

HOTEL RUGBY LIMITED



HOTEL & RESORTS

**19th Annual Report
Year Ended 31st March, 2010**

Hotel Rugby Limited



19th Annual Report

BOARD OF DIRECTORS :

Shri Mahendra R. Thakcer	Managing Director
Smt. Darshana M. Thacker	Executive Director
Shri Ashok M. Kadakia	Director
Shri V. P. Shah	Director
Shri Jitendra C. Shah	Director
Upto resigned on 20-3-2010	
Shri Mihir Thacker	Director

AUDITORS :

R. Kabra & Company
Chartered Accountants

SOLICITORS :

Law Charter

BANKERS :

Union Bank of India
Axis Bank Ltd.

C O N T A N T S

Notice	2
Director's Report	4
Auditors Report	8
Corporate Governance	9
Balance Sheet	25
Profit & Loss Account	26
Schedules Forming Part of Account	27
Consolidated Financial Statements	45

REGISTERED OFFICE :

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

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.

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE 19TH ANNUAL GENERAL MEETING OF THE MEMBERS OF HOTEL RUGBY LIMITED WILL BE HELD ON WEDNESDAY, THE 29TH SEPTEMBER, 2010 AT 11.00 A.M. AT MAHARASHTRA CHAMBERS OF COMMERCE TRUST, 6TH FLOOR, ORICON HOUSE, MAHARASHTRA CHAMBERS OF COMMERCE PATH, FORT, MUMBAI – 400001 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as on 31st March, 2010 and Profit and Loss Account for the period ended 31st March, 2010 and Report of Auditors and Directors thereon.
2. To appoint a Director in place of Mr. V. P. Shah who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and authorize the Board of Directors to fix their remuneration.

By Order of the Board
For HOTEL RUGBY LIMITED,

MAHENDRA R. THACKER
Managing Director

Registered Office:

81/83, Veer Nariman Road,
Churchgate, Mumbai 400020.

Place: Mumbai

Date: 31st August, 2010

Hotel Rugby Limited**19th Annual Report****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.
2. The Register of Members and Register of Transfers will remain closed from 24th September, 2010 to 29th September, 2010 (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. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 8 days before the date of the meeting so that the information required may be made available at the meeting.
5. The relevant details of directors seeking appointment/re-appointment under Item No. 2 above, as required by Clause 49 of the Listing Agreements entered into with the Stock Exchanges given under the Corporate Governance Report.
6. Members are requested to bring the copy of Annual Report sent to them.

By Order of the Board
For HOTEL RUGBY LIMITED,

MAHENDRA R. THACKER
Managing Director

Registered Office:

81/83, Veer Nariman Road,
Churchgate, Mumbai 400020.

Place: Mumbai

Date: 31st August, 2010.

Hotel Rugby Limited



19th Annual Report

DIRECTORS' REPORT

Your Directors hereby present the 19th Annual Report together with the Audited Accounts of the Company for the year ended 31st March 2010.

FINANCIAL RESULTS:

The figures of the current accounting year are summarized below

Particulars	For the Year ended 31.03.2010 (Rs. in Lacs)	For the Year ended 31.03.2009 (Rs. in Lacs)
Sales and Other Income	28.82	52.56
Profit Before Interest, Tax And Depreciation	13.22	(1.62)
Interest	1.72	1.31
Depreciation	0	1.60
Profit / (Loss) Before Tax	11.50	(4.54)
Less :- Exceptional Item	0.00	0.00
Add :- Exceptional Income (M/s. Rupali Commercial Pvt. Ltd. towards Time Share settlement)	0	56.49
Less : - Provision for Taxation		
- Fringe Benefit Tax	0.03	0.02
- Current Tax	0	5.35
- Deferred Tax	0	(0.18)
Net Profit / (Loss) After Tax	11.47	46.76
Short Provision for Income Tax earlier year	0.00	0.00
Deferred Tax Reversed of earlier year	1.54	0.00
Profit/(Loss) Brought Forward	(3735.17)	(3781.93)
Profit/(loss) Available for Appropriation	(3722.16)	(3735.17)

APPROPRIATIONS:

Transfer to General Reserve	NIL	NIL
Proposed Dividend	NIL	NIL
Balance Carried To Balance Sheet	(3722.16)	(3735.17)

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.

Hotel Rugby Limited**19th Annual Report****OPERATIONS:**

The Company has not carried out any Business activity during the year. Your Directors are considering various avenues & options for the activities to be undertaken

PUBLIC DEPOSITS:

The Company has neither invited nor accepted any Public Deposit within the meaning of the Section 58A of the Companies Act, 1956 and rules made thereunder, during the year under review.

OBSERVATIONS IN THE AUDITORS REPORT:

With regard to point 4 (f) (1) pertaining to uncertainty about discharge of retirement benefit the Board wishes to state that the Company has sold majority of its Fixed Assets and there is no employee of the Company. The Company has already paid all its statutory liabilities and also other pending amounts towards the benefits. There is no claim from any of the employee of the Company.

With regard to point 4 (f) (2) pertaining to accounts prepared on going concern basis the Board wishes to state that the Company has sold its majority of its fixed assets and settled liabilities towards Bank(s). Out of the Balance amount left, the Company is considering various options for the revival of the business. Company has therefore prepared accounts on going concerned basis.

