

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 Chairperson
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 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 77th Annual General Meeting ("AGM") of the Members of Malabar Hill Club Limited ("the Club") held on Friday, 27th September, 2024 at 4.00 p.m. through video conferencing ('VC') / other audio visual means ('OAVM').

I, CS Mannish L. Ghia, Partner, 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 7 as set out in the Notice of AGM dated 31st July, 2024 (collectively referred to as "Notice"), issued by the Club in accordance with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 19/2021 dated 8th December, 2021, General Circular No. 21/2021 dated 14th December, 2021, General Circular No. 02/2022 dated 5th May, 2022, Circular No. 10/2022 dated 28th December, 2022 and Circular No. 09/2023 dated 25th September 2023 issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars"), convening the 77th AGM of its members through VC / OAVM on Friday, 27th September, 2024 at 4.00 p.m.

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



- 1.2 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.
 - 1.3 The Club on Wednesday, 4th September, 2024 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, 31st July, 2024.
 - 1.4 As per applicable provisions of the rules, the Club had published an advertisement about completion of dispatch of Notice as above, provisions of e-voting facility and other mandated particulars in English Newspaper "Free Press Journal" and Marathi Newspaper "Navshakti" on Thursday, 5th September, 2024.
 - 1.5 The remote e-voting period commenced on Tuesday, 24th September, 2024 at 09.00 a.m. and ended on Thursday, 26th September, 2024 at 5.00 p.m. (IST).
 - 1.6 Votes cast through remote e-voting till 5.00 p.m. on Thursday, 26th September, 2024 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.
 - 1.7 The remote e-voting module was disabled by CDSL on Thursday, 26th September, 2024 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 Ms. Madhavi Lingayat and Ms. Kinjal Gala who are not in employment with the Club; thereafter the data of e-voting was downloaded and the shareholding was matched/confirmed with the Register of Members of the Club maintained by the Club as on the cut-off date for remote e-voting and voting at the AGM i.e., Friday, 20th September, 2024.
 - 1.8 The remote e-voting and e-voting during the AGM was scrutinized for verification of votes cast in favor and against the resolution.
 - 1.9 There were no invalid votes either in the remote e-voting or during the e-voting at the AGM.
2. 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 2024, 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
840	840	93.23%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
61	61	6.77%

Resolution No. 2: Ordinary Resolution

To appoint MR. ADIL ENGINEER, (DIN: 00832654), 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
661	661	73.53%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
238	238	26.47%

Resolution No. 3: Ordinary Resolution

To appoint MR. KETAN 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
682	682	75.78%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
218	218	24.22%



Resolution No. 4: Ordinary Resolution

To appoint MR. MITIL CHOKSHI, (DIN: 01209404), 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
711	711	78.65%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
193	193	21.35%

Resolution No. 5: Ordinary Resolution

To appoint MR. SAMIR UNADKAT, (DIN: 00606289), 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
679	679	75.61%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
219	219	24.39%

Resolution No. 6: Ordinary Resolution

To appoint MR. ANAND KHATAU, (DIN: 03225544), 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
657	657	73.08%



(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
242	242	26.92%

Special Business:

Resolution No. 7: 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
831	831	92.13%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
71	71	7.87%

Resolution No. 8: Ordinary Resolution

Appointment of Mr. Bhairav Sheth (DIN: 10664819) 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
864	864	94.84%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
47	47	5.16%

Result:

- For Resolution No. 1 to 6 and 8 (Ordinary Resolutions) - We report that the number of votes cast in favour are more than the number of votes cast against;
- For Resolution No. 7 (Special Resolution) - We report that the number of votes cast in favour are more than three times the number of votes cast against.



Manish Ghia & Associates

Accordingly, the resolutions as contained in the Notice of 77th AGM dated 31st July, 2024 may be considered as having been passed with 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
(Unique ID: P2006MH007100)



Mannish L. Ghia

CS Mannish L. Ghia
Partner

M. No. FCS 6252, C.P. No. 3531
PR 822/2020

Place: Mumbai
Date: September 28, 2024
UDIN: F006252F001356337

Countersigned by

For *M. Nadkat*

Ketan L. Shah
President & Chairperson of the Meeting
Malabar Hill Club Limited



Place: Mumbai
Date: September 28, 2024