

HOTEL RUGBY LIMITED



HOTEL & RESORTS

**28th Annual Report
Year Ended 31st March, 2019**

**BOARD OF DIRECTORS**

Shri Mahendra R. Thacker
 Smt. Darshna M. Thacker
 Shri. Ashok M. Kadakia
 Shri Dinesh R. Patel

Executive Director
 Non-Executive Director
 Non-Executive Director
 Non-Executive Director

AUDITORS :**Jatin V. Shah**

Chartered Accountants

SOLICITORS

Law Charter

BANKERS:

Union Bank of India
 Axis Bank Ltd.

REGISTERED OFFICE :

2, Ground Floor, 9, Dev Bhuvan,
 Gazdar Street, Chira Bazar,
 Kalbadevi, Mumbai - 400002.
 Tel. No.: 022 - 67470380
 Website : www.hotelrugby.co.in
 Email: rugbyhotel@rediffmail.com

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REGISTRAR & SHARE TRANSFER AGENTS

M/s. Link Intime India Pvt. Ltd.

Registered Office :

C 101, 247, Park, L B S Marg,
 Vikhroli West, Mumbai - 400 083.

HOTEL RUGBY LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT 28th ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF HOTEL RUGBY LIMITED, WILL BE HELD ON FRIDAY, 27TH SEPTEMBER, 2019 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, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the Reports of the Directors and Statutory Auditor thereon.
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.
3. To appoint M/s B. M. Gattani & Co. (FRN – 113635W), Chartered Accountants, Mumbai, as the Statutory Auditors of the Company for a period of 5 years i.e. from the conclusion of 28th AGM till the conclusion of 33rd AGM at a remuneration to be determined by the Board of Directors of the Company.

SPECIAL BUSINESS:**Item No. 4:**

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Dinesh Patel (DIN:06439238), aged 47 years, who was appointed as an Independent Director of the Company at the 23rd Annual General Meeting of the Company and who holds office of the Independent Director upto September 30, 2019, and who has submitted a declaration that he meets the criteria for independence as provided in the Act and the Listing Regulations and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years from October 1, 2019 to September 30, 2024.”

Item No. 5:

To consider and if thought fit, to pass, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ashok Kadakia (DIN:00317237) aged 77 years, who was appointed as an Independent Director of the Company at the 23rd Annual General Meeting of the Company and who holds office of the Independent Director upto September 30, 2019, and who has submitted a declaration that he meets the criteria for independence as provided in the Act and the Listing Regulations and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years from October 1, 2019, to September 30, 2024.”

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48HOURS BEFORE THE MEETING.**

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member.

2. **The Explanatory Statement pursuant to Section. 102 of the Companies Act, 2013 in respect of Item No. 3 to 5 proposed to be transacted at the Meeting is annexed and forms part of the Notice.**

3. The Register of Members and the Share Transfer books of the Company will remain closed from Friday, 20th September, 2019 to Friday, 27th September, 2019 (both days inclusive).
4. Members are requested to intimate any change in their address to the Company and Share Transfer Agents M/s. Link Intime India Pvt. Ltd., C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083 at the earliest quoting their Folio Numbers.
5. The Members who will hold the shares either in physical form or in dematerialized form as on Friday, 23rd August, 2019 will receive the Notice of AGM and Annual Report for the Financial Year ended 31st March, 2019.
6. The Members/Proxies/Representatives attending the Meeting are requested to bring their Attendance Slip sent herewith duly filled and signed alongwith Annual Report.
7. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company duly certified copy of the relevant Board resolution/Authority Letter authorizing such a representative to attend and vote on their behalf at the meeting.
8. The Company or its Registrar and Share Transfer Agent, M/s. Link Intime India Private Ltd. ("Link Intime") cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates or for change in their address. Such changes are to be advised only to the Depository Participant by the Members. Thus, Members holding shares in electronic form are hereby requested to inform immediately of any change in the Bank details or address to their Depository Participants. The Members holding shares in physical form and desirous of registering change in their address or bank details already registered against their respective folios are requested to write to the Company or to the Registrar and Share Transfer Agent.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agents.
10. In view of the 'Green Initiative in Corporate Governance' introduced by the Ministry of Corporate Affairs vide its Circular No 17/2011 dated 21.04.2011, all members who are holding shares of the Company in physical mode, are requested to register their e-mail IDs, so as to enable the Company to send all notices/reports/documents/intimations and other correspondence etc. through e-mails, in the electronic mode instead of receiving physical copies of the same. For registering your email ID, kindly send your email ID details to 'rugbyhotel@rediffmail.com.' The Members holding shares in Demat mode, who have not registered their e-mail IDs with DPs, are requested to register/update their email IDs with their DPs.
11. Members may also note that the Notice of the 28th AGM and the Annual Report for the Financial Year 2018-19 will also be available on the Company's website www.hotelrugby.co.in for their download. For any communication/ information, the members may also send requests to the Company at: rugbyhotel@rediffmail.com.
12. All relevant documents referred in the Notice shall be open for inspection by the members at the Registered Office of the Company during the normal business hours (10.00 a.m. to 6.00 p.m.) on all working days.
13. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
14. In case, of joint holders attending the AGM, only such joint holder who is higher in order of names will be entitled to vote.
15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar and Share Transfer Agents, for consolidation into single folio.
16. All queries relating to Share Transfer and allied subjects should be addressed to:
M/s. Link Intime India Private Limited
C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083
Tel No. : 022 49186000

17. VOTING PROCESS

A. Voting through electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide to its Members, facility to exercise their right to vote on resolutions proposed to be considered at the 28th AGM by electronic means i.e. "Remote e-voting". The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("Remote e-voting") will be provided by Central Depository Services Limited (CDSL). The Company has appointed Mr. Sudeshkumar V. Joshi, Chartered Accountant, Mumbai, to scrutinize the voting process (both Remote e-voting and voting process at the AGM) in a fair and transparent manner. The details of the process and manner of Remote e-voting is explained herein below:

In case a Member receives an e-mail from CDSL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

Open your web browser during the e-voting period. Remote E-voting period begins from **Tuesday, 24th September, 2019 (9.00 a.m.) and ends on Thursday, 26th September, 2019 (5.00 p.m.)**. During this Period, shareholders holding shares either in physical form or dematerialized form, as on Friday, **20th September, 2019**, being cut-off date/entitlement date, may cast their vote electronically. The e-voting shall be disabled by CDSL for voting thereafter.

Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Notice and holding shares as of the cut-off date i.e. Friday, **20th September, 2019** may obtain the Sequence Number (if PAN is not updated with Depository Participant or Company) by sending a request at rnt.helpdesk@linkintime.co.in or helpdesk.evoting@cdslindia.com by mentioning their Folio No./DP Id and Client ID No.

- (i) Log on the e-voting website www.evotingindia.com
- (ii) Click on “Shareholders” tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Address Sticker.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) Note for Non- Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the Entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (a) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (b) The voting period begins on **Tuesday, 24th September, 2019 (9.00 a.m.) and ends on Thursday, 26th September, 2019 (5.00 p.m.)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **20th September, 2019**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

C. Voting at the Annual General Meeting

- (i) Pursuant to the provisions of Rule 20 of Companies (Management and Administration) Rules 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is also offering the facility for voting by way of ballot paper at the AGM.
- (ii) The Members attending the AGM, who are entitled to vote, but have not cast their vote by remote e-voting shall be able to exercise their voting rights at the AGM through ballot paper. A member may attend the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to cast their vote again at the AGM.
- (iii) At the end of discussion on the Resolutions on which voting is to be held at the AGM, the Chairman shall allow voting, by use of ballot paper only to those members who have not cast their votes by availing the remote e-voting facility.
18. The voting rights of Members shall be in proportion to the shares held by them on the paid up equity share capital of the Company as on cut-off date being, Friday, 20th September, 2019. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of Remote e-voting or voting at the AGM through ballot paper.
19. The Scrutinizer shall immediately after conclusion of the AGM shall first count the votes cast through Ballot Paper at AGM and thereafter shall unblock the votes cast through Remote E-Voting in presence of at least two witnesses (who shall not be in employment of the Company). The scrutinizer shall submit his report not later than three days from the conclusion of the AGM to the Chairman or to a person authorized by him in writing who shall countersign the same and declare the results.
20. The result declared by Chairman or by a person authorized by him in writing along with the Scrutinizers' Report shall be immediately placed on the website of the Company i.e. www.hotelrugby.in and on website of CDSL i.e. www.cdslindia.com after the declaration of results. The result shall also be communicated to BSE Limited and National Stock Exchange of India Limited.
21. The resolutions listed in the Notice of 28th AGM shall be deemed to be passed on the date of the AGM, subject to the receipt of the requisite number of votes in favour of the respective resolutions.
22. SEBI, vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April 2018, has directed all the listed companies to record the PAN and Bank Account details of holders holdings securities in physical form. Accordingly, the shareholders holding shares in physical form are requested to submit a copy of their PAN and bank details along with a cancelled cheque to the Registrar and Share Transfer Agent of the Company at the earliest. Separate letters have been sent to the security holders of the Company holding securities in physical form as per the said Circular.

Further, in view of amendments to the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 vide SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June 2018 as amended, effective from 1st April, 2019, requests for effecting transfer of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository, except in case of transmission or transposition of shares. Accordingly, the shareholders of the Company holding shares in physical form are requested to dematerialise the shares held by them at the earliest. Separate letters are also being sent



to the shareholders holding shares in physical form in this connection.

23. Members desiring any information as regards the accounts and operations of the Company are requested to write to the Company at an early date so that the information sought can be made readily available at the Meeting.

Registered Office:

2, Ground floor, 9, Dev Bhuvan,
Gazdar Street, Chira Bazar,
Kalbadevi, Mumbai – 400002.
Place: Mumbai
Date: 22.08.2019

By Order of the Board

MAHENDRA THACKER
CHAIRMAN
DIN-01405253

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**Item No. 3:****Appointment of Auditors**

Mr. Jatin Shah, Chartered Accountant, Mumbai (Membership No.-103858), Statutory Auditor of the Company was appointed at the 27th AGM for a period of 5(five) years i.e. from the conclusion of 27th AGM till the Conclusion of 32nd AGM. However, Mr. Jatin Shah, Chartered Accountant, Mumbai (Membership No.-103858) had expressed his unwillingness to act as Statutory Auditor of the Company and had furnished his resignation. Therefore, upon recommendation of Audit Committee, it was proposed to appoint M/s B. M. Gattani & Co. (FRN – 113635W), Chartered Accountants, Mumbai as the Statutory Auditor of the Company for a period of 5 (five) years i.e. from the conclusion of 28th AGM till the conclusion of 33rd AGM at a remuneration to be determined by the Board of Directors of the Company not exceeding Rs. 50,000/- p.a. plus applicable taxes and other out of pocket expenses with an increment not exceeding 10% p.a. There is no material change in amount of fees to be payable to new Auditors. Further, M/s B. M. Gattani & Co. (FRN – 113635W), Chartered Accountants, Mumbai, which is in existence since 1993 had also furnished his consent and eligibility Certificate. Therefore, Your Directors recommend appointment of M/s B. M. Gattani & Co. (FRN – 113635W), Chartered Accountants, Mumbai as Statutory Auditor/s of the Company.

Pursuant to Section 139 of the Companies Act, 2013 and relevant Rules framed thereunder approval of the Members is being sought by way of an Ordinary Resolution.

None of the Promoters, Directors, Managers, Key Managerial Personnel of the Company and their relatives, either directly or indirectly is in any way concerned or interested, financially or otherwise, in the above Resolution.

Item No.4**Approval for re-appointment of Mr. Dinesh Patel as the Independent Director of the Company for the period of five consecutive years w.e.f. 01.10.2019.**

Based on the recommendation made by Nomination and Remuneration Committee at its meeting held on 08.08.2019, the Board of Directors, had decided to re- appoint Mr. Dinesh Patel (DIN:06439238), aged 47 years, as an Independent Director for a further term not exceeding five consecutive years. Also, the Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a Member proposing the candidature of Mr. Dinesh Patel for the office of Independent Director of the Company, and to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received from Mr. Dinesh Patel a declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Companies Act, 2013.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, the resolution seeks the approval of the Members of the Company by way of a special resolution for re appointment of Mr. Dinesh Patel as an Independent Director for a second term of five consecutive years w.e.f. 01.10.2019 and he shall not be liable to retire by rotation.

Except Mr. Dinesh Patel (DIN: 06439238), being the proposed Appointee Director, none of the Directors, Key Managerial Personnel, and their relatives are either directly or indirectly concerned or interested financial or otherwise in the Resolution.

As per the requirements of Secretarial Standards on Meetings (SS-2) and Regulation 36(3) of SEBI (LODR), Regulations, 2015, a brief profile and information of Directors being Appointed/ Reappointed is given Separately.

Item No.5:**Approval for re-appointment of Mr. Ashok Kadakia as the Independent Director of the Company for the period of five consecutive years w.e.f. 01.10.2019.**

Based on the recommendation made by Nomination and Remuneration Committee at its meeting held on 08.08.2019, the Board of Directors, had decided to re-appoint Mr. Ashok Kadakia (DIN: 00317237), aged 77 years, as an Independent Director for a further term not exceeding five consecutive years. Also, the Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a Member proposing the candidature of Mr. Ashok Kadakia for the office of Independent Director of the Company, and to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received from Mr. Ashok Kadakia a declaration to the effect that he meets the criteria of independence as provided in Section 149 of the Companies Act, 2013.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, the Resolution seeks the approval of the Members of the Company by way of a special resolution for re appointment of Mr. Ashok Kadakia as an Independent Director for a second term of five consecutive years w.e.f. 01.10.2019 and he shall not be liable to retire by rotation.

Except Mr. Ashok Kadakia (DIN: 00317237), being the proposed Appointee Director, none of the Directors, Key Managerial Personnel, and their relatives are either directly or indirectly concerned or interested financial or otherwise in the Resolution.

As per the requirements of Secretarial Standards on Meetings (SS-2) and Regulation 36(3) of SEBI (LODR), Regulations, 2015, a brief profile and information of Directors being Appointed/ Reappointed is given Separately.

**A BRIEF PROFILE AND INFORMATION OF DIRECTORS BEING
APPOINTED / REAPPOINTED:**

Name of Director	Mr. Dinesh Patel	Mr. Ashok Kadakia
Date of Birth	01/06/1972	07/06/1942
Date of Appointment	31/01/2014	15/11/1993
No. of Shares Held	-	1000
Age	47	77
Qualification(s) and Experience in Specific Functional Areas	Under Graduate	B.Com
Directorship held in other Companies including Companies incorporated outside India	9	4
Membership/ Chairmanship of all Companies in which they are Directors	2	7
Terms & Conditions of Appointment/ Reappointment	As detailed in proposed Resolution	As detailed in proposed Resolution
Details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Not Applicable	Not Applicable
Pecuniary relationship directly or indirectly with other Directors, Manager and other Key Managerial Personnel of the Company	Not Applicable	Not Applicable
No. of Board Meeting attended during the year	4	4

For and on behalf of the Board of Directors

Place Mumbai
Date:22.08.2019

Sd/-
MAHENDRA THACKER
CHAIRMAN
DIN-01405253

DIRECTORS' REPORT 2018-2019

Dear Members,

The Board of Directors of the Company take pleasure in presenting the 28th Annual Report along with the Audited Accounts for the Financial Year ended 31st March, 2019.

