advances, if any:
3. Details of non-material contracts or arrangement not in the ordinary course of business but at arm's length basis-
 - (a) Name(s) of the related party and nature of relationship- Mr. Ashok Shetty, Director
 - (b) Nature, duration of the contracts and particulars of the contract or arrangements- Cost of Recycling of overflow and Backwash water as per recommended tender of Ecosyss Hydro Processing System
 - (c) Salient terms of the contracts or arrangements or transactions including the value, if any: Value of the Contract- Rs. Rs 22,60,000 (Rupees Twenty Two Lakhs Sixty Thousand)
 - (d) Amount paid as advances, if any: NIL
 - (e) Justification for entering into such contracts or arrangements or transactions - The Club is already using the said Equipment for past 5 years and had an very good experience with it, further the Club is procuring the equipment at discount price of 10% when compared to the price made available to the third parties.
 - (f) Date of approval by the Board/Executive Committee- 26th March, 2020
 - (g) Date on which the special resolution was passed in general meeting as required under first proviso to section 188- Not Applicable, since the transaction does not exceed the threshold limit as specified under section 188 of the Act.



Independent Auditor's Report

To The Members, of

Malabar Hill Club Limited

(A Company Limited by Guarantee)

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **MALABAR HILL CLUB LIMITED** (“the Company”), which comprise the balance sheet as at **31st March 2020**, and the Statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at **March 31, 2020**, and profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to Note 24G of the financial statements, regarding the uncertainties arising out of the outbreak of COVID-19 pandemic and the assessment made by the management on the company's business, financials and solvency for the year ended March 31, 2020, this assessment and the outcome of the pandemic is as made by the management and is highly dependent on the circumstances as they evolve in the subsequent periods. Our opinion is not modified in respect of this matter.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Executive Committee is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon.

The Annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for Standalone Financial Statements

The Company's Executive Committee is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Executive Committee are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operative effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material

uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matter

In view of the outbreak of Coronavirus (Covid-19) pandemic and the measures taken to contain the spread of the virus:

- a) The audit processes were carried out based on the remote access and necessary records made available through digital medium and is relied on for issuing this report.
- b) The year-end physical verification of inventory on the date of the Balance Sheet could not be conducted but was carried out by the management on 08th May, 2020 and 11th May, 2020. The same was reconciled with the inventory as per Books of Accounts as on 31st March, 2020.

We were unable to observe the said verification of inventory carried out on those dates by the Management. However, we have performed alternate procedures such as inspection of supporting documentation relating to purchases and sales, to verify the existence of inventory as per the guidance provided in SA 501 "Audit Evidence- Specific Considerations for Selected Items" issued by the Institute of Chartered Accountants of India and have obtained sufficient appropriate audit evidence to issue our unmodified opinion on these Standalone Financial Results.

Our opinion is not modified with respect to the above matters.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act 2013, we give in the **Annexure I** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- (a) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
- (b) The Balance Sheet and the Statement profit and loss dealt with by this Report are in agreement with the books of account.
- (c) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.



- (d) On the basis of the written representations received from the Executive Committee Members as on 31st March, 2020 taken on record by the Executive Committee, none of the Executive Committee members are disqualified as on 31st March, 2020 from being appointed as an Executive Committee member in terms of Section 164 (2) of the Act.
- (e) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **Annexure II**.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 24B(1) (2) and (3) to the financial statements
 - ii. The Company does not have any long-term contracts including derivative contracts.
 - iii. Since the company is limited by guarantee, the company does not have any shareholders and cannot distribute its profits to the shareholders and therefore the said Rule 11(c) is not applicable to the Company.

For **A. J. Shah And Company,**
Chartered Accountants
Firm Registration No: 109477W

Rajesh V. Shah
Partner
Membership No. 31475
UDIN: 20031475AAAAFA9000

Place: Mumbai
Date: 9th October, 2020



Annexure - I To The Independent Auditor's Report

Referred to in paragraph 1 under “Report on other legal and regulatory requirements” of our report of even date

- i. a. The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets in respect of Fixed Assets purchased after 1st April, 2005. As explained to us, the company is in process of identifying and building up records with the aggregate value showing quantitative details and locations of the same in respect of fixed assets purchased prior to 1st April, 2005. As informed by the management, the reconciliation of the aggregate value of assets purchased prior to 1st April, 2005 with the value of individual items is still under preparation.
- b. As explained to us, the physical verification of fixed assets purchased during the year 2019-20 has been carried out by the management during the year and no major discrepancies were reported by them.

Physical verification of fixed assets purchased after 01st April 2018 till 31st March 2019 was carried out by the management in the previous year 2018-19.

Physical verification of fixed assets purchased after 1st April 2005 till 31st March 2018 was carried out by the management in the previous year 2017-18.

Physical verification has not been conducted in respect of assets purchased prior to 1st April, 2005. The discrepancy if any will be arrived at only after the reconciliation of physical verification of assets with the book records is complete.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are still in the erstwhile name of W.I.A.A. Limited, though the name has been subsequently changed to Malabar Hill Club Limited.
- ii. a) Because of lockdown due to COVID-19, the year-end physical verification of inventory could not be conducted as on the date of Balance Sheet, but the same was carried out by the management on 08th May, 2020 and 11th May, 2020 after resumption of operations and reconciled with the inventory as on 31st March, 2020.
- b) The discrepancies noticed on physical verification of the inventory as compared to books records were not material and have been properly dealt with in the books of account.
- iii. As per the information and explanation given to us, the Company has not granted loans, secured or unsecured to companies, firms, Limited Liability Partnerships or parties covered in the register maintained under section 189 of the Act. Accordingly, provisions of clause 3(iii) (a), (b) and (c) are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the company does not have any transaction which requires compliance with the provisions of section 185 and 186 of the Companies Act, 2013. Hence reporting under this clause is not applicable.
- v. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- vi. According to the information and explanations given to us, the Central Government has not specified maintenance of cost records under Section (1) section 148 of the Act. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.



- vii. a. According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Goods and Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2020 for a period of more than six months from the date on when they become payable.
- b. As per the information and explanation given to us, there are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Goods and Service Tax, Customs duty, Excise Duty, Value Added Tax or cess which have not been deposited on account of any dispute, other than those amounts disclosed below:

Statute	Nature of Dues	Period to which Amount relates	Amount (In Rs.)	Forum where dispute is pending
The Income-tax Act, 1961	Income-tax	Assessment year 1999-2000	18,40,125/-	The Assessing Officer has to pass an Order giving effect to the Order dated 30 January 2017 passed by the Income-tax Appellate Tribunal ('ITAT') fully allowing the appeal against the Order dated 05 October 2007 passed by the Commissioner of Income-tax (Appeals) ['CIT(A)'] in the appeal against the Order dated 20 March 2006 passed u/s. 143(3) r.w.s. 147 of the Income-tax Act, 1961 ('The Act'). On giving effect to the ITAT Order, the club will be entitled to a refund.
The Income-tax Act, 1961	Income-tax	Assessment Year 2003-2004	2,37,510/-	In terms of an Order dated 27 March 2018 passed to give effect to the order dated 30 November 2015 passed by ITAT dismissing the departmental appeal filed against the CIT (A)'s Order dated 14 October 2011 in appeal against the Assessment Order dated 16 December 2010 passed u/s. 143(3) of the Income Tax Act, 1961, has been passed in terms of which a sum of Rs 2,77,660/- is payable by the Club.



