HOTEL RUGBY LIMITED
Registered Office
2, Ground Floor, 9, Dev Bhuvan,
Gazdar Street, Chira Bazar,
Kalbadevi, Mumbai - 400002
HOTELS & RESORTS

NOTICE

NOTICE IS HEREBY GIVEN THAT 27th ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF HOTEL RUGBY LIMITED, WILL BE HELD ON FRIDAY, 28th SEPTEMBER, 2018 AT 10.30 A.M. AT MAHARASHTRA CHAMBERS OF COMMERCE TRUST, 6TH FLOOR, KASLIWAL HALL, ORICON HOUSE, MAHARASHTRA CHAMBERS OF COMMERCE PATH, FORT, MUMBAI – 400 001, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018and the Reports of the Directors and Statutory Auditor thereon.

2. To Appoint a Director in place of Mrs. Darshana Thacker (DIN:02003242), who retires by rotation at this Annual General Meeting and being eligible, offers herself for Re-appointment.

3. To Appoint Mr. Jatin Shah (Membership No. 103858), Chartered Accountant, Mumbai as the Statutory Auditor of the Company for a period of 5 (five) years i.e. from the conclusion of 27th AGM till the conclusion of 32nd AGM at a remuneration to be determined by the Board of Directors of the Company.

SPECIAL BUSINESS:

Item No. 4:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Amendments) Regulations, 2018, consent of the Members of the Company be and is hereby accorded to the continuance of the Directorship with effect from April 1, 2019, up to the end of the current term on September 30, 2019, of Mr. Ashok Kadakia (DIN:00317237), age 76 years, who, at the 23rd Annual General Meeting of the Company held on September 30, 2014, had been duly appointed as an Independent Director of the Company with effect from September 30, 2014, for a period of five years, in accordance with the applicable provisions of the Companies Act, 2013."

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Item No. 5:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Amendments) Regulations, 2018, consent of the Members of the Company be and is hereby accorded to the continuance of the Directorshipof Mr. Mahendra Thacker (DIN:01405253), age 75 years with effect from April 1, 2019, who, had been duly appointed as Director liable to retire by rotation in accordance with the applicable provisions of the Companies Act."

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Kalbadevi, Mumbai – 400002.

By Order of the Board

MAHENDRA THACKER
CHAIRMAN
DIN-01405253

Place: Mumbai
Date: 10.08.2018

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48HOURS BEFORE THE MEETING.**

   Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member.

2. **The Explanatory Statements pursuant to Section. 102 of the Companies Act, 2013 in respect of Item No. 3 to 5 proposed to be transacted at the Meeting is annexed and forms part of the Notice.**

3. The Register of Members and the Share Transfer books of the Company will remain closed from Friday, 21st September, 2018to Friday, 28th September, 2018 (both days inclusive).

4. Members are requested to intimate any change in their address to the Company and Share Transfer Agents- M/s. Link Intime India Pvt. Ltd.,C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083at the earliest quoting their Folio Numbers.

5. The Members who will hold the shares either in physical form or in dematerialized form as on 24th August, 2018 will receive the Notice of AGM and Annual Report for the Financial Year ended 31st March, 2018.

6. The Members/Proxies/Representatives attending the Meeting are requested to bring their Attendance Slip sent herewith duly filled and signed along with Annual Report.

7. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company duly certified copy of the relevant Board resolution/Authority Letter authorizing such a representative to attend and vote on their behalf at the meeting.

8. The Company or its Registrar and Share Transfer Agent, M/s. Link Intime India Private Ltd. ("Link Intime") cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates or for change in their address. Such changes are to be advised only to the Depository Participant by the Members. Thus, Members holding shares in electronic form are hereby requested to inform immediately of any change in the Bank details or address to their Depository Participants. The Members holding sharesin physical form and desirous of registering change in their address or bank details already registered against their respective folios are requested to write to the Company or to the Registrar and Share Transfer Agent.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agents.

11. In view of the 'Green Initiative in Corporate Governance' introduced by the Ministry of Corporate Affairs vide its Circular No 17/2011 dated 21.04.2011, all members who are holding shares of the Company in physical mode, are requested to register their e-mail IDs, so as to enable the Company to send all notices/reports/documents/intimations and other correspondence etc. through e-mails, in the electronic mode instead of receiving physical copies of the same. For registering your email ID, kindly send your email ID details to 'rugbyhotel@rediffmail.com.' The Members holding shares in Demat mode, who have not registered their e-mail IDs with DPs, are requested to register/update their email IDs with their DPs.

12. Members may also note that the Notice of the 27thAGM and the Annual Report for the Financial Year2017-18 will also be available on the Company's website www.hotelrugby.co.in for their download. For any communication/ information, the members may also send requests to the Company at: rugbyhotel@rediffmail.com.