1. Financial Results of the Company

The Financial performance of the Company for the Financial Year ended 31st March, 2019, is summarized below: -

(Rs. In Lakhs)

	2018-19	2017-18
Gross Income	18.25	14.82
Profit Before Interest, Depreciation & Tax	(292.60)	(8.54)
Finance Cost and Bank Interest	0.00	0.00
Depreciation	--	--
Profit Before Exceptional Items & Tax	(292.60)	(8.54)
Add:- Exceptional Income	--	--
Profit Before Tax	(292.60)	(8.54)
Less:- Provision for Taxation	--	--
Net Profit After Tax	(292.60)	(8.54)
Excess/(short) Income Tax Provision of Earlier Years	--	--
Net Profit for the year	(292.60)	(8.54)
Loss Brought Forward	(3400.56)	(3392.02)
Profit/(Loss) Available for Appropriation	(3693.16)	(3400.56)

2. Transfer to Reserves:

In view of inadequate profits during the year and due to accumulated losses of earlier years, the Company had not transferred any amount to the Reserves.

3. Operations

The Company has not carried out any Business activities during the year. Your Directors are considering various avenues & options for the activities to be undertaken. The Company has earned the income by way of Interest & Profit on sale of Mutual Funds.

4. Dividend

Due to loss during the year and carried forward of accumulated losses of earlier years, your Directors do not to recommend any dividend for the financial year under review.

5. Public Deposit

The Company has neither invited nor accepted any Public Deposit within the meaning of the Section 73 and Section 76 of the Companies Act, 2013 and rules made framed there under, during the year under review. There are no unpaid and unclaimed deposits at the end of Financial Year 2018-19. Further, there was no default in repayment of Deposits and payment of interest thereon during the year.

6. Subsidiaries, Associate and Joint Venture Companies:

The Company does not have Subsidiary, Associate and Joint Venture Companies.

7. Extracts of the Annual Return of the Company:

Pursuant to Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return as at 31st March, 2019, in the prescribed form MGT - 9, forms part of the report and is annexed as **Annexure I** to this report.

The details of Form MGT - 9 are also available on the Company's website at www.hotelrugby.co.in.

8. Number of meetings of the Board/Committees of Board:

During the Financial Year 2018-19, Four (4) Board Meetings were convened and held (excluding meeting of Independent Directors).. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the Directors have attended all the Board Meetings held during the year under review.

In addition to the above and as required under Schedule IV to the Companies Act, 2013 1(One) Separate Meeting of Independent Directors was held on 27.03.2019.

The Board of Directors has constituted four committees namely – Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee which enables the Board to deal with specific areas/activities that need a closer review and to have an appropriate structure to assist in the discharge of their responsibilities. The details of the composition of the Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee and their respective terms of reference are included in the Corporate Governance Report forming part of the Annual Report. The Board Committees meet at regular intervals and ensure to perform the duties and functions as entrusted upon them by the Board.

The details of the Board meetings held during the year and that of Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee are also set out in the Corporate Governance Report forming part of the Annual Report.

9. Details about Directors and KMPs who were Appointed/Resigned during the Financial Year.

During the year under review, there was no Change in the Constitution of the Board. Further, no KMPs were appointed and none of the existing KMPs have resigned during the year under review. Further, after 31st March, 2019, the Company has appointed Ms. Gauri Gokhale as Company Secretary of the Company w.e.f. 22nd April, 2019 in order to comply with the provisions of the Companies Act, 2013.

10. Directors

In accordance with the provisions of the Companies Act, 2013, Mr. Mahendra Thacker (DIN:01405253), Director of the Company retires by rotation and offers himself for re-appointment.

Mr. Dinesh Patel, Mr. Ashok Kadakia will be completing their tenure of 5 consecutive years as Independent Directors on 30.09.2019 pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. They being eligible are proposed to be re-appointed as Independent Directors for further period of 5 consecutive years w.e.f 01.10.2019. The Nomination And Remuneration Committee also recommended for their appointment.,

The Company has also received requisite notices in compliance with the provisions of Section 160 of the Companies Act, 2013, proposing Mr. Dinesh Patel, Mr. Ashok Kadakia as the Independent Directors of the Company.

The Company has received declarations from both the proposed Independent Directors of the Company confirming that they meet with the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

11. A Statement on declaration given by Independent Directors

All Independent Directors have given declarations that they meet the criteria of independence as laid down pursuant to Section 149 (6) of the Companies Act, 2013.

12. Directors Responsibility Statement

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013

- (a) that in the preparation of the annual financial statements for the year ended March 31, 2019, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as on 31st March, 2019 and of the profit/ loss for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis;
- (e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively and
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

13. Auditors

Mr. Jatin Shah, Chartered Accountant, Mumbai (Membership No. -103858), Statutory Auditor of the Company was appointed at the 27th AGM for a period of 5 (Five) years i.e. from the conclusion of 27th AGM till the Conclusion of 32nd AGM. However, Mr. Jatin Shah, Chartered Accountant, Mumbai (Membership No. -103858) had expressed his unwillingness to act as Statutory Auditor of the Company and had furnished his / resignation. Therefore, it was proposed to appoint M/s B. M. Gattani & Co. (FRN – 113635W), Chartered Accountants, Mumbai as the Statutory Auditor of the Company for a period of 5 (Five) years i.e. from the conclusion of 28th AGM till the conclusion of 33rd AGM at a remuneration to be determined by the Board of Directors of the Company. Further, M/s B. M. Gattani & Co. (FRN – 113635W), Chartered Accountants, Mumbai had also furnished their

Consent and Eligibility Certificate. Therefore, Your Directors recommend appointment of M/s B. M. Gattani & Co. (FRN – 113635W), Chartered Accountants, Mumbai as Statutory Auditor/s of the Company.

14. Internal Auditors, Internal Control System and their Adequacy:

Pursuant to provisions of Section 138 of the Companies Act, 2013 and relevant Rules framed thereunder, M/s M. H. Dalal & Associates, Chartered Accountants, Mumbai (Firm Registration Number – 112449W) were appointed as Internal Auditors of the Company for the Financial Years 2018-19. The Internal Auditors are required to report to the Audit Committee of the Board after conducting comprehensive audit of operations of the Company.

In order to attain the corporate objectives, strict internal controls systems were implemented across the organisation. The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations on regular basis. The audit function maintains its independence and objectivity while carrying out assignments. It evaluates on a continuous basis, the adequacy and effectiveness of internal control mechanism. The function also proactively recommends improvement in policies and processes, suggests streamlining of controls against various risks. Your Company has laid down set of standards, processes and structure, which enables it to implement internal financial control across the Company and ensure that the same are adequate and operating effectively.

15. Policies on appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of section 178:

The Company has a Nomination and Remuneration Policy formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules framed there under and as amended from time to time. The policy shall apply to all Directors (Executive, Non Executive & Independent), Key Managerial Personnel and Senior Management. The Policy laid down the roles of the Committee, criterion for appointment of Directors, Key Managerial Personnel and Senior Management and parameters for determining the remuneration of Directors, Key Managerial Personnel, Senior Management and other employees.

16. Whistle Blower Policy:

Pursuant to the provisions of Section 177 (9) & (10) of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 and 46(2)(e) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Clause 49 of the Listing Agreement, the Company has adopted a Whistle Blower Policy, which provides for a vigil mechanism that encourages and supports its Directors/Committee Members and employees to report instances of unethical behaviour, actual or potential fraud or violation of the Company's Code of Conduct or Ethics policy. It also provides for adequate safeguards against victimization of persons who use this mechanism and direct access to the Chairperson of the Audit Committee in exceptional cases.

17. Corporate Social Responsibility:

Though the provisions of Section 135 of The Companies Act, 2013 and Rules framed there under regarding Corporate Social Responsibility are not applicable to the Company, the Company has constituted the Corporate Social Responsibility (CSR) Committee as per the requirement of Companies Act, 2013, which consists of Mr. Mahendra Thacker (Executive Director), Mrs. Darshana Thacker (Non-Executive Director) and Mr. Ashok Kadakia (Independent Director). The Company believes that Corporate Social Responsibility (CSR) is 'the continuing commitment for improving the quality of life of the society at large'.

18. Reservation and qualification on Auditor Report;

Regarding qualification made by the Auditors in their Report on Note no. 20 of Accounts w.r.t. Going Concern Concept, we state as under:

The Company is having liquid funds and is looking for some good avenue of business. The Company has invested most of its liquid funds on short term basis so that funds can be available whenever required.

The other qualifications, if any made in the Auditor's Report are self-explanatory and therefore do not call for any further comments.

19. Details in respect of frauds reported by Auditors pursuant to section 143(12) of the Companies Act, 2013:

During the year under review, there were no incidences of fraud reported by Auditors.

20. Secretarial Audit report given by Company Secretary in practice:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company has appointed M/s. Sanjay Dholakia & Associates, Company Secretaries, Mumbai, to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit and Secretarial Compliance is annexed as **Annexure - II and Annexure - III** respectively to this Report.

Explanation on Remarks or Disclaimer made by Secretarial Auditor in his Report:

Looking at the Company's size and no business activities for past few years, no one was interested in joining as Company Secretary. The Company has appointed Company Secretary w.e.f. 22nd April, 2019 in order to comply with the said requirements. The BSE Limited and National Stock Exchange of India Limited levied fine for the quarter ended 31.12.2018 and 31.03.2019. Further, the Company made payment in respect of the fine under reference.

Further, due to technical problem, the Company could not upload the Annual Report with National Stock Exchange of India Limited under Regulation 34 of the SEBI (LODR) Regulations, 2015, for which the NSE levied fine for delayed filing and in turn the Company made payment.

21. Management Discussion and Analysis Report:

The Management Discussion And Analysis Report is attached herewith as Annexure V to the Director's Report

22. Disclosures relating to Loans, Guarantees or Investments made by company under section 186.

During the year under review, the Company had not given any Loans and Guarantees. The details of Investments made by the Company, as covered under the provisions of Section 186 of the Companies Act, 2013 are duly mention in the Notes to Accounts forming the part of Annual Financial Statements for the year ended 31st March, 2019.

23. Particulars of contracts or arrangements with related parties referred to in sub-section(1) of section 188:

There were no Related Party Transactions during the year under review.

24. Corporate Governance Report:

Pursuant to Regulations 34(3) of the SEBI (Listing Obligations and Disclosure requirements) Regulations 2015, a separate section titled 'Report on Corporate Governance' (as per **Annexure – IV**) forms part of this Annual Report.

The Report on Corporate Governance also includes certain disclosures that are required, as per Companies Act, 2013. Auditors' Certificate confirming compliance with the conditions of Corporate Governance as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 also forms part of this Annual Report.

25. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the Financial Year of the company to which the financial statements relate and the date of the report:

In terms of the information required under Sub-section (3)(1) of Section 134 it is to be noted that there are no material Changes and commitments affecting the financial position of the company have occurred between the end of the Financial Year of the company to which the financial statements relate and the date of the report.

26. Conservation of energy & technology absorption and Foreign exchange earnings and Outgo.

A. Since the Company does not carry any manufacturing activities, particulars to be disclosed with respect to Conservation of energy & technology absorption under Section 134 (3) (m) of Companies Act, 2013 read with Companies (Accounts) Rules, 2014, are not applicable.

B. During the year under review, there has been no earnings and outgo in foreign exchange.

27. Disclosures about annual performance evaluation by the Directors of the Company of its own and committees and Individual Directors

The Nomination and Remuneration Committee laid down the criteria for performance evaluation of Directors including Independent Directors, Board of Directors and Committees of the Board. The criteria for performance evaluation covers the areas relevant to their functioning as independent directors or other directors, member of Board or Committees of the Board.

28. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

There were no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status and the Company's future operations.

29. Information in terms of under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel Rules, 2014)

The information pertaining to Rule 5 of the Company (Appointment and Remuneration of Managerial Personnel Rules, 2014) is given as below:

- (i) the ratio of the remuneration of each Director to the median remuneration of the Employees of the company for the Financial Year is not required to be mentioned as there were no employees in the Company during the year under review;
- (ii) the details w.r.t. the percentage increase in the median remuneration of employees in the Financial Year is not required to be given, as there were no employees in the Company during the year under review;
- (iii) there were no permanent employees during the year under review;
- (iv) the details w.r.t. average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof, is not required to be given as there were no employees in the previous financial year and during the year under review and no managerial remuneration was paid;
- (v) the details w.r.t. the key parameters for any variable component of remuneration availed by the Directors is not required to be given as no remuneration was paid to the Directors;
- (vi) the details w.r.t. affirmation that the remuneration is as per the remuneration policy of the company, is not required to be given as there were no employees and no remuneration was paid to Directors.

Further, During the year under review there were no employees in the Company drawing Remuneration over and above the limit specified pursuant to Rule 5 sub rule (2) of the Companies (Appointment and Remuneration of Managerial Personnel Rules, 2014)

30. Risk Management

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. There are no risks which in the opinion of the Board affect the Company operations on going concern basis.

The Board periodically reviews the risks and measures are taken for mitigation.

31. Maintenance of Cost Records:

During the year under review the Company was not required to maintain the Cost records as specified by the Central Government under Section 148 of the Companies Act, 2013.

32. Prevention of Sexual Harassment:

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder. No complaints were received during the year under the said policy. Further, as there is no employee employed, the Company has not constituted Internal Complaints Committee as referred in the said Act for the year ended 31st March, 2019. However, necessary steps will be taken by the Board for complying with provisions of the said Act.

33. Declaration Under SS-1:

The Company has complied with the applicable Secretarial Standards viz. SS-1 and SS-2 during the year.

