

Secretarial compliance report of Royale Manor Hotels and Industries Limited for the year ended 31st March, 2019

I, Rupal Patel, Practicing Company Secretary, having office at 303. Prasad Tower, Opp. Jain Derasar, S.M. Road, Nehrunagar Char Rasta, Ahmedabad – 380015 have examined:

- (a) all the documents and records made available to us and explanation provided by Royale Manor Hotels and Industries Limited (“the listed entity”) having registered office at International Airport Circle Ahmedabad - 382475,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2019 in respect of compliance with the provisions of :
 - (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
 - (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; As per the information provided by the management of the Company, the same is not applicable, as no instance of Buyback have been noted during the year under review;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; As per the information provided by the management of the Company, the same is not applicable, as no instance of Share Based Employee Benefits have been noted during the year under review
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; As per the information provided by the management of the Company, the same is not applicable, as no instance of Issue and Listing of Debt Securities have been noted during the year under review
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; As per the information provided by the management of the Company, the same is not applicable, as no instance of Issue and Listing of Non-Convertible and Redeemable Preference Shares have been noted during the year under review
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
and circulars/ guidelines issued there under;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has generally complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 31(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	100% Shareholding of Promoter and Promoter group is not in dematerialized form	100% Shareholding of Promoter and Promoter group is not in dematerialized form

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
	Nil	Nil	Nil	Nil

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports: Not Applicable as this is the first year of issuance of this report:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity

NA				

Date: 30/05/2019
Place: Ahmedabad

Sd/-
Name of Practicing Company Secretary: Rupal Patel
C. P. No.: 3803
FCS No. 6275