

**NOTICE OF POSTAL BALLOT**

Dear Members,

NOTICE is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") including any statutory modification(s) or re-enactment(s) thereof from time to time being in force and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") as amended from time to time, Secretarial Standards on General Meeting ("SS-2") issued by the Institute of Company Secretaries of India and in accordance with the guidelines prescribed/issued by the Ministry of Corporate Affairs (the "MCA") vide its General Circular No. 14/ 2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020, General Circular No.20/2020 dated May 5, 2020, General Circular No. 22/ 2020 dated June 15, 2020, General Circular No. 33/ 2020 dated September 28, 2020, General Circular No. 39/ 2020 dated December 31, 2020, General Circular No.02/2021 dated January, 13, 2021, General Circular No. 10/ 2021 dated June 23, 2021, General Circular No. 20/ 2021 dated December 8, 2021, and General Circular No. 3/ 2022 dated May 5, 2022 ("MCA Circulars") for seeking approval of the shareholders of Royale Manor Hotels And Industries Limited for the business set out hereunder through Postal Ballot by remote e-voting ("Postal Ballot/ e- Voting").

In view of the current circumstances due to COVID-19 pandemic requiring social distancing, MCA in terms of its Circulars, has advised the companies to take all decisions of urgent nature requiring shareholders' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/ e-Voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of shareholders at a common venue.

Further, in terms of the MCA circulars, the Company shall send Postal Ballot Notice by email to all its Shareholders who have registered their email addresses with the Company or depository/ depository participants and the communication of assent / dissent of the Shareholders shall only take place through remote e-Voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

The proposed Resolution and Explanatory Statement pursuant to Section 102 of the Act and the relevant information required under regulation 36(3) of the SEBI Listing Regulations setting out all material facts relating to the proposed resolution is annexed hereto for your consideration.

**Scrutinizer for conducting the Postal Ballot**

The Board of Directors, pursuant to Rule 22(5) of the Rules, have appointed PCS Rupal Patel (Membership No. FCS.: 6275 and CP.: 3803), Ahmedabad, as Scrutinizer for conducting the Postal Ballot/ e-Voting in accordance with the law and in a fair and transparent manner.

**E-voting**

The Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing remote e-voting facility to all its members.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. IST on Wednesday, December 21, 2022 (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer will submit her report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him on or before Friday, December 23, 2022. The results of the Postal

Ballot/e-voting along with Scrutinizer's Report shall be displayed on the Company's website www.rmhil.com, on the website of NSDL at www.evoting.nsdl.com, and shall also be communicated to the stock exchange on which the shares of the Company are listed i.e BSE Limited at www.bseindia.com, within two (2) working days from the conclusion of remote e-voting i.e on or before Friday, December 23, 2022.

**Key details regarding the Postal Ballot/ e-Voting**

SN	Particulars	Details
1	Link for remote e-Voting	www.evoting.nsdl.com
2	Scrutinizer Details	PCS Rupal Patel 303, Prasad Tower, Opp. Jain Derasar, Nehrunagar Cross Road, Nehrunagar Ahmedabad-380015
3	Cut-off date for eligibility for e-Voting	18th November, 2022
4	Time period for e-voting	Tuesday, November 22, 2022 (09:00 hours IST) and ends on Wednesday, December 21, 2022 (17:00 hours IST)
5	Link for Shareholders to temporarily update e-mail address	<a href="https://www.mcsregistrars.com/images/documents/94_435637759_FormISR1(ForUpdationofPAN,KYC).pdf">https://www.mcsregistrars.com/images/documents/94_435637759_FormISR1(ForUpdationofPAN,KYC).pdf</a> <a href="https://www.mcsregistrars.com/images/documents/90_1155641335_FormNo.SH-13_(NominationForm).pdf">https://www.mcsregistrars.com/images/documents/90_1155641335_FormNo.SH-13_(NominationForm).pdf</a> <a href="https://www.mcsregistrars.com/images/documents/88_1498831591_FormISR-2(SignatureAttestationForm).pdf">https://www.mcsregistrars.com/images/documents/88_1498831591_FormISR-2(SignatureAttestationForm).pdf</a>
6	Last date for publishing results of the e-Voting	Friday, December 23, 2022
7	In case of any grievances or queries, contact	royalemanorhotels@gmail.com

