MALABAR HILL CLUB LIMITED
Registered Office: IL, Palazzo, B. G. Kher Marg, Malabar Hill, Mumbai-400 006, India.
CIN: U34300MH1947GAP005941
Website: www.malabarhillclub.com, **Email:** malabarhillclub@gmail.com
Tel.: +91 22 31026262/64/65/66/67

ADDENDUM TO THE NOTICE OF THE SEVENTY NINTH ANNUAL GENERAL MEETING

This is an Addendum to the Annual Report of Seventy Ninth Annual General Meeting ("AGM") of the Members of Malabar Hill Club Limited (CIN: U34300MH1947GAP005941), to be held on **Wednesday, 30th September 2026 at 4.00 p.m.**, through Video Conferencing ("VC")/Other Audio-Visual means ("OAVM") which has been dispatched originally on 8th September, 2026. By this Addendum, notice is also hereby given as required under Section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, with regard to nomination form received by the Club from Mr. Saurabh Jhaveri (Membership No.: L-2010), Member of the Club, proposing himself to stand for the Director and Member of the Executive Committee of the Club, as described in the Explanatory Statement to this Addendum and certain information reported in the Executive's Report (Director's Report) for the financial year 2025-26.

I. **The following resolution will be transacted at the ensuing Seventy Ninth Annual General Meeting in addition to the resolutions mentioned in the aforesaid notice dated 26th August, 2026:**

Special Business:

10. **To consider and if thought fit to pass the following resolution as an Ordinary resolution for appointment of Mr.** Saurabh Jhaveri **(DIN: 02536026) as a Director liable to retire by rotation**:

"**RESOLVED THAT** Mr. Saurabh Jhaveri (DIN: **02536026**), a member of the Club, from whom the Club has received a notice of candidature in writing, along with Rs.1,00,000/- (Rupees One Lakh Only) as an amount of deposit, proposing his candidature as Director and a member of the Executive Committee of the Club, in terms of Section 152, 160 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 who has consented to act as a Director of the Club, be and is hereby appointed as a Director of the Club, liable to retire by rotation.

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

This addendum to Annual Report (the "Addendum") is being issued to the members of the Company for additional disclosure in the Annual Report with regards to Appointment of Director, certain disclosures related to Executive Committee Members and Key Managerial Personnel and Obituary details reported in the Annual Report. This inadvertent and printing error were noticed after same was dispatched through email. This addendum shall be deemed to be an integral part of the 79th Annual Report of the Club.

By order of the EXECUTIVE COMMITTEE

Sd/-

Dr. Mitil R. Chokshi
Hon. Secretary
(DIN: 01209404)

Place: Mumbai
Date: 16th September, 2026

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

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business covered under Item No. 10, to be transacted at the AGM is annexed hereto and forms part of the notice. Further, a statement giving additional information on the Directors seeking appointment is annexed hereto as required under Secretarial Standard - 2 on General Meeting.

2. This addendum to the Notice of 79th Annual General Meeting is uploaded on the website of the Club at www.malabarhillclub.com and also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., www.evotingindia.com.

3. In view of the nomination received as stated in the Addendum, the Note No. 10 appended to the Notice of 79th AGM shall stand modified/be read with the following - "Any member(s), other than the retiring Executive Committee (the 'EC') 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 (the 'Act'), at least 14 days before the date of the Annual General Meeting, i.e., on or before 16th September, 2026, at the Registered Office of the Club, not later than 17.00 Hrs (IST), along with a deposit of Rs.1,00,000/- (Rupees One Lakh Only) in favour of Malabar Hill Club Limited. Such deposit is refundable if the person proposed, gets elected as an Executive Committee Member by securing net positive votes 'in favour of the respective resolution' or gets more than 25% of positive votes cast 'in favour of that resolution' from the total votes cast for the resolution, all by way of majority.

   The current strength of the Executive Committee is 14 members which is within limit of Article No. 100(a) of the AOA. If in case the Club receives any nomination from any other persons as mentioned above, for appointment as Executive Committee member, six members, who have secured the net highest positive votes, will be elected out of total candidates, otherwise the five members retiring by rotation for re-appointment and who have offered themselves for re-appointment and who get net votes 'in favour of such re appointment' will be declared as elected."

4. All the processes, notes and instructions relating to attending Annual General Meeting through VC/OAVM and e-voting set out for and applicable for the ensuing 79th Annual General Meeting shall mutatis-mutandis apply to attending Annual General Meeting through VC/OAVM and e-voting for the resolutions proposed in this Addendum to the Notice of Annual General Meeting. Furthermore, the Scrutinizers appointed for the ensuing 79th Annual General Meeting will act as Scrutinizers for the Resolutions proposed in this Addendum to the Notice of 79th Annual General Meeting.

