

# **Bhanu Pant & Associates**

## **Company Secretaries**

H.O.: 260D, Street No.-6, West Vinod Nagar,  
Patparganj, Delhi-110092  
B.O.: Hall No. 1, Shanti Tower, Upper Ground Floor  
Near Big Bazaar, Durga City Center,  
Haldwani, UK-263139  
B.O.: Pacific Golf Estate, Dehradun, UK-248001  
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Email: bhanupantcs@gmail.com  
bhanupantandassociates@gmail.com

### **FORM No. MGT-13**

### **Scrutinizer's Report**

*[Pursuant to Section 108, 109 of the Companies Act, 2013 ('the Act') and Rule 20, 21(2) of the Companies (Management and Administration) Rules, 2014 ('the Rules') read with General Circulars issued by the Ministry of Corporate Affairs from time to time.]*

To,

The Chairman

**THE BOAT HOUSE CLUB LIMITED**

(CIN: U45202UR1948NPL001927)

**MALLITAL, NAINITAL, UTTARAKHAND-263002**

Dear Sir,

I, Bhanu Prakash Pant, Proprietor of M/s Bhanu Pant & Associates, Company Secretaries, having office at Office/Hall No.1, Shanti Tower, DC Center, Haldwani, Distt- Nainital, Uttarakhand-263139, was appointed as Scrutinizer by the Board of Directors of The Boat House Club Limited ('the Company') through Authorisation letter issued of dated 21<sup>st</sup> November, 2023, for the purpose of scrutinizing remote e-voting and physical voting process in a fair and transparent manner under the provisions of Sections 108 and 110 of the Act read with the Rules and read with General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 & 03/2022 issued by the Ministry of Corporate Affairs on April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 08, 2021 and May 05, 2022 respectively ('MCA Circulars') and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) of the Members of The Boat House Club Limited, held on 16<sup>th</sup> December 2023 at 11:00 A.M at the registered office of the Company at The Boat House Club Limited, Mallital, Nainital,



Uttarakhand-263002 in respect of the following resolutions as mentioned in the Notice of Annual General Meeting dated 21<sup>th</sup> November, 2023

Sr.No.	Type of Resolution	Particulars
1.	Ordinary Resolution	To receive, consider and adopt the audited Balance Sheet as at 31st March, 2023 and Income & Expenditure A/c for the year ended on that date and the Reports of the Board of Directors and Auditors thereon. To consider and if thought fit, to pass, with or without modification(s).
2.	Ordinary Resolution	To ratify the appointment of auditors and fix their remuneration. The Auditors M/s Sharda & Sharda LLP (FRN: 005629C/C400002), Chartered Accountants are eligible for re-appointment. To consider and if thought fit, to pass with or without modification(s).
3.	Special Resolution	To Increase the entrance fee for permanent membership for the members of the Company from Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) to Rs. 5,00,000/- (Rupees Five Lakhs Only) excluding GST, subject to change, if so desired, at any subsequent Annual General meeting.
4.	Special Resolution	To increase the annual subscription fees for members from Rs. 3,000/- (Rupees Three Thousand only) to Rs. 6,000/- (Rupees Six Thousand only) excluding GST.

**I submit the report as under:**

1. As informed by the Company, Annual General Meeting Notice along with explanatory statement and remote e-voting instructions were sent to all those Members, whose e-mail address were registered with the Company and whose names appeared in the Register of Members of the Company as on 07.12.2023 ('cut-off date').
2. The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules thereof including Circulars in respect of the resolutions contained in the Notice of the meeting including the dispatch of the notice to the members. My responsibilities as Scrutinizer is restricted to make a Scrutinizer's Report of the votes cast in 'Favour' or 'Against' the resolutions contained in the Notice





of the meeting, based on the reports generated from the remote e-voting system provided by National Securities Depository Limited.

The said appointment as Scrutinizer is as per the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (the Rules). As the Scrutinizer, I have to scrutinize:

**1) Remote E-Voting:**

**a) Agency:** The Company had appointed National Securities Depository Limited (NSDL) as the agency for providing the remote e-voting platform.