Statute	Nature of Dues	Period to which Amount relates	Amount (In Rs.)	Forum where dispute is pending
				The Order dated 27 March 2018 suffers from various errors apparent on records. A rectification application dated 21 August 2018 has been filed, however, the same has, as yet, not been acted upon.
The Income-tax Act, 1961	Income-tax	Assessment Year 2004-2005	20,55,352	<p>The Assessing Officer has to pass an order giving effect to the order dated 26 August 2015 passed by the ITAT in appeal against the order dated 12 December 2011 passed by the CIT(A) in appeal against the Order dated 16 December 2010 passed u/s. 143(3) r.w.s. 147 of the Act.</p> <p>A sum of Rs 5,27,830 has been refunded to the Club vide the "Income-tax Refund Order Advice" dated 31 July 2019, however, the Order giving effect has, as yet, not been passed- an email dated 07 August 2020 has been sent to the Assessing Officer requesting to pass an order giving effect to the ITAT Order.</p>
The Income-tax Act, 1961	Income-tax	Assessment Year 2005-2006	6,95,039	<p>The Assessing Officer has to pass an order giving effect to the order dated 26 August 2015 passed by the ITAT allowing the appeal against the order dated 27 November 2009 passed by the CIT(A) in appeal against the Order dated 30 December 2008 passed u/s. 143(3) r.w.s. 147 of the Act.</p> <p>On giving effect to the ITAT Order, the Club will be entitled to a refund.</p>



Statute	Nature of Dues	Period to which Amount relates	Amount (In Rs.)	Forum where dispute is pending
The Income-tax Act,1961	Income-tax	Assessment Year 2010-2011	1,90,21,290	<p>In terms of the Order dated 30 March 2013 passed u/s. 143(3) of the Act, a sum of Rs. 1,90,21,290/- is determined as payable by the Club.</p> <p>The CIT (A) vide his order dated 02 March 2015 fully allowed the appeal filed by the Club against the Order dated 30 March 2013</p> <p>An appeal was filed to the ITAT by the Income Tax department against the CIT(A)'s order dated 2nd March, 2015 which was dismissed by the ITAT vide its order dt 30th December, 2015 due to low tax effect.</p> <p>A miscellaneous application was filed by the Income Tax department challenging the ITAT order dated 30th December, 2015, which was allowed by the ITAT vide its order dated 3rd May, 2019 and the original appeal has been restored for hearing on merits.</p> <p>The said appeal was argued out and the hearing was conducted and considered as heard on 13 February 2020, however, the ITAT Order is, as yet, awaited.</p>



Statute	Nature of Dues	Period to which Amount relates	Amount (In Rs.)	Forum where dispute is pending
The Income-tax Act, 1961	Income-tax	Assessment year 2012-13	4,86,04,150/-	<p>In terms of the Order dated 27 March 2015 passed u/s. 143(3) of the Act, a sum of Rs. 4,86,39,290/- is determined as payable by the Club.</p> <p>The CIT(A) vide his order dated 28 October 2016 partly allowed the appeal filed by the Club against the Order dated 27 March 2015. On giving effect to the CIT(A)s Order dated 28 October 2016, the demand will stand reduced to rupees 34,740,574/-</p> <p>Further, an appeal has been filed by the Club to the ITAT against the CIT(A) Order dated 28 October 2016.</p> <p>The said appeal was argued out and the hearing was concluded and considered as heard on 13 February 2020 however, the ITAT Order is, as yet, awaited.</p>
Finance Act,1994	Service Tax	Sept, 2006 to March, 2010	66,40,384/-	Service Tax Commissioner
Finance Act,1994	Service Tax	April, 2010 to March, 2011	20,42,228/-	Service Tax Commissioner
Finance Act,1994	Service Tax	July 2012 to March 2017	1,60,750/-	Service Tax Commissioner
MVAT Act, 2002	Value Added Tax	April, 2014 to March, 2015	29,23,439/-	Joint Commissioner of Sales Tax – Appeals.

- viii. According to the information and explanations provided to us the Company has neither taken any loans from any financial institutions/banks nor issued any debentures. Hence, provisions of clause 3(viii) are not applicable to the Company.
- ix. According to information and explanation given to us and based on the records examined by us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Hence, provisions of clause 3(ix) are not applicable to the Company.



- x. According to the information and explanations given to us by the management, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- xi. According to information and explanation provided to us and based on the records examined by us, the Company has not paid/provided for managerial remuneration during the year. Hence, provisions of clause 3(xi) are not applicable to the Company.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.
- xiii. According to the information and explanation provided to us and based on our examination of records of the Company, all transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, as the Company is limited by guarantee, the provisions of clause 3(xiv) of the Order are not applicable.
- xv. According to the information and explanation provided to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with the Executive committee members or persons connected with them. Accordingly, provisions of clause 3(xv) of the Order are not applicable.
- xvi. The company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3(xvi) of the Order are not applicable to the Company.

For and on behalf of
A. J. Shah And Company,
Chartered Accountants
Firm Registration No: 109477W

Rajesh V. Shah
Partner
Membership No. 31475
UDIN: 20031475AAAAFA9000

Place: Mumbai
Date: 9th October, 2020

Annexure-II to the Independent Auditor's Report

Referred to in paragraph 2(f) under “Report on other legal and regulatory requirements” of our report of even date

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **Malabar Hill Club Limited** (“the Company”) as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the



company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and Executive committee members of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of
A. J. Shah And Company,
Chartered Accountants
Firm Registration No: 109477W

Rajesh V. Shah
Partner
Membership No. 31475
UDIN: 20031475AAAAFA9000

Place: Mumbai
Date: 9th October, 2020

Balance Sheet as at 31st March, 2020

Particulars	Note No	As at 31st March, 2020 (Amt in Rs.)	As at 31st March, 2019 (Amt in Rs.)
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Reserves and Surplus	2	1,341,634,764	1,201,986,826
(2) Non-Current Liabilities			
(a) Other Long term liabilities	3	9,411,397	8,949,035
(b) Long-Term Provisions	4	17,340,072	14,395,600
(3) Current Liabilities			
(a) Trade payables	5		
(A) Total outstanding dues of micro enterprises and small enterprises		648,833	1,868,285
(B) Total outstanding dues of creditors other than micro enterprises and small enterprises		11,058,862	14,302,476
(b) Other current liabilities	6	92,170,202	91,228,015
(c) Short Term provisions	7	7,125,199	5,486,470
Total		1,479,389,328	1,338,216,707
II. Assets			
(1) Non-current assets			
(a) Property, Plant and Equipment (Fixed assets)			
(i) Tangible assets	8	79,231,951	85,750,605
(b) Non-current investments	9	54,289,940	54,289,940
(c) Deferred tax assets (net)	10	8,294,379	6,648,739
(d) Other non-current assets	11	7,074,935	24,586,376
(2) Current assets			
(a) Current investments	12	1,289,322,529	1,133,125,886
(b) Inventories	13	5,893,742	5,853,487
(c) Trade receivables	14	9,945,458	10,725,405
(d) Cash and Bank Balances	15	11,534,153	6,574,525
(e) Short-term loans and advances	16	4,983,261	2,800,923
(f) Other current assets	17	8,818,980	7,860,822
Total		1,479,389,328	1,338,216,707
Significant Accounting Policies & Notes to Accounts	1-24		

