

Date: 29.09.2016

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 25th 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 you 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 its members the facility to exercise their right to vote on resolutions at the 25th Annual General Meeting through remote e-voting services provided by National Securities Depository Limited (NSDL).

The remote e-voting period commenced on Sunday 25th September, 2016 (9:00 am) and ended on Tuesday 27th September, 2016 (5:00 pm). During this period members of the Company, as on the cut-off date of Wednesday 21st September, 2016 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.

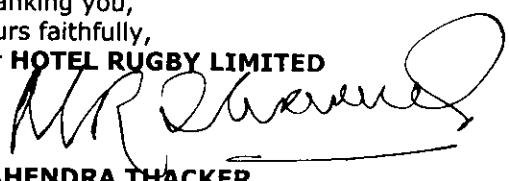
Mr. Sudeshkumar. V. Joshi, Proprietor of Sudeshkumar & Associates, Chartered Accountant (Membership No. 043678) had been appointed as the Scrutinizer to scrutinize the remote e-voting process and Poll Process in a fair and transparent manner.

The Scrutinizer's Consolidated Report (remote e-voting and poll) at the 25th Annual General Meeting of the Company held on Wednesday, the 28th day of September, 2016 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**


MAHENDRA THACKER
DIRECTOR

DIN: 01405253

Encl: as above

CIN : L55101MH1991PLC063265
Tel : 022 67470380

Website: www.hotelrugby.co.in email: rugbyhotel@rediffmail.com.

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: 28.09.2016

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

**{Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies
(Management and Administration) Rules, 2014}**

To,

The Chairman of 25th Annual General Meeting of the Members of **Hotel Rugby Limited** (the Company) held on Wednesday, 28th day of September, 2016, 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.

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 25th Annual General Meeting (AGM) of the Members of the Company, held on Wednesday, the 28th day of September, 2016.
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 25th 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 25th 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 25th AGM.
3. Further to above, I submit my Report as under:-

- i. The Remote e-Voting period remained open from Sunday, 25th September, 2016, (9.00 a.m.) to Tuesday, 27th September, 2016, (5.00 p.m.)



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

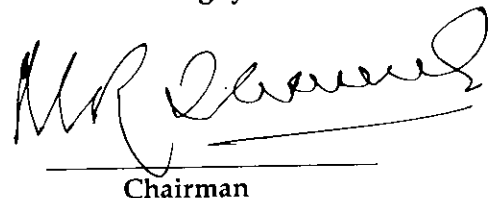
- ii. The Members of the Company as on the "cut-off" date i.e. 21st September, 2016, were entitled to vote on the Resolutions (items No. 1 to 3 as set out in the Notice of the 25th AGM of the Company).
- iii. After the time fixed for closing of the poll by the Chairman, 1 (One) ballot box kept for polling 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 11.05 a.m. i.e. after the Conclusion of 25th Annual General Meeting in the presence of 2 witnesses Mr. Ajay Mehta (ACS - 9332), Practicing Company Secretary and Mr. Akshay Joshi (ACS - 34724) 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)
Encl.: As Above

Countersigned by:
For Hotel Rugby Limited


Chairman

Annexure

HOTEL RUGBY LIMITED
25th AGM (28.09.2016)

Resolution No.:1 -To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016 and the Reports of the Directors and Statutory Auditor thereon .
[Ordinary Resolution]

Total Vote Cast:	551985	Total Valid Votes:	551985	Invalid Votes:	0
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Evoting				Poll				Total	
Assent		Dissent		Assent		Dissent		Assent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
6440	100	0	0	545545	100	0	0	551985	100
Invalid Votes:		0		Invalid Votes:		0		Invalid Votes:	
								0	

Result: Resolution passed unanimously.



Annexure

HOTEL RUGBY LIMITED
25th AGM (28.09.2016)

Resolution No.:2 -To appoint a Director in place of Mrs. Darshana Thacker (DIN: 02003242) who retires by rotation and being eligible, offers herself for re-appointment.
[Ordinary Resolution]

Total Vote Cast:	551985	Total Valid Votes:	551985	Invalid Votes:	0
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Evoting				Poll				Total	
Assent		Dissent		Assent		Dissent		Assent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
6440	100	0	0	545545	100	0	0	551985	100
Invalid Votes:		0		Invalid Votes:		0		Invalid Votes:	
								0	

Result: Resolution passed unanimously.

Annexure

HOTEL RUGBY LIMITED
25th AGM (28.09.2016)

Resolution No.:3 -To ratify the appointment of M/s. R. K. Patni & Co., Chartered Accountants, Mumbai (FRN-131257W) as the Statutory Auditors of the Company and to authorize the Board to fix their remuneration.
[Ordinary Resolution]

Total Vote Cast:	551985	Total Valid Votes:	551985	Invalid Votes:	0
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Evoting				Poll				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
6440	100	0	0	545545	100	0	0	551985	100	0	0
Invalid Votes:		0		Invalid Votes:		0		Invalid Votes:		0	

Result: Resolution passed unanimously.