

29th Annual Report
2019-2020



ROYALE MANOR
Hotels and Industries Limited

BOARD OF DIRECTORS**MR. U. CHAMPAWAT***Chairman and Managing Director***DR. RAM PRAKASH KOTHARI***Director***MR. VISHWAJEETSINGH CHAMPAWAT***Director***MS. QURY MAHESHBHAI NAGADIYA***Director***MR. NANDLAL MAHADEV MAHESHWARI***Director***STATUTORY AUDITORS****M/s. PRANAV R. SHAH & ASSOCIATES**

Chartered Accountants

Ahmedabad

**REGISTRARS AND
SHARE TRANSFER AGENTS****M/s. MCS SHARE TRANSFER AGENT LIMITED**

Address :

1. 383, Lake Garden, 1st Floor,
Kolkata (West Bengal) – 700 045
Contact No.:- 033-40724051.
2. 201, Shatdal Complex, Opp. Bata Show Room,
Ashram Road, Ahmedabad - 380 009
Contact No.:- 079-26580461
Email:- mcssta@rediffmail.com, mcsahmd@gmail.com

REGISTERED OFFICE

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Phone - (079) 22868642-43
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CIN: L55100GJ1991PLC015839
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NOTICE

NOTICE is hereby given that 29th Annual General Meeting of the members of Royale Manor Hotels and Industries Limited will be held on Wednesday, 23rd day of December, 2020 at 3.00 p.m. through video conference to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2020 and the Statement of Profit and Loss for the year ended on that date together with the Directors' and Auditors' Report thereon.
2. To appoint Director in place of Mr. Vishwajeetsingh Champawat (DIN: 00519755), Director of the Company who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS:

3. **To re-appoint Mr. Vishwajeetsingh Champawat (DIN: 00519755) as a Whole Time Director of the Company:**

To consider and if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution: -

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 of schedule V and other applicable provisions, if any, of the Companies Act, 2013, and subject to approval of the members of the company at a general meeting, approval be and is hereby accorded to the re-appointment of Mr. Vishwajeetsingh Champawat (DIN 00519755) as the Whole Time Director of the Company for a period of three years with effect from 14th August, 2020, upon terms and conditions including remuneration as set out in the draft agreement to be entered into by the Company with Mr. Vishwajeetsingh Champawat and placed before its meeting, duly initialed by the Chairman for the purpose of identification and which draft is hereby specifically approved”.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to vary and/or modify the terms and conditions of the agreement that may be entered as set out in the said draft agreement including remuneration payable to Mr. Vishwajeetsingh Champawat in such a manner as may be agreed between the Board and Mr. Vishwajeetsingh Champawat and within the limits as prescribed in Schedule-V of the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof.

“RESOLVED FURTHER THAT in the event of any loss, absence or in adequacy of the profits of the Company in any Financial Year, during the term of office of Mr. Vishwajeetsingh Champawat, the

remuneration mentioned in the above referred agreement shall be paid to Mr. Vishwajeetsingh Champawat as minimum remuneration and the same shall be subject to the limit as set out in Section II of Part II of Schedule V of Companies Act, 2013.”

“RESOLVED FURTHER THAT any revision in the remuneration payable to Mr. Vishwajeetsingh Champawat shall be within the overall limit as approved by the members in terms of this resolution and as recommended by the Nomination and Remuneration Committee to the Board for its approval from time to time”.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid resolution”.

4. **To amend Articles of Association of the company:**

To consider and if thought fit, to pass with or without modification, if any, the following resolution as a Special Resolution: -

“RESOLVED THAT pursuant to Section 14 of the Companies Act, 2013, the Articles of Association of the Company be and is hereby altered by inserting below mentioned two clause after clause no. 73 in Articles of Association and subsequently thereafter, all other clauses are renumbered as required.”

74. *The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means as may be prescribed by the Rules or permitted under law*

75. *The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.*

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to sign all such forms and returns and other documents and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution.”

5. **To issue Warrants Convertible into Equity Shares on Preferential Basis:**

To consider and if thought fit, to pass with or without modifications, the following, resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to provisions of Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof,



for the time being in force) and the applicable Rules there under (the “act”), and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed there under as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Registrar of Companies (“the ROC”) and the Stock Exchanges where the shares of the company are listed and subject to requisite approvals, consents, permissions and/or sanctions, if any of them and other appropriate statutory, regulatory or other authority (including RBI) or subject to applicable guidelines of Foreign Exchange Management Act (“FEMA”) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of

Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or may herein after constitute to exercise its powers including the powers conferred hereunder), the consent of the members of the company be and is hereby accorded to the Board, to create, offer, issue and allot on preferential basis convertible warrants (hereinafter referred to as “the warrants”) to below mentioned persons being a promoter and promoter group convertible into such number of equity shares with such warrants carrying an option/entitlement to the warrant holder to subscribe to equity shares of the face value of Rs. 10/- (Rupees Ten Only) each for cash at a minimum price of Rs.13.37 (including premium of Rs.3.37) per share aggregating upto a maximum amount of Rs.1,27,01,500/- (Rupees One Crore Twenty Seven lacs One Thousand Five Hundred Only) as may be arrived at in accordance with the SEBI ICDR Regulations as on the ‘Relevant Date’ i.e. 23rd November, 2020 or such higher price per share equal to the average of the weekly high and low of volume weighted average price of the Equity Share of the Company as quoted on the BSE Limited during the 26 (Twenty Six) weeks preceding any day of the 17th (Seventeenth) month from the date of allotment of warrant, whichever is higher (hereinafter referred as “Formula Price”) as the Board may think fit.”

Sr. No.	Name of Applicant	Address	PAN	Number of warrants Applied
1	Champawat Investments And Consultants Private Limited	3, Ranmukteshwar Society Opp. Sardar Statue Hansol, Ahmedabad- 382475, Gujarat	AAACC4766E	9,50,000
Total				9,50,000

“**RESOLVED FURTHER THAT** the relevant date, as per the provisions of Chapter VII of the SEBI ICDR Regulations, for the determination of issue price of the warrants is 23rd November, 2020 i.e. 30 days prior to the date of Annual General Meeting of members of the company.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of equity shares in one or more tranches as may be required to be issued and allotted upon exercise of option by the warrant holder and the equity shares issued on conversion of said warrants shall be subject to the Memorandum of Association and Articles of Association of the company and shall rank paripassu in all respects including dividend with the existing fully paid up equity shares of the company.”

“**RESOLVED FURTHER THAT:**

a. The warrants to be offered, issued and allotted shall be subject to the provisions of the act and SEBI ICDR Regulations as amended from time to time till date.

b. An amount equivalent to at least 25% of the warrants value, shall become payable for the warrants on or before the date of the allotment of warrants and balance 75% of the warrants value shall be paid before the exchange of warrants for equity shares otherwise the said amount be forfeited, in case the option to acquire equity shares is not exercised within a period of 18 months from the date of issue of warrants. The amount paid against warrants shall be adjusted/ set off against the price payable for the resultant equity shares.

c. Subject to applicable provision of law, such warrants, May at the option of the holder, be exercised for equity shares of the Company, within 18 months from the date of allotment, and on such terms and the conditions, in such form and manner as the Board and the holder of the warrants may, in their absolute discretion, think fit.



- d. The Equity Shares to be issued and allotted by the Company upon exercise of the warrants in the manner aforesaid shall be in dematerialized form.
- e. The warrants, and pursuant to conversion of warrants, the equity shares to be allotted to the proposed allottees, shall be under lock in for such period as may be prescribed by the SEBI ICDR Regulations.”

“**RESOLVED FURTHER THAT** subject to the SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned equity shares and to vary, modify or alter any of the terms and conditions including size of the issue, as it may deem expedient.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for the purpose of issue and allotment of equity shares and listing thereof with the Stock Exchange, the Board of Directors/committees of the Board be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary/ desirable and expedient including application to Stock Exchange for obtaining in principle approval, listing of shares, filling of requisite documents with the Registrar of Companies, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer, and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the power herein conferred to any committee of the Board or any Director or officer of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including making necessary fillings with the Stock Exchange and regulatory authorities and execution of a any documents on behalf of the Company and to represent the company before any governmental authorities and to appoint any merchant banker or other professional advisors, consultants and legal advisors to give effect to the afore said resolutions.”

By Order of the Board of Directors

Place : Ahmedabad **U. Champawat**
Date : **23/11/2020** *Chairman and Managing Director*
(DIN-00294184)

Registered Office:

International Airport Circle, Ahmedabad - 382 475
Phone - (079) 22868642-43
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CIN: L55100GJ1991PLC015839
Email: royalemanorhotels@rediffmail.com
Website: www.rmhil.com

NOTES :

1. The Company’s Statutory Auditors, Pranav R. Shah & Associates, Chartered Accountants (Firm Registration No. 0132072W), were appointed as Statutory Auditors of the Company for a period of five consecutive years at the Annual General Meeting (“AGM”) of the Members held on September 27, 2017 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors.

Their appointment was subject to ratification by the Members at every subsequent AGM held after the AGM held on September 27, 2017. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute.

In view of the above, ratification by the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Accordingly, the facility for appointment of proxies by the Members has also been dispensed with, hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. Corporate members intending to send their authorized representative to attend the meeting pursuant to the section 113 of the Companies Act, 2013 are requested to send to the company a



- certified true copy of the relevant board resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the meeting.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
 8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.rmhil.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
 9. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
 10. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting ("Meeting") is annexed hereto.
 11. The Register of Members and Share Transfer Books of the Company will remain closed from 14th December, 2020 to 23rd December, 2020 (both days inclusive).
 12. The requisite Registers as required under the Act will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to royalemanorhotels@rediffmail.com.
 13. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
 14. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company/MCS has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.
 15. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report and Audited Financial Statements for the financial year 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or the Depository Participant(s). In view of the said MCA Circulars, the Company has published a notice in Western Times (English language) and Western Times (Gujarati language) inter alia, advising the Shareholders whose e-mail address are not registered with the Company or the Depository Participant(s), as the case may be, to register their e-mail address.
 16. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their demat accounts; will be used by the Company for payment of dividend. The



Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately.

17. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to MCS Share Transfer Agent Limited - Registrar and Share Transfer agent of the Company immediately.
18. Members are requested to note that the company does not have any amount which required to be transferred to the Investor Education and Protection Fund (IEPF).
19. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to MCS Share Transfer Agent Limited, Ahmedabad, Registrar and Share Transfer agent of the Company.
20. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
21. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
22. The Board of Directors of the Company has appointed Ms. Rupal Patel, practicing Company Secretary as Scrutinizer to scrutinize the voting and remote e-voting process in a fair & transparent manner and they have communicated their willingness to the said appointment and will be available for same purpose.
23. The voting period begins on 19th December, 2020 from 11:00 am and ends on 22nd December, 2020 to 05:00 pm. During this period, the shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 15th December, 2020 may cast their vote electronically.
24. Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
25. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member /beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 15th December, 2020.
26. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than 48 (forty eight) hours from the conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman or a person authorized by him in writing. The results declared along with the scrutinizer's report shall be placed on the website of the Company www.rmhil.com. The results shall simultaneously be communicated to the Stock Exchanges.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 19th December, 2020 at 11:00 A.M. and ends on 22nd December, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :
- | Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID
For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID
For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company

For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |
5. Your password details are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.



6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to roopalcs2001p@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to royalemanorhotels@rediffmail.com.
In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to royalemanorhotels@rediffmail.com.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.

ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
Item No. 2
Details of Director seeking reappointment at Annual General Meeting:

Name	: Mr. Vishwajeetsingh Champawat
Date of birth	: 18/05/1988
Qualification	: B.Sc. (Honours), Business Management from Brunel University, U.K
Expertise	: 6 years of Experience in Management and Finance
Director of the Company since	: 09/12/2006
Directorship in other public limited companies	: Nil
Membership of Committees of other public limited companies	: Nil
No. of Shares held in the Company	: 2300

Item No. 3
To re-appoint Mr. Vishwajeetsingh Champawat (DIN: 00519755) as a Whole Time Director of the Company

The members may note that the based on the recommendations of the Board of Directors of the Company at their meeting held on 12th November, 2020 approved re-appointment of Mr. Vishwajeetsingh Champawat, as Whole Time Director of the Company under the provisions of the Companies Act, 2013 and his remuneration of Rs. 5,00,000/- per month, including all perquisites/benefits related to his basic salary with effect from 14th August, 2020.

Further, the share holders may note that Mr. Vishwajeetsingh Champawat, being senior and experienced entrepreneur and a successful businessman having experience of more than 6 years in the field of management and finance, and has been spending his precious time and energy for day to day affairs of the company. Looking at the expertise, knowledge and business connection, the Board recommend to appoint him as Whole Time Director with salary upto Rs. 5,00,000/- per month. Brief detail of Mr. Vishwajeetsingh Champawat is mentioned herein under

Name	Mr. Vishwajeetsingh Champawat
Date of Birth	18/05/1988
Date of Appointment	09/12/2006
No. of shares held in the company	2300
No. of warrants held in the company	Nil
Directorship in other company	Nil

Since the Company is operating in profit but the same are not sufficient and hence, the above proposal requires approval of shareholders of the Company. Hence, the proposal is before the shareholders for approval through special resolution.

Statement required pursuant to the provisions of Schedule V of the Companies Act, 2013 is given below:

I. General Information :

- 1) **Nature of Industry : Hotels and Restaurants**
- 2) **Date or expected date of commencement of commercial production :10th October, 1995**
- 3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus :Not applicable**
- 4) **Financial Performance based on given indicators :**

Particulars	2018-19	2017-18	2016-17
Total Revenue	23,93,03,124	22,31,80,484	183,688,526
Profit/Loss before Financial Charges Depreciation and Income Tax	61,954,609	5,55,47,468	4,59,08,587
Depreciation, Finance Expenses and Tax	2,89,19,896	3,04,18,731	3,57,43,396
Extra Ordinary Item/Prior Period Item	Nil	Nil	Nil
Net Profit after Tax	3,30,34,713	2,51,28,737	10,165,191
Paid up Share Capital	16,93,22,000	16,93,22,000	16,93,22,000
Reserves and Surplus	24,30,80,254	21,00,45,541	1,84,916,804

- 5) **Foreign investments or collaboration: NIL**

II. INFORMATION ABOUT THE APPOINTEE

1. **Background Details : Mr. Vishwajeetsingh Champawat**
2. **Past Remuneration :Rs. 23,41,935/- per annum**
3. **Recognition or Awards : — —**
4. **Job Profile and Suitability of the Appointee :-**

Closely monitor the hotels business reports on a daily basis and take decisions accordingly by drawing up plans and budget (revenues, costs, etc.).

- Ensure that monthly target for Rooms, Food & Beverage, Administration & General, are met.
- To Maximise room yield and hotels / resort revenue through innovative sales practices and yield management programs.
- Help in the procurement of operating supplies and equipments, and supervising third-party vendors for essential equipments and services.
- To act as a final decision maker in hiring key staffs.
- Coordination with HODs for the execution of all activities and functions.
- Management of all departments and working closely with department heads on a daily basis.
- To Manage and develop the Hotel Executive team to ensure career progression and development and providing effective leadership to hotel team members.
- Making business planning.
- To handle corporate clients and take part in new client acquisition along with the sales team whenever required.
- To manage safeguarding of quality of hotel operations and other legal requirements.

5. **Remuneration Proposed :** Mr. Vishwajeetsingh Champawat is recommended for appointment as an Executive Director for further period of 3 years, w.e.f. 14th August, 2020 by the Board of Directors upon maximum remuneration of Rs. 500,000/- per month as mutually decided with the Board of Directors of the company, including all perquisites/benefits related to his basic salary with effect from 14th August, 2020
6. **Comparative remuneration profile with respect to the industry, size of the Company, profile of the position and person :** Taking into consideration the size of the company, the profile of an appointee as an Executive Director are suitable to the industry benchmarks, the proposed remuneration to be drawn by Mr. Vishwajeetsingh Champawat is justifiable.
7. **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:** Mr. Ummedsingh Champawat is also relatives of Mr. Vishwajeetsingh Champawat, drawing remuneration.

Further, Mr. Vishwajeetsingh Champawat and Mr. Ummedsingh Champawat are also holding equity shares in the Company.

III. OTHER INFORMATION

- 1) **Reasons of loss or inadequate profits:** NA
- 2) **Steps taken or proposed to be taken for improvement:** NA
- 3) **Expected increase in productivity and profits:** Due to COVID-19 pandemic, an expected increase in productivity and profits cannot be provided at this stage

None of the Directors, Key Managerial Personnel and their relatives are interested in proposed resolution except Mr. U. Champawat and Mr. V. Champawat.

Item No. 4

To amend Articles of Association of the company:

The Board of Directors of the Company at its meeting held on 23rd November, 2020 recommended that the existing Article of Association be altered with the text as set out in the resolution. Consent of the Members by way of Special Resolution is required for such alteration of Articles of Association in terms of the provisions of Section 14 of the Act. None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

The Board recommends this Special Resolution for your approval.

Item No.5

To issue Warrants Convertible into Equity Shares on Preferential Basis:

Pursuant to provisions of Section 62 and Section 42 of the Companies Act, 2013 ("the Act") and Regulation 75 of SEBI ICDR Regulations, any preferential allotment of securities need to be approved by the shareholders by way of Special Resolution.

The consent of the shareholders is being sought by a special resolution to enable the Board to issue equity Shares and Convertible warrants as may be permitted under applicable laws in accordance with the provisions of Companies Act, 2013 and rules made there-under, SEBI ICDR Regulation, as amended, Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015 and any other applicable laws, including with respect to the pricing of the securities proposed to be issued.

The proposed allottee of convertible warrants has not sold any equity shares of the company during the six months preceding the relevant date i.e. 23rd November, 2020.