As per our report of even date attached

For **A. J. Shah & Company**
Chartered Accountants
(Firm Registration. No. 109477W)

Rajesh V. Shah
Partner
(Membership No. 031475)

Place : Mumbai
Date : 9th October, 2020

For and on behalf of the Executive Committee

President
Chetan S. Shah
(DIN No.: 00488127)

Hon. Treasurer
Adil Engineer
(DIN No.: 00832654)
Chief Operating Officer
Payal Y. Kanojia

Vice President
Anand Khatau
(DIN No.: 03225544)

Jt. Hon. Secretary
Samir Unadkat
(DIN No.: 00606289)
Financial Controller
Franak C. Bulsara

Vice President
Ketan L. Shah
(DIN No.: 00083326)

Place : Mumbai
Date : 9th October, 2020

Statement of Profit And Loss for The Year Ended 31st March, 2020

Particulars	Note No	As at 31st March, 2020 (Amt in Rs.)	As at 31st March, 2019 (Amt in Rs.)
I. Revenue from operations	18	175,969,564	180,128,971
II. Other Income	19	8,663,158	12,686,010
III. Total Revenue (I +II)		184,632,722	192,814,980
IV. Expenses:			
Establishment expenses	20	38,904,401	30,519,812
Catering, Amenities and games expenses	21	93,953,858	97,794,225
Employee benefit expenses	22	113,762,075	116,437,615
Depreciation	8	12,830,117	15,286,982
Other expenses	23	22,270,976	25,401,448
Total Expenses		281,721,427	285,440,082
V. Profit before exceptional and extraordinary items and tax (III - IV)		(97,088,705)	(92,625,102)
VI. Exceptional Items			
Profit on Redemption of Mutual Funds		153,888,757	—
VII. Profit/(Loss) before tax		56,800,052	(92,625,102)
VIII. Tax expense:			
(1) Current tax			
(2) Deferred tax		1,645,640	(1,106,068)
(3) Prior years		—	19,775
IX. Profit/(Loss) for the period (VII + VIII)		58,445,692	(93,711,394)
Significant Accounting Policies & Notes to Accounts	1-24		

As per our report of even date attached

For **A. J. Shah & Company**
Chartered Accountants
(Firm Registration. No. 109477W)

Rajesh V. Shah
Partner
(Membership No. 031475)

Place : Mumbai
Date : 9th October, 2020

For and on behalf of the Executive Committee

President
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(DIN No.: 00488127)

Hon. Treasurer
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Vice President
Ketan L. Shah
(DIN No.: 00083326)

Place : Mumbai
Date : 9th October, 2020

Cash Flow Statement for the year ended 31st March, 2020

Particulars	For the year ended 31st March, 2020 (Amount in Rs)	For the year ended 31st March, 2019 (Amount in Rs)
A. Cash Flow From Operating Activities :		
Net Profit/(Loss) before taxation and extraordinary items as per statement of Profit & Loss	56,800,052	(92,625,102)
Adjustments for :		
Depreciation	12,830,117	15,286,982
Corporate Entrance Fees Trasferred to Profit and Loss	(10,834,172)	(10,032,598)
Interest Income	(4,771,088)	(4,769,217)
Dividend Income	—	(14,609)
(Profit)/Loss on Sale of Asset	29,957	—
Surplus on Redemption/ Switch over of Mutual Fund	—	(498,856)
Operating Profit/(Loss) before working capital changes	54,054,866	(92,653,399)
Working Capital Changes:		
1 (Increase)/ Decrease in Current Investments	(156,196,643)	(60,498,856)
2 (Increase)/ Decrease in Inventory	(40,255)	(267,397)
3 (Increase)/ Decrease in Trade Receivables	779,947	5,043,028
4 (Increase)/ Decrease in Other Current assets	(3,274,776)	774,763
5 Increase/ (Decrease) in Trade Payables	(4,463,066)	86,748
6 Increase / (Decrease) in Other Current Liabilities	942,186	(12,518,990)
7 (Increase)/ Decrease in Other Liabilities and Short Term Provision	4,583,201	4,521,579
Cash Generated From/(used in) Operations	(103,614,539)	(155,512,524)
Income Tax Paid (Net of Refund)	17,645,721	(854,999)
Net Cash From/ (used in) Operating Activities (A)	(85,968,818)	(156,367,523)

Particulars	For the year ended 31st March, 2020 (Amount in Rs)	For the year ended 31st March, 2019 (Amount in Rs)
B. Cash Flow From Investing Activities :		
Purchase of Fixed Assets	(6,214,671)	(2,581,822)
Sale of Fixed Assets	402,449	
Depreciation on Sale of Assets	(353,973)	
Profit/(Loss) on Sale of Asset	(29,957)	
Interest Income	4,771,088	4,769,217
Dividend Income	—	14,609
Surplus on Redemption/ Switch over of Mutual Fund	—	498,856
Net Cash From/ (used in) Investing Activities (B)	(1,425,064)	2,700,860
C. Cash Flow From Financing Activities :		
Entrance Fee Received	91,891,150	149,317,137
Deposits taken and refunded	462,362	(500,000)
Net Cash From / (Used In) Financing Activities (C)	92,353,512	148,817,137
Net Increase / (Decrease) In Cash And Cash Equivalents (A+B+C)	4,959,629	(4,849,526)
Cash And Cash Equivalents At The Beginning Of The Year	6,574,525	11,424,051
Cash And Cash Equivalents As At The End Of The Year	11,534,153	6,574,525

Subject to our report of even date attached

For **A. J. Shah & Company**
Chartered Accountants
(Firm Registration. No. 109477W)

Rajesh V. Shah
Partner
(Membership No. 031475)

Place : Mumbai
Date : 9th October, 2020

For and on behalf of the Executive Committee

President
Chetan S. Shah
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Financial Controller
Franak C. Bulsara

Vice President
Ketan L. Shah
(DIN No.: 00083326)

Place : Mumbai
Date : 9th October, 2020

Notes Forming Part of Financial Statements for the year ended 31st March, 2020

Note No. 1 Significant Accounting Policies

1. Basis of Accounting

- i) The Financial Statements have been prepared in accordance with the historical cost convention and generally accepted accounting standards and practices, applicable.
- ii) The Company follows accrual system of accounting except Chawl rent which is recognized on receipt basis.
- iii) Payments to Contractors for work under progress are treated as advances.

2. Disclosure of Accounting Policies (AS 1):

Preparation & Presentation of Financial Statements

The financial statements have been prepared under historical cost convention on accrual basis to comply in all material aspects with the applicable accounting principles in India. Pursuant to Section 133 of the Companies Act, 2013 read with the Rule 7 of Companies (Accounts) Rules, 2014 and provisions of the companies Act, 2013 (to the extent notified).

3. Valuation of Inventories (AS 2):

Inventories of Provision items, consumables & Beverages are valued at Weighted Average Cost. Used and disposable sports materials, if any are valued at estimated realizable value.

4. Cash Flow Statement (AS 3):

Consequent to the enactment of Companies Act, 2013, the company has prepared Cash Flow Statements which forms a part of the Financial Statements.

5. Contingencies & Events occurring after the Balance sheet date (AS 4)

Events occurring after the date of the Balance Sheet, which provide further evidence of conditions that existed at the balance sheet date or that arouse subsequently, are considered upto the date of approval of accounts by the Executive Committee, where material.

