



ROYALE MANOR Hotels and Industries Ltd.

Corrigendum to Notice of Annual General Meeting

Royale Manor Hotels and Industries Limited ("the Company") had issued Notice dated 23rd November, 2020 ("AGM Notice") for convening the Annual General Meeting ("AGM") of the shareholders of the Company, scheduled to be held on Wednesday, 23rd December, 2020, at 03:00 p.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"). The AGM Notice has already been circulated to all the shareholders of the Company in due compliance with the provisions of the Companies Act, 2013, read with the Rules made there-under:

Subsequent to issuance and circulation of the AGM Notice some errors have been noted in the special resolution no. 5 and explanatory statement of item no. 5. The changes are as under:

1. In paragraph 1 on page no. 2 of special resolution no. 5, the words Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 replaced with words Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further in the said para from "SEBI ICDR Regulations as....may think fit." has been replaced with "SEBI ICDR Regulations and SEBI Takeover Regulations or other applicable laws and on such terms and conditions as the Board may, in its absolute discretion think fit."
2. In paragraph 2 on page no. 2 of special resolution no. 5, the words Chapter VII of the SEBI ICDR Regulations replaced with words Chapter V of the SEBI ICDR Regulations, 2018.
3. In paragraph 1 of explanatory statement of item no. 5, on page no. 10, of, the word Regulation 75 replaced with word Regulation 160.
4. In paragraph 2 of explanatory statement of item no. 5, on page no.10, the words mentioned Issue of equity shares and convertible warrants replaced with words mentioned Issue of convertible warrants.
5. In paragraph 5 of explanatory statement of item no. 5, on page no. 10, the word Regulation 73 replaces with Regulation 163.
6. Point no. c of explanatory statement of item no. 5 on page no. 10, has been replaced as follows:





ROYALE MANOR Hotels and Industries Ltd.

c) Issue price and relevant date:

Issue price of convertible warrants:

Shares of the company are not frequently traded on BSE Limited. Hence the company determine the price of Rs.13.37/- per warrant after considering valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of the company.

Relevant Date:

The "Relevant Date" in accordance with SEBI ICDR Regulations would be 23rd November, 2020 being the date 30 days prior to the date of passing of the Special Resolution by the Members of the Company for the proposed preferential issue of Warrants convertible into Equity Shares.

7. Point no. d of explanatory statement of item no. 5, on page no. 11, the words mentioned Issue of equity shares and convertible warrants replaced with words mentioned **Issue of convertible warrants**.
8. Point no. e of explanatory statement of item no. 5, on page no. 11, the words Chapter VII of the SEBI ICDR Regulations replaced with words **Chapter V of the SEBI ICDR Regulations, 2018**.
9. Point no. h of explanatory statement of item no. 5, on page no. 12, the words mentioned Issue of equity shares and convertible warrants replaced with words mentioned **Issue of convertible warrants**.
10. In sub point (i) of Point no. l of explanatory statement of item no. 5, on page no. 13, the word Regulation 78(2) replaces with **Regulation 167(1)**.
11. In sub point (ii) of Point no. l of explanatory statement of item no. 5, on page no. 13, the word Regulation 78(6) replaces with **Regulation 167(6)**.
12. In sub point (b) of Point no. m of explanatory statement of item no. 5, on page no. 13, the word Regulation 75 replaced with word **Regulation 160**.
13. Point no. p of explanatory statement of item no. 5, on page no. 14, has been replaced as follows:

Shares of the company are not frequently traded on BSE Limited. Hence the company determine the price of Rs.13.37/- per warrant after considering valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of the company.





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Hotels and Industries Ltd.**

The company has obtained report from the independent valuer stating that the company is in compliance of this regulation in compliance with the Regulation 165 of the SEBI ICDR Regulations.

14. After ending second paragraph of point no. p) of explanatory statement of item no. 5, new point no. q) inserted as under:

q) Pursuant to Regulation 163(1)(i) of SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2018, the Company is hereby declare that neither issuer nor any of its promoters or directors is a willful defaulter, hence disclosures specified in Schedule VI is not applicable.

This corrigendum to the AGM Notice shall form integral part of Notice dated 23rd November, 2020, circulated to the shareholders of the Company. Accordingly, all the concerned shareholders, stock exchanges, depositories, registrar and share transfer agent, agencies appointed for e-voting, other authorities, regulators and all other concerned persons are requested to take note of the above correction. This corrigendum will be available on the website of the Company (www.rmhil.com) besides being communicated to BSE Limited where the shares of the Company are listed.

For Royale Manor Hotels and Industries Limited

Place: Ahmedabad

Date: 22nd December, 2020



S. J. Trivedi

Sunil Trivedi

Company Secretary & Compliance officer