

Date: 30.09.2020

**SCRUTINIZER'S CONSOLIDATED REPORT
(REMOTE E-VOTING PROCESS & E-VOTING PROCESS AT AGM)**

**{ 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 the 29th Annual General Meeting of the Members of **Hotel Rugby Limited** (the Company) held on Tuesday, September 29, 2020, at 10:30 A.M. IST through Video Conferencing("VC")/Other Audio Visual Means ("OAVM").

Dear Sir,

1. I, Sudeshkumar V. Joshi, Proprietor of Sudeshkumar & Associates, Chartered Accountants, (Membership No. 043678), Mumbai, have been appointed by the Board of Directors of **Hotel Rugby Limited** (the Company) as the Scrutinizer for the purpose of scrutinizing remotee-Voting Process along with e-voting at the AGM in a fair and transparent manner and as certaining 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 29th Annual General Meeting (AGM) of the Members of the Company, held on Tuesday, the 29th day of September, 2020.
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 29th AGM of the Members of the Company. As the Scrutinizer for the remote e-Voting process along with e-voting at the AGM, 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 29th AGM, based on the reports generated from the e-Voting system provided by the Link Intime India Pvt. Ltd. (**LI IPL**), the authorized agency to provide Remote e-Voting facilities and e-Voting facilities at the AGM conducted at the 29th AGM, engaged by the Company.
3. Further to the above, I submit my Report as under:-
 - i. The Remote e-Voting period remained open from Friday, 25th September, 2020 (9.00 A.M.) to Monday, 28th September, 2020 (5.00 P.M.)

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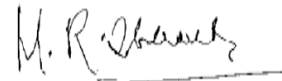
- ii. The Members of the Company as on the "cut-off" date i.e. 22nd September, 2020 were entitled to vote on the Resolutions (items No. 1 to 6 as set out in the Notice of the 29th AGM of the Company).
- iii. The votes cast via remote e-voting were blocked on Monday, 28th September, 2020 immediately after completion of voting hours.
- iv. The facility for e-voting at the AGM was provided at the 29th AGM on Tuesday, the 29th day of September, 2020 for those members who attended the meeting but had not voted through the remote e-voting facility. Thereafter, the electronic votes cast through remote e-voting were unblocked at 12:17 p.m. i.e. after counting the votes cast through e-voting at the AGM in the presence of 2 witnesses Mr. Ajay V. Mehta, Practicing Company Secretary (ACS – 9332) and Mr. Nayan Shah who are not in the employment of the Company.
- v. Then, the details containing, inter alia, list of Equity Shareholders, who voted through Remote e-voting and by e-voting at the AGM, "for" and/or "against" each of the resolutions that were put to vote, were generated from the e-Voting website of LIPL i.e. <https://instavote.linkintime.co.in>
- vi. 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 the list of shares with differential voting rights.

The Consolidated result of the Voting (Remote e-voting + E-voting at the AGM) is given in attachment hereto marked as 'Annexure'.



Sudesh V. Joshi
(Scrutinizer)
Membership No.43678
UDIN: 20043678AAAAAB5580

Countersigned:
For Hotel Rugby Limited



Encl.: As Above

Chairman

Annexure

Hotel Rugby Limited
29th AGM

Resolution No.:1 -To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2020 together with the Reports of Board of Directors and the Auditors thereon
[Ordinary Resolution]

Total Vote Cast:	3874221	Total Valid Votes:	3874221	Invalid Votes:	0
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Remote Evoting				Evoting at the AGM				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
3871116	99.99987084	5	0.000129	3100	100	0	0	3874216	99.9998709	5	0.000129
Invalid Votes:		0		Invalid Votes:		0		Invalid Votes:		0	

Result: Resolution passed by majority.

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Hotel Rugby Limited
29th AGM

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:	3874221	Total Valid Votes:	3874221	Invalid Votes:	0
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Remote Evoting				Evoting at the AGM				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
3871116	99.99987084	5	0.000129	3100	100	0	0	3874216	99.9998709	5	0.000129
Invalid Votes:		0		Invalid Votes:		0		Invalid Votes:		0	

Result: Resolution passed by majority.

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Hotel Rugby Limited
29th AGM

Resolution No.: 3 - To continue Directorship of Mrs. Darshana Thacker (DIN: 02003242), who has attained age of 75 years on June 8, 2020, liable to retire by rotation. **[Special Resolution]**

Total Vote Cast:	3874221	Total Valid Votes:	3874221	Invalid Votes:	0
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Remote Evoting				Evoting at the AGM				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
3871116	99.99987084	5	0.000129	3100	100	0	0	3874216	99.9998709	5	0.000129
Invalid Votes:		0		Invalid Votes:		0		Invalid Votes:		0	

Result: Resolution passed by requisite Majority.

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Hotel Rugby Limited
29th AGM

Resolution No.: 4 -To appoint Mr. Rajesh Shantilal Parikh (DIN: 08864184) as a Director (Professional, Executive) of the Company, not liable to retire by rotation with effect from September 30, 2020 [**Ordinary Resolution**]

Total Vote Cast:	3874221	Total Valid Votes:	3874221	Invalid Votes:	0
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Remote Evoting				Evoting at the AGM				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
3871116	99.99987084	5	0.000129	3100	100	0	0	3874216	99.9998709	5	0.000129
Invalid Votes:		0		Invalid Votes:		0		Invalid Votes:		0	

Result: Resolution passed by Majority.

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Hotel Rugby Limited
29th AGM

Resolution No.: 5 -To appoint Mr. Rajesh Shantilal Parikh (DIN: 08864184) as a Whole-time Director, for a period of 5 (five) years with effect from September 30, 2020. **[Ordinary Resolution]**

Total Vote Cast:	3874221	Total Valid Votes:	3874221	Invalid Votes:	0
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Remote Evoting				Evoting at the AGM				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
3871116	99.99987084	5	0.000129	3100	100	0	0	3874216	99.9998709	5	0.000129
Invalid Votes:		0		Invalid Votes:		0		Invalid Votes:		0	

Result: Resolution passed by Majority.

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Hotel Rugby Limited
29th AGM

Resolution No.: 6 -To appoint Mr. Sanjay Kapur (DIN: 01582246) as an Independent Director of the Company for a term of five consecutive years from September 30, 2020 to September 29, 2025. **[Ordinary Resolution]**

Total Vote Cast:	3874221	Total Valid Votes:	3874221	Invalid Votes:	0
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Remote Evoting				Evoting at the AGM				Total			
Assent		Dissent		Assent		Dissent		Assent		Dissent	
Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%	Total Votes	%
3871116	99.99987084	5	0.000129	3100	100	0	0	3874216	99.9998709	5	0.000129
Invalid Votes:		0		Invalid Votes:		0		Invalid Votes:		0	

Result: Resolution passed by Majority.

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