

HOTEL RUGBY LIMITED



HOTEL & RESORTS

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

**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

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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



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.



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.

**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.



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:



Name of the Director	Relationship with other Directors	Business relationship with the Company	Attendance Board Meeting	AGM
Mr. Mahendra R. Thacker	Husband of Mrs. Darshana Thacker & Father of Mr. Mihir Thacker	Promoter	4	Yes
Mrs. Darshana M. Thacker	Wife of Mr. Mahendra Thacker & Mother of Mr. Mihir Thacker	Promoter's Family	3	Yes
Mr. Ashok M. Kadakia	None	None	4	Yes
Mr. V. P. Shah	None	None	2	No
Mr. Mihir Thacker	Son of Mr. Mahendra Thacker & Mrs. Darshana Thacker	Promoter's Family	0	No
Mr. Jitendra Shah	None	None	0	No

(d) Remuneration of Directors

Details of remuneration paid to Directors for the year ended 31st March, 2010 are as follows:

Name of the Director	Loans & Advances from the Company	Sitting Fees	Salary & Commission	perquisites	Total
Mr. Mahendra R. Thacker	Nil	Nil	Nil	Nil	Nil
Mrs. Darshana M. Thacker	Nil	Nil	Nil	Nil	Nil
Mr. Ashok M. Kadakia	Nil	Nil	Nil	Nil	Nil
Mr. V. P. Shah	Nil	Nil	Nil	Nil	Nil
Mr. Mihir Thacker	Nil	Nil	Nil	Nil	Nil
Mr. Jitendra Shah	Nil	Nil	Nil	Nil	Nil

In view of losses incurred during the year under review, none of the Directors charged any fees during the year.

(e) Code of Conduct

The Board has formulated a Code of Conduct for the Board Members and Senior Management of the Company. All the Members and Senior Managerial Personnel have affirmed the Compliance with the Code on annual basis.



3. Audit Committee

(i) The Audit Committee is consisting of following Directors:

Name	Designation	Non-executive / Independent
Mr. Ashok M. Kadakia	Chairman	Independent
Mr. Mihir Thacker	Member	Non Executive
Mr. V. P. Shah	Member	Independent

(ii) During the year under review five meetings were held on 04/06/2009, 29/07/2009, 17/08/2009, 30/10/2009 and 30/01/2010 respectively. Except Mr. Mihir Thacker, other members have attended the meeting.

Role of Audit Committee

The Role of Audit Committee shall include the following:

1. Oversight of the company's Financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board. The appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditor for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statement before submission to the board for approval. With particular reference to :
 - a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in term of Clause (2AA) of section 217 of the Companies Act, 1956
 - b) Changes, if any, in accounting policies and practices and reasons for the same
 - c) Major accounting entries involving estimates based on the exercise of judgment by management
 - d) Significant adjustments made in the financial statement arising out of audit findings
 - e) Compliance with listing and other legal requirements relating to financial statements
 - f) Disclosure of any related party audit report.
 - g) Qualification in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.

6. Reviewing. With the management, performance of statutory and internal auditors, adequacy of the internal control systems.
7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
8. Discussion with internal auditors any significant findings and follow up thereon.
9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern. .
11. To look into the reasons for substantial defaults in repayment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
12. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
13. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i) : The term "related party transaction " shall have the same meaning as contained in the Accounting Standard 18, Related Party Transaction. Issued by The Institute of Chartered Accountants of India.

Explanation (ii) : If the company has set up an audit committee pursuant to provision of the Companies Act, the said audit committee shall have such additional functions / features as is contained in this clause.

Review of Information by Audit Committee

The Audit Committee shall mandatory review the following information:

1. Management discussion and analysis of financial condition and result of operations.
2. Statement of significant related party transaction (as defined by the audit committee), Submitted by management;
3. Management letters/letters of internal control weakness issued by the statutory auditors;
4. Internal audit reports relating to internal control weakness; and
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.

4. Remuneration Committee

The Board has set up a Remuneration Committee, the details of which are as follows:

Name of Director	Designation	Non-executive/ Independent
Mr. Ashok M. Kadakia	Chairman	Independent
Mr. Mihir Thacker	Member	Non Executive
Mr. V. P. Shah	Member	Independent

None of the Directors are paid any fees or remuneration during the year. There are two Wholtime Directors i.e. Managing Director and Executive Director without any remuneration, commission and perquisites in view of the losses of the previous years being carried forward. During the year under review, except Mr. Mihir Thacker, other members have attended the meetings.

5. Share Transfer and Investors Grievances Committee

The Share Transfer and Investors' Grievance Committee comprised of 3 Directors viz. Mr. Ashok M. Kadakia, as Chairman, Mr. Mahendra R. Thacker and Mrs. Darshana M. Thacker as Members. The Committee reviews the status of Investor Grievances and recommends measure to improve the Investor Services.

During the Year under review, the Share Transfer Committee and Investor Grievance Committee met twice during the year on 20.05.2009 & 15.10.2009 to address the Investors Grievances & expedite the Share Transfer process.

To expedite the transfer process in the physical segment, authority has been delegated to the Share Transfer Committee, which comprises of Mr. Mahendra R. Thacker, Managing Director and Mrs. Darshana M. Thacker, Executive Director.

6. Investors Grievances Committee

(i) Investors Grievances Committee looks into Shareholders and Investors grievance. Following are the members of the committee.

Name of the Director	Designation	Non-Executive / Independent
Mr. Ashok M. Kadakia	Chairman	Independent
Mr. Mahendra R. Thacker	Member	Executive
Mrs. Darshana M. Thacker	Member	Executive

- (ii) Mr. Mahendra R. Thacker Managing Director of the Company is the Compliance Officer.
- (iii) No. of Shareholders complaints received – One & the same was resolved
- (iv) No. of complaints not solved to the satisfaction of shareholders - **NIL**.
- (v) No. of pending Complaints – **NIL**.



7. General Body Meeting

Annual General Meeting (AGM)	Date	Time	Venue	Special Resolution passed
16 th AGM	31 st March 2007	3.30 p.m.	Indian Merchant Chamber, LNM, IMC Bldg. PB.11211 Churchgate, Mumbai-400020.	NIL
17 th AGM	27 th June, 2008	10.30a.m.	M.C.Ghia Hall, Bhogilal Hargovindas Bldg, 18/20, K Dubhash Marg., Mumbai- 400001.	NIL
18 th AGM	24 th September, 2009	11.00 a.m.	Maharashtra Chambers of Commerce Trust, 6 th Floor, Oricon House, Maharashtra Chambers of Commerce Path, Fort, Mumbai – 400 001.	NIL

No Special Resolution was required to be put through Postal Ballot Last year. No Special Resolution on the matters requiring Postal Ballot are placed for Shareholders' approval at this Meeting.

8. Disclosures

No transaction of material nature has been entered into by the Company with Directors or Management and their relatives, etc. that may have a potential conflict with interest of the Company. The Register of Contracts containing transactions in which Directors are interested is placed before the Board regularly.

During the year there has been no instance of non-compliance by the Company on any matter related to capital markets. Hence, during the year the question of penalties or strictures being imposed by SEBI or The Stock Exchanges does not arise. However BSE had suspended the trading of share of company for non payment of yearly fees which has since been paid. The Company has complied from time to time the minor queries raised by SEBI/ Stock Exchanges during the year.



9. Means of Communication

- | | |
|---|--|
| 1. Whether half yearly report sent to Share holders | : No. As the quarterly results Of the Company are published in Newspapers. |
| Newspapers in which Quarterly Results are Published | : 1. The Free Press Journal (English)
2. Navshakti (Marathi) |
| Website if any at which results are published | : NIL |
| The presentation made to Institutional investors or to the Analysts | : No presentation has been made to institutional investors or to the analysts. |

2. Management Discussion and Analysis

The company's assessment performance for the period ended 31.03.2010 and the outlook for the current year are based on the current environment and business situation. However, unforeseen circumstances and those arising from external factors could affect the performance and the results.

(i) Industry Structure and Business Overview:

The Company sold/transferred its assets & investments & paid all Banks through OTS their dues during the previous year & now looking for new avenues of business.

(ii) Opportunities and Threats:

Previously, the Company was engaged in the business of Hotels providing catering services and preparing and selling of sweets and savories.

(iii) Risk Management:

In the absence of any Foreign Transactions, the monitoring and corrective actions carried out by the Company are in accordance with the size of the business.

(iv) Segment-wise Performance:

Since the last two years there is no business segment except Company earning other income

(v) Financial & Operational Performance

The Board is considering various options for revival of business, either for Joint Venture or strategic partnership with suitable partner in the business of the Company. Meanwhile, the Company has invested its surplus funds in various Mutual Funds.

(vi) Internal Control Systems:

The Standard Operating Policy, Procedures and Guidelines are issued from time to time to Achieve best Practices for adequate control in regard to operations of the Company.

Comprehensive internal audit is also carried out by an independent internal auditor to ensure Compliance and identify weaknesses in the system.

(vii) Related Party Transactions for the period ended 31st March, 2010:**A - Related Party and their Relationships**

Subsidiary Companies	Associates	Key Management
Jai Thacker's Land Development Ltd.	Crystal Hospitality Services Ltd.	Mahendra R. Thacker Darshana M. Thacker
Polar Finance Ltd.	K.R. Thacker & Others	Mihir M. Thacker

B – Transaction with Related Parties:

Particulars	Year	Subsidiary	Associate	Key Management	Total
Unsecured Loan	31.03.2010	-	-	-	-
	31.03.2009	-	-	-	-
Loans & Advances Given	31.03.2010	3394000	1500000	-	4894000
	31.03.2009	1006000	1860000	-	2866000

(viii) Human Resources & Industrial Relations:

Since the human resource of the Company is its prime asset contributing through dedicated hard work, creative and innovation to the profitability of the organization. The industrial relations continued to be harmonious and cordial providing an atmosphere conducive to sustenance of growth and enhancement of value for shareholders. In view of the sale of Hotel, there are no employees in the Company.

(ix) Health and Safety:

Adequate safety measures have been taken at all the Places of Businesses. Highest standard of hygiene is maintained while preparing food items.

(x) Conclusion:

The Company is hopeful to break through into new business which will give a quantum jump to the image of the Company in the next few months and is looking various avenues for the same.

