

**Date:** May 30, 2022

To,  
BSE Limited  
Corporate Relationship Department  
P.J Towers, Dalal Street, Fort,  
Mumbai – 400001, Maharashtra. India.  
**Scrip Code: 526683**

To,  
The Manager,  
National Stock Exchange of India Limited  
Listing Department,  
Exchange Plaza.5<sup>th</sup>Floor, Plot No. C/1, G  
Block Bandra-Kurla Complex, Bandra (E),  
Mumbai-400051, Maharashtra. India  
**Symbol: HOTELRUGBY**

**Subject: Annual Secretarial Compliance Report for the financial year ended March 31, 2022.**

Dear Sir/Madam,

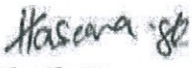
Pursuant to Regulation 24A of the Securities and Exchange Board of India (“SEBI”) (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended time to time and SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019, Please find enclosed herewith the annual secretarial compliance report issued by M/s. Sudhanya Sengupta, Practicing Company Secretary, (C.P. No.7756) for the financial year ended March 31, 2022.

This report is also being made available on the Company’s website at:  
<http://www.hotelrugby.co.in/cms/3/Investor-Relation>

We request you to take the above on your record.

Thanking you,  
Yours faithfully,

**For and on Behalf of Hotel Rugby Limited**

  
**Shaik Haseena**  
**Managing Director**  
**DIN : 08141400**  
**Date : May 30, 2022**  
**Place : Hyderabad**  
**Encl : a.a**



**ANNUAL SECRETARIAL COMPLIANCE REPORT**

[Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015, as amended]

**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH 2022**

I, Sudhanya Sengupta, Practising Company Secretary have examined that:

- a) All the documents and records made available to me and explanation provided by M/s. **HOTEL RUGBY LIMITED** (CIN: L55101MH1991PLC063265) having its Registered Office at 2, Ground Floor, 9, Dev Bhuvan, Gazdar Street, Chirabazar, Kalbadevi Mumbai 400002, Maharashtra, India, hereinafter referred to as “**the listed entity**”;
- b) The filings / submissions made by the listed entity to the stock exchanges;
- c) Website of the listed entity;
- d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31.03.2022 (“Review Period”) in respect of compliance with the provisions of:
  1. The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
  2. The Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

*Sengupta*



- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - ***(Not applicable to the Company during the Audit Period)***
- e) The Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009; - ***(Not applicable to the Company during the Audit Period)***
- f) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 - ***(Not applicable to the Company during the Audit Period)***
- g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - ***(Not applicable to the Company during the Audit Period)***
- h) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - ***(Not applicable to the Company during the Audit Period)***
- i) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - ***(Not applicable to the Company during the Audit Period)***
- j) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - ***(Not applicable to the Company during the Audit Period)***
- k) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 - ***(Not applicable to the Company during the Audit Period)***
- l) The Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016 - ***(Not applicable to the Company during the Audit Period)***

And circulars/ guidelines issued there under;

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 there under, except in respect of matters specified below: -

<b>Sr. No</b>	<b><u>Compliance Requirement</u> <u>(Regulations/ circulars /</u> <u>guidelines including Specific</u> <u>Clause)</u></b>	<b><u>Deviations</u></b>	<b><u>Observations/</u> <u>Remarks of</u> <u>the Practicing</u> <u>Company</u> <u>Secretary</u></b>
1	Regulation 3 (5) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015	Non-maintenance of Digital Database to handle unpublished price sensitive information.	Nil

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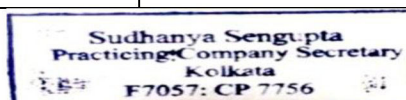
- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from my examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ 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 there under;

<u>Sr. No.</u>	<u>Action taken by</u>	<u>Details of violation</u>	<u>Details of action taken E.g., fines, warning letter, debarment, etc.</u>	<u>Observations/ remarks of the Practicing Company Secretary, if any.</u>
Nil				

- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

<u>Sr. No</u>	<u>Observations of the Practicing Company Secretary in the previous reports</u>	<u>Observations made in the Secretarial Compliance Report for the Year ended 31.03.2021</u>	<u>Actions taken by the Listed Entity, if any</u>	<u>Comments of the Practicing Company Secretary on the actions taken by the listed entity</u>
1.	Nil	Non-Compliance of provision of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations, 2015	The Company had passed special resolution on September 29, 2020 in the said matter, thus complied with the said regulation and paid the aforesaid fine levied on January 13, 2022.	The said non - compliance is rectified

*Sengupta*



2.	Nil	The Company was falling under Top 2000 listed entities on the NSE and therefore was required to have minimum 6 Directors on the Board. Due to the said noncompliance, the NSE had levied penalty of Rs. 5,36,900/- on the Company for each quarter.	The Company had appointed two more Directors on September 30, 2020 and paid the aforesaid fine levied on April 17,2021.	The said non - compliance is rectified
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e) Any other information:

The Company was acquired by Mrs. Shaik Haseena (Acquirer No 1), Mr. Gangavarapu Prasanth (Acquirer No 1) and Mr. Tangella Suresh (Acquirer No 3) by making open offer of 37,23,928 Equity Shares of the Company. The Offer was opened on 25.01.2022 and closed on 08.02.2022.



**Sudhanya Sengupta**  
**Practising Company Secretary**  
**M. No. : F7057**  
**CP No : 7756**  
**Peer Reviewer Code: 747**  
**UDIN : F007057D000400560**

**Place : Kolkata**  
**Date : 26.05.2022**