

NOTICE

NOTICE is hereby given that the Sixty Ninth Annual General Meeting of the **MALABAR HILL CLUB LIMITED, (CIN: U34300MH1947GAP005941)**, will be held at the Registered Office of the CLUB, at Il-Palazzo, 10, B. G. Kher Marg, Malabar Hill, Mumbai 400 006 on **FRIDAY 30th SEPTEMBER, 2016** at **4.00 p.m.** 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, 2016**, the Balance Sheet as at that date together with the reports of the Executive Committee and Auditors thereon.
2. To appoint **MR. SHIRISH B. MODY, (DIN: 00035051)**, who retires by rotation and being eligible, offers himself for re-appointment as a member of the Executive Committee.
3. To appoint **MR. ASHOK N. SHETTY, (DIN: 002373952)**, who retires by rotation and being eligible, offers himself for re-appointment as a member of the Executive Committee.
4. To appoint **MR. ANAND M. KHATAU, (DIN: 03225544)**, who retires by rotation and being eligible, offers himself for re-appointment as a member of the Executive Committee.
5. To appoint **MR. CHETAN S. SHAH, (DIN: 00488127)**, who retires by rotation and being eligible, offers himself for re-appointment as a member of the Executive Committee.
6. To appoint **MR. NITIN L. SHAH, (DIN: 00062850)**, who retires by rotation and being eligible, offers himself for re-appointment as a member of the Executive Committee.
7. To appoint Independent Auditors for the years 2016-2021 and to fix their remuneration, and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution.

“RESOLVED THAT subject to the provisions of section 139 and other application provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, M/s A. J. Shah & Co., Chartered Accountants, having firm registration number 109477W, be and are hereby re-appointed as Independent Auditors of the Club, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Seventy Fourth Annual General meeting of the Club to be held hereafter, subject to ratification by members every year.”

“RESOLVED FURTHER THAT the Executive Committee be and is hereby authorized to fix the remuneration of the Independent Auditors for the financial year 2016-2017 and for subsequent years.”

By order of the EXECUTIVE COMMITTEE

NITIN L. SHAH

Hon. Secretary

DIN: 00062850

Place: Mumbai

Date: 31st August, 2016.

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

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING OF THE CLUB IS ENTITLED TO APPOINT A PROXY TO ATTEND INSTEAD OF HIMSELF BUT THE PROXY MUST BE A MEMBER ENTITLED TO VOTE. Proxies, in order to be effective, must be received by the Club not less than 48 hours before the Meeting.
2. 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.
3. A member wishing to inspect the proxies is requested to give notice of atleast 3 days before the Annual General Meeting and such member is entitled to do so during the period before 24 hours (during the working hours) before commencement of Annual General Meeting.
4. 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 Lac. 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. five members retiring by rotation and opt for re-appointment and additional nomination/s received as per this clause. The five members who get maximum votes will be declared elected.
5. In accordance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules 2015, the business at the General Meeting is to be transacted through electronic voting system. The Club is pleased to provide a facility for voting by electronic means (“e-voting”) to its members as on the cut-off date, being **23rd SEPTEMBER, 2016**. The Club has engaged the services of Central Depository Services (India) Ltd.

- ("CDSL") to provide e-voting facilities. Instructions for e-voting are indicated in the e-voting procedure accompanying the Notice.
6. Members may also note that the facility for voting through polling paper shall also be made available at the meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 7. The Club has appointed **Mr. Shirish Shetye**, 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.
 8. 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.

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 facility for voting through polling paper will also be made available at the Annual General Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able exercise their right to vote at the Meeting through polling paper.

- (C) 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.

II. The instructions for members voting electronically are as under:

- i. The voting period begins on 26th September, 2016 from 9.00 a.m. (IST) and ends on 29th September, 2016 up to 5.00 p.m. (IST). During this period members of the Club whose name is recorded in the Register of Members, as on the cut-off date i.e. 23rd September, 2016 only shall be entitled to cast their vote electronically. The e-voting module shall be disabled for voting thereafter.
- ii. Cut-off date is 23rd September, 2016 (seven days before the date of Annual General Meeting for determining the eligibility to vote by electronic means or in Annual General Meeting)
- iii. The Members should log on to the e-voting website www.evotingindia.com.
- iv. Click on Shareholders.
- v. Now Enter your User ID provided to you by CDSL for this Annual General Meeting.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. Enter your password to be used provided by CDLS through courier/post.
- viii. If you intend to change the password go to 'Change Password' button.
- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Click on the EVSN of MALABAR HILL CLUB LIMITED on which you choose to vote.
- xi. 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- xvi. In case you have any queries or issues regarding e-voting, write an email to helpdesk.evoting@cdslindia.com
- xvii. The members would be able to cast their votes at the meeting through ballot paper if they have not availed the remote e-voting facility. If the vote is cast through remote e-voting facility then the members would not be permitted to exercise their voting right at the general meeting.
- xviii. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Club and make, not later than three days of conclusion of the meeting a consolidated scrutinizer's 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.
- xix. 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.
- xx. Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of the Meeting i.e. **30th September, 2016.**

By order of the EXECUTIVE COMMITTEE

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

Place: Mumbai
Date: 31st August, 2016