(xi) Cautionary Statement:

Some of the statements contained within this report may be forward looking in nature and may involve risks and uncertainties. Actual Result and Outcomes in future may vary materially from those discussed herein. Factors that may cause such variances include, but are not limited to management of growth, market acceptance of Company's product and services, risk associated with new product version, dependence on third party relationship and the activities of competitors.

**10 . General Shareholder Information:**

- a) Annual General Meeting
Date and Time : 11.00 am on 29th September, 2010
Venue : Maharashtra Chambers Of Commerce Trust,
6th Floor, Oricon House,
Maharashtra Chambers Of Commerce Path,
Fort, Mumbai – 400001
- b) Financial Calendar : 01.04.2009 to 31.03.2010
- c) Book Closure Date : 24.09.2010 to 29.09.2010 (both days inclusive)
- d) Dividend Payment Date : Not Applicable
- e) Listing on Stock Exchange : National Stock Exchange of India Ltd
Bombay Stock Exchange Ltd **Suspended**
- f) Stock Code : National Stock Exchange – HOTELRUGBY
The Stock Exchange, Mumbai – 526683
- g) Payment of Listing Fees : BSE – Paid upto Financial Year 2009-10
NSE- Paid upto Financial Year 2009-10
- h) ISIN : INE275F01019

i) Market Price Data: High, Low during each month in last financial year

Months (2009 - 10)	High	Low
April 2009	6.05	4.60
May 2009	9.00	5.25
June 2009	11.05	6.40
July 2009	7.70	5.60
August 2009	8.25	6.80
September 2009	11.60	7.50
October 2009	9.85	7.45
November 2009	8.80	7.05
December 2009	10.35	7.65
January 2010	9.40	7.35
February 2010	8.45	7.05
March 2010	8.50	6.10

j) Registrar & Transfer agents:

M/s. Link Intime India Pvt. Ltd.
(Formerly M/s. Intime Spectrum Registry Ltd.)
C/13, Pannalal Silk Mills Compound
L.B.S. Marg, Bhandup (West)
Mumbai – 400 078
Tel No. : 2596 3838



k) Share Transfer System: Share transfer in physical form can be lodged with M/s. Link Intime India Pvt. Ltd., at the above mentioned address.

l) Distribution of Shareholding as on 31st March, 2010

Slab of Shareholding	Shareholders	%	Amount in Rs.	%
1 - 500	7921	87.9820	1507432	10.5250
501 - 1000	633	7.0310	543213	3.7930
1001 - 2000	248	2.7550	380819	2.6590
2001 - 3000	81	0.9000	210382	1.4690
3001 - 4000	32	0.3550	119913	0.8370
4001 - 5000	21	0.2330	99218	0.6930
5001 - 10000	40	0.4440	285237	1.9910
10001 onwards	27	0.300	1176586	78.0340
Total	9003	100.000	1432280	100.000

According to Categories of Shareholders as on 31st March, 2010.

Categories	Number of Shares	Amount (In Rs.)	%
Promoters, Directors, Relatives of Directors & Associated Companies	10597112	105971120	73.988
Other Bodies Corporate	374999	3749990	2.618
Nationalised Banks	700	7000	0.0049
Foreign Holdings	229945	2299450	1.605
Public	3120044	3120044	21.784
Total	14322800	143228000	100

m) Dematerialisation of Shares and Liquidity:

The Company has established connectivity with National Securities Depository Limited (NSDL) and Central Depository Security (India) Limited (CDSL) and Equity Shares of the Company are available for dematerialisation with effect from 26th March, 2002. 88.97 % of the Company's Share Capital is dematerialized as on 31st March, 2010.

- n) Outstanding GDRs/ADRs/Warrants: There are no outstanding convertible warrants or instruments or any convertible instruments:
- o) Plant locations (Resort) NIL
- p) Address for Correspondence M/s. Link Intime India Pvt. Ltd.
(Formerly M/s. Intime Spectrum Registry Ltd.)
C/13, Pannalal Silk Mills Compound, L.B.S. Marg,
Bhandup (West) Mumbai – 400 078. Tel : 2596 3838



q) **Particulars of Directors seeking re-appointment:**

Mr. V.P Shah is a Commerce Graduate, Company Secretary and Businessman. He provides valuable guidance in various fields like Finance, Legal etc.

He is not on the Board of Directors of any other Companies.

CERTIFICATION BY CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) OF THE COMPANY

The CEO and CFO Certification of the Financial Statements for the year are obtained.

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT:

DECLARATION

I, Mr. Mahendra R. Thacker, Managing Director of Hotel Rugby Limited, hereby declare that all the members of the Board of Directors and the Senior Managerial personnel have affirmed Compliance with the Code of Conduct, applicable to them as laid down by the Board of Directors in terms of Clause 49(1)(D)(ii) of the Listing Agreement entered into with the Stock Exchange, for the year ended 31.03.2010.

For Hotel Rugby Limited

Mumbai
Date: 31.08.2010.

Mahendra R. Thacker
Managing Director



AUDITOR'S REPORT

TO THE MEMBERS OF HOTEL RUGBY LIMITED

1. We have audited the attached Balance Sheet of **HOTEL RUGBY LIMITED** as at 31st March 2010 and its Profit & Loss Account and the Cash Flow Statement for the year ended on that date attached thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes, examining on a test basis, evidence supporting the amounts and disclosures in the financial statement. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies-(Auditors' Report) Order 2003 issued by the Central Government in terms of Section 227 (4A) of the Companies Act, 1956 & its amendments thereto, we enclose herewith in the annexure a statement on the matter specified therein.
4. Further to our comments in the annexure referred to in paragraph 3 above, we report that :
 - (a) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of the books;
 - (c) The Balance Sheet, the Profit and Loss account and the Cash Flow Statement referred to in this report are in agreement with the books of account;
 - (d) In our opinion, the profit and loss account, the balance sheet and the cash flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3c) of section 211 of the Companies Act, 1956;
 - (e) According to information and explanations given to us and on the basis of written representations from the Directors of the company, taken on record by the Board Of Directors, **three Directors of the company are disqualified from being appointed as a Director of the company under section 274 (1) (g) of the Companies Act, 1956 as at 31st March, 2010 (since two of the subsidiaries (Public Companies) where they are directors have not filed the annual accounts and annual return for continuous previous three financial years which was filed delayed subsequent to the due date and the disqualification will continue for a period of five years since the year ended 31st March 2009)**
 - (f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts, **subject to :**



SR.NO.	PARTICULARS
1	Note No.(I)(e) (i) & (ii) of Schedule 13 – regarding uncertainty about discharge of retirement benefit as per accounting standard 15.
2	Note No. (I) (b) (ii) regarding major fixed assets sold and accounts are still prepared on going concern concept.
3	Note No. 7 (a) Regarding non inclusion of Balance Sheet of subsidiary companies as required u/s 212(1) of the Companies Act,1956, pending renewal of exemption
4	Note under schedule 1 for share capital regarding equity share issued for consideration other than cash and schedule 5 for investments including non- verification.

give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :

- a) In the case of Balance Sheet, of the State of Affairs of the company as at 31st March, 2010.
- b) In the case of Profit and Loss Account, of the profit for the year ended on that date; and
- c) In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For R.KABRA & Co.
Chartered Accountants

Place : MUMBAI
Date : 31st August, 2010

R.L.KABRA
Partner
M No : 16216
Firm Reg.No.104502W



Hotel Rugby Limited

Annexure referred to in Paragraph 3 of our report of even date of M/s. Hotel Rugby Limited for the period ended 31st March 2010.

On the basis of such checks of the books and records as we considered appropriate and the information and explanations given to us during the course of the audit, we state as under:

- i) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) A substantial portion of fixed assets has been physically verified by the management during the current period & in our opinion the frequency of verification is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) Fixed Assets have been disposed off fully during the current year and also substantial fixed assets have been sold during the earlier years, **thus the going concern concept of the company effected**
- (ii) In our opinion and according to the information and explanation given to us the company do not have any inventories during the current period and thus clause ii(a) pertaining to physical verification, clause ii(b) pertaining to procedure of physical verification and clause ii(c) regarding maintenance of proper record of inventories are not applicable.
- iii) (a) In our opinion and according to the information and explanation given to us the company has granted unsecured loans, to companies, firms or other parties covered in the register maintained under section 301 of the Act, The number of party are two. The Maximum Balance during the current year is Rs.48,94,000 and the closing balance as on year end is Rs 48,94,000.
- (b) We have been explained that above loan is in the nature of **business advance / deposit and are interest free. Except this**, it is not prejudicial to the interest of the company and other terms & conditions of the loans are as per the prevailing norms.
- (c) As explained to us, receipt of the principal amount and interest if any are on demand basis & **question of regularity cannot be ascertained therefore.**
- (d) As explained to us, the amount is receivable on demand basis, so the question of overdue amount does not arise.
- (e) Clause no iii (e) , iii (f) and iii (g) is not applicable since the company has not taken unsecured loans, from companies, firms or other parties covered in the register maintained under section 301 of the Act during the current period .



- (iv) In our opinion and according to the information and explanation given to us by the management, the internal control systems are adequate with the size of the company and the nature of its business and there are no purchase of inventory and fixed assets and sale of goods and services during the period except other Income.)
- (v) (a) As explained to us, the particulars of contracts or arrangements referred to in section 301 of the Act have been entered **however updation is required ;and**
- (b) There are no transactions relating to purchase therefore clause v(b) is not applicable.
- vi) There are no public deposit and therefore the directives issued by the Reserve Bank of India and the provisions of sections 58A, 58AA or any other relevant provisions of the Act and the rules framed there under are not applicable.
- (vii) According to the information and explanation given to us, **the company has an internal audit system, through internal controls which is commensurate with the size of the company and nature of its business**.
- viii) To the best of our knowledge and as explained to us, maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub section (1) of section 209 of the Act.
- ix) (a) **There is general delay by the company in depositing undisputed statutory dues including Income Tax, Service Tax, and other statutory dues with the appropriate authorities. There are no arrears for outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable. In some assessment years, the Company has requested to settle undisputed demand to be appropriated against refunds of other years.**
- (b) According to the information and explanation given to us and the records of the company examined by us, there are no arrears as on 31.03.2010 of the disputes taxes except that various assessments under Income Tax, Sales Tax, Service Tax and Luxury Tax are pending finalization.
- (x) There are accumulated losses at the end of the financial year which are more than fifty percent of the net worth. The company has not incurred any cash loans in the current financial year neither in the immediately preceding financial year after appropriation items.
- xi) clause xi is not applicable since there are no secured loans during the current year.
- xii) The company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.