Therefore in compliance with the provision of applicable laws, proposed resolutions as set out at item no. 5 is recommended for the approval of shareholders as special resolutions.

Further in terms of Rule 13 of Companies (Share Capital and Debentures) Rule, 2014 and Regulation 73 of SEBI ICDR Regulation, the following disclosures are required to be made in the explanatory statement to the notice.

a. Object of the issue:

The proceeds of the convertible warrants are proposed to be utilized to meet long term working capital, general corporate purpose and such other purpose as the Board may decide.

b. The total number of securities to be issued:

The resolution set out in the accompanying notice authorizes the Board to issue to promoter company up to 9,50,000 convertible warrants into Equity Shares on preferential basis.

c. Issue Price and Relevant date:

i. Convertible Warrants:

The pricing of Equity Shares shall be higher of the following:

1. Price as may be arrived at in accordance with the provisions of SEBI ICDR Regulations considering the relevant date, 23rd November, 2020 i.e. 30 days prior to the date of Annual General Meeting which will be held on 23rd December, 2020.
2. Price per share equal to the average of the weekly high and low of the volume weighted average price of the equity shares of the company as quoted on BSE Limited during the 26 weeks preceding any day of the 17th month from the date of allotment of warrants (referred as Formula Price).

d. Intention of Promoter/Directors or Key Managerial Personnel to subscribe to the offer:

None of the Promoter/Directors or Key Managerial Personnel intends to subscribe to any shares pursuant to this preferential issue of Equity Shares and Convertible Warrants except Champawat Investments And Consultants Private Limited, a promoter company, intends to subscribe 9,50,000 Convertible warrants in proposed issue of Convertible Warrants.

e. Proposed time within which the allotment shall be completed:

In terms of Chapter VII of the SEBI ICDR Regulation, preferential allotment of convertible warrants and equity shares to an entity belonging to promoter group pursuant to the special resolution will be completed within a period of 15 days from the date of passing of resolution at item no. 5.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchange or other concerned authorities.

f. Names of the proposed allottees and the percentage of post-preferential offer capital that may be held by them:

The details of the proposed allottees and the percentage of post preferential offer capital that will be held by them shall be:

Name of Applicant	Address	PAN	Number of Equity Shares / warrants Applied *	Pre-Share Holding	Post-Share-holding	Post-Share-holding* %	Category
Champawat Investments And Consultants Private Limited	3, Ranmukteshwar Society, Opp. Sardar Statue Hansol, Ahmedabad-382475, Gujarat	AAACC4766E	9,50,000	17,20,400	26,70,400	14.93	Promoter

* The above post issue shareholding is prepared assuming the conversion of convertible warrants pursuant to resolution at item no.5 into equity shares. However, at the time of conversion of convertible warrants into equity shares the percentage is likely to be changed.

g. The identity of Natural Persons who are the ultimate beneficial owners of the Equity Shares and Convertible warrants proposed to be allotted and/ or who ultimately control the proposed allottees is as follows:

Name and Address of the proposed allottee	Category (Promoter/ Non Promoter)	Names of ultimate beneficial owners of proposed allottees
Champawat Investments And Consultants Private Limited Address: 3, Ranmukteshwar Society Opp. Sardar Statue Hansol, Ahmedabad- 382475, Gujarat	Promoter	Mr. Viswajeetsingh Champawat

- h. The change in control if any, of the Company that would occur consequent to preferential offer:**
 As a result of the proposed preferential issue of equity shares and convertible warrants, and upon conversion of the convertible warrant, there shall be no change in control or management of the Company. However, voting rights will change in accordance with the Shareholding Pattern as under:-

Sr. No.	CATEGORY	PRE ISSUE		POST ISSUE*	
		NO. OF SHARES HELD	% OF SHARE HOLDING	NO. OF SHARES HELD	% OF SHARE HOLDING
A	Promoters' holding –				
1.	Indian				
	Individual	283630	1.68%	283630	1.59%
	Body Corporate:				
	Champawat Investments and Consultants Private Limited	1720400	10.16%	2670400	14.93%
	Body Corporate	5704760	33.69%	5704760	31.90%
	Total	7708790	45.53%	8658790	48.42%
2.	Foreign Promoters	0	0	0	0
	Sub Total (A)	7708790	45.53%	8658790	48.42%
B	Non-Promoters Holding–				
1.	Institutional investors	19500	0.12%	19500	0.11%
2.	Non-Institution				
	Bodies Corporate	668287	3.95%	668287	3.74%
	NRI	780649	4.61%	780649	4.37%
	HUF	361689	2.14%	361689	2.02%
	Indian Public	7393285	43.66%	7393285	41.34%
	Sub Total (B)	9223410	54.47%	9223410	51.58%
	GRAND TOTAL (A+B)	16932200	100%	17882200	100%

- i. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**
 No allotment(s) has been made on a preferential basis from the beginning of the year to the date of issue of this notice.

- j. The shareholding pattern of the Company before and after the Preferential Allotment:**

The pre issue and post issue shareholding pattern of the Company:

Sr. No.	CATEGORY	PRE ISSUE		POST ISSUE*	
		NO. OF SHARES HELD	% OF SHARE HOLDING	NO. OF SHARES HELD	% OF SHARE HOLDING
A	Promoters' holding –				
1.	Indian				
	Individual	283630	1.68%	283630	1.59%
	Body Corporate:				
	Champawat Investments and Consultants Private Limited	1720400	10.16%	2670400	14.93%
	Body Corporate	5704760	33.69%	5704760	31.90%
	Total	7708790	45.53%	8658790	48.42%
2.	Foreign Promoters	0	0	0	0
	Sub Total (A)	7708790	45.53%	8658790	48.42%
B	Non-Promoters Holding–				
1.	Institutional investors	19500	0.12%	19500	0.11%
2.	Non-Institution				
	Bodies Corporate	668287	3.95%	668287	3.74%
	NRI	780649	4.61%	780649	4.37%
	HUF	361689	2.14%	361689	2.02%
	Indian Public	7393285	43.66%	7393285	41.34%
	Sub Total (B)	9223410	54.47%	9223410	51.58%
	GRAND TOTAL (A+B)	16932200	100%	17882200	100%

* The above post issue shareholding is prepared assuming the conversion of convertible warrants issued pursuant to resolution at item no. 5 into equity shares and allotment of equity shares on preferential basis at item no. 5. However, at the time of conversion of convertible warrant into equity shares, the percentage is likely to be changed.

The company will insure compliance with all applicable laws and regulations including the SEBI ICDR Regulation at the time of allotment of equity shares on preferential basis to proposed allottees.

k. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

No allotment(s) has been made on a preferential basis from the beginning of the year to the date of issue of this notice.

l. Lock in

- i. The equity shares to be allotted on preferential basis to entities belonging to the promoter group, pursuant to exercise of options against each coverable warrants, shall be subject to 'Lock in' for a period of three year from the date of trading approval for such equity shares in accordance with Regulation 78(2) of the SEBI ICDR Regulations.
- ii. The entire pre-preferential allotment shareholding of the proposed allottee, if any, shall be under locked-in from the Relevant Date up to a period of six months from the date of trading approval as per Regulation 78(6) of the SEBI ICDR Regulations.

m. Terms of issue and conversion of convertible warrants to be issued to the proposed allottees

- a) The Proposed allottees of warrants shall pay an amount equivalent to at least 25% of the Issue Price at the time of subscription and allotment of each warrant. The balance 75% of the issue price shall be payable by the warrant holder upon exercise of the entitlement attached to the warrant (s) to subscribe for equity share(s). The amount paid against warrant shall be adjusted / set off against the issue price of the resultant equity shares.
- b) If the entitlement against the warrants to apply for the equity shares is not exercised by the warrant holder, within the specified period stipulated under Regulation 75 of the SEBI ICDR Regulations, the entitlement of the warrant holder to apply for equity shares of the company along with the rights attached thereto shall expire and any amount paid on such warrant shall stand forfeited by the company.
- c) At any time on or before the expiry of 18 months from the date of allotment of the convertible warrants, the warrant holder will be entitled to apply for and obtain allotment of such number of equity shares of face value of Rs. 10/- each of the company, aggregating upto Rs. 1,27,01,500/-. (Rupees One Crore Twenty Seven Lacs One Thousand Five Hundred only) at a price calculated on the basis of para C above.
- d) Upon exercise of convertible warrants by the warrant holder, the Board or committee authorized by the Board shall allot such number of equity shares of face value of Rs. 10/- each as may be required to be issued and allotted, as would be calculated on the basis of price as determined above. The allotment shall only be made in dematerialized form.
- e) The equity shares issued pursuant to an exercise of the convertible warrants will be subject to Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* in all respect including with respect to dividend, with the then fully paid up equity shares of the company.
- f) The equity shares to be allotted on exercise of convertible warrants will be subject to lock in for a period of 1 year (Allottees belong to Non Promoter) or three year (allottee belongs to promoter group) from the date of receipt of trading approval from stock exchanges where the company's equity shares are listed.

n. The company hereby undertakes that:

- a) It would recompute the price of the securities specified above in terms of the provisions of the SEBI ICDR Regulations, if it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time, as stipulated in the SEBI ICDR Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottee.

o. Auditors Certificate:

The certificate from M/s. Pranav R Shah & Associates, Chartered Accountants, Ahmedabad, being the statutory Auditors of the company certifying that the preferential issue is being made in accordance with the requirements contained in SEBI ICDR Regulations shall be available for inspection at the registered office of the company during 11:00 a.m. to 5:00 p.m. (Office hours) on all working days except public holidays and Saturdays up to the date of Annual General Meeting of the Company.

p. Report of Registered Valuer:

No report of Registered Valuer is required for the offer, issue and allotment of the Equity Shares, convertible warrants and equity shares arising on exercise of the convertible warrants under the provisions of first proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014.

It is proposed to obtain consent of members pursuant to section 42, 62 and other applicable provisions of the Companies Act, 2013, SEBI OADR Regulation and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 to issue and allot equity shares and convertible warrants to an entity belonging to promoter group on preferential basis.

None of the promoters, directors or Key Managerial Personnel or their relatives is in any way concerned or interested in the above referred resolutions except their shareholding and shares/ convertible warrants proposed to issue to them.

The Board recommends the passing of the resolutions as set out at item no. 5 of the accompanying notice as special resolution.

Place : Ahmedabad
Date : 23/11/2020

By Order of the Board of Directors
U. Champawat
Chairman and Managing Director
(DIN-00294184)

Regd. Office:

International Airport Circle, Ahmedabad - 382 475
Phone - (079) 22868642-43
Fax - (079) 22868641
CIN: L55100GJ1991PLC015839
Email : royalemanorhotels@rediffmail.com
Website: www.rmhil.com

Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respects of electronics holding with the Depository through their concerned Depository Participants.

DIRECTORS' REPORT

To
The Members,
Royale Manor Hotels and Industries Limited

Your directors have pleasure in presenting their 29th Annual Report on the business and operations of the Company together with its Audited Accounts for the year ended 31st March, 2020. The Management Discussion and Analysis is also included in this Report.

1. FINANCIAL RESULTS:

The highlights of the financial results of the Company for the financial year ended March 31, 2020 are as under:

(Amount ₹ in Lacs)

Particulars	2019-2020	2018-2019
Total Income	2,215.83	2,393.03
Profit/(Loss) Before Financial Charges, Depreciation and Income Tax	507.83	619.55
Less : Financial Charges	109.28	100.60
Less : Depreciation	94.35	106.27
Profit before Income Tax and Exceptional Items	304.21	412.68
Add/(Less) : Exceptional Items/ Prior Period Items	-	-
Profit Before Income Tax	304.21	412.68
Provision for Income Tax	56.49	88.36
Deferred Tax Income/(Expense)	(4.37)	(6.03)
Profit For the Year After Income Tax	252.09	330.35
Other Comprehensive Income	-2.91	-
Profit Available for Appropriation	249.18	330.35
Appropriation		
Reserve for Replacement of FF&E (Net)	(8.68)	(0.83)
Proposed Dividend	0.00	0.00
Tax on Dividend	0.00	0.00
Balance of Profit/(Loss) brought forward	1,609.69	1,280.17
Transfer to Capital Redemption Reserve	0.00	0.00
Bal. carried to Balance Sheet	1,850.20	1609.69

Since the beginning of 2020 until now, the global wide spread of COVID-19 is a fluid and challenging situation facing all the Industries. The Company has taken all possible effective measures to limit and keep the impact of COVID-19 under control in order to ensure business continuity with minimal disruption. Your Company will continue to pay close attention to

the development of COVID-19 and will further evaluate and actively respond to such impact on the financial position and financial performance of the Company.

2. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIR:

For the travel and tourism sector, the end of the decade saw greater emphasis on the industry as a significant contributor to the overall global economy and employment. A strong economy, rising global consumer purchasing power and digital disruption was paving the way for a bright future, and FY 2019/2020 was, in fact, a tipping point, presenting tremendous potential for the sector.

However, this buoyant sentiment was upended by as sudden outbreak of a pandemic that has had no parallelism recent history in terms of scale and impact. The world was placed under suspended animation, and the industry was brought to a halt, with estimated losses at trillions and millions of jobs at risk. With the very foundation of the world altered, the need of the hour is to see our industry, and our Hotel, through the crisis with greater urgency, revised strategy and more storability. It also calls for a greater need for communities to unite and support one another in this time of need. Guided by our values as a RHMIL company, our priority besides ensuring the safety and security of our guests and employees, was to help the community in any manner we could.

During the year under review, Hotel business became more competitive due to commencing of new Hotels. The Average Occupancy of the hotel for 2019-20 has been increased to 69.10% from 62% and the Average Room Rates of the hotel for the year 2019-20 has been noted as ₹ 4,360 as compared to ₹ 4,978 in the previous year 2018-19.

However, during the financial year 2019-20, Company had been in a position to achieve a turnover of ₹ 2215.83 Lacs in comparison to ₹ 2,393.03 Lacs in the previous year 2018-19. The profit before tax and profit after tax for the year under review were ₹ 304.21 Lacs and ₹ 249.18 Lacs respectively. Your directors are hopeful that with recovery in the economy, there would be a marked improvement in the performance of the company.

The COVID-19 pandemic has brought the world to a standstill, with the hospitality, travel and tourism sector being the most affected due to travel restrictions across the world and within India. To that extent, the Company might face the reduction in business opportunities and consequential impact on its financial position. The Company is accelerating efforts to re-open the hotels subjected to the easement

of lockdown in the State of Gujarat (specifically Ahmedabad, where the Hotel is situated). Overall, your Company is hopeful of reviving its financial position with the commencement of its business operations in compliance with the Unlock Guidelines of the Government of India.

The hotel unit of the Company “The Ummed Ahmedabad” is an ISO 22000:2005 certified hotel with the highest levels of Hygiene and Food Safety criteria. Further, the hotel has established superior ambience, interior decorations, services and loyal clientele retained its’ market leadership in the city of Ahmedabad and has placed the hotel ahead of its Competitors.

3. CHANGE IN THE NATURE OF BUSINESS:

The Company is engaged in the activities of Hotels and Restaurants.

There was no change in the nature of the business of the Company during the year under review.

4. SHARE CAPITAL:

The paid-up Equity Share Capital as on March 31, 2020 was Rs. 16.93 crores.

A) Issue of equity shares with differential rights:

During the year under review, the Company has not issued any shares with differential voting rights.

B) Issue of sweat equity shares:

During the year under review, the Company has not issued any sweat equity shares.

C) Issue of employee stock options:

During the year under review, the Company has not issued any employee stock options.

D) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees:

The Company has no scheme of provision of money for purchase of its own shares by employees or by trustees for the benefit of employees. Hence the details under rule 16 (4) of Companies (Share Capital and Debentures) Rules, 2014 are not required to be disclosed.

5. DIVIDEND:

During the year under review, the Company has not declared any dividend to the shareholder of the company.

6. REPORT ON PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

The Company does not have Subsidiaries, Associate and Joint Venture Companies. Hence, details for the same are not required to mention here.

7. DIRECTORS AND KMP:

a) Key Managerial Personnel:

The following are the Key Managerial Personnel of the Company.

Mr. U. Champawat	Chairman and Managing Director
Mr. Vishwajeetsingh Champawat	Whole time Director
Mr. Yogeshkumar Jayantilal Mehta	Chief Financial Officer
Mr. Sunil Trivedi	Company Secretary cum Compliance officer.

b) Changes in Directors and Key Managerial Personnel:

Mr. Vishwajeetsingh Champawat retire by rotation at the forthcoming Annual General Meeting of the Company and being eligible, offer himself for reappointment.

During the year under review, the company has appointed Ms. Qury Maheshbhai Nagadiya as additional director of the Company w.e.f. 22/05/2019 and accepted resignation of Ms. Madhuri Chandak from the Directorship of the Company w.e.f.13.08.2019. Further the Company has appointed Mr. Nandlal Mahadev Maheshwari as additional director of the Company w.e.f. 14/02/2020.

c) Declaration by an Independent Director(s) and reappointment, if any:

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Independent Directors have complied with the Code of Conduct for Independent Directors prescribed in Schedule IV of the Companies Act, 2013 and the Code of conduct formulated by the Company as hosted on the Company’s Website i.e. www.rmhil.com.

8. EXTRACT OF THE ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as “Annexure-A”.

9. NUMBER OF MEETINGS OF THE BOARD:

During the year the Board of Directors met Seven times (7). The details of the board meetings are provided in Corporate Governance Report.

