

Date: October 1, 2025

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 78<sup>th</sup> Annual General Meeting ('AGM') of the Members of Malabar Hill Club Limited ('the Club') held on Tuesday, September 30, 2025 at 4.00 p.m. through video conferencing ('VC') / other audio visual means ('OAVM').**

I have completed the assignment as the Scrutinizer for the Remote e-voting and e-Voting during the 78<sup>th</sup> Annual General Meeting process under Section 108 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014 as amended from time to time and I submit herewith my report for your necessary further action.

I further report that the electronic data and all other relevant records relating to E-Voting prior and during the AGM, shall remain in my safe custody until the Chairman considers, approves and signs the Scrutinizer Report/Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Chairman of the Company for safe keeping.

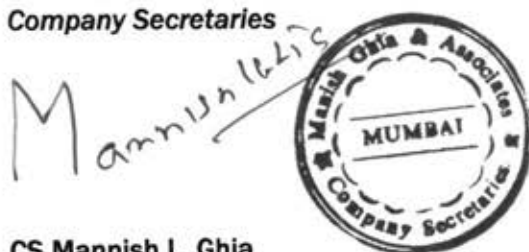
I request you to preserve electronic data and all other relevant records as required under Rule 20 of Companies (Management and Administration) Rules, 2014.

Thanking you,

For **Manish Ghia & Associates**

**Company Secretaries**

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**CS Mannish L. Ghia**

**Partner**

**M. No. FCS 6252; C. P. No.3531**

**Encl: as above**

**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 78<sup>th</sup> Annual General Meeting ('AGM') of the Members of Malabar Hill Club Limited ('the Club') held on Tuesday, September 30, 2025 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 78<sup>th</sup> AGM dated August 23, 2025 (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 and Circular No. 09/2024 dated September 19, 2024 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 78<sup>th</sup> AGM of its Members through VC/OAVM on Tuesday, September 30, 2025 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 ('CSDL') 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 (Vernacular language) 'Navshakti' on Monday, August 25, 2025, regarding the compliance with the said circular in relation to 78<sup>th</sup> AGM of the Club.

2.3 The Club on Friday, September 5, 2025 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, August 23, 2025.

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 'Free Press Journal' and Marathi Newspaper 'Navshakti' on Saturday, September 6, 2025.

2.5 The remote e-voting period commenced on Saturday, September 27, 2025 at 09.00 a.m. and ended on Monday, September 29, 2025 at 5.00 p.m. (IST).

2.6 Votes cast through remote e-voting till 5.00 p.m. on Monday, September 29, 2025 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.

2.7 The remote e-voting module was disabled by CDSL on Monday, September 29, 2025 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 for remote e-voting and voting at the AGM i.e., Tuesday, September 23, 2025.



2.8 The remote e-voting and e-voting during the AGM was scrutinized for verification of votes cast in favor and against the resolution.

2.9 There were no invalid votes either in the remote e-voting or during the e-voting at the AGM; however, there have been absentions 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 31<sup>st</sup> March 2025, 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
805	805	98.89

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
9	9	1.11

(iii) Abstained/Invalid votes:

Number of members who have abstained from casting their votes	Number of votes
3	3

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. ASHOK NARAYAN SHETTY, (DIN: 02373952), 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
592	592	77.59

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
171	171	22.41

(iii) Abstained/Invalid votes:

Number of members who have abstained from casting their votes	Number of votes
54	54

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. ASHISH ANIL MEHTA, (DIN: 09684271), 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
635	635	78.69

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
172	172	21.31



(iii) Abstained/Invalid votes:

Number of members who have abstained from casting their votes	Number of votes
10	10

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. CHETAN SHANTILAL SHAH, (DIN: 00488127), 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
668	668	86.87

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
101	101	13.13

(iii) Abstained/Invalid votes:

Number of members who have abstained from casting their votes	Number of votes
48	48

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. RAAJEEV INDERJIT SHARMA, (DIN: 00562602), 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
201	201	25

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
603	603	75

(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

#### Resolution No. 6: Ordinary Resolution

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.

(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
683	683	87.56

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
97	97	12.44



(iii) Abstained/Invalid votes:

Number of members who have abstained from casting their votes	Number of votes
37	37

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

**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
793	793	97.90

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
17	17	2.10

(iii) Abstained/Invalid votes:

Number of members who have abstained from casting their votes	Number of votes
7	7

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





**Result:**

- a. For Resolution No. 1 to 4 and 6 (Ordinary Resolutions) - We report that the number of votes cast in favour are more than the number of votes cast against;
- b. For Resolution No. 5 (Ordinary Resolution) - We report that the number of votes cast against are more than the number of votes cast in favour;
- c. 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.

Accordingly, the Ordinary Resolution Nos. 1 to 4 & 6 and Special Resolution No. 7 as contained in the Notice of AGM dated August 23, 2025 may be considered as having been passed/carried with requisite majority; the Resolution No. 5 however *has not been carried* as the requisite majority has not been obtained in its favour.

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

For Manish Ghia & Associates  
Company Secretaries



*Mannish (G216)*

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, 2025  
UDIN: F006252G001422205

**Countersigned by**

*Ketan L. Shah*  
1/10/2025

Ketan L. Shah 6:50 P.M.  
President & Chairman of the Meeting  
Malabar Hill Club Limited

Place: Mumbai  
Date: October 1, 2025