13. All relevant documents referred in the Notice shall be open for inspection by the members at the Registered Office of the Company during the normal business hours (10.00 a.m. to 6.00 p.m.) on all working days.

14. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

15. In case, of joint holders attending the AGM, only such joint holder who is higher in order of names will be entitled to vote.

16. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Share Transfer Agents, for consolidation into single folio.

All queries relating to Share Transfer and allied subjects should be addressed to:

M/s. Link Intime India Private Limited
C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083. Tel No. : 022 49186000

17.VOTING PROCESS

A. Voting through electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide to its Members, facility to exercise their right to vote on resolutions proposed to be considered at the 27thAGM by electronic means i.e. "Remote e-voting". The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("Remote e-voting") will be provided by Central Depository Services Limited (CDSL). The Company has appointed Mr. Sudeshkumar V. Joshi, Chartered Accountants, Mumbai, to scrutinize the voting process (both Remote e-voting and voting process at the AGM) in a fair and transparent manner. The details of the process and manner of Remote e-voting is explained herein below:

In case a Member receives an e-mail from CDSL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

Open your web browser during the e-voting period. Remote E-voting period begins form **Tuesday, 25th September, 2018 (9.00 a.m.) and ends on Thursday, 27th September, 2018 (5.00 p.m.).** During this Period, shareholders holding shares either in physical form or dematerialized form, as on Friday, **21st September, 2018,** being cut-off date/entitlement date, may cast their vote electronically. The e-voting shall be disabled by CDSL for voting thereafter.

Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Notice and holding shares as of the cut-off date i.e. Friday, **21stSeptember, 2018**may obtain the Sequence Number (if PAN is not updated with Depository Participant or Company)by sending a request at rnt.helpdesk@linkintime.co.in or helpdesk.evoting@cdslindia.com by mentioning their Folio No./DP Id and Client ID No.

(i) Log on the e-voting website www.evotingindia.com

(ii) Click on "Shareholders" tab.

(iii) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

(vi)If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Address Sticker.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on theresolutions contained in this Notice.

(x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option"YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that youassent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation boxwill be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on"CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option onthe Voting page.

(xvi) If Demat account holder has forgotten the same password then Enter the User ID and the imageverification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xviii) Note for Non- Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on towww.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the Entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

(a) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.

(b) The voting period begins on **Tuesday, 25th September, 2018 (9.00 a.m.) and ends on Thursday, 27thSeptember, 2018 (5.00 p.m.).**During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

C. Voting at the Annual General Meeting

(i) Pursuant to the provisions of Rule 20 of Companies (Management and Administration) Rules 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is also offering the facility for voting by way of ballot paper at the AGM.

(ii) The Members attending the AGM, who are entitled to vote, but have not cast their vote by remote e-voting shall be able to exercise their voting rights at the AGM through ballot paper. A member may attend the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to cast their vote again at the AGM.

(iii) At the end of discussion on the Resolutions on which voting is to be held at the AGM, the Chairman shall allow voting, by use of ballot paper only to those members who have not cast their votes by availing the remote e-voting facility.

18. The voting rights of Members shall be in proportion to the shares held by them on the paid up equity share capital of the Company as on cut-off date being, Friday,21stSeptember, 2018. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of Remote e-voting or voting at the AGM through ballot paper.

19. The Scrutinizer shall immediately after conclusion of the AGM shall first count the votes cast through Ballot Paper at AGM and thereafter shall unblock the votes cast through Remote E-Voting in presence of at least two witnesses (who shall not be in employment of the Company). The scrutinizer shall submit his report not later than three days from the conclusion of the AGM to the Chairman or to a person authorized by him in writing who shall countersign the same and declare the results.

20. The result declared by Chairman or by a person authorized by him in writingalong with the Scrutinizers' Report shall be immediately placed on the website of the Company i.e. www.hotelrugby.in and on website of CDSL i.e. www.cdslindia.com after the declaration of results. The result shall also be communicated to BSE Limited and National Stock Exchange of India Limited.

21. The resolutions listed in the Notice of 27th AGM shall be deemed to be passed on the date of the AGM, subject to the receipt of the requisite number of votes in favouroftherespective resolutions.

22. SEBI, vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April 2018, has directed all the listed companies to record the PAN and Bank Account details of holders holdings securities in physical form. Accordingly, the shareholders holding shares in physical form are requested to submit a copy of their PAN and bank details along with a cancelled cheque to the Registrar and Share Transfer Agent of the Company at the earliest. Separate letters have been sent to the security holders of the Company holding securities in physical form as per the said Circular.