Adjustments are made to assets and liabilities for events which occur after balance sheet date which provide added information substantially affecting the determination of the amounts which relates to the conditions that existed at balance sheet date.

6. Net Profit or Loss for the Period, Prior Period Items and Change in Accounting Policies (AS 5):

Prior period Items which arise in the current period as result of error or omission in the preparation of Prior Period's Financial Statements are separately disclosed in the current statement of Profit & Loss. However, differences in actual income/expenditure arising out of over or under estimation in prior period are not treated as prior period income/expenditure.

7. Property, Plant and Equipment (Fixed Assets) and Depreciation (AS 10):

Property, Plant and Equipment are initially recognized at cost and are stated at original cost less accumulated depreciation. Cost includes all direct cost attributable to acquisition, installation and commissioning.

Property, Plant and Equipment costing less than Rs. 5,000/- are provided with 100% depreciation in the year of purchase.

Depreciation is provided on a pro-rata basis for all tangible assets on straight line method over the useful life of assets. Further, Depreciation has been provided under the Straight Line Method at the rates prescribed in the Schedule II to the Companies Act, 2013 for Hotels, Restaurants and Meeting Halls etc. on two shifts basis wherever applicable.

Depreciation on addition to assets and assets sold during the year is being provided for on a pro rata basis in which such asset is added or sold as the case may be.

Effective April, 2014, estimated useful life of property, plant and equipment has been realigned as per schedule II of the Companies Act, 2013. The details of estimated useful life assets (aligned with schedule II to the companies act, 2013) are as under;

Description of Assets	Type of Assets	Estimated useful life of assets (w.e.f.) 01.04.2014
Building	Tangible	30 Years
Swimming Pool Equipment	Tangible	15 Years
<u>Plant and Machinery</u>		
— Computers Servers	Tangible	6 Years
— Others	Tangible	3 Years
— Electrical Installation	Tangible	10 Years
— Other Plant and Machinery	Tangible	15 Years
Furniture and Fixtures	Tangible	10 Years

8. Construction Contract (AS 7):-

The company is not engaged in the business of construction. Hence, no disclosure is required under this accounting Standard.

9. Revenue Recognition (AS 9):-

- i) Entrance fees received from individual Members who are elected during the year and who accept membership are capitalized to General Reserve.
- ii) Unexpired portion of Entrance Fees received from Corporate Members is carried to Corporate Entrance Fees Reserve and the expired portion is transferred to Statement of Profit & Loss.
- iii) Revenue from operations is shown net of Taxes.

10. The Effects of Changes in Foreign Exchange Rates (AS 11):-

The Company does not have any transactions which require compliance under this accounting standard.

11. Accounting For Government Grants (AS 12):-

The Company has not received any subsidies, cash incentives or grants from government.

12. Accounting Investments (AS 13):-

Non-Current investments are accounted for at cost of acquisition. Provision, if any required, is made if diminution in value of investments is not considered temporary. Current investments are valued at cost or market value (NAV in case of mutual funds) whichever is lower. Profit/Loss on sale of investments is calculated and accounted on the basis of weighted average method as prescribed in AS -13.

13. Accounting for Amalgamation (AS 14):-

Since the Company has not entered into any kind of amalgamation no disclosure is required under this Accounting Standard.

14. Employee Benefits (AS 15):-

- i) Employee benefits are recognized as an expense in the statement of profit and loss of the year in which the related service is rendered.
- ii) Current/Non-current employee benefits (Gratuity & Leave Encashment) are recognized as an expense in the statement of profit and loss for the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable determined using actuarial valuation methods.

15. Borrowing Cost (AS 16):-

The Company does not have any borrowing cost. Hence, this accounting standard is not applicable.

16. Segment Reporting (AS 17):-

The Company does not have multiple business and/or geographical segments and hence no disclosure is required.

17. Related Party Disclosures (AS 18):-

The company does not have any transactions with related parties as mentioned in Note 24 A to Financial Statements.

18. Accounting for Lease (AS 19):-

The Company does not have any transactions which are required to be disclosed under this Accounting Standard. Hence, this accounting standard is not applicable.

19. Earning per share (AS 20):-

Since the Company is a Company limited by guarantee, there is no share capital. Hence, this accounting standard is not applicable.

20. Consolidated Financial Statements (As 21), Accounting for Investments in Associates in Consolidated Financial Statements (AS 23) & Financial Reporting Of Interest In Joint Venture (AS 27):-

The company does not have any parent or subsidiaries, hence it is not required to prepare consolidated Financial Statements.

The company neither has any investments in any Associate enterprise nor has any interest in any Joint Venture.

These Accounting standards are not applicable.

21. Accounting for Taxes on Income (AS 22):-

Provision for tax is made taking into account income for the year as well as on Taxable portion of Entrance Fees from Life members elected, if any.

Deferred Tax resulting from timing differences between books profits and Tax profits is computed for at current rates of tax to the extent timing difference are expected to crystallise, in case of deferred tax liabilities with reasonable certainty and in case of deferred tax assets with virtual certainty that there would be adequate taxable income against which such deferred tax assets can be realised.

22. Discontinuing Operations (AS 24):-

As there are no discontinuing operations hence, reporting under this Accounting Standard is not required.

23. Interim Financial Reporting (AS 25):-

Since, the company is not a listed company. This accounting standard is not applicable.

24. Intangible Assets (AS 26):-

Since the company does not have any intangible assets no disclosure is required under this Accounting Standard.

25. Impairment of Assets (AS 28):-

Consideration is given at each Balance Sheet date to determine whether there is any indication of impairment of the carrying amount of the assets/ cash generating units.

If any indication exists, an impairment loss is recognized when the carrying amount exceeds the greater of net selling price and value in use.

26. Provision, Contingent Liabilities & Contingent Assets (AS 29):

A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent Liabilities are not recognized but are disclosed in the notes.

Contingent Assets are neither recognized nor disclosed in the financial statements.

27. Current Assets – Trade Receivables: -

Company follows the practices of write off / write back of Members' balances outstanding for more than three years if any.



Notes forming part of the Balance Sheet as at 31st March, 2020

Note 2

RESERVES AND SURPLUS	As at 31st March, 2020 (Amt in Rs)	As at 31st March, 2019 (Amt in Rs)
Capital Reserve (As per last Balance Sheet)	1,800,000	1,800,000
Entrance Fees Reserve		
Entrance Fees from Founders, Life & Ordinary Members:		
Balance as per last Balance Sheet	1,541,167,184	1,401,850,047
Add: Entrance Fees received during the year		
1. From Life Members	11,789,500	36,616,010
2. From Ordinary Members	80,101,650	102,701,127
	16,33,058,334	15,41,167,184
Corporate Entrance Fees Reserve		
Opening Balance	51,924,838	51,957,436
Add: Entrance Fees received during the year	—	10,000,000
Less : Transferred to Statement of Profit & Loss (Refer Note 24F)	10,834,172	10,032,598
	41,090,666	51,924,838
Statement of Profit and loss		
Opening balance	(392,905,196)	(299,193,802)
(Debit)/Credit Balance Of Statement of Profit & Loss	58,445,692	(93,711,394)
Depreciation Adjustment for Prior Years	145,268	—
	(334,314,236)	(392,905,196)
	1,341,634,764	1,201,986,826

