

NOTICE

NOTICE is hereby given that 29th Annual General Meeting of the members of Royale Manor Hotels and Industries Limited will be held on Wednesday, 23rd day of December, 2020 at 3.00 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, 2020 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. Vishwajeetsingh Champawat (DIN: 00519755), Director of the Company who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS:

3. **To re-appoint Mr. Vishwajeetsingh Champawat (DIN: 00519755) as a Whole Time Director of the Company:**

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 196, 197, 203 of schedule V and other applicable provisions, if any, of the Companies Act, 2013, and subject to approval of the members of the company at a general meeting, approval be and is hereby accorded to the re-appointment of Mr. Vishwajeetsingh Champawat (DIN 00519755) as the Whole Time Director of the Company for a period of three years with effect from 14th August, 2020, upon terms and conditions including remuneration as set out in the draft agreement to be entered into by the Company with Mr. Vishwajeetsingh Champawat and placed before its meeting, duly initialed by the Chairman for the purpose of identification and which draft is hereby specifically approved".

"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 agreement that may be entered as set out in the said draft agreement including remuneration payable to Mr. Vishwajeetsingh Champawat in such a manner as may be agreed between the Board and Mr. Vishwajeetsingh Champawat and 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 in the event of any loss, absence or in adequacy of the profits of the Company in any Financial Year, during the term of office of Mr. Vishwajeetsingh Champawat, the

remuneration mentioned in the above referred agreement shall be paid to Mr. Vishwajeetsingh Champawat as minimum remuneration and the same shall be subject to the limit as set out in Section II of Part II of Schedule V of Companies Act, 2013."

"RESOLVED FURTHER THAT any revision in the remuneration payable to Mr. Vishwajeetsingh Champawat shall be within the overall limit as approved by the members in terms of this resolution and as recommended by the Nomination and Remuneration Committee to the Board for its approval from time to time".

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid resolution".

4. **To amend Articles of Association of the company:**

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 Section 14 of the Companies Act, 2013, the Articles of Association of the Company be and is hereby altered by inserting below mentioned two clause after clause no. 73 in Articles of Association and subsequently thereafter, all other clauses are renumbered as required."

74. *The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means as may be prescribed by the Rules or permitted under law*

75. *The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.*

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to sign all such forms and returns and other documents and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution."

5. **To issue Warrants Convertible into Equity Shares on Preferential Basis:**

To consider and if thought fit, to pass with or without modifications, the following, resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to 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, 2009, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 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 Rs. 10/- (Rupees Ten Only) each for cash at a minimum price of Rs.13.37 (including premium of Rs.3.37) per share aggregating upto a maximum amount of Rs.1,27,01,500/- (Rupees One Crore Twenty Seven lacs One Thousand Five Hundred Only) as may be arrived at in accordance with the SEBI ICDR Regulations as on the ‘Relevant Date’ i.e. 23rd November, 2020 or such higher price per share equal to the average of the weekly high and low of volume weighted average price of the Equity Share of the Company as quoted on the BSE Limited during the 26 (Twenty Six) weeks preceding any day of the 17th (Seventeenth) month from the date of allotment of warrant, whichever is higher (hereinafter referred as “Formula Price”) as the Board may think fit.”

Sr. No.	Name of Applicant	Address	PAN	Number of warrants Applied
1	Champawat Investments And Consultants Private Limited	3, Ranmukteshwar Society Opp. Sardar Statue Hansol, Ahmedabad- 382475, Gujarat	AAACC4766E	9,50,000
Total				9,50,000

“**RESOLVED FURTHER THAT** the relevant date, as per the provisions of Chapter VII of the SEBI ICDR Regulations, for the determination of issue price of the warrants is 23rd November, 2020 i.e. 30 days prior to the date of Annual General Meeting of members of the company.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of equity shares in one or more tranches as may be required to be issued and allotted upon exercise of option by the warrant holder and 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 paripassu in all respects including dividend with the existing fully paid up equity shares of the company.”

“**RESOLVED FURTHER THAT:**

a. The warrants to be offered, issued and allotted shall be subject to the provisions of the act and SEBI ICDR Regulations as amended from time to time till date.

b. An amount equivalent to at least 25% of the warrants value, shall become payable for the warrants on or before the date of the allotment of warrants and balance 75% of the warrants value shall be paid before the exchange of warrants for equity shares otherwise the said amount be forfeited, in case the option to acquire equity shares is not exercised within a period of 18 months from the date of issue of warrants. The amount paid against warrants shall be adjusted/ set off against the price payable for the resultant equity shares.

c. Subject to applicable provision of law, such warrants, May at the option of the holder, be exercised for equity shares of the Company, within 18 months from the date of allotment, and on such terms and the conditions, in such form and manner as the Board and the holder of the warrants may, in their absolute discretion, think fit.



