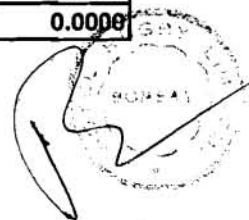
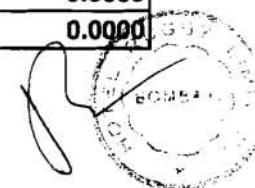


## Hotel Rugby Limited

Resolution Required : (Ordinary)			1 - Adoption of Financial Statements for the year ended March 31, 2017.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	3927952	0	0.0000	0	0	0.0000	0.0000
	Poll		3418852	87.0390	3418852	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3418852</b>	<b>87.0390</b>	<b>3418852</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	700	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	10394148	1540	0.0148	1540	0	100.0000	0.0000
	Poll		12014	0.1156	12014	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>13554</b>	<b>0.1304</b>	<b>13554</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>14322800</b>	<b>3432406</b>	<b>23.9646</b>	<b>3432406</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



Hotel Rugby Limited								
Resolution Required : (Ordinary)			2 - To Appoint a Director in place of Mr. Mahendra Thacker (DIN:01405253), who retires by rotation and offers himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	3927952	0	0.0000	0	0	0.0000	0.0000
	Poll		3418852	87.0390	3418852	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3418852	87.0390	3418852	0	100.0000	0.0000
Public Institutions	E-Voting	700	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	10394148	1540	0.0148	1540	0	100.0000	0.0000
	Poll		12014	0.1156	12014	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13554	0.1304	13554	0	100.0000	0.0000
Total		14322800	3432406	23.9646	3432406	0	100.0000	0.0000



## Hotel Rugby Limited

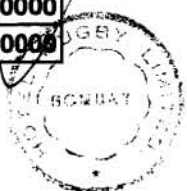
**Resolution Required : (Ordinary)**

**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 authorise the Board to fix their remuneration.**

**Whether promoter/ promoter group are interested in the agenda/resolution?**

**No**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	3927952	0	0.0000	0	0	0.0000	0.0000
	Poll		3418852	87.0390	3418852	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>3418852</b>	<b>87.0390</b>	<b>3418852</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	700	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	10394148	1540	0.0148	1540	0	100.0000	0.0000
	Poll		12014	0.1156	12014	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>13554</b>	<b>0.1304</b>	<b>13554</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>14322800</b>	<b>3432406</b>	<b>23.9646</b>	<b>3432406</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



## Hotel Rugby Limited

Resolution Required : (Special)			4 - Statutory documents at a place other than Registered Office of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	3927952	0	0.0000	0	0	0.0000	0.0000
	Poll		3418852	87.0390	3418852	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3418852	87.0390	3418852	0	100.0000	0.0000
Public Institutions	E-Voting	700	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	10394148	1540	0.0148	1540	0	100.0000	0.0000
	Poll		12014	0.1156	12014	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13554	0.1304	13554	0	100.0000	0.0000
Total		14322800	3432406	23.9646	3432406	0	100.0000	0.0000



**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: 29.09.2017**

## **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 26<sup>th</sup> Annual General Meeting of the Members of **Hotel Rugby Limited** (the Company) held on Friday, 29<sup>th</sup> day of September, 2017, at 10.30 a.m. at Maharashtra Chambers of Commerce Trust, 6<sup>th</sup> 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 26<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company, held on Friday, the 29<sup>th</sup> day of September, 2017.
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 26<sup>th</sup> 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 26<sup>th</sup> 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 26<sup>th</sup> AGM.
3. Further to above, I submit my Report as under:-
  - i. The Remote e-Voting period remained open from Tuesday, 26<sup>th</sup> September, 2017 (9.00 a.m.) to Thursday, 28<sup>th</sup> September, 2017 (5.00 p.m.)



**Sudeshkumar V. Joshi**

B.Com., F.C.S, F.C.A.

Phone : 2262 2341 - 2 - 3

E-mail : sudeshvjoshi@gmail.com

suyashri@vsnl.com

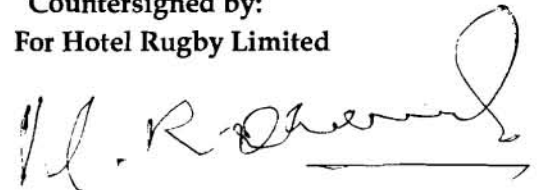
- ii. The Members of the Company as on the "cut-off" date i.e. 22<sup>nd</sup> September, 2017, were entitled to vote on the Resolutions (items No. 1 to 4 as set out in the Notice of the 26<sup>th</sup> AGM of the Company).
- iii. After the time fixed for closing of the poll by the Chairman, 1 (One) 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 11.00 a.m. i.e. after the Conclusion of 26<sup>th</sup> 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**

**26th AGM (29.09.2017)**

**Resolution No.:1 -To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 and the Reports of the Directors and Statutory Auditors thereon .  
[Ordinary Resolution]**

Total Vote Cast:	3432406	Total Valid Votes:	3432406	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	%
1540	100	0	0	3430866	100	0	0	3432406	100	0	0
Invalid Votes:		0		Invalid Votes:		0		Invalid Votes:		0	

 **Result: Resolution passed unanimously.**

**HOTEL RUGBY LIMITED**

**26th AGM (29.09.2017)**

**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:	3432406	Total Valid Votes:	3432406	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	%
1540	100	0	0	3430866	100	0	0	3432406	100	0	0
Invalid Votes:		0		Invalid Votes:		0		Invalid Votes:		0	



**Result: Resolution passed unanimously.**



**HOTEL RUGBY LIMITED****26th AGM (29.09.2017)**

**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:	3432406	Total Valid Votes:	3432406	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	%
1540	100	0	0	3430866	100	0	0	3432406	100	0	0
Invalid Votes:		0		Invalid Votes:		0		Invalid Votes:		0	



**Result: Resolution passed unanimously.**

**HOTEL RUGBY LIMITED****26th AGM (29.09.2017)**

**Resolution No.4 -To Approve keeping of Register of Members, Transfer Register and other Statutory documents at a place other than Registered Office of the Company.**  
**[SPECIAL RESOLUTION]**

<b>Total Vote Cast:</b>	<b>3432406</b>	<b>Total Valid Votes:</b>	<b>3432406</b>	<b>Invalid Votes:</b>	<b>0</b>
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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	%
1540	100	0	0	3430866	100	0	0	3432406	100	0	0
Invalid Votes:		0		Invalid Votes:		0		Invalid Votes:		0	



**Result: Resolution passed unanimously.**