

**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)

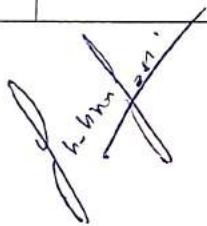
**MALLITAL, NAINITAL, UTTARAKHAND-263002**

Dear Sir,

I, Shubham Joshi, Member of Institute of Company Secretaries of India, was appointed as Scrutinizer by the Board of Directors of The Boat House Club Limited ('the Company') through Appointment letter issued of dated 05<sup>th</sup> June, 2024, 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 Friday, 12<sup>th</sup> July 2024 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 05<sup>th</sup> June, 2024



Sr.No.	Type of Resolution	Particulars
1.	Ordinary Resolution	To receive, consider and adopt the Audited financial statements of the Company for the financial year ended 31st March, 2024 together with Profit & Loss Account, Cash Flow statement along with schedules appended thereto 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 elect members of the Managing Committee to act as Board of Directors pursuant to provisions of Section 152 of the Companies Act 2013 read with Articles of Association and Bye-Laws of The Boat House Club Limited.
3.	Ordinary Resolution	To Reappoint M/s. Sharda & Sharda LLP, Chartered Accountants as Statutory 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).
4.	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) excluding GST to Rs. 5,00,000/- (Rupees Five Lakhs only) excluding GST, To consider and if thought fit, to pass with or without modification(s).
5.	Special Resolution	To fix Dependent membership fee to Rs. 80,000/- (Rupees Eighty Thousand Only) replacing the current fee structure of 20% of the entrance fee of a permanent member. To consider and if thought fit, to pass with or without modification(s).
6.	Special Resolution	To increase the tenure of the Managing Committee to two years. To consider and if thought fit, to pass with or without modification(s).
7.	Special Resolution	To amend Clause 4 of Article of Association to stipulate that new memberships will not be granted until one month before the Annual General Meeting replacing the current scenario of no new memberships being granted in May and June. To consider and if thought fit, to pass with or without modification(s).





**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, whose No dues have been cleared and whose names appeared in the Register of Members of the Company as on 04<sup>th</sup> July, 2024 ('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 (NSDL).

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 10:00 A.M, Tuesday, 09<sup>th</sup> July, 2024 to 05:00 P.M. Thursday, July 11, 2024 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. 04<sup>th</sup> July, 2024).



Handwritten signature of the Scrutinizer, dated 24/7/24.

**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.

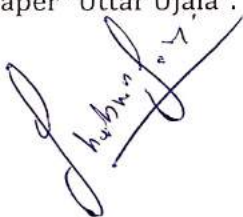
b) Accordingly, NSDL, the remote e-voting Agency provided us with the names, membership number of the members who had cast their votes through remote e-voting.

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

d) To streamline the voting and counting process for the physical voting associated with the appointment of Directors through election, the board has constituted an Election Officers Team. The team members are as follows:

1. CS Bhanu Pant, Practicing Company Secretary.
2. Advocate. Birendra Singh Adhikari,
3. CS Shubham Joshi, Scrutinizer
4. Mr. Rajat Tandon
5. Advocate Rajeev Singh Bisht
6. Advocate. Gopal Verma
7. Mr. Kirti Singh Negi
8. Mr. Saurav Bhatt

3. The Company has published an advertisement on June 20<sup>th</sup>, 2024 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 **10:00 A.M, Tuesday, 09<sup>th</sup> July, 2024 to 05:00 P.M. Thursday, July 11, 2024**. 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 13<sup>th</sup> July, 2024 at 04:15 P.M. in the presence of two witnesses i.e. Shri. Bhanu Prakash Pant and Shri. Saurav Bhatt 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 11<sup>th</sup> July, 2024 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>
963	264	1277	96.31%

**(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>
16	31	47	03.68%

**(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	15

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.**

**Resolution(s) for the election for the post of members of the club to serve on the Managing Committee for the period 2024-2025 and to replace retiring members . (Ordinary Resolution)**

A total of 12 candidates nominated themselves for the 9 vacancies to serve as directors in the managing committee of the Club.