34. Acknowledgement

The Directors gratefully acknowledge all stakeholders of the Company viz. Members and banks for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

For and on behalf of the Board of Directors

Place Mumbai
Date: 22.08.2019

Sd/-
MAHENDRA THACKER
CHAIRMAN
DIN-01405253

Annexure – I**HOTEL RUGBY LIMITED****Form No. MGT-9****EXTRACT OF ANNUAL RETURN****As on the Financial Year ended on March 31, 2019**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i) CIN: - L55101MH1991PLC063265

ii) Registration Date- 16/09/1991

iii) Name of the Company: HOTEL RUGBY LIMITED

iv) **CATEGORY OF THE COMPANY:** - [PL. TICK]

(1) Public Company-√

(2) Private company-

SUB CATEGORY OF THE COMPANY: -[PLEASE TICK WHICHEVER ARE APPLICABLE]

1) Government Company-

2) Small Company-

3) One Person Company-

4) Subsidiary of Foreign Company-

5) NBFC-

6) Guarantee Company-

7) Limited by shares - √

8) Unlimited Company-

9) Company having share capital-√

10) Company not having share capital-

11) Company Registered under Section 8-

v) **Address of the Registered Office and contact details**

Address : Ground floor, 9, Dev Bhuvan, Gazdar Street, Chira
Bazaar, Kalbadevi, Mumbai – 400002.

Town / City : Mumbai

District : Mumbai

State : Maharashtra

Telephone : (With STD Area Code Number) 022 67470380

Pin Code 400002

Fax Number : --

Email Address : rugbyhotel@rediffmail.com

Website (if any) <http://www.hotelrugby.co.in>vi) **Whether Shares Listed On Recognized Stock Exchange(S) – Yes**

Name of the Stock Exchange/s :- 1) BSE Ltd. 2) National Stock Exchange of India Ltd.

vii) **Name, Address and Contact details of Registrar and Transfer Agent, if any****Name of Registrar & Transfer Agents: M/s. Link Intime India Pvt. Ltd.**

Address : C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083

Town / City : Mumbai

District : Mumbai

State : Maharashtra

Telephone : (With STD Area Code Number) 022 49186000

Pin Code 400 083

Fax Number : 022 49186060

Email Address : rnt.helpdesk@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :-

During the year, the Company did not carried out any business activities. The income of the Company comprises of other income inter alia consisting of Interest on Fixed Deposits, Interest on Inter Corporate Deposits, Profit on sale of Mutual Funds etc.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
-	-	-	-	-	-

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**i) Category-wise Share Holding**

Sr No	Category of Shareholders	Shareholding at the beginning of the year - 2018				Shareholding at the end of the year - 2019				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
[1]	Indian									
(a)	Individuals / Hindu Undivided Family	3875952	0	3875952	27.0614	3875952	0	3875952	27.0614	0.0000
(b)	Central Government / State Government(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Financial Institutions / Banks	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Any Other (Specify)									
	Bodies Corporate	52000	0	52000	0.3631	52000	0	52000	0.3631	0.0000
	Sub Total (A)(1)	3927952	0	3927952	27.4245	3927952	0	3927952	27.4245	0.0000
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(b)	Government	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Institutions	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Foreign Portfolio Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e)	Any Other (Specify)									
	Sub Total (A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	3927952	0	3927952	27.4245	3927952	0	3927952	27.4245	0.0000
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	0	0	0	0.0000	0	0	0	0.0000	0.0000
(b)	Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Alternate Investment Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Foreign Venture Capital Investors	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e)	Foreign Portfolio Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000

(f)	Financial Institutions / Banks	0	700	700	'0.0049	1800	700	2500	'0.0175	'0.0126
(g)	Insurance Companies	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(h)	Provident Funds/ Pension Funds	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(i)	Any Other (Specify)									
	Sub Total (B)(1)	0	700	700	'0.0049	1800	700	2500	'0.0175	'0.0126
[2]	Central Government/ State Government(s)/ President of India									
	Sub Total (B)(2)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	2343868	905950	3249818	'22.6898	2415330	871550	3286880	'22.9486	'0.2588
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	5689968	0	5689968	'39.7266	5691514	0	5691514	'39.7374	'0.0108
(b)	NBFCs registered with RBI	0	0	0	'0.0000	369	0	369	'0.0026	'0.0026
(c)	Employee Trusts	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(e)	Any Other (Specify)									
	Hindu Undivided Family	256825	0	256825	'1.7931	241806	0	241806	1.6883	'-0.1048
	Non Resident Indians (Non Repat)	7875	44900	52775	'0.3685	7875	44900	52775	'0.3685	'0.0000
	Other Directors	3000	0	3000	'0.0209	3000	0	3000	'0.0209	'0.0000
	Non Resident Indians (Repat)	121405	20000	141405	'0.9873	110405	19000	129405	0.9035	'-0.0838
	Clearing Member	384599	0	384599	'2.6852	322926	0	322926	2.2546	'-0.4306
	Bodies Corporate	576758	39000	615758	'4.2991	624673	39000	663673	4.6337	'0.3346
	Sub Total (B)(3)	9384298	1009850	10394148	'72.5706	9417898	974450	10392348	'72.5581	'-0.0125
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	9384298	1010550	10394848	'72.5755	9419698	975150	10394848	'72.5755	'0.0000
	Total (A)+(B)	13312250	1010550	14322800	'100.0000	13347650	975150	14322800	'100.0000	'0.0000
(C)	Non Promoter - Non Public									
[1]	Custodian/DR Holder	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
	Total (A)+(B)+(C)	13312250	1010550	14322800	'100.0000	13347650	975150	14322800	'100.0000	

ii) Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Crystal Hospitality Services Pvt. Ltd.	52,000	0.36	0	52,000	0.36	0	0
2	Darshana M. Thacker	33,84,052	23.63	0	33,84,052	23.63	0	0
3	Mihir M. Thacker	3,63,100	2.53	0	3,63,100	2.54	0	0
4	Mahendra R. Thacker	34,800	0.24	0	34,800	0.24	0	0
5	Maunik M. Thacker	94,000	0.66	0	94,000	0.66	0	0
	Total	39,27,952	27.42	0	39,27,952	27.42	0	0

iii) Change in Promoters' Shareholding:

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	3927952	27.4245	3927952	27.4245
	Allotment during the Year	--	--	--	--
	At the End of the year	3927952	27.4245	3927952	27.4245

Note:- There was no change in Promoters' Shareholding during the Financial Year 2018-19.

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr No.		Shareholding at the beginning of the year - 2018		Transactions during the year		Cumulative Shareholding at the end of the year - 2019	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	JINENDRA KUMAR JAIN	374157	2.6123			374157	2.6123
	AT THE END OF THE YEAR					374157	2.6123
2	JIVRAJBHAI KARSHANBHAI DAKHRA	335112	2.3397			335112	2.3397
	AT THE END OF THE YEAR					335112	2.3397
3	JAIPRAKASH D AGARWAL	301489	2.105			301489	2.105
	AT THE END OF THE YEAR					301489	2.105
4	JAINAM SHARE CONSULTANTS PVT. LTD	287804	2.0094	06 Jul 2018	100		
				20 Jul 2018	-128		
	AT THE END OF THE YEAR					287776	2.0092
5	RANCHHODBHAI KARSHANBHAI DANKHARA	264086	1.8438			264086	1.8438
	AT THE END OF THE YEAR					264086	1.8438
6	SHAMJIBHAI KARSHANBHAI DANKHARA	210636	1.4706			210636	1.4706
	AT THE END OF THE YEAR					210636	1.4706

7	ARJUNBHAI HARIBHAI DUBASIA	182100	1.2714			182100	1.2714
	AT THE END OF THE YEAR					182100	1.2714
8	ANIL CHHOTUBHAI DESAI	153780	1.0737			153780	1.0737
	AT THE END OF THE YEAR					153780	1.0737
9	SURESHBHAI S DAKHARA	151314	1.0565			151314	1.0565
	AT THE END OF THE YEAR					151314	1.0565
10	NITA MEHTA	150000	1.0473			150000	1.0473
	AT THE END OF THE YEAR					150000	1.0473

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No	Name	Designation	Shareholding at the beginning of the year		Date	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1	Mahendra R. Thacker	CEO & Director	34800	0.24	01-04-2018	-	-	34800	0.24
					31-03-2019	-	-	34800	0.24
2	Darshana M. Thacker	Director	3384052	23.63	01-04-2018	-	-	3384052	23.63
					31-03-2019	-	-	3384052	23.63
3	Ashok Kadakia	Director	1000	0.0069	01-04-2018	-	-	1000	0.0069
					31-03-2019	-	-	1000	0.0069
4	Dinesh Patel	Director	Nil	Nil	01-04-2018	-	-	Nil	Nil
					31-03-2019	-	-	Nil	Nil
5	Rajesh Parikh	CFO	7769	0.05	01-04-2018	-	-	7769	0.05
					31-03-2019	-	-	7769	0.05

Note : There was no change in shareholding of Directors & KMP.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment :

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year	-	7,50,000	-	7,50,000
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	-	7,50,000	-	7,50,000
Change in Indebtedness during the Financial Year	-			
• Addition				
• Reduction				
Net Change	-			
Indebtedness at the end of the Financial Year	-	7,50,000		7,50,000
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	-	7,50,000		7,50,000

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

(A) None of the Directors of the Company were paid Remuneration during the year under review.

(B) Remuneration to Key Managerial Personnel Other than Managing Director/Manager/Whole-Time Director: NIL

Sr.No	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total (Rs. In Lacs)
1.	Gross Salary	-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
	Sweat Equity	-	-	-	-
3.	Commission	-	-	-	-
	- as % of profit				
	- others, specify				
4.	Others	-	-	-	-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES (Under the Companies Act):NIL

For and on behalf of the Board of Directors

Place Mumbai
Date: 22.08.2019Sd/-
MAHENDRA THACKER
CHAIRMAN
DIN-01405253

Form No. MR-3

SECRETARIAL AUDIT REPORT

For The Financial Year Ended 31st March 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
HOTEL RUGBY LIMITED
Mumbai
CIN: L55101MH1991PLC063265

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by HOTEL RUGBY LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit of the Company, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - Not applicable to the Company during the Audit Period;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009/The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - Not applicable to the Company during the Audit Period;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 / The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (effective from October 28, 2014) - Not applicable to the Company during the Audit Period;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable to the Company during the Audit Period;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not applicable to the Company during the Audit Period and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not applicable to the Company during the Audit Period;

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;
- ii. The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited under the SEBI (Listing Obligations and Disclosure Requirements), 2015.

During the period under review, the Company has complied with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

1. *The Company has not appointed a Whole-time Company Secretary as required pursuant to Section 203 of the Companies Act, 2013 and not appointed Company Secretary as Compliance Officer under regulations 6(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company paid fine in respect of the same to BSE & NSE for the quarter ended 31.12.2018 and 31.03.2019. However, the Company Secretary and Compliance Officer was appointed w.e.f. 22nd April, 2019.*
2. *The Company has filed its Annual Report late for the year ended 31st March, 2018 with NSE and has paid the fine for the same.*

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors / Committees thereof, if any, that took place during the period under review, were carried out in compliance with the provisions of the Act.

Based on the representation given by the Management of the Company and as verified by us, it is observed that there are no such laws which are specifically applicable to the industry in which the Company operates.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions of the Board are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, the events/actions as mentioned in Annexure -i has major bearings on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. referred to above. This Report is to be read with my letter of even date which is annexed as Annexure - ii and forms an integral part of this Report.

For **SANJAY DHOLAKIA & ASSOCIATES**

SANJAY DHOLAKIA
Practising Company Secretary
Proprietor
Membership No. 2655 /CP No. 1798

Date: 08.08.2019

Place: Mumbai

Annexure - i

Sr. No.	Particulars	Date of Board Meeting	Date of General Meeting
1.	Continuance of Directorship of Mr. Mahendra Thacker (DIN:01405253), who has already attained the age of 75 years, w.e.f. 1 st April, 2019, liable to retire by rotation.	10.08.2018	28.09.2018
2.	Continuance of Directorship of Mr. Ashok Kadakia (DIN:00317237), who has already attained the age of 75 years, w.e.f. 1 st April, 2019 upto the end of the current term on 30 th September, 2019 .	10.08.2018	28.09.2018

For **SANJAY DHOLAKIA & ASSOCIATES**

SANJAY DHOLAKIA
Practising Company Secretary
Proprietor
Membership No. 2655 /CP No. 1798

Date: 08.08.2019

Place: Mumbai

Annexure - ii

To,
The Members,
HOTEL RUGBY LIMITED
Mumbai
CIN: L55101MH1991PLC063265

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. I believe that the practices and processes I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Account of the company.
4. Wherever required, I have obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of the Corporate and other applicable laws, rules, regulations and norms is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. I have reported, in my audit report, only those non-compliance, especially in respect of filing of applicable forms/documents, which, in my opinion, are material and having major bearing on financials of the Company.

For **SANJAY DHOLAKIA & ASSOCIATES**

(SANJAY DHOLAKIA)
Practising Company Secretary
Proprietor
Membership No. 2655 /CP No. 1798

Date: 08.08.2019
Place: Mumbai

Secretarial Compliance Report

Secretarial compliance report of HOTEL RUGBY LIMITED for the year ended 31st March, 2019**I, Sanjay Dholakia, Practising Company Secretary have examined:**

- (a) All the documents and records made available to me and explanation provided by HOTEL RUGBY LIMITED (“the listed entity”),
- (b) The filings / submission made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,

for the year ended (“Review Period”) in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act ,1992 (“SEBI Act”) and the Regulations , circulars ,guidelines issued thereunder ; and
- (b) The Securities Contract (Regulation) Act ,1956 (“SCRA”) , rules made thereunder and the Regulations, circulars , guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI Act”);

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations , 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (e) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) (Amendment) Regulations, 2018
- (f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 And circulars / guidelines issued thereunder.

Note: The aforesaid list of SEBI regulations is only the list of Regulations which were applicable to the Company during the year under review.

And based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder , except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/Circulars/Guidelines including specific clause)	Deviations	Observations /Remarks Of The Practicing Company Secretary
1.	Regulation 6 (1) of LODR	<i>The Company has not appointed Company Secretary as Compliance Officer</i>	<i>Both BSE Limited and NSE has fined the Company for the violation of Regulation 6(1) of LODR and Company has not complied with the same till 31st March, 2019.</i>
2.	Regulation 34	<i>Late filing of Annual Report for the year 2017-18 with NSE</i>	<i>The company has filed the Annual Report for the year 2017-18 with NSE.</i>

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity / its promoters / directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the standard operating procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars /guidelines issued thereunder :



Sr. No.	Action Taken By	Details Of Violation	Details Of Action Taken E.G. Fines, Warning Letter, Debarment, Etc.	Observations/ Remarks Of The Practicing Company Secretary, If Any.
	NIL	NIL	NIL	NIL

The listed entity has taken the following actions to comply with the observations made in previous reports: **This being the First Report since the notification issued by SEBI on 8th February, 2019, the reporting on actions to comply with the observations made in the previous years reports do not arise.**

For SANJAY DHOLAKIA & ASSOCIATES

(SANJAY DHOLAKIA)

Practicing Company secretary

Proprietor

Place: Mumbai

Date: 27th May, 2019

FCS No.: 2655 CP No.: 1798

ANNEXURE IV

CORPORATE GOVERNANCE

Pursuant to Regulations 34(3) of the SEBI (Listing Obligations and Disclosure requirements) Regulations 2015 a Report on Corporate Governance is given below:

1. Company's Philosophy on Corporate Governance:

The Company is committed to maintain highest level of Corporate Governance with transparency and corporate accountability in its actions and operations and to become a good corporate citizen.