Note 3

OTHER LONG TERM LIABILITY	As at 31st March, 2020 (Amt in Rs.)	As at 31st March, 2019 (Amt in Rs.)
Unsecured Others:		
1 Security Deposits From Suppliers/Contractors	811,397	149,035
2 Sports Members Refundable Deposit	8,600,000	8,800,000
TOTAL	9,411,397	8,949,035

Notes forming part of the Balance Sheet as at 31st March, 2020

Note 4

LONG TERM PROVISIONS	As at 31st March, 2020 (Amt in Rs.)	As at 31st March, 2019 (Amt in Rs.)
Provision for Employee benefits		
Leave Encashment	16,214,554	14,038,658
Gratuity	1,125,518	356,942
TOTAL	17,340,072	14,395,600

Note 5

TRADE PAYABLES	As at 31st March, 2020 (Amt in Rs.)	As at 31st March, 2019 (Amt in Rs.)
1 Outstanding Dues of Micro Enterprises and Small Enterprises	648,833	1,868,285
2 Outstanding dues of creditors other than Micro and Small Enterprises For Goods & For Expenses	11,058,862	14,302,476
	11,707,695	16,170,761

Note 5.1 Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2019-20, to the extent the company has received intimation from the “Suppliers” regarding their status under the Act

Sr. No	Particulars	As At 31st March, 2020 (Rupees)	As At 31st March, 2019 (Rupees)
(i)	Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year (but within due date as per the MSMED Act)		
	Principal amount due to micro and small enterprise	648,833	1,868,285
	Interest due on above	—	—
(ii)	The amount of interest paid by the Company in terms of Section 16 of the Micro, Small and Medium enterprises Development Act, 2006 along-with the amount of the payment made to the supplier beyond the appointed day during the period		
(iii)	The amount of interest due and payable for the period of the delay in making payment (where the principal has been paid but interest under the MSMED Act, 2006 not paid);		
(iv)	The amount of interest accrued and remaining unpaid at the end of each accounting year		
(v)	The amount of further interest due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises, for the purpose of disallowance as a deductible expenditure under section 23.		



Notes forming part of the Balance Sheet as at 31st March, 2020

Note 5.2 Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management. Out of the total dues of Rs. 6,48,833 of Micro and Small Enterprises, amount remaining unpaid at the end of accounting year within due date as per the MSMED ACT is Rs. 337,500 and balance amount remaining unpaid i.e., Rs. 311,333 is either due to dispute with the party and communicated in writing to them or delay in making payment due to lockdown in view of COVID 19 pandemic.

Note 6

OTHER CURRENT LIABILITIES		As at 31st March, 2020 (Amt in Rs.)	As at 31st March, 2019 (Amt in Rs.)
1	Members' Credit Balances & Deposits	11,925,945	13,278,351
2	Entrance Fees Received In Advance from applicants for membership	66,405,023	47,936,001
3	Income Received in Advance	3,102,402	3,043,602
4	Other Liabilities	10,736,832	26,970,062
TOTAL		92,170,202	91,228,015

Note 7

SHORT TERM PROVISIONS		As at 31st March, 2020 (Amt in Rs.)	As at 31st March, 2019 (Amt in Rs.)
Provision for Employee benefits			
	Leave Encashment	3,093,063	1,797,444
	Gratuity	4,032,136	3,689,026
TOTAL		7,125,199	5,486,470



Notes forming part of the Balance Sheet as at 31st March, 2020

Note 8

Sr. No.	Description of Assets	GROSS BLOCK (At Cost)			DEPRECIATION				NET BLOCK		
		Cost As At 1.4.2019 (Amt in Rs.)	Additions During The Year (Amt in Rs.)	Deductions During The Year (Amt in Rs.)	Cost As At 31.3.2020 (Amt in Rs.)	As At 1.4.2019 (Amt in Rs.)	For The Year (Amt in Rs.)	Adjustments For Previous Years (Amt in Rs.)	Deductions (Amt in Rs.)	As At 31.3.2020 (Amt in Rs.)	As At 31.3.2019 (Amt in Rs.)
1	Land	1,078,753	—	—	1,078,753	—	—	—	—	1,078,753	1,078,753
2	Building	73,951,605	464,772	—	74,416,377	2,396,512	—	—	29,069,875	45,346,502	47,278,242
3	Swimming Pool Equipment	1,119,840	—	—	1,119,840	56,532	—	—	1,078,813	41,027	97,559
4	Plant And Machinery	95,319,991	3,912,274	402,449	98,829,816	5,606,217	—	353,973	78,457,102	20,372,714	22,115,133
5	Furniture And Fixtures	99,908,377	1,837,625	—	101,746,002	4,770,856	145,268	—	89,360,043	12,385,959	15,173,922
6	Challenge Trophy	6,996	—	—	6,996	—	—	—	—	6,996	6,996
	Current Year	271,385,562	6,214,671	402,449	277,197,784	12,830,117	145,268	353,973	197,965,833	79,231,951	85,750,605
	Previous Year	268,803,740	2,581,822	—	271,385,562	15,286,982	—	—	185,634,957	85,750,605	98,455,765

Notes:

1. Cost of land includes cost of 4013 sq.meters leased out to a sub-lessee since 1972 for 99 years



Notes forming part of the Balance Sheet as at 31st March, 2020

Note 9

NON-CURRENT INVESTMENTS		As at 31st March, 2020 (Amt in Rs.)	As at 31st March, 2019 (Amt in Rs.)
Units/Shares/Bonds/Debentures of Joint Stock Companies			
Non-Trade - Quoted			
14,239	Power Finance Corporation Limited - Tax Free Bonds	14,239,000	14,239,000
(14,239)			
20,000	Indian Railways Finance Corporation Limited	20,000,000	20,000,000
(20,000)			
20,000	India Infrastructure Finance Co. Limited	20,000,000	20,000,000
(20,000)			
5,000	Units of UTI Equity Fund (Formerly Master Gain 92)	50,000	50,000
(5,000)			
Non-Trade-Unquoted			
7	Equity Shares of Khatau Makhanji	940	940
(7)	Spinning And Weaving Co. Ltd. of Rs. 100/- each fully paid.		
	Aggregate value of quoted investment	54,289,940	54,289,940
	Aggregate market value of quoted investment	65,402,019	63,897,724
	Aggregate provision for diminution in value of investments	—	—

Note 10

DEFERRED TAX ASSETS	As at 31st March, 2020 (Amt in Rs.)	As at 31st March, 2019 (Amt in Rs.)
Deferred tax	8,294,379	6,648,739
TOTAL	8,294,379	6,648,739

Calculation of deferred tax Asset (Liability)

Particulars	As at 31st March, 2020 (Amt in Rs.)	As at 31st March, 2019 (Amt in Rs.)
On account of Depreciation	3,274,398	2,531,353
On account of Expenses Disallowed	5,019,980	4,117,387
TOTAL	8,294,379	6,648,739

Note 11

OTHER NON CURRENT ASSETS		As at 31st March, 2020 (Amt in Rs.)	As at 31st March, 2019 (Amt in Rs.)
1	Income Tax payment, Tax deducted at source and FBT payment	17,572,253	35,217,974
	Less: Provision for Income Tax (Earlier Years)	13,894,695	13,894,695
		3,677,558	21,323,279
2	MAT Credit Receivable	1,184,695	1,184,695
3	Deposits - Unsecured	2,212,682	2,078,402
	TOTAL	7,074,935	24,586,376

