



ROYALE MANOR
Hotels and Industries Ltd.

RMHIL/BSE/0922/188

Date:-03rdSeptember, 2022

To,

The Department of Corporate Services
BSE Limited

Ground Floor, P. J. Tower,

Dalal Street, Mumbai - 400001

Scrip Code:-526640

Dear Sir,

Sub: Notice of the 31st Annual General Meeting ('AGM') of the Company for FY 2021-22 as per Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')

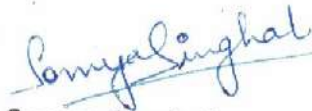
This is with reference to the above mentioned subject and in terms of applicable regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, we are enclosing herewith a copy of notice of Annual General Meeting of the Company scheduled to be held on Friday, 30th September, 2022 at 03.00 P.M. through video conference.

Kindly acknowledge the receipt of the same and oblige.

Thanking You,

Yours faithfully,

For, Royale Manor Hotels and Industries Limited



Somya Singhal
Company Secretary



Encl: As above

NOTICE

NOTICE is hereby given that 31st Annual General Meeting (“AGM”) of the members of **Royale Manor Hotels and Industries Limited** will be held on Friday, 30th day of September, 2022 at 03.00 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, 2022 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. Ummedsingh Champawat (DIN:00294184), Director of the Company who retires by rotation and being eligible offers himself for reappointment.
3. To appoint M/s. Naimish N Shah & Co., Chartered Accountants(FRN-106829W), as Statutory Auditors of the Company in place of M/s Pranav R. Shah & Associates, the retiring Statutory Auditors, to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of this Annual General Meeting, until the conclusion of 36th Annual General Meeting to be held on 2027 and to authorise the Board of Directors of the Company to fix their remuneration.

SPECIAL BUSINESS:

4. **To issue warrants convertible into equity shares on a preferential basis (“Preferential Issue”) to the Promoter for cash consideration**

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 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, 2018, as amended (the “**ICDR Regulations**”) and the Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the “**Takeover Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**LODR Regulations**”), 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 **for cash consideration**, 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 ₹ 10/- (Rupees Ten Only) each for cash at a minimum price of ₹ 15.74/- (including premium of ₹ 5.74/-) per share, as arrived in accordance with the regulation 165 of SEBI ICDR Regulations, 2018 as on the ‘**Relevant Date**’ i.e. **30th August, 2022** (Since, the relevant date for preferential issue in accordance with regulation 161 is arrived on

31st August, 2022. However, such date falls on Public holiday i.e. Ganesh Chaturthi, therefore preceding day i.e. 30th August, 2022 has been considered as relevant date)

Sr. No.	Name of Applicant	Address	PAN	Number of warrants Applied	Category
1	Pioneer Buildcon Private Limited	A-866, Phase IV, Industrial area, Boranada, Jodhpur	AACCP6578K	10,00,000	Promoter
	Total			10,00,000	

RESOLVED FURTHER THAT the relevant date, as per the provisions of Chapter V of the SEBI ICDR Regulations, 2018 for the determination of issue price of the convertible warrants is **30th August, 2022** i.e. 30 days prior to the date of Annual General Meeting of members of the company (Since, the relevant date for preferential issue in accordance with regulation 161, is arrived on 31st August, 2022. However, such date falls on Public holiday i.e. Ganesh Chaturthi, therefore, preceding day has been considered as relevant date)."

RESOLVED FURTHER THAT the minimum price of the Warrants so issued shall not be less than the price arrived at in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 for preferential issue, being the highest of the following:

- The average of the weekly high and low of the volume weighted average price of the Company's shares quoted on the Stock Exchange (BSE) during the ninety days preceding the "Relevant Date"; or
- The average of the weekly high and low of the volume weighted average prices of the Company's shares quoted on the Stock Exchange (BSE) during the ten days preceding the "Relevant Date

Since the shares of the company have not been frequently traded as on the relevant date, hence the price of the convertible warrants has been considered as per the valuation report issued by the 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 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>.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of 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 pari passu in all respects including dividend with the existing fully paid up equity shares of the company.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Warrants to be allotted on exercise of Warrants under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

The Warrant holders shall, subject to the SEBI (ICDR) Regulations, 2018 and other applicable rules, regulations and laws, be entitled to apply for and be allotted one equity share against each Warrant.

