

Secretarial compliance report of Royale Manor Hotels and Industries Limited for the year ended 31st March, 2020

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, 2020 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
2	Regulation 19(1)/19(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Company is in non compliance with the Composition of Nomination and Remuneration Committee during the year under review.	The Company is in non compliance with the Composition of Nomination and Remuneration Committee in the quarter ended on 30 th September, 2019 and 31 st December 2019 during the year under review.
3	Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The company has not submitted Annual Secretarial Compliance Report for FY 2018-19	The company has not submitted Annual Secretarial Compliance Report for FY 2018-19

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far 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.
1	BSE Limited	Non compliance with the provisions of Regulation 17(1), 19(1)/19(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	As per direction issued by the office of BSE Ltd., the company is liable to pay fine amount as on Rs. 4,04,740/-, as per the provisions of circulars, the fine will continue to be computed further till the time of rectification of the non-compliance to the satisfaction to the exchange or till the scrip of the company is suspended from trading.	The company has not paid fine as mentioned in the letter no. LIST/COMP/Reg. 27(2) & Reg. 17 to 21/Dec 19/526640/283/2019-20 dated February 03, 2020 issued by BSE Limited.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31st March, 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	100% Shareholding of Promoter and Promoter group is not in dematerialized form	100% Shareholding of Promoter and Promoter group is not in dematerialized form	Nil	No Comment

Date: 30.05.2020
Place: Ahmedabad

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