5. The Members are hereby informed that, due to an **inadvertent/typographical error**, certain particulars relating to the Executive Committee Members and Key Managerial Personnel as referred in Point No. 6 of the 79th Annual Report have been incorrectly stated. Accordingly, the following disclosure appearing at **Page No. 20 of the Annual Report** shall be read as under:

Executive Committee Member	No. of meetings attended	Granted Leave	Attended the last AGM of Previous year
Mr. Adil A. Engineer	12	1	Yes

Mr. Ashok N. Shetty	11	2	Yes
Mr. Samir J. Unadkat	11	2	Yes
Dr. Mitil R. Chokshi	13	-	Yes
Mr. Anand M. Khatau	11	2	Yes
Mr. Ketan L. Shah	09	4	Yes
Mr. Kirtikumar K. Dayal	12	-	Yes
Mr. Homa D. Petit	8	5	Yes
Mr. Subhash Kulkarni	10	3	Yes
Mr. Harshad C. Vora	10	3	Yes
Mr. Mehul N. Shah	10	3	Yes
Mr. Chetan S. Shah	11	2	Yes
Mr. Raajeev Sharma*	6	-	Yes
Mr. Ashish Mehta	12	1	Yes
Mr. Bhairav Sheth	13	-	Yes

6. Further, it was noticed that there were some inconsistencies in the Obituary details appearing under point no 32 of the Annual report. Accordingly, the said details shall be corrected and the following particulars shall be substituted in place of the details presently appearing therein:

Founder Member

Membership No	Name of Member
F-0137	MR. BATLIBOI FRAMROZE KAIKHUSRU
F-0946	MR. MEHTA HOMI FALI
F-0844	MR. MADHAVJI RANJIT LAXMIDAS

Life Members

L-0045	MR.	PATEL MAHESH MANIBHAI	L-2296	DR.	KAPUR SURINDER KUMAR
L-0205	MR.	PARIKH KAVINCHANDRA C.	L-2523	MR.	BEHLIHOMJI JIMMY R.
L-0339	MR.	KHEMKA KRISHNA KUMAR	L-2531	MR.	JOKHAKAR HAREN B.
L-0350	MRS.	DUBASH SHILLA BEHRAM	L-2537	MR.	CHOKSHI RAMESH K.

L-0444	MR.	BHANSALI MANHARKUMAR R.	L-2560	MRS.	SUMAYA RITA SHYAM
L-0507	MR.	MEHTA ASHWIN MAFATLAL	L-2596	MR.	DAFTARY DEEPAK J.
L-0585	MR.	TAKTAWALA CHANDRAVADAN A.	L-2603	MR.	POPAT MULRAJ S.
L-0763	MR.	KAPADIA MAHENDRA B.	L-2780	MRS.	GUPTA SITA MAHENDRA
L-0856	MR.	PAREKH HIMANSHU P.	L-2810	MR.	KEDIA KAMAL KUMAR
L-1009	MR.	RASTOGI SURESH RAJARAM	L-2827	MR.	MEHTA NITIN H.
L-1025	MR.	KAPUR PREM KUMAR	L-2841	MRS.	DAMANIA AMY HOMI
L-1028	MR.	HINDUJA HARKISHIN KANAYALAL	L-2889	MR.	MUNSHI KARL SOHRAB
L-1034	MR.	KHAMBATTA RATAN J.	L-2994	MR.	JHAVERI VIRENDRA SUNDERLAL
L-1177	MR.	MEHTA ASHVIN RASIKLAL	L-3000	MR.	SHAH JAGDISH VADILAL
L-1188	MR.	PAREKH HARSHAD NATVERLAL	L-3242	MR.	KAPADIA YOGESH BALUBHAI
L-1264	MRS.	KOTHARE MANDA S.	L-3793	MRS.	SHAH VIMLA AJIT
L-1465	MR.	LAWYER EDDY D.	L-3903	MRS.	SADARANGANI LATA LAKHMICHAND
L-1510	MRS.	PATEL PATRICIA R.	L-3947	MRS.	SHAH NITA NITIN
L-1622	MR.	MERCHANT MEHMOOD R.	L-3953	MRS.	MUKHI RATNA JAGDISH
L-1680	MRS.	SISWAWALA MALVIKA M.			

