Corporate Governance Report for the quarter ended 31.03.2017

- Name of Listed Entity Hotel Rugby Limited
 Quarter ending 31st March, 2017

Mr. Mahendra R. Thacker ACUPT3010F & 01405233 Chairperson - Executive 19/10/1991 - 0 2 Instruction Mrs. Darshana M. Thacker ADBF/T\$279Q & 02003242 Non- Executive 16/09/1991 - 0 1 - Mrs. Ashok M. Kadakia ADDF/7330E & 00317237 Non- Executive- Independent 30/09/2014 Five Years 3 6 4 Mr. Diresh L. Patel ADDF/7330E & 00439238 Non- Executive- Independent 30/09/2014 Five Years 1 1 - *PAN number of any director would not be displayed on the websile of Stock Exchange Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen to be filed only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the isted entity in continuity without any cooling of period. I. Composition of Committee Mr. Ashok M. Kadakia Mr. Dinesh L. Patel Mr. Ashok M. Kadakia Mr. Dinesh L. Patel Mr. Ashok M. Kadakia Mr. Dinesh L. Patel Mr. Subackan. Thacker Chairperson - Non-Executive-Independent Non-Executive -Independent Mr. Ashok M. Kadakia Mr. Dinesh L. Patel Mr. Ashok M. Kadakia Mr. Buhedran Thacker Chairper	Title (Mr. / Ms)	Name of the Director	PANs & DIN	Category (Chairperson /Executive/ Non- Executive /independent / Nominee) ^{&}	Date of Appoint ment in the current term /cessati on	Tenure*	listed includi listed (Refer Regula 25(1) Listing	ation of	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr. Ashok M. Kadakia A ADPK7330E Executive Mr. Dinesh L. Patel ADJPP2348A Non- Executive- Independent 30/09/2014 Five Years 3 6 4 Mr. Dinesh L. Patel ADJPP2348A Non- Executive- Independent 30/09/2014 Five Years 1 1 - PAN number of any director would not be displayed on the website of Stock Exchange Category of directors means executive/non-executive/independent/Nominee. f a director fits into more than one category write all categories separating them with hyphen to be filed only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the isted entity in continuity without any cooling off period. II. Composition of Committees Name of Committee members Category (Chairperson/Executive/Independent Mr. Ashok M. Kadakia Mr. Dinesh L. Patel Mr. Ashok M. Kadakia Mr. Dashana M. Thacker Chairperson - Non- Executive- Independent Non-Executive - Independent Mr. Bancha Thacker 2. Nomination & Remuneration Committee Mr. Ashok M. Kadakia Mr. Ashok M. Kadakia Mr. Dashana M. Thacker Non- Executive 3. Risk Management Committee(if applicable) N.A. N. N. 4. Stakeholders Relationship Committee' Mr. Ashok M. Kadakia Mr. Ashok M. Kadakia Mr. Mahendan Thacker Chairperson - Independent Mr. Mahendan Thacker * Categ	Mr.	Mahendra R. Thacker			19/10/1991	-	0		2	-
Mr. Dinesh L. Patel & 00317237 AD/PP2348A & 06439238 Executive- independent 30/09/2014 Five Years 1 1 *PAN number of any director would not be displayed on the website of Stock Exchange Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen 1 - *PAN number of any director would not be displayed on the website of Stock Exchange Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen - - ************************************	Mrs.	Darshana M. Thacker		10000 S S S S S S S S S S S S S S S S S	16/09/1991	-	o		1	-
Image: Second		Ashok M. Kadakia		Executive-	30/09/2014	Five Years	3		6	4
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Name of Committee Name of Committee members Category (Chairperson/Executive/Independent/Nominee) * 1. Audit Committee Mr. Ashok M. Kadakia Chairperson – Non- Executive- Independent 1. Audit Committee Mr. Ashok M. Kadakia Chairperson – Non- Executive- Independent 1. Audit Committee Mr. Ashok M. Kadakia Chairperson – Non- Executive- Independent 2. Nomination & Remuneration Committee Mr. Ashok M. Kadakia Chairperson – Non- Executive - Independent 3. Risk Management Committee(if applicable) N.A. N.A. N.A. 4. Stakeholders Relationship Committee' Mr. Ashok M. Kadakia Chairperson – Independent Mr. Mahendra Thacker Executive N.A. * Category of directors means executive/non-executive/independent/Nominee. Mr. Ashok M. Kadakia Chairperson – Independent * Category of directors means executive/non-executive/independent/Nominee. Mr. Ashok M. Kadakia Chairperson – Independent * Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories eparating them with hyphen Maximum gap between any two consecutive III. Meeting of Board of Directors Date(s) of Meeting (if any) in the previous Date(s) of Meeting (if any) in the relevant quarter Maximum gap between a	Cate	gory of directors means	would not be displ executive/non-ex	layed on the webs ecutive/independe	ite of Stock Ex nt/Nominee. i	change f a director fits	s into mo	re than one	e category write all categ	gories
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Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee - 10.02.2017	Yes, Ashok Kadakia – Chairperson & Independent Director Mahendra Thacker - Executive Dinesh Patel – Independent Director	03.11.2016	98 days
Stakeholders Relationship Committee – 10.02.2017	Yes, Ashok Kadakia – Chairperson & Independent Director Darshana M. Thacker – Non-Executive Mahendra Thacker - Executive	03.11.2016	98 days
Nomination and Remuneration Committee 10.02.2017	Yes, Ashok Kadakia – Chairperson & Independent Director Dinesh Patel – Independent Director Darshana M. Thacker – Non-Executive		

