

HOTEL RUGBY LIMITED



**27th Annual Report
Year Ended 31st March, 2018**

**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 :

R. K. Patni & Co.

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 27th ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF HOTEL RUGBY LIMITED, WILL BE HELD ON FRIDAY, 28th SEPTEMBER, 2018 AT 10.30 A.M. AT MAHARASHTRA CHAMBERS OF COMMERCE TRUST, 6THFLOOR, 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, 2018 and the Reports of the Directors and Statutory Auditor thereon.
2. To Appoint a Director in place of Mrs. Darshana Thacker (DIN:02003242), who retires by rotation at this Annual General Meeting and being eligible, offers herself for Re-appointment.
3. To Appoint Mr. Jatin Shah (Membership No. 103858), Chartered Accountant, Mumbai as the Statutory Auditor of the Company for a period of 5 (five) years i.e. from the conclusion of 27th AGM till the conclusion of 32nd 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 Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Amendments) Regulations, 2018, consent of the Members of the Company be and is hereby accorded to the continuance of the Directorship with effect from April 1, 2019, up to the end of the current term on September 30, 2019, of Mr. Ashok Kadakia (DIN:00317237), age 76 years, who, at the 23rd Annual General Meeting of the Company held on September 30, 2014, had been duly appointed as an Independent Director of the Company with effect from September 30, 2014, for a period of five years, in accordance with the applicable provisions of the Companies Act, 2013.”

Item No. 5:

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

“RESOLVED THAT pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Amendments) Regulations, 2018, consent of the Members of the Company be and is hereby accorded to the continuance of the Directorship of Mr. Mahendra Thacker (DIN:01405253), age 75 years with effect from April 1, 2019, who, had been duly appointed as Director liable to retire by rotation in accordance with the applicable provisions of the Companies Act.,”

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 48 HOURS 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 Statements 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.**
The Register of Members and the Share Transfer books of the Company will remain closed from Friday, 21st September, 2018 to Friday, 28th September, 2018 (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., C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 at the earliest quoting their Folio Numbers.
4. The Members who will hold the shares either in physical form or in dematerialized form as on 24th August, 2018 will receive the Notice of AGM and Annual Report for the Financial Year ended 31st March, 2018.

5. The Members/Proxies/Representatives attending the Meeting are requested to bring their Attendance Slip sent herewith duly filled and signed alongwith Annual Report.
6. 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.
7. 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.
8. 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.
9. 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.
10. Members may also note that the Notice of the 27th AGM and the Annual Report for the Financial Year 2017-18 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.
11. 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.
12. 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.
13. In case, of joint holders attending the AGM, only such joint holder who is higher in order of names will be entitled to vote.
14. 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.
15. 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

16. 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 27th 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 Accountants, 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 Participant(s)] :

Open your web browser during the e-voting period. Remote E-voting period begins from **Tuesday, 25th September, 2018 (9.00 a.m.) and ends on Thursday, 27th September, 2018 (5.00 p.m.)**. During this Period, shareholders holding shares either in physical form or dematerialized form, as on Friday, **21st September, 2018**, 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, **21st September, 2018** 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:

- Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- The voting period begins on **Tuesday, 25th September, 2018 (9.00 a.m.) and ends on Thursday, 27th September, 2018 (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 21st September, 2018, 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

- 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.
 - 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.
 - 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.
- 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, **21st September, 2018**. 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.
 - 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.
 - 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.
 - The resolutions listed in the Notice of 27th 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.
 - 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 holding 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, effective from 5th December, 2018, 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.

