

**CONSOLIDATED SCRUTINIZER'S REPORT**

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014, as amended]*

To

The Chairman/ The President

**The Bengal Rowing Club**

CIN: U85300WB1929NPL006235

13/2, Baroj Road, Rabindra Sarobar

Kolkata 700029

**Consolidated Scrutinizer's Report on the results of the remote e-voting process and e-voting conducted at the Extra Ordinary General Meeting of the members of The Bengal Rowing Club held on Thursday, 23<sup>rd</sup> June, 2022 at 5:00 P.M., through Video Conferencing**

Sir

Greetings!

The members of the Governing Body of the Club appointed me, Ms. Mamta Binani, Advocate, as a scrutinizer for the purpose of scrutinizing the remote e-voting process (the "remote e-voting") and process of voting through electronic voting system during the EGM (the "e-voting") on the business contained in the Notice dated 7<sup>th</sup> day of June, 2022 of the Extra Ordinary General Meeting of the members of The Bengal Rowing Club held on Thursday, 23<sup>rd</sup> June, 2022 at 05:00 P.M. through Video Conferencing. My responsibility as a Scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and to submit a Scrutinizer's report.

I hereby submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects as under:

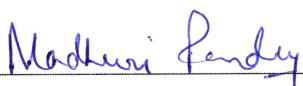
1. National Securities Depository Limited (NSDL) has provided the remote e-voting facility to the members of the Club from 09:00 A.M. on 20<sup>th</sup> June, 2022 to 05:00 P.M. on 22<sup>nd</sup> June, 2022 and also the e-voting facility during the meeting from 5:15 P.M. to 5:30 P.M.
2. The notice convening the Extra-Ordinary General Meeting of the Company has been sent to all the members of the Club *Vide* email on 07.06.2022 and also hosted on the

*Mamta Binani*

website of the Club.

3. The results of the remote e-voting and e-voting by members at the EGM were unblocked by me on completion of e-voting facility provided during the meeting, on the NSDL e-voting platform and I downloaded the results in the presence of two witnesses, Ms. Madhuri Pandey and Ms. Ankita Dutta who are not in the employment of the Club.

The signatures of the witnesses are appended herein below in confirmation of the votes being unblocked in their presence.



Name: Ms. Madhuri Pandey



Name: Ms. Ankita Dutta

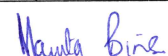
4. The consolidated report on the result of the voting through remote e-voting and e-voting by members at the EGM are as under:

Item No. 1: Special Business-Special Resolution.

**“RESOLVED THAT** pursuant to provisions of section 14 and other applicable sections of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions made there under (including any statutory modification(s) or re-enactment thereof for the time being in-force), the consent of the members of the Club be and is hereby accorded for substituting the following Clause iii (a) of the Articles of Association:

**Clause iii) a) Probationary Rowing Member,** ‘Any person who is over the age of 11 years and up to 30 years’.”

Particulars	Remote e-voting	E-Voting during the EGM	Total	Percentage (%)
	Number of Votes	Number of Votes	Number of Votes	
<b>In favour</b>	21	3	24	96
<b>Against</b>	1	0	1	4
<b>Invalid</b>	0	0	0	0
<b>Total</b>	22	3	25	100



Based on the aforesaid result, I report that the **Special Resolution** set out in **Item No. 1** has been **passed by the members with requisite majority**.

Item No.2: Special Business- Special Resolution

**“RESOLVED THAT** pursuant to provisions of section 14 and other applicable sections of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions made there under (including any statutory modification(s) or re-enactment thereof for the time being in-force), the consent of the members of the Club be and is hereby accorded for substituting the following Clause iii (a) of the Articles of Association:

**Clause iii) a) Probationary Rowing Member**, ‘Any person may be inducted as Probationary Rowing Member after obtaining approval from the Governing Body through the Membership Committee’.”

<i>Particulars</i>	<i>Remote e-voting</i>	<i>E-Voting during the EGM</i>	<i>Total</i>	<i>Percentage (%)</i>
	<i>Number of Votes</i>	<i>Number of Votes</i>	<i>Number of Votes</i>	
<i>In favour</i>	21	3	24	96
<i>Against</i>	1	0	1	4
<i>Invalid</i>	0	0	0	0
<i>Total</i>	22	3	25	100

Based on the aforesaid result, I report that the **Special Resolution** set out in **Item No. 2** has been **passed by the members with requisite majority**.

