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## ROYALE MANOR HOTELS AND INDUSTRIES LIMITED

Regd. Office : International Airport Circle, Ahmedabad-382 475. (India)

Phone No.: (079) 22868642-3 Fax – (079)-22868641 CIN: L55100GJ1991PLC015839

Email: royalemanorhotels@rediffmail.com Website : www.rmhil.com

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### NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

Notice is hereby given that Royale Manor Hotels and Industries Limited (“the Company”) proposes to pass the Special Resolution set out below, by members by way of voting through Postal Ballot process in accordance with the provision of Section 110 of the Companies Act, 2013, as amended from time to time (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time. The Draft Resolution and the Explanatory Statement stating material facts and reasons are being sent to you along with the Postal Ballot Form for your consideration and approval. You are requested to read the instructions carefully on the Postal Ballot Form and return the same duly completed in the enclosed duly stamped self-addressed envelope, so as to reach the scrutinizer, Mrs. Rupal Patel, Practicing Company Secretary, 303, Prasad Tower, Opp. Jain Derasar, S. M. Road, Nehrunagar Cross Road, Ahmedabad-38 0015 on or before 23/03/2015. Your assent or dissent received after 23/03/2015 shall be treated as if, reply has not been received, which is in accordance with the Rules aforesaid.

The Registered office of the Company is situated at Ahmedabad. The Company has appointed Mrs. Rupal Patel, Practicing Company Secretary as scrutinizer for conducting Postal Ballot voting process in a fair and transparent manner. The scrutinizer shall submit her report to the Company after completion of scrutiny process and the result of Postal Ballot shall be announced thereafter.

The result of the Postal Ballot shall also be displayed at the registered office of the Company, and website of the company besides being communicated to the BSE Ltd. where the shares are listed. The result will also be published in one leading English newspaper and in one leading vernacular language newspaper in the State of Gujarat. The explanatory statement pursuant to section 102 (1) and section 110 of the Companies Act, 2013 setting out material facts are annexed hereto.

#### **Special Resolution to be passed through Postal Ballot under Section 186:**

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

To make loans or investments and to give guarantees or to provide security in connection with a loan made under Section 186 of the Companies Act, 2013.

“**RESOLVED THAT** pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to

- a) give any loans to any person or other body corporate; and
- b) give any guarantees or to provide security in connection with a loan to any other body corporate or person; and
- c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding sixty percent of the company’s paid up share capital, free reserves and securities premium account or one hundred percent of company’s free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided the aggregate of the loans and investments, the amount for which guarantees or

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securities given to or in all other bodies corporate shall not exceed Rupees 500 Crores (Rupees Five Hundred Crores Only), notwithstanding that the aggregate of the investments made in or to be made in along with loans, guarantees or securities so far given or to be given, exceeds the limits prescribed under Section 186 of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.”

**(By Order of the Board)**  
**For Royale Manor Hotels And Industries Limited**  
**Sd/-**  
**Kalpesh Baraiya**  
**Company Secretary**

**Date : 19/02/2015**  
**Place : Ahmedabad**

**NOTES:**

1. The Board of Directors has appointed Mrs. Rupal Patel, Practicing Company Secretary, as the Scrutinizer to conduct the postal ballot process in a fair and transparent manner.
2. The Statement as required under Section 102 of the Companies Act, 2013 is annexed to this Notice. A Postal Ballot Form is also enclosed.
3. The Notice regarding dispatch of Postal Ballot Notice is also being published in English newspaper and in vernacular language newspaper in the State of Gujarat.
4. The Notice of Postal Ballot will also be placed on the website of the Company [www.rmhil.com](http://www.rmhil.com).
5. The date of declaration of the results of the postal ballot will be taken as the date of passing of the resolution proposed in this notice.

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

As per the provisions of Section 186 of the Companies Act, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of:

- i) Sixty per cent of the aggregate of the paid-up share capital, Free reserves and securities premium account or,
- ii) One Hundred per cent of its free reserves and securities premium account, whichever is more,

As a measure of achieving greater financial flexibility and to enable optimal financing structure to achieve long term strategic and business objectives, the Board accordingly recommends the Special Resolution as mentioned in this Notice for your approval to enable the Board of Directors of the Company (a) to give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, for an aggregate amount not exceeding Rupees 500 crores notwithstanding that the aggregate of the investments made in or to be made in along with loans, guarantees or securities so far given or to be given, exceeds the limits prescribed under Section 186 of the Companies Act, 2013, irrespective of the fact the same may exceed sixty percent of its paid-up share capital, free reserves and securities premium account.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as members.

**(By Order of the Board)**  
**For Royale Manor Hotels And Industries Limited**  
**Sd/-**  
**Kalpesh Baraiya**  
**Company Secretary**

**Date : 19/02/2015**  
**Place : Ahmedabad**

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**INSTRUCTIONS:**

1. A shareholder desiring to exercise his/her vote by postal ballot may complete this postal ballot form (no other form of photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer at the address of the Company in the attached self-addressed envelope. The postage will be borne and paid by the Company. Envelopes containing postal ballot forms, if deposited with the Company in person or if sent by courier at the expenses of the shareholder, shall also be accepted by the Company.
2. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the shareholders. In case of joint share holding, this form should be completed and signed (as per specimen signature(s) registered with the Company) by the first named shareholder and in his/her absence, by the next named shareholder.
4. Unsigned postal ballot forms will be rejected.
5. Duly completed postal ballot forms should reach the Company not later than by the close of working hours on 23/03/2015. Postal ballot forms received after this date will be strictly treated as if the reply from such shareholder has not been received.
6. In the case of shares held by companies, trusts, societies etc. the duly completed postal ballot form should be accompanied by a certified true copy of the relevant board resolution/authorization.
7. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholders on the date of dispatch of notice pursuant to Section 110 of the Act.
8. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope, as such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

9. **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 voting right by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 24th February, 2015 (11:00 A.M.) and ends on 25th February, 2015 (6:00 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 13<sup>th</sup> February, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
	In case the sequence 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 sequence number 1 then enter RA00000001 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.
Shares Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach 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 on which you choose to vote.
- (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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.co.in](http://www.evotingindia.co.in) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

The Company has appointed Mrs. Rupal Patel, Company Secretary in whole time practice, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.



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### POSTAL BALLOT FORM

Regd. Folio No.	DP ID	CLIENT ID
Name of the Shareholder/ Proxyholder (including Joint-holders, if any)		
Registered Address of the Sole/ First named Shareholder:		
Number of Shares held		

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the notice by sending my/our assent or dissent of the said resolution by placing the tick (✓) mark at the appropriate places in the box below.

Item No.	Description	No. of shares held	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	<p>To make loans or investments and to give guarantees or to provide security in connection with a loan made under Section 186 of the Companies Act, 2013.</p> <p><b>"RESOLVED THAT</b> pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to :</p> <p>a) give any loans to any person or other body corporate; and</p> <p>b) give any guarantees or to provide security in connection with a loan to any other body corporate or person; and</p> <p>c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,</p> <p>exceeding sixty percent of the company's paid up share capital, free reserves and securities premium account or one hundred percent of company's free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided the aggregate of the loans and investments, the amount for which guarantees or securities given to or in all other bodies corporate shall not exceed Rupees 500 Crores (Rupees Five Hundred Crores Only), notwithstanding that the aggregate of the investments made in or to be made in along with loans, guarantees or securities so far given or to be given, exceeds the limits prescribed under Section 186 of the Companies Act, 2013."</p> <p><b>"RESOLVED FURTHER THAT</b> for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate."</p>			

Place :  
Date :

\_\_\_\_\_  
(Signature of the Shareholder)