

HOTEL RUGBY LIMITED



**23rd Annual Report
Year Ended 31st March, 2014**



BOARD OF DIRECTORS :

Shri Mahendra R. Thacker	Executive Director
Smt. Darshana M. Thacker	Executive Director
Shri Ashok M. Kadakia	Non-Executive Director
Shri Dinesh L. Patel	Non-Executive Director

AUDITORS :

R. Kabra & Company
Chartered Accountants

SOLICITORS :

Law Charter

BANKERS :

Union Bank of India
Axis Bank Ltd.

REGISTERD OFFICE:

6, Stadium House
81/83, Veer Nariman Road,
Mumbai - 400 020.
Tel. : 2282 1721
Fax : 2202 1090

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REGISTRAR & SHARE TRANSFER AGENTS :

M/s. Link Intime India Pvt. Limited.
C/13, Pannalal Silk Mills Compound,
L. B. S. Marg, Bhandup (W),
Mumbai - 400 078.
Tel. : 2596 3838



HOTEL RUGBY LIMITED**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE 23RD ANNUAL GENERAL MEETING OF THE MEMBERS OF HOTEL RUGBY LIMITED WILL BE HELD ON TUESDAY, 30TH SEPTEMBER, 2014 AT 10.30 A.M. AT MAHARASHTRA CHAMBERS OF COMMERCE TRUST, 6TH FLOOR, DAHANUKAR HALL, ORICON HOUSE, MAHARASHTRA CHAMBERS OF COMMERCE PATH, FORT, MUMBAI – 400 001, TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as on 31st March, 2014 and the Statement of Profit and Loss for the year ended 31st March, 2014 and Reports of Auditors and Directors thereon.
2. To appoint a Director in place of Mrs. Darshana M. Thacker (DIN:02003242) who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint M/s. R. Kabra & Co., Chartered Accountants (Firm Reg. No.104502W), the retiring Auditors of the Company, as Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of Twenty Sixth Annual General Meeting of the Company subject to ratification at every Annual General Meeting and at a remuneration to be determined by the Board of Directors of the Company.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Dinesh Lalbhai Patel (DIN:06439238), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 31st January 2014 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing in compliance with the provisions of Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 30.09.2014.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Ashok Manilal Kadakia (DIN:00317237) who was appointed as a Director



liable to retire by rotation under the provisions of the Companies, Act, 1956 and in respect of whom the Company has received a notice in writing in compliance with the provisions of Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 30.09.2014."

NOTES:

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

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percentage of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies submitted on behalf of limited companies, societies etc., must be supported by an appropriate resolution/ authority as applicable.

- 2. The Register of Members and Register of Transfers will remain closed from 26th September, 2014 to 30th September, 2014 (both days inclusive).**
- 3. Members are requested to intimate any change in their address to the Company and Share Transfer Agents- M/s. Link Intime India Pvt. Ltd. (Formerly M/s. Intime Spectrum Registry Ltd.), C/13, Pannalal Silk Mill Compound, L. B. S. Marg, Bhandup (West), Mumbai 400078 at the earliest quoting their Folio Numbers.**
- 4. Mr. Ashok M. Kadakia and Mr. Dinesh L. Patel who are seeking appointment as Independent Directors do not hold any shares in the Company.**

The relevant details of directors seeking appointment/re-appointment under Item No. 2, 4 and 5 above, as required by Clause 49 of the Listing Agreements entered into with the Stock Exchanges are given under the Corporate Governance Report.

- 5. The Members/Proxies/Representatives are requested to bring the duly filled and signed Attendance Slip enclosed in the Annual Report for attending the Meeting.**
- 6. 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.**
- 7. Voting through electronic means:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all its members to enable them to cast their vote for all the resolutions/special resolutions proposed at

23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through evoting services provided by Central Depository Services Limited. The Company has appointed Mr. Sudesh V. Joshi, Chartered Accountants, Mumbai, as Scrutinizer for conducting the e-voting process in a fair and transparent manner. The instructions of e-voting are detailed hereunder:

The instructions for members for voting electronically are as under:-

A. In case of members receiving e-mail:

Open your web browser during the e-voting period. E-voting period begins from **Wednesday, 24th September, 2014 (9.00 a.m.) and ends on Friday, 26th September, 2014 (6.00 p.m.)**. During this period, shareholders holding shares either in physical form or dematerialized form, as on Friday, 22nd August, 2014, being cut-off date/entitlement date, may cast their vote electronically. The e-voting shall be disabled by CDSL for voting thereafter. Log on to 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.

(i) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	<p>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.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <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 the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) 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.
- (iv) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who 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.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, 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. (xvii) above to cast vote.
- (B) The voting period begins on Wednesday, 24th September, 2014 (9.00 a.m.) and ends on Friday, 26th September, 2014 (6.00 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 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



(C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

The Scrutinizer shall within a period of not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.hotelrugby.in and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

Poll will also be conducted at the Annual General Meeting and members who has not cast his/her vote through e-voting facility may attend the Annual General Meeting and cast his/her vote.