- d. The Equity Shares to be issued and allotted by the Company upon exercise of the warrants in the manner aforesaid shall be in dematerialized form.
- e. The warrants, and pursuant to conversion of warrants, the equity shares to be allotted to the proposed allottees, shall be under lock in for such period as may be prescribed by the SEBI ICDR Regulations.”

“**RESOLVED FURTHER THAT** subject to the SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned equity shares and to vary, modify or alter any of the terms and conditions including size of the issue, as it may deem expedient.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for the purpose of issue and allotment of equity shares and listing thereof with the Stock Exchange, the Board of Directors/committees of the Board be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary/ desirable and expedient including application to Stock Exchange for obtaining in principle approval, listing of shares, filling of requisite documents with the Registrar of Companies, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer, and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.”

“**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 fillings with the Stock Exchange and regulatory authorities and execution of a 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 afore said resolutions.”

By Order of the Board of Directors

Place : Ahmedabad **U. Champawat**
Date : **23/11/2020** *Chairman and Managing Director*
(DIN-00294184)

Registered Office:

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CIN: L55100GJ1991PLC015839
Email: royalemanorhotels@rediffmail.com
Website: www.rmhil.com

NOTES :

1. The Company’s Statutory Auditors, Pranav R. Shah & Associates, Chartered Accountants (Firm Registration No. 0132072W), were appointed as Statutory Auditors of the Company for a period of five consecutive years at the Annual General Meeting (“AGM”) of the Members held on September 27, 2017 on a remuneration mutually agreed upon by the Board of Directors and the Statutory Auditors.

Their appointment was subject to ratification by the Members at every subsequent AGM held after the AGM held on September 27, 2017. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute.

In view of the above, ratification by the Members for continuance of their appointment at this AGM is not being sought. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

2. 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 April 08, 2020, Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, 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.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Accordingly, the facility for appointment of proxies by the Members has also been dispensed with, hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. 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.
5. 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.
 6. 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.
 7. 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 April 08, 2020, April 13, 2020 and May 05, 2020 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.
 8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 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.
 9. 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 April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
 10. 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.
 11. The Register of Members and Share Transfer Books of the Company will remain closed from 14th December, 2020 to 23rd December, 2020 (both days inclusive).
 12. 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 documents can send an email to royalemanorhotels@rediffmail.com.
 13. 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.
 14. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company/MCS has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.
 15. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report and Audited Financial Statements for the financial year 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or the Depository Participant(s). In view of the said MCA Circulars, the Company has published a notice in Western Times (English language) and Western Times (Gujarati language) inter alia, advising the Shareholders whose e-mail address are not registered with the Company or the Depository Participant(s), as the case may be, to register their e-mail address.
 16. 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.

17. 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.
18. 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).
19. 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.
20. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
21. 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.
22. 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.
23. The voting period begins on 19th December, 2020 from 11:00 am and ends on 22nd December, 2020 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 15th December, 2020 may cast their vote electronically.
24. Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
25. 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. 15th December, 2020.
26. 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 ARE AS UNDER:-

The remote e-voting period begins on 19th December, 2020 at 11:00 A.M. and ends on 22nd December, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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.

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. Your password details 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**
6. 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 in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - 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.

Details on Step 2 is given below:

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

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote.
- 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.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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.
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 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 or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) 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:

1. 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.

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 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 the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
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 (company email id). 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 reappointment at Annual General Meeting:

Name	: Mr. Vishwajeetsingh Champawat
Date of birth	: 18/05/1988
Qualification	: B.Sc. (Honours), Business Management from Brunel University, U.K
Expertise	: 6 years of Experience in Management and Finance
Director of the Company since	: 09/12/2006
Directorship in other public limited companies	: Nil
Membership of Committees of other public limited companies	: Nil
No. of Shares held in the Company	: 2300

Item No. 3
To re-appoint Mr. Vishwajeetsingh Champawat (DIN: 00519755) as a Whole Time Director of the Company

The members may note that the based on the recommendations of the Board of Directors of the Company at their meeting held on 12th November, 2020 approved re-appointment of Mr. Vishwajeetsingh Champawat, as Whole Time Director of the Company under the provisions of the Companies Act, 2013 and his remuneration of Rs. 5,00,000/- per month, including all perquisites/benefits related to his basic salary with effect from 14th August, 2020.