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**RESOLUTION FOR APPROVAL THROUGH POSTAL BALLOT****SPECIAL BUSINESS****APPOINTMENT OF MR. VISHWAJEETSINGH UMMEDSINGH CHAMPAWAT (DIN: 00519755) AS CHAIRMAN AND MANAGING DIRECTOR (CMD) OF THE COMPANY**

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

**“RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”) and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and subject to such other approvals as may be necessary, Mr. Vishwajeetsingh Ummedsingh Champawat (DIN: 00519755) who was appointed as Executive Director of the Company, be and is hereby appointed as Chairman and Managing Director (CMD) of the Company for a period of 5 years commencing from 18<sup>th</sup> October, 2022 to 17<sup>th</sup> October 2027 (liable to retire by rotation) at a remuneration as set out in the statement annexed to the notice.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to vary and/or modify the terms and conditions of the said draft agreement that may be entered into including remuneration payable to Mr. Vishwajeetsingh Ummedsingh Champawat in such a manner as may be agreed between the Board and Mr. Vishwajeetsingh Ummedsingh Champawat and also within the limits as prescribed in Schedule-V of the Companies Act, 2013 including any amendment, modification, variation or re-enactment thereof.

**RESOLVED FURTHER THAT** where in any financial year during the tenure of the said Managing Director, the Company has no profits or its profit are inadequate, the remuneration as approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration as per Section II of Part II of Schedule V of Companies Act, 2013.;

**RESOLVED FURTHER THAT** the Board of Directors of the Company and / or Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters, things and sign and file all such papers, documents, forms and writings as may be necessary and incidental to the aforesaid resolution.”

**By Order of the Board**  
**For, Royale Manor Hotels And Industries Limited**  
**Sd/-**  
**Somya Singhal**  
**Company Secretary & Compliance Officer**

Date: 14.11.2022  
Place: Ahmedabad

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**NOTES**

1. A Statement pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 18th November, 2022 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company/RTA/Depositories.
3. This Postal Ballot Notice will also be available on the Company's website at [www.rmhil.com](http://www.rmhil.com), websites of the Stock Exchanges, that is, BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
4. In compliance with the provisions of Sections 108 and 110 of the Act and the Rules made thereunder, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting Facility provided by Listed Entities, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of NSDL to provide remote e-voting facility to its members. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
5. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Cut-off date.
6. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
7. The remote e-voting period commences from 9.00 a.m. (IST) on Tuesday, November 22, 2022 and ends at 5.00 p.m. (IST) on Wednesday, December 21, 2022. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
8. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of e-voting i.e. Wednesday, December 21, 2022.
9. The documents referred to in this Postal Ballot Notice and the Explanatory Statement will be available for inspection electronically until last date of remote e-voting. Members seeking to inspect the same can send an email from their registered email, to the Company at [royalemanorhotels@gmail.com](mailto:royalemanorhotels@gmail.com)

**10. INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING**

- i. E-voting facility will be available during the following period:

Commencement of e-Voting	From 9.00 a.m. (IST) on Monday, November 22, 2022
End of e-Voting	Upto 5.00 p.m. (IST) on Wednesday, December 21, 2022

- ii. The e-Voting module shall be disabled by NSDL upon expiry of aforesaid period.
- iii. During the e-Voting period, shareholders can login at NSDL e-Voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a shareholder, whether partially or otherwise, shareholder shall not be allowed to change it subsequently or cast the vote again.

The details of the process and manner for e-Voting are explained herein below:





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 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.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <p style="text-align: center;">  <b>App Store</b>                  <b>Google Play</b> </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSLwebsite <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<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.</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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method 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?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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 e-services 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.*
4. 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***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can user your existing password to



login and cast your vote.

- b) 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.
- c) How to retrieve your 'initial password'?
  - (i) 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'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.



