

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 Poona Club Limited,
CIN: U92419PN1931PLC001769,
6,Bund Garden Road, Pune - 411001.

Dear Sir,

1. I, Bhaskar Soman, Company Secretary in whole-time practice, has been appointed by the members of Managing Committee of The Poona Club Limited ("The Company") as a scrutinizer for the purpose of Scrutinizing the e-voting process along with voting by physical ballot, and ascertaining the requisite majority on voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 (4) (ix) of the Companies (Management and Administration) Rules, 2014 as amended, on the Resolutions contained in the notice (hereinafter referred to as "the resolutions") of the 1st Extra Ordinary General Meeting (EOGM) in the Financial Year 2016-17 of the members of the Company, held on Saturday 25th March, 2017 at 4.00 p.m. at Registered office of the Company at 6,Bundgarden Road, Pune - 411001.
2. The notice dated 7th February, 2017 convening the 1st Extra Ordinary General Meeting (EOGM) in the Financial Year 2016-17 of the company along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to the shareholders in respect of the resolutions to be passed at the said EOGM of the Company.
3. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 1st Extra Ordinary General Meeting (EOGM) in the Financial Year 2016-17 of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process and voting by physical ballot is restricted to make a Scrutinizer's report of the votes, cast "in favour" or "against" the resolutions and "invalid" votes, based on the reports generated from the e-voting process system provided by Central Depository Services (India)Ltd.(CDSL), the authorized agency engaged by the Company, to provide remote e-voting facilities.




4. Further to the above, I submit report as under:-

- (i) The remote e-voting period remained open from Wednesday 22nd March, 2017 (10:00 A.M) to Friday 24th March, 2017 (5:00 P.M) at the end of remote e-voting period, the voting portal of CDSL was blocked forthwith.
- (ii) Thereafter the votes cast by the remote e-voting process were unblocked on 24th March, 2017 in the presence of 2 witnesses, Mrs. Pallavi Khisti and Mr.Nitin Yadav who are not in the employment of the Company.
- (iii) The voting through physical ballot was provided at the 1st Extra Ordinary General Meeting (EOGM) in the Financial Year 2016-17 on Saturday 25th March, 2017 for those members who attended the meeting but not voted through remote e-voting facility, and such e-voting was unblocked after completion of such voting.
- (iv) Thereafter considering remote e-voting, and voting by physical ballot, the combined result of the voting is annexed. The details containing inter alia, votes put in or "for", "against", on each of the resolutions that were put to vote, and votes became invalid from voting, were generated from the e-voting website of CDSL - <https://www.evotingindia.com/> and is based on such reports generated.

Note: Total number of Members signed the Attendance Register is 91 (Ninety One). Total Number of Votes casted by Ballot Paper is 95 (Ninety Five). Following 4 (Four) members casted their Vote without signing the Attendance Register:

Sr. No.	Name of Member	Membership No.
1.	Ms. Sameena Moloo	M-709
2.	Mr. Yohan Mehta	M-748
3.	Mr. Sanjiv Puri	P-200
4.	Mr. Curimmbhoy	C-152

Thanking You,
Yours faithfully,



Bhaskar Soman
Company Secretary
Membership No. FCS 2481 CP 3072
Place: PUNE
Date: 27.03.2017



Based on above the Resolutions No. 1 to 4 are passed with requisite majority. Resolution No. 5 was rejected due to inadequacy of requisite majority.

THE POONA CLUB LIMITED
 CIN: U92419PN1931PLC001769
 6, Bund Garden Road Pune – 411001

**Report of E-VOTING & Physical Ballot
 Scrutinizer's Report in Form MGT-13**

SPECIAL BUSINESS

RESOLUTION NO. 01 – APPROVAL OF ANNUAL REVENUE BUDGET

Particulars	No. of votes through E-voting and physical mode	Votes Favour in	Votes Against	Abstain / Invalid
E-Voting	219	177	41	01
Physical Ballot	95	81	12	02
Total votes	314	258	53	03
Percentage		82.96	17.04	0.96

RESOLUTION NO. 02 – APPROVAL OF ANNUAL CAPITAL BUDGET

Particulars	No. of votes through E-voting and physical mode	Votes Favour in	Votes Against	Abstain / Invalid
E-Voting	219	174	44	01
Physical Ballot	95	79	13	03
Total votes	314	253	57	04
Percentage		81.61	18.39	1.27

RESOLUTION NO. 03 - ADMISSION OF 10 PERMANENT MEMBERS AND 5 LIFE MEMBERS EVERY YEAR

Particulars	No. of votes through E-voting and physical mode	Votes Favour in	Votes Against	Abstain / Invalid
E-Voting	219	151	67	01
Physical Ballot	95	55	39	01
Total votes	314	206	106	02
Percentage		66.03	33.97	0.67



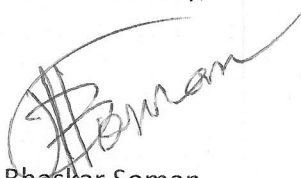
RESOLUTION NO. 04 - INSERTION OF SUB-CLAUSE (A) (I) IN ARTICLE 9 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY (CLUB). - SPECIAL RESOLUTION

Particulars	No. of votes through E-voting and physical mode	Votes in Favour	Votes Against	Abstain / Invalid
E-Voting	219	163	54	02
Physical Ballot	95	76	18	01
Total votes	314	239	72	03
Percentage		76.85	23.15	0.96

RESOLUTION NO. 05 - ONE TIME WAIVER OF SUB PARAGRAPHS (B) AND (C) OF EXPLANATION II OF ARTICLE 2 (I) OF THE ARTICLES OF ASSOCIATION OF THE COMPANY (CLUB). - SEPCIAL RESOLUTION

Particulars	No. of votes through E-voting and physical mode	Votes in Favour	Votes Against	Abstain / Invalid
E-Voting	219	154	63	02
Physical Ballot	95	72	23	0
Total votes	314	226	86	02
Percentage		72.44	27.56	0.64

Thanking You,
Yours faithfully,



Bhaskar Soman
Company Secretary
Membership No. FCS 2481 CP 3072
Place: PUNE
Date: 27.03.2017