Further, the share holders may note that Mr. Vishwajeetsingh Champawat, being senior and experienced entrepreneur and a successful businessman having experience of more than 6 years in the field of management and finance, and has been spending his precious time and energy for day to day affairs of the company. Looking at the expertise, knowledge and business connection, the Board recommend to appoint him as Whole Time Director with salary upto Rs. 5,00,000/- per month. Brief detail of Mr. Vishwajeetsingh Champawat is mentioned herein under

Name	Mr. Vishwajeetsingh Champawat
Date of Birth	18/05/1988
Date of Appointment	09/12/2006
No. of shares held in the company	2300
No. of warrants held in the company	Nil
Directorship in other company	Nil

Since the Company is operating in profit but the same are not sufficient and hence, the above proposal requires approval of shareholders of the Company. Hence, the proposal is before the shareholders for approval through special resolution.

Statement required pursuant to the provisions of Schedule V of the Companies Act, 2013 is given below:

I. General Information :

- 1) **Nature of Industry : Hotels and Restaurants**
- 2) **Date or expected date of commencement of commercial production :10th October, 1995**
- 3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus :Not applicable**
- 4) **Financial Performance based on given indicators :**

Particulars	2018-19	2017-18	2016-17
Total Revenue	23,93,03,124	22,31,80,484	183,688,526
Profit/Loss before Financial Charges Depreciation and Income Tax	61,954,609	5,55,47,468	4,59,08,587
Depreciation, Finance Expenses and Tax	2,89,19,896	3,04,18,731	3,57,43,396
Extra Ordinary Item/Prior Period Item	Nil	Nil	Nil
Net Profit after Tax	3,30,34,713	2,51,28,737	10,165,191
Paid up Share Capital	16,93,22,000	16,93,22,000	16,93,22,000
Reserves and Surplus	24,30,80,254	21,00,45,541	1,84,916,804

- 5) **Foreign investments or collaboration: NIL**

II. INFORMATION ABOUT THE APPOINTEE

1. **Background Details : Mr. Vishwajeetsingh Champawat**
2. **Past Remuneration :Rs. 23,41,935/- per annum**
3. **Recognition or Awards : — —**
4. **Job Profile and Suitability of the Appointee :-**

Closely monitor the hotels business reports on a daily basis and take decisions accordingly by drawing up plans and budget (revenues, costs, etc.).

- Ensure that monthly target for Rooms, Food & Beverage, Administration & General, are met.
- To Maximise room yield and hotels / resort revenue through innovative sales practices and yield management programs.
- Help in the procurement of operating supplies and equipments, and supervising third-party vendors for essential equipments and services.
- To act as a final decision maker in hiring key staffs.
- Coordination with HODs for the execution of all activities and functions.
- Management of all departments and working closely with department heads on a daily basis.
- To Manage and develop the Hotel Executive team to ensure career progression and development and providing effective leadership to hotel team members.
- Making business planning.
- To handle corporate clients and take part in new client acquisition along with the sales team whenever required.
- To manage safeguarding of quality of hotel operations and other legal requirements.

5. **Remuneration Proposed :**Mr. Vishwajeetsingh Champawat is recommended for appointment as an Executive Director for further period of 3 years, w.e.f. 14th August, 2020 by the Board of Directors upon maximum remuneration of Rs. 500,000/- per month as mutually decided with the Board of Directors of the company, including all perquisites/benefits related to his basic salary with effect from 14th August, 2020
6. **Comparative remuneration profile with respect to the industry, size of the Company, profile of the position and person :**Taking into consideration the size of the company, the profile of an appointee as an Executive Director are suitable to the industry benchmarks, the proposed remuneration to be drawn by Mr. Vishwajeetsingh Champawat is justifiable.
7. **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:** Mr. Ummedsingh Champawat is also relatives of Mr. Vishwajeetsingh Champawat, drawing remuneration.

Further, Mr. Vishwajeetsingh Champawat and Mr. Ummedsingh Champawat are also holding equity shares in the Company.

III. OTHER INFORMATION

- 1) **Reasons of loss or inadequate profits:** NA
- 2) **Steps taken or proposed to be taken for improvement:** NA
- 3) **Expected increase in productivity and profits:** Due to COVID-19 pandemic, an expected increase in productivity and profits cannot be provided at this stage

None of the Directors, Key Managerial Personnel and their relatives are interested in proposed resolution except Mr. U. Champawat and Mr. V. Champawat.

Item No. 4

To amend Articles of Association of the company:

The Board of Directors of the Company at its meeting held on 23rd November, 2020 recommended that the existing Article of Association be altered with the text as set out in the resolution. Consent of the Members by way of Special Resolution is required for such alteration of Articles of Association in terms of the provisions of Section 14 of the Act. None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution.