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA) ^{refer not} below
Whether prior approval of audit committee obtained	N/A
Whether shareholder approval obtained for material RPT	N/A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N/A

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2 If status is "No" details of non-correlia

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

VI Affirmations

The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes 1

2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. - Yes

Audit Committee - Yes a.

Nomination & remuneration committee - Yes b.

Stakeholders relationship committee - Yes C.

Risk management committee (applicable to the top 100 listed entities) - Not Applicable d.

The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and 3. disclosure requirements) Regulations, 2015. - Yes

4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - Yes

5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: Yes

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Mahendra R. Thacker

C.E.O.

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year.

However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

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Corporate Governance Report for the year ended 31.03.2017

ltem			mpliance status
Details of business		Yes	
Terms and conditions of appointment of independent dire	Yes		
Composition of various committees of board of directors	Yes		
Code of conduct of board of directors and senior manage	ement personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blow	wer policy	Yes	
Criteria of making payments to non-executive directors		N/A	l in the second s
Policy on dealing with related party transactions		Yes	
Policy for determining 'material' subsidiaries		N/A	· · · · · · · · · · · · · · · · · · ·
Details of familiarization programmes imparted to indepe	endent directors	Yes	
Contact information of the designated officials of the liste assisting and handling investor grievances	ed entity who are responsib	le for Yes	
email address for grievance redressal and other relevant	t details	Yes	
Financial results		Yes	
Shareholding pattern	Yes		
Details of agreements entered into with the media compared	anies and/or their associate		
New name and the old name of the listed entity	e dan di sin mananan di sa sanat sanan	N/A	
II Annual Affirmations			
Particulars	Regulation Number		fer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	ŝ.
Board composition	17(1)	Yes	
Meeting of Board of directors	17(2)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	N.A	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	N/A	
Performance Evaluation of Independent Directors	17(10)	Yes	
Composition of Audit Committee	18(1)	Yes	
	18(2)	Yes	
Meeting of Audit Committee			
Meeting of Audit Committee Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Meeting of Audit Committee		Yes	



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Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N/A
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N/A
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N/A
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
 In the column "Compliance Status", complian For example, if the Board has been composed in accor- be indicated. Similarly, in case the Listed Entity has no 2 If status is "No" details of non-compliance may be g 	dance with the requirements related party transactions, the iven here.	of Listing Regulations, "Yes" may be words "N.A." may be indicated.
3 If the Listed Entity would like to provide any other in		

Mahendra Thacker CEO