15.04.2019, 22.05.2019, 30.05.2019, 13.08.2019, 14.11.2019, 14.02.2020 and 13.03.2020

10. DIRECTORS’ RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors made the following



statements in terms of Section 134(3) (c) of the Companies Act, 2013:

- a. That in the preparation of the annual financial statements for the year ended March 31, 2020, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. That such accounting policies have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit of the Company for the year ended on that date;
- c. That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. That the annual financial statements have been prepared on a going concern basis
- e. That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- f. That system to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

11. AUDITORS:

A. Statutory Auditors:

M/s. Pranav R Shah & Associates, Chartered Accountants (Firm Registration No. 132072W), Ahmedabad were appointed as the statutory auditors of the Company for a period of 5 (five) years in the 26th Annual General Meeting (AGM) of the Company held on September 27, 2017 will be ratified at the ensuing Annual General Meeting pursuant to the provisions of Section 139 of the Companies Act, 2013, and rule made thereunder.

Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute.

In view of the above, ratification by the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as

Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

B. Secretarial Audit:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed CS Rupal Patel, Practising Company Secretary, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as "Annexure -B".

Reply for qualification Remark in Secretarial Audit Report:

- (a) The company has informed to the promoters about the requirement of their respecting holding in dematerialized mode only.
- (b) The management of the Company has taken note of query as to composition of Board of Directors and complied with.

12. TRANSFER TO/FROM RESERVES:

It is proposed to transfer Rs. 249.18 lacs to reserves out of the profit during FY 2019-20.

13. DEPOSITS:

The Company has not accepted or renewed any deposits during the year. There are no outstanding and overdue deposits as at 31st March, 2020.

14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

15. RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

16. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There are no significant material orders passed by the Regulators /Courts which would impact the going concern status of the Company and its future operations.

17. BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has

carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

18. CORPORATE SOCIAL RESPONSIBILITY:

In today's world **Corporate Social Responsibility** is a very important and dominant concept for external environment. Every year 5th June is observed as the World Environment Day around the world and is of immense importance for The Ummed Ahmedabad Hotel. "THE UMMED AHMEDABAD" has obtained **Earth Check Gold Certification** from Earth Check, an International Environment body during the year 2015-16 which is valid for 5 years. It is about creating wealth for all our stakeholders, embracing diversity, minimizing resource consumption and reducing our greenhouse gas emissions. We provide healthy and hygienic food to our valuable customers. Customer satisfaction is our motive. This is a commitment to safeguard the health and safety of our employees and neighbors, to support the local economy and to treat our staff fairly.

19. BUSINESS RISK MANAGEMENT:

The Company has laid down a Risk Management Policy and identified threat of such events which if occurs will adversely affect either /or, value to shareholders, ability of company to achieve objectives, ability to implement business strategies, the manner in which the company operates and reputation as "Risks". Further such Risks are categorized in to Strategic Risks, Operating Risks & Regulatory Risks. A detailed exercise is carried out to identify, evaluate, manage and monitoring all the three types of risks.

20. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. During the year under review, the company retained external audit firm to review its existing internal control system with a view of tighten the same and introduce system of self-certification by all the process owners to ensure that internal controls over all the key business processes are operative. The scope and authority of the Internal Audit (IA) function is defined in the Internal Audit Charter.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on

the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

21. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has adequate and proper Internal financial controls with reference to the Financial Statements during the year under review.

22. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a vigil mechanism named Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The details of the Whistle Blower Policy is explained in the Corporate Governance Report and also posted on the website of the Company.

23. EMPLOYEE RELATIONS:

Employee relations throughout the Company were harmonious. The Board wishes to place on record its sincere appreciation of the devoted efforts of all employees in advancing the Company's vision and strategy to deliver good performance.

24. NOMINATION & REMUNERATION POLICY OF THE COMPANY:

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management and their remuneration. The Remuneration Policy is available on the Company's website at www.rmhil.com.

25. CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION & ANALYSIS REPORT:

The Company has been proactive in the following principles and practices of good corporate governance. A report in line with the requirements of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the report on Management Discussion and Analysis and the Corporate Governance practices followed by the Company and the Auditors Certificate on Compliance of mandatory requirements are given as an "Annexure "C & D" respectively to this report.

Your Company is committed to the tenets of good Corporate Governance and has taken adequate steps to ensure that the requirements of Corporate Governance as laid down in Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are complied with.



As per 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, the Corporate Governance Report, Management Discussion and Analysis and the Auditor's Certificate regarding compliance of conditions of Corporate Governance are attached separately and form part of the Annual Report.

26. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as "Annexure-E".

27. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

During the Financial Year 2019-20 there were no Material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates till the date of this report except that arise on account of outbreak global pandemic Covid-19. The impact of Covid-19 on the Company has been given as under along with Company's response to the situation arising from this pandemic.

- a. The impact of the COVID-19 pandemic and ensuing lockdown has severely impacted the Indian Hotel and Hospitality sector in the March quarter (Q1) of Calendar year 2020. Post high performance in 2019, the coronavirus outbreak and containment measures announced by the Government has led to a steep drop in foreign and domestic travel, across both business and leisure segments.
- b. Glimpses of travel decline started in late February, and by March, the writing was on the wall that hotels would be facing a toughest test since the global financial crisis. However, with the slowdown of hotel developments, capital assistance is needed to help hotels sustain until demand returns.
- c. The effect of COVID-19 pandemic and commitments and an estimate of its financial impact cannot be provided at this stage.

28. PARTICULARS OF EMPLOYEES & EMPLOYEE REMUNERATION:

The table containing the names and other particulars of employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014,

is provided as "Annexure-F" to the Board's report.

None of the employees of the Company drew remuneration of Rs. 1,02,00,000/- or more per annum and Rs. 8,50,000/- or more per month during the year. No employee was in receipt of remuneration during the year or part thereof which, in the aggregate, at a rate which is in excess of the remuneration drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company. Hence, no information is required to be furnished as required under Rule, 5(2) and 5(3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

29. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy against sexual harassment in line with the provision of sexual harassment of women work at workplace (Prevention, Prohibition and redressal) Act, 2013 and the rules framed thereunder. During the financial year 2019-20, the Company has not received any complaint on sexual harassment.

30. TRANSFER OF UN-CLAIMED DIVIDENDS:

The Company does not have any funds lying as unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

31. SECRETARIAL STANDARDS:

The Directors State that applicable Secretarial Standards - 1, 2, 3 and 4 issued by the Institute of Company secretaries of India relating to 'Meetings of the Board of Directors' and 'General Meetings', 'Payment of Dividend' and 'Report of the Board of Directors' respectively, have been duly followed by the Company.

32. ACKNOWLEDGMENT:

Your Directors thank the various Central and State Government Departments, Organizations and Agencies for the continued help and co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

By Order of the Board of Directors

Place : Ahmedabad

Date : 23/11/2020

U. Champawat
Chairman & Managing Director
(DIN-00294184)

ANNEXURE - A
(MGT 9)
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2020

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

i	CIN	L55100GJ1991PLC015839
ii	Registration Date	19-06-1991
iii	Name of the Company	ROYALE MANOR HOTELS AND INDUSTRIES LIMITED
iv	Category/Sub Category of the Company	Public Company Company Limited by shares
v	Address of the Registered office & contact details	INTERNATIONAL AIRPORT CIRCLE AHMEDABAD GUJARAT - 382475 India Phone : (079) 22868642-43 Fax : (079) 22868641 E-mail : royalemanorhotels@rediffmail.com Website : www.rmhil.com
vi	Whether listed company	YES
vii	Name and Address of Registrar & Transfer Agents (RTA):-	MCS Share Transfer Agent Limited 1. 383, Lake Garden, 1 st Floor, Kolkata (West Bengal) – 700 045 Contact No.:- 033-40724051 2. 201, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380 009 Contact No.:- 079 26580461. Email:- mcssta@rediffmail.com , mcsahmd@gmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product / service	% to total turnover of the Company
1	Short Term Accommodation Activities, Restaurant without Bars, Event Catering	5510, 56101, 5621	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES : N.A.

IV. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

A. Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	3300	280330	283630	1.68	3300	280330	283630	1.68	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	6625160	800000	7425160	43.85	6625160	800000	7425160	43.85	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)(1)	6628460	1080330	7708790	45.53	6628460	1080330	7708790	45.53	0
(2) Foreign									
a) NRI-Individuals	0	0	0	0	0	0	0	0	0
b) Other-Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Others	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)(2)	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)=(A)(1)+(A)(2)									
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	100	19400	19500	0.12	100	19400	19500	0.12	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FII's	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	100	19400	19500	0.12	100	19400	19500	0.12	0
2. Non-Institutions									
a) Bodies Corp.	778505	44100	822605	4.86	660144	44100	704244	4.16	-0.70
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0



b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	3635609	1161921	4797530	28.33	3395647	1133321	4528968	26.75	-1.59
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	2470962	26100	2497062	14.75	2872466	26100	2898566	17.12	2.37
c) Others (HUF)	297451	400	297851	1.76	291183	400	291583	1.72	-0.04
Non-Resident Indians Employees	0	0	0	0	0	0	0	0	0
Non-Resident Indian Repatriates	477262	311600	788862	4.66	469049	311500	780549	4.61	-0.05
Non-Resident Indian Non-Repatriates	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	7659789	1544121	9203910	54.36	7688489	1515421	9203910	54.36	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	7659889	1563521	9223410	54.47	7688589	1534821	9223410	54.47	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	14288349	2643851	16932200	100	14317049	2615151	16932200	100	0

B. Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / Encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / Encumbered to total shares	
1	Champawat Investment & Consultants Pvt. Ltd.	1720400	10.16	0.00	1720400	10.16	0.00	0.00
2	Pioneer Buildcon Pvt. Ltd.	1412860	8.34	0.00	1412860	8.34	0.00	0.00
3	Shree Bala Finvest Pvt. Ltd.	2087100	12.33	5.76	2087100	12.33	0.00	0.00
4	Gujarat Finvest Services Pvt.Ltd.	1065600	6.29	0.00	1065600	6.29	0.00	0.00
5	Elcon Exports Pvt. Ltd.	910300	5.38	4.13	910300	5.38	0.00	0.00
6	Royale Infrastructure And Projects Private Limited	228900	1.35	0.00	228900	1.35	0.00	0.00
7	Ummedsingh Champawat Joint With Laxmikanwar Champawat	200300	1.18	1.18	200300	1.18	1.18	0.00
8	Ummedsingh Champawat	19800	0.12	0.12	19800	0.12	0.12	0.00
9	Dilipsingh Kushalsingh Bhati	60010	0.35	0.35	60010	0.35	0.35	0.00
10	Vishwajeetsingh Champawat	2300	0.01	0.00	2300	0.01	0.00	0.00
11	Ramkaran Saini	1000	0.01	0.00	1000	0.01	0.00	0.00
12	Mahendrasingh Bhati	100	0.00	0.00	100	0.00	0.00	0.00
13	Laxmikanwar Champawat	100	0.00	0.00	100	0.00	0.00	0.00
14	Khuman Singh Solanki	10	0.00	0.00	10	0.00	0.00	0.00
15	Anant Vaseta	10	0.00	0.00	10	0.00	0.00	0.00
	Total	7708790	45.53%	11.54%	7708790	45.53%	1.65%	0.00

C. Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	At the beginning of the year	7708790	45.53	7708790	45.53
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No change during the year			
3	At the End of the year	7708790	45.53	7708790	45.53

 D. Shareholding Pattern of top ten Shareholders
 (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Increase/ Decrease in share holding during the year				Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date	No. of shares of the company	% of total	Reason	No. of shares	% of total shares of the company
1	Kailash Ramavatar Goenka	128763	0.76	04-05-19	2090	0.01	Purchase	130853	0.77
				19/4/19	6193	0.04	Purchase	137046	0.81
				26/4/19	1437	0.01	Purchase	138483	0.82
				05-03-19	21230	0.13	Purchase	159713	0.94
				05-10-19	26641	0.16	Purchase	186354	1.10
				17/5/19	27416	0.16	Purchase	213770	1.26
				24/5/19	59031	0.35	Purchase	272801	1.61
				31/5/19	21513	0.13	Purchase	294314	1.74
				06-07-19	102030	0.60	Purchase	396344	2.34
				14/6/19	-89109	-0.53	Sale	307235	1.81
				21/6/19	36040	0.21	Purchase	343275	2.03
				29/6/19	21495	0.13	Purchase	364770	2.15
				07-05-19	9067	0.05	Purchase	373837	2.21
				07-12-19	3524	0.02	Purchase	377361	2.23
				19/7/19	22060	0.13	Purchase	399421	2.36
				26/7/19	15046	0.09	Purchase	414467	2.45
				08-02-19	13535	0.08	Purchase	428002	2.53
				23/8/19	63888	0.38	Purchase	491890	2.91
				30/8/19	28626	0.17	Purchase	520516	3.07
				09-06-19	8608	0.05	Purchase	529124	3.12
				13/9/19	79915	0.47	Purchase	609039	3.60
				27/9/19	12936	0.08	Purchase	621975	3.67
				10-04-19	12901	0.08	Purchase	634876	3.75
10-11-19	-2971	-0.02	Sale	631905	3.73				
18/10/19	3320	0.02	Purchase	635225	3.75				
25/10/19	5854	0.03	Purchase	641079	3.79				
11-08-19	6864	0.04	Purchase	647943	3.83				
15/11/19	2485	0.01	Purchase	650428	3.84				
22/11/19	5902	0.03	Purchase	656330	3.88				
29/11/19	6410	0.04	Purchase	662740	3.91				
12-06-19	18542	0.11	Purchase	681282	4.02				



Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Increase/ Decrease in share holding during the year				Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date	No. of shares shares of the company	% of total	Reason	No. of shares	% of total shares of the company
				13/12/19	27644	0.16	Purchase	708926	4.19
				20/12/19	2070	0.01	Purchase	710996	4.20
				27/12/19	1545	0.01	Purchase	712541	4.21
				01-03-20	129	0.00	Purchase	712670	4.21
				17/1/20	4394	0.03	Purchase	717064	4.23
				24/1/20	10891	0.06	Purchase	727955	4.30
				31/1/20	19785	0.12	Purchase	747740	4.42
				02-07-20	10190	0.06	Purchase	757930	4.48
				21/2/20	11983	0.07	Purchase	769913	4.55
				28/2/20	2590	0.02	Purchase	772503	4.56
				03-06-20	8335	0.05	Purchase	780838	4.61
				13/3/20	21133	0.12	Purchase	801971	4.74
				31/3/20	42839	0.25	Purchase	844810	4.99
2	Ajay Ajitkumar Karsandas Hamlai	290000	1.71		—		—	290000	1.71
3	Jasmin Kishor Ajmera	213770	1.26		—		—	213770	1.26
4	Pravin V. Mehta	121500	0.72		—		—	121500	0.72
5	Radhey Shyam Agarwal	132832	0.78	19/7/19	17329	0.11	Purchase	150161	0.89
				13/9/19	-32500	-0.19	Sale	117661	0.69
6	Malini Mehta	117500	0.69		—		—	117500	0.69
7	Ajmera Associates Ltd	114100	0.67		-	-	-	114100	0.67
8	Shivswaroop Hotels & Resorts Pvt Ltd	108501	0.64		—		—	108501	0.64
9	Revati Infra Projects Pvt Ltd	103452	0.61		—		—	103452	0.61
10	Royale Travel House Limited	91000	0.53		—		—	91000	0.53

E. Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Ummedsingh Padamsingh Champawat				
	At the beginning of the year	220100	1.30	220100	1.30
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	220100	1.30	220100	1.30
2	Vishwajeetsingh U. Champawat				
	At the beginning of the year	2300	0.01	2300	0.01
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	2300	0.01	2300	0.01
3	Yogeshkumar Jayantilal Mehta				
	At the beginning of the year	100	0.00	100	0.00
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	100	0.00	100	0.00

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

(Amount in ₹)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	4,93,80,954	0	0	4,93,80,954
ii) Interest due but not paid	4,43,202	0	0	4,43,202
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	4,98,24,156	0	0	4,98,24,156
Change in Indebtedness during the financial year				
* Addition	0	0	0	0
* Reduction	(30,77,624)	0	0	(30,77,624)
Net Change	(30,77,624)	0	0	(30,77,624)
Indebtedness at the end of the financial year				
i) Principal Amount	4,63,03,330	0	0	4,63,03,330
ii) Interest due but not paid	7,52,880	0	0	7,52,880
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	4,70,56,210	0	0	4,70,56,210

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

1 Remuneration to Managing Director, Whole-time Directors and/or Manager:

Amount (₹)

Sr. No.	Particulars of Remuneration	Name of MD Mr. U. Champawat	Name of Executive Director Mr. Vishwajeetsingh Champawat	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,60,000	23,41,935	27,01,935
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	4,06,127	5,62,065	9,68,192
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	Total	7,66,127	29,04,000	36,70,127
	Ceiling as per the Act	-	-	-



2 Remuneration to other directors:

Amount (₹)

Sr. No.	Particulars of Remuneration	Name of Directors		Total
1	Independent Directors	Mr. Ramprakash Kothari	Ms. Qury Mahesh Nagadiya	
	Fee for attending board/ committee meetings	3500	3000	6500
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)	3500	3000	6500

Sr. No.	Particulars of Remuneration		Total
2	Other Non-Executive Directors		
	Fee for attending board/ committee meetings	-	-
	Commission	-	-
	Others, please specify	-	-
	Total (2)	-	-
	Total Managerial Remuneration	-	-
	Overall Ceiling as per the Act	-	-

3 REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Amount (₹)

Sr. no.	Particulars of Remuneration	Key Managerial Personnel		Total
		Company Secretary Mr. Sunil J. Trivedi	CFO Mr. Yogesh Mehta	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,98,387	5,28,106	9,26,493
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit	-	-	-
	- others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total	3,98,387	5,28,106	9,26,493



VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY Penalty Punishment Compounding			Nil		
B. DIRECTORS Penalty Punishment Compounding			Nil		
C. OTHERS OFFICERS IN DEFAULT Penalty Punishment Compounding			Nil		

ANNEXURE –B

Form MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Royale Manor Hotels and Industries Limited (CIN: L55100GJ1991PLC015839)
International Airport Circle,
Ahmedabad - 382475

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Royale Manor Hotels And Industries Limited** (hereinafter called “the company”) for the audit period covering the financial year ended on 31st March, 2020. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of company’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2020 complied with the statutory provisions listed here under and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31st March, 2020, according to the provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made thereunder and the Companies Act, 1956, to the extent it is applicable.
 - (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015

We have also examined compliance of the following to the extent applicable:

- (i) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India; under the provisions of Companies Act, 2013;

We have relied upon the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under applicable Acts, Laws and Regulations to the Company, as identified and confirmed by the management of the company and listed in **Annexure -I** to this report.