**b) Remote e-voting:** Remote e-voting platform was open from 9:00 A.M, Wednesday, 13<sup>th</sup> December, 2023 to 05:00 P.M. Friday, December 15, 2023 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Resolutions, on the remote e-voting platform provided by NSDL. Remote E-Voting facility was offered to only those members, whose name is appeared in the register of members as on the cut-off date (i.e. 07<sup>th</sup> December, 2023).

**2) Voting at the AGM:**

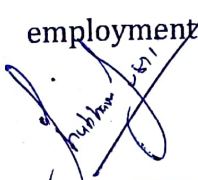
a) As prescribed under Rule 20 (4) (Xiii) of the Companies (Management and Administration) Amendment Rules, 2016, for the purpose of ensuring that members who have already cast their votes through remote e-voting do not cast vote again at the general meeting, the scrutinizer shall have access after the closure of period of remote e-voting and before the start of general meeting, to only such details relating to members who have cast their votes through remote e-voting, such as their names, membership number, but not the manner in which they have voted.

b) Accordingly, NSDL, the remote e-voting Agency provided us with the names, membership number of the members who had cast their votes through remote e-voting.

c) Considering the aforesaid, the company issued ballot papers to the members who attended the meeting.



3. The Company has published an advertisement on November 22, 2023 regarding Annual General Meeting in English language newspaper "the pioneer" and in Hindi language newspaper "Uttar Ujala".
4. The Members of the Company holding membership as on cut-off date were entitled to vote on the resolutions as contained in the Notice of the meeting and could vote through remote e-voting facility only as per the MCA Circulars. Members were provided with the facility to cast their votes on the designated platform of National Securities Depository Limited.
5. The remote e-Voting commenced on Wednesday, December 13, 2023, 10:00 A.M. and ended on Friday, December 15, 2023, 05:00 P.M. Further, the remote e- voting process was monitored through the Scrutinizer's secured link provided by National Securities Depository Limited on its designated website i.e. '<https://www.evoting.nsdl.com/>'.
6. The members who had voted through remote e-voting facility provided by NSDL had been blocked and only those members who were present at the AGM and who had not voted during remote e-voting period were allowed to cast their votes through Physical ballot/Poll facility provided at the AGM.
7. The remote e-voting was unblocked on 16<sup>th</sup> December, 2023 at 06:00 P.M. in the presence of two witnesses i.e. Shri. Shubham Joshi and Shri. Taran Raj who are not in the employment of the Company and have signed below:

  
Witness - 1

  
Witness - 2

8. The particulars of remote e-voting report generated from electronic registry of National Securities Depository Limited have been entered in a separate Register maintained for this purpose.





9. Remote e-votes cast upto 05:00 P.M. on 15<sup>th</sup> December, 2023 are considered for the purpose of this report. The remote e-voting was reconciled with the register of members of the Company as on cut- off date as maintained by the Company.
10. The result of the remote e-voting and physical voting in respect of the resolutions contained in the Notice of the meeting is as under:

**Item Number 1.**

**Adoption of Financial Statements (Ordinary resolution)**

**(i) Voting in favour of resolution:**

<u>Number of members voted &amp; Cast in remote E-voting (A)</u>	<u>Number of members/Proxies voted &amp; cast in physical voting (B)</u>	<u>Total Number of Votes voted in remote E-voting and physical voting (C)=[(A)+(B)]</u>	<u>% of total number of valid votes cast</u>
187	19	206	95.82%

**(ii) Voting against the resolution:**

<u>Number of members voted &amp; Cast in remote E-voting (A)</u>	<u>Number of members/Proxies voted &amp; cast in physical voting (B)</u>	<u>Total Number of Votes voted in remote E-voting and physical voting (C)=[(A)+(B)]</u>	<u>% of total number of valid votes cast</u>
06	03	09	04.18%



**(iii) Invalid Votes:**

<u>Number of members voted &amp; Cast in remote E-voting</u>	<u>Number of members/Proxies voted &amp; cast in physical voting</u>
0	01

The detailed break up of voting through remote e-voting and physical voting in respect of the above Resolution is attached to this report and marked as 'Annexure A'

Vote casted in both remote E-voting and physical voting at the AGM by the same member are considered as Invalid and only the votes casted in remote E-voting are taken into account in respect of such member.

