

Sudeshkumar V. Joshi

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Date: 30.09.2015

**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 24th Annual General Meeting of the Members of **Hotel Rugby Limited** (the Company) held on Tuesday, 29th day of September, 2015, 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, Mr. 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 24th Annual General Meeting (AGM) of the Members of the Company, held on Tuesday, the 29th day of September, 2015.
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 24th 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 24th 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 24th AGM.
3. Further to above, I submit my Report as under:-
 - i. The Remote e-Voting period remained open from Saturday, 26th September, 2015, (9.00 a.m.) to Monday, 28th September, 2015, (5.00 p.m.)
 - ii. The Members of the Company as on the "cut-off" date i.e. 22nd September, 2015, were entitled to vote on the Resolutions (items No. 1 to 3 as set out in the Notice of the 24th AGM of the Company).



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- 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 24th Annual General Meeting in the presence of 2 witnesses Ms. Reema Shah (ACS - 26937) 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

Resolution No.1- To Receive, Consider and Adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2015 and the Reports of the Directors and Statutory Auditor thereon. [Ordinary resolution]

Total votes cast: 33,96,278				Valid votes: 33,95,278				Invalid Votes: 1,000			
e-Voting Details				Poll Details				Total			
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)	
3,940	99.75%	10	0.25%	33,91,328	100%	0	0.00%	33,95,268	100%	10	*0.00%

**Actual 0.0003 rounded off to 0.00*

VOTING RESULT: RESOLUTION PASSED BY MAJORITY.

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 votes cast: 33,96,278				Valid votes: 33,95,278				Invalid Votes: 1,000			
e-Voting Details				Poll Details				Total			
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)	
3,940	99.75%	10	0.25%	33,91,328	100%	0	0.00%	33,95,268	100%	10	*0.00%

**Actual 0.0003 rounded off to 0.00*


VOTING RESULT: RESOLUTION PASSED BY MAJORITY


Resolution No. 3 - To Approve Appointment of M/s. R. K. Patni & Co., Chartered Accountants, (FRN - 131257W) as the Statutory Auditors of the Company due to Resignation by M/s. R. Kabra & Co., Chartered Accountants, (FRN - 104502W) Existing Statutory Auditors. [Ordinary Resolution]

Total votes cast: 33,96,278				Valid votes: 33,95,278				Invalid Votes: 1,000			
e-Voting Details				Poll Details				Total			
Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)		Assent (FOR)		Dissent (AGAINST)	
3,940	99.75%	10	0.25%	33,91,328	100%	0	0.00%	33,95,268	100	10	*0.00%

**Actual 0.0003 rounded off to 0.00*

VOTING RESULT: RESOLUTION PASSED BY MAJORITY


Sudeshkumar V. Joshi
 (Scrutinizer)

Countersigned by:
For Hotel Rugby Limited

Chairman