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the organization. It brings into focus the fiduciary and trusteeship role of the Board to align and direct the activities of the organization keeping in mind the interests of shareholders and the society.

2. Board of Directors:

(a) As on 31.03.2019, the Board consisted of One Executive Director, Three Non-Executive Director including Two Independent Directors. Thus, the Board comprises of Executive and Non Executive Directors (including Independent Directors).

Name of Directors	Category	No. of outside Directorship and Committee Membership in domestic public companies. #			
		Other Directorships		Committee Memberships	
		As a Member	As a Chairman	As a Member	As a Chairman
Mr. Mahendra R. Thacker	Executive	2	-	Nil	Nil
Mrs. Darshana M. Thacker	Non-Executive	Nil	Nil	Nil	Nil
Mr. Ashok M. Kadakia	Non-Executive Independent	2	1	1	Nil
Mr. Dinesh L. Patel	Non-Executive Independent	Nil	Nil	Nil	Nil

Excludes Directorship and Committee Membership of Private Limited Companies.

NOTES:

(a) Attendance of Directors at Board Meetings and last Annual General Meeting

The Board of the Company met four times during the year held on 29.05.2018, 10.08.2018, 25.10.2018 and 05.02.2019. All Directors were present at all the Board Meetings.

The attendance at the Board Meetings and the Last Annual General Meeting (28.09.2018) were as under:

Name of the Director	Business relationship with the Company	Attendance	
		Board Meeting	AGM
Mr. Mahendra R. Thacker	Promoter	4	Yes
Mrs. Darshana M. Thacker	Promoter	4	No
Mr. Ashok M. Kadakia	None	4	Yes
Mr. Dinesh L. Patel	None	4	No

(b) Code of Conduct:

The Board has formulated a Code of Conduct for the Board Members and Senior Management of the Company and placed on the website of the Company. All the Members of the Board have affirmed the Compliance with the Code on annual basis.

Inter-se Relations between the Board of Directors:

Mr. Mahendra R. Thacker and Mrs. Darshana M. Thacker are Spouses. Other Directors are not related to each other.

COMMITTEES OF THE BOARD**I. Audit Committee:**

a. The Audit Committee is consisting of following Directors:

Name	Designation	Non-executive / Independent
Mr. Ashok M. Kadakia	Chairman	Independent
Mr. Mahendra Thacker	Member	Executive
Mr. Dinesh L. Patel	Member	Independent

b. During the year under review, 4 (Four) meetings were held on 29.05.2018, 10.08.2018, 25.10.2018 and 05.02.2019 at which all the members of the Committee were present.

Terms of reference of the Audit Committee:

The Role of Audit Committee shall include the following:

1. Oversight of the company's Financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditor for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to :
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in term of clause (c) of sub-section(3) of Section134 of the Companies Act, 2013.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgment by management.
 - d) Significant adjustments made in the financial statement arising out of audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statements.
 - f) Disclosure of any related party transactions.
 - g) Qualification in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
6. Reviewing with the management, performance of statutory auditors and internal auditors, monitoring Auditors' independence, adequacy of the internal control systems.
7. To evaluate internal financial controls.
8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
9. Discussion with internal auditors any significant findings and follow up thereon.
10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
12. To look into the reasons for substantial defaults in repayment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
13. To review vigil mechanism as defined under Whistle Blower Policy.
14. To obtain professional advice from external sources as and when required and to have full access to information contained in the records of the Company.
15. To review and formulate the scope and functioning of Internal Audit in consultation with the Internal Auditors.
16. To approve the appointment of CFO (i.e. the whole time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc. of the candidate.
17. To approve or any other subsequent modification of transactions of the Company with related parties.
18. To scrutinize inter corporate loans and investments.
19. To consider valuations of assets or undertaking of the Company, wherever it is necessary.
20. To monitor the end use of funds raised through public offers and related matters.
21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee. Any other functions as may be stipulated by the Companies Act, 2013, SEBI, Stock Exchanges or any other regulatory authorities from time to time.

Review of Information by Audit Committee

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and result of operations;
2. Management letters/letters of internal control weakness issued by the statutory auditors;
3. Internal audit reports relating to internal control weakness; and
4. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.

II. Nomination and Remuneration Committee:

- a. The Nomination and Remuneration Committee is consisting of following Directors:

Name of Directors	Designation	Non-executive/ Independent
Mr. Ashok M. Kadakia	Chairman	Independent
Mr. Dinesh L. Patel	Member	Independent
Mrs. Darshana Thacker	Member	Non-Executive

b. Remuneration of Directors:

Details of remuneration paid to Directors for the year ended 31st March, 2019 are as follows:

Name of the Directors	Salary & perquisites	Sitting Fees	Commission	Total	No. of Shares held
Mr. Mahendra R. Thacker	Nil	Nil	Nil	Nil	34800
Mrs. Darshana M. Thacker	Nil	Nil	Nil	Nil	3384052
Mr. Ashok M. Kadakia	Nil	Nil	Nil	Nil	1000
Mr. Dinesh L. Patel	Nil	Nil	Nil	Nil	Nil

In view of carried forward losses, none of the Directors was paid any fees/remuneration during the year.

c. During the year under review, the Nomination and Remuneration Committee met Two times on 29.05.2018 and 05.02.2019 at which all the members of the Committee were present. The Committee had laid down the criteria for the evaluation of the performance of Directors and formulated the Remuneration Policy.

d. The terms of reference of Nomination and Remuneration Committee includes the following :

- 1) To identify persons who are qualified to become Directors and/or who may be appointed as Senior Management just below the level of Executive Directors in accordance with the criteria laid down and to recommend to the Board their appointment and removal.
- 2) To formulate the criteria for evaluation and evaluate the performance of every Director, including the Independent Director.
- 3) To formulate the criteria for determining qualifications, positive attributes and independence of a Director;
- 4) To recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel and other Employees;
- 5) To formulate the criteria for evaluation of the Independent Directors and the Board;
- 6) To devise a policy on Board diversity;
- 7) Any other functions as may be mandated by the Board or stipulated by the Companies Act, 2013, SEBI, Stock Exchanges or any other regulatory authorities from time to time.

III. Stakeholders Relationship Committee:

a. The Stakeholder and Relationship Committee is consisting of following Directors:

Name of Director	Designation	Non-executive/ Independent
Mr. Ashok M. Kadakia	Chairman	Independent
Mr. Mahendra Thacker	Member	Executive
Mrs. Darshana Thacker	Member	Non-Executive

b. During the Year under review, the Stakeholders Relationship Committee met Four times on 29.05.2018, 10.08.2018, 25.10.2018 and 05.02.2019 at which all the members of the Committee were present.

c. Mr. Mahendra R. Thacker, Director of the Company was the Compliance Officer. The Company could appoint Ms. Gauri Gokhale, Company Secretary of the Company as Compliance Officer w.e.f. 22.04.2019.

d. No. of Shareholders complaints received – 1

e. No. of Complaints solved to the satisfaction of shareholders – 1

f. No. of Complaints not solved to the satisfaction of shareholders – NIL

g. No. of pending Complaints – NIL

3. General Body Meetings :

Annual General Meeting (AGM)	Date	Time	Venue	Special Resolution passed
25 th AGM	28 th Sept.,2016	10.30 a.m.	Maharashtra Chambers of Commerce Trust, 6 th Floor, Oricon House, Maharashtra Chambers of Commerce Path, Fort, Mumbai – 400 001.	NIL
26 th AGM	29 th Sept.,2017	10.30 a.m.	Maharashtra Chambers of Commerce Trust, 6 th Floor, Oricon House, Maharashtra Chambers of Commerce Path, Fort, Mumbai – 400 001.	Approval for keeping of Register of Members, Transfer Register and other Statutory documents at a place other than Registered Office of the Company

27 th AGM	28 th Sept., 2018	10.30 a.m.	Maharashtra Chambers of Commerce Trust, 6 th Floor, Oricon House, Maharashtra Chambers of Commerce Path, Fort, Mumbai – 400 001.	Continuance of Directorship of Mr. Ashok Kadakia on attaining the age of 76 years with effect from 1 st April, 2019 to 30 th September, 2019 Continuance of Directorship of Mr. Mahendra Thacker on attaining the age of 75 years with effect from 1 st April, 2019, liable to retire by rotation
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During the year under review, no Resolutions were passed through Postal Ballot.

No Special Resolutions on matters requiring Postal Ballot are placed for Shareholders' approval at the 28th AGM.

4. Disclosures:

Related Party Transactions:

No transaction of material nature has been entered into by the Company with Directors or Management and their relatives, etc. that may have a potential conflict with interest of the Company.

Details of non – Compliance by the Company:

During the year, there has been no instance of non-compliance by the Company on any matter related to capital markets other than those reported in the Secretarial Auditors' Report.

There were no other penalties or strictures being imposed by SEBI or The Stock Exchanges during the year.

Whistle Blower Policy:

The Company has adopted the Whistle Blower Policy. The Company does not deny access to any personnel to approach Audit Committee on any issue.

5. Means of Communication

- | | | |
|---|---|--|
| 1. Whether half yearly report sent to Share holders | : | No. As the quarterly results of the Company are published in Newspapers. |
| Newspapers in which Quarterly Results are Published | : | 1. Business Standard (English)
2. Mumbai Lakshadeep (Marathi) |
| Website if any at which results are published | : | www.hotelrugby.co.in |
| The presentation made to Institutional investors or to the Analysts | : | No presentation has been made to institutional investors or to the analysts. |

6. General Shareholder Information:

- | | | |
|------------------------------|---|---|
| i) Annual General Meeting | : | |
| Date and Time | : | 27 th September 2019 at 10.30 a.m. |
| Venue | : | Maharashtra Chambers of Commerce Trust, 6 th Floor, Kasliwal Hall, Oricon House, Maharashtra Chambers of Commerce Path, Fort, Mumbai – 400 001. |
| ii) Financial Year | : | 1 st April, 2018 to 31 st March, 2019 |
| iii) Book Closure Date | : | 20.09.2019 to 27.09.2019 (both days inclusive) |
| iv) Dividend Payment Date | : | Not Applicable |
| v) Listing on Stock Exchange | : | National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex,
Bandra (E) Mumbai - 400 051.

BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001. |
| vi) Stock Code | : | National Stock Exchange – HOTELRUGBY
BSE Ltd – 526683 |

vii) Payment of Listing Fees : BSE – Paid upto Financial Year 2019-20
NSE – Paid upto Financial Year 2019-20

viii) ISIN : INE275F01019

ix) Market Price Data: High, Low during each month in last Financial Year

Months (2018-19)	As per BSE		As per NSE		BSE Sensex	
	High	Low	High	Low	High	Low
April 2018	2.34	2.1	2.80	2.55	35213.3	32972.56
May 2018	2.58	2.11	2.85	2.45	35993.53	34302.89
June 2018	2.74	2.36	2.75	2.75	35877.41	34784.68
July 2018	2.57	2.45	2.85	2.60	37644.59	35106.57
August 2018	2.55	1.91	2.50	2.40	38989.65	37128.99
September 2018	2.1	1.9	2.40	2.30	38934.35	35985.63
October 2018	2.78	2.07	2.25	2.05	36616.64	33291.58
November 2018	2.17	1.72	2.25	1.95	36389.22	34303.38
December 2018	1.64	1.37	1.90	1.85	36554.99	34426.29
January 2019	1.64	1.43	1.90	1.70	36701.03	35375.51
February 2019	1.50	1.18	1.85	1.80	37172.18	35287.16
March 2019	1.35	1.08	1.75	1.45	38748.54	35926.94

x) Registrar & Transfer agents: M/s. Link Intime India Private Limited
C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai 400 083
Tel No. : 022 49186000

xi) Share Transfer System: Share transfer in physical form can be lodged with M/s. Link Intime India Private Limited at the above-mentioned address.

xii) Distribution of Shareholding as on 31st March, 2019

Slab of Shareholding No of Equity Shares	No of Shareholders	% to Total No. of Shareholders	No. of Shares Held	% to Total Shares held
1 - 500	7124	84.1384	1301681	9.0882
501 - 1000	586	6.9210	501484	3.5013
1001 - 2000	313	3.6967	488396	3.4099
2001 - 3000	113	1.3346	288388	2.0135
3001 - 4000	54	0.6378	196991	1.3754
4001 - 5000	42	0.4960	197651	1.3800
5001 - 10000	88	1.0393	663580	4.6330
10001 onwards	147	1.7362	10684629	74.5987
Total	8467	100.0000	14322800	100.0000

Categories of Shareholders as on 31st March, 2019

Categories	Number of Shares	Amount (in Rs.)	%
Promoters, Relatives of Promoters & Associated Companies	3927952	39279520	27.4245
Clearing Member	322926	3229260	2.2546
Other Bodies Corporate	664042	6640420	4.6363
Nationalised Banks	2500	25000	0.0175
Foreign Holdings	182180	1821800	1.272
Directors (other than Promoters) and their relatives	3000	30000	0.0209
Public (Individual & HUF)	9220200	92202000	64.3743
Total	14322800	143228000	100.0000

xiii) Dematerialisation of Shares and Liquidity:

The Company has established connectivity with National Securities Depository Limited (NSDL) and Central Depository Security (India) Limited (CDSL) and Equity Shares of the Company are available for dematerialisation with effect from 26th March, 2002. As on 31st March, 2019, 93.19% of the Company's Share Capital is dematerialized.

xiv) Outstanding GDRs/ADRs/Warrants: There are no outstanding convertible warrants or instruments or any convertible instruments

xv) Plant locations (Resort) : NIL

xvi) Address for Correspondence : **Registered Office:**

2, Ground floor, 9, Dev Bhuvan, Gazdar Street,
Chira Bazar, Kalbadevi,
Mumbai – 400002.

RTA's Address:

M/s. Link Intime India Private Limited
C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai 400 083
Tel No. : 022 49186000

7. Particulars of Directors seeking re-appointment:

Mr. Mahendra Thacker (DIN: 01405253) is a Commerce Graduate having good exposure in the field Hotel business. He was actively involved in and looking after day to day management of hotel business of the Company. He is the Director of the following Companies:

Sr.No.	Name of the Company
1	Crystal Hospitality Services Private Limited
2	Rugby Foods and Beverages Private Limited
3	Thackers Holdings Private Limited

Name	Mr. Mahendra Thacker
Age	76 Years
Date of Appointment	19/10/1991
Experience	Good exposure in the field of Hotel & Tourism business.
Qualification	Commerce Graduate & Diploma in Hotel Management
Membership/Chairman of Committees of the other Companies	Nil

CERTIFICATION BY CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) OF THE COMPANY

The CEO and CFO Certification of the Financial Statements and Cash Flow Statement for the year are obtained.

