

HOTEL RUGBY LIMITED

Summary of proceedings of 29th AGM held on 29.09.2020

Mr. Mahendra Thacker, Chairman took the Chair.

Chairman welcomed the Members. After ascertaining that the requisite quorum for commencing the meeting was present, the Chairman called the Meeting to Order.

The Chairman then informed the Members that in view of the massive outbreak of COVID-19 pandemic and considering the social distancing norms and the safety and security of all Members, Directors and Employees of the Company, the AGM was being conducted through the Video Conferencing and Other Audio Video means in compliance with the circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI). The Chairman explained to the Members the technical and procedural aspects of the meeting including how to ask questions and participate in the Meeting.

The Chairman then introduced himself and stated that he is attending the Meeting from his residence at Mumbai. He then requested each member of the Board to introduce themselves to the Members present. Then the Directors present introduced themselves one by one to the members present and informed the place from where he/she was attending the meeting. He further informed that due to personal reasons, Mr. Dinesh Patel was unable to attend the meeting.

The Chairman then informed the members that Mr. Rajesh Parikh, Chief Financial Officer of the Company, Ms. Sindhu Nair, Secretarial Auditor of the Company and Mr. Balmukund M. Gattani, representative of the Statutory Auditor of the Company and Mr. Sudeshkumar V. Joshi, Chartered Accountant, who was appointed as Scrutinizer were attending the Meeting through Video Conferencing.

The Chairman then informed the Members that pursuant to the Circulars issued by the MCA and the SEBI, the facility to appoint proxy to attend and cast vote for the Members was not available for the meeting.

The Chairman then informed the Members that the following Registers were kept open for inspection by the Members at the inspection link on the e-voting platform of Link Intime India Private Limited (LIPL) till the conclusion of the meeting, as required under the provisions of the Companies Act, 2013:

- i) The Register of Directors and Key Managerial Personnel and their shareholdings;
- ii) The Register of Contracts or Arrangements in which Directors and Key Managerial Personnel are interested and
- iii) Minutes of General Meetings.

Thereafter, with the consent of Members present, Notice convening Meeting and the remarks made by Statutory Auditors in their Report and also reply given by the Board were taken as read.

The Chairman thereafter delivered his speech to the Members.



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HOTELS & RESORTS

The Chairman then informed the Members that the Company had provided an opportunity of voting at the meeting through e-voting for those attending Members who had not exercised their votes through remote e-voting and that the Board has appointed Mr. Sudeshkumar V. Joshi, Chartered Accountant, as the Scrutinizer the remote e-voting process as well as e-voting at the AGM.

Then with the permission of the Members he commenced the proceedings of the 29th Annual General Meeting. He informed the members that he would first move all resolutions to be transacted at the meeting one after the another and then thereafter he would call upon the speaker shareholders to ask their queries. He also informed that those shareholders who had not registered themselves as speaker shareholders but wishes to ask any question, then facility was provided to said shareholder to ask his question by typing the same in chat box provided for this purpose.

RESOLUTION NO. 1

The Chairman then moved the first resolution for adoption of Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020 including Audited Balance Sheet, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date and the Reports of the Directors and Statutory Auditor thereon.

Before proceeding to the next Agenda, Mr. Mahendra Thacker, Chairman informed that he was an interested Director in the next 2 (two) resolutions and therefore he requested Mr. Ashok Kadakia to take the Chair and conduct the proceedings for the 2nd and 3rd Resolution respectively.

RESOLUTION NO. 2

Mr. Ashok Kadakia then moved the second resolution for appointment of Mrs. Darshana Thacker (DIN: 02003242) as Director, who retires by rotation and offers herself for re-appointment.

RESOLUTION NO. 3

Mr. Ashok Kadakia then moved the third resolution as a Special Resolution for continuing Directorship of Mrs. Darshana Thacker (DIN: 02003242), who has attained age of 75 years on June 8, 2020, liable to retire by rotation.

Thereafter, at the request of Mr. Ashok Kadakia, Mr. Mahendra Thacker took the chair

RESOLUTION NO. 4

The Chairman then moved the fourth resolution as an Ordinary Resolution to obtain the approval of Members 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.



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RESOLUTION NO. 5

The Chairman then moved the fifth resolution as an Ordinary Resolution to obtain the approval of Members 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.

RESOLUTION NO. 6

The Chairman then moved the sixth resolution as an Ordinary Resolution to obtain the approval of Members 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.

Thereafter, the Chairman invited the speaker shareholders to raise queries w.r.t the resolution from number 1 to 6. However, none of the speaker shareholders who have registered themselves as speakers at the meeting were present at the meeting. He then requested the members present to raise queries in the chat box. However, as there was no response, he then concluded the meeting.

Thereafter, the Chairman informed that the Members were given 15 Minutes time to e-vote on the six resolutions on the e-voting page of LIPL if they had not voted earlier through remote e-voting. He also informed the members that the consolidated results of remote e-voting and e-voting at the AGM would be declared within 48 hours of the conclusion of the AGM. He requested Mr. Sudeshkumar V. Joshi, scrutinizer appointed to monitor the e-voting process.

After the end of 15 Minutes, the Meeting officially concluded.

After a vote of thanks to the Chair, the Chairman declared the Meeting concluded/closed at 11:31 a.m.

For **HOTEL RUGBY LIMITED**

MAHENDRA THACKER
DIRECTOR & CEO
DIN — 01405253