- xiii) The provisions of special statute applicable to chit fund / nidhi / mutual benefit fund / societies are not applicable to the company.
- xiv) The company is not dealing or trading in shares, securities, debentures and other investments and as explained by the company and relied upon by us, the shares and other investments have been held by the company, in its own name unless otherwise stated.
- (xv) On the basis of the information and explanation given to us and records produced before us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xvi) Except overdraft against Fixed Deposit Receipts for working capital which was only during certain days during the year, the company has not taken any term loan in current period, therefore the question of applicability for the purpose for which the loan is taken does not arise.
- (xvii) According to the information and explanation given to us and on an overall examination of the Balance Sheet and Cash Flow of the company, we report that the company has not utilized the funds raised on short term basis for long term purpose.
- (xviii) The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- (xix) The security or charge has not been created in respect of any debenture since no debentures were issued.
- (xx) During the current period, the company has not raised money through public issue.
- (xxi) During the course of our examination of the books and records of the company carried out in accordance with the generally accepted auditing practices in India and according to the information and explanation given to us, we have neither come across any instances of fraud on or by the company noticed or reported during the current period, nor we have been informed of such case by the management.

For R. KABRA & CO.
Chartered Accountants

Place : Mumbai
Date : 31st August, 2010

R. L. Kabra
Partner
M. No 16216
Firm Reg.No.104502W



HOTEL RUGBY LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2010

I SOURCES OF FUNDS	<u>SCHEDULE NO.</u>	AS AT 31-03-2010	AS AT 31-03-2009
		RS.	RS.
<u>SHAREHOLDER'S FUNDS :</u>			
Share Capital	1	143,228,000	143,228,000
Reserves and Surplus	2	285,560,505	285,560,505
<u>LOAN FUNDS :</u>			
Secured Loans	3	-	4,556,932
<u>DEFERRED TAX LIABILITY</u>			
		-	154,187
<u>OTHERS :</u>			
Advance Subscription towards Time Share Sale		44,249	44,249
Deposits from Time Shareholders		679,500	679,500
		429,512,254	434,223,373
II APPLICATION ON FUNDS			
<u>FIXED ASSETS :</u>			
Gross Block		-	1,180,451
Less : Depreciation		-	399,098
Net Block		-	781,353
<u>INVESTMENTS</u>	4	400,003	15,400,003
<u>CURRENT ASSETS, LOANS AND ADVANCES :</u>			
<u>Cash and Bank Balances</u>			
Cash and Bank	5	1,026,722	105,287
Fixed Deposits with Banks	6	40,379,298	31,619,298
Loans and Advances	7	6,907,448	4,087,352
Rupali Commercial Pvt. Ltd		10,000,000	10,000,000
		58,313,468	45,811,937
<u>Less : Current Liabilities and Provisions</u>			
Current Liabilities	8	1,597,509	1,287,370
		1,597,509	1,287,370
		56,715,959	44,524,567
<u>NET CURRENT ASSETS</u>			
Balance from Profit & Loss A/c		(372,396,292)	(373,517,450)
		429,512,254	434,223,373

NOTES ON ACCOUNTS

As per over report of even date

For R. KABRA & CO.

Chartered Accountants

R. L. Kabra

Partner

M. No.: 16216

Firm Registration No. 104502W

Place : Mumbai

Date : 31st August, 2010

For and on behalf of the Board

Managing Director

Director



HOTEL RUGBY LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010

<u>SCHEDULE NO.</u>	<u>Period Ended</u> <u>31-03-2010</u>	<u>Period Ended</u> <u>31-03-2009</u>
	<u>Rs.</u>	<u>Rs.</u>
INCOME :		
Sales and Other Income	9 2,882,324	5,255,842
	<u>2,882,324</u>	<u>5,255,842</u>
EXPENDITURE :		
Purchases and Operating Expenses	10 -	80,000
Other Operating Expenses	11 1,560,088	5,338,457
Interest	12 171,963	130,693
Depreciation	-	160,373
	<u>1,732,051</u>	<u>5,709,523</u>
Profit Before Tax & Provisions	1,150,273	(453,681)
Add:-		
Exceptional Income(M/s Rupali Commercial Pvt Ltd towards Time Share settlement)	-	5,649,177
Profit Before Tax	1,150,273	5,195,496
Less : Provision for Taxation		
- Fringe Benefit Tax	-	2,180
- Current tax	180,000	535,000
- Defered Tax	0	(17,584)
Profit After Tax	<u>970,273</u>	<u>4,675,900</u>
Add : Short Provision for Fringe Benefi Tax	(3,302)	-
Add :- Deferred Tax Liabilites W/off	154,187	-
	1,121,158	4,675,900
Add : Profit Brought Forward	(373,517,450)	(378,193,350)
	<u>(372,396,292)</u>	<u>(373,517,450)</u>
APPROPRIATIONS :		
Surplus carried to Balance Sheet	(372,396,292)	(373,517,450)
	<u>(372,396,292)</u>	<u>(373,517,450)</u>
Earning Per Share (Basic EPS)	0.09	0.34

NOTES ON ACCOUNTS

As per over report of even date

For R. KABRA & CO.

Chartered Accountants

R. L. Kabra

Partner

M. No.: 16216

Firm Registration No. 104502W

Place : Mumbai

Date : 31st August, 2010

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For and on behalf of the Board

Managing Director

Director



HOTEL RUGBY LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2010

	AS AT 31-03-2010 Rs.	AS AT 31-03-2009 Rs.
SCHEDULE 1		
<u>AUTHORISED</u>		
1,61,00,000 Equity Shares Rs.10/- each	161,000,000	161,000,000
<u>ISSUED, SUBSCRIBED AND PAID UP</u>		
14,322,800 Equity Shares of face value of Rs.10/- each (of the above (a) 99,800 Equity Shares of the face Value of Rs.10/- each were issued as fully-paid shares for consideration other than cash vide Memorandum of Understanding executed on 16-09-91 with M/s. Rugby Hotel, the erstwhile firm which was taken over by the company. And (b) 2,940,000 Equity Shares were issued, as fully paid Bonus Shares on 29-9-93 by capitalising revaluation reserve of Rs. 19,621,140/- and Capital reserve of Rs. 9,778,860/-.)	143,228,000	143,228,000
	143,228,000	143,228,000
<u>SCHEDULE 2</u>		
<u>RESERVES AND SURPLUS</u>		
<u>Share Premium Account</u>		
Balance as per last Balance Sheet	177,058,200	177,058,200
<u>Capital Reserve</u>		
Balance as per last Balance Sheet	6,430,066	
Add:- Debt Restructuring Reserve(Refer Note no.16) (Amount of Interest waived by banks under OTS)	93,570,400	100,000,466
	100,000,466	100,000,466
<u>General Reserve</u>		
Balance as per last Balance Sheet	8,501,839	8,501,839
	285,560,505	285,560,505
<u>SCHEDULE 3</u>		
<u>SECURED LOANS :</u>		
(Including Interest accrued & due)		
<u>FROM BANKS :</u>		
1 Overdraft from Union Bank of India (Against fixed deposit receipt)	-	4,556,932
2 Loan From ICICI Bank Limited (Secured by hypothecation of Motorcar)	-	-
	-	4,556,932



HOTEL RUGBY LIMITED
SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2010

	<u>AS AT</u> <u>31-03-2010</u> Rs.	<u>AS AT</u> <u>31-03-2009</u> Rs.
SCHEDULE 4		
<u>INVESTMENTS : (NOT VERIFIED)</u>		
(As certified by management)		
I <u>(UNQUOTED) (At Cost Unless Stated Otherwise) :</u>		
1. 1,000 Shares of Rs.50/- each of Dombivli Nagari Sahakari Bank Limited fully paid-up	50,000	50,000
2. 5,000 Shares of Rs.10/- each of The Malad Sahakari Bank Limited fully paid-up	50,000	50,000
3. 4,000 Shares of Rs.25/- each of The Kalyan Janata Sahakari Bank Limited fully paid-up	100,000	100,000
4. 10,000 Shares of Rs.10/- each of Janakalyan Sahakari Bank Limited fully paid-up	100,000	100,000
5. 4,000 Shares of Rs.25/- each of Bharat Sahakari Bank Limited fully paid-up	100,000	100,000
 <u>Investment in Subsidiaries</u>		
1. Equity shares of Rugby Foods and Beverages Limited (Wholly-owned Subsidiary) 1,047,735 Equity shares of face value of Rs.10/- each fully paid-up (consisting of 100 % Equity in the company and held in the name of Hotel Rugby Limited and its nominees. 977886 Equity shares received as Bonus (14:1) of face value of Rs.10/- each as fully paid-up) (Refer Note below)		
Less :- Transferred	NIL	NIL
2. 5,066,330 Equity Shares of face value of Rs.10/- each of Polar Finance Limited fully paid-up	1	1



3. 1,805,977 Equity Shares of face value of Rs.10/- each of Thackers Holdings Limited fully paid-up		
Less :- Sale of Equity Share	NIL	NIL
4. 5,320,000 Equity Shares of face value of Rs.10/- each of Jai Thackers Land Development Limited fully paid-up	1	1
5. 558,260 Preference Shares of face value of Rs.10/- each of Jai Thackers Land Development Limited fully paid-up	1	1
6. 4,00,000 Zero percent Preference Shares of face value of Rs.10/- each at a premium of Rs. 265/- each of Rugby Foods & Beverages Ltd fully paid-up.		
Less :- Sale of Preference share during the year-	NIL	NIL
	NIL	NIL



HOTEL RUGBY LIMITED
SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2010

	AS AT 31-03-2010 Rs.	AS AT 31-03-2009 Rs.
II (QUOTED) (AT COST)		
Birla Sunlife Mutual Fund (No. of Units 526630.924 FV of Rs.10)	0	6,000,000
ICICI Prudential Mutual Fund (No. of Units 190923.498 FV of Rs.10)	0	2,500,000
IDFC Mutual Fund (No. of Units 135223.421 FV of Rs.10)	0	1,500,000
Kotak Mutual Fund (No. of Units 432291.908 FV of Rs.10)	0	5,000,000
	400,003	15,400,003

NOTE :-

- (1) Market Value of Quoted Investment is NIL/ NA
- (2) Cost of Quoted Investment is NIL/ NA
- (3) Cost of Unquoted Investment is **Rs. 4,00,003/-**