Item No.3: Special Business- Special Resolution

**“RESOLVED THAT** pursuant to provisions of section 14 and other applicable sections of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions made there under (including any statutory modification(s) or re-enactment thereof for the time being in-force), the consent of the members of the Club be and is hereby accorded for substituting the following Clause iii (b) of the Articles of Association:

**Clause iii) b) Regular Rowing Member**, ‘Within one month of such approval, Rowing Committee shall put up a request to the Governing Body (through Membership Committee). Conversion is subject to approval by Governing Body’.”

*Mamta Binani*

  
**Dr. (h.c) Mamta Binani** (B.Com, FCS)

**Advocate & Insolvency Professional**

Registration No.: IBBI/IPA-002/IP-N00086/2017-2018/10227

Advocacy enrollment number.: F/95/206 of 2019

Particulars	Remote e-voting	E-Voting during the EGM	Total	Percentage (%)
	Number of Votes	Number of Votes	Number of Votes	
In favour	21	3	24	96
Against	1	0	1	4
Invalid	0	0	0	0
Total	22	3	25	100

Based on the aforesaid result, I report that the **Special Resolution** set out in **Item No. 3** has been **passed by the members with requisite majority**.

Item No.4: Special Business- Special Resolution

**“RESOLVED THAT** pursuant to provisions of section 14 and other applicable sections of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions made there under (including any statutory modification(s) or re-enactment thereof for the time being in-force), the consent of the members of the Club be and is hereby accorded for substituting the following Clause iii (c) of the Articles of Association:

**Clause iii) c) Senior Rowing Member**, ‘A Regular Rowing Member may opt for Senior Rowing Membership on fulfilling specified criteria of the Club to be entitled to limited benefits of the Club on payment of a subscription. The Rowing Committee, after examining the pre-requisites will recommend his / her application to Governing Body (through the Membership Committee) for approval. Conversion is subject to approval by Governing Body’.”

Particulars	Remote e-voting	E-Voting during the EGM	Total	Percentage (%)
	Number of Votes	Number of Votes	Number of Votes	
In favour	21	3	24	96
Against	1	0	1	4
Invalid	0	0	0	0
Total	22	3	25	100

Based on the aforesaid result, I report that the **Special Resolution** set out in **Item No. 4** has been **passed by the members with requisite majority**.

*Mamta Binani*

Item No.5: Special Business- Special Resolution

**“RESOLVED THAT** pursuant to provisions of section 14 and other applicable sections of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions made there under (including any statutory modification(s) or re-enactment thereof for the time being in-force), the consent of the members of the Club be and is hereby accorded for substituting the following Clause vi (12) of the Articles of Association:

**Clause vi (12) Election and Admission of Members,** ‘The spouse/family/next offspring of the deceased member must intimate the Club within 24 (twenty-four) months of demise, and within 2 (two) months thereof, the Club shall invite the deceased’s ordinary member’s spouse and such application for membership has to be made within 6 months of such invitation, and such membership shall be considered by the Governing Body only on payment of all arrears’.”

<i>Particulars</i>	<i>Remote e-voting</i>	<i>E-Voting during the EGM</i>	<i>Total</i>	<i>Percentage (%)</i>
	<i>Number of Votes</i>	<i>Number of Votes</i>	<i>Number of Votes</i>	
<i>In favour</i>	22	3	25	100
<i>Against</i>	0	0	0	0
<i>Invalid</i>	0	0	0	0
<i>Total</i>	22	3	25	100

Based on the aforesaid result, I report that the **Special Resolution** set out in **Item No. 5** has been **passed by the members unanimously**.

