

CONSOLIDATED SCRUTINIZER REPORT

*[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 of the Companies (Management and Administration) Rules, 2014]*

To
The President (Chairman of the Meeting)
Malabar Hill Club Limited
IL-Palazzo, 10, B. G. Kher Marg,
Malabar Hill, Mumbai – 400006.

Sir,

Sub: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting & E-Voting during the Annual General Meeting ('AGM') conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 at the 79th Annual General Meeting ('AGM') of the Members of Malabar Hill Club Limited ('the Club') held on Wednesday, September 30, 2026 at 4.00 p.m. through video conferencing ('VC') / other audio visual means ('OAVM').

I, CS Mannish L. Ghia, Partner of M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by Executive Committee of the Club for the purpose of scrutinizing the process of voting through electronic means ('e-voting') in terms of the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the rules') as amended from time to time in a fair and transparent manner, for passing of the resolutions as mentioned under item numbers 1 to 10 as set out in the Notice of 79th AGM dated August 26, 2026 (collectively referred to as 'Notice'), issued by the Club in accordance with General Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular no. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023, Circular No. 09/2024 dated September 19, 2024 and Circular No. 03/2025 dated September 22, 2025 issued by Ministry of Corporate Affairs, Government of India (collectively referred to as 'MCA Circulars'), wherein the Companies are permitted to hold the Annual General Meetings through VC/OAVM. Accordingly, in compliance with the provisions of the Act the Club convened the 79th AGM of its Members through VC/OAVM on Wednesday, September 30, 2026 at 4:00 p.m. (IST).

1. The e-voting conducted in terms of MCA Circulars, has been completed and now I submit my report as under:

1.1 The management of the Club is responsible to ensure compliance with the requirements of the Act and Rules made thereunder including the above-mentioned



MCA Circulars. Our responsibility as Scrutinizer is restricted to make Scrutinizer's Report of the votes cast in favor and against the resolution(s) stated in the Notice.

2. As per the confirmation received from the Club;

- 2.1 The Club had availed the e-voting platform/facility offered by Central Depository Services (India) Limited ('CDSL') for conducting e-voting facility prior and during the AGM.
- 2.2 As per MCA General Circular No. 20/2020 dated May 05, 2020, the Club has published advertisements in the English Newspaper "The Free Press Journal" and Marathi Newspaper "Navshakti" on Saturday, August 29, 2026, regarding the compliance with the said circular in relation to 79th AGM of the Club.
- 2.3 The Club on Tuesday, September 8, 2026 completed the dispatch of the Notice only through electronic mode to those members whose e-mail addresses were registered with the Club/Depositories as on the cut-off date being September 23, 2026.
- 2.4 As per applicable provisions of the rules, the Club had published an advertisement after completion of dispatch of Notice as above, provisions of e-voting facility and other mandated particulars in the English Newspaper "The Free Press Journal" and Marathi Newspaper "Navshakti" on Wednesday, September 9, 2026.
- 2.5 Further, the Addendum to the Notice of the 79th Annual General Meeting was dispatched (through electronic mode) by the Club on September 19, 2026 for which the Club has published advertisements in the English Newspaper "The Free Press Journal" and Marathi Newspaper "Navshakti" on Sunday, September 20, 2026.
- 2.6 The remote e-voting period commenced on Sunday, September 27, 2026 at 09.00 a.m. and ended on Tuesday, September 29, 2026 at 5.00 p.m. (IST).
- 2.7 Votes cast through remote e-voting till 5.00 p.m. on Tuesday, September 29, 2026 being the last date and time fixed by the Club for remote e-voting and e-voting during the AGM, are considered for my scrutiny.
- 2.8 The remote e-voting module was disabled by CDSL on Tuesday, September 29, 2026 after 5.00 p.m. and thereafter as required under the rules the votes cast under the remote e-voting facility during the voting period and e-voting during the AGM, were unblocked in the presence of Mr. V Shankar and Ms. Madhavi Lingayat who are not in employment with the Club; thereafter the data of e-voting was downloaded and the number of votes was matched/confirmed with the Register of Members of the Club maintained by the Club as on the cut-off date i.e., Wednesday, September 23, 2026 for remote e-voting and voting at the AGM.
- 2.9 The remote e-voting and e-voting during the AGM was scrutinized for verification of votes cast in favor and against the resolution.



2.10 There were no invalid votes either in the remote e-voting or during the e-voting at the AGM; however, there have been abstention from voting by members on specific resolutions/agenda.

3. The summary of the voting through remote e-voting and e-voting during the AGM is as follows:

Ordinary Business:

Resolution No.1: Ordinary Resolution

To receive, consider and adopt the audited Financial Statements including Profit & Loss for the financial year ended 31st March 2026, the Balance Sheet as at that date together with the reports of the Executive Committee and Auditors thereon.

