

## Corporate Governance Report for the quarter ended 31.03.2017

1. Name of Listed Entity – Hotel Rugby Limited
2. Quarter ending – 31<sup>st</sup> March, 2017

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PANs & DIN	Category (Chairperson /Executive/ Non-Executive /Independent / Nominee) <sup>5</sup>	Date of Appointment in the current term /cessati on	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Mahendra R. Thacker	ACUPT3010F & 01405253	Chairperson – Executive	19/10/1991	-	0	2	-
Mrs.	Darshana M. Thacker	ADHPT8279Q & 02003242	Non-Executive	16/09/1991	-	0	1	-
Mr.	Ashok M. Kadakia	AADPK7330E & 00317237	Non-Executive-Independent	30/09/2014	Five Years	3	6	4
Mr.	Dinesh L. Patel	ADJPP2348A & 06439238	Non-Executive-Independent	30/09/2014	Five Years	1	1	-

<sup>5</sup>PAN number of any director would not be displayed on the website of Stock Exchange

<sup>6</sup>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 filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

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

<sup>5</sup>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

III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
03.11.2016	10.02.2017	98 days

IV. Meeting of Committees			
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	---	---

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

#### V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) <sup>refer note below</sup>
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-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**
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
  - Audit Committee - **Yes**
  - Nomination & remuneration committee - **Yes**
  - Stakeholders relationship committee - **Yes**
  - Risk management committee (applicable to the top 100 listed entities) – **Not Applicable**
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
- 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**
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: **Yes**



**Mahendra R. Thacker**  
C.E.O.

#### Note:

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

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

## Corporate Governance Report for the year ended 31.03.2017

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status</b> (Yes/No/NA) refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	N/A	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	N/A	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N/A	
New name and the old name of the listed entity	N/A	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b> (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
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
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.



<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	N/A
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	N/A
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	N/A
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

**Note**

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

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.: **NA**



**Mahendra Thacker**  
CEO