With regard to point 4 (f) (3) pertaining to Subsidiary Companies Account, the Board wishes to state that the Company has already prepared a consolidated account and is attached to the Balance Sheet. Further both the subsidiary do not have any business or no major expenses. In view of this the Company has not given particulars of the Subsidiary.

With regard to point 4 (f) (4) pertaining to the Share Capital of the Company, the Board wishes to state that the Schedule I has given full details. As regards non verification of investments, the same is certified by the management.

The other observations made by the Auditors in their Audit Report have been duly clarified and explained either in the relevant notes forming part of the Annual Accounts, which are self explanatory and do not need any further clarification.

AUDITORS:

The Auditors **M/s R. Kabra & Co.,** Chartered Accountants, Mumbai, retire at the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment. You are requested to consider their re-appointment and authorise the Board of Directors to fix their remuneration.

SUBSIDIARY COMPANIES:

M/s. Polar Finance Limited and M/s. Jai Thackers Land Development Ltd. continued to be Subsidiaries of your Company during the year under review. The Company has already attached Consolidated Accounts incorporating Accounts of Subsidiaries.

**PARTICULARS OF EMPLOYEES :**

During the year under review, as there were no employees on the payroll of the Company, information pertaining to Section 217 (2A) of the Companies Act, 1956 is not applicable.

DIRECTORS:

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company Mr. V. P. Shah retires by rotation and being eligible offers himself for re-appointment.

During the year Mr. Jitendra Shah resigned from the board w.e.f. 20-3-2010. The board wishes to place on record its appreciation for the services rendered by him during his tenure.

The information to be provided for the abovementioned director under Corporate Governance Codes of the Listing Agreement has been given in the Corporate Governance Section of the Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT:

The Board states

- (a) That in the preparation of the annual accounts, the applicable Accounting Standards have been followed except Accounting Standard 15 for gratuity liability relating to previous years.
- (b) That 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 at the end of the financial year on 31st March, 2010 and of the Loss of the Company for the year under review;
- (c) That 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 preventing and detecting fraud and other irregularities;
- (d) That the Directors had prepared the annual accounts on a going concern basis.

CORPORATE GOVERNANCE:

A separate report on Corporate Governance has been incorporated as a part of this report along-with a certificate from Auditors of the Company, which is annexed thereto.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**(A) CONSERVATION OF ENERGY:**

Energy Conservation remained an area of priority for the Company. Selective replacement of obsolete equipments and awareness of the employees through training has enabled the Company to achieve reduction in energy consumption.

Hotel Rugby Limited**19th Annual Report**

Since your Company does not own any manufacturing facility, the other particulars relating to conservation of energy and technology absorption as stipulated in the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 are not applicable.

(B) TECHNOLOGY ABSORPTION:

The activities of the Company do not involve any technology absorption or expenditure on research and development.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO:

	<u>31.03.2010</u>	<u>31.03.2009</u>
Foreign Exchange Earnings	Rs. NIL	Rs. NIL
Foreign Exchange Outgo	Rs. NIL	Rs. NIL

APPRECIATION:

Your Directors wish to place on record their appreciation for the wholehearted co-operation received from Shareholders, Bankers, Financial Institutions and valued Customers of the Company.

For and On behalf Of the Board

Date : 31.08.2010
Place : Mumbai
Regd. Office:
6, Stadium House
81/83 Veer Nariman Road
Mumbai - 400 020.

Mr. Mahendra Thacker
Managing Director

Mr. Ashok Kadakia
Director

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 31st March, 2010 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

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 Clause. 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 Clause 49 of the above mentioned Listing Agreement.

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 Shareholders/ Investors' Grievances 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.

Place: Mumbai

Date: 31st August, 2010

For R. KABRA & Co
Chartered Accountants

(R. L. KABRA)
Partner

M. NO. 16216

Firm Reg. NO.104502W



Corporate Governance

Pursuant to Clause 49 of the listing agreement 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) The Company's Board presently consists of Two Executive Directors, One Non-Executive Director and two Non-Executive Independent Directors. Thus the Board comprises of majority of Non-Executive Directors.

Name of the Director	Executive, Non-executive, Independent	No. of Other Directorships	
		Private	Public
Mr. Mahendra R. Thacker	Managing Director, Executive	0	3
Mrs. Darshana M. Thacker	Executive Director, Executive	0	3
Mr. Ashok M. Kadakia	Non-executive, Independent	3	5
Mr. V. P. Shah	Non-executive, Independent	0	1
Mr. Mihir Thacker	Non-executive	0	1
Mr. Jitendra Shah*	Non-executive, Independent	0	1

* Mr. Jitendra Shah resigned as a Director with effect from 20th March, 2010.

NOTES:

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

The Board of the Company met five times during the year on the following dates viz. 04/06/2009, 29/07/2009, 17/08/2009, 30/10/2009 and 30/01/2010.

The Company placed before the Board the annual operating plans, various other information, including those specified under Annexure 1 of the Listing Agreement, from time to time.

- (b) The attendance at the Board Meetings and the Last Annual General Meeting (24.09.2009) were as under: