



CONSOLIDATED SCRUTINIZER'S REPORT

(On voting through Remote E-Voting and E-Voting during the AGM)

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014)

December 14, 2020

The Chairman / Secretary
MADRAS BOAT CLUB
CIN: U92412TN2009NPL071459
No. 2, 3rd Avenue, Boat Club Road
Raja Annamalaipuram
Chennai – 600 028

Dear Sir,

SUB: CONSOLIDATED SCRUTINIZER'S REPORT OF THE REMOTE E-VOTING AND E-VOTING AT THE 11TH ANNUAL GENERAL MEETING OF MADRAS BOAT CLUB HELD ON FRIDAY, DECEMBER 11, 2020 AT 06:30 P.M. THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO VIDEO MEANS ('OVAM')

1. I, V. Vasumathy, Practising Company Secretary, have been appointed by the Board of Directors of **Madras Boat Club** ("the Company) as a Scrutinizer vide letter dated November 13, 2020 for the purpose of scrutinizing the Remote E-voting and E-voting during the 11th Annual General Meeting ("AGM") of the Company, in a fair and transparent manner in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and in respect of resolutions set out in the notice dated November 12, 2020 of the 11th Annual General Meeting of the Members of the Company held on December 11, 2020 at 06.30 P. M. through video conferencing.
2. In view of the continuing COVID-19 global pandemic, the Ministry of Corporate Affairs vide its Circular No. 20/2020 dated May 5, 2020 read with Circular No. 14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020 has permitted conducting of Annual General Meeting of a Company through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") without the physical presence of the members for the meeting at a common venue. Since the AGM is held in accordance to the aforesaid circulars, the physical presence of Members has been dispensed with and the facility for appointment of proxies by the Members is however not applicable to the Company.

Members who attended the meeting through VC or OAVM have been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

3. The Management of the Company is responsible to ensure compliance with the statutory requirements of the Companies Act, 2013 and Rules made thereunder read with the relevant Circulars of Ministry of Corporate Affairs (MCA) w.r.t. despatch of Notice and conduct of Annual General Meeting and E-voting through VC / OAVM on the resolutions contained in Notice of the 11th Annual General Meeting of the Company. I have relied on information provided by the Club regarding the Register of Members (along with right to vote on resolutions) of the Club as on the Cut-off date.
4. The Company had availed the e-voting facility offered by Central Depository Services (India) Limited ("CDSL"), for conducting Remote E-voting ("Remote E-Voting") and E-voting ("E-voting") at the 11th Annual General Meeting to enable the Members to exercise their right to vote by electronic means.
5. My responsibility as Scrutinizer for the voting process is restricted to make a 'Consolidated Scrutinizer's Report' of the votes cast as "for" or "against" / "assent" or "dissent" for the resolution as stated in the notice of the 11th Annual General Meeting, based on reports generated from the Electronic voting service facility provided by Central Depository Services (India) Limited ("CDSL"), engaged by the Company, to provide voting through electronic means i.e. by Remote E-voting and on E-voting at the 11th Annual General Meeting.
6. The Members of the Club as on the "Cut-off" date (i.e. on Friday, December 4, 2020) were entitled to vote on the resolutions as set out in the Notice of the 11th Annual General Meeting.
7. The Remote E-voting commenced on Tuesday, December 8, 2020 at 9.00 A.M IST to Thursday, December 10, 2020 at 5.00 P.M. IST and the CDSL Remote E-voting Platform was closed in due time. After declaration of voting by the Chairman during the Annual General Meeting, the Members who were present through VC / OAVM during the Annual General Meeting voted through the E-voting facility provided by CDSL at the Annual General Meeting.
8. The Members who had voted by Remote E-voting through the facility provided by CDSL had been blocked and only those Members who were present through VC / OAVM during the Annual General Meeting and who had not voted using the Remote e-voting facility



were allowed to cast their votes through E-voting system during the Annual General Meeting.

9. After closure of E-voting during the Annual General Meeting, votes cast through E-voting during the AGM and through Remote E-voting prior to the date of AGM were unblocked in the presence of two witnesses who are not in employment of the Company in accordance with Rule 20 (3) (ix) of the Companies (Management and Administration) Rules, 2014 and downloaded the results, after the appointed time from the E-voting System of CDSL, scrutinized, reviewed and the votes were counted and the voting results were prepared.
10. **Based on the data downloaded from CDSL E-voting System, the results of the remote e-voting and e-voting at the AGM through VC / OAVM are summarised as follows, in terms of count of votes cast in “favour” or “against” all resolutions, out of the total valid vote on the resolutions set out in the Notice of the 11th Annual General Meeting:**

Resolution No. 1: To receive, consider and adopt the Balance Sheet as at March 31, 2020 and the Income and Expenditure Statement as on that date together with the Auditor’s Report and the Management Committee Report thereon. ***(Ordinary Resolution)***

Total number of Valid Votes	Number of Votes Cast For	Number of Votes Cast Against	Assent %	Dissent %
153	146	7	95.42%	4.58%

Resolution No. 2: To appoint Statutory Auditors of the Company and fix their remuneration. ***(Ordinary Resolution)***

Total number of Valid Votes	Number of Votes Cast For	Number of Votes Cast Against	Assent %	Dissent %
120	120	0	100%	0%