SCHEDULE 5 CASH & BANK BALANCES

Cash on hand	150288	95,287
<u>Bank Balances :</u>		
With Scheduled Banks		
On Current Account	876,434	10,000
	1,026,722	105,287

SCHEDULE 6 Fixed Deposits with Banks

Union Bank of India	20,369,298	11,608,899
HDFC Bank	20,000,000	20,000,000
Deposits with Bank (Original Deposited with Maharashtra Pollution Control Board) (not verifiable and not confirmed)	10,000	10,399
	40,379,298	31,619,298



HOTEL RUGBY LIMITED
SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2010

	AS AT 31-03-2010 Rs.	AS AT 31-03-2009 Rs.
SCHEDULE 7		
LOANS AND ADVANCES :		
A. Loans (Unsecured, Considered Good)	NIL	NIL
B. Due from Subsidiaries :	NIL	NIL
C. Advances recoverable in cash or in kind for value to be received		
1. Advance against supplies / rentals (Due from a company in which director is interested Crystal Hospitality Services Ltd)		360,000
2. <u>Other Advances and Deposits</u>	165,869	175,869
Badlapur Gas Company	67,100	
B.E.S.T (Electricity Deposit)	4,340	
Brahamumbai Mahanagarpalika (Parel)	12,000	
Manohar Gas Service	12,000	
M. C. G. B Deposit	5,000	
M.T.N.L (Deposit - Parel)	15,000	
Olympia Cig. Co. & General Stores	12,000	
Petroleum & Mineral Ltd (Deposit)	4,500	
R. S. Vatcha & Co. (Deposit)	8,829	
Telephone Deposit	25,100	
D. <u>Advance Tax and Tax Deducted at Source</u>	1,258,312	922,141
Tds on Catering A.Y. 2007-08	133,136	
Tds on Interest A.Y. 2008-09	209,393	
Tds on Interest A.Y. 2009-10	579,612	
Tds on Interest A.Y. 2010-11	336,171	
E. <u>Other Loan & Advances</u>		
i) Deposit recoverable from Juhu Gymkhana through Crystal Hospitality Services Ltd	1500000	1,500,000
ii) Due from Subsidiaries		
M/s Jai Thackers Land Development Ltd	3394000	1,006,000
ii) Others	-	-
Accrued Interest on FD with Banks	589267	123,342
	6,907,448	4,087,352
SCHEDULE 8		
CURRENT LIABILITIES :		
Sundry Creditors and Other Liabilities	609,686	355,367
Fringe Benefit Tax	-	2,180
Provision for Tax (MAT) A.Y.2009-10	535,000	535,000
Provision for Tax (MAT) A.Y.2010-11	180,000	-
Advance against supplies/ services	-	-
Rupali Commercial Pvt Ltd (Time Share Settlement)	272,823	394,823
	1,597,509	1,287,370



HOTEL RUGBY LIMITED
SCHEDULES FORMING PART OF THE PROFIT AND LOSS ACCOUNT FOR THE
YEAR ENDED 31ST MARCH,2010

	YEAR ENDED 31-03-2010 Rs.	YEAR ENDED 31-03-2009 Rs.
<u>SCHEDULE 9</u>		
<u>SALES AND OTHER INCOME :</u>		
Interest on Bank FD	2880517	3,397,135
Miscellaneous Income	1808	290,745
Dividend Income	0	54,316
Refund of Water Charges	0	1,513,646
	2,882,324	5,255,842
<u>SCHEDULE 10</u>		
<u>PURCHASES AND OPERATING EXPENSES :</u>		
<u>Foods and Beverages consumed</u>		
Operating Supplies and Laundry(earlier years)	-	80,000
	-	80,000



HOTEL RUGBY LIMITED
SCHEDULES FORMING PART OF THE PROFIT AND LOSS ACCOUNT FOR THE
YEAR ENDED 31ST MARCH, 2010

	YEAR ENDED 31-03-2010 Rs.	YEAR ENDED 31-03-2009 Rs.
SCHEDULE 11		
OTHER OPERATING EXPENSES :		
Salary, Bonus and Staff Amenities(Gratuity)	0	617,095
Contribution to Provident and Other Funds	3840	-
Rent	0	58,750
Rates and Taxes	0	309
Insurance	0	36,539
Assets sale advisory fees (Refer Note No. 16)	0	2,237,480
Legal and Professional Fees	463863	830,982
<u>Payments to auditors</u>		
Audit fees	60,665	66,363
Tax audit fees	16,545	20,038
Income Tax Matters	-	35,075
Other Services	19,303	22,788
	96,513	144,264
Advertisement	67618	49,206
Miscellaneous Expenses	534301	464,073
Sundry Credit Bal.written back earlier yrs now paid	0	700,000
Loss on Sale of Motor car	231353	131,544
Sundry Debit Balances & Loan & Advances w/off	0	68,215
Stamp Duty	162600	-
	1560088	5338457
SCHEDULE 12		
INTEREST :		
Interest on overdraft loan	171963	122,477
Other Interest	0	8,216
	171,963	130,693

**HOTEL RUGBY LIMITED****SCHEDULE 13****NOTES ANNEXED TO AND FORMING PART OF THE ACCOUNTS FOR THE PERIOD ENDED 31ST MARCH 2010****(I) SIGNIFICANT ACCOUNTING POLICIES :****(a) System of Accounting**

The Company generally adopts the mercantile system of accounting.

(b) Fixed Assets

- (i) The fixed assets acquired, if any, during the current period are stated at cost plus incidental expenses relating to the same.
- (ii) The Major part of the fixed assets has been transferred/sold/disposed off during the year 2007 itself and the balance fixed assets are also sold during the current year. Since all the fixed assets have been sold off therefore the going concern concepts of the business has been affected.

(c) Depreciation

- (i) Depreciation is provided under the Straight Line Method at the rate specified in Schedule XIV to the Companies Act, 1956 Depreciation on additions is provided prorata on monthly basis.
- (ii) The Gross Block & Corresponding depreciation is shown as deduction wherever assets are sold / disposed off during the year with Profit/ Loss adjusted to Profit & Loss A/c.

(d) Investments

- (i) Original investments are stated at cost except that bonus shares received on investments have been capitalised at face value by crediting capital reserve account in earlier years and the said capitalisation is reversed in the year 30th September, 2005 by debiting Profit & Loss a/c.
- (ii) Any depreciation or fall in investment value unless otherwise held for long term is provided in the books. All the investments in subsidiaries have been brought down to Rs.1/- in earlier years.
- (iii) The Company is currently having investment in subsidiaries namely, Polar Finance Ltd and Jai Thacker Land Development Ltd.
- (iv) Any other investment in share & mutual fund held if any are for long term period and diminution, if any, is temporary in nature and hence not provided.

(e) Retirement Benefits

- i. Till the previous period ended 31st December 2007, company was accounting gratuity on payment basis which was not in accordance with AS15, but during the current period ended



31st March 2010, there are currently no employees working with the company as explained by the management. As per management, the company has paid and discharged all the gratuity liability determined by the company during the previous periods. But in absence of actuarial valuation certificate, relating to previous period it is unascertained that whether the full gratuity liability is discharged or not.

ii. Though there are no employee but Leave Salary encashment if any relation to past employee is not provided & the amount is unascertained.

(f) Sales

The company has no sales from business of food or catering or hotel and no other new activity during the current period ended 31st March 2010 is commenced and therefore segment reporting is not applicable for the current year.

(g) Inventories:

During the current period, there are no Purchases & Sales and therefore no inventories are held.

**(h) Revenue Recognition
Timeshare Units sold**

The company has sold the Hotel at Matheran during the last period and correspondingly decided to settle all Timeshare deposit holder's amount. No revenue effect on account of Timeshare sale is therefore applicable during the current period.

(i) Borrowing Costs

Borrowing costs attributable to construction of asset are capitalised as a part of the cost of such asset upto date when such asset is ready for its intended use. Other borrowing costs are charged to Profit and Loss Account.

(j) Accounting for Taxes on Income

Provision for the current tax is made on the assessable income at the Relevant assessment year. Deferred Tax is recognised, on timing differences, being the Difference between taxable income and accounting income that Originate in one period and capable of reversal in one or more Subsequent periods.

Deferred Tax assets are recognised if there is reasonable certainty that there will be sufficient future profits available to realise such assets.

(k) Business Segments

Till the previous years, the company was engaged in the business of hoteling, providing catering services and preparing and selling of sweet and savories. Hence the reportable business segments are Hotel, Catering Services and Sweet business. Since last two years there is no business segment except company is earning other income.

**(l) Provisions, Contingent Liabilities & Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

(m) Earning per Share

Basic earning per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year, for the purpose of calculating diluted earning per shares, the net profit or loss for the year attributable to equity per shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

(n) Cash Flow Statement:

Cash flow Statement is prepared under the Indirect Method.

(II) NOTES:

- Balance of Sundry Creditors, Loans and Advances (either debit or credit) and Other Liabilities are subject to confirmation.
- Since all the fixed assets have been sold off till the year end and there are no other assets as per the management which are doubtful or value will be diminished and therefore there is no requirement of impairment of assets in accordance with AS-28 on Impairment of Assets issued by the ICAI.
- In the opinion of the board, the Current Assets, Loans and Advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet and provisions for all the known liabilities have been made, subject to and read with the notes, at the reasonable amounts.
- Advance Subscription as well as deposit towards time share sale are shown in the Balance Sheet under separate head after the unsecured loans in view of its peculiar nature with the fact that these are neither of the nature of current liabilities nor unsecured loans.
- Remuneration to Managing Director and Executive Director.

	Period Ended 31.03.2010 (Rs.)	Period Ended 31.03.2009 (Rs.)
Salary	NIL	NIL
Perquisites	NIL	NIL
Total	<u>NIL</u>	<u>NIL</u>

No remuneration is paid w.e.f 1st Aug 2006 since Managing Director & Executive Director have voluntary stopped the remuneration in view of financial difficulties of the company.