Item No.6: Special Business- Special Resolution

**The following resolution is passed with modification:**

**“RESOLVED THAT** pursuant to provisions of section 14 and other applicable sections of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions made there under (including any statutory modification(s) or re-enactment thereof for the time being in-force), the consent of the members of the Club be and is hereby accorded for substituting the following Clause x (a) of the Articles of Association:

*Mamta Binani*

**Clause x) a) Subscriptions and other Payments**, ‘Entrance Fee of Ordinary Member is such Amount not less than Rs: 4,00,000/- and not more than Rs: 60,00,000/- as may be fixed by the Governing Body from time to time, and Monthly Subscription to be fixed by the Rules & Bye-Laws of the Club but not to exceed Rs. 3000’.”

<i>Particulars</i>	<i>Remote e-voting</i>	<i>E-Voting during the EGM</i>	<i>Total</i>	<i>Percentage (%)</i>
	<i>Number of Votes</i>	<i>Number of Votes</i>	<i>Number of Votes</i>	
<i>In favour</i>	21	3	24	96
<i>Against</i>	1	0	1	4
<i>Invalid</i>	0	0	0	0
<i>Total</i>	22	3	25	100

Based on the aforesaid result, I report that the **Special Resolution** set out in **Item No. 6** has been **passed by the members with requisite majority**.

*Item No.7: Special Business- Special Resolution*

**“RESOLVED THAT** pursuant to provisions of section 14 and other applicable sections of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions made there under (including any statutory modification(s) or re-enactment thereof for the time being in-force), the consent of the members of the Club be and is hereby accorded for substituting the following Clause x (a) of the Articles of Association:

**Clause x) a) Subscriptions and other Payments**, ‘Monthly Subscription of Deceased Member’s Spouse to be fixed by the Rules & Bye-Laws of the Club but not to exceed Rs. 3000’.”

*Mamta Binani*

**Dr. (h.c) Mamta Binani**  (B.Com, FCS)  
Advocate & Insolvency Professional

Registration No.: IBBI/IPA-002/IP-N00086/2017-2018/10227  
Advocacy enrollment number.: F/95/206 of 2019

Particulars	Remote e-voting	E-Voting during the EGM	Total	Percentage (%)
	Number of Votes	Number of Votes	Number of Votes	
<b>In favour</b>	21	3	24	96
<b>Against</b>	1	0	1	4
<b>Invalid</b>	0	0	0	0
<b>Total</b>	22	3	25	100

Based on the aforesaid result, I report that the **Special Resolution** set out in **Item No. 7** has been **passed by the members with requisite majority**.

Item No.8: Special Business- Special Resolution

“**RESOLVED THAT** pursuant to provisions of section 14 and other applicable sections of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions made there under (including any statutory modification(s) or re-enactment thereof for the time being in-force), the consent of the members of the Club be and is hereby accorded for substituting the following Clause x (a) of the Articles of Association:

**Clause x) a) Subscriptions and other Payments**, ‘Entrance Fee of Rowing Member is such Amount not exceeding Rs: 25,000, and Monthly Subscription to be fixed by the Rules & Bye-Laws of the Club but not to exceed Rs.1500’.”

Particulars	Remote e-voting	E-Voting during the EGM	Total	Percentage (%)
	Number of Votes	Number of Votes	Number of Votes	
<b>In favour</b>	22	3	25	100
<b>Against</b>	0	0	0	0
<b>Invalid</b>	0	0	0	0
<b>Total</b>	22	3	25	100

Based on the aforesaid result, I report that the **Special Resolution** set out in **Item No. 8** has been **passed by the members unanimously**.

*Mamta Binani*

Item No.9: Special Business- Special Resolution

**“RESOLVED THAT** pursuant to provisions of section 14 and other applicable sections of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions made there under (including any statutory modification(s) or re-enactment thereof for the time being in-force), the consent of the members of the Club be and is hereby accorded for substituting the following Clause x (a) of the Articles of Association:

**Clause x) a) Subscriptions and other Payments**, ‘Monthly Subscription of Gymkhana members to be fixed by the Rules & Bye-Laws of the Club but not to exceed Rs.3000’.”

