



ROYALE MANOR
Hotels and Industries Ltd.

Corrigendum to Notice of Annual General Meeting

Royale Manor Hotels and Industries Limited ("the Company") had issued Notice dated 18th August, 2022 ("AGM Notice") for convening the Annual General Meeting ("AGM") of the shareholders of the Company, scheduled to be held on Friday, 30th September, 2022, at 03:00 p.m. through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"). The AGM Notice has already been circulated to all the shareholders of the Company in due compliance with the provisions of the Companies Act, 2013, read with the Rules made thereunder:

Subsequent to issuance and circulation of the AGM Notice some rectifications have been noted as per the direction of BSE in the special resolution no. 4 and explanatory statement of item no. 4. The changes are as under:

1. In paragraph 3 on page no. 3 of special resolution no. 4, the words "and the allotment to the proposed allottee is more than five percent of the post issue fully diluted share capital of the issuer" has been added and the words "in accordance with Regulation 165 of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018" replaced with words "in accordance with Regulation 165 and 166A of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018".
2. In the para 2 of clause (e) on page no. 15 of explanatory statement of item no. 4 the words "and the allotment to the proposed allottee is more than five percent of the post issue fully diluted share capital of the issuer" has been added and the words "in accordance with Regulation 165 of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018" replaced with words "in accordance with Regulation 165 and 166A of the SEBI (Issue 165 of Capital and Disclosure Requirement) Regulations, 2018".





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3. The clause (l) on page no. 17 of explanatory statement of item no. 4 has replaced with the following corrected text:

l. The change in control or allotment of more than more than five percent to an allottee or to allottees acting in concert if any, of the Company that would occur consequent to preferential offer:

In Pursuance to regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as a result of the proposed preferential issue of convertible warrants, and upon conversion of the convertible warrant, there shall be no change in control or management of the Company. However, allotment to the proposed allottee i.e. Pioneer Buildcon Private Limited is more than five percent of the post issue fully diluted share capital of the issuer and hence the price of the convertible warrants has been considered as per the valuation report obtained from the Independent Registered Valuer i.e. Mrs. Sejal Agarwal, AAA Valuation Professionals LLP, a Registered Valuer (Reg. No. IBBI/RV60/2020/13106) in accordance with Regulation 165 and 166A of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018. The valuation certificate is available for inspection at the Registered Office of the company during the business hours on any working days and further shareholders can also access the certificate from the Company's website i.e. <http://www.rmhil.com/corporateAnnouncement.htm>

1. In the paragraph of clause (t) on page no. 19 of explanatory statement of item no. 4, the words "in accordance with Regulation 165" replaced with words "in accordance with Regulation 165 and 166A".
2. In the explanatory statement of item no. 4 on the page no. 19 one more clause (u) has been added which is reproduced as under:





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u. The current and proposed status of the allottee(s) post the preferential issue

As per regulation 163(1)(j) of SEBI (ICDR) Regulations, 2018, it is state the proposed allottee is the promoter of the company and post current preferential issue there will be no change in status and allottee will continue to be promoter. Therefore, no change in control is proposed pursuant to present preferential issue.

This corrigendum to the AGM Notice shall form integral part of Notice as circulated on 18th August, 2022, to the shareholders of the Company.

The Revised Notice of AGM, Valuation report of the Independent Valuer and Compliance Certificate by Practicing Company Secretary are available on the website of the company and can be accessed at <http://rmhil.com/corporateAnnouncement.htm>

Accordingly, all the concerned shareholders, stock exchanges, depositories, registrar and share transfer agent, agencies appointed for e-voting, other authorities, regulators and all other concerned persons are requested to take note of the above correction. This corrigendum will be available on the website of the Company besides being communicated to BSE Limited where the shares of the Company are listed.

For Royale Manor Hotels and Industries Limited

Place: Ahmedabad

Date: 20th September, 2022



Somya Singhal

Company Secretary & Compliance officer