Notes forming part of the Balance Sheet as at 31st March, 2020

Note 12

CURRENT INVESTMENTS		As at 31st March, 2020 (Amt in Rs.)	As at 31st March, 2019 (Amt in Rs.)
Trade-Quoted			
Units	Investment in Mutual Funds		
1,047,495.54 (1,047,495.54)	Birla SunLife Short Term Fund - Growth	50,000,000	50,000,000
196,669.210 (196,669.210)	Birla SunLife Short Term Fund - Growth	10,000,000	10,000,000
686,174.947 (686,174.947)	Birla SunLife Short Term Fund - Growth	35,000,000	35,000,000
13,785.540 (28,767.020)	Birla Sun Life Savings Fund - Growth	4,174,726	10,000,000
28,734.352 (28,734.352)	Birla Sun Life Savings Fund - Growth	10,000,000	10,000,000
28,655.110 (28,655.110)	Birla Sun Life Savings Fund - Growth	10,000,000	10,000,000
— (5,859,770.53)	Birla Sunlife Dynamic Bond Fund - Retail - Growth	—	106,488,903
— (5,294.092)	Birla Sun Life Savings Fund - Growth	—	690,508
— (28,964.191)	Birla Sun Life Savings Fund - Growth	—	10,000,000
— (28,827.748)	Birla Sun Life Savings Fund - Growth	—	10,000,000
4,104,753.304 (4,104,753.304)	HDFC Short Term Oppurtunities Fund - Growth	50,000,000	50,000,000
2,853,602.060 (2,853,602.061)	HDFC Short Term Oppurtunities Fund - Growth	35,000,000	35,000,000
1,172,947.147 (1,172,947.147)	HDFC Short Term Oppurtunities Fund - Growth	15,000,000	15,000,000
2,291,125.706 (2,291,125.706)	HDFC Banking And PSU Debt Fund - Growth	30,000,000	30,000,000
756,401.044 (756,401.044)	HDFC Banking and PSU Debt	10,000,000	10,000,000
1,511,258.879 (1,511,258.879)	HDFC Banking and PSU Debt	20,000,000	20,000,000
2,262,221.652 (2,262,221.652)	HDFC Banking and PSU Debt	30,000,000	30,000,000
1,506,477.855 (1,506,477.855)	HDFC Banking and PSU Debt	20,000,000	20,000,000
728,135.899 (728,135.899)	HDFC Banking and PSU Debt	10,000,000	10,000,000
721,370.604 (721,370.604)	HDFC Banking and PSU Debt	10,000,000	10,000,000
1,306,566.148 (1,306,566.148)	ICICI Prudential Banking & PSU Debt Fund - Growth	20,000,000	20,000,000



Notes forming part of the Balance Sheet as at 31st March, 2020

CURRENT INVESTMENTS		As at 31st March, 2020 (Amt in Rs.)	As at 31st March, 2019 (Amt in Rs.)
1,304,138.030 (1,304,138.030)	ICICI Prudential Banking & PSU Debt Fund - Growth	20,000,000	20,000,000
1,303,891.464 (1,303,891.464)	ICICI Prudential Banking & PSU Debt Fund - Growth	20,000,000	20,000,000
627,951.371 (627,951.371)	ICICI Prudential Banking & PSU Debt Fund - Growth	10,000,000	10,000,000
611,302.992 (611,302.992)	ICICI Prudential Banking & PSU Debt Fund - Growth	10,000,000	10,000,000
1,061,892.398 (1,061,892.398)	ICICI Prudential Banking & PSU Debt Fund	20,000,000	20,000,000
1,285,882.553 (1,285,882.553)	ICICI Prudential Banking & PSU Debt Fund	25,000,000	25,000,000
921,090.202 (-)	ICICI Prudential Banking & PSU Debt Fund	20,000,000	—
574,719.250 (574,719.250)	ICICI Prudential Long Term Plan - Cumulative	10,000,000	10,000,000
979,652.615 (979,652.615)	ICICI Prudential Long Term Plan	20,000,000	20,000,000
943,449.629 (943,449.629)	ICICI Prudential Long Term Plan	20,000,000	20,000,000
— (50,703.910)	ICICI Prudential Flexible Income - Regular Plan - Growth	—	13,158,373
3,607,815.973 (3,607,815.973)	DSP Black Rock Banking and PSU Debt Fund	50,000,000	50,000,000
715,102.975 (715,102.975)	DSP Black Rock Banking and PSU Debt Fund	10,000,000	10,000,000
2,832,680.637 (2,832,680.637)	DSP Black Rock Banking and PSU Debt Fund	40,000,000	40,000,000
693,755.507 (693,755.507)	DSP Black Rock Banking and PSU Debt Fund	10,000,000	10,000,000
15,206,419.965 (-)	DSP Corporate Bond Fund - Regular Growth	165,147,803	—
— (78,286.10)	DSP Black Rock Strategic Bond Fund - Ins. Plan - Growth	—	107,788,102
— (1,027,862.550)	DSP Black Rock Bond Fund	—	55,000,000
— (370,783.726)	DSP Black Rock Bond Fund	—	20,000,000
— (184,343.011)	DSP Black Rock Bond Fund	—	10,000,000
— (184,524.315)	DSP Black Rock Bond Fund	—	10,000,000
4,470,072.862 (4,470,072.862)	IDFC Corporate Bond Fund	50,000,000	50,000,000

Notes forming part of the Balance Sheet as at 31st March, 2020

CURRENT INVESTMENTS		As at 31st March, 2020 (Amt in Rs.)	As at 31st March, 2019 (Amt in Rs.)
2,227,667.632 (2,227,667.632)	IDFC Corporate Bond Fund	25,000,000	25,000,000
886,006.415 (886,006.415)	IDFC Corporate Bond Fund	10,000,000	10,000,000
1,759,804.310 (1,759,804.310)	IDFC Corporate Bond Fund	20,000,000	20,000,000
2,173,157.163 (2,173,157.163)	IDFC Corporate Bond Fund	25,000,000	25,000,000
2,298,146.162 (-)	IDFC Corporate Bond Fund	30,000,000	—
3,066,092.694 (-)	IDFC Banking & PSU Debt Fund - Regular Plan - Growth	50,000,000	—
917,268.497 (-)	IDFC Banking & PSU Debt Fund - Regular Plan - Growth	15,000,000	—
5,614,087.617 (-)	IDFC Banking & PSU Debt Fund - Regular Plan - Growth	90,000,000	—
— (1,967,032.54)	IDFC Ultra Short Fund Regular Growth	—	20,000,000
51,562.221 (-)	Axis Banking & PSU Debt Fund - Growth	90,000,000	—
28,239.299 (-)	Axis Banking & PSU Debt Fund - Growth	50,000,000	—
8,451.367 (-)	Axis Banking & PSU Debt Fund - Growth	15,000,000	—
	Aggregate value of quoted investments	1,289,322,529	1,133,125,886
	Aggregate net asset value of quoted investments	1,628,833,621	1,488,277,897