<i>Particulars</i>	<i>Remote e-voting</i>	<i>E-Voting during the EGM</i>	<i>Total</i>	<i>Percentage (%)</i>
	<i>Number of Votes</i>	<i>Number of Votes</i>	<i>Number of Votes</i>	
<i>In favour</i>	21	3	24	96
<i>Against</i>	1	0	1	4
<i>Invalid</i>	0	0	0	0
<i>Total</i>	22	3	25	100

Based on the aforesaid result, I report that the **Special Resolution** set out in **Item No. 9** has been **passed by the members with requisite majority**.

Item No.10: Special Business- Special Resolution

**“RESOLVED THAT** pursuant to provisions of section 14 and other applicable sections of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions made there under (including any statutory modification(s) or re-enactment thereof for the time being in-force), the consent of the members of the Club be and is hereby accorded for substituting the following Clause x (a) of the Articles of Association:

**Clause x) a) Subscriptions and other Payments**, ‘Entrance Fee of Corporate Member Such amount not less than Rs:5,00,000/- and not more than Rs: 60,00,000/- as may be fixed for such period on terms to be finalized by the Governing Body, and Monthly Subscription to be fixed by the Rules & Bye-Laws of the Club but not to exceed Rs.3000’.”

*Mamta Binani*

  
**Dr. (h.c) Mamta Binani** (B.Com, FCS)

Advocate & Insolvency Professional

Registration No.: IBBI/IPA-002/IP-N00086/2017-2018/10227

Advocacy enrollment number.: F/95/206 of 2019

Particulars	Remote e-voting	E-Voting during the EGM	Total	Percentage (%)
	Number of Votes	Number of Votes	Number of Votes	
<i>In favour</i>	22	3	25	100
<i>Against</i>	0	0	0	0
<i>Invalid</i>	0	0	0	0
<b>Total</b>	<b>22</b>	<b>3</b>	<b>25</b>	<b>100</b>

Based on the aforesaid result, I report that the **Special Resolution** set out in **Item No. 10** has been **passed by the members unanimously**.

Item No.11: Special Business- Special Resolution

**“RESOLVED THAT** pursuant to provisions of section 14 and other applicable sections of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions made there under (including any statutory modification(s) or re-enactment thereof for the time being in-force), the consent of the members of the Club be and is hereby accorded for substituting the following Clause x (c) of the Articles of Association:

**Clause x) c) Subscriptions and other Payments**, ‘For purpose of development of the Club’s properties and/or construction of any new buildings, the Governing Body may levy a surcharge of such amount not exceeding in the aggregate Rs. 20,000/- on Members of the Club’.”

Particulars	Remote e-voting	E-Voting during the EGM	Total	Percentage (%)
	Number of Votes	Number of Votes	Number of Votes	
<i>In favour</i>	20	3	23	92
<i>Against</i>	2	0	2	8
<i>Invalid</i>	0	0	0	0
<b>Total</b>	<b>22</b>	<b>3</b>	<b>25</b>	<b>100</b>

Based on the aforesaid result, I report that the **Special Resolution** set out in **Item No. 11** has been **passed by the members with requisite majority**.

*Mamta Binani*

Item No.12: Special Business- Special Resolution

**“RESOLVED THAT** pursuant to provisions of section 14 and other applicable sections of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions made there under (including any statutory modification(s) or re-enactment thereof for the time being in-force), the consent of the members of the Club be and is hereby accorded for substituting the following Clause xv (59) of the Articles of Association:

**Clause xv (59) Powers and Duties of the Governing Body**, ‘10% of annual subscription amount of the immediately preceding financial year’.”

<i>Particulars</i>	<i>Remote e-voting</i>	<i>E-Voting during the EGM</i>	<i>Total</i>	<i>Percentage (%)</i>
	<i>Number of Votes</i>	<i>Number of Votes</i>	<i>Number of Votes</i>	
<i>In favour</i>	22	3	25	100
<i>Against</i>	0	0	0	0
<i>Invalid</i>	0	0	0	0
<i>Total</i>	22	3	25	100

Based on the aforesaid result, I report that the **Special Resolution** set out in **Item No. 12** has been **passed by the members unanimously**.