The Board recommends this Special Resolution for your approval.

Item No.5

To issue Warrants Convertible into Equity Shares on Preferential Basis:

Pursuant to provisions of Section 62 and Section 42 of the Companies Act, 2013 ("the Act") and Regulation 75 of SEBI ICDR Regulations, any preferential allotment of securities 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 equity Shares and Convertible warrants as may be permitted under applicable laws in accordance with the provisions of Companies Act, 2013 and rules made there-under, SEBI ICDR Regulation, as amended, Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015 and any other applicable laws, including with respect to the pricing of the securities proposed to be issued.

The proposed allottee of convertible warrants has not sold any equity shares of the company during the six months preceding the relevant date i.e. 23rd November, 2020.

Therefore in compliance with the provision of applicable laws, proposed resolutions as set out at item no. 5 is recommended for the approval of shareholders as special resolutions.

Further in terms of Rule 13 of Companies (Share Capital and Debentures) Rule, 2014 and Regulation 73 of SEBI ICDR Regulation, 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. The total number of securities to be issued:

The resolution set out in the accompanying notice authorizes the Board to issue to promoter company up to 9,50,000 convertible warrants into Equity Shares on preferential basis.

c. Issue Price and Relevant date:

i. Convertible Warrants:

The pricing of Equity Shares shall be higher of the following:

1. Price as may be arrived at in accordance with the provisions of SEBI ICDR Regulations considering the relevant date, 23rd November, 2020 i.e. 30 days prior to the date of Annual General Meeting which will be held on 23rd December, 2020.
2. Price per share equal to the average of the weekly high and low of the volume weighted average price of the equity shares of the company as quoted on BSE Limited during the 26 weeks preceding any day of the 17th month from the date of allotment of warrants (referred as Formula Price).

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

None of the Promoter/Directors or Key Managerial Personnel intends to subscribe to any shares pursuant to this preferential issue of Equity Shares and Convertible Warrants except Champawat Investments And Consultants Private Limited, a promoter company, intends to subscribe 9,50,000 Convertible warrants in proposed issue of Convertible Warrants.

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

In terms of Chapter VII of the SEBI ICDR Regulation, preferential allotment of convertible warrants and equity shares to an entity belonging 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. 5.

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.

f. 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	Post-Share-holding	Post-Share-holding* %	Category
Champawat Investments And Consultants Private Limited	3, Ranmukteshwar Society, Opp. Sardar Statue Hansol, Ahmedabad-382475, Gujarat	AAACC4766E	9,50,000	17,20,400	26,70,400	14.93	Promoter

* The above post issue shareholding is prepared assuming the conversion of convertible warrants pursuant to resolution at item no.5 into equity shares. However, at the time of conversion of convertible warrants into equity shares the percentage is likely to be changed.

g. The identity of Natural Persons who are the ultimate beneficial owners of the Equity Shares and 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 allottees
Champawat Investments And Consultants Private Limited Address: 3, Ranmukteshwar Society Opp. Sardar Statue Hansol, Ahmedabad- 382475, Gujarat	Promoter	Mr. Viswajeetsingh Champawat

- h. 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 equity shares and 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 as under:-

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	283630	1.68%	283630	1.59%
	Body Corporate:				
	Champawat Investments and Consultants Private Limited	1720400	10.16%	2670400	14.93%
	Body Corporate	5704760	33.69%	5704760	31.90%
	Total	7708790	45.53%	8658790	48.42%
2.	Foreign Promoters	0	0	0	0
	Sub Total (A)	7708790	45.53%	8658790	48.42%
B	Non-Promoters Holding–				
1.	Institutional investors	19500	0.12%	19500	0.11%
2.	Non-Institution				
	Bodies Corporate	668287	3.95%	668287	3.74%
	NRI	780649	4.61%	780649	4.37%
	HUF	361689	2.14%	361689	2.02%
	Indian Public	7393285	43.66%	7393285	41.34%
	Sub Total (B)	9223410	54.47%	9223410	51.58%
	GRAND TOTAL (A+B)	16932200	100%	17882200	100%

- i. 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.