6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. 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](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. 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](http://www.evoting.nsdl.com) to reset the password.
3. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to [evoting@nsdl.co.in](mailto: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:**

- a) 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](mailto:royalemanorhotels@rediffmail.com).
  - b) 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](mailto: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 for Individual shareholders holding securities in demat mode.**
  - c) Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
  - d) In terms of SEBI circular dated December 9, 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.
11. In terms of Listing Regulations, securities of the listed companies can only be transferred in dematerialized form with effect from April 1, 2019 and as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, listed companies shall issue securities in dematerialized form only in case of investor service request for matters specified in this

- circular. In view of the same, shareholders are advised to dematerialize shares held by them in physical form.
12. If you have any queries or issues regarding e-Voting from the NSDL e-Voting System, you can write an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact at 1800 1020 990 and 1800 22 44 30.
  13. All grievances connected with the facility for voting by electronic means may be addressed to Ms. Pallavi Mhatre, (NSDL), National Securities Depository Limited, Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400013 or send an email to helpdesk [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on 1800 1020 990 and 1800 22 44 30.
  14. The Board of Directors of the Company has appointed PCS Rupal Patel, Practicing Company Secretaries, as scrutinizer ("Scrutinizer") for conducting the Postal Ballot through e-Voting in accordance with the provisions of the Act and the Rules and the Listing Regulations in a fair and transparent manner.
  15. The Scrutinizer shall, after end of e-Voting period, scrutinize the votes cast through e-Voting, make a Scrutinizer's Report and submit the same to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same. The Results shall be declared within two working days after end of e-Voting period and the same, along with the Scrutinizer's Report, shall be placed on the website of the Company ([www.rmhil.com](http://www.rmhil.com)), NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and shall be communicated to BSE Limited.
  16. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Wednesday, December 21, 2022, i.e. the last date specified for receipt of votes through the e-Voting.

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**EXPLANATORY STATEMENT**

**(Pursuant to Section 102 and any other applicable provisions of the Companies Act, 2013, the Rules made thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) as amended from time to time, Secretarial Standards on General Meeting (“SS-2”) issued by the Institute of Company Secretaries of India and in accordance with the guidelines prescribed/issued by the Ministry of Corporate Affairs (the “MCA”)**

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all the material facts relating to the business mentioned under the accompanying Notice:

The Board of Directors of the company keeping in the view of the sad demise of existing Chairman and Managing Director and on the recommendation of the Nomination and Remuneration Committee at its meeting held on 18th October, 2022, consider and unanimously confirm the appointment, of the Mr. Vishwajeetsingh Ummedsingh Champawat as “Chairman and Managing Director (CMD)” of the Company for a period of period of 5 (five) years with effect from 18th October, 2022 to 17<sup>th</sup> October, 2027, subject to approval of shareholders of the Company.

Mr. Vishwajeetsingh Ummedsingh Champawat has expertise, knowledge and business acumen required for managing the overall business of the Company and his appointment as Chairman and Managing Director (CMD) would be beneficial for the Company given the paucity of experienced and skilled personnel. The remuneration proposed for Mr. Vishwajeetsingh Ummedsingh Champawat is commensurate with the industry and size of the Company.

**The terms and conditions are set out herein below:**

**1. TENURE OF APPOINTMENT:**

The appointment of Mr. Vishwajeetsingh Ummedsingh Champawat as Chairman and Managing Director (CMD) (change in designation from ‘Whole Time Director’ to ‘Chairman and Managing Director (CMD)’) is for a period of 5 years with effect from 18th October, 2022 to 17<sup>th</sup> October, 2027.

**2. DUTIES AND RESPONSIBILITIES:**

Mr. Vishwajeetsingh Ummedsingh Champawat, the ‘Chairman and Managing Director (CMD)’ of the Company shall, subject to the provisions of the Companies Act, 2013, and overall superintendence and control of the Board of Directors of the Company, shall perform such duties and exercise such powers, as have been or may, from time to time, be entrusted to, or conferred on him, by the Board of Directors of the Company.

