

MINUTES OF THE 24TH ANNUAL GENERAL MEETING OF THE MEMBERS OF HOTEL RUGBY LIMITED HELD ON TUESDAY, 29TH 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.

Present:

Mr. Mahendra Thacker
Mrs. Darshana Thacker
Mr. Ashok Kadakia

Chairman, C.E.O. & Member
Director & Member
Independent Director & Chairman of Audit
Committee

In Attendance :

Mr. Rajesh Parikh C.F.O. & Member

(i) Members Present in person including representatives of Bodies Corporate as per the Attendance Register:

31 Members were present in person including 1 (One) person as authorized representative of a body corporate.

(ii) Proxies present as per Attendance Register:

No proxy was received as per the Attendance Register.

1. Chairman :

Mr. Mahendra Thacker took the Chair.

2. Quorum :

The Chairman declared that the requisite quorum was present and called the Meeting to order.

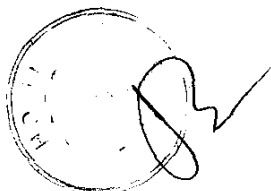
3. Welcome Address :

The Chairman made a welcome address to the Members.

He further informed that the Register of Directors & KMP and their Shareholding and Minutes of the General Meetings were kept on the table and were open for inspection during the meeting.

As no Proxy Form was received, Proxy Register was not required to be kept open for inspection during the meeting.

The Chairman informed that as per the provisions of Section 108 of the Companies Act, 2013, and Rules made there under and also Clause 35B of Equity Listing Agreement, the Company had provided remote e-Voting facility to the Members of the Company in respect of the businesses to be transacted at the 24th AGM. He further added that Mr. Sudeshkumar V. Joshi, Chartered Accountant, was appointed as the Scrutiizer by the Board for the said purpose.

A handwritten signature in black ink is written over a circular stamp. The stamp contains some illegible text, possibly a company name or official title. The signature is a cursive-style name.

However, those members attending the AGM who could not cast their vote through remote e-Voting, were also provided with an opportunity to vote in proportion to their Shareholding, by voting through poll. He declared that the poll would be conducted after consideration of all the Agenda covered under the Notice.

4. Proxies:

The Chairman informed the Members that the Company had not received any valid Proxy.

5. Notice:

With the consent of the Members present, Notice convening the Meeting was taken as read.

6. Auditors' Report:

As required under Section 145 of the Companies Act, 2013 and Secretarial Standard – 2, the Chairman requested Mr. Rajesh Parikh to read the Remarks made by Auditors in their Report and by Secretarial Auditor in their Report and also the reply given by the Board in respect thereof. Mr. Rajesh Parikh read the same.

7. Agenda:

The Chairman then proceeded with the businesses to be transacted at the Meeting.

8.1. Ordinary Business:

Item No. 1:

Adoption of Audited Financial Statements of the Company for the Financial year ended 31st March, 2015 and the Reports of Auditors and Directors thereon.

The Chairman briefed the Members about the activities of the Company. He then invited queries from the Members on the Audited Financial Statements for the Financial Year ended 31.03.2015, placed for their approval. No queries were raised by the Members present.

Thereafter, Mrs. Jayshree Joshi proposed the following Resolution as an Ordinary Resolution which was seconded by Mr. Jitendra Maheshwari.

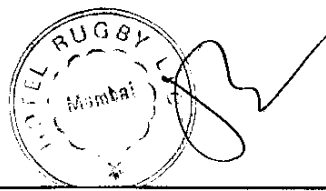
"RESOLVED THAT the Audited Financial Statements for the Financial Year ended 31st March, 2015, together with the Reports of the Auditors and Directors thereon, as circulated to all the Members, placed before this Meeting, be and are hereby received and adopted."

The Chairman being an Interested Director for the second resolution, Mr. Ashok Kadakia was requested to take the chair.

Mr. Ashok Kadakia took the Chair.

Item No. 2:

Appointment of a Director in place of Mr. Mahendra Thacker (DIN: 01405253) who retires by rotation and being eligible, offers himself for re-appointment.



The Chairman informed the Members that Mr. Mahendra Thacker (DIN: 01405253), Director of the Company, would retire by rotation and being eligible had offered himself for re-appointment.