Resolution No. 3: RULE V: MEMBERSHIP - Article 11 (e) (1) - Parent Child Rowing - Removal of Age Restrictions. ***(Special Resolution)***

Total number of Valid Votes	Number of Votes Cast For	Number of Votes Cast Against	Assent %	Dissent %
121	94	27	77.69%	22.31%



Resolution No. 4: RULE V: MEMBERSHIP - Article 11 (e) (2) - Parent Child Lawn - Removal of Age Restrictions. *(Special Resolution)*

Total number of Valid Votes	Number of Votes Cast For	Number of Votes Cast Against	Assent %	Dissent %
120	89	31	74.17%	25.83%

Resolution No. 5: RULE V: MEMBERSHIP - Article 11 (h) (9) - Institutional Members. *(Special Resolution)*

Total number of Valid Votes	Number of Votes Cast For	Number of Votes Cast Against	Assent %	Dissent %
116	95	21	81.90%	18.10%

Resolution No. 6: RULE V: MEMBERSHIP - Article 11 (t) Member Emeritus – The date of calculation for qualifying as an Emeritus Member for Privilege Lawn Members shall be the date of confirmation of the deceased Member. *(Special Resolution)*

Total number of Valid Votes	Number of Votes Cast For	Number of Votes Cast Against	Assent %	Dissent %
120	115	5	95.83%	4.17%

Resolution No. 7: RULE VII: Entrance Fee and Subscription – Article 13 (2). *(Special Resolution)*

Total number of Valid Votes	Number of Votes Cast For	Number of Votes Cast Against	Assent %	Dissent %
120	74	46	61.67%	38.33%

Resolution No. 8: RULE VII: Entrance Fee and Subscription – Article 13 (3) – Institutional. *(Special Resolution)*

Total number of Valid Votes	Number of Votes Cast For	Number of Votes Cast Against	Assent %	Dissent %
117	93	24	79.49%	20.51%

Resolution No. 9: RULE X: Billing - Article 16 - RENUMBERING. *(Special Resolution)*

Total number of Valid Votes	Number of Votes Cast For	Number of Votes Cast Against	Assent %	Dissent %
117	105	12	89.74%	10.26%



Resolution No. 10: RULE X: Billing - Article 16 (j) – Insertion – Outstation / Absentee members shall be charged full subscription for those months in which they use the Club more than once. If they use the club more than 12 times in a year, they will be charged full subscription for all the months. **(Special Resolution)**

Total number of Valid Votes	Number of Votes Cast For	Number of Votes Cast Against	Assent %	Dissent %
121	85	36	70.25%	29.75%

Resolution No. 11: RULE XVIII: General Meetings – Article 24 (k) – Insertion – Since only Rowing Members are entitled to complete voting rights to vote on any item and they constitute less than 1000 members, voting through electronic means shall not be applicable to the Club / Company as per Companies Act, 2013. **(Special Resolution)**

Total number of Valid Votes	Number of Votes Cast For	Number of Votes Cast Against	Assent %	Dissent %
119	88	31	73.95%	26.05%

Resolution No. 12: RULE V: MEMBERSHIP – 11 (m) Honorary Life Members **(Special Resolution)**

To elect the following persons as Honorary Life Members of the Club:

- a) Justice Nirmal Kumar - Judge High Court of Chennai;
- b) Dr. Soumya Swaminathan -Chief Scientist W.H.O. and DG ICMR;
- c) Mrs. Lethika Saran - Former DGP and 1st Lady Commissioner of a Police force in independent India; and
- d) Justice Ibrahim Khalifulla - Former Judge of the Supreme Court of India.

Total number of Valid Votes	Number of Votes Cast For	Number of Votes Cast Against	Assent %	Dissent %
119	108	11	90.76%	9.24%

Resolution No. 13: RULE XIX: POWER OF COMMITTEE – Food and Beverage Credit from April 2020 to November 2020; valid only for food and beverage use and need to be used up before March 31, 2021. **(Ordinary Resolution)**

Total number of Valid Votes	Number of Votes Cast For	Number of Votes Cast Against	Assent %	Dissent %
122	103	19	84.43%	15.57%



I report that Resolution Nos. 1, 2, 3, 5, 6, 8, 9, 12 & 13 have been passed by the Members of the Company through E-voting during the Annual General Meeting and Remote E-voting with requisite majority as proposed in the Notice of the 11th Annual General Meeting of the Company.

Resolution Nos. 4, 7, 10 & 11 have not been passed by the Members of the Company through E-voting during the Annual General Meeting and Remote E-voting as proposed in the Notice of the 11th Annual General Meeting of the Company, since there was no requisite majority.

Electronic data and relevant records relating to Remote E-voting / E-voting during the 11th Annual General Meeting held on December 11, 2020, shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid 11th Annual General Meeting and thereafter the same will be handed over to the Secretary of the Club / Company for the safe keeping.

Thanking you,

Yours' faithfully,

For V. VASUMATHY & ASSOCIATES,

V. VASUMATHY

Practising Company Secretary

COP: 9451, FCS: 5424

UDIN: F005424B001489931

Place: Chennai

Countersigned:
For MADRAS BOAT CLUB

SUNIL REDDY MALLIDI
Director (DIN: 03262298)