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

Date: 27.09.2019

To,
The Manager,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra East, Mumbai 400 051.

Security Code No.: HOTELRUGBY

Dear Sir,

Sub.: Scrutinizer's Consolidated Report (remote e-voting and poll) of the 28th Annual General Meeting (AGM).
Ref.: Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

We refer to the above and wish to inform you that in compliance with provisions of Section 108 of the Companies Act, 2013, 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 SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company had provided to its members the facility to exercise their right to vote on resolutions at the 28th Annual General Meeting through remote e-voting services provided by Central Depository Services Limited (CDSL).

The remote e-voting period commenced on Tuesday 24th September, 2019 (9:00 am) and ended on Thursday 26th September, 2019 (5:00 pm). During this period members of the Company, as on the cut- off date of Friday 20th September, 2019 had casted their vote through remote e-voting. Thereafter, at the AGM the Poll was also conducted for the members attending the meeting who have not cast their vote by remote e-voting.

Mr. Sudeshkumar. V. Joshi, Proprietor of Sudeshkumar& Associates, Chartered Accountant (Membership No. 043678) had been appointed as the Scrutinizer to scrutinize the remote e-voting process and Poll Process in a fair and transparent manner.

The Scrutinizer's Consolidated Report (remote e-voting and poll) w.r.t.28th Annual General Meeting of the Company held on Friday, the 27th day of September, 2019 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 is enclosed herewith.

We request you to take the same on record and acknowledge the receipt of the same.

Thanking you,
Yours faithfully,
For **HOTEL RUGBY LIMITED**

M. K. Thacker

MAHENDRA THACKER
DIRECTOR
DIN:01405253
Encl: as above

SUDESHKUMAR & ASSOCIATES
CHARTERED ACCOUNTANTS

Sudeshkumar V. Joshi
B.Com., F.C.S, F.C.A.

Phone : 2262 2341 - 2 - 3
E-mail : sudeshvjoshi@gmail.com
suyashri@vsnl.com

Date: 27.09.2019

SCRUTINIZER'S CONSOLIDATED REPORT
(E-VOTING PROCESS & POLL PROCESS)

{Pursuant to section 108 of the Companies Act, 2013 and rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014}

To,

The Chairman of 28th Annual General Meeting of the Members of **Hotel Rugby Limited** (the Company) held on Friday, 27th day of September, 2019, at 10.30 a.m. at Maharashtra Chambers of Commerce Trust, 6th Floor, Kasliwal Hall, Oricon House, Maharashtra Chambers ofCommerce Path, Fort, Mumbai - 400 001.

Dear Sir,

1. I, Sudeshkumar V. Joshi, Proprietor of M/s. Sudeshkumar & Associates, Chartered Accountants, Mumbai, have been appointed by the Board of Directors of **Hotel Rugby Limited** (the Company) as the Scrutinizer for the purpose of scrutinizing e-Voting Process and Poll Process in a fair and transparent manner and ascertaining the requisite majority on Voting carried out as per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of the Resolutions passed at the 28th Annual General Meeting (AGM) of the Members of the Company, held on Friday, the 27th day of September, 2019.

2. It is the responsibility of the Management of the Company to ensure due compliance of the applicable provisions of the Companies Act, 2013 and Rules made thereunder and also the requirements thereof relating to voting through electronic means and Polling Process on the resolutions contained in the Notice of the 28th AGM of the Members of the Company. As the Scrutinizer for the e-Voting process and Poll Process, my role and responsibility are limited to make a Scrutinizer's Consolidated Report of the votes cast "in favour" or "against" in respect of the Resolutions contained in the Notice of the 28th AGM, based on the reports generated from the e-Voting system provided by the Central Depository Services (India) Limited (**CDSL**), the authorized agency to provide Remote e-Voting facilities, engaged by the Company and from the Polling Process conducted at the 28th AGM.

3. Further to above, I submit my Report as under:-

   i. The Remote e-Voting period remained open from Tuesday, 24th September, 2019 (9.00 a.m.) to Thursday, 26th September, 2019 (5.00 p.m.)

Office No. 5, 1st Floor, Rajabahadur Compound, Bldg. No. 5, 43 - Tamarind Lane, Fort, Mumbai 400 023.
(Opp. Allahabad Bank, Bombay Samachar Marg).

SUDESHKUMAR & ASSOCIATES
CHARTERED ACCOUNTANTS

Sudeshkumar V. Joshi
B.Com., F.C.S, F.C.A.