**3. REMUNERATION:**

Mr. Vishwajeetsingh Ummedsingh Champawat shall be entitled to remuneration as stated hereunder in terms of Schedule V of the Companies Act, 2013:

- a. Basic Salary (including perquisite/ benefits) shall be upto Rs. 72,00,000 /- per annum w.e.f. 18<sup>th</sup> October, 2022
- b. Minimum Remuneration - Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of Mr. Vishwajeetsingh Ummedsingh

Champawat, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary and perquisites as specified above.

Mr. Vishwajeetsingh Ummedsingh Champawat shall not be entitled to paid sitting fees for attending the Board meetings and meetings of the Committee in which he may be nominated as a member.

**4. OTHER TERMS OF APPOINTMENT:**

- a. The terms and conditions of the appointment of Mr. Vishwajeetsingh Ummedsingh Champawat may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Mr. Vishwajeetsingh Ummedsingh Champawat, subject to such approvals as may be required.
- b. Mr. Vishwajeetsingh Ummedsingh Champawat shall be liable to retire by rotation.

The Board of Directors is of the opinion that the above remuneration being paid / payable to Mr. Vishwajeetsingh Ummedsingh Champawat, as Chairman and Managing Director (CMD) of the Company, is commensurate with his duties and responsibilities. The Board considers that his association as Chairman and Managing Director (CMD) will be beneficial to and in the interest of the Company.

Additional details of Mr. Vishwajeetsingh Ummedsingh Champawat as required pursuant to Companies Act, 2013 (hereinafter referred to as 'the Act') and the Secretarial Standard-2 issued by the Institute of Company Secretaries of India are provided in the table annexed to this Notice.

Save and except Mr. Vishwajeetsingh Ummedsingh Champawat and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item Nos. 1 of the Notice.

All the documents referred to in the said Special Resolution are open for inspection at the Company's Registered Office on all working days, except Saturdays & Sundays, between 10.00 A.M. to 1.00 P.M. till 21<sup>st</sup> November, 2022 and will also be available for inspection at the Meeting.

The Board recommends the **Special Resolution** as set out of the Notice for approval of the Members.

**By Order of the Board**  
**For, Royale Manor Hotels And Industries Limited**  
**Sd/-**  
**Somya Singhal**  
**Company Secretary & Compliance Officer**

Date: 14.11.2022  
Place: Ahmedabad

**ANNEXURE**

**Information pursuant to Regulation 36(3) as applicable of Securities Exchange Board of India (Listing Obligations and Disclosures) Regulations, 2015 and Secretarial Standard on General Meeting with regards to the Director seeking appointment/re-appointment in the forthcoming Extra Ordinary General Meeting through Postal ballot (in pursuance of Schedule V of the Companies Act, 2013)**

Particulars	Details
Name of the Director	Mr. Vishwajeetsingh Umedsingh Champawat
DIN	00519755
Reason for Appointment / Change	Change in Designation from Whole Time Director to Chairman and Managing Director (CMD)
Date of Birth	18 <sup>th</sup> May 1988
Qualification	B.Sc. (Honours), Business Management from Brunel University, U.K
Experience / expertise in specific functional areas	8 years of rich experience in Management & Finance
Date of first appointment on the Board	09 <sup>th</sup> December, 2006
Number of equity shares held in the Company	2300
Terms and condition of appointment	Appointed as Chairman and Managing Director (CMD), liable to retire by rotation at remuneration and other terms as mentioned in the statement annexed to the notice.
Remuneration to be paid	As per the resolution of the notice read with explanatory statement thereto.
Remuneration/Sitting Fees last drawn	Rs. 34,06,648/-
No. of the Board meeting attended in the financial year 2021-22	6
Relationship with other Directors, Manager, KMP of the company	None
Board membership of other Companies as on 30 <sup>th</sup> September, 2022 (Listed / Unlisted)	Nil
Membership/Chairmanship of Committees of the Board of Directors of other Companies as on 30 <sup>th</sup> September, 2022	Nil
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	He has been appointed as Managing Director (Promoter/Executive) w.e.f. 18 <sup>th</sup> October, 2022 and drawing remuneration.
Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19 National Stock Exchange of India Ltd. with ref. no. NSE/CML/2018/24 dated 20 <sup>th</sup> June, 2018.	Mr. Vishwajeetsingh Umedsingh Champawat is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.