Thereafter, Ms. Shobhana Mehta proposed the following Resolution as an Ordinary Resolution which was seconded by Mr. Beruz Feramroz Pouredehi.

“RESOLVED THAT Mr. Mahendra Thacker (DIN: 01405253) be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

Mr. Ashok Kadakia then requested to Mr. Mahendra Thacker to take the Chair.

Mr. Mahendra Thacker took the Chair.

8.2. Special Business:

Item 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.

The Chairman informed the Members present, to appoint M/s. R. K. Patni & Co, Chartered Accountants, Mumbai (FRN:131257W), as Statutory Auditor of the Company due to Resignation of M/s. R. Kabra & Co., Chartered Accountants, Mumbai (FRN:104502W) from the conclusion of this AGM to the Conclusion of 29th AGM and authorize Board to fix their remuneration.

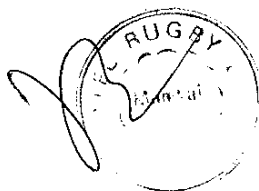
Thereafter, Mr. Jitendra Maheshwari proposed the following Resolution as an Ordinary Resolution which was seconded by the Chairman.

“RESOLVED THAT pursuant to the provisions of Section 139 (1) & (8) and other applicable provisions, if any, of the Companies Act, 2013, and relevant Rules framed there under, approval of the Members be and is hereby accorded to the appointment of M/s. R. K. Patni & Co., Chartered Accountants, Mumbai (FRN-131257W), as the Statutory Auditors of the Company for a period of 5 years from the conclusion of this Annual General Meeting till the conclusion of 29th Annual General Meeting subject to ratification by the Members at every subsequent Annual General Meeting, who were appointed by the Board due to resignation of M/s. R. Kabra & Co., Chartered Accountants, Mumbai (FRN-104502W), the then Auditors of the Company.”

“FURTHER RESOLVD THAT authority be and is hereby granted to the Board of Directors to fix remuneration of the New Statutory Auditors in consultation with them.”

“FURTHER RESOLVED THAT Mr. Mahendra Thacker (DIN – 01405253), Director & CEO of the Company and Mrs. Darshana Thacker (DIN – 02003242) , Director of the Company, be and are hereby jointly and/or severally authorised to do all such acts, deeds, matters and things as may be required on behalf of the Company to give effect to this resolution.”

The Chairman then ordered poll to be conducted for all 3 resolutions as set out at item no. 1 to 3 of the Notice of the 24th AGM. Mr. Sudeshkumar V. Joshi, Proprietor of M/s Sudeshkumar & Associates, Chartered Accountants, Mumbai, who was appointed as the Scrutinizer to scrutinize the poll and to provide his report in the manner as prescribed under the Companies Act, 2013, within 48 hours of the conclusion of the AGM. He also informed



that the result of remote e-Voting and Poll, on all the resolutions covered under the Notice convening the 24th Annual General Meeting would be displayed on the website of the Company, BSE, NSE and that of the CDSL.

The Chairman then requested the members, who had not availed remote e-voting facility for casting their votes, to cast their vote through poll papers which were already provided to them at the Meeting.

9. Vote of Thanks:

There being no other business, the Meeting concluded with a Vote of Thanks to the Chair.

The Combined Result of remote e-Voting and Poll, on all the resolutions covered under the Notice convening the 24th Annual General Meeting as disseminated through the Company's website, BSE, NSE and that of the CDSL on 30.09.2015 was as under:

Resolution No.1

Total No. of votes cast – **33,96,278** (Valid – 33,95,278 + Invalid – 1,000)
No. of votes cast in favour of resolution – **33,95,268**
No. of votes cast against resolution – **10**
Result declared- Resolution passed **by Majority**

Resolution No.2

Total No. of votes cast – **33,96,278** (Valid – 33,95,278 + Invalid – 1,000)
No. of votes cast in favour of resolution – **33,95,268**
No. of votes cast against resolution – **10**
Result declared- Resolution passed **by Majority**

Resolution No.3

Total No. of votes cast – **33,96,278** (Valid – 33,95,278 + Invalid – 1,000)
No. of votes cast in favour of resolution – **33,95,268**
No. of votes cast against resolution – **10**
Result declared- Resolution passed **by Majority**

Place: Mumbai
Dated: 03.10.2015



M. R. Thacker

Chairman
Mahendra Thacker
DIN- 01405253