**RESULT :** As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no.1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**Item Number 2.**

**Adoption of Financial Statements (Ordinary resolution)**

**(i) Voting in favour of resolution:**

<u>Number of members voted &amp; Cast in remote E-voting (A)</u>	<u>Number of members/Proxies voted &amp; cast in physical voting (B)</u>	<u>Total Number of Votes voted in remote E-voting and physical voting (C)=[(A)+(B)]</u>	<u>% of total number of valid votes cast</u>



186	20	206	95.37%
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**(ii) Voting against the resolution:**

<u>Number of members voted &amp; Cast in remote E-voting (A)</u>	<u>Number of members/Proxies voted &amp; cast in physical voting (B)</u>	<u>Total Number of Votes voted in remote E-voting and physical voting (C)=[(A)+(B)]</u>	<u>% of total number of valid votes cast</u>
07	03	10	04.63%

**(iii) Invalid Votes:**

<u>Number of members voted &amp; Cast in remote E-voting (A)</u>	<u>Number of members/Proxies voted &amp; cast in physical voting (B)</u>
0	1

Vote casted in both remote E-voting and Physical voting at the AGM by the same member are considered as Invalid and only the votes casted in remote E-voting are taken into account in respect of such member.

The detailed break up of voting through remote e-voting and physical voting in respect of the above Resolution is attached to this report and marked as 'Annexure B'

**RESULT :** As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





**Item Number 3.**

**Increase in entrance fee for permanent membership (Special resolution)**

**(i) Voting in favour of resolution:**

<u>Number of members voted &amp; Cast in remote E-voting (A)</u>	<u>Number of members/Proxies voted &amp; cast in physical voting (B)</u>	<u>Total Number of Votes voted in remote E-voting and physical voting (C)=[(A)+(B)]</u>	<u>% of total number of valid votes cast</u>
149	14	163	73.76%

**(ii) Voting against the resolution:**

<u>Number of members voted &amp; Cast in remote E-voting (A)</u>	<u>Number of members/Proxies voted &amp; cast in physical voting (B)</u>	<u>Total Number of Votes voted in remote E-voting and physical voting (C)=[(A)+(B)]</u>	<u>% of total number of valid votes cast</u>
48	10	58	26.24%

**(iii) Invalid Votes:**

<u>Number of members voted &amp; Cast in remote E-voting</u>	<u>Number of members/Proxies voted &amp; cast in physical voting</u>
0	1





Vote casted in both remote E-voting and Physical voting at the AGM by the same member are considered as Invalid and only the votes casted in remote E-voting are taken into account in respect of such member.

The detailed break up of voting through remote e-voting and physical voting in respect of the above Resolution is attached to this report and marked as 'Annexure C'

**RESULT:** As the number of votes cast in favour of the resolution were not at least three times number of votes cast against, we report that the Special Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in against of the resolution with requisite majority.

**Item Number 4.**

**Increase in entrance fee for permanent membership (Special resolution)**

**(i) Voting in favour of resolution:**

<u>Number of members voted &amp; Cast in remote E-voting (A)</u>	<u>Number of members/Proxies voted &amp; cast in physical voting (B)</u>	<u>Total Number of Votes voted in remote E-voting and physical voting (C)=[(A)+(B)]</u>	<u>% of total number of valid votes cast</u>
113	13	126	57.01%



**(ii) Voting against the resolution:**

<u>Number of members voted &amp; Cast in remote E-voting (A)</u>	<u>Number of members/Proxies voted &amp; cast in physical voting (B)</u>	<u>Total Number of Votes voted in remote E-voting and Physical voting (C)=[(A)+(B)]</u>	<u>% of total number of valid votes cast</u>
84	11	95	42.99%

**(iii) Invalid Votes:**

<u>Number of members voted &amp; Cast in remote E-voting (A)</u>	<u>Number of members/Proxies voted &amp; cast in physical voting (B)</u>
0	1

The detailed break up of voting through remote e-voting and physical voting in respect of the above Resolution is attached to this report and marked as 'Annexure D'

Vote casted in both remote E-voting and Physical voting at the AGM by the same member are considered as Invalid and only the votes casted in remote E-voting are taken into account in respect of such member.