Registered Office:
2, Ground floor, 9, Dev Bhuvan, Gazdar Street,
Chira Bazar, Kalbadevi, Mumbai – 400002.
Place: Mumbai
Date: 10.08.2018

By Order of the Board

Sd/-
MAHENDRA THACKER
CHAIRMAN
DIN-01405253

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

M/s. R. K. Patni & Co., Chartered Accountants, Mumbai (FRN-131257W), Statutory Auditors of the Company were appointed at the 24th AGM for a period of 5(five) years i.e. from the conclusion of 24th AGM till the Conclusion of 29th AGM subject to ratification by Members at every AGM. However, M/s. R. K. Patni & Co., Chartered Accountants, Mumbai (FRN-131257W) had expressed their unwillingness to act as Statutory Auditors of the Company and had furnished their resignation. Therefore, it was proposed to appoint Mr. Jatin Shah (Membership No. 103858),Chartered Accountant, Mumbai as the Statutory Auditor of the Company for a period of 5 (five) years i.e. from the conclusion of 27th AGM till the conclusion of 32nd AGM at a remuneration to be determined by the Board of Directors of the Company. Further, Mr. Jatin Shah (Membership No. 103858),Chartered Accountant, Mumbai had also furnished his consent and eligibility Certificate. Therefore, Your Directors recommend appointment of Mr. Jatin Shah (Membership No. 103858),Chartered Accountant, Mumbai as the Auditor 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:

The SEBI vide its notification dated 09.05.2018 had brought certain amendments in the existing Listing Obligations and Disclosure Requirements Regulations 2015 i.e LODR Regulations 2015 . In view of the said amendmentsw.e.f. 1st April 2019 no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.Further, the explanatory statement shall indicate the justification for appointing such a person. Therefore,it is proposed to seek approval ofthe Members vide a Special Resolution at this Annual General Meeting of the Company for the continuance Mr. Ashok Kadakia (DIN:00317237), as Non executive Director of the Company, effective April 1, 2019 pursuant to Regulations 17 of the SEBI LODR Regulations.

Further, Mr. Ashok Kadakia (DIN:00317237) was appointed as Independent Director of the Company at the 23rd AGM for a period of 5 (five) years w.e.f 30th September, 2014. Further,Mr. Ashok M. Kadakia is a Commerce Graduate having good exposure in the field ofbusiness and industry. He also holds the Directorships in the various Companies due to his vide experience in the business.

The Board is of the view that the continuance of Mr. Ashok Kadakia as an Independent director would be a great help to the Company because of his vast experience and wisdom.

Pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Amendments) Regulations, 2018, approval of the Members is being sought by way of a Special Resolution.

Save and except for Mr. Ashok M. Kadakia, none of the Promoters, Directors, Managers, Key ManagerialPersonnel of the Company and their relatives, either directly or indirectly is in any way concerned orinterested, financially or otherwise, in the above Resolution.

Item No.5:

The SEBI vide its notification dated 09.05.2018 had brought certain amendments in the existing Listing Obligations and Disclosure Requirements Regulations 2015 i.e LODR Regulations 2015 . In view of the said amendmentsw.e.f. 1st April 2019 no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.Further, the explanatory statement shall indicate the justification for appointing such a person. Therefore,it is proposed to seek approval ofthe Members vide a Special Resolution at this Annual General Meeting of the Company for the continuance of Mr. Mahendra Thacker (DIN:01405253), as Director of the Company, effective from April 1, 2019 pursuant to Regulations 17 of the SEBI LODR Regulations.

The Board is of the view that being the promoter as well as founder Director of the Company, continuance of Mr. Mahendra Thacker as Director liable to retire by rotation would be of a considerable value to the company due to his experience and knowledge.

Pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Amendments) Regulations, 2018, approval of the Members is being sought by way of a Special Resolution.

Save and except all the Promoters viz. Mr. Mahendra Thacker, Mrs Darshana Thacker, Mr. Maulik Thacker and Mr. Mihir Thacker, none of the other Directors, Managers, Key ManagerialPersonnel of the Company and their relatives, either directly or indirectly is in any way concerned orinterested, financially or otherwise, in the above Resolution

DIRECTORS' REPORT 2017-2018

Dear Members,

The Board of Directors of the Company take pleasure in presenting the 27th Annual Report along with the Audited Accounts for the Financial Year ended 31st March, 2018.