- (i) Voted In favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
992	992	96.50

- (ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
36	36	3.50

- (iii) Abstained/Invalid votes:

Number of members who have abstained from casting their votes	Number of votes
12	12

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution No. 2: Ordinary Resolution

To appoint **MR. HARSHAD CHHOTALAL VORA, (DIN: 00061122)**, who retires by rotation and being eligible, offers himself for re-appointment as a member of the Executive Committee.



(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
705	705	68.85

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
319	319	31.15

(iii) Abstained/Invalid votes:

Number of members who have abstained from casting their votes	Number of votes
16	16

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution No. 3: Ordinary Resolution

To appoint MR. HOMA DINSHAW PETIT, (DIN: 00115010), who retires by rotation and being eligible, offers himself for re-appointment as a member of the Executive Committee

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
687	687	67.22

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
335	335	32.78

(iii) Abstained/Invalid votes:

Number of members who have abstained from casting their votes	Number of votes
18	18



Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution No. 4: Ordinary Resolution

To appoint **MR. KIRTIKUMAR KHATAU DAYAL**, (DIN: 00052948), who retires by rotation and being eligible, offers himself for re-appointment as a member of the Executive Committee.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
674	674	65.76

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
351	351	34.24

(iii) Abstained/Invalid votes:

Number of members who have abstained from casting their votes	Number of votes
15	15

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution No. 5: Ordinary Resolution

To appoint **MR. SUBHASH BHAURAO KULKARNI**, (DIN: 03249032), who retires by rotation and being eligible, offers himself for re-appointment as a member of the Executive Committee.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
658	658	64.51



(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
362	362	35.49

(iii) Abstained/Invalid votes:

Number of members who have abstained from casting their votes	Number of votes
20	20

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution No. 6: Ordinary Resolution

To appoint MR. KETAN LALIT SHAH, (DIN: 00083326), who retires by rotation and being eligible, offers himself for re-appointment as a member of the Executive Committee.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
850	850	82.60

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
179	179	17.40

(iii) Abstained/Invalid votes:

Number of members who have abstained from casting their votes	Number of votes
11	11

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0



Resolution No. 7: Ordinary Resolution

To appoint Independent Statutory Auditors for the "Financial years 2026-2027 to 2030-31, in place of the current statutory Auditors who are completing their tenure at the conclusion of this Annual General Meeting as per provisions of the Companies Act, 2013" and to fix their remuneration.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1004	1004	97.76

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
23	23	2.24

(iii) Abstained/Invalid votes:

Number of members who have abstained from casting their votes	Number of votes
13	13

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Special Business:

Resolution No. 8: Special Resolution

Alteration of Articles of Association

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
918	918	89.91

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
103	103	10.09



(iii) Abstained/Invalid votes:

Number of members who have abstained from casting their votes	Number of votes
19	19

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution No. 9: Special Resolution

Approval for extending a "One time" Scheme for widowed spouse of deceased members who had missed out on submission of Application for Membership under "Widow membership category"

(i) Voted In favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
994	994	96.69

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
34	34	3.31

(iii) Abstained/Invalid votes:

Number of members who have abstained from casting their votes	Number of votes
12	12

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution No. 10: Special Resolution

Appointment of Mr. Saurabh Jhaveri (DIN: 02536026) as a Director liable to retire by rotation:



(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
272	272	26.51

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
754	754	73.49

(iii) Abstained/Invalid votes:

Number of members who have abstained from casting their votes	Number of votes
14	14

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Result:

- For Resolution Nos. 1 to 7 (Ordinary Resolutions) - We report that the number of votes cast in favour are more than the number of votes cast against;
- For Resolution Nos. 8 and 9 (Special Resolutions) - We report that the number of votes cast in favour are more than three times the number of votes cast against;
- For Resolution No.10 (Ordinary Resolution) - We report that the number of votes cast against are more than the number of votes cast in favour.

Accordingly, the Ordinary Resolution Nos. 1 to 7 and Special Resolution Nos. 8 and 9 as contained in the Notice of AGM dated August 26, 2026 may be considered as having been passed/carried with requisite majority; however, the Resolution No. 10 was *not* passed, as the votes cast in favour of the Resolution did not constitute the requisite majority.



You may accordingly declare the result of the remote e-voting and e-voting during the AGM.

**For Manish Ghia & Associates
Company Secretaries**



MANNISH
LALITCHAN
DRA GHIA

Digitally signed by
MANNISH
LALITCHANDRA
GHIA
Date: 2026.10.01
15:02:41 +05'30'

**CS Mannish L. Ghia
Partner**

**M. No. FCS 6252, C.P. No. 3531
Peer Review No.: - PR 6759/2025
(FRN/Unique ID: P2006MH007100)**

**Place: Mumbai
Date: October 1, 2026
UDIN: F006252H001685270**

Countersigned by

A handwritten signature in blue ink, appearing to read "Adil Engineer", written over a horizontal line.

**Adil Engineer
President & Chairman of the Meeting
Malabar Hill Club Limited**

**Place: Mumbai
Date: October 1, 2026**

