



HOTEL RUGBY LIMITED

**31ST ANNUAL REPORT FOR THE FINANCIAL YEAR
2021-22**



**GOOD FOOD IS
THE
FOUNDATION
FOR GENUINE
HAPPINESS**



Respected Members',

On my behalf and on behalf of the Board of Directors, I welcome you all to this 31st Annual General Meeting of the Company.

In the last 24 months we are confronted with an unparalleled pace of change. The cascading impact of COVID-19 and its ramification on people, society and economy has left us all vulnerable. Despite the toughest of times, the resolve to shape a better and healthier world has only been strengthened with businesses leading from the front in overcoming challenges sprung forth by the pandemic.

Business is a force for good. This is the philosophy your Company has committed to while embarking on a journey towards a sustainable future focusing on environmental sustainability, good governance, people and societal initiatives.

Your Company has been focused on the safety and wellness of people and partners in these challenging times. Your Company served employees, customers, communities, and the broader ecosystem through critical and strategic interventions, steered by the Company's Code of Ethics.

It will not be out of place at this juncture to say that your Company's ability deliver growth and sustain business gradually. The momentum is attributable to its ability to remain relevant to its esteemed customer's changing choice, preference and need.

Success is working together and not a destination; it is with this hope and faith I look forward to your continuous confidence in your Company embarking on the next phase of its growth journey.

Respected Shareholders,

On my behalf and on behalf of the Board of Directors, I welcome you all to this 31st Annual General Meeting of Company. It will not be out of place at this juncture to say that your Company's ability deliver growth and sustain business gradually.

The momentum is attributable to its ability to remain relevant to its esteemed customer's changing choice, preference and need. I would like to take this opportunity on behalf of the Board of Directors and its leadership team to thank each stakeholder for their continued co-operation, support and commitment to the Company.

Success is working together and not a destination; it is with this hope and faith I look forward to your continuous confidence in your Company embarking on the next phase of its growth journey.

**Penning down by Chairman
– Mr. Jayaghosh Yarlagadda**



MEET THE TEAM



UDAY SRINIVAS TANGELLA
NON-EXECUTIVE DIRECTOR



**UDAYA MANIKANTA
PEMMANABOYINA**
INDEPENDENT DIRECTOR



**JONNA VENKATA
TIRUPATI RAO**
NON-EXECUTIVE DIRECTOR



SHAIK HASEENA RAO
MANGAING DIRECTOR

CORPORATE INFORMATION

BOARD OF DIRECTORS AND KEY MANEGERIAL PERSONNEL

| Name of Directors | Category | Current Designation | Appointment / Cessation | Date | Particulars of Change in Designation |
|---------------------------------|--|---|-------------------------|------------|---|
| Mr. Jayaghosh Yarlagadda | Non-Executive | Independent Director & Chairperson | Appointment | 13.05.2022 | Designated as Chairperson on May 13, 2022 |
| Mrs. Shaik Haseena | Executive | Managing Director | Appointment | 01.04.2022 | Not Applicable |
| Mrs. Suresh Tangella | Non-Executive | Non-Independent Director | Appointment | 01.04.2022 | Not Applicable |
| Mr. Jonna Venkata Tirupati Rao | Non-Executive | Non-Independent Director | Appointment | 13.05.2022 | Not Applicable |
| Mr. Uday Srinivas Tangella | Non-Executive | Non-Independent Director | Appointment | 13.05.2022 | Not Applicable |
| Mr. Udaya ManikantaPemanaboyina | Non-Executive | Independent Director | Appointment | 13.05.2022 | Not Applicable |
| Mrs. Darshana M. Thacker | Non-Executive | Non-Independent Director | Resignation | 01.04.2022 | Not Applicable |
| Mr. Rajesh S. Parikh | Executive | Whole Time Director & Chief Financial Officer | Resignation | 01.04.2022 | Not Applicable |
| Mr. Mahendra R. Thacker | Executive | Executive Director, CEO & Chairperson | Resignation | 13.05.2022 | Not Applicable |
| Mr. Ashok M. Kadakia | Non-Executive | Independent Director | Resignation | 13.05.2022 | Not Applicable |
| Mr. Dinesh Patel | Non-Executive | Independent Director | Resignation | 13.05.2022 | Not Applicable |
| Mr. Sanjay Kapur | Non-Executive | Independent Director | Resignation | 13.05.2022 | Not Applicable |
| Ms. Somya Kasliwal | Company Secretary & Compliance Officer | Not Applicable | Appointment | 05.11.2020 | Not Applicable |