6. The computation of net profits for the purpose of calculation of Director's remuneration under section 349 of the Companies Act, 1956 is not enumerated since no commission is allowed / paid to Managing Director and/or Executive Director of the company for the year.
7. (a) The Department of Company Affairs through its order no. 47/266/2005-CL-III dt. 07th October, 2005 has exempted the company from giving details as required by the provision of section 212(1) of the Companies Act, 1956 in respect of the subsidiary companies for the year ended 30th Sept, 2004 since the company is preparing and presenting Consolidated Financial Statements. Hence the individual Balance Sheets of subsidiary companies have not been attached. It is expressed by the management (not verifiable) that it has applied for the exemption for the year ended 31st March 2010 and exemption received for the year ended 30th September 2004 and pending such approvals for the subsequent periods ended no disclosure of separate balance sheet during the year ended 31st March 2010 is done for subsidiaries.
- (b) During the current period ended 31st March 2010 the audited balance sheet of the subsidiaries have been considered for the twelve month period from 1st April 2009 to 31st March 2010 for the consolidation purpose.
8. Contingent liability not provided, for
- a) Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. NIL (previous year Rs. NIL).
- b) Uncompleted assessment of sales Tax, Income Tax, Luxury Tax and Services Tax of the company for which assessment are pending for various years. The amount is unascertainable.
9. (a) Deferred Tax Liability arises due to timing difference of depreciation.
- (b) The major assets of the company have been sold / disposed off during the previous periods and there fore the respective deferred tax is adjusted accordingly during the previous periods.
- (c) During the current year since the remaining fixed assets are also sold and there for opening deferred tax liability of Rs. 1,54,187 has been fully reversed and adjusted in the profit and loss account.
- (d) There are no other timing differences and therefore no deferred tax.
10. (a) The accounting year of the company i.e 31st March year ending will be same as tax financial year. The necessary tax provision for the period from 1st April 2009 to 31st March 2010 is made during the current year.
- b) Provision for tax made for assessment year 2010-11 is Rs. 1,80,000 (P.Yr Rs 5,35,000) and Fringe Benefit Tax provided is Rs NIL (P.Yr Rs 2,180)
11. The Company is making efforts to comply with the provision of section 383 A of the companies Act, 1956 regarding appointment of whole time Company secretary, however it has not been able to appoint so till now.



12. (a) Previous years figures are regrouped, rearranged and recasted Wherever necessary.
 (b) The current year balance sheet and profit & loss account is for 12 months which is not comparable with the previous year's balance sheet and profit & loss account which is from 1st January 2008 to 31st March 2009 for 15 months.
13. Additional information pursuant to para 3 and 4 of the Part-II of Schedule of VI to the Companies Act, 1956:
- a) Till previous period, the turnover of the Company was in respect of food, catering services, sale of sweets and room rentals, it is not possible to give quantity wise details of turnover and raw materials and food and beverages consumed. The Department of Company Affairs through its order no.47/266/2005/L-III dated 07/10/2005, has exempted the Company from giving such details for the year ended 31/03/2005 and the renewal of exemption is pending for future year's. Pending renewal, the company has not given quantitative details till the previous year ended. During the current year, there is no sale & there for the quantitative details are not provided for the current year.
- b) Dividends remitted in foreign currency Rs. NIL/- (Previous Year Rs. NIL/-)
- c) All other information – either NIL or Not Applicable.
14. Micro and medium scale business entities.
 In the absence of information received by the company about supplied pertaining to the micro small & medium enterprises, as defined in the micro, small and medium enterprises development Act 2006 to whom the company owes on account of principal amount together with interest including interest on delayed payments and accordingly no additional disclosure have been made
 In the opinion of the management, the above information regarding micro, Small & Medium Enterprises has through been determined, however no such parties could be identified on the basis of information available with the company. This has been relied upon by the auditors.
15. The Company's Time share deposit holders / advance subscription liability is under taken to be discharged by Rupali Commercial Corporation Ltd. (The buyer of Hotel at Matheran) & accordingly though the company has paid advance subscription liability to respective parties during the previous period on reimbursement from said Rupali Commercial Corporation Ltd., the necessary effect is given in profit & loss account appropriation in previous period by treating the same as Income as the company is no more liable for the same.

16. Related Party Disclosures for the period ended 31st March, 2010

(A) Related Party and their relationship

Subsidiary Companies

Jai Thacker's Land Development Ltd

Polar Finance Limited

Associates

Crystal Hospitality Services Ltd.

K. R. Thacker & Others

Key Management

Mahendra R.Thacker

Darshana M.Thacker

Mihir M. Thacker

**(B) Transaction with the related parties**

	Year	Subsidiary	Associate	Key Management	Total
Unsecured Loan	as on 31 st Mar.10	-	-	-	-
	as on 31 st Mar 09	-	-	-	-
Loan & Advances given	as on 31 st Mar.10	33,94,000	15,00,000	-	48,94,000
	as on 31 st Mar.09	10,06,000	18,60,000	-	28,66,000

17. Earning per Share:

	12 months Period ended 31.03.2010 (Rs.)	15 months period ended 31.3.2009 (Rs.)
Earning Attributable to Equity Shareholders (Numerator)	1,121,158	4,675,900
Weighted Average Equity Shareholders (Denominator)	14,322,800	17,322,800
Basic & Diluted Earnings per Share	0.08	0.34

19. Additional Information as required under part IV of Schedule VI to the Companies Balance Sheet abstract and company's General Business Profile:**i. Registration Details :**

Registration No.	63,265
State Code	11
Balance Sheet Date	31-03-2010

ii. Capital Raised during the year

	(Amount in Rs.)
Rights Issue	NIL
Bonus Issue	NIL
Private Placement	NIL


iii. Position of Mobilisation and Development of funds

Total Liabilities	429,332,254
Total Assets	429,332,254
Sources of Funds:	
Paid-up Capital	143,228,000
Reserve and Surplus	285,560,505
Secured Loans	NIL
Unsecured Loans	NIL
Deferred Tax Liabilities	0
Advance Subscription and Deposits towards time share sale	723,749
Application of Funds:	
Net Fixed Assets	NIL
Investments	400,003
Net Current Assets	56,715,959

iv. Performance of Company

Turnover And Other Expenses	2,882,324
Total Expenditure	1,732,051
Profit/ (Loss) Before	1,150,273
Profit/ (Loss) After Tax	970,273
Earning Per Share (Rs.)	0.08
Generic Name of Three Principal Products / Services of Company (As per Monetary Terms)	
Item Code No. (ITC Code)	591001006
Product: Description	Hotels

For R KABRA & CO.
Chartered Accountants

R. L. Kabra
Partner
M. No 16216

Firm Reg.No.104502W
Place : MUMBAI
Date : 31st August,2010

Signatures to Schedules "1" to "12"
For and on behalf of the Board

Managing Director

Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2010

	(Rs. In lacs) 31 st March 2010	(Rs. In lacs) 31st March,2009
A. Cash Flow From Operating Activities :		
Net Profit Before Tax	11.50	51.95
Adjustments For :		
Profit on Sale of Investment	-0.018	-
Interest	1.72	1.31
Depreciation	0	1.60
Loss on sale of Fixed Assets	2.31	1.32
Provision For Income Tax	1.8	-
Profit on Sale of Fixed Asset	0	-
Dividend Income	0	(0.54)
Interest Received	-28.81	(33.97)
Exceptional Income Towards Time Share Settlement	0	(56.49)
Operating Profit Before Working Capital Changes	-11.498	(34.82)
Adjustments For :		
Inventories		-
Trade and Other Receivables	-28.2	(12.72)
Trade Payables	1.324	(24.08)
Timeshare Sale	0	(57.25)
Cash Generated From Operations	-38.374	(128.87)
Interest Paid	-1.71	(1.31)
Direct Taxes Paid	-1.8	(0.03)
Cash Flow From / (Used in) Operating Activities Before Extra Ordinary Items	-41.884	(130.21)
Adjustment For Exceptional Income Towards Time Share Settlement	0	56.49
Cash Flow From / (Used in) Operating Activities After Extra Ordinary Items	-41.884	(73.72)
B. Cash Flow From Investing Activities :		
Purchase of Fixed Assets		
Sale of Fixed Assets	5.5	1.02
Sale of Investments	150	-
Purchase of Investments	0	(150.00)
Dividend Received	0	0.54
Other	0	-
Interest Received	28.8	33.97
Net Cash From / (Used In) Investing Activities	184.3	(114.47)

**C. Cash Flow From Financing Activities :**

Increase / (Decrease) in Bank Borrowings	-45.56	43.72
Repayment of Unsecured Loans	0	(4.57)
Short Term Borrowings		
Cash Flow From / (Used in) Financing Activity	-45.56	39.15
Net Cash Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	96.856	(149.04)
Cash and Cash Equivalents as at 31st March, 2009	317.25	466.29
Cash and Cash Equivalents as at 31st March, 2010	414.106	317.25

Per our report attached to the Balance Sheet
For R. KABRA & CO.
Chartered Accountants

R. L. Kabra
Partner
M. No.: 16216
Firm Registration No. 104502W
Place : Mumbai
Date : 31st August, 2010

For and on behalf of the Board

Managing Director

Director



Auditors' Report

Auditor's Report on Consolidated Financial Statements

1. We have examined the attached consolidated Balance Sheet of Hotel Rugby Limited and its Subsidiaries as at 31st March, 2010 and the Consolidated Profit & Loss Account and the Consolidated Cash Flow Statement for the year then ended.
2. These financial statements are the responsibility of the management of Hotel Rugby Limited. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with generally accepted auditing standards in India. These standards require that we plan and perform the audit to obtain reasonable assurance whether the financial statements are prepared, in all material respects, in accordance with an identified financial reporting framework and are free of material misstatements. An audit includes, examining on a test basis, evidence supporting the amounts includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements. We believe that our audit provides a reasonable basis for our opinion.
3. We conducted audit of the financial statements of subsidiary company referred in 6(a) and 6(b) of notes to accounts, we conducted audit of their respective financial statements for the year ended 31st March 2010, whose financial statements reflect total assets of Rs.62,73,993 /- as at 31st March 2010 and total revenue of Rs.260 for the period ended 31st March 2010. To coincide with the period ending of holding company which is 31st March, 2010, we have audited the accounts for the twelve months from 1st April 2009 to 31st March 2010 and considered it for the purpose of consolidation.
4. We report that the consolidated financial statements have been prepared by the company in accordance with the requirements of Accounting Standard (AS-21), Consolidated Financial Statements, issued by The Institute of Chartered Accountants of India and on the basis of the separate audited financial statements of Hotel Rugby Limited and its subsidiaries included in the consolidated financial statements and on the basis of assumption as narrated in the notes to consolidated accounts.
5. On the basis of the information and explanation given to us and on the consideration of the separate audit reports on individual audited financial statements of Hotel Rugby Limited and its aforesaid subsidiaries and **Subject to assumptions and the basis of consolidation for peculiar items as disclosed in notes to accounts and subject to qualification in the audit report which are not repeated and reproduced herewith on audited financial statement of Hotel Rugby Limited and further subject to further qualification of the Subsidiaries Jai Thackers Land Development Limited as below.**



SR.NO	PARTICULARS
1	Note No.18 (a) of notes to accounts regarding company's accounts are prepared on going concern concept
2	The company has not complied with AS – 3 (Cash flow Statement) , AS- 29 (Provisional Contingent Liabilities and Contingent Assets)
3	Note No.18 d and 18 e being balance subject to confirmation in joint venture.