By Order of the Board

MAHENDRA R. THACKER
Director
(DIN:01405253)

Registered Office:

6, Stadium House,
81/83, Veer Nariman Road,
Churchgate, Mumbai 400020.

Place: Mumbai

Date: 31.07.2014

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No.4**

Pursuant to the provisions of Section 161 of the Companies Act, 2013, the Board of Directors at their meeting held on 31.01.2014, has appointed Mr. Dinesh L. Patel as an Additional Director of the Company with immediate effect. He holds office upto the date of the forthcoming Annual General Meeting of the Company. The Company has received a notice in writing in compliance with the provisions of Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company.

Further, as per Section 149 of the Companies Act, 2013, the Company should have at least one third of the total number of Directors as Independent Directors on the Board of the Company. An independent Director shall hold office for a term of up to five consecutive years on the Board of a Company and no independent director shall hold office for more than two consecutive terms. The provisions relating to retirement by rotation shall not be applicable to the independent directors.

The Company has received a declaration from Mr. Dinesh L. Patel that he meets with the criteria of independence as prescribed both under sub subsection (6) of section 149 of the Act and under Clause 49 of the Listing Agreement.

Mr. Dinesh L. Patel does not hold any Equity Shares in the Company.

In the opinion of the Board, he fulfills the conditions of appointment as Independent Director as specified in the Act and the Rules framed thereunder. His knowledge and experience will be of immense benefit and value to the Company and he is independent of the management. The draft letter of appointment of Mr. Dinesh L. Patel shall be open for inspection at the Registered Office of the Company by any Member during normal business hours.

A brief resume of Mr. Dinesh L. Patel, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange, are provided in the Corporate Governance Report forming part of the Annual Report.

This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

The Board recommends passing of this Resolution by way of Ordinary Resolution.

Save and except for Mr. Dinesh L. Patel, 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.5

As per Section 149 of the Companies Act, 2013, the Company should have at least one third of the total number of Directors as Independent Directors on the Board of the Company. An independent Director

shall hold office for a term of up to five consecutive years on the Board of a Company and no independent director shall hold office for more than two consecutive terms. The provisions relating to retirement by rotation shall not be applicable to the independent directors.

The Company has received a declaration from Mr. Ashok M. Kadakia that he meets with the criteria of independence as prescribed both under sub subsection (6) of section 149 of the Act and under Clause 49 of the Listing Agreement.

Further, Mr. Ashok Kadakia is not disqualified from being appointed as Directors in terms of section 164 of the Act and has given his consent in writing to act as Director of the Company and consequent to his appointment, he shall not be liable to retire by rotation in terms of explanation to section 152(6) of the Act.

In the opinion of the Board, he fulfills the conditions of appointment as Independent Director as specified in the Act and the Rules framed thereunder. He is independent of the Management. The draft letter of appointment of Mr. Dinesh L. Patel shall be open for inspection at the Registered Office of the Company by any Member during normal business hours.

A brief resume of Mr. Ashok M. Kadakia, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange, are provided in the Corporate Governance Report forming part of the Annual Report.

This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

The Board recommends passing of this Resolution by way of Ordinary Resolution.

Save and except for Mr. Ashok M. Kadakia, 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

By Order of the Board

MAHENDRA R.THACKER

Director

(DIN:01405253)

Registered Office:

6, Stadium House,
81/83, Veer Nariman Road,
Churchgate, Mumbai 400020.

Place: Mumbai

Date: 31.07.2014

DIRECTORS' REPORT

Your Directors hereby present the 23rd Annual Report together with the Audited Accounts of the Company for the financial year ended 31st March 2014.

FINANCIAL RESULTS:

The figures of the current accounting year are summarized below:

	(Rs. in Lacs)	
	For the Year ended 31.03.2014	For the Year ended 31.03.2013
Sales and Other Income	25.11	35.34
Profit Before Interest, Tax And Depreciation	10.27	11.48
Interest	0.01	3.79
Profit Before Exceptional Items & Tax	10.26	7.69
Less :- Exceptional Item		
Prior Period Expenses	0	0
Add :- Exceptional Income		
a) Provision for Dimulation in value of Investment earlier provided now written back	5.07	305.87
b) Amount of Margin Money Paid towards investment in NSEL Contracts written off.	(64.43)	0
Profit Before Tax	(49.10)	313.56
Less :- Provision for Taxation	0	1.86
Net Profit After Tax	(49.10)	311.70
Excess Income Tax Provision	1.80	0
Loss Brought forward	(3318.70)	(3630.40)
Profit/(Loss) Available for Appropriation	3366.00	3318.70

DIVIDEND:

In view of the accumulated losses of the earlier years, your Directors express their inability to declare any dividend for the year under review.