AUDITORS OF THE COMPANY

| Sr. No. | Particulars of Details | Statutory Auditor | Internal Auditor | Secretarial Auditor |
|---------|------------------------|---|---|---|
| 1. | Name | B. M. Gattani& Co. | M. H. Dalal& Associates, | Ms. Sudhanya Sengupta |
| 2. | Address | 702 B-Wing, Om Sai Shravan, Opp. Shimpoli Telephone Exchange Shimpoli, Borivali (West), Mumbai 400092, Maharashtra, India. | 301/ 308, Balaji Darshan, Tilak Road, Santacruz West, Mumbai-400054, Maharashtra, India. | 3/68 Vidyasagar, Kolkata - 700047, West Bengal, India |
| 3. | FRN / M. No / CP No | 113536W | 112449W | 7756 |
| 4. | Date of Appointment | 27/09/2019 | 10/06/2021 | 26.05.2022 |
| 5. | Appointed in | 28 th Annual General Meeting | Board Meeting | Board Meeting |
| 6. | Tenure | 5 Years (From 01.04.2019 to 31.03.2024) | 1 Year (From 01.04.2021 to 31.03.2022) | 1 Year (From 01.04.2021 to 31.03.2022) |

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NOTICE OF 31ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty-First (31st) Annual General Meeting (AGM) of the Members of Hotel Rugby Limited ('the Company') will be held on Wednesday, on 29th Day of June, 2022 at 03:30 P.M. (I.S.T.) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') at deemed venue at 2, Ground Floor, 9 Dev Bhuvan, Gazdar Street, Chirabazar, Kalbadevi, Mumbai-400002, Maharashtra, India. To transact the following businesses:

ORDINARY BUSINESS:

ITEM NO. 1. TO REVIEW, CONSIDER AND ADOPT STANDALONE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022:

SPECIAL BUSINESS:

ITEM NO. 2. TO APPOINT MRS. SHAIK HASEENA (DIN: 08141400) AS A DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any, (including any amendments, Statutory modifications and/or re-enactments thereof for the time being in force), and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to appoint Mrs. Shaik Haseena (**DIN: 08141400**) as a Director (Professional, Executive) of the Company and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to sign such forms/returns, and various documents as may be required to be submitted to the Registrar of Companies, Mumbai, Stock Exchange(s) or any such other authorities and to do all the acts, deeds and things which may be necessary to give effect to the above said."

ITEM NO. 3. TO APPROVE APPOINTMENT OF MRS. SHAIK HASEENA (DIN: 08141400) AS A MANAGING DIRECTOR OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as an **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, if any (including any amendments, statutory modifications and/or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Nomination & Remuneration Committee and approval of Board of Directors of the Company, consent of the

members of the Company be and is hereby accorded to approve the appointment of Mrs. Shaik Haseena (DIN: 08141400) as a Managing Director ("MD") of the Company for a period of 5 years not liable to retire by rotation on the following terms and conditions:

| Sr. No. | Particulars | Details |
|---------|--------------------------------------|---|
| 1. | Tenure | For a period of 5 years i.e., from April 01, 2022 to March 31, 2027 |
| 2. | Nature of Duties | The Managing Director shall devote her whole time and attention to the business of the Company and perform such duties as may be entrusted to her by the Board of Director from time to time and separately communicated to her and exercise such powers as may be assigned to her, subject to superintendence, control and directions of the Board of Director in connection with and in the best interests of the business of the Company. |
| 3. | Remuneration | |
| | Basic Salary | Up to a maximum of Rs. 5,00,000/- Per Month, with authority to the Board of Directors or a Committee thereof to fix her Basic Salary within the said Maximum amount. |
| | Annual Increment | Annual Increment shall be decided by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee ('NRC'). The recommendation of NRC will be based on Company performance and individual performance |
| | Benefits, Perquisites and Allowances | Benefits, Perquisites and Allowances as may be determined by the Board of Directors from time to time over and above the Basic Salary |
| | Minimum Remuneration | Notwithstanding anything to the contrary here in contained where in any Financial Year during the currency of the tenure of Managing Director of the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Basic Salary, Benefits, Perquisites, Allowances and Incentive Remuneration as specified above within the Limits allowed under the Companies Act, 2013 read with Schedule V of the said Act |
| 4. | Termination: | <p>a. The appointment may be terminated earlier, without any cause, by either Party by giving to the other Party six months' notice of such termination or the Company paying six months' remuneration which shall be limited to provision of Salary, Benefits, Perquisites, Allowances and any pro-rated Bonus/Performance Linked Incentive/Commission (paid at the discretion of the Board of Directors), in lieu of such notice.</p> <p>b. The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice:</p> <ul style="list-style-type: none"> - if the Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company to which she is required by the Agreement to render services; |