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT:

DECLARATION

I, Mahendra R. Thacker, Director and CEO of Hotel Rugby Limited, hereby declare that all the members of the Board of Directors and the Senior Managerial personnel have affirmed Compliance with the Code of Conduct, applicable to them as laid down by the Board of Directors in terms of SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, for the year ended 31.03.2019.

For **HOTEL RUGBY LIMITED**

Place: Mumbai
Date: 22.08.2019

MAHENDRA THACKER
CHAIRMAN & CEO
DIN:01405253

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
HOTEL RUGBY LIMITED
L55101MH1991PLC063265

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **HOTEL RUGBY LIMITED** having CIN **L55101MH1991PLC063265** and having registered office at 2, Ground Floor, 9, Dev Bhuvan, Gazdar Street, Chirabazar, Kalbadevi Mumbai 400002 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company for the Financial Year ending on **31st March, 2019** have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **SANJAY DHOLAKIA & ASSOCIATES**

(SANJAY DHOLAKIA)
Practising Company Secretary
Proprietor

Place: Mumbai

Date: 08.08. 2019

REPORT OF THE AUDITORS ON CORPORATE GOVERNANCE

To the Members,

HOTEL RUGBY LIMITED,

We have examined the compliance of conditions of Corporate Governance by HOTEL RUGBY LIMITED for the year ended on 31st March 2019, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the SEBI(Listing Obligations and Disclosures Requirements)Regulations, 2015(the Listing Regulations).

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to review of the procedures and implementations thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Regulations. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

In our opinion and to the best of information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Schedule V of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 .

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that no investor grievances are pending for a period of one month against the Company as per the records maintained by the Stakeholders' Relationship Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

As per our report of even date.

For Jatin V. Shah

Chartered Accountants

Jatin Shah

Membership No. 103858

Place : Mumbai

Dated :27/05/2019

ANNEXURE V

Management Discussions & Analysis

The company's assessment performance for the year ended 31.03.2019 and the outlook for the current year are based on the current environment and business situation. However, unforeseen circumstances and those arising from external factors could affect the performance and the results.

(i) Industry Structure and Business Overview:

The Company is not earning from its main business activities. However, the Company is earning Income from Interest on Fixed Deposits and Inter-Corporate Deposits, Profit on sale of Mutual Funds etc. The Company is looking for new Business avenues.

(ii) Opportunities and Threats:

The Company is earning good amount of Interest on Inter Corporate Deposits. As on date, the Company is not earning from its main business activities and as such looking out for new Business avenues. However, there is no time limit to get good business avenues.

(iii) Risk Management:

In the absence of any Foreign Transactions, the monitoring and corrective actions carried out by the Company are in accordance with the size of the business.

(iv) Segment-wise Performance:

Since the last five years, there is no business segment except Company earning other income.

(v) Financial & Operational Performance:

The Board is considering various options for revival of business, either for Joint Venture or strategic partnership with suitable partner in the business of the Company. Meanwhile, the Company has invested its surplus funds in Fixed Deposits, Equity Shares, Inter-Corporate Deposits and Mutual Funds.

(vi) Internal Control Systems :

The Company has laid down set of standards, processes and structure, which enables it to implement internal financial control across the Company and ensure that the same are adequate and operating effectively.

Comprehensive internal audit is also carried out by an independent internal auditor to ensure Compliance and identify weaknesses in the system.

(viii) Human Resources & Industrial Relations:

The industrial relations continued to be harmonious and cordial providing an atmosphere conducive to sustenance of growth and enhancement of value for shareholders. However, there are no employees in the Company.

(ix) Health and Safety:

Adequate safety measures have been taken at all the places of Business.

(x) Conclusion:

The Company is hopeful to break through into new business and is looking various avenues for the same.

(xi) Cautionary Statement:

Some of the statements contained within this report may be forward looking in nature within the meaning of applicable securities laws and regulations and may involve risks and uncertainties. Actual Result and Outcomes in future may vary materially from those discussed herein. Factors that may cause such variances include, but are not limited to management of growth, risk associated with new product version, dependence on third party relationship, activities of competitors and changes in the government regulations, tax laws and other statutes and other incidental factors.

For and on behalf of the Board of Directors

Sd/-

MAHENDRA THACKER
CHAIRMAN
DIN-01405253

Place: Mumbai
 Date: 22.08.2019

AUDIT REPORT 2018-19

To The Members of
Hotel Rugby Limited

Report on the Audit of the Financial Statements**Qualified Opinion**

We have audited the accompanying financial statements of Hotel Rugby Limited("the Company"), which comprise the balance sheet as at 31 March 2019, the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the aforesaid financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and loss and other comprehensive income, changes in equity and cash flows for the year ended on that date.

Basis for Qualified Opinion

- a. We are unable to verify the non current investment amounting to Rs. 4,00,000 and the valuation thereof as the supporting evidences for the same has not been produced for our verification.
The investments in Equity Instruments are taken at cost and not valued at Fair Value through profit or loss or fair value through comprehensive Income as required by Ind As 109 (Refer Note 1.1)
- b. The accounts are prepared on a going concern basis and all the fixed assets of the company have been disposed off long back and company is exploring to new business areas.(Refer Note 20)

We conducted the audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matter**A. Non Current Investments**

The Company has made non current investments in equity shares of certain co-operative banks which have been stated at cost in the financial statements. The key audit matter in the above investments was value at which these are recognized in the financial statements and whether the same is as per the requirements of IND AS 109.(Refer note 1.1)

How the matter was addressed in the audit

The audit procedures included:

– Identification:

For the purpose of identification, We sought the share certificates for the investments made in each of the equity shares stated at an aggregate cost of Rs. 400,000 in the financial statements. This evidence was required for identification of investments made.

– Controls:

The ownership control of the investments could be ascertained if the invested shares were in the custody of the management. The production of these investments could establish the control of the management on the above investments.

– Completeness and accuracy of the value at which stated:

The equity investments are required to be valued at fair value in accordance with IND AS 109. To ascertain the same, the financial statements of the investee entities as at 31 March 2019 were sought for the purpose of valuation. Alternative, valuation report of a valuer could establish the completeness and accuracy in the valuation of the investments in above equity shares.

As the financial statements of the investee entities were not made available, nor alternative valuation for the correctness of the investment value at which these are stated, our opinion was qualified in this respect.

Description of Key Audit Matter**B. Current Investments**

The Company has made current investments in debt oriented mutual funds which have been stated at cost in the financial statements. The key audit matter in the above investments was value at which these are recognised in the financial statements and whether the same is as per the requirements of IND AS 109. (Refer note 3.1).

How the matter was addressed in the audit

The audit procedures included:

– Identification:

For the purpose of identification, We have sought the depository statement / statement of mutual funds for the investments made in each of the mutual funds and the transactions statement for purchase and sell of the investments stated at aggregate value of Rs.16,30,303 in the financial statements. This evidence was required for identification of investments made/disposed off during the year.

– Controls:

The ownership control of the investments could be ascertained if the invested mutual funds were in the custody of the management. The production of the investments by way of depository statements (holding and transactions both,) could establish the control of the management on the above investments.

– Completeness and accuracy of the value at which stated:

The mutual fund investments are required to be valued at fair value in accordance with IND AS 109. To ascertain the same, the no. of units at the year end and the net asset value for each of the mutual funds were sought.

The relevant information in respect of the investments made/disposed off and the valuation as at 31 March 2019 was made available and the same was found to be correct to our satisfaction.

C. Other Current Assets

The company has given mobilization advance of Rs.5,76,50,000/- for taking certain project, which had been outstanding for a long time and the audit matter was whether the same is recoverable, considering no progress on the project and the prevailing market conditions. (Refer note 5.2)

How the matter was addressed in the audit

The audit procedures included:

We made the enquiries from the management with regard to the probability of commencing the project or recovery of the amount from the party.

The management informed that there is every possibility of recovery and negotiation is on, however a possibility of loss in the credit cannot be ruled out and considering the possibility of this, 50% provision has been made for doubtful advances.

D. Going Concern assumption

The Company operates only in one segment i.e. Hotels and substantial assets of the same was disposed of to settle one time settlement dues of banker who had attached the properties and took possession of the same. Thus the company is not carrying the hotel business, and till it explores other business avenues, the assumption of going concern was an issue of concern. (Refer note 20)

How the matter was addressed in the audit

The audit procedures included:

We made the enquiries from the management with regard to the going concern assumption and the reasons for preparation of financial statements, despite being no hotel properties to carry on the hotel business.

The management informed that the company now intends to go for diversified allied business apart from the hospitality activities and a mobilization advance is also given in this respect.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is no material misstatement of other information, which we are required to report and we have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company, in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The Board of Directors of the Company is responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the preparation of the financial statements by the Directors of the Company, as aforesaid.

In preparing the financial statements, the management and Board of Directors of the Company are responsible for assessing the ability of the company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so. The Board of Directors of the Company is responsible for overseeing the financial reporting process of the company.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. we also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, I am also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of financial statement and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude, that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

we also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. we describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. (A) As required by Section 143(3) of the Act, we report, that:

- a) we have sought and obtained all the information and explanations (except as stated above in the para on basis for qualified opinion) which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act except for the effects of the matter described in the Basis for Qualified Opinion section of our report.
- e) On the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors of the Company is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

(B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The company does not have any pending litigations as at 31 March 2019 having impact on the financial position in its financial statement.
- ii. The company does not have any long-term contracts including derivative contracts for which there are any material foreseeable losses.
- iii. There has been no amount due to be transferred to the Investor Education and Protection Fund by the Company.

(C) With respect to the matter to be included in the Auditors' Report under section 197(16):

In our opinion and according to the information and explanations given to us, no remuneration is paid during the current year by the Company covered under the provisions of Section 197 of the Act. Therefore, we are not required to comment if the managerial remuneration in excess of the limit laid down under Section 197 of the Act has been paid. The Ministry of Corporate Affairs has also not prescribed other details under Section 197(16) which are required to be commented upon by us.

As per our report of even date.

For Jatin V. Shah

Chartered Accountants

Jatin Shah

Membership No. 103858

Place : Mumbai

Dated : 27/05/2019

ANNEXURE “A” OF THE INDEPENDENT AUDITOR’S REPORT

Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

The Annexure referred to in Independent Auditors’ Report to the members of the Company on the Ind AS financial statements for the year ended 31 March 2019, We report that:

1. The Company does not have any fixed assets. Therefore clause 3 (i)(a), 3(i)(b) and 3(i)(c) of the Order are not applicable to the company.
2. The Company is not dealing in any goods and therefore there is no inventory held by the company. Therefore Clause 3 (ii)(a) and 3(ii)(b) of the Order are not applicable to the company.
3. The Company has not granted any loans, secured or unsecured to companies, firms, LLP or other parties covered in the registered maintained under Section 189 of the Companies Act, 2013. Accordingly, Clause 3 (iii)(a), 3(iii)(b) and 3(iii) (c) of the Order are not applicable to the company.
4. In our opinion and according to information and explanations given to me, the Company has complied with provisions of Section 185 and 186 of the Act in respect of grant of loans, investments, guarantees and securities, as applicable.
5. The company has not accepted any deposits covered under the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. No order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal to be complied by the company.
6. As per the information and explanations given to us, the Central Government has not specified maintenance of cost records under sec 148 (1) of Companies Act, 2013 for the company. Accordingly, Clause 3(vi) of the Order is not applicable to the company.
7. In our opinion and according to the information and explanations given to us:
 - (a) the company is generally regular in depositing undisputed statutory dues with the appropriate authorities including income tax and there are no arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they become payable. The Company is not liable for Provident fund, Employees State Insurance fund, sales tax, service tax, duty of custom, duty of excise, value added tax, goods and service tax), cess or any other statutory dues.
 - (b) the dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax which have not been deposited on account of any dispute are as under:

Name of Statute	Nature of the dues	*Amount (In Rs.)	Period to which amount relates	Forum where the Dispute is pending
Finance Act 1994	Interest on Service tax	707,394	October 2004 to July 2006	Commissioner (Appeals), Mumbai
	Penalty on Service tax	1,641,776		

*Rs.234,917 has been deposited against the above disputed liabilities

8. In our opinion and according to the information and explanations given to us, the company has not taken any loans from any financial institution, banks, government or issued any debentures. Therefore, Clause 3 (viii) of the Order is not applicable to the company.
9. In our opinion and according to the information and explanations given to us, the company has neither raised any money by way of initial public offer or further public offer nor taken any term loans. Therefore, Clause 3 (ix) of the Order is not applicable to the company.
10. As per the information and explanations given to us, no fraud by the company or on the company by its officers and employees has been noticed or reported during the year.
11. As per the information and explanations given to us, no managerial remuneration has been paid by the company during the year. Therefore, Clause 3 (xi) of the Order is not applicable to the company.
12. In our opinion and according to the information and explanations given to us, the company is not a Nidhi Company and therefore, Clause 3 (xii) of the Order is not applicable to the company.

13. As per the information and explanations given to us, all transaction with the related party is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the financial statements as required by the applicable accounting standard.
14. In our opinion and according to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore, Clause 3 (xiv) of the Order is not applicable to the company.
15. In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transaction with a director or any person concerned with him. Therefore, Clause 3 (xv) of the order is not applicable to the company.
16. In our opinion and according to the information and explanations given to us, the company's financial assets are not more than 50 per cent of its total assets (netted off by intangible assets, if any), though the income from financial assets is more than 50 per cent of the gross income. Since the company does not fulfill both the conditions, the company is not required to be registered under Section 45 IA of Reserve Bank of India Act, 1934.

As per our report of even date.

For Jatin V. Shah

Chartered Accountants

Jatin Shah

Membership No. 103858

Place : Mumbai

Dated: 27/05/2019

ANNEXURE “B” OF THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2.(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Hotel Rugby Limited (“the Company”) as at 31st March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31st March, 2019, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the “Guidance Note”).

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as “the Act”).

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to the financial statements based on our audit. We conducted my audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to the financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of the internal controls based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to the financial statements.

Meaning of Internal Financial controls with Reference to Financial Statements

A company’s internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Jatin Shah

Membership No. 103858

Place : Mumbai

Dated: 27/05/2019

As per our report of even date.

For Jatin V. Shah

Chartered Accountants

HOTEL RUGBY LIMITED**Balance Sheet as at 31st March, 2019****(in Rupees)**

Particulars	Note No.	As at 31/03/2019	As at 31/03/2018
ASSETS			
(1) Non-current assets			
(a) Financial Assets			
(i) Investments	1	4,00,000	4,00,000
(ii) Loans	2	1,89,06,000	1,89,96,150
(2) Current assets			
(a) Financial Assets			
(i) Investments	3	16,30,303	32,23,973
(ii) Cash and cash equivalents	4	2,48,697	1,36,632
(b) Others Current Assets	5	3,94,52,456	6,72,33,208
Total Assets		6,06,37,456	8,99,89,963
EQUITY AND LIABILITIES			
Equity	6		
(a) Equity Share capital		14,32,28,000	14,32,28,000
(b) Other Equity		(8,37,05,922)	(5,44,76,146)
LIABILITIES			
(1) Non-current liabilities			
(a) Financial Liabilities			
Borrowings	7	7,50,000	7,50,000
(2) Current liabilities			
Other current liabilities	8	3,65,378	4,88,109
Total Equity and Liabilities		6,06,37,456	8,99,89,963
Significant accounting policies and notes to accounts	1-27		
As per our report of even date For Jatin V. Shah Chartered Accountants Jatin Shah Membership No. 103858	For & on behalf of the board of directors <div> Mahendra R Thacker (CEO & Director) DIN : 01405253 </div> <div> Darshana M Thacker (Director) DIN : 02003242 </div> <div> Gauri Gokhale Company Secretary ACS - 45512 </div> <div> Rajesh Parikh (CFO) </div>		
Place : Mumbai Dated :27/05/2019	Place : Mumbai Dated : 27/05/2019		

HOTEL RUGBY LIMITED**Statement of Profit and Loss for the year ended 31st March, 2019**

(in Rupees)				
	Particulars	Note No.	Year ended 31/03/2019	Year ended 31/03/2018
I	Revenue From Operations			-
II	Other Income	9	18,25,888	14,82,181
III	Total Income (I+II)		18,25,888	14,82,181
IV	EXPENSES			-
	Other expenses	10	3,10,86,673	23,36,192
	Total expenses (IV)		3,10,86,673	23,36,192
V	Profit/(loss) before exceptional items and tax (I- IV)		(2,92,60,786)	(8,54,012)
VI	Exceptional Items		-	-
VII	Profit/(loss) before tax (V-VI)		(2,92,60,786)	(8,54,012)
VIII	Tax expense:			
	(1) Current tax - Tax for earlier years		-	-
	(2) Deferred tax		-	-
IX	Profit (Loss) for the year from continuing operations (VII-VIII)		(2,92,60,786)	(8,54,012)
X	Profit/(loss) from discontinued operations		-	-
XI	Tax expense of discontinued operations		-	-
XII	Profit/(loss) from Discontinued operations (after tax) (X-XI)		-	-
XIII	Profit/(loss) for the period (IX+XII)		(2,92,60,786)	(8,54,012)
XIV	Other Comprehensive Income			
	A (i) Items that will not be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	B (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	Other Comprehensive Income (A+B)		-	-
XV	Total Comprehensive Income for the period, (XIII+XIV) Comprisig profit/(loss) and other comprehensive income		(2,92,60,786)	(8,54,012)
XVI	Earnings per equity share (for continuing operations):	15		
	(1) Basic		(2.0430)	(0.0596)
	(2) Diluted		(2.0430)	(0.0596)
XVII	Earnings per equity share (for discontinued operations):			
	(1) Basic		-	-
	(2) Diluted		-	-

XVIII	Earnings per equity share(for continuing and discontinued operations)	15		
	(1) Basic		(2.0430)	(0.0596)
	(2) Diluted		(2.0430)	(0.0596)
	Significant accounting policies and notes to accounts	1-27		

As per our report of even date

For Jatin V. Shah

Chartered Accountants

Jatin Shah
Membership No. 103858**For & on behalf of
the board of directors**Mahendra R Thacker
(CEO & Director)
DIN : 01405253Darshana M Thacker
(Director)
DIN : 02003242Gauri Gokhale
Company Secretary
ACS - 45512Rajesh Parikh
(CFO)

Place : Mumbai

Dated : 27/05/2019

Place : Mumbai

Dated : 27/05/2019

HOTEL RUGBY LIMITED**Statement of Changes in Equity for the year ended 31st March, 2019****A. Equity Share Capital**

(In Rupees)

Particulares	Year ended 31/03/2019	Year ended 31/03/2018
Balance in the beginning of the reporting period	14,32,28,000	14,32,28,000
Changes in equity share capital during the year	-	-
Balance at the end of the reporting period	4,32,28,000	14,32,28,000

B. Other Equity

(In Rupees)

Particulars	Reserves and Surplus				Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings (Surplus/(Loss) as per Profit & Loss Statement)	
As at 01-04-2016	10,00,00,466	17,70,58,200	85,01,839	(33,92,96,208)	(5,37,35,703)
Profit /(Loss) for the year	-	-	-	5,17,662	5,17,662
Balance at the end of the reporting period	10,00,00,466	17,70,58,200	85,01,839	(33,87,78,546)	(5,32,18,041)
As at 31-03-2017	10,00,00,466	17,70,58,200	85,01,839	(33,87,78,546)	(5,32,18,041)
Profit /(Loss) for the year	-	-	-	(4,04,093)	(4,04,093)
Balance at the end of the reporting period	10,00,00,466	17,70,58,200	85,01,839	(33,91,82,639)	(5,36,22,134)
As at 31-03-2018	10,00,00,466	17,70,58,200	85,01,839	(33,91,82,639)	(5,36,22,134)
Profit /(Loss) for the year	-	-	-	(8,54,012)	(8,54,012)
Balance at the end of the reporting period	10,00,00,466	17,70,58,200	85,01,839	(34,00,36,651)	(5,44,76,146)
As at 01-04-2018	10,00,00,466	17,70,58,200	85,01,839	(34,00,36,651)	(5,44,76,146)
Profit /(Loss) for the year	-	-	-	(2,92,60,786)	(2,92,60,786)
Add/Less : Adjustments relating to earlier taxes				31,010	31,010
Balance at the end of the reporting period	10,00,00,466	17,70,58,200	85,01,839	(36,92,66,427)	(8,37,05,922)

Significant accounting policies and notes to accounts

As per our report of even date

For Jatin V. Shah

Chartered Accountants

Jatin Shah

Membership No. 103858

Place : Mumbai

Dated : 27/05/2019

For & on behalf of the board of directorsMahendra R Thacker
(CEO & Director)

DIN : 0140525

Gauri Gokhale
Company Secretary
ACS - 45512Darshana M Thacker
(Director)

DIN : 02003242

Rajesh Parikh
(CFO)

Place : Mumbai

Dated :27/05/2019

HOTEL RUGBY LIMITED**Cash Flow Statement for the year ended 31st March, 2019****(In Rupees)**

	Particulars	Year ended 31/03/2019	Year ended 31/03/2018
A.	Cash Flow from Operating Activities		
	Net Profit /(Loss) before Tax	(2,92,60,786)	(8,54,012)
	Adjustment for		
	Net gain on sale of investments	(7,05,323)	(3,61,616)
	Interest Income	(11,20,565)	(11,20,565)
	Provision for Doubtful Advances	2,88,25,000	-
	Operating Profit before Working capital changes	(22,61,673)	(23,36,193)
	Adjustments for:		
	(Increase)/Decrease in Loans (Non Current)	90,150	5,79,37,500
	(Increase)/Decrease in Other current assets	75,750	(5,76,51,463)
	Increase/(Decrease) in Other Current Liabilities	(91,721)	2,67,050
	Cash Inflow /(Out Flow) from Operations	(21,87,495)	(17,83,106)
	Tax paid		-
	Net Cash Inflow /(Out Flow) from Operation (A)	(21,87,495)	(17,83,106)
B.	Cash Flow from Investing Activities:		
	Sale/(Purchase) of Investments (Net)	22,98,994	15,21,336
	Interest income	566	566
	Net Cash Inflow/(Outflow) from investing Activities (B)	22,99,560	15,21,902
C.	Cash Flow from Financing Activities:		
	Increase /(repayment) of Borrowings(Non Current)	-	2,50,000
	Net Cash Inflow /(Out Flow) from Financing Activities (C)	-	2,50,000
	Net Increase/Decrease in cash & Cash equivalents (A+B+C)	1,12,065	(11,204)
	Opening Cash & Cash Equivalents	1,36,632	1,47,836
	Closing Cash & Cash Equivalents	2,48,697	1,36,632
D.	Reconciliation of Cash & Cash Equivalents:		
	Balance as per Cash Flow Statement	2,48,697	1,36,632
	Cash & Cash Equivalents (as per note 4 to Accounts)	2,48,697	1,36,632

	Note: 1. Statement of cash flows has been prepared under the indirect method as set out in Ind AS 7 “Statement of Cash Flows” as specified in the Companies (Indian Accounting Standards) Rules, 2015		
	2. Previous year’s figures have been regrouped/reclassified wherever applicable.		
As per our report of even date		For & on behalf of	
For Jatin V. Shah		the board of directors	
Chartered Accountants			
		Mahendra R Thacker	Darshana M Thacker
		(CEO & Director)	(Director)
Jatin Shan		DIN : 01405253	DIN : 02003242
Membership No. 103858			
		Gauri Gokhale	Rajesh Parikh
		Company Secretary	(CFO)
		ACS - 45512	
Place : Mumbai	Dated :27/05/2019	Place : Mumbai	Dated :27/05/2019

Hotel Rugby Limited
Notes forming part of accounts

(In Rupees)

Note No.	Particulars	As at 31/03/2019	As at 31/03/2018
1	Investments		
	In Equity Instruments - Others		
	Unquoted , At Cost		
	(a) The Malad Sahakari Bank Limited (5000 Shares of Rs. 10 each, fully paid)	50,000	50,000
	(b) The Janata Sahakari Bank Limited (10000 Shares of Rs. 10 each, fully paid))	1,00,000	1,00,000
	(c) Bharat Sahakari Bank Limited (4000 Shares of Rs. 25 each, fully paid))	1,00,000	1,00,000
	(d) The Kalyan Janta Sahakari Bank Limited (4000 Shares of Rs. 25 each, fully paid))	1,00,000	1,00,000
	(e) Dombivli Nagari Sahakari Bank Limited (1000 Shares of Rs. 50 each,fully paid))	50,000	50,000
	Total (a) to (e)	4,00,000	4,00,000
	Less : Provision for dimunition in the value of Investments	-	-
	Total	4,00,000	4,00,000
	Agregate value of quoted Investments	-	-
	Agregate value of unquoted Investments	4,00,000	4,00,000
1.1	The investment in the above equity shares were made for obtaining financial assistance from the bankers from time to time by the company. The value of these investments are considered and recognised at cost, as the management considers the value of these investments to be realised at cost only due to absense of transferbility of these investment in the open market.		
2	Loans		
	Loans receivable considered good - Unsecured		
	(a) Security Deposits		
	Advance for Revocation of Suspension (BSE)	-	90,150
	(b) Other loans and advances		-
	Inter Corporate Deposits & Other Advances	1,89,06,000	1,89,06,000
	Total	1,89,06,000	1,89,96,150

3	Investments		
	Investments in Mutual Funds - (Growth Funds)		
	Quoted, At Cost		
	(a) Templeton India Short term Income Plan	-	2,23,973
	(b) Birla Dynamic Bond Fund Retail	-	20,00,000
	(c) BNP Paribas Medium Term Income Fund	5,30,303	10,00,000
	(d) Franklin India Ultra Short Bond Fund	11,00,000	
		16,30,303	32,23,973
	Less : Provision for diminution in the value of Investments	-	-
	Total	16,30,303	32,23,973
	(i) Aggregate amount of quoted investments	16,30,303	32,23,973
	(ii) Aggregate amount of market value of quoted investments	17,58,283	39,45,000
	(ii) Aggregate value of unquoted Investments	-	-
3.1	The aggregate market value of the above investments is Rs.17,58,283 which is more than the cost of acquisition, however management considers the cost to be fair value and accordingly these are valued at cost.		
4	Cash & Cash Equivalents		
	(a) Balances with banks		
	Balance with Scheduled Banks	2,12,783	95,318
	Fixed Deposit (For Guarantees given to Maharashtra Pollution Control Board for Erstwhile Hotel)	10,000	10,000
		2,22,783	1,05,318
	(b) Cash on hand	25,914	31,314
	Total	2,48,697	1,36,632
5	Others Current Assets		
	(a) Initial Margin A/c Commodities with (Refer Note 5.1)		
	(i) Anand Rathi Commodities Ltd	83,35,931	83,97,663
	(ii) Motilal Oswal Commodities Broker Pvt. Ltd	19,13,745	19,27,763
		1,02,49,676	1,03,25,426
	Less: Doubtful Advances Written Off	64,43,000	64,43,000
	Total (a)	38,06,676	38,82,426
5.1	Due to the financial crises at National Spot Exchange Ltd. (NSEL) in July 2013, there is a remote possibility that the investors would recover their money invested in the commodity exchange. A provision was made in the books of account in the quarter ended 30 September 2013 to the extent of 60% of the total outstanding amount of Rs. 1,07,38,685 as on 30 September 2013. The company has therefore written off the amount for which provision was made. The company in the subsequent periods of previous years has recovered an amount Rs. 4,13,259 towards these outstanding dues.		

	(b) Others		
	(i) Mobilisation Advance	5,76,50,000	5,76,50,000
	Less: Provision for Doubtful Advances	2,88,25,000	-
		2,88,25,000	5,76,50,000
	(ii) Accrued Interest on Inter Corporate Deposit	68,19,318	56,99,319
	(iii) Prepaid Expenses	1,462	1,463
	Total (b)	3,56,45,780	6,33,50,782
	Total	3,94,52,456	6,72,33,208
5.2	The company has given mobilisation advance of Rs.5,76,50,000/- for taking certain project. Considering the prevailing market conditions, the recovery from the above party is not effected be more than 50%. Accordingly a provision for recovery of doubtful advance for Rs. 2,88,25,000/- has been made as a matter of prudence.		
6	Equity		
	(a) Equity Share Capital		
	(i) Authorised		
	161,10,000 Equity Shares of 10/- each	16,11,00,000	16,11,00,000
	(ii) Issued, subscribed and paid up:	-	
	143,22,800 Equity Shares of Rs. 10/- each fully paid up	14,32,28,000	14,32,28,000
	Total	14,32,28,000	14,32,28,000
	(b) Terms and conditions		
	The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders		
	(c) Shareholders holding more than 5% equity shares		
	Name of Shareholder		
	Smt. Darshaha Mahendra Thacker	3,38,40,520	3,38,40,520
	No. of shares held	33,84,052	33,84,052
	% of shareholding	23.63%	23.63%

	(d) Reconciliation of number of shares		
	No. of shares outstanding at the beginning of the year	1,43,22,800	1,43,22,800
	Add: No. of shares issued during the year	-	-
	Less: Shares bought back during the year	-	-
	No. of shares outstanding at the end of the year	1,43,22,800	1,43,22,800
7	Borrowings		
	Loans from related parties: (Unsecured; from Directors)		
	Darshana M. Thacker	2,50,000	2,50,000
	Mahendra R. Thacker	5,00,000	5,00,000
	Total	7,50,000	7,50,000
8	Other current liabilities		
	Other payables		
	Outstanding Expenses	3,48,174	4,24,981
	Income tax	-	31,010
	TDS on Professional Fees	17,204	32,118
	Total	3,65,378	4,88,109

Hotel Rugby Limited
Notes forming part of accounts

Note No.	Particulars	Year ended 31/03/2019	Year ended 31/03/2018
9	Other Income		
	Interest : from Fixed Deposits	566	566
	from others	11,19,999	11,19,999
	Net gain on sale of investments	7,05,323	3,61,616
	Total	18,25,888	14,82,181
10	Other Expenses		
	Payment to Auditor:		
	a. Audit Fees	50,000	59,000
	Legal & Professional fees	6,12,748	7,63,925
	AGM Fees	3,56,449	4,37,780
	Newspaper and periodicals	2,64,499	1,21,326
	Annual Listing Fees	7,47,450	6,10,912
	Service tax - Interest and penalty		2,40,420
	SEBI Penalties	2,17,277	1,00,000
	Provision for Doubtful Advances	2,88,25,000	-
	Bank Charges	351	392
	Computer Expenses	8,496	
	Miscellaneous Expenses	4,403	2,438
	Total	3,10,86,673	23,36,192
11	Contingent liabilities not provided for in respect of:	As at 31/03/2019	As at 31/03/2018
11.1	Claims against the company not acknowledged as debts:		
11.1.1	Disputed liabilities in respect of:		
	Interest and penalty on Service tax for October 2004 to October 2006	23,49,170	23,49,170
	(Part payment made against the above dispute)	2,34,920	2,34,920
	It is not practicable to estimate the timing of cash outflows, if any, in respect of the above matter pending resolution of the legal proceedings.		
11.2	Bank Guarantee excluding financial guarantees	10,000	10,000

	In respect of Bank Guarantees, the cash outflows, if any, could generally occur up the period over which the validity of the guarantees extends. The guarantee period is already over.	
11.3	The Company does not expect any reimbursements in respect of the above contingent liabilities.	
12	Commitments	
	The Company does not have any commitments at the year end	
13	In view of accounting as well as tax losses, no provision for taxation is considered necessary. Therefore no reconciliation with accounting profit with tax losses is applicable	
14	Deferred Tax Assets:	
	In accordance with the accounting policy, the deferred tax assets are generally recognised for all taxable temporary differences, losses and tax credit to the extent that is probable that taxable profits will be available against which those deductible temporary differences, losses and tax credits can be utilised.	
14.1	In absence of convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized, the company has not recognized the deferred tax assets in view of continuous losses as the management estimates that the company will not be able to recover these losses in near future, as under:	
14.1.1	On account of deductible temporary differences	- -
14.1.2	On account of unused tax losses	3,53,24,566 3,30,07,872
14.1.3	On account of unused tax credits	- -
14.2	The above deferred tax assets will be recognized if and when there is sufficient convincing evidence available on the estimated profits to recover the same by adjustments to taxable profits in future.	
14.3	Since no deferred tax assets are recognized in accordance with the IND AS 12, no reconciliation is required.	
15	Earnings per Share :	
	(a) Net Profit/(loss) after tax for the year (used as numerator)	(2,92,60,786) (8,54,012)
	(b) Weighted average No.of equity shares outstanding used as denominator	1,43,22,800 1,43,22,800
	(c) Basic earning per equity share of face value of Rs. 10 each	(2.0430) (0.0596)
	(d) Diluted earning per share of face value of Rs. 10 each	(2.0430) (0.0596)
16	Segment Reporting:	
	In view of there being no turnover in respect of operating activities, segment reporting is not applicable	

16.1	Basis of identifying operating segments:
	Operating segments are identified as those components of the Company:
	(a) that engage in business activities to earn revenues and incur expenses (including transactions with any of the Company's other components;
	(b) whose operating results are regularly reviewed by the Company's Board of Directors to make decisions about resource allocation and performance assessment and (c) for which discrete financial information is available
	(c) for which discrete financial information is available
16.2	Reportable segments:
	An operating segment is classified as reportable segment if reported revenue (including inter-segment revenue) or absolute amount of result or assets exceed 10% or more of the combined total of all the operating segments. Since neither revenue nor results or assets have more than 10% of the combined results, the Company has only one reportable segments based on the nature of its products and service
16.3	The geographical information in respect of revenues from external customers:
	(a) attributed to the company's country of domicile
	(b) attributed to all foreign countries in total from which the company derives revenues
16.4	There are no revenues from external customers attributed to an individual foreign country which are material. There are no non current assets attributed to any foreign country.
16.5	Since there is no turnover, the Company does not have major customers having revenues from transactions with a single external customer amounting to 10 per cent or more of its total revenues.
17	Balances of borrowings, loans and advances given, current assets and current liabilities are taken as per confirmation by the management.
18	Related party Disclosures
18.1	List of related companies / firms
18.1.1	Companies / Firms controlled by the directors and their relatives
	(a) Jai Thacker's Land Development LLP.
	(b) Crystal Hospitality Services Pvt. Ltd
	(c) K R Thacker & Others
18.1.2	Key Management Personal
	(a) Shri Mahendra R. Thacker - Director and Chief Operating Officer
	(b) Smt. Darshana M Thacker - Director
	(c) Shri Rajesh Parikh - Chief Financial Officer

18.2	Related party transactions: Borrowings - Current		
	(a) Shri Mahendra R. Thacker Operating Officer	Director and Chief	
	Balance at the year end	5,00,000	5,00,000
	Maximum balance during the year	5,00,000	5,00,000
	(b) Smt. Darshana M Thacker	Director	
	Balance at the year end	2,50,000	2,50,000
	Maximum balance during the year	2,50,000	2,50,000
18.3	Outstanding balances at the year end are unsecured and settlement occurs in cash. These borrowings are interest free.		
18.4	The Company has not recorded any impairment of receivables relating to amount owed by related parties for which provision has been made for bad debts.		
18.5	This assessment is undertaken each financial year through examining the financial position of the related parties and the market in which the related parties operate.		
19	There are no amounts due and outstanding to be credited to Investor Education & Protection Fund as at March 31, 2019		
20	All the fixed assets of the company have been sold long back, and there are no assets under the management during the year. Therefore, the concept of going concern is affected. However, management is looking for avenues for investment, and based on its judgement and future planning, the accounts are prepared under the concept of going concern.		
21	In the opinion of the board, the Current Assets, Loans and Advances have a value on realisation in the ordinary course of business at least equal to the amount at which these are stated in the balance sheet and provisions for all the known liabilities have been made, subject to read with the notes.		
22	The Company is making efforts to comply with the provision of section 203(1)(ii) of the Companies Act, 2013 regarding appointment of a whole time Company Secretary.		

HOTEL RUGBY LIMITED
Notes forming part of accounts

23 Financial Instruments:

(i) Financial Instruments classification by category

(In Rupees)

23.1	The carrying value and fair value of financial instruments at the end of 31 March 2019	(Refer Note No. to the financial statements)	At cost	At amortised Cost	At fair value through Profit or Loss	At fair value through Other Comprehensive Income (OCI)	Total Carrying Value 31 March 2019	Total Fair Value
	(1) ASSETS							
	Non-current financial assets							
	(i) Investments	1	4,00,000	-	-	-	4,00,000	4,00,000
	(ii) Loans	2	1,89,06,000	-	-	-	1,89,06,000	1,89,06,000
	Current financial assets							
	(i) Investments	3	16,30,303				16,30,303	16,30,303
	(ii) Cash and cash equivalents	4	2,48,697				2,48,697	2,48,697
	Total financial Assets		2,11,85,000	-	-	-	2,11,85,000	2,11,85,000
	(2) LIABILITIES							
	Non-current financial liabilities							
	(i) Borrowings	7	7,50,000	-	-	-	7,50,000	7,50,000
	Total financial liabilities		7,50,000	-	-	-	7,50,000	7,50,000

(In Rupees)

23.2	The carrying value and fair value of financial instruments at the end of 31 March 2018	(Refer Note No. to the financial statements)	At cost	At amortised Cost	At fair value through Profit or Loss	At fair value through Other Comprehensive Income (OCI)	Total Carrying Value 31 March 2018	Total Fair Value
	(1) ASSETS							
	Non-current financial assets							
	(i) Investments	1	4,00,000	-	-	-	4,00,000	4,00,000
	(ii) Loans	2	1,89,96,150	-	-	-	1,89,96,150	1,89,96,150
	Current financial assets							
	(i) Investments	3	32,23,973				32,23,973	32,23,973
	(ii) Cash and cash equivalents	4	1,36,632				1,36,632	1,36,632
	Total financial Assets		2,27,56,755	-	-	-	2,27,56,755	2,27,56,755
	(2) LIABILITIES							
	Non-current financial liabilities							
	(i) Borrowings	7	7,50,000	-	-	-	7,50,000	7,50,000
	Total financial liabilities		7,50,000	-	-	-	7,50,000	7,50,000

(a) The carrying amounts of Non - Current investments are considered as Fair Value in absence of availability of fair value .

(b) The carrying amounts of Current investments and cash and cash equivalents and other current assets are considered to be the same as their fair values, due to their short-term nature.

(c')For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

HOTEL RUGBY LIMITED
Notes forming part of accounts

23 Financial Instruments (Contd....:)					
23(ii)	Fair Value Measurement				
(i)	Fair Value hierarchy				
	Level 1 - Quoted Prices (Unadjusted) in active markets for identical assets or liabilities				
	Level 2 - Inputs other than quoted prices included within Level 1 that are aobservable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from price)				
	Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)				

- (ii) **The following table presents fair value hierarchy of assets and liabilities measured at fair value :
As at 31 March 2019**

(in Rupees)					
	Particulars	Fair value	Fair Value measurement using		
			Level 1	Level 2	Level 3
	Non Current Investments				
	Fair value at carrying cost (Equity instruments designated upon initial recognition)	4,00,000	-	-	4,00,000
	Current Investments				
	Fair value at carrying cost (Equity instruments designated upon initial recognition)	16,30,303	-	16,30,303	-
As at 31 March 2018					
(in Rupees)					
	Particulars	Fair value	Fair value/measurement using		
			Level 1	Level 2	Level 3
	Non Current Investments				
	Fair value at carrying cost (Equity instruments designated upon initial recognition)	4,00,000			4,00,000
	Current Investments				
	Fair value at carrying cost (Equity instruments designated upon initial recognition)	32,23,972	-	32,23,972	-

HOTEL RUGBY LIMITED
Notes forming part of accounts

23 Financial Instruments (Contd.....):

23(iii)	Financial risk management		As at 31/03/2019	As at 31/03/2018
	The Company has exposure to the following risks arising from financial instruments: - credit risk; - liquidity risk; and - market risk			

	Risk management framework			
	The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors has established the processes to ensure that management controls risks through the mechanism of property defined framework.			
	The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed by the board annually to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.			
	The Company's Audit Committee oversees compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.			

	(a) Credit risk	
	Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in debt securities.	
	The carrying amount of financial assets represents the maximum credit exposure. The Company monitor credit risk very closely. The Management impact analysis shows credit risk and impact assessment as low.	

	Current Assets	
	The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate. Since there are no revenue generated from operations, there are no major risks.	
	The Company establishes an allowance for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables	

	The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer/party. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate. In view of no operations from its core activities, there are no risks envisaged by the company		
	The gross carrying amount of trade receivables		-
	During the period, the Company has made no write-offs of trade receivables, as it does not have any trade receivables. The Company management also pursue all legal option for recovery of dues wherever necessary based on its internal assessment when such a need arise.		
	A default on a financial asset is when counterparty fails to make payments within 60 days when they fall due.		

	Reconciliation of loss allowance provision – Loan and advances			
	Balance in the beginning		-	-
	Provisions made during the year		2,88,25,000	-
	Balance at the year end		2,88,25,000	-

	(b) Liquidity risk			
	Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation			
	Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding to meet obligations when due and to close out market positions.			
	Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected future cash flows. This is generally carried out and monitored through caproate office of the Company in accordance with practice and limits set by the Company. These limits vary to take into account requirement, future cash flow and the liquidity in which the entity operates. In addition, the Company's liquidity management strategy involves projecting cash flows considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.			

	(i) Financing arrangements			
	The company did not have any financial arrangements during the year from the banks or any other financiers except interest free loan from directors			

	(ii) Maturities of financial liabilities			
	The company does not have any contractual maturities of financial liabilities at the reporting date.			

	(c). Market risk			
	Market risk is the risk that changes in market prices – such as foreign exchange rates and interest rates – will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.			
	The Company does not envisage any market risks presently as it does not have any operating activity related to its hotel business after the sell off of its fixed assets.			

	Currency risk		
	Since the Company does not have any exposure related to foreign exchange transactions, there is no currency risk exposure		
	Sensitivity analysis		
	Since there is no currency risk exposure, no sensitivity analysis can be presented.		
	Interest rate risk		
	The Company's does not have any interest borrowings. Therefore there is no interest risk from its borrowings. In respect of loans and advances, the rate of interest is fixed in accordance with the provision of the Act based on an arm's length. Therefore there is no interest rate risk exposure		
	Exposure to interest rate risk		
	There is no interest rate risk envisaged by the management as the company does not have such exposure.		
	(i) Cash flow sensitivity analysis for variable-rate instruments		
	In view of no interest risk for any exposure, the sensitivity analysis is not presented.		
	(j) Fair value sensitivity analysis for fixed-rate instruments		
	The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.		
24	The financial assets consisting of non current and current investments, non current loans and advances which constitute less than 50% of its total assets, though the income is 100% from the financial assets. Since both the conditions are not fulfilled by the company for registration as a deemed NBFC, provisions as a loan company are not attracted. However, in the previous year ended 31st March 2017, both the conditions were fulfilled but the company was of the opinion that its principal business being not providing finance with all Loans/Advances in the ordinary course of business, such provisions were not applicable to it in the previous year also		
25	Value of imports calculated on C.I.F basis by the company during the financial year	-	-
26	Expenditure in foreign currency during the financial year	-	-

HOTEL RUGBY LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2019

27. Significant accounting policies and other disclosures:

GENERAL INFORMATION:

HOTEL RUGBY LIMITED("the Company"), is a public company domiciled in India and was incorporated on 16th September 1991 under the provisions of the Companies Act, 1956 (now replaced by Companies Act 2013) as applicable in India. Its shares are listed on Bombay Stock Exchange (BSE) of India and National Stock Exchange of India (NSE).