- j. 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	283630	1.68%	283630	1.59%
	Body Corporate:				
	Champawat Investments and Consultants Private Limited	1720400	10.16%	2670400	14.93%
	Body Corporate	5704760	33.69%	5704760	31.90%
	Total	7708790	45.53%	8658790	48.42%
2.	Foreign Promoters	0	0	0	0
	Sub Total (A)	7708790	45.53%	8658790	48.42%
B	Non-Promoters Holding–				
1.	Institutional investors	19500	0.12%	19500	0.11%
2.	Non-Institution				
	Bodies Corporate	668287	3.95%	668287	3.74%
	NRI	780649	4.61%	780649	4.37%
	HUF	361689	2.14%	361689	2.02%
	Indian Public	7393285	43.66%	7393285	41.34%
	Sub Total (B)	9223410	54.47%	9223410	51.58%
	GRAND TOTAL (A+B)	16932200	100%	17882200	100%

* The above post issue shareholding is prepared assuming the conversion of convertible warrants issued pursuant to resolution at item no. 5 into equity shares and allotment of equity shares on preferential basis at item no. 5. However, at the time of conversion of convertible warrant into equity shares, the percentage is likely to be changed.

The company will insure compliance with all applicable laws and regulations including the SEBI ICDR Regulation at the time of allotment of equity shares on preferential basis to proposed allottees.

k. 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.

l. Lock in

- i. The equity shares to be allotted on preferential basis to entities belonging to the promoter group, pursuant to exercise of options against each coverable warrants, shall be subject to 'Lock in' for a period of three year from the date of trading approval for such equity shares in accordance with Regulation 78(2) of the SEBI ICDR Regulations.
- ii. The entire pre-preferential allotment shareholding of the proposed allottee, if any, shall be under locked-in from the Relevant Date up to a period of six months from the date of trading approval as per Regulation 78(6) of the SEBI ICDR Regulations.

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

- a) The Proposed allottees of warrants shall pay an amount equivalent to at least 25% of the Issue Price at the time of subscription and allotment of each warrant. The balance 75% of the issue price shall be payable by the warrant holder upon exercise of the entitlement attached to the warrant (s) to subscribe for equity share(s). The amount paid against warrant shall be adjusted / set off against the issue price of the resultant equity shares.
- b) If the entitlement against the warrants to apply for the equity shares is not exercised by the warrant holder, within the specified period stipulated under Regulation 75 of the SEBI ICDR Regulations, the entitlement of the warrant holder to apply for equity shares of the company along with the rights attached thereto shall expire and any amount paid on such warrant shall stand forfeited by the company.
- c) At any time on or before the expiry of 18 months from the date of allotment of the convertible warrants, the warrant holder will be entitled to apply for and obtain allotment of such number of equity shares of face value of Rs. 10/- each of the company, aggregating upto Rs. 1,27,01,500/-. (Rupees One Crore Twenty Seven Lacs One Thousand Five Hundred only) at a price calculated on the basis of para C above.
- d) Upon exercise of convertible warrants by the warrant holder, the Board or committee authorized by the Board shall allot such number of equity shares of face value of Rs. 10/- each as may be required to be issued and allotted, as would be calculated on the basis of price as determined above. The allotment shall only be made in dematerialized form.
- e) The equity shares issued pursuant to an exercise of the convertible warrants will be subject to Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* in all respect including with respect to dividend, with the then fully paid up equity shares of the company.
- f) The equity shares to be allotted on exercise of convertible warrants will be subject to lock in for a period of 1 year (Allottees belong to Non Promoter) or three year (allottee belongs to promoter group) from the date of receipt of trading approval from stock exchanges where the company's equity shares are listed.

n. The company hereby undertakes that:

- a) It would recompute the price of the securities specified above 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 allottee.

o. Auditors Certificate:

The certificate from M/s. Pranav R Shah & Associates, Chartered Accountants, Ahmedabad, being the statutory Auditors of the company certifying that the preferential issue is being made in accordance with the requirements contained in SEBI ICDR Regulations shall be available for inspection at the registered office of the company during 11:00 a.m. to 5:00 p.m. (Office hours) on all working days except public holidays and Saturdays up to the date of Annual General Meeting of the Company.

p. Report of Registered Valuer:

No report of Registered Valuer is required for the offer, issue and allotment of the Equity Shares, convertible warrants and equity shares arising on exercise of the convertible warrants under the provisions of first proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014.

It is proposed to obtain consent of members pursuant to section 42, 62 and other applicable provisions of the Companies Act, 2013, SEBI OADR Regulation and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 to issue and allot equity shares and convertible warrants to an entity belonging to promoter group on preferential basis.

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

The Board recommends the passing of the resolutions as set out at item no. 5 of the accompanying notice as special resolution.

Place : Ahmedabad
Date : 23/11/2020

By Order of the Board of Directors
U. Champawat
Chairman and Managing Director
(DIN-00294184)

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Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respects of electronics holding with the Depository through their concerned Depository Participants.