**RESULT:** As the number of votes cast in favour of the resolution were not at least three times number of votes cast against, we report that the Special Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in against of the resolution with requisite majority.

I further report;

1. That 48 members and Nil Proxy were present at the AGM held at the registered office of the Company as per the venue attendance report.





2. Votes were cast through physical voting during the AGM.

3. That the combined results of the remote e-voting and physical voting annexed as Annexure with this report.

4. That the Chairman or any other person as authorized may declare and confirm the above results of remote e-voting as well as physical voting held at the AGM.

5. That Rule no. 20 and 21 of the Companies (Management and Administration) Rules, 2014, have been duly complied with. The relevant records relating to remote e- Voting will be handed over to the Chairman for safe keeping after the Chairman approves and signs the minutes of the meeting.

I pay my sincere thanks to the management of the Company for giving me the opportunity to act the scrutinizer for the purpose of remote e-voting and physical voting at the AGM

Thanking You,

**For Bhanu Pant & Associates  
Company Secretaries**

**Bhanu Prakash Pant**

CP No.:12080

M. No.: F9755

UDIN:F009755E002964531

Date:17.12.2023

Place: Haldwani. Uttarakhand



**Countersigned on behalf of  
The Boat House Club Limited**

**Dhir Singh**

Director

**DIN:09321935**

**Office add:** Mallital, Nainital,  
Uttarakhand-263002

A handwritten signature in blue ink, appearing to be "Dhir Singh", written over a horizontal line.

### Annexure-A

A detailed summary of the voting through remote e-voting and physical voting is given herein below:

	Ordinary Resolution				
Particulars	Number of Valid Votes			% of votes in favour on votes polled (D)=[(A)/(C)*10 0]	% of votes against of votes polled (E)=[(B)/(C)*10 0]
	Assent (A)	Dissent (B)	Total (C)		
Remote e- Voting	187	6	193	96.89%	24.36%
Physical voting	19	3	22	86.36%	41.66%
Total	206	9	215	95.82%	04.18%

### Annexure-B

A detailed summary of the voting through remote e-voting and physical voting is given herein below:

	Ordinary Resolution				
Particulars	Number of Valid Votes			% of votes in favour on votes polled (D)=[(A)/(C)*100]	% of votes against of votes poll ed (E)=[(B)/(C)*100]
	Assent (A)	Dissent (B)	Total (C)		
Remote e- Voting	186	07	193	96.37%	3.62%





<b>Physical voting</b>	<b>20</b>	<b>03</b>	<b>23</b>	<b>86.95%</b>	<b>13.04%</b>
<b>Total</b>	<b>206</b>	<b>10</b>	<b>216</b>	<b>95.37%</b>	<b>04.63%</b>

**Annexure-C**

A detailed summary of the voting through remote e-voting and physical voting is given herein below:

	<b>Special Resolution</b>				
<b>Particulars</b>	<b>Number of Valid Votes</b>			<b>% of votes in favour on votes polled (D)=[(A)/(C)*100]</b>	<b>% of votes against of votes polled (E)=[(B)/(C)*100]</b>
	<b>Assent (A)</b>	<b>Dissent (B)</b>	<b>Total (C)</b>		
<b>Remote e-Voting</b>	149	48	197	75.63%	24.36%
<b>Physical voting</b>	14	10	24	58.33%	41.66%
<b>Total</b>	<b>163</b>	<b>58</b>	<b>221</b>	<b>73.76%</b>	<b>26.24%</b>



**Annexure-D**

A detailed summary of the voting through remote e-voting and physical voting is given herein below:

	<b>Special Resolution</b>				
<b>Particulars</b>	<b>Number of Valid Votes</b>			<b>% of votes in favour on votes polled (D)=[(A)/(C)*100]</b>	<b>% of votes against of votes polled (E)=[(B)/(C)*100]</b>
	<b>Assent (A)</b>	<b>Dissent (B)</b>	<b>Total (C)</b>		
<b>Remote e-Voting</b>	113	84	197	57.36%	42.63%
<b>Physical voting</b>	13	11	24	54.16%	45.83%
<b>Total</b>	<b>126</b>	<b>95</b>	<b>221</b>	<b>57.01%</b>	<b>42.99%</b>