And the further qualification of the subsidiaries Polar Finance Limited as below

SR.NO	PARTICULARS
1	Note No.19 of notes to accounts regarding company's accounts are prepared on going concern concept
2	The company has not complied with AS – 3 (Cash flow Statement), AS- 29 (Provisional Contingent Liabilities and Contingent Assets)

6. We are of the opinion that :

- a) The consolidated Balance Sheet gives a true and fair view of the consolidated state of affairs of Hotel Rugby Limited and its subsidiaries as at 31st March, 2010
- b) The Consolidated Profit & Loss Account gives a true and fair view of the consolidated results of operations of Hotel Rugby Limited and its subsidiaries for the year then ended, and.
- c) The Consolidated Cash Flow statements give a true and fair view of the consolidated cash flows of Hotel Rugby Limited and its subsidiaries for the year then ended.

For R. KABRA & CO.
Chartered Accountants

Place : MUMBAI

Date : 31st August 2010

R. L. KABRA
Partner
M.No: 16216
Firm Reg. No.104502W



HOTEL RUGBY LIMITED
CONSOLIDATED 'BALANCE SHEET AS AT 31ST MARCH,2010

I SOURCES OF FUNDS	<u>SCHEDULE NO.</u>	<u>AS AT</u> <u>31-Mar-10</u>	<u>AS AT</u> <u>31-Mar-09</u>
<u>SHAREHOLDER'S FUNDS :</u>			
Share Capital	1	143,240,000	143,240,000
Rerserves and Surplus	2	413,716,402	413,716,402
<u>LOAN FUNDS :</u>			
Secured Loans	3	-	4,556,932
Unsecured Loans	4	2,312,686	2,312,686
<u>DEFERRED TAX LIABILITY</u>			
		-	154,187
<u>OTHERS :</u>			
Advance Subscription towards Time Share Sale		44,249	44,249
Deposits from Time Shareholders		679,500	679,500
Total		559,992,837	564,703,956
II APPLICATION ON FUNDS			
<u>FIXED ASSETS :</u>			
Gross Bolck		-	1,180,451
Less : Depreciation		-	399,098
Net Block		-	781,353
<u>INVESTMENTS</u>	5	11,738,372	26,738,372
<u>CURRENT ASSETS, LOANS AND ADVANCES :</u>			
<u>Cash and Bank Balances</u>			
Cash and Bank Balances	6A	1,125,513	203,498
Fixed Deposits with Banks	6B	40,379,298	31,619,298
Loans and Advances	7	5,257,955	3,090,859
Rupali Commercial Pvt. Ltd		10,000,000	10,000,000
		56,762,766	44,913,655

Less : Current Liabilities and Provisions

Current Liabilities	8	2,801,500	2,402,316
<u>NET CURRENT ASSETS</u>		<u>53,961,266</u>	<u>42,511,339</u>
Balance from Profit & Loss A/c		(494,293,199)	(494,672,892)
Total		<u><u>559,992,837</u></u>	<u><u>564,703,956</u></u>

NOTES ON ACCOUNTS

As Per our report attached

For R. KABRA & CO.

Chartered Accountants

13

For and on behalf of the Board

Managing Director

R. L. Kabra**Partner****M.No : 16216****Firm Registration No. 104502W****Place : Mumbai****Date : 31st August 2010**

Director



HOTEL RUGBY LIMITED
CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED 31ST MARCH, 2010

	<u>SCHEDULE NO.</u>	<u>Period Ended</u> <u>31-Mar-10</u>	<u>Period Ended</u> <u>31-Mar-09</u>
<u>INCOME :</u>			
Sales and Other Income	9	2,882,584	5,256,142
<u>EXPENDITURE :</u>			
Purchases and Operating Expenses	10	-	80,000
Other Operating Expenses	11	2,301,813	5,459,355
Interest	12	171,963	130,693
Depreciation		-	160,373
		<u>2,473,776</u>	<u>5,830,421</u>
 Profit Before Tax & Provisions		 408,808	 (574,279)
Add:-			
Exceptional Income (M/s Rupali Commercial Pvt Ltd towards Time Share settlement)		-	5,649,177
Profit Before Tax		408,808	5,074,898
Less : Provision for Taxation			
- Fringe Benefit Tax			2,180
- Current tax		180,000	535,000
- Defered Tax			(17,584)
Profit After Tax		<u>228,808</u>	<u>4,555,302</u>
 Add :- Provision for dimunition in Joint Venture Investment earlier made now Credited back to the extent confirmed(Refer note no 20 (d) to (h) of scheule 14)		 -	 9,509,515
 Add:- Investments provided earlier now credited back (Refer note no 20 (d) to (h) of scheule 14)		 -	 <u>50,000</u>



Less : Short Provision for Fringe Benefit Tax	(3,302)	
Add : Provision for Tax for Earlier Years		
	225,506	14,114,817
Add :- Deferred Tax Liabilites Written back	154,187	-
Net profit / Loss after tax	379,693	14,114,817
Add : Profit Brought Forward	(494,672,892)	(508,787,709)
	(494,293,199)	(494,672,892)
APPROPRIATIONS :		
Surplus Carried to Balance Sheet	(494,293,199)	(494,672,892)
Earning Per Share (Basic EPS)	0.03	0.98

NOTES ON ACCOUNTS

13

Per our report attached

For and on behalf of the Board

For R. KABRA & CO.
Chartered Accountants

Managing Director

R. L. Kabra
Partner
M.No : 16216
Firm Registration No. 104502W
Place : Mumbai
Date : 31st August 2010

Director

HOTEL RUGBY LIMITED

SCHEDULES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2010

	AS AT 31-Mar-10	AS AT 31-Mar-09
<u>SCHEDULE 1</u>		
<u>AUTHORISED</u>		
1,61,00,000 Equity Shares Rs.10/- each	274,882,600	274,882,600
<u>ISSUED, SUBSCRIBED AND PAID UP</u>		
14,322,800 Equity Shares of face value of Rs.10/- each (of the above (a) 99,800 Equity Shares of the face Value of Rs.10/- each were issued as fully-paid shares for consideration other than cash vide Memorandum of Understanding executed on 16-09-91 with M/s. Rugby Hotel, the erstwhile firm which was taken over by the company. And (b) 2,940,000 Equity Shares were issued, as fully paid Bonus Shares on 29-9-93 by capitalising revaluation reserve of Rs. 19,621,140/- and Capital reserve of Rs. 9,778,860/-.)	143,240,000	143,240,000
<u>SCHEDULE 2</u>		
<u>RESERVES AND SURPLUS</u>		
Share Premium Account	177,058,200	177,058,200
Revaluation Reserve (Reserve on Revaluation of Investment in equity shares of Hotel Rugby Limited, Holding Company)	420,000	420,000
Capital Reserve (out of the above capital reserve Rs 14.70 million has been capitalised on receipt of 588,000 fully paid Bonus Shares @ Rs.25/- per share of Hotel Rugby Limited)	224,236,363	224,236,363
General Reserve	12,001,839	12,001,839
	413,716,402	413,716,402
<u>SCHEDULE 3</u>		
<u>SECURED LOANS :</u>		
(Including Interest accrued & due)		
<u>FROM BANKS :</u>		
1 Term Loan from Union Bank Of India (Against fixed deposit receipt)	-	4,556,932
	-	4,556,932
<u>SCHEDULE 4</u>		
<u>UNSECURED LOANS :</u>		
Loan From Director	2,312,686	2,312,686
	2,312,686	2,312,686



**SCHEDULES FORMING PART OF THE CONSOLIDATED BALANCE SHEET
AS AT 31ST MARCH 2010**

	<u>AS AT</u> <u>31-Mar-10</u>	<u>AS AT</u> <u>31-Mar-09</u>
SCHEDULE - 5		
INVESTMENTS : (NOT VERIFIED)		
(As certified by management)		
I (UNQUOTED) (At Cost Unless Stated Otherwise) :		
1. 1,000 Shares of Rs.50/- each of Dombivli Nagari Sahakari Bank Limited fully paid-up	50,000	50,000
2. 5,000 Shares of Rs.10/- each of The Malad Sahakari Bank Limited fully paid-up	50,000	50,000
3. 4,000 Shares of Rs.25/- each of The Kalyan Janata Sahakari Bank Limited fully paid-up	100,400	100,400
4. 10,000 Shares of Rs.10/- each of Janakalyan Sahakari Bank Limited fully paid-up	102,000	102,000
5. 4,000 Shares of Rs.25/- each of Bharat Sahakari Bank Limited fully paid-up	102,000	102,000
6. 1,10,000 Equity shares of Rs.10/- each in M/s Sea Jewel Property Developers Private Limited (Refer note no 20 (d) to (h) of scheule 14)	1,100,000	1,100,000
Others		
Investment in Joint Venture for Building	74,457	74,457
Trade Investment in Joint Venture M/s Sea Jewel Property Developers Private Limited (Refer note no 20 (d) to (h) of scheule 14)	10,159,515	10,159,515
	<u>11,738,372</u>	<u>11,738,372</u>



**SCHEDULES FORMING PART OF THE CONSOLIDATED BALANCE SHEET
AS AT 31ST MARCH 2010**

	<u>AS AT</u> <u>31-Mar-10</u>	<u>AS AT</u> <u>31-Mar-09</u>
II (QUOTED) (AT COST) (Not Verified):		
Birla Sunlife Mutual Fund	-	6,000,000
(No. of Units 526630.924 FV of Rs.10)		
ICICI Prudential Mutual Fund	-	2,500,000
(No. of Units 190923.498 FV of Rs.10)		
IDFC Mutual Fund (No. of Units 135223.421 FV of Rs.10)	-	1,500,000
Kotak Mutual Fund (No. of Units 432291.908 FV of Rs.10)	-	5,000,000
	<u>11,738,372</u>	<u>26,738,372</u>

Note:

- (1) Market Value of Quoted Investment is **NIL/ NA**
- (2) Cost of Quoted Investment is **NIL/N.A.**
- (3) Cost of Unquoted Investment is **Rs. 11,738,372/-**

SCHEDULE 6**A : CASH AND BANK BALANCES :**

Cash on hand	221,559	167,558
Bank Balances :		
With Scheduled Banks		
On Current Account	903,954	35,940
	<u>1,125,513</u>	<u>203,498</u>
<u>B : Fixed Deposit with Banks</u>		
Union Bank of India (verified)	20,369,298	11,608,899
HDFC Bank (verified)	20,000,000	20,000,000
Deposits with Bank (Original Deposited with Maharashtra Pollution Control Board) (not verifiable and not confirmed)	10,000	10,399
	<u>40,379,298</u>	<u>31,619,298</u>



**SCHEDULES FORMING PART OF THE CONSOLIDATED BALANCE SHEET
AS AT 31ST MARCH 2010**

	AS AT 31-Mar-10	AS AT 31-Mar-09
SCHEDULE 7		
LOANS AND ADVANCES :		
A. Loans (Unsecured, Considered Good)		NIL
B. Due from Subsidiaries :		NIL
C. Advances recoverable in cash or in kind for value to be received		
1. Advances to staff	-	0
2. Advance against supplies / rentals (includes due from a company in which director is interested Crystal Hospitality Services Ltd)	-	360,000
3. Other Advances and Deposits	165,869	175,869
D. Advance Tax and Tax Deducted at Source Net of Provision for Taxation Crystal Hospitality Services Ltd	1,263,739 1,735,000	927,568 0
E. Other Loan & Advances		
i) Deposit recoverable from Juhu Gymkhana through Crystal Hospitality Services Ltd	1,500,000	1,500,000
Deposit with B. E. S. T	4,080	4,080
ii) Others		
Accrued Interest on FD with Banks	589,267	123,342
	5,257,955	3,090,859
SCHEDULE 8		
CURRENT LIABILITIES :		
Customers' Deposits	-	0
Sundry Creditors and Other Liabilities	1,113,677	770,313
Mr.Melwani for shares of M/s Sea Jewel Property Developers Private Limited (Refer note no 20 (d) to (h) of scheule 14)	700,000	700,000
Fringe Benefit Tax	-	2,180
Provision for Tax (MAT)	535,000	535,000
Provision for Tax (MAT) A. Y. 2010-11	180,000	
Rupali Commercial Pvt Ltd (Time Share Settlement)	272,823	394,823
	2,801,500	2,402,316



HOTEL RUGBY LIMITED
SCHEDULES FORMING PART OF THE CONSOLIDATED PROFIT & LOSS ACCOUNT
FOR THE 31ST MARCH 2010

	AS AT 31-Mar-10	AS AT 31-Mar-09
SCHEDULE 9		
<u>SALES AND OTHER INCOME :</u>		
Sales	NIL	NIL
Interest on Bank FD	2,880,517	3,397,135
Miscellaneous Income	1,808	290,745
Dividend Income	260	54,616
Refund of Water Charges	-	1,513,646
	2,882,584	5,256,142
SCHEDULE 10		
<u>PURCHASES AND OPERATING EXPENSES :</u>		
<u>Foods and Beverages consumed</u>		
Operating Supplies and Laundry(earlier years)	-	80,000
	-	80,000



**SCHEDULES FORMING PART OF THE CONSOLIDATED PROFIT & LOSS
ACCOUNT FOR THE 31ST MARCH 2010**

	<u>AS AT</u> <u>31-Mar-10</u>	<u>AS AT</u> <u>31-Mar-09</u>
<u>SCHEDULE 11</u>		
<u>OTHER OPERATING EXPENSES :</u>		
Salary, Bonus and Staff Amenities(Gratuity)	-	617,095
Contribution to Provident and Other Funds	3,840	0
Rent	-	58,750
Rates and Taxes	-	309
Insurance	-	36,539
Assets sale advisory fees	-	2,237,480
Legal and Professional Fees	1,199,893	894,743
 <u>Payments to auditors</u>		
Audit fees	66,180	77,587
Tax audit fees	16,545	20,038
Income Tax Matters	0	57,135
Other Services	19,303	22,788
	102,028	177,548
Filing Fees	-	22,500
Advertisement	67,618	49,206
Bank Charges	180	361
Printing & Stationery	-	992
Miscellaneous Expenses	534,301	464,073
Sundry Credit Bal.written back earlier yrs now paid	-	700,000
Loss on Sale of Motor car	231,353	131,544
Sundry Debit Balances & Loan & Advances w/off	-	68,215
Stamp Duty	162,600	0
	<u>2,301,813</u>	<u>5,459,355</u>
 <u>SCHEDULE 12</u>		
<u>INTEREST :</u>		
Interest on overdraft loan	171,963	122,477
Other Interest	-	8,216
	<u>171,963</u>	<u>130,693</u>

SCHEDULE 13

NOTES ANNEXED TO AND FORMING PART OF THE CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2010

BASIS OF PREPARATION:

1. The accounts have been prepared as per accounting policies of Hotel Rugby Limited and its subsidiary companies.
2. The excess of the share capital and reserves of one company over the cost of investments in another company has been described as "Capital Reserve" in the Consolidated Financial Statements. Diminution in value of shares of one subsidiary company held by another subsidiary company has been considered for the purpose of calculation of Capital Reserve. The difference calculated during the year in adjustment has been effected in Capital Reserve as Post Sale of Investments.
3. Adjustment have been made in respect of inter group transactions as Inter-corporate Deposits, Investments etc.
4. Minority interest in subsidiary companies belongs to promoters and their relatives. Hence minority interest has not been considered.
5. The results arising out of consolidation are subject to confirmation with respective parties. The consolidation has been done as required under Clause 32 of the Listing Agreement.
6. All the subsidiary companies have been considered for consolidation purpose the details of which are as follows.

Name of the Subsidiary	Year ended as on	Percentage of Holding	Place of Incorporation
(a) Polar Finance Limited	31.03.2010	100%	Mumbai(India)
(b) Jai Thacker Land Development Limited	31.03.2010	99.81%	Mumbai(India)

7. Considering the crossholdings of holding and subsidiary companies and holdings of one of subsidiary company in another subsidiary company and it being peculiar crossholding transactions with diminution provisions made in one subsidiary as against none in others. The consolidation has been prepared in the best possible method taking into account AS-21 for Consolidated Financial Statements and other accounting studies.

8. The accounting year of two subsidiary companies viz. Polar Finance Limited, and Jai Thackers Land Development Limited is April to March. Hence for the purpose of consolidation the audited figures for the period 1st April 2009 to 31st March 2010 is taken for the purpose of consolidation and it will not be comparable for the corresponding previous period since the previous period balance sheet is for the period from 1st January 2008 to 31st March 2009.
9. Considering the materiality, the cut off dates for acquisition of shares by holding company in subsidiary companies and vice-versa is taken as 30th April, 1995 even though the actual acquisition is earlier.

SIGNIFICANT ACCOUNTING POLICIES :-

Most of the accounting policies of the holding Company and that of the subsidiaries are similar.

NOTES

1. Balances of Sundry Debtors, Creditors, Loans and Advances (either debit or credit) and other liabilities are subject to confirmation.
2. Since all the fixed assets have been sold off till the year end and there are no other assets as per the management which are doubtful or value will be diminished and therefore there is no requirement of impairment of assets in accordance with AS-28 on Impairment of Assets issued by the ICAI.
3. In the opinion of the board, the current Assets, Loans and Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet and provisions for all the known liabilities have been made subject to and read with the notes, at the reasonable amounts.
4. Advance Subscription as well as deposit towards time share sale are shown in the Balance Sheet under separate head after the unsecured loans in view of its peculiar nature with the fact that these are neither of the nature of current liabilities nor unsecured loans.
5. Remuneration to Managing Director and Executive Director

	Year Ended 31.03.2010 (Rs.)	Year Ended 31.03.2009 (Rs.)
Salary	NIL	NIL
Perquisites	NIL	NIL
Total	NIL	NIL

No remuneration is paid w.e.f 1st Aug 2006 since Managing Director & Executive Director have voluntary stopped the remuneration in view of Financial difficulties of the company.



6. The computation of net profits for the purpose of calculation of Director's remuneration under section 349 of the Companies Act, 1956 is not enumerated since no commission is allowed / paid to Managing Director and/or Executive Director of the company for the year.
7. (a) The Department of Company Affairs through its order no. 47/266/2005-CL-III dt. 07th October, 2005 has exempted the company from giving details as required by the provision of section 212(1) of the Companies Act, 1956 in respect of the subsidiary companies for the year ended 30th Sept, 2004 since the company is preparing and presenting Consolidated Financial statements. Hence the individual Balance Sheets of subsidiary companies have not been attached. It is expressed by the management (not verifiable) that it has applied for the exemption for the year ended 31st March 2010 and the approvals are yet awaited but the company is continuing the stand of the exemption received for the year ended 30th September 2004 and pending such approvals for the subsequent periods ended no disclosure of separate balance sheet during the year ended 31st March 2010 is done for subsidiaries.
- (b) During the current period ended 31st March 2010 the audited balance sheet of the subsidiaries have been considered for the twelve month period from 1st April 2009 to 31st March 2010 for the consolidation purpose.
8. Contingent Liability not provided, for
- a) Estimated amount of contracts remaining to be executed on capital account and not provided for Rs. NIL (Previous Year Rs. NIL).
- b) Uncompleted assessment of Sales Tax, Income Tax, Luxury Tax and Services Tax of the company for which assessment are pending for various years.
9. (a) Deferred Tax Liability arises due to timing difference of depreciation.
- (b) The major assets of the company have been sold / disposed off during the previous periods and therefore the respective deferred tax is adjusted accordingly during the previous periods.
- (c) During the current year since the remaining fixed assets are also sold and therefore opening deferred tax liability of Rs. 1,54,187 has been fully reversed and adjusted in the profit and loss account.
- (d) There are no other timing differences and therefore no deferred tax.
10. (a) The accounting year of the company i.e 31st March year ending will be same as tax financial year. The necessary tax provision for the period from 1st April 2009 to 31st March 2010 is made during the current year.
- b) Provision for tax made for assessment year 2010-11 is Rs. 1,80,000 (P.Yr Rs 5,35,000) and Fringe Benefit Tax provided is Rs NIL (P.Yr Rs 2,180)
11. The Company is making efforts to comply with the provision of section 383A of the companies Act, 1956 regarding appointment of whole time company secretary; however it has not been able to appoint so till now.