On the basis of our examination and representation made by the Company we report that during the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines etc. mentioned above and there are no material non-compliances that have come to our knowledge except non-compliance in respect of:

- a) 100% Promoters' holding of the Company is not in Demat form. However, it has been mentioned under Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to have entire promoters' holding of the Company in Demat form only.
- b) The Company is in non-compliance with the Composition of Nomination and Remuneration Committee in the quarter ended on 30th September, 2019 and 31st December 2019 during the year under review.
- c) During the year under review, the company has accepted resignation of Ms. Madhuri Chandak, who was an independent director of the company, on 13th August, 2019. However, new independent director could not be appointed by the company to replace Ms. Madhuri Chandak within the prescriber time limit as mentioned in regulation 25(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

We Further Report that, there were no actions/ events in pursuance of:

- a) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014

requiring compliance there of by the Company during the period under review

We further report that the compliance by the company of applicable financial laws like direct and indirect tax laws like Income Tax Act, 1961, Goods and Service Tax Act, 2017 etc., and maintenance of financial records and books of account has not been checked/verified/reviewed in this Audit since the same have been subject to review by statutory financial auditor and other designated professionals.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors at the end of financial year. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act except in few case as mentioned above.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, except in few cases, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no specific events / actions having a major bearing on the company's affairs.

Name of Practicing Company Secretary:

Date : 23/11/2020
Place: Ahmedabad

Rupal Patel
C. P. No.: 3803
FCS No.:6275
UDIN: F006275B001287467

Note: This report is to be read with our letter of even date which is annexed as ANNEXURE- I & II and forms an integral part of this report.

Annexure I

List of applicable laws to the Company

1) Hotel Industries Development:

1. Fire & Explosive Act read with Bombay Provincial Municipal Corporation Act, 1949, Gujarat Town Planning and Urban Development Act, 1976,
2. Food Safety and Security Act
3. Prevention of Food Adulteration Act
4. The Air (Prevention and Control of Pollution) Act, 1981
5. The Water (Prevention and Control of Pollution) Act, 1974
6. Bombay Shops and Establishment Act, 1948
7. Gujarat Tax on Luxuries (Hotels & Lodging Houses) Act, 1977

As amended from time to time till date.

- 2) Property related Acts: Since no transaction for sale/purchase/transfer/ lease of has been incurred during the year, the property related acts seems not applicable and hence not verified for the year review.
- 3) All General Laws such Direct and Indirect Taxation related, Labour Laws and other incidental laws of respective States;

Name of Practicing Company Secretary:

Date : 23/11/2020
Place : Ahmedabad

Rupal Patel
C. P. No.: 3803
FCS No.: 6275

Annexure II

To,
The Members,
Royale Manor Hotels And Industries Limited (CIN: L55100GJ1991PLC015839)
International Airport Circle,
Ahmedabad - 382475

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Name of Practicing Company Secretary:

Date : 23/11/2020
Place : Ahmedabad

Rupal Patel
C. P. No.: 3803
FCS No.: 6275

ANNEXURE - C MANAGEMENT DISCUSSION AND ANALYSIS REPORT

OVERALL REVIEW

India is a large market for travel and tourism. It offers a diverse portfolio of niche tourism products - cruises, adventure, medical, wellness, sports, MICE, eco-tourism, film, rural and religious tourism. India has been recognized as a destination for spiritual tourism for domestic and international tourists. In his Independence speech from Red Fort, the Hon'able Prime Minister Narendra Modi urged people to visit 15 domestic tourist destinations in India by 2022 to promote tourism. India ranked 34 in the Travel & Tourism Competitiveness Report 2019 published by the World Economic Forum. Total contribution by travel and tourism sector to India's GDP is expected to increase from Rs 15.24 lakh crore (US\$ 234.03 billion) in 2017 to Rs 32.05 lakh crore (US\$ 492.21 billion) in 2028. Total earning from the sector in India is targeted to reach US\$ 50 billion by 2022. In FY20, 39 million jobs were created in the tourism sector in India; this accounted for 8.0% of the total employment in the country. International Tourists arrival is expected to reach 30.5 billion by 2028. e-Visa facility was offered to 169 countries as of December 2019. Under the Swadesh Darshan scheme, 77 projects have been sanctioned of worth Rs 6,035.70 crore (US\$ 863.60 million). In Union Budget 2020-21, the Government has allotted Rs 1,200 crore (US\$ 171.70 million) for the development of tourist circuits under Swadesh Darshan for Northeast.

The launch of several branding and marketing initiatives by the Government of India such as 'Incredible India!' and 'Athiti Devo Bhava' has provided a focused impetus to growth. The Indian Government has also released a fresh category of visa - the medical visa or M-visa, to encourage medical tourism in the country. The Government is working to achieve 1% share in world's international tourist arrivals by 2020 and 2% share by 2025.

The Government is also making serious efforts to boost investment in the tourism sector. In the hotel and tourism sector, 100% FDI (Foreign Direct Investment) is allowed through the automatic route. A five-year tax holiday has been offered for 2-, 3- and 4-star category hotels located around UNESCO World Heritage sites (except Delhi and Mumbai). Ministry of Tourism launched Dekho Apna Desh webinar in April 2020 to provide information on the many destinations and the sheer depth and expanse of the culture and heritage of Incredible India. Till

August 17, 2020, 48 webinars were conducted under the series. India is the most digitally advanced traveller nation in terms of digital tools being used for planning, booking, and experiencing a journey. India's rising middle class and increasing disposable income has supported the growth of domestic and outbound tourism.

1. FUTURE TRENDS

India's travel and tourism industry has huge growth potential. The industry is also looking forward to the expansion of e-Visa scheme, which is expected to double the tourist inflow in India. India's travel and tourism industry has the potential to expand by 2.5% on the back of higher budgetary allocation and low-cost healthcare facility according to a joint study conducted by ASSOCHAM and YES BANK.

The COVID-19 pandemic has brought the world to a standstill, with the hospitality, travel and tourism sector being the most affected due to travel restrictions across the world and within India. Majority of hotel operators expect that it will take 13 to 24 months for their hotels to return to revenue per available room (RevPAR) levels of last year as per the one survey conducted on 15 leading hotel operators in India. The COVID-19 pandemic has brought the world to a standstill, with the hospitality, travel and tourism sector being the most affected due to travel restrictions across the world and within India. All the hotels development have slowed down, and most hotel openings are likely to be deferred by at least 6 months.

The Management believes that the hotel would need working capital infusion to continue or re-start their operations because the reserves have almost dried.

2. SECTOR OUTLOOK

The outlook for the Indian Hospitality industry is becoming increasingly promising. Industry reports indicate that the demand for hotel rooms will continue to grow at a steady rate. Such demand is driven both by business activity as well as leisure which has a 71% and 29% share respectively. Room demand growth is correlated to GDP growth; consequently with GDP growth picking up, commercial demand is expected to increase. In September 2019, Japan joined a band of Asian



countries, including Taiwan and Korea among others, to enter India's tourism market. However, nobody can make statement about present outlook amid Pandemic Covid-19. Only upon proper availability of vaccination of COVID-19, Hotel and tourism industry can get back to the track.

3. SWOT ANALYSIS

Strengths

- A major strength for our Hotel is its preferred owned brands with its vast portfolio commanding leadership in their market segments. Quality service from the said brand strengthens the market position of hotels giving it its competitive edge as it seeks to take advantage of increasing business. Strengthening individual services in the areas of exclusive business meetings, food and spa to offer a wide spectrum of hospitality services in accommodations and beyond.
- Ministry of Tourism has two major schemes viz. SwadeshDarshan - Integrated Development of Theme- Based Tourist Circuits and PRASHAD Pilgrimage Rejuvenation and Spiritual, Heritage Augmentation Drive for development of tourism infrastructure in the country including historical places and heritage cities.
- The Government of Gujarat strongly initiated the promotion of tourism in Gujarat with the slogan like "Kuch Din to Gujaro Gujarat mein."
- The Indian Government organized many types of International exhibitions and Celebration in Gujarat providing impetus to hospitality industry.
- The "Incredible India 2.0" Campaign of the Ministry was launched by the Hon'ble President of India on 27th September 2017, during the National Tourism Awards function. The 2.0 Campaign marks a shift from the generic promotions being undertaken across the world to market specific promotional plans and content creation. The Campaign covers the important source markets for Indian tourism and also takes into account emerging markets with significant potential.

- A world level corporate conference viz. "Vibrant Gujarat", providing impetus to hospitality industry.
- The promoters have an established track record, having created a niche for itself in hospitality industry with good brand image for last 23 years.
- A loyal clientele base of corporate built-up over the years, providing a ready customer base.
- Strategic location of the hotel in the immediate vicinity of Airport with well-developed infrastructure gives it an added advantage over other competitors.
- Your Company continuously renovates its properties to meet the increasing competition in the market and insured its property against natural and man made disasters.
- The Umed Ahmedabad, Ahmedabad's first Five star hotel is been fruitfully proceeding its successful journey with all its pride even after era of giant groups such as TAJ and Oberoi at this property.
- The hotel property of the company is situated just 1km from the airport and in close proximity to the government and developing industrial areas makes this location an apt choice for all the business travelers. The property is surrounded with greenery and perfectly manicured lawns compliment the city's biggest open-air swimming pool. Enjoy the tranquility of our guest rooms and suites, explore local and global cuisines at the 24-hour coffee shop and fine dining restaurant. The hotel is known for patronizing the who's who of the worlds in recent days.

Weaknesses

Hospitality Industry suffers from event risks such as pandemic Covid-19, Lockdown, terrorist attack, government stability, dollar and foreign currency condition, rupee devaluation etc. the company is operating in area, which is prone to these risks.

- Hotel business in general is sensitive to fluctuation in the economy. Since, demand for hotels is affected by economic growth; a global recession might lead to downturn in the hotel industry.



- Since tourism is global phenomenon, any adverse developments on the geo-political front are likely to impact global tourist flow and India is not an exception to same. The future of the hospitality industry is very sensitive to the global security environment.

Opportunities

- Ahmedabad is emerging as a global city with a confluence of various culture, positive political circumstances and values and also being a leading industrial city of India, the Company will be able to exploit the business travel potential offered by the city.
- UNESCO has declared Ahmedabad as World Heritage City resulting into increase in foreign visitors.
- At a time of the World Economy melt down, Global Investors envisage for safer Investments and fetch assured returns. Investors look towards India and Gujarat has been a preferred Investment Destination by way of Vibrant Gujarat Summit.
- With the increase in the demand of Gujarat Film and Entertainment Industry, the related visitors also increased, who prefer our location only.
- The Government of Gujarat has declared and initiated many automobile projects resulting into increase in foreign corporate visitors
- The Hotel is well established and the promoters with their experience have passed through such phases without many adversities.
- Encapsulated in an oasis of warm and soothing surroundings, "The Ummed Ahmedabad" is a low-rise property spread over four acres of manicured gardens. Feel welcomed in one of the 91 rooms and suites, tastefully appointed using subtle tones, styled with custom made teak furniture and convenient amenities. Elegantly appointed rooms and suites overlook the landscaped gardens and tall trees around the hotel or provide breathtaking views of the turquoise waters of the poolside. Classic Indian and regional art adorn the rooms along with thoughtful

amenities to ensure guests feel at home (<http://www.rmhil.com/>).

Threats

- Guest houses replace the hotels. This is a growing trend in the west and is now catching up in India also, thus diverting the hotel traffic.
- Changing trends in the west demand similar changes in India, which here are difficult to implement due to high project costs.
- Fluctuation in foreign tourist arrival. The total dependency on foreign tourists can be risky, as there are wide fluctuations in international tourism.

4. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial performance of the Company for the year 2019-20 is described in the Directors' Report under the head of 'Operation'.

5. SEGMENT WISE PERFORMANCE

The Company has only one segment i.e. Hotel Industry.

6. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Internal Control Systems and their Adequacy of the company for the year 2019-20 are described in the Directors Report under the head of 'Internal Control Systems And Their Adequacy'.

7. HUMAN RESOURCE DEVELOPMENT/ INDUSTRIAL RELATIONS

During the year, the Company maintained harmonious and cordial industrial relations. No operating days were lost due to strike, lock out etc. Human Resources Development, in all its aspects like training, safety and social values is under constant focus of the management. The Management and the Employees are dedicated to achieve the corporate objective and the targets set before the Company.

During the financial year 2019-20, the company has not received any complaints on sexual harassment and hence no complaints remain pending as of 31st March, 2020.



8. Material developments in Human Resources / Industrial Relations front, including number of people employed

We admire our employees for better performance by taking seminars, exports talk and healthy competition among them. We motivate them to do research and development of Hotel Industries and welcome their suggestion if it achieve the benchmark of our standards. Company understands the value of human capital and tries to preserve and develop it.

9. Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor, including:

Financial Ratio Particulars	Year Ended	
	31.03.20	31.03.19
(i) Debtors Turnover	4.49	5.53
(ii) Inventory Turnover	10.35	11.79
(iii) Interest Coverage Ratio	4.29	5.94
(iv) Current Ratio	2.07	1.92
(v) Debt Equity Ratio	0.09	0.12
(vi) Operating Profit Margin (%)	15%	19%
(vii) Net Profit Margin (%)	12%	14%

or sector-specific equivalent ratios, as applicable.

10. Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof

Return on Net Worth for the Current Financial Year ended on 31.03.20 is 5.70% as compared to 8.01% in Previous Financial Year ended on 31.03.19. ROI has significantly improved as the Company has maintained healthy capital structure as is evident from debt equity ratio and improved Net Profit Margin.

11. CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, predictions and expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. As "forward-looking statements" are based on certain assumptions and expectations of future events over which the Company exercises no control. The Company assumes no responsibility to publicly amend, modify or revise the forwardlooking statement on the basis of subsequent developments, domestic and international economic conditions affecting demand, supply and price conditions in the hospitality industry, changes in the Government regulations, tax regimes and other status.

By Order of the Board of Directors

Place : Ahmedabad

Date : 23/11/2020

U. Champawat
*Chairman & Managing
Director*
(DIN-00294184)

ANNEXURE –D
REPORT ON CORPORATE GOVERNANCE
1. COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate Governance is an integral part of value, ethics and best business practices followed by the Company. The core values of the Company are commitment to excellence and customer satisfaction, maximizing long-term value for stakeholders, socially valued enterprise and caring for people and environment.

The Royale Manor Hotels and Industries Limited is committed to good Corporate Governance in order to all stakeholders – Customers, suppliers, lenders, employees, the shareholders. The detailed report on implementation by the company of the Corporate Governance Code as incorporated in Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, is set out below.

2. BOARD OF DIRECTORS :
2.1 Composition of the Board

The Board of Directors as at 31st March, 2020 comprises of five directors including of Two Executive and three Non-Executive Directors. Mr. U. Champawat is the Chairman & Managing Director of the Company and he conducts the day to day management of the Company, subject to the supervision and control of the Board of Directors. The independent directors on the Board are senior, competent and highly respected persons from their receptive fields. The following is the Composition of the Board as at 31st March, 2020:

Sr No.	Name of Director	Category	No. of Directorship(s) held in Indian public & private Limited Companies	Committee(s) position (Including this company)	
				Member	Chairman
1	Mr. U. Champawat	Chairman Managing Director - Executive (Promoter)	1	3	Nil
2	Dr. Ram Prakash Kothari	Non-Executive Director (Independent)	Nil	Nil	3
3	Mr. Vishwajeetsingh Champawat	Executive Director (Non-Independent)	Nil	Nil	Nil
4	Ms. Qury Maheshbhai Nagadiya*	Non-Executive Director (Independent)	Nil	3	Nil
5	Mr. Nandlal Mahadev Maheshwari**	Non-Executive Director (Independent)	Nil	3	Nil

* Appointed as on 22.05.2019

** Appointed as on 14.02.2020

2.2 The Board has identified the following skills/expertise/competencies with reference to its Business for the effective functioning of the Company and which are currently available with the Board:

<u>Name of the Director</u>	<u>Skills/Expertise/Competencies</u>
Mr. U. Champawat	Involved in the Tourism Business since more than two decade & he has gained expertise in the Tourism operations. Under his leadership, the Company has progressed commendably.
Dr. Ram Prakash Kothari	Practicing as physician and is well versed with corporate functioning also.He also involved in social activities.
Mr.Vishwajeetsingh Champawat	Self accomplished leader in his own right,He has considerable experience in corporate affairs.He brings with him rich and specialized experience in the field of Finance, Accounts, Corporate Planning, Fund Flow Management and Commercial law, taxation.
Ms. Qury Maheshbhai Nagadiya	Expertise in healthcare, health safety, nutrition & fitness need of infant and children.
Mr. Nandlal Mahadev Maheshwari	General Management and critical medical emergency administration.

2.3 Board Agenda:

The annual calendar of Board and Committee Meetings is agreed upon at the beginning of each year. Meetings are governed by a structured Agenda and a Board Member may bring up any matter for consideration of the meeting in consultation with the Chairman. Agenda papers are generally circulated to the Board Members in advance. In addition, for any business exigencies the resolutions are passed by circulation and later placed at the subsequent Board or Committee Meeting for ratification/approval. Detailed presentations are made at the meetings on all major issues to enable the Board to take informed decisions.

