

NOTICE

NOTICE is hereby given that the 26th Annual General Meetings of the members of Royale Manor Hotels and Industries Limited will be held on Wednesday, 27th day of September, 2017 at 3.00 p.m. at Ahmedabad Textile Mills' Association (ATMA) Hall, Ashram Road, Ahmedabad - 380 009 to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss for the year ended on that date together with the Directors' and Auditors' Report thereon.
2. To declare Dividend on Optionally Convertible Preference Shares (OCPS).
3. 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.
4. **To appoint Statutory Auditors:**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. Pranav R. Shah & Associates, Chartered Accountants, Ahmedabad, Chartered Accountants, having Firm Registration Number 0132072W, be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors, M/s. Naimish N Shah & Co, Chartered Accountants, to hold office from the conclusion of this 26th Annual General Meeting till the conclusion of the 31st Annual General Meeting of the Company and that the Board of Directors be and is hereby authorised to fix their remuneration."

SPECIAL BUSINESS:

5. **To appoint Mr. Vishwajeetsingh Champawat (DIN: 00519755) as an Executive Director of the Company:**

To consider and if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary 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 appointment of Mr. Vishwajeetsingh Champawat (DIN 00519755) as

an Executive Director of the Company for a period of three years with effect from 14th day of August, 2017, 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 draft of which 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 said draft agreement that may be entered into 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 subsequent 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".

By Order of the Board of Directors

Place : Ahmedabad
Date : 14th August, 2017

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

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

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxies, in order to be effective, must be lodged at the registered office of the Company not later than 48 hours before the meeting.

2. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, the 16th day of September, 2017 to Wednesday, the 27th day of September, 2017 (both days inclusive).

3. The Company has appointed M/s. MCS Share Transfer Agent Limited, as its Registrars and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, transfers, Demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic and physical form should be addressed to the Registrars directly quoting Folio No., full name and name of the Company as Royale Manor Hotels and Industries Ltd.

4. Members/proxies should bring the attendance slip duly filled in for attending the Meeting.

5. Members are requested to bring their copies of the Annual Report to the Meeting.

6. Members desiring any information on accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready for reply.

7. Royale Manor Hotels and Industries Limited is concerned about the environment and utilize natural resources in sustainable way. The Ministry of corporate Affairs (MCA), Government of India, through its circular nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011, respectively, has allowed companies to send official documents to their shareholders electronically as part of its green initiatives in corporate governance.

Recognizing the spirit of the circular pertaining to Green Initiatives, issued by the MCA, we henceforth propose to send documents like the notice convening the general meetings, financial statements, Directors' Report, Auditors' Report etc. to the email address provided by you with your depositories.

We request you to update, your email address with your depository participant to ensure that the annual report and other documents reach you on your preferred email.

8. Members holding shares in physical form are requested to notify to the company's Registrar and share Transfer Agent, M/s. MCS Share Transfer Agent Limited quoting their folio, any change in their registered address with pin code and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participant.

9. Corporate Members intending to send their authorized representatives under Section 113 of the Companies Act, 2013, are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote at the Meeting.

10. In case of joint holding, the joint holder whose name stands first, as per the Company's records, shall alone be entitled to vote.

11. Voting through Electronic means:

Pursuant to Section 108 of the Companies Act, 2013, read with the Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014 in pursuance with the directions issued by SEBI vide Circular No. CIR/CFD/DIL/6/2012 dated 13th July, 2014, the Company is pleased to provide the facility to Members to exercise their right at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

A. The instructions for members for voting electronically are as under:-

(i) The remote e-voting period begins on 23rd September, 2017 (9.00 a.m.) and ends on 26th September, 2017 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Log on to the e-voting website www.evotingindia.com

(iii) Click on "Shareholders" tab.

(iv) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 character DP ID followed by 8 digits client ID,

c. Members holding shares in physical form should enter folio number registered with the Company.



- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If Demat account holder has forgotten his/her existing password then enter the User ID and the image verification code and click on 'Forgot Password' and enter the details as prompted by the system.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> - Members who have not updated their PAN with the Company/their Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN field. (The Sequence Number is printed on Address Slip). - In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <p>If the details are not recorded with the depository or Company please enter member id / folio number in the Dividend Bank details field as mentioned in instruction.</p>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares

in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for 'Royale Manor Hotels and Industries Limited'.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the voting cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If demat account holder has forgotten his/her existing password then enter the User ID and the image verification code and click on 'Forgot Password' and enter the details as prompted by the system.
Shareholders can also cast their vote using CDSL's mobile app m- Voting available for all mobile users. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual Shareholders & Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to help desk. Voting@cdslindia.com.
 - After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- B. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 15th September 2017.
- C. A copy of this notice has been/ shall be placed on the website of the Company and the website of CDSL.
- D. Mrs. Rupal Patel, Practicing Company Secretary (Membership No. FCS 6275) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- E. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.
- F. In the terms of regulation 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations 2015, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is sent along with this Notice. A member desiring to exercise vote by Ballot shall complete the said Ballot Form with assent (for) or dissent (against) and send it to Mrs. Rupal Patel, Scrutinizer, having office address at 303, Prasad Apt., Opp. Jain Derasar, S.M. Road, Nehrunagar Cross Road, Ahmedabad-380015, Tel. No: 079-26420603, E-mail: roopalcs2001@gmail.com so as to reach her on or before 26th September, 2017 by 5.00 p.m. Any Ballot Form received after the said date and time shall be treated as if the reply from the Members has not been received.
- G. The facility for voting through ballot shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting/ ballot shall be able to exercise their voting right at the meeting.
- H. The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- I. The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.rmhil.com within 3 (three) days of conclusion of the annual general meeting and will be communicated to BSE Limited, who are required to place them on their website. The same shall also be placed on the website of CDSL.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Items No. 3

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	: 5 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

Items No. 4

M/s. Naimish N. Shah & Co., Chartered Accountants, Ahmedabad were first appointed as statutory auditors commencing from the conclusion of 16th AGM held on 28th September 2007. They are holding office of the statutory auditors at the conclusion of the 26th AGM and hence, would retire at the conclusion of the forthcoming 26th AGM.

As per second proviso to Section 139(2) of the Companies Act, 2013 ('the Act'), a transition period of three years from the commencement of the Act is provided to appoint a new statutory auditor when the existing statutory auditor's firm has completed two terms of five consecutive years.

Accordingly, as per the said requirements of the Act, M/s. Pranav R. Shah & Associates, Chartered Accountants, Ahmedabad are proposed to be appointed as statutory auditors for a period of 5 years, commencing from the conclusion of 26th AGM till the conclusion of the 31st AGM, subject to ratification by members every year, as may be applicable.

M/s. Pranav R. Shah & Associates, Chartered Accountants, Ahmedabad, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 4 of the notice.

The Board recommends the resolution set forth in item No. 4 of the notice for approval of the members.

Items No. 5

The members may note that the Board of Directors of the company has recommended appointment of Mr. Vishwajeetsingh Champawat as an executive director of the Company at their meeting held on 14th August, 2017 under the provisions of the Companies Act, 2013 upon maximum remuneration of ₹ 3,00,000/- 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, 2017. Mr. Vishwajeetsingh Champawat is also entitled for suitable accommodation as mutually decided with Board of Directors of the Company.

Further, the shareholders may note that Mr. Vishwajeetsingh Champawat, being young and experienced entrepreneur and a successful businessman having experience of more than 5 years in the field of Management & Finance. Looking at the expertise, knowledge and business connection, the Board recommend to appoint him as an Executive Director with remuneration upto ₹ 3,00,000/- 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 Ordinary 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** :

(` in Lacs)

Particulars	2016-17	2015-16	2014-15
Total Revenue	1836.89	2117.74	2485.05
Profit/Loss before Financial Charges Depreciation and Income Tax	459.08	451.64	690.22
Depreciation, Finance Expenses and Tax	357.43	342.58	500.52
Extra Ordinary Item/Prior Period Item	-	(25)	54.93
Net Profit after Tax	101.65	84.06	244.63
Paid up Share Capital	1693.22	1810.22	1810.22
Reserves and Surplus	1849.17	1752.41	1676.81

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

II. INFORMATION ABOUT THE APPOINTEE

1. Background Details :

Name: Mr. Vishwajeetsingh Champawat
 Designation: Director
 Education: B.Sc. (Honours), Business Management from Brunel University, U.K.
 Past Experience: Mr. Vishwajeetsingh Champawat holds B.Sc. (Honours), Business Management from Brunel University, U.K. He has a ten year association with the company.

- 2) **Past Remuneration**:Nil

- 3) **Recognition or Awards**:Nil

- 4) **Job Profile and Suitability of the Appointee** : Mr. Vishwajeetsingh Champawat, being young and experienced entrepreneur and a successful businessman having experience of more than 5 years in the field of Management & Finance of hotel and restaurant segment.

- 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, 2017 by the Board of Directors upon maximum remuneration of ` 3,00,000/- 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, 2017.

Further, in addition to the said remuneration and perquisites, Mr. Vishwajeetsingh Champawat is also entitled for suitable accommodation as mutually decided with Board of Directors of the Company.

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:**

Over last few years the Indian Hotel industry has witnessed many challenges especially due to the changing market scenario, emergence of new market players as well as multinationals, large capacity addition.

2) **Steps taken or proposed to be taken for improvement:**

The Company is taking all appropriate measures to maximize efficiencies and to minimize costs. In order to achieve revenue and growth, the Company continues to focus on various aspects like tapping new markets, enhancement of business portfolio.

3) **Expected increase in productivity and profits:**

Depending upon various factors affecting hospitality sector and in turn to Hotel industry, the Company's turnover is expected to grow.

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

Place : Ahmedabad
Date : 14th August, 2017

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.