- The tenure of the warrant in accordance with the regulation 162 of SEBI (Issue of Capital Disclosure Requirement) Regulations, 2018 shall not be exceeding 18 months from the date of allotment.
- An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrant(s) to subscribe to Equity Share(s). The amount paid against Warrants shall be adjusted /set-off against the issue price for the resultant Equity Shares.

- c. The Warrants shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission.
- d. The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 and be listed on the Stock Exchange(s) subject to receipt of necessary permission(s), sanction(s) and approval(s).
- e. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- f. The warrant holders shall be entitled to all future corporate actions including but not limited to issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the warrant holders.
- g. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.
- h. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- i. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.

“RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name(s) of the proposed allottee(s) be recorded for the issuance of invitation to subscribe to the Equity Shares and/or Warrants and a private placement offer letter in Form No.PAS-4 together with an application form be issued to the proposed allottee(s) inviting them to subscribe to the Equity Shares and/or Warrants.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification(s) to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion may deem appropriate, without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and/or Warrants and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

“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 filings with the Stock Exchange and regulatory authorities and execution of 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 aforesaid resolutions.”

5. Regularization of Appointment of Additional Director - Mr. Jayesh Vasudevhai Dave (DIN: 01808753) as an Independent Director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Jayesh Vasudevhai Dave (DIN: 01808753), who was appointed as Additional Director on 14th February, 2022 and who holds office up to the date of this Annual General Meeting, be and is hereby regularised and appointed as an Independent Director of the Company for a period of five years.”

“**RESOLVED FURTHER THAT** Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

6. Regularization of appointment of Additional Director- Ms. Ranju Bhati (DIN: 09683282) as an Independent Director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Ranju Bhati (DIN: 09683282), who was appointed as Additional Director on 22nd July, 2022 and who holds office up to the date of this Annual General Meeting, be and is hereby regularised and appointed as an Independent Director of the Company for a period of five years.”

“**RESOLVED FURTHER THAT** Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

By Order of the Board of Directors
For **Royale Manor Hotels & Industries Limited**

Sd/-

U. Champawat
(DIN-00294184)

Chairman and Managing Director

Place: Ahmedabad
Date: 18.08.2022

NOTES:

1. 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 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 and general circular no. 2/2022 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 and participate there at and cast their votes through e-voting.
2. 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.
3. 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.
4. 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.
5. 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 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021 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.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 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.
7. 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 8th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020 and MCA Circular No. 20/2020 dated 5th May, 2020 and MCA Circular No. 2-2021 dated 13th January, 2021 and Circular No. 2/2022 dated 5th May, 2022
8. 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.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2022 to 30th September, 2022 (both days inclusive).
10. 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 document scan send an email to royalemanorhotels@rediffmail.com.

11. 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.
12. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. 1st April, 2019. Accordingly, the Company/MCS has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialization.
13. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report and Audited Financial Statements for the financial year 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or the Depository Participant(s).
14. 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.
15. 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.
16. 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).
17. 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.
18. 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.
19. 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.
20. The voting period begins on 27th September, 2022 from 9:00 a.m. and ends on 29th September, 2022 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 23rd September, 2022 may cast their vote electronically.
21. Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
22. 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. 23rd September, 2022
23. 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 AND JOINING GENERAL MEETING ARE ASUNDER:-

The remote e-voting period begins on 27th September, 2022 at 9:00 A.M. and ends on 29th September, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

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: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p>

Type of shareholders	Login Method
	<p>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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDLand you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p>  
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

A new screen will open. You will have to enter your User ID, your Password/OTP 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.

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***

Password details for shareholders other than Individual shareholders 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.

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 mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

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.

Upon confirmation, the message "Vote cast successfully" will be displayed.

You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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.

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.

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 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal 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:

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. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e.Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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 EGM/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 by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
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 royalemanorhotels@rediffmail.com. 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 re-appointment at Annual General Meeting:

Name	:	Mr. Ummedsingh Champawat
Date of birth	:	25/07/1963
Expertise	:	Management and Finance
Director of the Company since	:	19/06/1991
Directorship in other public limited companies	:	Nil
Membership of Committees of other public limited companies	:	Nil
No. of Shares held in the Company	:	220100

ITEM NO.3

M/s. Pranav R Shah & Associates, Chartered Accountants (Firm Registration No. 132072W), Ahmedabad were appointed as the statutory auditors of the Company for a further period of 5 (five) years in the 26th Annual General Meeting (AGM) of the Company held on 27th September, 2017. As per the provision section 139 of the Companies Act, 2013 and rules made there under, the firm of statutory auditor shall require to vacant its office after completion of second term of 5 years.