Invitees & Proceedings:

Apart from the Board Members, the Company Secretary, The Internal & Statutory Auditors and consultant are invited to attend all the Board Meetings. Other senior management executives are called as and when necessary, to provide additional inputs for the matters being discussed by the Board. The CFO makes presentation on the quarterly and annual operating & financial performance and on annual operating & capex budget. The Managing Director and other senior executives make presentations on capex proposals & progress, operational health & safety and other business issues.

Support and Role of Company Secretary:

The Company Secretary is responsible for convening the Board and Committee meetings, preparation and distribution of agenda and other documents and recording of the minutes of the meetings. He acts as interface between the Board and the Management and provides required assistance to the Board and the Management.

2.4 Meetings and Attendance:

During the year, the Board of Directors met 7 times on April 15, 2019, May 22, 2019, May 30, 2019, August 13, 2019, November 14, 2019, February 14 2020, and March 13, 2020. The gap between two Board Meetings was within the maximum time gap prescribed in SEBI (LODR) Regulations, 2015. The Attendance of Directors at these Board Meetings and at the last Annual General Meeting was as under:

Sr.No.	Name of Director	No. of Board Meetings held during the period when the Director was on the Board	No. of Meetings Attended	Attendance at the last AGM held on 30/09/2019
1.	Mr. U. Champawat	7	5	Absent
2.	Mr. Vishwajeetsingh Champawat	7	6	Present
3	Dr. Ram Prakash Kothari	7	7	Present
4	Mrs. Madhuri Chandak [§]	3	-	Absent
5	Ms. Qury Maheshbhai Nagadiya*	6	6	Absent
6	Mr. Nandlal Mahadev Maheshwari**	1	-	Absent

* Appointed as on 22.05.2019

§ Resigned as on 13.08.2019

** Appointed as on 14.02.2020

2.5 Independent Directors:

Independent Directors play an important role in the governance processes of the Board. They bring to bear their expertise and experience on the deliberations of the Board. This enriches the decision making process at the Board with different points of view and experiences and prevents conflict of interest in the decision making process.

None of the Independent Directors serves as “Independent Directors” in more than seven listed companies.

The Board of Directors have confirmed that the Independent Directors fulfill the conditions specified under SEBI (LODR) Regulations, 2015 and are independent of the management.

During the year under review, the Independent Directors met on March 20, 2020, inter alia:

- To review the performance of the Non-Independent Directors (Executive Directors);
- To review the performance of the Board of the Company as a whole;
- To review the performance of Chairman of the Company taking into account the views of Executive Directors on the same;
- To assess the quality, quantity and timeliness of flow of information between the Company management and the Board.

They expressed satisfaction at the robustness of the evaluation process, the Board’s freedom to express views on the business transacted at the Meetings and the openness with which the Management discussed various subject matters on the agenda of meetings.

2.6 Disclosure of relationships between the Directors inter-se:

Except Mr. Vishwajeetsingh Champawat (Executive Director), is son of Mr. U. Champawat (Chairman & Managing Director) there is no relationship between the Directors inter-se.

2.7 Number of shares and convertible instruments held by Non-Executive Directors:

- None of the Non-Executive Directors of the Company held shares of the Company.
- During the year under review, the Company has not issued any Convertible Instruments.

2.8 Familiarisation Programme for Independent Director:

On appointment of an individual as Independent Director, the Company issues a formal Letter of Appointment to the concerned director, setting out in detail, the terms of appointment, duties and responsibilities. Each newly appointed Independent Director is taken through a formal familiarization program. The Programme also provides awareness of the Independent Directors on their roles, rights, responsibilities towards the Company. Further, the Familiarization Programme also provides information relating to the financial performance of the Company and budget and control process of the Company.

The details of familiarisation program imparted to Independent Directors is also posted on the Company's Website at <https://www.rmhil.com/stakeholder-information.htm>

2.9 Code of Conduct for Directors and Senior Management Personnel:

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has laid down a Code of Conduct for all Board Members and Senior Management Personnel of the Company. The said Code of Conduct has been posted on the website of the Company. The Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code. The Chairman & Managing Director of the Company has given a declaration to the Company that all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code.

2.10 Prohibition of Insider Trading Code:

During the year, the Company has amended the Code of Conduct for Prohibition of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and also formulated Policy on procedures to be followed while conducting an inquiry in the event of leak or suspected leak of Unpublished Price Sensitive Information in line with the SEBI(Prohibition of Insider Trading) (Amendment) Regulations, 2018.

The amended codes viz. "Code of Conduct for Prohibition of Insider Trading" and the "Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information" allows the formulation of a trading plan subject to certain conditions and requires pre-clearance for dealing in the Company's shares. It also prohibits the purchase or sale of Company's shares by the Designated Persons, while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

2.11 Committees of the Board:

The Board of Directors has constituted 3 Committees of the Board viz.

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee

3. AUDIT COMMITTEE:

The Audit Committee of the Company comprises of 4 members out of which 3 members are Non-Executive Independent Directors. The Committee members are professionals having requisite experience in the fields of Finance and Accounts, Banking and Management. Mr. Ramprakash Kothari, Non-Executive Independent Director is a Chairman of the Committee.

3.1 Terms of reference of the committee inter alia, 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. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

4. Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:
 - a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - 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 statements arising out of audit findings;
 - e) Compliance with listing and other legal requirements relating to financial statements;
 - f) Disclosure of any related party transactions;
 - g) Qualifications 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, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. 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;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. 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;
16. 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;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc. of the candidate;

20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Audit Committee shall mandatorily review the following information:

1. Management Discussion and Analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.
6. Statement of deviations:
 - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to the stock exchanges interms of sub-regulation (1) of Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of sub-Regulation (7) of Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

3.2 The Composition of the Committee as at 31st March 2020 and the details of Members participation at the Meetings of the Committee are as under:

During the year, 4 Audit Committee Meetings were held on May 30, 2019, August 13, 2019, November 14, 2019 and February 14, 2020. The Attendance of Members at meetings was as under:

Sr. No.	Name of Member	Position	Number of Meetings held during the period when the Member was on the Board	Number of Meetings attended
1	Dr. Ramprakash Ramvallabh Kothari	Chairman	4	4
2	Mr. Ummedsingh Champawat	Member	4	2
3	Qury Maheshbhai Nagadiya*	Member	3	3
4	Madhuri Chandak	Member	1	-
5	Nandlal Mahadev Maheshwari**	Member	-	-

* Ms. Qury Maheshbhai Nagadiya was appointed as a member of the Committee w.e.f. 30.05.2019

** Mr. Nandlal Mahadev Maheshwari was appointed as a member of the Committee w.e.f. 14/02/2020.

The Internal and Statutory Auditors are invitees to Audit Committee meetings and the Company Secretary acts as the Secretary of the Audit Committee.

4. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee of the company comprises of 4 Directors viz. Mr. Ramprakash Kothari, Mr. Ummedsingh Champawat, Ms. Qury Maheshbhai Nagadiya and Mr. Nandlal Mahadev Maheshwari, 3 of them are Non-Executive Independent Directors. 3 committee meetings were held during the year on May 30, 2019, and August 13, 2019. Mr. Ramprakash Kothari, Non-Executive Independent Director is a Chairman of the Committee.

Sr. No.	Name of Member	Position	Number of Meetings held during the period when the Member was on the Board	Number of Meetings attended
1	Dr. Ramprakash Ramvallabh Kothari	Chairman	2	2
2	Mr. Ummedsingh Champawat	Member	2	1
3	Qury Maheshbhai Nagadiya*	Member	1	1
4	Madhuri Chandak	Member	1	-
5	Nandlal Mahadev Maheshwari**	Member	-	-

*Ms. Qury Maheshbhai Nagadiya was appointed as a member of the Committee w.e.f. 30.05.2019.

**Mr. Nandlal Mahadev Maheshwari was appointed as a member of the Committee w.e.f. 14.02.2020.

4.1 The terms of reference of the Committee inter alia, include the following:

Nomination of Directors / Key Managerial Personnel / Senior Management*

- To evaluate and recommend the composition of the Board of Directors;
- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down by the Committee;
- To consider and recommend to the Board, appointment and removal of directors, other persons in senior management and key managerial personnel (KMP);
- Determining processes for evaluating the effectiveness of individual directors and the Board as a whole and evaluating the performance of individual Directors;
- To administer and supervise Employee Stock Options Schemes (ESOS) including framing of policies related to ESOS and reviewing grant of ESOS;
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director;
- To review HR Policies and Initiatives.

Remuneration of Directors / Key Managerial Personnel / Senior Management*/ other Employees

1. Evolve the principles, criteria and basis of Remuneration Policy and recommend to the Board a policy relating to the remuneration for all the Directors, KMP, senior management and other employees of the Company and to review the same from time to time;
2. The Committee shall, while formulating the policy, ensure the following:
 - (a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;

- (b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (c) Remuneration to Directors, KMP and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

*Senior Management for the above purpose shall mean officers/personnel of the Company who are members of its core management team excluding Board of Directors and comprising all members of management one level below the Chief Executive Officer/Managing Director/Whole time Director/Manager and shall specifically include Company Secretary and Chief Financial Officer.

4.2 Evaluation of the Board's Performance:

During the year, the Board adopted a formal mechanism for evaluating its performance as well as that of its Committees and individual Directors. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & Committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgement, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

4.3 Remuneration of Directors:

Remuneration of Managing Director is recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and the Shareholders of the Company.

The remuneration of Non-Executive Directors is determined by the Board and is also approved by the Shareholders in General Meeting.

Non-Executive Directors are paid Sitting Fees of Rs.500/- for every meeting of Board of Directors attended by them.

Details of remuneration to all Directors for the Financial Year 2019-20 are as under:

Sr. No.	Name of Director	Salary (₹)	Perquisites & Allowances (₹)	Retirement & Leave Benefits (₹)	Sitting Fees(₹)	Commission/ Bonus (₹)	Stock Option
1	Mr. U. Champawat	360000	406127	0	0	0	0
2	Dr. Ram Prakash Kothari	0	0	0	3500	0	0
3	Mr. Vishwajeetsingh Champawat	2341935	562065	0	0	0	0
4	Mrs. Madhuri Chandak [§]	0	0	0	0	0	0
5	Ms. Qury Maheshbhai Nagadiya*	0	0	0	3000	0	0
6	Mr. Nandlal Mahadev Maheshwari**	0	0	0	0	0	0

* Appointed as on 22.05.2019

§ Resigned as on 13.08.2019

** Appointed as on 14.02.2020

None of the Directors of the company / Key managerial Personnel had any pecuniary relationship with the Company during the year.

Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable:

The Company has not issued any stock option during the year under review.

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Stakeholders' Relationship Committee has 4 Members comprising of 3 Non-Executive Independent Director and 1 Executive Directors. Mr. Ramprakash Kothari, Non-Executive Director has been appointed as a Chairman of the Committee.

5.1 Terms of reference of the Committee inter alia, include the following:

- To specifically look into the redressal of Investors' Grievances pertaining to:
 - a) Transfer of shares and debentures;
 - b) Non-receipt of declared dividends, interests and redemption proceeds of debentures;
 - c) Dematerialization/ Rematerialisation of shares and debentures;
 - d) Replacement of lost, stolen, mutilated share and debenture certificates;
 - e) Non-receipt of rights, bonus, split share and debenture certificates;
 - f) Non-receipt of balance sheet.
- To look into other related issues towards strengthening investors' relations.
- To consider and approve issuance of share / debenture certificates including duplicate share/debenture certificates.
- To look into the reasons for any defaults in the payment to the Depositors, Debenture holders, Shareholders (in case of nonpayment of declared dividends) and Creditors.

5.2 The Composition of the Committee as at 31st March 2020 and the details of Members participation at the Meetings of the Committee are as under:

During the year, 6 Shareholders' Relationship Committee Meetings were held April 11, 2019, April 30, 2019, July 10, 2019, August 20, 2019, October 05, 2019 and January 06, 2020. The Attendance of Members at meetings was as under:

Sr. No.	Name of Member	Position	Number of Meetings held during the period when the Member was on the Board	Number of Meetings attended
1	Dr. Ramprakash Ramvallabh Kothari	Chairman	6	6
2	Mr. Ummedsingh Champawat	Member	6	2
3	Mrs. Madhuri Chandak	Member	2	-
4	Ms. Qury Maheshbhai Nagadiya*	Member	4	4
5	Mr. Nandlal Mahadev Maheshwari**	Member	-	-

* Ms. Qury Maheshbhai Nagadiya was appointed as a member of the Committee w.e.f. 30.05.2019.

** Mr. Nandlal Mahadev Maheshwari was appointed as a member of the Committee w.e.f. 14.02.2020

5.3 Name and Designation of Compliance Officer:

Mr. Sunil Trivedi, Company Secretary

5.4 Details of Complaints / Queries received and redressed during 1stApril 2019 to 31stMarch 2020 are as follows:

Number of shareholders' complaints pending at the beginning of the year	Number of shareholders' complaints received during the year	Number of shareholders' complaints redressed during the year	Number of shareholders' complaints pending at the end of the year
Nil	Nil	Nil	Nil

All the complaints/ queries have been redressed to the satisfaction of the complainants and no shareholders' complaint/ query was pending at the end of the year.

6. INFORMATION ON GENERAL BODY MEETINGS :
6.1 The last 3 Annual General Meetings of the Company were held as under:

Date	Time	Venue
30 th September, 2019	3.00 P.M.(IST)	Ahmedabad Textile Mills' Association (ATMA) Hall, Ashram Road, Ahmedabad – 380 009
28 th September, 2018	3.00 P.M.(IST)	Ahmedabad Textile Mills' Association (ATMA) Hall, Ashram Road, Ahmedabad – 380 009
27 th September, 2017	3.00 P.M.(IST)	Ahmedabad Textile Mills' Association (ATMA) Hall, Ashram Road, Ahmedabad – 380 009

6.2 Special Resolutions passed in the last 3 Annual General Meetings:
2018-19

- To appoint Ms. .Qury Nagadiya (DIN: 08455589) as an Independent Director of the Company

2017-18

- To re-appoint Shri Ummedsingh P. Champawat as Managing Director of the Company
- To appoint Ms. Madhuri Chandak (DIN: 08139078) as an Independent Director of the Company

2016-17

- To Appoint Mr. Vishwajeetsingh Champawat (DIN: 00519755) as an Executive Director.

6.3 Extraordinary General Meeting (EGM):

No Extra Ordinary General Meeting held during the financial year under review.

6.4 Details of Resolution Passed through Postal Ballot, the person who conducted the Postal Ballot Exercise and details of the voting pattern:

No resolution has been passed through the exercise of Postal Ballot during the previous year.

7. MEANS OF COMMUNICATION :

- Quarterly results:** The Company's quarterly / half yearly / annual financial results are sent to the Stock Exchanges and Local English and Vernacular language newspapers and are simultaneously displayed on its website (www.rmhil.com).
- Media Releases:** Official media releases are sent to Stock Exchanges and are displayed on the Company's website (www.rmhil.com).
- Website:** The Company's website (www.rmhil.com) contains a separate dedicated section "Investor Relations" where shareholders' information is available. The Company's Annual Report is also available in a downloadable form.

- iv. **Annual Report:** The Annual Report containing, inter-alia, Audited Financial Statement, Consolidated Financial Statement, if applicable, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Directors' Report in the Annual Report. The Annual Report is displayed on the Company's website (www.rmhil.com).
- v. **BSE Corporate Compliance & Listing Centre (the "Listing Centre"):** BSE's Listing Centre is a web-based application designed for corporate. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, statement of investor complaints among others, are also filed electronically on the Listing Centre.
- vi. **SEBI Complaints Redress System (SCORES):** The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

The Management Discussions and Analysis Report forms part of the Directors Report and is given separately.

8. GENERAL SHAREHOLDERS' INFORMATION :

8.1 Annual General Meeting :

Date	: 23 rd December, 2020
Time	: 3.00 P.M. (IST)

8.2 Financial Calendar (Tentative):

The Financial Year of the Company is for a period of 12 months from 1st April to 31st March.

First Quarter Results	: Second week of September, 2020
Second Quarter Results	: Second week of November, 2020
Third Quarter Results	: Second week of February, 2021
Fourth Quarter Results	: Last week of May, 2021

8.3 Book Closure Date : 14th December, 2020 to 23rd December, 2020
(both days inclusive)

8.4 Dividend Payment Date : Not Applicable as the Board did not recommend any dividend for the financial year

8.5 Listing on Stock Exchanges:

The names and addresses of the Stock Exchanges at which the equity shares of the Company are listed and the respective stock codes are as under:

Sr No.	Name of Stock Exchanges	Stock Codes
1.	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.	BSE - 526640
2.	The Calcutta Stock Exchange Association Limited 7, Lyons Range, Kolkata - 700 001.	CSE - 28151

8.6 Market Price Data :

High and low during each month in the (2019-20) financial year on the Stock Exchanges:

Month	High (₹)	Low (₹)
April - 2019	10.92	9.81
May - 2019	12.51	10.26
June - 2019	13.00	10.51
July - 2019	11.75	9.57
August - 2019	12.30	9.82
September -2019	13.24	11.08
October -2019	11.20	9.23
November - 2019	12.28	9.31
December - 2019	13.38	10.60
January - 2020	13.10	10.02
February - 2020	13.00	11.09
March - 2020	12.49	8.71

8.7 Registrar and Transfer Agent :

M/s. MCS SHARE TRANSFER AGENT LIMITED.

- 383, Lake Garden, 1st Floor, Kolkata (West Bengal) – 700 045
Contact No.:- 033-40724051.
- 201, Shatdal Complex, Opp. Bata Show Room,
Ashram Road, Ahmedabad - 380 009
Contact No.:- 079 26580461
Email:- mcssta@rediffmail.com, mcsahmd@gmail.com

8.8 Share Transfer System :

Applications for transfer of shares held in physical form are received at the office of the Registrars & Share Transfer Agents of the Company. All valid transfers are processed and registered within stipulated time.