Ordinary Members

O-1056	DR.	DASTOOR RUSI NOZAR	O-3566	MRS.	MERCHANT FATEMA DOST
O-1492	MR.	MULANI MAHENDRA KHATAU	O-3630	MR.	PARIKH RAMESH DURLABHJI
O-2552	MR.	KADAKIA RAMESH C.	O-3722	MRS.	MERCHANT JYOTI AJIT
O-2817	MR.	BHANSALI HARENDRA V.	O-3755	MRS.	MARFATIA BACHA DARA
O-2984	MRS.	SADARANGANI NIRMALA GULU	O-4010	MRS.	KRIPALANI SARLA NARI
O-3067	MRS.	NANAVATY SILLOO MINOO	O-4212	MS.	AMBANI DARSHANA BHUPENDRA
O-3408	MR.	MEHTA JITENDRA J.	O-4270	MRS.	RAHEJA SHAKUNTALA SHYAMSUNDE
O-3420	MRS.	JHA SAROJ SURENDRA	O-4454	MR.	SHAH HEMANT JAYANTILAL
O-3491	MR.	CURRAVALA JEMI DORABJI	O-4568	MR.	ADYANTHAYA GURUPRASAD V.
O-3514	MR.	CONTRACTOR SIRAJ ABDULHUSEIN	O-4606	MRS.	SHETH YASHOMATI SURYAKANT

By order of the EXECUTIVE COMMITTEE
Sd/-

Dr. Mitil R. Chokshi
Hon. Secretary
(DIN: 01209404)

Place: Mumbai
Date: 16th September, 2026

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

ITEM NO. 10

In terms of the provisions of Section 160 of the Companies Act, 2013, the Club has received a Notice of candidature in writing along with Rs. 1,00,000/- (Rupees One Lakh Only) as an amount of deposit from Mr. Saurabh Jhaveri (DIN: **02536026**) proposing himself for the Office of Director and member of the Executive Committee of the Club liable to retire by rotation.

The Members of the Club are also hereby informed that it has also received from Mr. Saurabh Jhaveri - (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 (ii) Intimation in Form DIR 8 in terms of the Appointment Rules, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act and (iii) General Notice of disclosure of interests in other companies/firms etc. in Form MBP-1 under Section 184(1).

Hence, the Executive Committee at its meeting held on 16th September, 2026 recommended to the members of the Club for consideration of the appointment of Mr. Saurabh Jhaveri as Director and member of the Executive Committee of the Club, subject to fulfilment of the other conditions as specified under the Companies Act, 2013.

Accordingly, the above ordinary resolution under Item No. 10, seeks the approval of members for the appointment of Mr. Saurabh Jhaveri as Director and Member of the Executive Committee of the Club pursuant to Section 152, 160 of Companies Act, 2013 and Rules made thereunder and whose office shall be subject to retire by rotation.

The details of Mr. Saurabh Jhaveri, as required under Secretarial Standard on General Meetings (SS-2), is attached hereto as Annexure-A.

The relevant documents in respect of the above item are open for inspection by the members at the registered office of the Club during business hours on any working day up to the date of ensuing AGM.

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 in any way concerned or interested in the above-proposed resolution.

By order of the EXECUTIVE COMMITTEE

Sd/-

Dr. Mitil R. Chokshi
Hon. Secretary
(DIN: 01209404)

Place: Mumbai
Date: 16th September, 2026

Annexure A

As required under Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS–2), the particulars of Director who is proposed to be appointed/reappointed and/or whose remuneration is proposed to be approved at this 79th Annual General Meeting is given below:

The details of remuneration, wherever applicable, is provided in the resolution.

Details of the Directors seeking appointment at 79th Annual General Meeting as per the Secretarial Standard issued by the Institute of Company Secretaries of India

Name of Director	Mr. Saurabh Jhaveri
DIN	02536026
Date of Birth	7th December 1978
Age	48
Qualification	B.Com
Experience	25 Years
Expertise in specific functional areas	Distribution
Terms & Conditions of Appointment /Re-Appointment	NA
Remuneration Sought to be Paid	NA
Remuneration last drawn, for the financial year 2025-26	NA
Date of First Appointment on the Board	NA
Shareholding in the Club	NA
No. of Meetings attended during the year	NA
Relationship between Directors inter-se	NA
Directorships in other Companies	
Membership/ Chairmanship of committees of all public limited companies including Malabar Hill Club Limited	NA
Membership in the Club since	24th September 1999
Members of any Sub-Committee	None

By order of the EXECUTIVE COMMITTEE
Sd/-

Dr. Mitil R. Chokshi
Hon. Secretary
(DIN: 01209404)

Place: Mumbai
Date: 16th September, 2026