The registered office of the Company is located at 2, Ground floor, 9, Dev Bhuvan, Gazdar Street, Chira Bazar, Kalbadevi, Mumbai – 400002.

As per the object clause of the Company, it is principally engaged in the business of hotels and restaurants, though presently no business activities are going on, after sale of its property, plant and assets in the past.

27.1 BASIS OF PREPARATION:

A. Statement of compliance

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

These financial statements were approved for issue in accordance with the resolution of the Board of Directors as per its meeting held on 27th May 2019

B. Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is the Company's functional currency.

C. Basis of measurement

The financial statements have been prepared under the historical cost convention on accrual basis.

D. Use of estimates and judgements

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual result may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Judgments

Information about judgments made in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in respect of Provision for employee benefits which is based on the estimated basis.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the subsequent period financial statements is included in the notes.

E. Measurement of fair values

Company's accounting policies and disclosures require the measurement of fair values, for both financial and non- financial assets and liabilities.

The Company has an established control framework with respect to the measurement of fair values, based on which the fair value is measured as and when applicable.

This includes a regular reviews for significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the company assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Fair values are categorized in a fair value hierarchy based on the inputs used in the valuation techniques as under:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

- Level 2: inputs other than quoted price included in Level 1 that are observable for the assets or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfer between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

27.2 SIGNIFICANT ACCOUNTING POLICIES:

A. Current and non-current classification

All the assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

Assets:

An asset is classified as current when it satisfies any of the following criteria:

- a) it is expected to be realised in, or is intended for sale or consumption in, the Company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is expected to be realised within twelve months after the reporting date; or
- d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

Liabilities:

A liability is classified as current when it satisfies any of the following criteria:

- a) it is expected to be settled in the Company's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is due to be settled within twelve months after the reporting date; or
- d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other assets/ liabilities are classified as non-current.

Based on the nature of products and the time between the acquisition of assets for processing and their realisation in Cash or cash equivalents, the Company has ascertained its normal operating cycle as 12 months for the purpose of Current / Non-current classification of assets and liabilities.

B. Financial Instruments

i. Financial assets

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

All financial assets are recognised at fair value on initial recognition.

Financial assets are subsequently classified as measured at:

- amortised cost
- fair value through profit and loss (FVTPL)
- fair value through other comprehensive income (FVTOCI)

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

Derecognition

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual rights to receive the cash flows from the asset.

Impairment of financial assets

The Company recognises loss allowances for expected credit losses on:

- financial assets measured at amortised cost;

At each reporting date, the Company assesses whether financial assets carried at amortised cost has impaired and provisions are made for impairment accordingly. A financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

The Company measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward looking information.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

ii. Financial liabilities

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.

Financial liabilities are subsequently measured at amortised cost using the effective interest rate (EIR) method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

iii. Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

C. Borrowing costs

Borrowing costs include interest expense calculated using the effective interest method (EIR), finance charges in respect of assets acquired on finance lease and exchange differences arising on foreign currency borrowings to the extent they are regarded as an adjustment to interest costs.

Borrowing costs net of any investment income from the temporary investment of related borrowings, which are attributable to the acquisition, construction or production of a qualifying asset are capitalized / inventoried as part of cost of such asset till such time the asset is ready for its intended use or sale.

A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

D. Income tax

Income tax comprises current and deferred tax. It is recognised in statement of profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognized in respect of carried forward tax losses and tax credits. Deferred tax is not recognized for:

- Temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of transaction;
- Temporary differences related to investment in subsidiary to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses the Company recognizes a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realized. Deferred tax assets- unrecognized or recognized, are reviewed at each reporting date and are recognized/reduced to the extent that it is probable/no longer probable respectively that the related tax benefit will be realized.

Minimum Alternate Tax ('MAT') credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. Such asset is reviewed at each balance sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

E. Cash and cash equivalents

Cash and bank balances also include fixed deposits, margin money deposits, earmarked balances with banks and other bank balances which have restrictions on repatriation. Short term and liquid investments being subject to more than insignificant risk of change in value, are not included as part of cash and cash equivalents.

F. Provision and contingent liabilities

The Company sets up a provision when there is a present legal or constructive obligation as a result of a past event and it will probably requires an outflow of resources to settle the obligation and a reliable estimate can be made. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation.

A disclosure for a contingent liability is made where there is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or where reliable estimate of the obligation cannot be made. Contingent liabilities are disclosed on the basis of judgment of the management/independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

G. Contingent Assets

Contingent Assets are not recognised in the financial statements. However, these are disclosed in the Director's report.

H. Revenue recognition

Effective 1st April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18 and Ind AS 11.

The adoption of the standard did not have any material impact to the financial statements of the Company.

- (i) Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.
- (ii) Contract assets are recognised when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.
- (iii) Unearned and deferred revenue ("contract liability") is recognised when there is billings in excess of revenues.
- (iv) In accordance with Ind AS 37, the Company recognises an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.
- (v) Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation a cumulative adjustment is accounted for.
- (vi) The Company disaggregates revenue from contracts with customers by geography and nature of services.

Use of significant judgements in revenue recognition

- The Company assesses the products / services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables
- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period. The Company allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.
- The company uses judgement to determine an appropriate standalone selling price for a performance obligation. The Company allocates the transaction price to each performance obligation on the basis of the relative stand-alone selling price of each distinct product or service promised in the contract. Where standalone selling price is not observable, the Company uses the expected cost plus margin approach to allocate the transaction price to each distinct performance obligation.

- The company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.
- Contract fulfilment costs are generally expensed as incurred except when costs which meet the criteria for capitalisation. The assessment of this criteria requires the application of judgement, in particular when considering if costs generate or enhance resources to be used to satisfy future performance obligations

However, there has not been any income from operations during the year and therefore no impact on accounts.

(ii) Other income

A. Interest income is accrued on a time basis by reference to the principal outstanding and the effective interest rate.

B. Dividend income is accounted in the period in which the right to receive the same is established.

C. Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably.

I. Exceptional items

An item of income or expense which by its size, type or incidence requires disclosure in order to improve an understanding of the performance of the company is treated as an exceptional item and the same is disclosed in the notes to accounts.

J. Segment reporting

There has not been any operations during the year and accordingly segment revenue is not applicable.

K. Earnings per share

Basic earnings per equity share is computed by dividing the net profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the financial year.

Diluted earnings per equity share is computed by dividing the net profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

L. Commitments

Commitments are future liabilities for contractual expenditure, classified and disclosed as follows:

- a) estimated amount of contracts remaining to be executed on capital account and not provided for, and;
- b) other non-cancellable commitments, if any, to the extent they are considered material and relevant in the opinion of management.

Other commitments related to sales/procurements made in the normal course of business are not disclosed to avoid excessive details.

M. Statement of Cash Flows

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method, adjusting the net profit for the effects of:

- i. changes during the period in inventories and operating receivables and payables transactions of a non-cash nature;
- ii. non-cash items such as depreciation, provisions, deferred taxes, unrealised foreign currency gains and losses, and undistributed profits of associates; and
- iii. all other items for which the cash effects are investing or financing cash flows.

Cash and cash equivalents (including bank balances) shown in the Statement of Cash Flows exclude items which are not available for general use as on the date of Balance Sheet.

N. Key sources of estimation

The preparation of financial statements in conformity with Ind AS requires that the management of the company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates include useful lives of property, plant and equipment, Intangible assets, allowance for doubtful debts/advances, future obligations in respect of retirement benefit

plans, provision for rectification costs, fair value measurement etc. Difference, if any, between the actual results and estimates is recognised in the period in which the results are known.

O. New / Amended Ind AS and impact thereof:

Ministry of Corporate Affairs (“MCA”) through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind AS which the Company has not applied as they are effective from 1st April, 2019:

(a) New Standard

Ind AS 116 - Leases

Ind AS 116 will replace the existing leases standard, Ind AS 17 Leases. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lessee accounting model for lessees. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17. The standard allows for two methods of transition: the full retrospective approach, requires entities to retrospectively apply the new standard to each prior reporting period presented and the entities need to adjust equity at the beginning of the earliest comparative period presented, or the modified retrospective approach, under which the date of initial application of the new leases standard, lessees recognize the cumulative effect of initial application as an adjustment to the opening balance of retained earnings as of annual periods beginning on or after 1st April, 2019.

Based on preliminary assessment, the Company does not expect a significant impact to opening retained earnings on adoption of Ind AS 116 as the Company does not have any leasing transactions.

(b) The MCA has also carried out amendments of the following accounting standards:

(i) Ind AS 12 – Income taxes (amendments relating to income tax consequences of dividend and uncertainty over income tax treatments)

This amendment clarifies that the Company shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

The Company does not expect any impact from this amendment. The amendment does not amend situations where the entity pays a tax on dividend which is effectively a portion of dividends paid to taxation authorities on behalf of shareholders. Such amount paid or payable to taxation authorities continues to be charged to equity as part of dividend, in accordance with Ind AS 12. The amendment to Appendix C of Ind AS 12 specifies that the amendment is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12

It outlines:

- (I) the entity has to use judgement, to determine whether each tax treatment should be considered separately or whether some can be considered together. The decision should be based on the approach which gives better clarity of the resolution of the uncertainty.
- (II) the entity is to assume that the taxation authority will have full knowledge of all relevant information while examining any amount.
- (III) the entity has to consider the probability of the relevant taxation authority accepting the tax treatment and the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates would depend upon the probability.

The Company does not expect any significant impact of the amendment on its financial statements.

(ii) Ind AS 109 – Financial instruments

The amendments to the above Ind AS relate to the existing requirements regarding termination rights in order to allow measurement at amortised cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. The Company does not expect this amendment to have any impact on its financial statements.

(iii) Ind AS 19 – Employee benefit

The amendments to the above Ind AS clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of a plan amendment, curtailment or settlement on the requirements regarding the asset ceiling.

The Company does not expect this amendment to have any impact on its financial statements.

(iv) Ind AS 23 – Borrowing Costs

The amendments to the above Ind AS clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings.

The Company does not expect any impact from this amendment.

(v) Ind AS 28 – Long-term Interests in Associates and Joint Ventures

The amendments clarify that an entity applies Ind AS 109 Financial Instruments, to long-term interests in an associate or joint venture that form part of the net investment in the associate or joint venture but to which the equity method is not applied.

The Company does not currently have any long-term interests in associates and joint ventures.

(vi) Ind AS 103 – Business Combinations and Ind AS 111 - Joint Arrangements

The amendments to Ind AS 103 relating to re-measurement clarify that when an entity obtains control of a business that is a joint operation, it re-measures previously held interests in that business. The amendments to Ind AS 111 clarify that when an entity obtains joint control of a business that is a joint operation, the entity does not re-measure previously held interests in that business.

The Company does not currently have any Business combinations and joint arrangements.

As per our report of even date.

For & on behalf of the board of directors

For Jatin V. Shah
Chartered Accountants

Mahendra R Thacker
(CEO & Director)
DIN : 01405253

Darshana M Thacker
(Director)
DIN : 02003242

Jatin Shah
Membership No. 103858

Gauri Gokhale
Company Secretary
ACS - 45512

Rajesh Parikh
(CFO)

Place : Mumbai Dated : 27/05/2019

Place : Mumbai Dated : 27/05/2019

**HOTEL RUGBY LIMITED**

CIN: L55101MH1991PLC063265

Regd. Office: 2, Ground floor, 9, Dev Bhuvan, Gazdar Street, Chira Bazar, Kalbadevi, Mumbai – 400002.

Tel No.: 022-67470380 E-mail ID:- rugbyhotel@rediffmail.com, Website – www.hotelrugby.co.in

Form No. MGT – 11**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s): _____

Registered Address: _____

E-mail ID: _____

Folio No./ Client ID: _____ DP : _____

I/We, being the member (s) of shares of the above named Company, hereby appoint

1. Name: _____

2. Address: _____

3. E-mail ID: _____

Signature: _____ or failing him _____

4. Name: _____

Address: _____

E-mail ID: _____

Signature: _____ or failing him _____

5. Name: _____

Address: _____

E-mail ID: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on Friday, 27th day of September, 2019 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 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
Ordinary Business:	
1.	Adoption of Financial Statements for the year ended March 31, 2019.
2.	To Appoint a Director in place of Mr. Mahendra Thacker (DIN: 01405253), who retires by rotation and offers himself for re-appointment.
3.	To appoint M/s B. M. Gattani & Co. (FRN – 113635W), Chartered Accountants, Mumbai, as the Statutory Auditor/s of the Company for a period of 5 years i.e. from the conclusion of 28 th AGM till the conclusion of 33 rd AGM at a remuneration to be determined by the Board of Directors of the Company.
Special Business:	
4.	To re-appoint Mr. Dinesh Patel (DIN:06439238) as an Independent Director of the Company for a second term of five consecutive years from October 1, 2019 to September 30, 2024.
5	To re-appoint Mr. Ashok Kadakia (DIN:00317237) as an Independent Director of the Company for a second term of five consecutive years from October 1, 2019 to September 30, 2024.

Signed this _____ day of _____, 2019
Signature of Proxy holders(s) : _____

Affix
Revenue
Stamp

Signature of Member

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**HOTEL RUGBY LIMITED**

CIN: L55101MH1991PLC063265

Regd. Office: 2, Ground floor, 9, Dev Bhuvan, Gazdar Street,
Chira Bazar, Kalbadevi, Mumbai – 400002.

Tel No.: 022-67470380, E-mail ID:- rugbyhotel@rediffmail.com, Website – www.hotelrugby.co.in

ATTENDANCE SLIP

I/We hereby record my/our presence at the 28th Annual General Meeting of Hotel Rugby Limited held on Friday, 27th day of September, 2019 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.

Name(s) of Member(s) including :
Joint holders, if any

Registered Address of the Sole/First :
Named Member

Registered Folio No./*DP ID No. and :
Client ID

No. of Shares Held :

Name of the Proxy/Representative, if any :

Signature of the Member (s) or Proxy :

Signature of the Representative :

NOTE: Please complete and sign this attendance slip and handover at the entrance of the meeting hall. Only member(s) or his/her/their proxy/Representative with this attendance slip will be allowed to enter to the meeting.



HOTEL RUGBY LIMITED

Route Map for 28th AGM





HOTEL & RESORTS

HOTEL RUGBY LIMITED

Regd. Office:

2, Ground Floor, 9, Dev Bhuvan, Gazdar Street, Chira Bazar, Kalbadevi, Mumbai - 400002.

Tel. No.: 022 - 67470380

Email: rugbyhotel@rediffmail.com

Website : www.hotelrugby.co.in