Shares held in dematerialised form are electronically traded through the Depositories.

Requests for dematerialisation of physical shares are processed and completed within a period of 21 days from the date of receipt, provided they are in order in every respect. Bad deliveries are immediately returned to Depository Participants under advice to the Members.

However, as per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the EquityShares of the Company.

8.9 Shareholding Pattern as on 31st March, 2020:

Category of Shareholders	No. of Shareholders	No. of Shares	% of Total Shares
Promoter & Promoter Group	15	7708790	45.53
Public	13617	7427534	43.87
Financial Institution	4	19500	0.12
Other Bodies Corporate	116	704244	4.16
NRI	68	780549	4.61
HUF	85	291583	1.72
Shares underlying DRs	Nil	Nil	Nil
Shares held by Employee Trusts	Nil	Nil	Nil
Total Shareholding	13905	16932200	100

8.10 Shareholding Pattern as on 31st March 2020:

Category	Number of Shareholders	Percentage (%)	Number of Shares	Percentage (%)
1- 500	12343	88.7347	1876818	11.0843
501-1000	737	5.2983	638869	3.7731
1001- 2000	329	2.3652	531782	3.1407
2001- 3000	133	0.9561	336891	1.9896
3001- 4000	84	0.6039	297237	1.7555
4001- 5000	72	0.5176	337706	1.9945
5001- 10000	109	0.7836	824670	4.8704
10001-50000	73	0.5248	1603099	9.4678
50001-100000	13	0.0935	858474	5.0701
Above 100000	17	0.1222	9626654	56.8541
TOTAL	13910	100	16932200	100

8.11 Dematerialisation of Shares and Liquidity :

Particulars of Equity holding	Equity Shares of Rs. 10/- each.	
	Number of shares	Percent of total shares
NSDL	10850746	64.08
CDSL	3466303	20.47
Physical form	2615151	15.44

8.12 Outstanding GDRs / ADRs / Warrants or any convertible instruments and conversion date and likely impact on equity:

There are no outstanding GDRs / ADRs / Warrants or any convertible instruments as at March 31, 2020.

8.13 Commodity price risk or foreign exchange risk and hedging activities: Not Applicable
8.14 Hotel Location :

The Ummed Ahmedabad
 International Airport Circle, Ahmedabad-382 475. Gujarat (INDIA)

8.15 Unclaimed Dividend:

Company did not declared any dividend from the date of incorporation to till date, hence this is not applicable

8.16 Nomination Facility:

Shareholders holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 are requested to submit the prescribed Form SH-13 for this purpose. Shareholders may write to the Secretarial Department of the Company for a copy of the Form.

8.17 Credit Ratings:

No credit ratings obtained by the Company during the relevant financial year for any debt instruments, fixed deposit programme, any scheme or proposal, involving mobilization of funds, whether in India or abroad.

8.18 Address for correspondence:

Shareholders may correspond with the Company at the Registered Office of the Company or at the office of Registrar and Transfer Agent of the Company:

M/s. Royale Manor Hotels and Industries Limited International Airport Circle, Ahmedabad – 382 475 Tele. No. :079 - 22868642-43 Fax :079 – 22868641 CIN :L55100GJ1991PLC015839 Email: royalemanorhotels@gmail.com Website :www.rmhil.com	MCS SHARE TRANSFER AGENT LIMITED. 1. 383, Lake Garden, 1 st Floor, Kolkata (West Bengal) – 700 045 Contact No.:- 033-40724051 2. 201, Shatdal Complex, Opp. Bata Showroom, Ashram Road, Ahmedabad - 380009 Contact No.: 079-26580461 Email :mcssta@rediffmail.com, mcsashmd@gmail.com
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9. OTHER DISCLOSURES:

- 9.1 There are no materially significant transactions with the related parties viz. promoters, directors or the management or their relatives or subsidiaries etc. that had potential conflict with the company's interest. Suitable disclosure as required by the Indian Accounting Standard has been made in the Annual Report. The Related Party Transactions Policy as approved by the Board is uploaded on the Company's Website at <https://www.rmhil.com/policy.htm>.
- 9.2 Transactions with related parties are disclosed in detail in Note No. 3.8 in "Notes forming part of the Accounts" annexed to the financial statements for the year. There were no related party transactions having potential conflict with the interest of the Company at large.
- 9.3 There are no pecuniary relationships or transactions of Non-executive Directors vis-à-vis the Company which has potential conflict with the interests of the company at large.
- 9.4 No Strictures or penalties have been imposed on the company by the Stock Exchanges or by the Security Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last three years.
- 9.5 The Company has formed the policy for determining material subsidiary as required by Regulation 16 of the SEBI (LODR) Regulations, 2015 and the same is disclosed on the Company's website. The web link is <https://www.rmhil.com/policy.htm>.

9.6 Vigil Mechanism:

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the Listing Regulations, includes an Ethics & Compliance Task Force comprising senior executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail or a letter to the Task Force or to the Chairman of the Audit Committee. The Vigil Mechanism and Whistle Blower Policy may be accessed on the Company's website at the link: <http://www.rmhil.com/pdf/policy/whistel-blower-policy.pdf>

No personnel have been denied access to the Chairman of the Audit Committee, for making complaint on any integrity issue.

9.7 The minimum information to be placed before the Board of Directors as specified in Part A of Schedule II of Listing Regulations is complied with to the extent possible.

9.8 Certification from Company Secretary in Practice:

CS Rupal Patel, Practicing Company Secretaries, has issued a certificate as required under the SEBI (LODR) Regulations, 2015, confirming that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority.

9.9 Complaints pertaining to Sexual Harassment:

During the year, the Company has received 0 (zero) complaint pertaining to sexual harassment.

9.10 Details of total fees paid to Statutory Auditors:

Details relating to fees paid to the Statutory Auditors are given in Note No. 3.11 in “Notes forming part of the Accounts” annexed to the financial statements for the year.

9.11 Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

During the year, the Company has fully complied with the mandatory requirements as stipulated under SEBI (LODR) Regulations, 2015.

The status of compliance with discretionary recommendations and adoption of the non-mandatory requirements as specified in Regulation 27(1) of the SEBI (LODR) Regulations, 2015, is provided below:

- a. **The Board:** The Chairman of the Company is Executive Director.
- b. **Shareholder Rights:** Half-yearly and other Quarterly financial statements are published on news papers, uploaded on company’s website www.rmhil.com and same are not being sent to the shareholders.
- c. **Modified Opinion(s) in Audit Report:** The Company already has a regime of un-qualified financial statement. Auditors have raised no qualification on the financial statements.
- d. **Chairperson and Chief Executive Officer:** Mr. UmmedSingh Champawatis the Chairman and Managing Director of the Company.
- e. **Reporting of Internal Auditor:** The Internal Auditor reports to the Audit Committee.

The above Report was placed before the Board at its meeting held on 23rd November, 2020 and the same was approved.

DECLARATION

Compliance with the Code of Business Conduct and Ethics

As provided under Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015, all Board Members and Senior Management Personnel have affirmed compliance with Royale Manor Hotels and Industries Limited Code of Business Conduct and Ethics for the year ended March 31, 2020.

For, Royale Manor Hotels and Industries Limited

Place : Ahmedabad
Date : **23rd November, 2020**

U Champawat
Chairman and Managing Director
(DIN-00294184)

AUDITOR'S CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,
The Members of
Royale Manor Hotels & Industries Limited

We have examined the compliance of condition of Corporate Governance by **Royale Manor Hotels and Industries Limited**, for the year ended March 31, 2020 as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub- regulation (2) of regulation 46 and para C, D and E of Schedule V of the securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 (collectively referred to as "SEBI Listing Regulation, 2015).

The compliance of conditions of corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance note on certification of corporate Governance, issued by the institute of Chartered Accountant of Indian and was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that such compliance is neither as assurance as to the future viability of the company nor the efficient with which the management has conducted the affairs of the company.

For M/s. Pranav R Shah & Associates
(Chartered Accountants)
(F.R. No.: 132072W)

Place : Ahmedabad
Date : **23rd November, 2020**

CA. Pranav R. Shah
Partner
Membership No. 127526
(UDIN: 20127526AAAAAY5481)

CEO/CFO CERTIFICATE

We the undersigned, in our respective capacities as Chief Financial Officer of Royale Manor Hotels and Industries Limited (“the Company”) to the best of our knowledge and belief certify that:

- a. We have reviewed the financial statements and the cash flow statement for the year 2019-20 and that to the best of our knowledge and belief:
 - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - These statements together present a true and fair view of the Company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2019-20 which are fraudulent, illegal or violative of the Company’s code of conduct;
- c. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee -
 - Significant changes in internal control over the financial reporting during the year 2019-20;
 - Significant changes in accounting policies during the year 2019-20 and that the same have been disclosed in the notes to the financial statements; and
 - Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company’s internal control system over the financial reporting.

For, Royale Manor Hotels and Industries Limited

Date : 23rd November, 2020
Place : Ahmedabad

Yogesh Mehta
Chief Financial Officer

ANNEXURE – E

TO THE DIRECTORS' REPORT FOR THE YEAR 2019-2020

Information on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014.

a) Conservation of energy		
	(i) the steps taken or impact on conservation of energy	Company has created energy saving culture among the employees, Shut down of Guest Floor AC in low occupancy, Constant monitoring of HSD Consumption and to control usage. Physical Monitoring of Back Area and non-operational areas to prevent usage of electricity. Shutdown service elevator in low occupancy, Replaced 50W spot light to 3W LED.
	(ii) the steps taken by the company for utilizing alternate sources of energy	Company is using Solar Water Heater system for Hot Water usage. Company is having STP Plant hence using treated water for Garden and back of the area usage, bio gas system.
	(iii) the capital investment on energy conservation equipment's	NIL
(b) Technology absorption		
	(i) the efforts made towards technology absorption	NIL
	(ii) the benefits derived like product improvement, cost reduction, product development or import substitution	NIL
	(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	NIL
	(a) the details of technology imported	NIL
	(b) the year of import;	NIL
	(c) whether the technology been fully absorbed	NIL
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	NIL
	(iv) the expenditure incurred on Research and Development	NIL
(c) Foreign exchange earnings and Outgo		
During the year, the total foreign exchange used was Rs. 5,66,167/- and the total foreign exchange earned was Rs. 3,17,81,754/-.		

ANNEXURE - F
PARTICULARS OF EMPLOYEE
I. INFORMATION AS PER RULE 5(1) OF CHAPTER XIII, COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014
Remuneration paid to whole-time directors

Name of the Director and KMP	Designation	Ratio of remuneration of each Director / KMP to the Median	Remuneration of Employees Percentage increase in Remuneration in the Financial year 2019-20
Mr Ummedsingh Champawat	Managing Director	6.15 :1	1.91%
Mr. Vishwajeetsingh Champawat	Whole time Director	23.31:1	-
Mr. Yogeshkumar Mehta	CFO	4.24:1	-
Ms.Qury Maheshbhai Nagadiya*	Director	#	#
Mr.Nandlal Mahadev Maheshwari**	Additional Director	#	#
Mr. Sunil Trivedi	Company Secretary & Compliance Officer	3.20:1	10.39%

* Appointed as on 22.05.2019

** Appointed as on 14.02.2020

Ratio/Percentage increase in remuneration is not reported as they were holding respective office(s) for part of the financial year.

Note:

1. The details of remuneration of the Independent Directors of the Company have been provided in the Corporate Governance Report. The ratio of remuneration and percentage increase for the Independent Directors' Remuneration is, therefore, not considered for the purpose above.
 2. Percentage increase in remuneration indicates annual total compensation increase, as recommended by the Nomination and Remuneration Committee and duly approved by the Board of Directors of the Company.
- II. The percentage increase in the median remuneration of employees in the financial year 2019-20 was -12.97%
 - III. There were 174 permanent employees on the rolls of the Company as on March 31, 2020.
 - IV. Average percentage increase made in the salaries of employees other than the KMP in the financial year was -7.84%, whereas the average percentage increase in remuneration of the KMP was 2.70%. The average increase of remuneration every year is an outcome of the Company's market competitiveness as against similar Companies. The increase of remuneration this year is a reflection of the compensation philosophy of the Company and in line with the benchmark results.
 - v. It is hereby affirmed that the remuneration paid to all the Directors, KMP, Senior Managerial Personnel and all other employees of the Company during the financial year ended March 31, 2020, were as per the Nomination and Remuneration Policy of the Company.

INDEPENDENT AUDITOR'S REPORT

**TO,
THE MEMBERS OF
ROYALE MANOR HOTELS AND INDUSTRIES LIMITED**
Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of **Royale Manor Hotels and Industries Limited**, (the "Company") which comprise the Balance Sheet as at 31st March, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement, the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act"), in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at 31st March, 2020 and its profit (financial performance including other comprehensive income), its cash flows and changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (the "Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act and relevant rules there under.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

- (1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the **Annexure A** statement on the matters specified in paragraph 3 and 4 of the Order.
- (2) As required by Section 143 (3) of the Act, based on our audit we report that:
 - (A) We have sought and 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 it appears from our examination of those books.
 - (C) The Balance Sheet, Statement of Profit and Loss including other comprehensive income, Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained.
 - (D) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (E) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (F) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - (G) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - (H) With respect to other matter to be included in the Auditor's Report in accordance with the Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - (1) The Company does not have any pending litigation which would impact its financial position.
 - (2) The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (3) There were no amounts which were required to be transferred to the Investors Education and Protection Fund by the Company.

For Pranav R Shah & Associates
(Chartered Accountants)
(F.R. No.: 132072W)

Place : Ahmedabad
Date : 24/07/2020

CA. Pranav R. Shah
Partner
Membership No. 127526
(UDIN-20127526AAAAAN7342)

“ANNEXURE A” TO INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Royale Manor Hotels and Industries Limited of even date) We report that:

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we state that:

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As informed to us, the fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification.
- (c) As per the information provided by the Company, Title Deeds of the immovable properties are held in the name of Company.
2. According to information and explanations provided to us, inventories have been physically verified by the management at reasonable intervals and no material discrepancies found during the physical verification.
3. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013 and therefore further comments are not applicable.
4. In our opinion and according to the information and explanations given to us, the provisions of section 185 are not applicable to the Company. The Company has complied with the provisions of section 186 of the Act to the extent applicable.
5. According to information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under to the extent notified.
6. As per information and explanations given to us by the management, the Central Government has not prescribed the maintenance of cost records under section 148 (1) of the Companies Act, 2013 for the Company.
7. (a) The Company is generally regular in depositing undisputed statutory dues in respect of provident fund, employees state insurance, goods & service tax and tax deducted at source, investor education and protection fund, sales tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues as applicable with the appropriate authorities during the year. There was no undisputed amount outstanding & payable in respect of statutory dues as at 31st March 2020, for a period of more than six months from the date, they became payable.
- (b) According to the information and explanations given to us by the management, there are no dues of income tax or goods & service tax or duty of custom or duty of excise or value added tax or cess which have not been deposited on account of any dispute.
8. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to any financial institution or bank.
9. In our opinion and according to the information and explanations given to us, the Company has not raised any monies by way of initial public offer or further public offer (including debt instruments) during the year.
10. According to the information and explanations given to us, no fraud by the Company or any fraud on the Company by its officers/employees has been noticed or reported during the course of our audit.
11. According to the information and explanation given to us, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act, 2013.
12. The Company is not a Nidhi Company therefore, further comments are not applicable.
13. The Company has entered into related party transaction in compliance with the provisions of section 177 and 188 of the Act. The details of related party transactions have been disclosed in the financial statements as required by the applicable Ind AS.



14. As per the information and explanations provided to us and on the basis of verification of records the Company has not made any preferential allotment/private placement of shares or fully or partly convertible debentures during the year under review.
15. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with Directors or persons connected with him and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
16. As per the information and explanations provided to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Pranav R Shah & Associates
(Chartered Accountants)
(F.R. No. : 132072W)

Place : Ahmedabad
Date : 24/07/2020

CA. Pranav R. Shah
Partner
Membership No. 127526
(UDIN: 20127526AAAAAN7342)

“ANNEXURE B” TO AUDITOR’S REPORT

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Royale Manor Hotels and Industries Limited of even date) Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the “Act”)

Opinion

We have audited the internal financial controls over financial reporting of “Royale Manor Hotels and Industries Limited (the “Company”) as of 31st March, 2020 in conjunction with our audit of the Standalone Ind AS Financial Statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial with reference to standalone financial statements.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.



Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For Pranav R Shah & Associates
(Chartered Accountants)
(F.R. No.: 132072W)

Place : Ahmedabad

Date : 24/07/2020

CA. Pranav R. Shah
Partner
Membership No. 127526
(UDIN : 20127526AAAAAN7342)

BALANCE SHEET AS AT 31ST MARCH, 2020

Sr. No.	Particulars	Note No.	Amount in ₹	
			As at 31st March, 2020	As at 31st March, 2019
I	ASSETS			
1	NON-CURRENT ASSETS			
	Property, Plant & Equipments	1	19,93,58,111	20,58,29,268
	Financial Assets			
	Non-current Investments	2	2,85,00,000	2,85,00,000
	Loans	3	9,97,66,267	8,90,50,093
	Deferred Tax Assets (Net)	4	1,28,85,312	1,24,48,048
	Other Non Current Assets	5	6,80,00,000	6,80,00,000
	TOTAL(1)		40,85,09,690	40,38,27,409
2	CURRENT ASSETS			
	Inventories	6	2,15,03,831	1,99,79,292
	Financial Assets			
	Trade Receivables	7	3,85,69,591	4,14,23,390
	Cash and Cash Equivalents	8	7,22,926	6,53,003
	Bank Balances	9	16,03,073	58,81,266
	Loans	10	12,02,05,225	9,25,16,627
	Current Tax Assets	11	18,61,404	33,09,632
	Other Current Assets	12	15,97,451	21,78,874
	TOTAL(2)		18,60,63,501	16,59,42,084
	TOTAL(1+2)		59,45,73,191	56,97,69,493
II	EQUITY AND LIABILITIES			
1	EQUITY			
	Share Capital	13	16,93,22,000	16,93,22,000
	Other Equity	14	26,79,98,557	24,30,80,254
	TOTAL(1)		43,73,20,557	41,24,02,254
2	LIABILITIES			
	Non Current Liabilities			
	Financial Liabilities			
	Borrowings	15	3,94,23,729	4,40,07,066
	Other Financial Liabilities	16	2,33,99,516	2,33,99,518
	Provisions	17	46,56,195	39,35,152
	TOTAL(2)		6,74,79,440	7,13,41,736
	Current Liabilities			
	Financial Liabilities			
	Borrowings	18	3,48,41,552	3,27,25,818
	Trade Payables	19	2,95,62,592	2,88,86,736
	Other Financial Liabilities	20	76,75,391	58,17,090
	Current Tax Liabilities	21	51,00,000	85,00,000
	Other Current Liabilities	22	95,83,056	76,10,220
	Provisions	23	30,10,603	24,85,639
	TOTAL(3)		8,97,73,194	8,60,25,503
	TOTAL(1+2+3)		59,45,73,191	56,97,69,493

Notes forming part of Financial Statements 31

As per our audit report of even date attached

For, PRANAV R. SHAH & ASSOCIATES

Chartered Accountants
(F R No.132072W)

CA Pranav R. Shah

Partner

Membership No. 127526

(UDIN: 20127526AAAAAN7342)

Ahmedabad

July 24, 2020

Sunil Trivedi

Company Secretary

Yogesh Mehta

Chief Financial Officer

**For and on behalf of the Board of Directors of
Royale Manor Hotels and Industries Limited**

Ummed Singh Champawat

Chairman and Managing Director

DIN-00294184

Vishwajeet Singh Champawat

Executive Director

DIN-00519755

Dr. Ram Prakash Kothari

Director

DIN-00294060

Ahmedabad

July 24, 2020

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2020

Amount in ₹

Sr. No.	Particulars	Note No.	For the year ended 31st March, 2020	For the year ended 31st March, 2019
REVENUE FROM OPERATIONS				
I	Revenue from Operations	24	21,47,22,271	23,19,93,567
II	Other Income	25	68,61,107	73,09,557
III	TOTAL REVENUE (I+II)		22,15,83,378	23,93,03,124
IV EXPENSES				
a	Cost of Material Consumed	26	3,44,46,758	4,22,57,323
b	Employees' Benefits Expenses	27	5,89,23,623	6,28,00,760
c	Finance Costs	28	1,09,27,532	1,00,60,152
d	Depreciation and Amortization Expenses	29	94,34,837	1,06,26,825
e	Other Expenses	30	7,74,29,761	7,22,90,432
	TOTAL EXPENSES		19,11,62,511	19,80,35,492
V	Profit Before Exceptional Items And Tax (III-IV)		3,04,20,867	4,12,67,632
VI	Exceptional Items		-	-
VII	Profit Before Tax (V-VI)		3,04,20,867	4,12,67,632
VIII Tax Expense				
a	Current Tax Expense		51,00,000	85,00,000
b	Earlier Year Tax Expense		5,49,006	3,35,587
c	Deferred Tax Expense / (Income)		(4,37,264)	(6,02,668)
IX	Profit / (Loss) for the year (VII-VIII)		2,52,09,125	3,30,34,713
X	Other Comprehensive Income		(2,90,822)	-
XI	Total Comprehensive Income for the year (IX+X)		2,49,18,303	3,30,34,713
XII Earning per Share (EPS)				
a	Basic		1.49	1.95
b	Diluted		1.49	1.95

Notes forming part of Financial Statements 31

As per our audit report of even date attached

For, PRANAV R. SHAH & ASSOCIATES

 Chartered Accountants
(F R No.132072W)

CA Pranav R. Shah

Partner

Membership No. 127526

(UDIN: 20127526AAAAAN7342)

Ahmedabad

July 24, 2020

Sunil Trivedi
Company Secretary
Yogesh Mehta
Chief Financial Officer
**For and on behalf of the Board of Directors of
Royale Manor Hotels and Industries Limited**
Ummed Singh Champawat
Chairman and Managing Director

DIN-00294184

Vishwajeet Singh Champawat
Executive Director

DIN-00519755

Dr. Ram Prakash Kothari
Director

DIN-00294060

Ahmedabad

July 24, 2020

STATEMENT OF CHANGES IN EQUITY
A : Equity Share Capital

(1) Equity Shares of ₹ 10/- each issued, subscribed & fully paid up		
Particulars	No. of Shares	Amt in ₹
As at 1st April, 2018	1,69,32,200	16,93,22,000
Changes during the year	-	-
As at 31st March, 2019	1,69,32,200	16,93,22,000
Changes during the year	-	-
As at 31st March, 2020	1,69,32,200	16,93,22,000
(2) Optionally Convertible Preference Shares ₹ 1,00,000/- each issued, subscribed & fully paid up		
Particulars	No. of Shares	Amt in ₹
As at 1st April, 2018	-	-
Changes during the year	-	-
As at 31st March, 2019	-	-
Changes during the year	-	-
As at 31st March, 2020	-	-

B : Other Equity

Particulars	Capital Redemption Reserve	Securities Premium Reserve	Replacement of FF&E Reserve	Capital Reserve	Surplus in Statement of Profit & Loss	Total Equity
Balance as at 1st April 2018	5,58,26,000	79,74,000	43,76,526	1,38,51,659	12,80,17,356	21,00,45,541
Profit for the year	-	-	-	-	3,30,34,713	3,30,34,713
Other Comprehensive income for the year	-	-	-	-	-	-
Amount Transferred	-	-	82,766	-	(82,766)	-
Dividend & Tax on Dividend	-	-	-	-	-	-
Balance as at 31st March, 2019	5,58,26,000	79,74,000	44,59,292	1,38,51,659	16,09,69,303	24,30,80,254
Profit for the year	-	-	-	-	2,49,18,303	2,49,18,303
Other Comprehensive income for the year	-	-	-	-	-	-
Amount Transferred	-	-	8,67,881	-	(8,67,881)	-
Dividend & Tax on Dividend	-	-	-	-	-	-
Balance as at 31st March, 2020	5,58,26,000	79,74,000	53,27,173	1,38,51,659	18,50,19,725	26,79,98,557

As per our audit report of even date attached

For, PRANAV R. SHAH & ASSOCIATES

Chartered Accountants
(F R No.132072W)

CA Pranav R. Shah

Partner
Membership No. 127526
(UDIN: 20127526AAAAAN7342)

Ahmedabad
July 24, 2020

Sunil Trivedi

Company Secretary

Yogesh Mehta

Chief Financial Officer

**For and on behalf of the Board of Directors of
Royale Manor Hotels and Industries Limited**
Ummed Singh Champawat

Chairman and Managing Director
DIN-00294184

Vishwajeet Singh Champawat

Executive Director
DIN-00519755

Dr. Ram Prakash Kothari

Director
DIN-00294060

Ahmedabad
July 24, 2020



CASH FLOW STATEMENT

Particulars	Year ended	Year ended
	31st March, 2020	31st March, 2019
	₹	₹
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax & Exceptional Items	3,04,20,867	4,12,67,632
Adjustments For :		
Depreciation	94,34,837	1,06,26,825
Interest Income	(60,42,408)	(55,81,990)
Finance Costs	1,09,27,532	1,00,60,152
Other Comprehensive Income	(2,90,822)	-
Loss/(Profit) on sale of Fixed Assets	-	-
Operating Profit before Working Capital Changes	<u>4,44,50,006</u>	<u>5,63,72,619</u>
Movements in Working Capital		
Trade Receivables	28,53,799	(1,28,19,661)
Loans & Advances and Other Current Assets	(2,71,07,175)	1,32,83,157
Inventories	(15,24,539)	(6,03,326)
Current Tax Assets	14,48,228	17,27,409
Trade Payables & Other Current Liability	37,47,691	70,14,293
Cash Generated from Operations	<u>(2,05,81,996)</u>	<u>86,01,872</u>
Provision for Income Tax	(56,49,006)	(88,35,587)
Net Cash Flow from Operating Activities	<u>1,82,19,004</u>	<u>5,61,38,904</u>
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Assets & Capital WIP	(29,63,680)	(30,33,225)
Interest Income	60,42,408	55,81,990
Net Cash Flow from Investing Activities	<u>30,78,728</u>	<u>25,48,765</u>
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Borrowings	(45,83,337)	1,26,75,302
Other Financial Liabilities & Provisions	7,21,041	19,26,339
Other Financial Assets-Loans	(1,07,16,174)	(6,54,95,813)
Finance Costs	(1,09,27,532)	(1,00,60,152)
Net Cash Flow from Financing Activities	<u>(2,55,06,002)</u>	<u>(6,09,54,324)</u>
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	(42,08,270)	(22,66,655)
OPENING BALANCE OF CASH & CASH EQUIVALENTS	65,34,269	88,00,924
CLOSING BALANCE OF CASH & CASH EQUIVALENTS	<u>23,25,999</u>	<u>65,34,269</u>

As per our audit report of even date attached

For, PRANAV R. SHAH & ASSOCIATES

Chartered Accountants
(F R No.132072W)

CA Pranav R. Shah

Partner

Membership No. 127526

(UDIN: 20127526AAAAAN7342)

Ahmedabad

July 24, 2020

Sunil Trivedi

Company Secretary

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Chief Financial Officer

**For and on behalf of the Board of Directors of
Royale Manor Hotels and Industries Limited**

Ummed Singh Champawat

Chairman and Managing Director

DIN-00294184

Vishwajeet Singh Champawat

Executive Director

DIN-00519755

Dr. Ram Prakash Kothari

Director

DIN-00294060

Ahmedabad

July 24, 2020



Note No. 1 : Property, Plant & Equipments										(Amount in ₹)	
Description	Gross Block				Depreciation			Net Block			
	As at 1st April, 2019	Addition	Deduction	As at 31st March, 2020	As at 1st April, 2019	Additions During the year	Deduction	As at 31st March, 2020	As at 31st March, 2020	As at 31st March, 2019	
Freehold Land	3,69,71,314	-	-	3,69,71,314	-	-	-	-	3,69,71,314	3,69,71,314	
Buildings	18,32,69,494	-	-	18,32,69,494	5,51,71,600	30,31,982	-	5,82,03,582	12,50,65,912	12,80,97,894	
Electrical Installations	4,07,62,991	-	-	4,07,62,991	3,81,07,855	9,05,726	-	3,90,13,581	17,49,410	26,55,136	
Plant & Machineries	20,50,78,071	25,62,275	-	20,76,40,346	16,90,73,313	49,19,141	-	17,39,92,454	3,36,47,892	3,60,04,758	
Computers & Software	1,37,95,133	4,01,405	-	1,41,96,538	1,32,27,118	3,52,302	-	1,35,79,420	6,17,118	5,68,015	
Furniture & Fittings	23,76,180	-	-	23,76,180	19,82,203	61,893	-	20,44,096	3,32,084	3,93,977	
Office Equipments	27,89,844	-	-	27,89,844	23,78,627	1,17,512	-	24,96,139	2,93,705	4,11,217	
D.G. Set	3,20,000	-	-	3,20,000	3,16,800	-	-	3,16,800	3,200	3,200	
Vehicles	86,88,744	-	-	86,88,744	82,60,987	46,281	-	83,07,268	3,81,476	4,27,757	
Live Stock	2,96,000	-	-	2,96,000	-	-	-	-	2,96,000	2,96,000	
Total	49,43,47,771	29,63,680	-	49,73,11,451	28,85,18,503	94,34,837	-	29,79,53,340	19,93,58,111	20,56,29,268	
Previous Year	49,13,14,546	30,33,225	-	49,43,47,771	27,78,91,678	1,06,26,825	-	28,85,18,503	20,58,29,268	-	

NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2020

Sr. No.	Particulars	Amount in ₹	
		As at 31st March, 2020	As at 31st March, 2019
2	<u>NON CURRENT INVESTMENTS:</u>		
	Trade & Unquoted (at cost)		
	28,50,000 Equity Shares of National Hotels Limited of Rs 10/- each	2,85,00,000	2,85,00,000
		<u>2,85,00,000</u>	<u>2,85,00,000</u>
3	<u>LONG TERM LOANS AND ADVANCES:</u>		
	(Unsecured, considered good)		
	Security Deposits	47,66,267	40,50,093
	Others	9,50,00,000	8,50,00,000
		<u>9,97,66,267</u>	<u>8,90,50,093</u>
4	<u>DEFERRED TAX ASSETS (NET):</u>		
	Deferred Tax Asset (Net)	1,28,85,312	1,24,48,048
		<u>1,28,85,312</u>	<u>1,24,48,048</u>
5	<u>OTHER NON CURRENT ASSETS:</u>		
	Capital Advances	6,80,00,000	6,80,00,000
		<u>6,80,00,000</u>	<u>6,80,00,000</u>
6	<u>INVENTORIES:</u>		
	(As valued & certified by the Management)		
	Provisions & Stores	37,80,156	27,48,876
	Cutlery, Crockery, Chinaware, Glassware & Linen	27,24,885	22,31,626
	Other Stores	1,49,98,790	1,49,98,790
		<u>2,15,03,831</u>	<u>1,99,79,292</u>
7	<u>TRADE RECEIVABLES:</u>		
	(Unsecured, considered good)		
	Sundry Debtors	3,85,69,591	4,14,23,390
		<u>3,85,69,591</u>	<u>4,14,23,390</u>
8	<u>CASH & CASH EQUIVALENTS:</u>		
	Cash on Hand	7,22,926	6,53,003
		<u>7,22,926</u>	<u>6,53,003</u>
9	<u>BANK BALANCE:</u>		
	In Fixed Deposits	4,24,747	6,23,047
	In Current Accounts	11,78,326	52,58,219
		<u>16,03,073</u>	<u>58,81,266</u>

NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2020

Sr. Particulars No.	Amount in ₹	
	As at 31st March, 2020	As at 31st March, 2019
10 SHORT TERM LOANS & ADVANCES: (Unsecured, considered good)		
Advance to Suppliers	1,87,076	4,19,576
Advance to Staff	20,65,973	1,39,606
Advance recoverable in cash or in kind	8,23,35,199	8,18,89,662
Others	3,56,16,977	1,00,67,783
	<u>12,02,05,225</u>	<u>9,25,16,627</u>
11 CURRENT TAX ASSETS: Advance Payment and Deduction of Income Tax at Source	18,61,404	33,09,632
	<u>18,61,404</u>	<u>33,09,632</u>
12 OTHER CURRENT ASSETS: Prepaid Expenses	15,97,451	21,78,874
	<u>15,97,451</u>	<u>21,78,874</u>
13 SHARE CAPITAL		
A AUTHORISED 28,500,000 (P. Y. 28,500,000) Equity Shares of ₹ 10/- each	28,50,00,000	28,50,00,000
650 (P.Y. 650) Optionally Convertible Preference Shares of ₹ 100,000/- each	6,50,00,000	6,50,00,000
	<u>35,00,00,000</u>	<u>35,00,00,000</u>
B ISSUED, SUBSCRIBED & PAID UP Equity Shares of ₹ 10/- each, fully paid up At the beginning of the year, No. of Shares 16,932,200 (P.Y. 16,932,200)	16,93,22,000	16,93,22,000
Addition / (Deduction) during the year At the end of the year, No. of Shares 16,932,200 (P.Y. 16,932,200)	-	-
	<u>16,93,22,000</u>	<u>16,93,22,000</u>
GRAND TOTAL	<u>16,93,22,000</u>	<u>16,93,22,000</u>

Footnote

The Company has only one class of equity shares having a par value of ₹ 10/- per share. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the company, the holders of the equity shares will be entitled to receive remaining assets of the company after distribution/repayment of all creditors and Preference share holders. The distribution will be in proportion to the number of equity shares held by the share holders.



NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2020

C LIST OF SHARE HOLDERS HOLDING 5 % OR MORE EQUITY SHARES

Sr. No.	Name of Shareholders	As at 31st March, 2020		As at 31st March, 2019	
		Percentage	No. of Shares	Percentage	No. of Shares
1	Shree Bala Finvest Pvt. Ltd.	12.33%	20,87,100	12.33%	20,87,100
2	Champawat Investment & Consultants Pvt. Ltd.	10.16%	17,20,400	10.16%	17,20,400
3	Pioneer Buildcon Pvt. Ltd.	8.34%	14,12,860	8.34%	14,12,860
4	Gujarat Finvest Services Pvt. Ltd.	6.29%	10,65,600	6.29%	10,65,600
5	Elcon Exports Pvt. Ltd.	5.38%	9,10,300	5.38%	9,10,300

Amount in ₹

Sr. No.	Particulars	As at 31st March, 2020	As at 31st March, 2019
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14 RESERVES & SURPLUS:

A CAPITAL REDEMPTION RESERVE

At the beginning of the year	5,58,26,000	5,58,26,000
Additions during the year	-	-
Utilised during the year	-	-
At the end of the year	<u>5,58,26,000</u>	<u>5,58,26,000</u>

B SECURITIES PREMIUM RESERVE

At the beginning of the year	79,74,000	79,74,000
Additions during the year	-	-
Utilised during the year	-	-
At the end of the year	<u>79,74,000</u>	<u>79,74,000</u>

C REPLACEMENT OF FF & E RESERVE

At the beginning of the year	44,59,292	43,76,526
Additions during the year	45,53,763	43,23,267
Utilised during the year	36,85,882	42,40,501
At the end of the year	<u>53,27,173</u>	<u>44,59,292</u>

D CAPITAL RESERVE

At the beginning of the year	1,38,51,659	1,38,51,659
Additions during the year	-	-
Utilised during the year	-	-
At the end of the year	<u>1,38,51,659</u>	<u>1,38,51,659</u>

E SURPLUS

At the beginning of the year	16,09,69,303	12,80,17,356
Additions during the year	2,49,18,303	3,30,34,713
(Balance in Statement of Profit & Loss)		
Allocations and Appropriations		
Transfer (To) / From Reserves	(8,67,881)	(82,766)
At the end of the year	<u>18,50,19,725</u>	<u>16,09,69,303</u>

GRAND TOTAL	<u>26,79,98,557</u>	<u>24,30,80,254</u>
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NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2020

Sr. No.	Particulars	Amount in ₹	
		As at 31st March, 2020	As at 31st March, 2019
15	<u>LONG TERM BORROWINGS</u>		
	<u>SECURED TERM LOANS FROM BANKS</u>		
	Punjab National Bank (Footnote:1)	3,94,23,729	4,40,07,066
		<u>3,94,23,729</u>	<u>4,40,07,066</u>
	Footnote : 1		
	Secured by way of mortgage of hotel property. Repayable in 120 months by way of reducing DP every month.		
16	<u>OTHER LONG-TERM LIABILITIES:</u>		
	Security Deposits from Contractors	21,28,379	21,28,379
	Security Deposits from Others	10,00,000	10,00,000
	Others	2,02,71,137	2,02,71,139
		<u>2,33,99,516</u>	<u>2,33,99,518</u>
17	<u>LONG TERM PROVISIONS</u>		
	Provision for Employees Benefits	46,56,195	39,35,152
		<u>46,56,195</u>	<u>39,35,152</u>
18	<u>SHORT TERM BORROWINGS</u>		
	<u>SECURED - CASH CREDIT FROM BANK</u>		
	Working Capital Facility - Punjab National Bank (Footnote:2)	3,02,88,234	2,85,62,802
	<u>SECURED - OVERDRAFT FROM BANK</u>		
	Axis Bank Ltd. (Footnote:3)	45,53,318	41,63,016
		<u>3,48,41,552</u>	<u>3,27,25,818</u>

Footnote : 2

Secured by way of hypothecation of Stock of Raw Materials, Consumable Stocks & such other movables and book debts of the Company, personal guarantee of a director and further secured by first charge on block assets of the Company.

Footnote : 3

Secured by way of subservient charge over Credit/Debit Card receivables as per Hypothecation Deed.

NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2020

Sr. No.	Particulars	Amount in ₹	
		As at 31st March, 2020	As at 31st March, 2019
19	<u>TRADE PAYABLES</u>		
	Trade Payables	2,95,62,592	2,88,86,736
		<u>2,95,62,592</u>	<u>2,88,86,736</u>
20	<u>OTHER FINANCIAL LIABILITIES</u>		
	Current Maturity of Long Terms Borrowings from Bank	68,79,602	53,73,888
	Interest Accrued and due on Borrowings	7,52,820	4,43,202
	Interest Accrued But Not Due on Borrowings	42,969	-
		<u>76,75,391</u>	<u>58,17,090</u>
21	<u>CURRENT TAX LIABILITIES</u>		
	Provision for Income Tax	51,00,000	85,00,000
		<u>51,00,000</u>	<u>85,00,000</u>
22	<u>OTHER CURRENT LIABILITIES</u>		
	Current Year's Other Taxes Payable	28,20,698	22,09,864
	Statutory Dues	3,18,681	4,83,079
	TDS Payable	14,36,961	5,60,436
	Other Current Liabilities	50,06,716	43,56,841
		<u>95,83,056</u>	<u>76,10,220</u>
23	<u>SHORT-TERM PROVISIONS</u>		
	Provision for Employees Benefits	29,53,551	24,28,587
	Others	57,052	57,052
		<u>30,10,603</u>	<u>24,85,639</u>

**NOTES TO AND FORMING PART OF STATEMENT OF PROFIT AND LOSS FOR
THE YEAR ENDED 31ST MARCH, 2020**

		Amount in ₹	
Note No.	Sr. No. Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
24	<u>REVENUE FROM OPERATIONS</u>		
	Rooms	10,67,64,997	10,39,52,383
	Food & Beverages	8,09,58,387	10,03,58,102
	Wine & Liquor	1,17,87,540	1,28,11,831
	Telephone & Internet	1,35,798	1,95,668
	Other Services	1,50,75,549	1,46,75,583
		<u>21,47,22,271</u>	<u>23,19,93,567</u>
25	<u>OTHER INCOME</u>		
	Other Non Operating Income	68,61,107	73,09,557
		<u>68,61,107</u>	<u>73,09,557</u>
26	<u>COST OF MATERIALS CONSUMED</u>		
	Opening Balance of Stock	27,48,876	22,57,396
	Add: Purchases of Raw Material	3,54,78,038	4,27,48,803
		<u>3,82,26,914</u>	4,50,06,199
	Less : Closing Balance of Stock	37,80,156	27,48,876
		<u>3,44,46,758</u>	<u>4,22,57,323</u>
27	<u>EMPLOYEES' BENEFITS EXPENSES</u>		
	Salary & Wages	4,89,52,481	5,26,65,235
	Contribution to Provident Fund and Other Funds	36,32,230	37,17,842
	Other Staff Related Expenses	63,38,912	64,17,683
		<u>5,89,23,623</u>	<u>6,28,00,760</u>
28	<u>FINANCIAL COSTS</u>		
	Interest Expenses	92,56,408	83,51,730
	Other Borrowing Costs	16,71,124	17,08,422
		<u>1,09,27,532</u>	<u>1,00,60,152</u>
29	<u>DEPRECIATION AND AMORTIZATION EXPENSE</u>		
	Depreciation	94,34,837	1,06,26,825
		<u>94,34,837</u>	<u>1,06,26,825</u>

**NOTES TO AND FORMING PART OF STATEMENT OF PROFIT AND LOSS FOR
THE YEAR ENDED 31ST MARCH, 2020**

		Amount in ₹	
Note No.	Sr. No. Particulars	For the year ended 31st March, 2020	For the year ended 31st March, 2019
30	OTHER EXPENSES		
	A OPERATING EXPENSES		
	Banquet Expenses	27,96,375	45,21,510
	Power & Fuel	1,69,71,984	2,25,30,679
	Repair & Maintenance - Building	26,54,034	21,29,164
	Repair & Maintenance - Machinery	31,16,121	25,14,835
	Repair & Maintenance - Others	13,41,839	14,98,766
	Upkeep & Service Cost	49,44,571	55,30,100
		3,18,24,924	3,87,25,054
	B ADMINISTRATIVE EXPENSES		
	Rates & Taxes	41,08,970	18,98,566
	Insurance Expense	10,71,845	12,87,472
	Legal & Professional Expense	39,70,198	40,41,589
	Payment to Auditors	4,52,470	4,51,040
	Postage & Courier Expense	1,43,567	1,47,596
	Printing & Stationary	13,00,221	13,20,232
	Rent	7,31,200	7,28,200
	Royalty	83,85,821	-
	Travelling & Conveyance	57,86,780	65,10,057
	Director Sitting Fees	6,500	7,000
	Donation	1,07,654	70,500
	Telephone Expense	16,82,905	23,94,956
	Liquor Licence Fees	29,02,036	29,06,073
	General Expenses	50,47,911	52,37,942
		3,56,98,078	2,70,01,223
	C SELLING & DISTRIBUTION EXPENSES		
	Advertisement Expenses	14,65,968	19,47,636
	Sales Promotion Expense	84,40,791	46,16,519
		99,06,759	65,64,155
	GRAND TOTAL (A+B+C)	7,74,29,761	7,22,90,432

NOTE-31 : SIGNIFICANT ACCOUNTING POLICES AND NOTES FORMING PART OF FINANCIAL STATEMENTS

1. CORPORATE INFORMATION:

Royale Manor Hotels and Industries Limited is a listed public limited company incorporated in 1991. Its shares are listed on Bombay, Madras and Calcutta Stock Exchanges. Company established first five star hotel of Ahmadabad and is primarily engaged in the business of Hotel & Restaurant.

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES:

2.1 Statement of Compliance:

These financial statements have been prepared in accordance with Ind AS as prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and other provisions of the Companies Act, 2013 as amended from time to time.

2.2 Basis of preparation:

These financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015.

2.3 Accounting Estimates:

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires management to make judgments, estimates and assumptions, that affect the reported balance of assets and liabilities, disclosure relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expenses for the years presented. Actual results may differ from these estimates.

2.4 Revenue Recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty. The Company assesses its revenue arrangements against specific criteria to determine if it is acting as principal or agent. The Company has concluded that it is acting as a principal in all of its revenue arrangements. The specific recognition criteria described below must also be met before revenue is recognized.

Value added tax(VAT)/Goods and Service Tax (GST) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

Rooms, Restaurant, Banquets and Other Service:

Income from guest accommodation is recognized on a day to day basis after the guest checks into the Hotels and are stated net of allowances. Incomes from other services are recognized as and when services are rendered. Sales are stated exclusive of Goods and Service Tax(GST) and Value Added Taxes (VAT). Difference of revenue over the billed as at the year-end is carried in financial statement as unbilled revenue separately.

Sale of goods:

Revenue from the sale of goods is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer, sale of food and beverage are recognized at the points of serving these items to the guests. Sales are stated exclusive of VAT/ Goods and Service Tax (GST).

Interest income:

Interest Income is accrued on a time proportion basis using the effective interest rate.

2.5 Property, Plant & Equipments:

Property, Plant & Equipments has been recorded at actual cost inclusive of duties, taxes and other incidental expenses related to acquisition, improvement and installation. The Company depreciates property, plant & equipments over their estimated useful lives using the SLM method. The estimated useful lives of assets are as under:

Name of Asset	Useful life
Buildings	60 Years
Electrical Installations	10 Years
Plant & Machineries	15 Years
Computers	3 Years
Furniture & Fittings	10 Years
Office Equipments	5 Years
D G Set	15 Years
Vehicles	8 Years

2.6 Impairment of Assets:

Assets are reviewed for impairment losses whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the carrying amount of the assets exceeds its recoverable amount, which is the higher of an asset's net selling price and value in use.

2.7 Investments:

Investments are in equity shares of unlisted company being Non Current in nature, are stated at cost.

2.8 Foreign Currency Transactions:

Earnings in foreign currencies are recorded at the exchange rate prevailing on the date of transactions. Gain/Loss arising out of fluctuations in exchange rates is accounted for on settlement and the same is charged to the Statement of Profit and Loss. Payments in foreign currencies are recorded at the rates prevailing on the date of actual remittance.

2.9 Borrowing Cost:

Borrowing costs directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the asset until such time that the assets are substantially ready for their intended use. Capitalization of borrowing costs is suspended and charged to profit and loss during the extended periods when the active development on the qualifying assets is interrupted. Qualifying fixed asset is an asset that necessarily takes a substantial period of time to get ready for their intended use or sale. All other borrowing costs are charged to Statement of Profit and Loss over the tenure of the borrowing.

2.10 Inventories:

Stock of food and beverages, stores and operating supplies are valued at lower of cost and net realizable Value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition, Cost is determined on a first in first out basis. Net realizable value is the estimated selling price in the ordinary course of business less estimated cost of completion and estimated costs necessary to make sale.

2.11 Employees' Benefits:

Company accounts for leave encashment benefits on the basis of actuarial valuation. Further, contribution to the Gratuity Fund linked with Life Insurance Corporation of India is charged to Statement of Profit & Loss.

2.12 Taxes on Income:

Taxes on Income are accounted in the same period to which the revenue and expenses relate.

Provision for current income tax is made on the basis of estimated taxable income, in accordance with the provisions of the Income Tax Act, 1961 and rules framed there under.

Deferred tax is the tax effect of timing differences. The timing differences are differences between the taxable income and accounting income for a period that originate in one period and are capable of reversal in one or more subsequent periods.

MAT credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period.

2.13 Earning Per Share (EPS):

Basic earnings per share are computed by dividing the profit/ (loss) after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/(loss) after tax by the weighted average number of equity shares considered for deriving basic earnings per share.

2.14 Contingencies and Provisions:

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Contingent liabilities are recognized only when there is a possible obligation arising from past events, due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of obligation cannot be made. Contingent assets are not recognized in the financial statements.

2.15 Statement of Cash Flow:

Cash flows are reported using the indirect method, whereby profit/(loss) before exceptional items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on available information.

2.16 Financial Instruments:

Financial Assets and Financial Liabilities are recognized when the Company becomes party to the contractual provisions of the financial instrument. Financial Assets are derecognized when the rights to receive benefits have expired or been transferred, and the Company has transferred substantially all risks and rewards of ownership of such financial asset. Financial liabilities are derecognized when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expired. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place are recognized on trade date i.e. the date when the Company commits to purchase or sale the asset.

3. NOTES TO ACCOUNTS:-

- 3.1** Some of the Balances of sundry creditors, sundry debtors, loans & advances and other liabilities are subject to confirmation and reconciliation.
- 3.2** In the opinion of the Board of Directors, Current Assets, Loans & Advances are approximately of the value at which they are stated in the Balance Sheet, if realized in the ordinary course of business.
- 3.3** The Company operates in one segment i.e. Hotel business and within one geographical segment i.e India.



- 3.4 The Company manages its capital to ensure that it will be able to continue as a going concern. The structure is managed to provide ongoing returns to shareholders and service debt obligations, whilst maintaining maximum operational flexibility.
- 3.5 The carrying amounts of trade payables, other financial liabilities, cash and cash equivalents, other bank balances, trade receivables and other financial assets are considered to be the same as their fair values due to their short-term nature.
- 3.6 The Company opines that no provision for expected credit loss is required.
- 3.7 There is no significant market risk or liquidity risk to which the Company is exposed.
- 3.8 The disclosure of transactions with the related parties is given below:

Name of the Related Party	Relationship	Amount of Transaction Amount in ₹	Nature of Transaction
Mr Ummed Singh Champawat	Chairman & Managing Director	7,66,127/-	Remuneration & Perquisites
Mr Vishwajeet Singh Champawat	Executive Director	29,04,000/-	Remuneration & Perquisites

3.9 Earning Per Share

Particulars	Current Year	Previous Year
	2019-20	2018-19
	Amount in ₹	Amount in ₹
Profit After Tax (PAT)	2,52,09,125	3,30,34,713
Less : Preference Dividend & Tax	NIL	NIL
Profit	2,52,09,125	3,30,34,713
Number of Equity Shares of ₹ 10/- each	1,69,32,200	1,69,32,200
Weighted Average Number of Equity Shares of ₹ 10/- each	1,69,32,200	1,69,32,200
Basic EPS	1.49	1.95
Diluted EPS	1.49	1.95

3.10 Contingent Liabilities and Commitments (To the extent not provided for)

(i) CONTINGENT LIABILITIES

(a) Claim against the company not acknowledged as debts	NIL	NIL
(b) Guarantees	NIL	NIL
(c) Other Money for which the company is contingently liable	NIL	NIL

(ii) COMMITMENTS

(a) Estimated amount of Contract remaining to be executed on capital account (net of advances) and not provided for	NIL	NIL
(b) Uncalled liability on Shares and Other Investments partly paid	NIL	NIL
(c) Other Commitments	NIL	NIL

3.11 Payment to Auditors :

a) Audit Fees	1,60,000	1,60,000
b) Other Services	90,000	95,000
c) Tax Audit Fees	1,00,000	1,00,000
d) Taxation Work	1,00,000	1,00,000
e) Out of Pocket Expenses	9,995	1,040
Total	4,59,995	4,56,040

Particulars	Current Year 2019-20 Amount in ₹	Previous Year 2018-19 Amount in ₹
3.12 Foreign Currency Transactions:		
a. <u>Expenditure in Foreign Currencies</u> : (As certified by the Management)	5,66,167	4,60,632
b. <u>Earnings in Foreign Currencies</u> (As certified by the Management)	3,17,81,754	3,38,67,808
c. Value of Imports calculated on CIF Basis of Capital Goods	NIL	NIL
3.13 The Company has entered into The Hotel Operating Agreement (HOA) with Indian Hotel Company Limited (IHCL) on 18th April, 2000. Subsequently, the terms of compensation under HOA dated 18th April, 2000 were modified w.e.f. 1st April, 2001, by supplemental agreement dated 4th April, 2002. But, it is observed that compensation reimbursed to IHCL is over and above to the compensation payable as per modified terms and conditions under supplemental agreement. The Company has taken up the matter with IHCL for refund of such excess reimbursement.		
3.14 No amount remained due to Micro and Small Enterprises as defined in the "The Micro, Small and Medium Enterprise Development Act, 2006" as identified on the basis of information collected by the management.		
3.15 The Company has re grouped and re-classified the previous year's figures in accordance with the requirements applicable in the current year. In view of this, certain figures of the current year are not strictly comparable with those of the previous year.		
3.16 Notes 1 to 31 form integral part of accounts.		

As per our audit report of even date attached

For, PRANAV R. SHAH & ASSOCIATES
Chartered Accountants
(F R No. 132072W)

CA Pranav R. Shah
Partner
Membership No. 127526
(UDIN: 20127526AAAAAN7342)

Ahmedabad
July 24, 2020

Sunil Trivedi
Company Secretary

Yogesh Mehta
Chief Financial Officer

**For and on behalf of the Board of Directors of
Royale Manor Hotels and Industries Limited**

Ummed Singh Champawat
Chairman and Managing Director
DIN-00294184

Vishwajeet Singh Champawat
Executive Director
DIN-00519755

Dr. Ram Prakash Kothari
Director
DIN-00294060
Ahmedabad
July 24, 2020

(PRINTED MATTER)

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