

Date: 29/05/2021

To,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001.

To,  
National Stock Exchange of India,  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (East), Mumbai 400 051.

Dear Sir/(s),

**Subject : Submission of Annual Secretarial Compliance Report for the financial year ended March 31, 2021.**

**Stock Code: 526683 - BSE**  
**HOTELRUGBY - NSE**

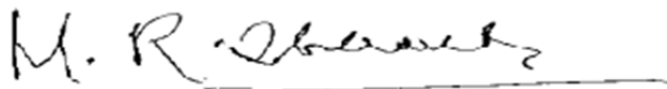
In compliance with the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, we are enclosing herewith a copy of the Annual Secretarial Compliance Report issued by M/s. Sindhu Nair & Associates, Practising Company Secretaries, for the year ended 31<sup>st</sup> March, 2021.

Please take note of the same in your records.

Thanking you,

Yours truly,

For **HOTEL RUGBY LIMITED**



**MAHENDRA THACKER**  
**DIRECTOR & CEO**  
**DIN – 01405253**  
**ADDRESS - 2, GROUND FLOOR, 9, DEV BHUVAN,**  
**GAZDAR STREET, CHIRA BAZAR,**  
**KALBADEVI, MUMBAI — 400002.**

**Encl : As above**



# SINDHU NAIR & ASSOCIATES

*Practising Company Secretaries*

102, First Floor, Kshitij Annpurna CHS Ltd, Shivsena Bhavan Path, Shivaji Park, Dadar (W), Mumbai - 400 028  
9920790002 / 022 24320208/09 [sindhu.nair.cs@gmail.com](mailto:sindhu.nair.cs@gmail.com) [www.cssindhu.com](http://www.cssindhu.com)

## ANNEX-A

**Secretarial compliance report of HOTEL RUGBY LIMITED  
(CIN L55101MH1991PLC063265) for the year ended 31<sup>st</sup> March, 2021**

**I, SINDHU G NAIR, Practising Company Secretary have examined:**

- all the documents and records made available to us and explanation provided by HOTEL RUGBY LIMITED ("the listed entity"),
- the filings / submissions made by the listed entity to the stock exchanges,
- website of the listed entity,

**for the year ended 31<sup>st</sup> March, 2021 ("Review Period") in respect of compliance with the provisions of:**

- The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- The Securities Contract (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulation, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI Act");

**The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:-**

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018 - Not applicable, as there was no issue of specified securities during the year;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - Not applicable as there was no buy-back of securities during the year;
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - Not applicable as there are no Employee Benefit Schemes;
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable as there are no debt securities issued by the Company;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) (Amendment) Regulations, 2018;
- Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars / guidelines issued thereunder.

And based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matters specified below :-

Sr. No.	Compliance Requirement (Regulations/Circulars/Guidelines including specific clause)	Deviations	Observations /Remarks Of The Practicing Company Secretary
1	Regulation 17(1)(c)	Non-compliance with the requirements pertaining to the composition of the Board of Directors for the quarters ended June 30, 2020 and September 30, 2020	The Company was not coming under the category of top 2000 companies on BSE. However, it was falling under top 2000 listed entities on NSE and therefore as per Regulation 17 of SEBI (LODR), it was required to have six Directors on the Board. Further, the Company had appointed two Directors on September 29, 2020 at the Annual General Meeting approving their appointment w.e.f. September 30, 2020 and thus complied with the said Regulation.
2	Regulation 17(1A)	Non-compliance in the matter of continuing Mrs. Darshana Thacker as non-executive Director as she had attained the age of 75 on June 8, 2020	The Company had passed the special resolution on September 29, 2020 in the matter of approving the continuation of appointment of Mrs. Darshana Thacker with effect from June 8, 2020 and has complied with the said Regulation.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder insofar as it appears from my /our examination of those records.



(c) The following are the details of actions taken against the listed entity / its promoters / directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the standard operating procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars /guidelines issued thereunder:  
**The Company has during the financial year received the following notices from the NSE Limited.**

Sr. No.	Action Taken By	Details Of Violation	details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing Company Secretary, If Any.
1	Listing Compliance - NSE	Regulation 17 (1)(c)	Levied a fine of Rs.5,36,900/- for the quarter ended June 30, 2020	The Company was not coming under the category of top 2000 companies on BSE. However, it was falling under top 2000 listed entities on NSE and therefore and as per Regulation 17 of SEBI (LODR), it was required to have six Directors on the Board. However, the Company appointed two new Directors on September 29, 2020 approving their appointment w.e.f. September 30, 2020 and thus complied with the said Regulation. Further, the Company had made a plea for waiver of fine which was not accepted by NSE. In order to abide with the rules of the SEBI, the Company has paid the penalty to the NSE on April 17, 2021.
2	Listing Compliance - NSE	Regulation 17 (1)(c)	Levied a fine of Rs.5,36,900/- for the quarter ended September 30, 2020	The Company was not coming under the category of top 2000 companies on BSE. However, it was falling under top 2000 listed entities on NSE and therefore and as per Regulation 17 of SEBI (LODR), it was required to have six Directors on

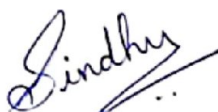


				<p>the Board. However, the Company also appointed two new Directors on September 29, 2020 approving their appointment w.e.f. September 30, 2020 and thus complied with the said Regulation. Further, the Company had made a plea for waiver of fine which was not accepted by NSE. In order to abide with the rules of the SEBI, the Company has paid the penalty to the NSE on April 17, 2021.</p>
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(d) The following observations were made in the previous reports and the listed entity has taken the following actions in the matter:

Sr No.	Observations of the Practising Company Secretary in the previous Reports	Observations made in the secretarial compliance report for the year ended March 31, 2019	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
	NIL		NIL	

For SINDHU NAIR & ASSOCIATES



(SINDHU G NAIR)  
Practising Company Secretary  
Proprietor  
(FCS- 7938, CP-8046)  
UDIN: F007938C000383456

Place: Mumbai  
Date: 28-5-2021