A total of 1,299 members voted via e-voting, and 344 members voted through physical ballots.

The results of the election/voting are as follows:



Candidate SR. No	Name Of Candidates	E-Voting Votes	Physical Ballot Votes	Final Votes	Vote Ranking
6	MR. MUKUND PRASAD	1027	194	1221	1
5	MR. J.S. SARNA (SHAMMI)	1026	192	1218	2
4	MR. D.K. SHARMA	1004	211	1215	3
7	MR. NASEEM A. KHAN	967	194	1161	4
3	MR. CHAUDHARY DHIR SINGH	948	203	1151	5
11	MR. SUMIT JETHI	963	187	1150	6
9	MR. SHAILENDRA SINGH CHAUHAN	939	206	1145	7
10	MR. SHOEB AHMED	926	171	1097	8
1	MR. AKHIL KUMAR SAH	711	224	935	9
8	MR. PANKAJ JAISWAL	271	184	455	10
12	MR. VIJAY CHANDRA SHAH	254	194	448	11
2	MR. ANIL KUMAR AGARWAL	178	102	280	12

**(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	06





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 there were only 9 vacancies for directors and 12 nominations, the top 9 candidates with the highest number of votes, namely Mr. Mukund Prasad, Mr. J.S Sarna, Mr. D.K Sharma, Mr. Naseem A. Khan, Mr. Chaudhary Dhir Singh, Mr. Sumit Jethi, Mr. Shaileendra Singh Chauhan, Mr. Shoeb Ahmed and Mr. Akhil Kumar Sah have been elected as directors with requisite majority.

**Item Number 3.**

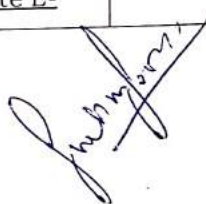
**Reappointment of M/s. Sharda & Sharda LLP, Chartered Accountants as Statutory Auditor of the Company for five consecutive years at a remuneration of Rs. 1,00,000/- Per Annum (Rupees One Lakh Only). (Ordinary resolution)**

**(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>
920	234	1154	91.15%

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

<u>Number of members voted &amp; Cast in remote E-</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</u>	<u>% of total number of valid votes cast</u>



<u>voting (A)</u>		<u>voting</u> <u>(C)=[(A)+(B)]</u>	
61	51	112	8.84%

**(iii) Invalid Votes:**

<u>Number of members voted &amp; Cast in</u> <u>remote E-voting (A)</u>	<u>Number of members/Proxies voted &amp; cast in</u> <u>physical voting (B)</u>
0	14

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. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**Item Number 4.**

**To Increase Permanent Membership Entrance fee to Rs. 5,00,000/- (Rupees Five Lakhs Only) excluding GST. (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>
906	155	1061	84.67%

**(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>
91	101	192	15.32%

**(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	9

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 at least three times number of votes cast against, we report that the Special Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**Item Number 5.**

**To fix Dependent membership fee to Rs. 80,000/- (Rupees Eighty Thousand Only) excluding GST. (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>
916	155	1071	85.27%



**(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>
85	100	185	14.73%

**(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	13

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 at least three times number of votes cast against, we report that the Special Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



**Item Number 6.**

**To increase the tenure of the Managing Committee to two years. (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>
870	122	992	79.55%

**(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>
128	127	255	20.45%

**(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>
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0	13
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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 E' 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 at least three times number of votes cast against, we report that the Special Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

**Item Number 7.**

**Alteration of Timing of Granting New Memberships. (No new memberships will be given until one month before the date of the Annual General Meeting). (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>
946	204	1150	92.74%

**(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>
41	49	90	7.26%

**(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	10

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 F'

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.

As the number of votes cast in favour of the resolution were at least three times number of votes cast against, we report that the Special Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

I further report;

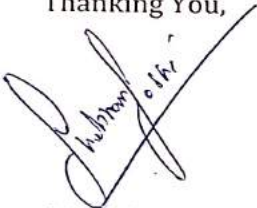
1. That 86 members and Nil Proxy were present at the AGM held at the registered office of the Company as per the venue attendance report.



2. Votes were cast by 344 members through physical voting after 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,



**CS Shubham Joshi**  
ICSI M. No.: 69994

**Date:14.07.2024**  
**Place: Nainital. Uttarakhand**

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



**Dhir Singh**  
Director  
**DIN:09321935**  
**Office add: Mallital, Nainital,**  
**Uttarakhand-263002**



**Annexure-A**

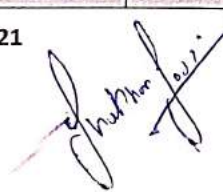
A detailed summary of the voting through remote e-voting and physical voting is given herein below:

Particulars	Ordinary Resolution			% of votes in favour on votes polled (D)=[(A)/(C)*100] 0]	% of votes against of votes polled (E)=[(B)/(C)*100] 0]
	Number of Valid Votes				
	Assent (A)	Dissent (B)	Total (C)		
Remote e-Voting	963	16	979	98.37%	01.63%
Physical voting	264	31	295	89.49%	10.51%
<b>Total</b>	<b>1227</b>	<b>47</b>	<b>1274</b>	<b>96.31%</b>	<b>03.69%</b>

**Annexure-B**

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

Particulars	Ordinary Resolution			% of votes in favour on votes polled (D)=[(A)/(C)*100] 0]	% of votes against of votes polled (E)=[(B)/(C)*100] 0]
	Number of Valid Votes				
	Assent (A)	Dissent (B)	Total (C)		



					0]
Remote e-Voting	920	61	981	93.78%	06.22%
Physical voting	234	51	285	82.11%	17.894%
Total	1154	112	1266	91.15%	08.85%

**Annexure-C**

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

Particulars	Special Resolution			% of votes in favour on votes polled (D)=[(A)/(C)*100]	% of votes against of votes polled (E)=[(B)/(C)*100]
	Number of Valid Votes				
	Assent (A)	Dissent (B)	Total (C)		
Remote e-Voting	906	91	997	90.87%	09.13%
Physical voting	155	101	256	60.55%	39.45%
Total	1061	192	1253	84.68%	15.32%



**Annexure-D**

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

Particulars	Special Resolution			% of votes in favour on votes polled (D)=[(A)/(C)*100]	% of votes against of votes polled (E)=[(B)/(C)*100]
	Number of Valid Votes				
	Assent (A)	Dissent (B)	Total (C)		
Remote e-Voting	916	85	1001	91.51%	8.49%
Physical voting	155	100	255	60.78%	39.22%
<b>Total</b>	<b>1071</b>	<b>185</b>	<b>1256</b>	<b>85.27%</b>	<b>14.73%</b>

**Annexure-E**

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

Particulars	Special Resolution			% of votes in favour on votes polled	% of votes against of votes polled
	Number of Valid Votes				
	Assent (A)	Dissent (B)	Total		



			(C)	(D)=[(A)/(C)*10 0]	(E)=[(B)/(C)*10 0]
* Remote e- Voting	870	128	998	87.17%	12.83%
Physical voting	122	127	249	49.00%	51.00%
Total	992	255	1247	79.55%	20.45%

**Annexure-F**

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

Particulars	Special Resolution			% of votes in favour on votes polled (D)=[(A)/(C)*10 0]	% of votes against of votes polled (E)=[(B)/(C)*10 0]
	Number of Valid Votes				
	Assent (A)	Dissent (B)	Total (C)		
Remote e- Voting	946	41	987	95.85%	04.15%
Physical voting	122	127	249	49.00%	51.00%
Total	1150	90	1240	92.74%	07.26%