Note 13

INVENTORIES	As at 31st March, 2020 (Amt in Rs.)	As at 31st March, 2019 (Amt in Rs.)
(Certified as to quantity and value by management)		
Stock-in-trade		
Inventories of Provision items, consumables & Beverages are valued at Weighted Average Cost.		
Used and disposable sports materials, if any are valued at estimated realizable value.		
Catering Stock	383,047	444,098
Tennis Balls	38,395	31,380
Badminton Shuttle Cocks	110,225	70,660
Playing Cards	8,918	3,755
Id Cards	314,106	339,733
Liquor Stock	5,039,051	4,963,861
	5,893,742	5,853,487



Notes forming part of the Balance Sheet as at 31st March, 2020

Note 14

TRADE RECEIVABLES	As at 31st March, 2020	As at 31st March, 2020	As at 31st March, 2019
	(Amt in Rs.)	(Amt in Rs.)	(Amt in Rs.)
Unsecured Considered Good			
More than six months			
Members	610,054		743,891
Non-Members	8,646		8,646
		618,700	752,537
Others			
Members (Refer Note 23 D)	9,326,758		9,943,368
Non-Members	—		29,500
		9,326,758	9,972,868
		9,945,458	10,725,405
The above Includes dues from members of the Executive Committee.		261,098	201,880

Note 15

CASH AND BANK BALANCES	As at 31st March, 2020	As at 31st March, 2019
	(Amt in Rs.)	(Amt in Rs.)
Cash and Cash Equivalents		
Cash in hand	391,750	201,390
Stamps on hand	787	1,455
Balance With Scheduled Banks		
On Current Accounts	10,641,616	5,871,680
Other Bank Balances		
Fixed Deposits with Banks	500,000	500,000
TOTAL	11,534,153	6,574,525

Note 16

SHORT TERM LOANS AND ADVANCES	As at 31st March, 2020	As at 31st March, 2019
	(Amt in Rs.)	(Amt in Rs.)
(Unsecured Considered Good)		
Others		
Advance/loan to Employees	2,289,385	2,122,700
Advances to Suppliers	2,693,876	678,223
Advance for Capital Expenditure	—	—
Receivable from cashier	—	—
TOTAL	4,983,261	2,800,923

Notes forming part of the Balance Sheet as at 31st March, 2020

Note 17

OTHER CURRENT ASSETS	As at 31st March, 2020 (Amt in Rs.)	As at 31st March, 2019 (Amt in Rs.)
1 Entrance Fees Receivable		
2 Interest Accrued but not due	2,284,019	2,247,544
3 Vat Refund/Interest on Refund Receivable		
4 Input Credit Receivable(VAT AND GST)	3,119,648	2,361,705
5 Luxury Tax Receivable	160,191	160,191
6 Prepaid Expenses	3,255,122	3,091,382
7 Gratuity Receivable	—	—
TOTAL	8,818,980	7,860,822

Notes forming part of the Statement of Profit & Loss for the year ended 31st March, 2020

Note 18

REVENUE FROM OPERATIONS	2019-20 (Amt in Rs.)	2018-19 (Amt in Rs.)
Subscription	38,052,184	37,061,400
Entrance fees for the year from corporate members (Refer Note 24F)	10,834,172	10,032,598
Income from Chambers	21,901,044	21,891,217
Income from Games, Gymnasium and Other Amenities	20,608,636	14,859,518
Income from Permit Room and Catering	78,749,285	89,829,060
Guest Charges	5,824,242	6,455,178
TOTAL	175,969,564	180,128,971

Note 19

OTHER INCOME	2019-20 (Amt in Rs.)	2018-19 (Amt in Rs.)
Interest on Tax Free Bonds / deposits	4,598,869	4,608,327
Interest on Bank/Other Deposits (Gross) (TDS- Rs. 13,113 (P.Y.-Rs 15,644))	172,219	160,890
Interest on Income Tax Refund	389,072	735,368
Dividend on Shares/Units/Mutual Funds(Gross)	—	14,609
Profit on Redemption/ Switch over of Mutual Fund	—	498,856
Chawl Rent	1,918	2,092
Ground Rent (Gross) (TDS- Rs. 15,000 (P.Y.- Rs. 16,250))	150,000	150,000
Sundry Income	3,401,081	6,515,868
Prior Period Income	(50,000)	—
TOTAL	8,663,158	12,686,010



Note 20

ESTABLISHMENT EXPENSES	2019-20 (Amt in Rs.)	2018-19 (Amt in Rs.)
Building-Repairs, Renovation and Maintenance	5,695,652	2,221,701
Repairs to Plant And Machinery	1,905,582	1,870,418
Other Repairs and Maintenance	3,572,487	1,883,079
Electrical Repairs and Maintenance	693,616	796,895
Property Tax	555,554	567,713
Rates & Taxes	2,793,640	1,446,928
Insurance Premium	241,877	208,084
Water Charges	2,760,159	2,690,196
Electricity Charges	12,225,481	13,054,519
Security Staff Expenses	4,805,375	3,635,343
Consultant Fees	3,654,978	2,144,936
TOTAL	38,904,401	30,519,812

Note 21

CATERING, AMENITIES AND GAMES EXPENSES	2019-20 (Amt in Rs.)	2018-19 (Amt in Rs.)
Permit Room and Catering	61,648,800	69,186,875
Games, Gymnasium and Other Amenities Chambers	25,271,253	22,939,713
	7,033,804	5,667,637
TOTAL	93,953,858	97,794,225

Note 22

EMPLOYEE BENEFIT EXPENSE	2019-20 (Amt in Rs.)	2018-19 (Amt in Rs.)
Payment to and Provision for Employees Salary, Bonus & Ex-gratia	81,645,469	88,887,980
Contribution to Provident Fund & Other Fund / Schemes	5,980,727	6,639,412
Leave Travel & Medical Allowance & Uniforms To Staff	9,143,814	7,473,748
Gratuity Provision	5,157,654	4,787,278
Leave Encashment Provision	3,471,515	475,611
Staff Welfare Expenses	8,362,896	8,173,586
TOTAL	113,762,075	116,437,615

Details required to be shown as per Accounting Standards-15 (AS-15) in respect of employees benefits have been partially disclosed below. Provisions for gratuity and Leave Encashment have been made as per AS-15 on the basis of Acturial Valuation.

LIABILITY RECOGNIZED IN BALANCE SHEET	Gratuity (Amt in Rs.)	Leave Encashment (Amt in Rs.)
Present value of obligation as on 31.03.2020	40,529,356	19,307,617
Fair Value of Plan Assets / Opening Liability	35,371,702	15,836,102
Further Liability recognized in Balance Sheet as on 31.03.2020	5,157,654	3,471,515

Notes forming part of the Financial Statements for the year ended 31st March, 2020

Note 23

OTHER EXPENSES	2019-20		2018-19	
	(Amt in Rs.)	(Amt in Rs.)	(Amt in Rs.)	(Amt in Rs.)
PAYMENT TO AUDITORS				
Statutory Audit Fees	275,000		275,000	
Tax Audit Fees	100,000		100,000	
Others	50,000		18,000	
Out Of Pocket Expenses	5,563		5,075	
		430,563		398,075
Conveyance Expenses		876,962		858,219
Other Expenses		6,228,325		10,273,916
Legal and Professional Fees		11,808,971		10,276,594
Postage And Courier		733,302		733,599
Printing And Stationery		2,162,897		2,740,284
Prior Period Expense		—		120,761
Loss on sale of Asset		29,957		—
TOTAL		22,270,976		25,401,448

Note 24 : Notes to Accounts

A. Key management personnel

1. **President** : **Chetan S. Shah** (DIN No. 00488127)
2. **Vice-President** : **Anand M. Khatau** (DIN No. 03225544)
3. **Vice-President** : **Ketan L. Shah** (DIN No. 00083326)
4. **Honorary Treasurer** : **Adil A. Engineer** (DIN No 00832654)
5. **Jt. Hon. Secretary** : **Samir Unadkat** (DIN No. 00606289)

There is no related party transaction entered into by the Company with the key management personnel other than the routine transactions relating to their membership of the Company and reimbursement of expenses, if any.

