

Corporate Governance Report for the quarter ended 31.12.2016

1. Name of Listed Entity – Hotel Rugby Limited
2. Quarter ending – 31st December, 2016

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PANs & DIN	Category (Chairperson /Executive/ Non-Executive /Independent / Nominee) ⁴	Date of Appointment in the current term /cessati on	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Mahendra R. Thacker	ACUPT3010F & 01405253	Chairperson – Executive	19/10/1991	-	0	2	-
Mrs.	Darshana M. Thacker	ADHPT8279Q & 02003242	Non-Executive	16/09/1991	-	0	1	-
Mr.	Ashok M. Kadakia	AADPK7330E & 00317237	Non-Executive-Independent	30/09/2014	Five Years	3	6	4
Mr.	Dinesh L. Patel	ADJPP2348A & 06439238	Non-Executive-Independent	30/09/2014	Five Years	1	1	-

⁴PAN number of any director would not be displayed on the website of Stock Exchange

⁴Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) ⁵
1. Audit Committee	Mr. Ashok M. Kadakia Mr. Dinesh L. Patel Mr. Mahendra Thacker	Chairperson – Non- Executive- Independent Non- Executive - Independent Executive
2. Nomination & Remuneration Committee	Mr. Ashok M. Kadakia Mr. Dinesh L. Patel Mrs. Darshana M. Thacker	Chairperson – Non- Executive -Independent Non- Executive -Independent Non-Executive
3. Risk Management Committee(if applicable)	N.A.	N.A.
4. Stakeholders Relationship Committee'	Mr. Ashok M. Kadakia Mr. Mahendra Thacker Mrs. Darshana Thacker	Chairperson – Independent Executive Non - Executive

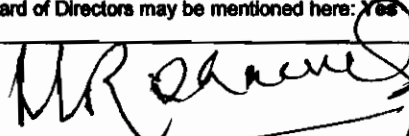

⁵Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
10.08.2016	03.11.2016	84 days



IV. Meeting of Committees			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee – 03.11.2016	Yes, Ashok Kadakia – Chairperson & Independent Director Mahendra Thacker - Executive Dinesh Patel – Independent Director	10.08.2016	84 days
Stakeholders Relationship Committee – 03.11.2016	Yes, Ashok Kadakia – Chairperson & Independent Director Darshana M. Thacker – Non-Executive Mahendra Thacker - Executive	10.08.2016	84 days

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)^{refer note below}</i>
Whether prior approval of audit committee obtained	N/A
Whether shareholder approval obtained for material RPT	N/A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N/A
<p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
VI. Affirmations	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. - Yes</p> <p>a. Audit Committee - Yes</p> <p>b. Nomination & remuneration committee - Yes</p> <p>c. Stakeholders relationship committee - Yes</p> <p>d. Risk management committee (applicable to the top 100 listed entities) – Not Applicable</p> <p>3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes</p> <p>4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes</p> <p>5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: Yes</p>	
<p> Mahendra R. Thacker C.E.O.</p> 	

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.