Phone : 2262 2341 - 2 - 3
E-mail : sudeshvjoshi@gmail.com
suyashri@vsnl.com

ii. The Members of the Company as on the "cut-off" date i.e. 20th September, 2019, were entitled to vote on the Resolutions (items No. 1 to 5as set out in the Notice of the 28th AGM of the Company).

iii. After the time fixed for closing of the poll by the Chairman,1 (One) ballot box kept for polling was locked in my presence with due identification marks placed by me.

iv. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.

v. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

vi. Thereafter, the electronic votes cast through remote e-voting were unblocked at 10.56 a.m. i.e. after the Conclusion of 28th Annual General Meeting in the presence of 2 witnesses Mr. Ajay Mehta (ACS - 9332), Practicing Company Secretary and Mr.Pushkar Apte who are not in the employment of the Company.

vii. Then, the details containing, inter alia, list of Equity Shareholders, who voted through Remote e-voting "for" and/or "against" each of the resolutions that were put to vote, were generated from the e-Voting website of CDSL i.e. https://evotingindia.com

viii. The Register to record the assent or dissent received has been maintained electronically. It contained the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.

The Consolidated result of the Voting (Remote e-voting+ Poll Process) is given in attachment hereto marked as `Annexure'.

Sudeshkumar V. Joshi
(Scrutinizer)

Countersigned by:
For Hotel Rugby Limited

M. K. Sharma

Chairman

Encl.: As Above

Office No. 5, 1st Floor, Rajabahadur Compound, Bldg. No. 5, 43 - Tamarind Lane, Fort, Mumbai 400 023.
(Opp. Allahabad Bank, Bombay Samachar Marg).

Annexure

HOTEL RUGBY LIMITED
28th AGM (27.09.2019)

Resolution No.:1 -To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the Reports of the Directors' and Statutory Auditors thereon . **[Ordinary Resolution]**

Total Vote Cast:	3937713	**Total Valid Votes:**	3937713	**Invalid Votes:**	0

Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
3899287	99.971439	1114	0.0285612	37312	100	0	0	3936599	99.9717095	1114	0.02829053
Invalid Votes:		0		Invalid Votes:		0		Invalid Votes:		0	

Result: Resolution passed by majority

HOTEL RUGBY LIMITED

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Resolution No.:2 -To appoint a Director in place of Mr. Mahendra Thacker (DIN:01405253), who retires by rotation at this Annual General Meeting and being eligible, offers himself for Re-appointment. **[ORDINARY RESOLUTION]**

Total Vote Cast:	3937713	**Total Valid Votes:**	3937713	**Invalid Votes:**	0

Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
3897377	99.92247	3024	0.0775305	37312	100	0	0	3934689	99.9232042	3024	0.07679585
Invalid Votes:		0		Invalid Votes:		0		Invalid Votes:		0	

Result: Resolution passed by majority.

HOTEL RUGBY LIMITED

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Resolution No.:3 - 3. To appoint M/s B. M. Gattani & Co. (FRN – 113635W), Chartered Accountants, Mumbai, as the Statutory Auditors of the Company for a period of 5 years i.e. from the conclusion of 28th AGM till the conclusion of 33rd AGM at a remuneration to be determined by the Board of Directors of the Company. **[ORDINARY RESOLUTION]**

Total Vote Cast:	**3937713**	**Total Valid Votes:**	**3937713**	**Invalid Votes:**	**0**

Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
3897377	99.92247	3024	0.0775305	37312	100	0	0	3934689	99.9232042	3024	0.07679585
Invalid Votes:		0		Invalid Votes:		0		Invalid Votes:		0	

Result: Resolution passed by majority.

HOTEL RUGBY LIMITED
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Resolution No.:4 -To re-appoint Mr. Dinesh Patel (DIN:06439238) as an Independent Director of the Company for a second term of five consecutive years from October 1, 2019 to September 30, 2024.
[SPECIAL RESOLUTION]

Total Vote Cast:	3937713	**Total Valid Votes:**	3937713	**Invalid Votes:**	0

Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
3897377	99.92247	3024	0.0775305	37312	100	0	0	3934689	99.9232042	3024	0.07679585
Invalid Votes:		0		Invalid Votes:		0		Invalid Votes:		0	

Result: Resolution passed by requisite majority.

HOTEL RUGBY LIMITED

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Resolution No.:5 -To re-appoint Mr. Ashok Kadakia (DIN:00317237) as an Independent Director of the Company for a second term of five consecutive years from October 1, 2019 to September 30, 2024. **[SPECIAL RESOLUTION]**

Total Vote Cast:	**3937713**	**Total Valid Votes:**	**3937713**	**Invalid Votes:**	**0**

Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
3897377	99.92247	3024	0.0775305	37312	100	0	0	3934689	99.9232042	3024	0.07679585
Invalid Votes:		0		Invalid Votes:		0		Invalid Votes:		0	

Result: Resolution passed by requisite majority.