Accordingly as per requirement of the Act, M/s. Naimish N Shah & Co(Firm Registration Number-106829W), Chartered Accountant Ahmedabad are proposed by the Board of Director in the item no. 3 of the notice of AGM to be appointed as Statutory Auditor for the period of 5 Years, commencing from the conclusion of this AGM till the conclusion of AGM held in 2027.

M/s. Naimish N Shah & Co, 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 reappointed as a Statutory Auditor in terms of the provisions of the Sections 139(1), 141(2) and 141(3) of the Act, and the provisions of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time.

The Board, on the recommendation of the audit committee, recommends the resolution set forth in item no. 3 of the notice for approval of the members. 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. 3 of the notice.

ITEM NO. 4

Pursuant to provisions of Section 62 and Section 42 of the Companies Act, 2013 ("the Act") and Chapter V of SEBI (Issue of Capital And Disclosure Requirements) Regulations,2018, any preferential allotment of securities for consideration for cash consideration 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 Convertible warrants for cash consideration as may be permitted under applicable laws in accordance with the provisions of Companies Act, 2013 and rules made there-under, SEBI (Issue of Capital And Disclosure Requirements) Regulations,2018, Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015 as amended from time to time till date, and any other applicable laws, including with respect to the pricing of the securities proposed to be issued.

Therefore in compliance with the provision of applicable laws, proposed resolutions as set out at item no. 4 is recommended for the approval of shareholders as special resolutions.

The Company is otherwise eligible to make the Preferential Allotment in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of equity shares including equity shares to be issued and allotted upon exercise of right attached to the Warrants, the shareholding of the Promoters and Promoter Group may increase as per details given herein below.

Further in terms of Rule 13 of Companies (Share Capital and Debentures) Rule, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, 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. Date of Board Resolution

Date of passing of Board resolution for approving preferential issue: 18th August, 2022.

c. Relevant Date:

The "Relevant Date" for determining the issue price of Warrants shall be 30th August, 2022, (Since, the relevant date for preferential issue in accordance with regulation 161 is arrived on 31st August, 2022. However, such date falls on Public holiday i.e. Ganesh Chaturthi, therefore preceding day i.e. 30th August, 2022 has been considered as relevant date).

d. The total number of Warrants to be issued:

Kinds of securities offered and the price at which security is being offered: Up to 10,00,000 Warrants convertible into equivalent number of equity shares for a cash consideration at a price of ₹ 15.74 (including a premium of ₹ 5.74) per warrant.

e. Basis of Price for Warrant to be issued:

Basis or justification for the price (including premium, if any) at which the offer or invitation is being made: The Equity Shares of the Company are listed on Stock Exchanges, BSE Limited ("BSE"). If the Equity Shares are frequently traded on BSE, has been considered in accordance with the SEBI (ICDR) Regulations, the Warrants will be issued at a price which is more than the higher of the following:

- I. being the average of the weekly high and low of the volume weighted average price of the Company's shares quoted on the Stock Exchange (BSE) during the 90 days preceding the Relevant Date; or
- II. being the average of the weekly high and low of the volume weighted average prices of the Company's shares quoted on the Stock Exchange (BSE) during the 10 days preceding the Relevant Date;

However, the shares of the company have not frequently traded as on the relevant date, hence the price of the convertible warrants has been derived as per the valuation report issued by the 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 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>

f. Adjustments for Warrants:

The price determined above and the number of Equity Shares to be allotted on exercise of the Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws as applicable from time to time.

g. Principle terms of assets charged as securities:

Not Applicable

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

The Promoter – Pioneer Buildcon Private Limited, intends to subscribe to convertible warrants pursuant to this preferential issue of Convertible Warrants. Except Pioneer Buildcon Private Limited– Promoter, all other promoter does not intends to subscribe any Convertible warrants in proposed issue of Convertible Warrants.

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

In terms of Chapter V of the SEBI ICDR Regulation, preferential allotment of convertible warrants 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. 4.

