

Corporate Governance Report for the quarter ended 30.09.2018

1. Name of Listed Entity – Hotel Rugby Limited
2. Quarter ending – 30th September, 2018

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PANs & DIN	Category (Chairperson /Executive/ Non-Executive /independent / Nominee) ^{&}	Date of Appointment in the current term /cessation	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	2	3	2
Mr.	Dinesh L. Patel	ADJPP2348A & 06439238	Non-Executive-Independent	30/09/2014	Five Years	1	1	-
<p>[§]PAN number of any director would not be displayed on the website of Stock Exchange</p> <p>^{&}Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</p> <p>* 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.</p>								
II. Composition of Committees								
Name of Committee			Name of Committee members			Category (Chairperson/Executive/Non-Executive/independent/Nominee) [§]		
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		
<p>[§]Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen</p>								
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)		
29.05.2018			10.08.2018			72		

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 – 10.08.2018	Yes, Ashok Kadakia – Chairperson & Independent Director Mahendra Thacker - Executive Dinesh Patel – Independent Director	29.05.2018	72 days
Stakeholders Relationship Committee – 10.08.2018	Yes, Ashok Kadakia – Chairperson & Independent Director Darshana M. Thacker – Non-Executive Mahendra Thacker - Executive	29.05.2018	72 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	
Subject	Compliance status (Yes/No/NA) <small>refer note below</small>
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

Note

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.


2 If status is "No" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) – **Not Applicable**
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**
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**
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**



Mahendra R. Thacker
C.E.O.

I Affirmations		
Broad Heading	Regulation Number	Compliance status (Yes/No/NA)refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<p>Note</p> <ol style="list-style-type: none"> 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. 2. If status is "No" details of non-compliance may be given here. 3. If the Listed Entity would like to provide any other information the same may be indicated here. 		
 <p>Mahendra R. Thacker C.E.O.</p>		