1. Financial Results of the Company

The Financial performance of the Company for the Financial Year ended 31st March, 2018, is summarized below:

(Rs. in Lacs)

	2017-18	2016-17
Gross Income	14.82	13.20
Profit Before Interest, Depreciation & Tax	(8.54)	(4.02)
Finance Cost and Bank Interest Depreciation	0.00	0.00
Profit Before Exceptional Items & Tax	(8.54)	(4.02)
Add:- Exceptional Income	--	--
Profit Before Tax	(8.54)	(4.02)
Less:- Provision for Taxation	--	--
Net Profit After Tax	(8.54)	(4.02)
Excess/(short) Income Tax Provision of Earlier Years	--	(0.02)
Net Profit for the year	(8.54)	(4.04)
Loss Brought Forward	(3392.02)	(3,387.98)
Profit/(Loss) Available for Appropriation	(3400.56)	(3392.02)

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 inadequate profits during the year and due to accumulated losses of earlier years, your Directors have thought it prudent 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 2017-18. 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, 2018, in the prescribed form MGT - 9, forms part of the report and is annexed as **Annexure I** to this report.

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

During the Financial Year 2017-18, Five(5) Board Meetings were convened and held (excluding meeting of Independent Directors) on 29.05.2017, 06.08.2017, 06.11.2017, 06.02.2018 and 03.03.2018. 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 except Mr. Ashok Kadakia and Mr. Dinesh Patel had not attended the Board Meeting held on 03.03.2018.

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 31.03.2018.

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, the SEBI vide its notification dated 09.05.2018 had brought certain amendments in the existing Listing Obligations and Disclosure Requirements Regulations 2015 i.e LODR Regulations 2015 . In view of the said amendments w.e.f. 1st April 2019 no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a Special Resolution is passed to that effect. Therefore, it was proposed to pass the Special Resolutions for continuance of Directorships of Mr. Ashok Kadakia (DIN:00317237) and Mr. Mahendra Thacker (DIN: 01405253), Directors of the Company, who had attained the age of 75 (Seventy Five) years.

10. Directors Retiring by Rotation

In accordance with the provisions of the Companies Act, 2013, Mrs. Darshana Thacker (DIN: 02003242), Director of the Company retires by rotation and offers herself for re-appointment.

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

- that in the preparation of the annual financial statements for the year ended March 31, 2018, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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, 2018 and of the profit/ loss for that period;
- 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;
- The directors had prepared the annual accounts on a going concern basis;
- 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
- 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

M/s. R. K. Patni & Co., Chartered Accountants, Mumbai (FRN-131257W), Statutory Auditors of the Company were appointed at the 24th AGM for a period of 5(five) years i.e. from the conclusion of 24th AGM till the Conclusion of 29th AGM subject to ratification by Members at every AGM. However, M/s. R. K. Patni & Co., Chartered Accountants, Mumbai (FRN-131257W) had expressed their unwillingness to act as Statutory Auditors of the Company and had furnished their resignation. Therefore, it was proposed to appoint Mr. Jatin Shah (Membership No. 103858), Chartered Accountant, Mumbai as the Statutory Auditor of the Company for a period of 5 (five) years i.e. from the conclusion of 27th AGM till the conclusion of 32nd AGM at a remuneration to be determined by the Board of Directors of the Company. Further, Mr. Jatin Shah (Membership No. 103858), Chartered Accountant, Mumbai had also furnished his consent and eligibility Certificate. Therefore, Your Directors recommend appointment of Mr. Jatin Shah (Membership No. 103858), Chartered Accountant, Mumbai as the Auditor 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 2017-18. 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 framed 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 Report is annexed as **Annexure - II** 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 is in process of complying with the said requirements.

21. 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, 2018.