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.

j. 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	% Pre-Share holding	Post-Share holding	% Post Share holding	Category
Pioneer Buildcon Private Limited	A-866, Phase IV, Industrial area, Boranada, Jodhpur	AACCP6578K	10,00,000	14,12,860	7.90	24,12,860	12.78	Promoter
	Total		10,00,000	14,12,860	7.90	24,12,860	12.78	

k. The identity of Natural Persons who are the ultimate beneficial owners of the 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 allottee
Name:Pioneer Buildcon Private Limited Address: A-866, Phase Iv, Industrial area, Boranada, Jodhpur	Promoter	Mr. Vishwajeetsingh Champawat

I. 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 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.

m. 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.

n. Lock in

In accordance with Regulation 167 of the SEBI ICDR Regulations, the Lock-in-period are as follows:

The equity shares allotted pursuant to exercise of options attached to warrants issued on a preferential basis to the **promoters** or the promoter group, shall be locked-in for a period of **eighteen months** from the date of trading approval granted for the equity shares allotted pursuant to exercise of the option attached to warrant.

Provided that equity shares allotted in excess of the twenty per cent. Shall be locked-in for **six months** from the date of trading approval pursuant to exercise of options or otherwise, as the case may be.

The entire pre-preferential allotment shareholding of Promoters and Promoter group shall be locked-in from the relevant date up to a period of **90 trading days** from the date of the trading approval as specified under Regulation 167(6) of the ICDR Regulations.

o. 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	2,83,630	1.59	2,83,630	1.50
	Body Corporate	83,75,160	46.83	93,75,160	49.65
	Sub Total	86,58,790	48.42	96,58,790	51.15
	2. Foreign Promoters	--	--	--	--
	Sub Total (A)	86,58,790	48.42	96,58,790	51.15
B	Non-Promoters Holding–				
	1. Institutional investors	19,500	0.10	19,500	0.10
	2. Non-Institution				
	Bodies Corporate (Existing)	5,05,729	2.83	5,05,729	2.68
	NRI	7,27,142	4.07	7,27,142	3.85
	HUF	2,29,857	1.29	2,29,857	1.22
	Indian Public	77,41,182	43.29	77,41,182	41.00
	Sub Total (B)	92,23,410	51.58	92,23,410	48.85
	GRAND TOTAL (A+B)	1,78,82,200	100	1,88,82,200	100

**The post issue paid up capital is arrived after considering all the preferential allotments proposed to be made under this notice and on fully diluted basis. Therefore, the post issue paid-up capital of the Company is subject to alterations on account of conversion of convertible warrant into Equity Shares by Proposed Allottee. Consequently, the post issue shareholding percentage mentioned above may stand altered.*

p. Disclosures :

As specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter: None of the Company, its Directors or Promoters have been declared as wilful defaulter as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

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

- a) The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one equity share against each Warrant, in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants, by issuing a written notice to the Company specifying the number of Warrants proposed to be so converted. The Company shall accordingly issue and allot the corresponding number of Equity Share(s) of face value of ₹ 10 each aggregating upto ₹ 15.74 (including of premium of rupees 5.74) at a price calculated on the basis of para as mentioned above, to the Warrant holders.
- b) For issuance of warrant for cash consideration an amount equivalent to 25% of the Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the right attached to Warrant(s). The amount paid against Warrants shall be adjusted / appropriate against the Issue Price for the resultant equity share(s).
- c) In the event that, a Warrant holder does not exercise the right attached to Warrant(s) within a period of 18 (Eighteen) months from the date of allotment of such Warrant(s), the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- d) The Warrants by themselves, until exercise of the conversion right and allotment of Equity Shares, do not give the holder thereof any rights akin to that of shareholder(s) of the Company, except to the extent stated in clause (i) below.
- e) The Company shall apply for the listing and trading approvals for the Warrants and / or Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchange(s) in accordance with the SEBI (LODR) Regulations and all other applicable laws, rules and regulations subject to receipt of necessary permission(s), sanction(s) and approval(s).
- f) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, and voting rights with the then existing Equity Shares of the Company.
- g) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations, 2018 from time to time.
- h) The Warrants and Equity Shares allotted to the Promoter Group on conversion of such Warrants will be transferable within the Promoter Group of the Company, as per applicable laws.
- i) The warrant holders shall be entitled to all future corporate actions including but not limited to issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the warrant holders.