12. a) Previous years figures are regrouped, rearranged and recasted wherever necessary.
 b) The current year balance sheet and profit & loss account is for 12 months which is not comparable with the previous year's balance sheet and profit & loss account which is from 1st January 2008 to 31st March 2009 for 15 months.
13. Additional information pursuant to para 3 and 4 of the Part-II of Schedule of VI to the Companies Act, 1956:
- a) Till previous period, the turnover of the Company was in respect of food, catering services, sale of sweets and room rentals, it is not possible to give quantity wise details of turnover and raw materials and food and beverages consumed. The Department of Company Affairs through its order no.47/266/2005/L-III dated 07/10/2005, has exempted the Company from giving such details for the year ended 31/03/2005 and the renewal of exemption is pending for future year's. Pending renewal, the company has not given quantitative details till the previous year ended. During the current year, there is no sale & there for the quantitative details are not provided for the current year.
- b) Dividends remitted in foreign currency Rs. NIL/- (Previous Year Rs. NIL/-)
- c) All other information – either NIL or Not Applicable.
14. Micro and medium scale business entities.
 In the absence of information received by the company about supplied pertaining to the micro small & medium enterprises, as defined in the micro, small and medium enterprises development Act 2006 to whom the company owes on account of principal amount together with interest including interest on delayed payments and accordingly no additional disclosure have been made.
- In the opinion of the management, the above information regarding micro, small & Medium Enterprises has through been determined, however no such parties could be identified on the basis of information available with the company. This has been relied upon by the auditors.
15. Related Party Disclosures for the year ended 31st March, 2010

(A) Related Party and their relationship

Associates

Crystal Hospitality Services Ltd.

K. R. Thacker & Others

Key Management

Mahendra R.Thacker

Darshana M.Thacker

Mihir M. Thacker

**(B) Transaction with the related parties**

	<u>Year</u>	<u>Associate</u>	<u>Key Management</u>	<u>Total</u>
Unsecured Loan	as on 31 st Mar.10	-	-	-
	as on 31 st Mar.09	-	-	-
Loans & Advances given	as on 31 st Mar.10	32,35,000	-	32,35,000
	as on 31 st Mar.09	18,60,000	-	18,60,000

16. Earning per Share:

	12 months year ended <u>31.03.2010</u>	15months ended <u>31.03.2009</u>
Earning Attributable to Equity Shareholders (Numerator) (Before Appropriations)	3,79,693	14,114,817
Weighted Average Equity Shareholders (Denominator)	14,333,000	14,333,000
Basic & Diluted Earnings per Share	0.03	0.98

17. The Company's Time share deposit holders / advance subscription liability is under taken to be discharged by Rupali Commercial Corporation Ltd. (The buyer of Hotel at Matheran) & accordingly though the company has paid advance subscription liability to respective parties during the previous period on reimbursement from said Rupali Commercial Corporation Ltd., the necessary effect is given in profit & loss account appropriation during the previous period by treating the same as Income as the company is no more liable for the same.

18. Important note of Jai Thacker Land Development Limited

- A) The accounts are prepared on going concern concept basis though the carry forward losses have exceeded more than 50% of the net worth of the company.
- B (i) The company has earlier made provision for diminution in Joint Venture Investments of M/s Sea Jewel Developers Properties Pvt Ltd of a sum of Rs.103,12,000. (Rs.51,56,000 in Y.E 31.03.2002 and another of Rs.51,56,000 in Y.E 31.03.2003) where it was considered that this investment is not recoverable and disputed with the said Company. Now with the increase in property prices, the said company has settled the terms and confirmed a balance outstanding as Investment in Joint Venture of Rs.95,09,515 to the credit of Jai Thacker and Development Pvt Ltd and therefore this amount is credited back to Profit & Loss Account during the previous year and investment in said joint venture is restored to this extent.



- B (ii) The company has Invested a sum of Rs.50,000 towards Investment in shares of M/s Sea Jewel Developers Properties Pvt Ltd. which were written off, however in view of revival of the project, the same was now credited back to the Profit & Loss Account during the previous year by restoring Investments.
- C) The Joint Venture Company M/s Sea Jewel Developers Properties Pvt Ltd have advised in current year that a sum of Rs.3,50,000 is debited to company account in their books and shares are allotted for the same to Jai Thacker Land Development Pvt Ltd. Accordingly the same Investments is restored to books by necessary entries during the previous year.
- D) The company was transferred form Mr.Melwani 70,000 shares of face value of Rs.10/- each aggregating in value to Rs.7,00,000 of M/s Sea Jewel Developers Properties Pvt Ltd. and which advise was received during the year from Joint Venture. Accordingly the effect is given in the Balance Sheet during the previous year by debiting Investments and credit to Mr.Melwani. The account balance of Mr Melwani at year end, is however subject to confirmation.
- e) The balance standing debit to Trade Investments in Joint Venture of M/s Sea Jewel Developers Properties Pvt Ltd at year end of Rs.101,59,515 along with further Investments of shares in the said company of 1,10,000 Equity shares of face value of Rs.10/- each totaling to Rs.11,00,000 are though not confirmed at year end by the party, however is considered fully recoverable and good by the management. No formal JV agreement is entered by the company

19. Important note of Polar Finance Limited

The accounts for the year ended 31st March, 2010 have been prepared on the basis of a "going concern" concept though the accumulated losses is more than the net worth of the company.

Signatures to schedule "1" to "13"

For R KABRA & CO.
Chartered Accountants

R. L. Kabra
Partner
M. No 16216

Firm Registration No.104502W
Place : Mumbai
Date : 31st August 2010

For and on behalf of the Board

Managing Director

Director


CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2010

	<u>31st March, 2010</u>	<u>31st March, 2009</u>
	(Rs. In lacs)	(Rs. In lacs)
A. Cash Flow From Operating Activities :		
Net Profit Before Tax	4.09	51.08
Adjustments For :		
Profit on Sale of Investment	0.02	-
Loss on Sale of Investments	0.00	1.31
Interest Waived by Bank	0.00	-
Interest	1.72	1.31
Depreciation	0.00	1.60
Loss on sale of Fixed Assets	2.31	-
Profit on Sale of Fixed Asset	0.00	-
Interest Received	-28.81	(33.97)
Dividend Income	0.00	(0.55)
Provision For Tax	1.80	-
Exceptional Income Towards Time Share Settlement	0.00	(56.49)
Operating Profit Before Working Capital Changes	-18.87	(35.71)
Adjustments For :		
Inventories		
Trade and Other Receivables	-21.70	(12.72)
Trade Payables	2.21	(23.43)
Timeshare Sale	0.00	(57.25)
Cash Generated From Operations	-38.36	(129.11)
Interest Paid	-1.72	(1.31)
Direct Taxes Paid	-1.80	(0.03)
Cash Flow From / (Used in) Operating Activities Before Extra Ordinary Items	-41.88	(130.45)
Adjustment For Exceptional Income Towards Time Share Settlement	0.00	56.49
Cash Flow From /-(Used in) Operating Activities After Extra Ordinary Items	-41.88	(73.96)
B. Cash Flow From Investing Activities :		
Purchase of Fixed Assets		
Sale of Fixed Assets	5.50	1.02
Sale of Investments	150.00	-
Purchase of Investments	0.00	(160.00)
Dividend Received	0.00	0.55
Interest Received	28.81	33.97
Net Cash From / (Used In) Investing Activities	184.31	(124.46)

**C. Cash Flow From Financing Activities :**

Increase / (Decrease) in Bank Borrowings	-45.57	43.72
Repayment of Unsecured Loans	0.00	
Short Term Borrowings		5.67
Cash Flow From /(Used in) Financing Activity	-45.57	49.39
Net Cash Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	96.86	(149.06)
Cash and Cash Equivalents as at 31st march, 2009	318.22	467.28
Cash and Cash Equivalents as at 31st March, 2010	415.08	318.22

Per our report attached to the Balance Sheet
For R. KABRA & CO.
Chartered Accountants

For and on behalf of the Board

Director

Managing

Director

R. L. Kabra

Partner

M.No : 16216

Firm Registration No. 104502W

Place : Mumbai

Date : 31st August 2010



HOTEL RUGBY LIMITED

Regd. Office : 6, Stadium House, 81/83, Veer Nariman Road, Churchgate, Mumbai - 400 020.
19th ANNUAL GENERAL MEETING - 29TH SEPTEMBER, 2010

ATTENDANCE SLIP

(To be handed over the entrance of the meeting Venue)

Folio No.

No. of Shares

Name of the attending member (in block letters)

Name of the Proxy (in block letters) (to be filled by the Proxy attending instead of the member)

I hereby record my presence at the 19th Annual General Meeting of the Company to be held at Maharashtra Chambers of Commerce Trust, 6th Floor, Oricon House, Maharashtra Chambers of Commerce Path, Fort, Mumbai - 400 001.

Member's / Proxy's Signature

- Note :**
- Members/joint members/proxies are requested to sign and handover this slip at the entrance. Duplicate slip will be issued at the entrance of the meeting venue.
 - If you are attending the meeting in person or by proxy, your copy of the Annual Report may please be brought by you/ your proxy for reference at the meeting.

HOTEL RUGBY LIMITED

Regd. Office : 6, Stadium House, 81/83, Veer Nariman Road, Churchgate, Mumbai - 400 020.
19th ANNUAL GENERAL MEETING - 29TH SEPTEMBER, 2010

PROXY FORM

Folio No.

No. of Shares

I/We of being a member/members of the above names Company hereby appoint of of filling him of as my/our proxy to vote for me/us on my/our behalf at the 19th Annual General Meeting of the Company to be held at Maharashtra Chambers of Commerce Trust, 6th Floor, Oricon House, Maharashtra Chambers of Commerce Path, Fort, Mumbai - 400 001.

Affix a revenue Stamp of Re.1

Signed this day of 2010

Signature (P) Sign across the stamp

- Note :**
- The Proxy Form must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.
 - The Proxy need not be a member of the Company.