Further, in view of amendments to the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 vide SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June 2018, effective from 5th December, 2018, requests for effecting transfer of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository, except in case of transmission or transposition of shares. Accordingly, the shareholders of the Company holding shares in physical form are requested to dematerialise the shares held by them at the earliest. Separate letters are also being sent to the shareholders holding shares in physical form in this connection.

Registered Office:
2, Ground floor, 9, Dev Bhuvan,
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By Order of the Board

M. R. Thacker

MAHENDRA THACKER
CHAIRMAN
DIN-01405253

Place: Mumbai
Date: 10.08.2018

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 3:

M/s. R. K. Patni & Co., Chartered Accountants, Mumbai (FRN-131257W), Statutory Auditors of the Company were appointed at the 24th AGM for a period of 5(five) years i.e. from the conclusion of 24th AGM till the Conclusion of 29th AGM subject to ratification by Members at every AGM. However, M/s. R. K. Patni & Co., Chartered Accountants, Mumbai (FRN-131257W) had expressed their unwillingness to act as Statutory Auditors of the Company and had furnished their resignation. Therefore, it was proposed to appoint Mr. Jatin Shah (Membership No. 103858),Chartered Accountant, Mumbai as the Statutory Auditor of the Company for a period of 5 (five) years i.e. from the conclusion of 27th AGM till the conclusion of 32nd AGM at a remuneration to be determined by the Board of Directors of the Company. Further, Mr. Jatin Shah (Membership No. 103858),Chartered Accountant, Mumbai had also furnished his consent and eligibility Certificate. Therefore, Your Directors recommend appointment of Mr. Jatin Shah (Membership No. 103858),Chartered Accountant, Mumbai as the Auditor of the Company.

Pursuant to Section 139 of the Companies Act, 2013 and relevant Rules framed thereunder approval of the Members is being sought by way of an Ordinary Resolution.

None of the Promoters, Directors, Managers, Key Managerial Personnel of the Company and their relatives, either directly or indirectly is in any way concerned or interested, financially or otherwise, in the above Resolution.

Item No.4:

The SEBI vide its notification dated 09.05.2018 had brought certain amendments in the existing Listing Obligations and Disclosure Requirements Regulations 2015 i.e LODR Regulations 2015 . In view of the said amendments w.e.f. 1st April 2019 no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect. Further, the explanatory statement shall indicate the justification for appointing such a person. Therefore, it is proposed to seek approval ofthe Members vide a Special Resolution at this Annual General Meeting of the Company for the continuance Mr. Ashok Kadakia (DIN:00317237), as Non executive Director of the Company, effective April 1, 2019 pursuant to Regulations 17 of the SEBI LODR Regulations.

Further, Mr. Ashok Kadakia (DIN:00317237) was appointed as Independent Director of the Company at the 23rd AGM for a period of 5 (five) years w.e.f 30th September, 2014.Further,Mr. Ashok M. Kadakia is a Commerce Graduate having good exposure in the field of business and industry. He also holds the Directorships in the various Companies due to his vide experience in the business.
The Board is of the view that the continuance of Mr. Ashok Kadakia as an Independent director would be a great help to the Company because of his vast experience and wisdom.

Pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Amendments) Regulations, 2018, approval of the Members is being sought by way of a Special Resolution.

Save and except for Mr. Ashok M. Kadakia, none of the Promoters, Directors, Managers, Key Managerial Personnel of the Company and their relatives, either directly or indirectly is in any way concerned or interested, financially or otherwise, in the above Resolution.

Item No.5:

The SEBI vide its notification dated 09.05.2018 had brought certain amendments in the existing Listing Obligations and Disclosure Requirements Regulations 2015 i.e LODR Regulations 2015 . In view of the said amendments w.e.f. 1st April 2019 no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect. Further, the explanatory statement shall indicate the justification for appointing such a person. Therefore, it is proposed to seek approval of the Members vide a Special Resolution at this Annual General Meeting of the Company for the continuance of Mr. Mahendra Thacker (DIN:01405253), as Director of the Company, effective from April 1, 2019 pursuant to Regulations 17 of the SEBI LODR Regulations.

The Board is of the view that being the promoter as well as founder Director of the Company, continuance of Mr. Mahendra Thacker as Director liable to retire by rotation would be of a considerable value to the company due to his experience and knowledge.

Pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Amendments) Regulations, 2018, approval of the Members is being sought by way of a Special Resolution.

Save and except all the Promoters viz. Mr. Mahendra Thacker, Mrs. Darshana Thacker, Mr. Maulik Thacker and Mr. Mihir Thacker, none of the other Directors, Managers, Key Managerial Personnel of the Company and their relatives, either directly or indirectly is in any way concerned or interested, financially or otherwise, in the above Resolution.

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By Order of the Board

M. R. Thacker

MAHENDRA THACKER
CHAIRMAN
DIN-01405253

Place: Mumbai
Date: 10.08.2018