r. The company hereby undertakes that:

- a) The above price of the securities specified would re-compute 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 allottees.

s. Practicing Company Secretary Certificate:

The Certificate issued by CS Rupal Patel, Practicing Company Secretary, Ahmedabad, that this preferential issue of securities is being made in accordance with the guidelines on Preferential Allotment issued by SEBI will be placed before the shareholders at the Meeting and is also available for inspection at the Registered Office of the company during the business hours on any working days. Further, shareholders can also access the certificate from the Company's website i.e. <http://www.rmhil.com/corporateAnnouncement.htm>

t. Report of Registered Valuer:

i. Name and address of valuer who performed valuation

The Valuation was performed by Mrs. Sejal Agarwal, AAA Valuation Professionals LLP, a Registered Valuer (Reg. No. IBBI/RV60/2020/13106) having his office at E-10 A Kailash Colony, Grater Kailash -1 New Delhi-110048. The valuation of the equity share of the Company arrived at a price ₹ 15.74/- (including premium of ₹ 5.74/-) per share. The Article of Association of the company does not contain any provision for valuation of the securities of the company. However, the valuation of the securities has been done in accordance with the provision of regulation 165 of SEBI (ICDR), 2018. Further, the valuation does not contradict any provision mentioned in the Article of Association of the Company. The Valuation report of the Independent Registered 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>

It is proposed to obtain consent of members pursuant to section 42, 62 and other applicable provisions of the Companies Act, 2013, SEBI ICDR Regulation and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 to issue and allot convertible warrants to promoter for cash consideration.

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 respective shareholding and shares/ convertible warrants proposed to issue to them.

The Board recommends the passing of the resolutions as set out at item no. 4 of the accompanying notice as **special resolution**.

ITEM NO.5: Regularization and Appointment of Mr. Jayesh Vasudevbbhai Dave (DIN: 01808753) as an Independent Director

Mr Jayesh Vasudevbbhai Dave (DIN: 01808753) was appointed as an Additional Independent Director with effect from 14th February, 2022, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company.

The Board is of the view that the regularisation of appointment of Mr Jayesh Vasudevbbhai Dave (DIN: 01808753) as Independent Director of the Company, is desirable and would be beneficial to the Company and hence it recommends the said resolution No. 5 for approval by the members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives, in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as an **ordinary resolution**.

Brief profile of Mr. Jayesh Vasudevbbhai Dave (DIN: 01808753) is given below for reference of the member:

Name	:	Mr. Jayesh Vasudevbbhai Dave
Father's Name (in full):		Vasudevbbhai Trikamlal Dave
Date of birth	:	21/03/1958
Address		B/102, Vaibhab-2, Opp. Tulip Citadel, Shreyash Xing, Ambawadi, Ahmedabad Gujarat India 380015
Director of the Company since	:	14/02/2022
Directorship in other public limited companies	:	Nil
Membership of Committees of other public limited companies	:	Nil
No. of Shares held in the Company	:	Nil
Expertise	:	Finance

ITEM NO.6

Regularization of Ms. Ranju Bhati (DIN: 09683282) as an Independent Director

Ms. Ranju Bhati (DIN: 09683282) was appointed as an Additional Independent Director with effect from 22nd July, 2022, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company.

The Board is of the view that the regularisation of appointment of Ms. Ranju Bhati (DIN: 09683282) is desirable as Independent Director of the Company and would be beneficial to the Company and hence it recommends the said resolution No. 6 for approval by the members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives, in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as an **ordinary resolution**.

Brief profile of Ms. Ranju Bhati (DIN: 09683282) is given below for reference of the member:

Name	:	Ms. Ranju Bhati
Father's Name (in full):		Jabar Singh Bhati
Date of birth	:	15/02/1994
Address		Gram Amlada Donger, Post Palhada, Tehsil Sooni Mahwa, Hoshangabad, Madhya Pradesh
Director of the Company since	:	22/07/2022
Directorship in other public limited companies	:	Nil
Membership of Committees of other public limited companies	:	Nil
No. of Shares held in the Company	:	Nil
Expertise	:	Management, Administration

By Order of the Board of Directors
Sd/-

U. Champawat
(DIN-00294184)

Chairman and Managing Director

Place: Ahmedabad
Date: 18.08.2022