Item No.13: Special Business- Special Resolution

**“RESOLVED THAT** pursuant to provisions of section 14 and other applicable sections of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions made there under (including any statutory modification(s) or re-enactment thereof for the time being in-force), the consent of the members of the Club be and is hereby accorded for substituting the following Clause xv (59) of the Articles of Association:

**Clause xv (59) Powers and Duties of the Governing Body**, ‘7% of the total Reserves and Surplus of the Club during the immediately preceding financial year’.”

*Mamta Binani*

**Dr. (h.c) Mamta Binani**  (B.Com, FCS)  
Advocate & Insolvency Professional

Registration No.: IBBI/IPA-002/IP-N00086/2017-2018/10227

Advocacy enrollment number.: F/95/206 of 2019

Particulars	Remote e-voting	E-Voting during the EGM	Total	Percentage (%)
	Number of Votes	Number of Votes	Number of Votes	
<i>In favour</i>	22	3	25	100
<i>Against</i>	0	0	0	0
<i>Invalid</i>	0	0	0	0
<i>Total</i>	22	3	25	100

Based on the aforesaid result, I report that the **Special Resolution** set out in **Item No. 13** has been **passed by the members unanimously**.

Item No.14: Special Business- Special Resolution

“**RESOLVED THAT** pursuant to provisions of section 14 and other applicable sections of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions made there under (including any statutory modification(s) or re-enactment thereof for the time being in-force), the consent of the members of the Club be and is hereby accorded for substituting the following Clause xv (59) of the Articles of Association:

**Clause xv (59) Powers and Duties of the Governing Body**, ‘50% of addition to Reserves and Surplus of the Club during the immediately preceding financial year, whichever is higher’.”

Particulars	Remote e-voting	E-Voting during the EGM	Total	Percentage (%)
	Number of Votes	Number of Votes	Number of Votes	
<i>In favour</i>	22	3	25	100
<i>Against</i>	0	0	0	0
<i>Invalid</i>	0	0	0	0
<i>Total</i>	22	3	25	100

Based on the aforesaid result, I report that the **Special Resolution** set out in **Item No. 14** has been **passed by the members unanimously**.

*Mamta Binani*

Item No.15: Special Business- Special Resolution

**“RESOLVED THAT** pursuant to provisions of section 14 and other applicable sections of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions made there under (including any statutory modification(s) or re-enactment thereof for the time being in-force), the consent of the members of the Club be and is hereby accorded for substituting the following Clause xv (60) of the Articles of Association:

**Clause xv (60) Powers and Duties of the Governing Body,** ‘Removal of the word “at a time” in the clause.

A statement of the monthly current income and expense, as also abstract of the Annual Accounts shall be submitted by the Secretary and/or appointed Committee to the Governing Body and no expense other than current expenses, exceeding Rs.1,00,000/- shall be incurred by the Secretary and/or any appointed Committee in any 1 (one) month without the sanction of the Governing Body’.”

<i>Particulars</i>	<i>Remote e-voting</i>	<i>E-Voting during the EGM</i>	<i>Total</i>	<i>Percentage (%)</i>
	<i>Number of Votes</i>	<i>Number of Votes</i>	<i>Number of Votes</i>	
<i>In favour</i>	22	3	25	100
<i>Against</i>	0	0	0	0
<i>Invalid</i>	0	0	0	0
<i>Total</i>	22	3	25	100

Based on the aforesaid result, I report that the **Special Resolution** set out in **Item No. 15** has been **passed by the members unanimously**.

*Mamta Binani*

**Dr. (h.c) Mamta Binani**  (B.Com, FCS)  
**Advocate & Insolvency Professional**

Registration No.: IBBI/IPA-002/IP-N00086/2017-2018/10227

Advocacy enrollment number.: F/95/206 of 2019

5. All the electronic data related to remote e-voting and e-voting during the EGM has been kept in my safe custody and shall be retained until the minutes of the EGM is approved and signed, and shall be handed over to the Chairman/ President for safe keeping.

Thanking you



Mamta Binani  
Scrutinizer

**MAMTA BINANI**  
**ADVOCATE**  
**Enroll No.: F/95/206 OF 2019**

Countersigned by:  
for **The Bengal Rowing Club**

Date:

(Chairman/Person authorised by the Chairman)

Place: Kolkata

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