B. Contingent liability not provided for

1) Income Tax

For Assessment Years (A.Y.'s) 2003-04 to 2012-13, the Club had received assessment orders in which the Assessing Officer ('AO') has disallowed various expenses, considered fees received from Life Members as taxable, non granted a set-off of the brought forward losses, taxed interest income, etc.

Against the additions/disallowances the Club had filed appeals to the Commissioner of Income Tax (Appeals) ('CIT(A)'). In certain years, the said CIT(A) has allowed the appeals partially against which the Income Tax Department has filed appeals to the Income Tax Appellate Tribunal

Notes forming part of the Financial Statements for the year ended 31st March, 2020

(ITAT). The Club has also filed appeals before ITAT in respect of the disallowance/additions upheld by the CIT(A). The total disputed tax has either been paid/adjusted against the refunds due. Out of the above referred appeals, hearings for appeals for A.Y 2010-2011 and A.Y. 2012-2013 are concluded, however, the ITAT Order is, as yet, awaited. However, in respect of A.Ys. 2003-04 to 2009-10, the ITAT has decided the major issues in favour of the club and remanded certain issues back to the AO. The club has written letters to the AO requesting him to give effect of the ITAT orders and after giving Appeal effect by the AO through the orders dated 14th May, 2019 the club has received refunds on 21st May, 2019 for the Asst years 2006-2007 to 2009-2010 amounting to Rs. 1,75,90,850/-. The club has filed rectification applications in respect of all the four Asst. Years for the various errors apparent on record and further filed appeals to the CIT (A) against the orders dated 14th May, 2019 and the same is pending adjudication. Once the appeal effect is fully given by the Assessing Officer, for the remaining Asst. Years 2003-2004 to 2005-2006 the total disputed amount will be reduced to NIL and the Club will be entitled to receive refund. However, if the Income Tax Department decides to go in higher appeal and the club loses in the appeal then the Club will be liable to pay the demands along with interest.

2) Service Tax

The Company has received show cause cum demand notice dated 29th October,2010 for the period Sept,2006 to March,2010 with a Total Tax demand of Rs 66,40,384/- and the company has filed a reply on 31st March,2015, Final defense reply was filed on 08th June,2015, and the Company's consultant Mr Amarnath Sharma has attended a personal hearing on 21st March 2018, however no order has been received till date. Similarly, reply to show cause cum demand notice dated 19th April,2012 for the period April,2010 to March,2011 with a tax demand of Rs. 20,42,228/- was filed on 20th April,2015 and Final defense reply was filed on 08th June, 2015, however no order received till date for the same. The Company has further received show cause cum demand notice dated 11th April 2018 for the period July 2012 to March 2017 with a Total Tax demand of Rs. 1,60,750/- and the company has filed a reply on 25th May 2018 and last hearing was held on 17.07.2019 and order is awaited. However, as advised by the Service Tax Consultants, the company has a good case and they do not anticipate any financial liabilities. In case the contention of the Service tax commissioner is upheld, the company will be liable for interest and penalty on the above referred amount. The amount of interest and penalty is not determined.

3) Value Added Tax

The Company has received an order cum demand notice dated 18.02.2019 from the office of the Deputy Commissioner of State Tax, MUM-VAT-E-812 for the period April 2014 to March 2015 with tax demand of Rs. 29,23,439/-. The Company has filed an appeal before the Joint Commissioner of Sales Tax – Appeals on 8th May 2019 against the above order / demand which is pending adjudication.

- 4) Estimated amount of contracts remaining to be executed on Capital Account (net of advances) Rs NIL (Previous Year Rs. NIL/-).



C. In the opinion of the Executive Committee members:

- i) Current assets, loans and advances have value in ordinary course of business, at least equal to the value stated in the accounts.
- ii) All known liabilities have been provided for and there are no other contingent liabilities except those stated.

D. During the previous year 2016-17, Trade Receivables (Others-Members) included Members Suspense Account amounting to Rs. 35,100/- representing dues from the members which were under reconciliation with the Total amount as reflected in the Members Control Account. The above difference had arisen due to transfer of data from Shawman CMS System to TALLY. During the current year 2019-20, balance in Members Individual Accounts of Rs. 31,123 has been reconciled with the total amount as reflected in the Members Control Account and the remaining difference of Rs. 3,977 has been carried forward in the Members Suspense Account.

E. As in the past, during the year, 1/10th being Rs. 108,34,172 of Corporate Entrance Fees Received from the corporate members is transferred to Profit and Loss A/c since duration of corporate membership is 10 years.

F. Previous year's figures have been regrouped and rearranged wherever necessary, to conform to current year figures and presentation.

G. World Health Organization (WHO) declared outbreak of Coronavirus Disease (COVID-19) a global pandemic on March 11, 2020. Consequent to this, Government of India declared Lockdown from 22nd March 2020 which impacted the operational activities of the Club. This impact will depend upon future developments that cannot be predicted reliably at this stage. The Global spread of Covid-19 has led to an uncertain and unpredictable path ahead for all of us.

Amidst the tumult of this unprecedented period, our priority has been and will be to safeguard the health and well-being of our Members, employees and our communities. As the lockdown continues further, we are seeing No Facilities of the club being operational for some time. With No Footfalls and Sales, abetted by higher cost of hygiene and sanitation at our club apart from staff absenteeism due to transport restriction.

However, based on management's current assessment of likely adverse impact on club activities and financial risks, no significant impact on carrying amounts of investments, inventories, trade receivables, and other assets is expected and management believes that the impact is likely to be short term in nature. The Management do not see any medium to long term risks in the company's ability to continue as a going concern and meeting its liabilities as and when they fall due. Management will continue to monitor changes in future economic conditions impacting the club activities.

The full extent to which the pandemic will impact our future financial results will depend on upcoming developments, which are highly uncertain including any new information concerning the severity of the pandemic and action to mitigate its spread as advised by local authorities/government.

The eventual outcome of the impact of the global health pandemic may be different from those estimated as on the date of approval of these Financial Statements.

Signatories to Note '1' to '24'.

For **A. J. Shah & Company**

Chartered Accountants

Reg. No. 109477W

Rajesh V. Shah

Partner

Membership No. 031475

For and on behalf of the Executive Committee

President:

Mr. Chetan S. Shah (DIN No. 00488127)

Vice President:

Mr. Anand Khatau (DIN No. 03225544)

Vice President:

Mr. Ketan Shah (DIN No. 00083326)

Hon. Treasurer:

Mr. Adil Engineer (DIN No. 00832654)

Jt. Hon Secretary:

Mr. Samir Unadkat (DIN No. 00606289)

Chief Operating Officer: **Ms. Payal Kanojia**

Financial Controller:

Ms. Franak C. Bulsara

Place: Mumbai

Date: 9th October, 2020

Place: Mumbai

Date: 9th October, 2020



The 
Malabar Hill
Club

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