



ROYALE MANOR
Hotels and Industries Ltd.

04th September, 2023

RMHIL/BSE/0923/112

To,
The Department of Corporate Services
BSE Limited
Ground Floor, P. J. Tower,
Dalal Street, Mumbai - 400 001

Scrip Code: -526640

Dear Sir,

Sub: Outcome of meeting of Board of Directors held on September 04, 2023, pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 read with other applicable Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we hereby inform you that the Board of Directors of Royale Manor Hotels and Industries Limited at their board meeting held on today i.e. Monday, September 04, 2023 at the Registered Office of the Company *inter alia*, has, considered and approved the following: -

1. Issuance and allotment of upto 9,50,000 (Nine Lakh Fifty Thousand) Convertible Equity Warrants to the promoter entity, on preferential basis in terms of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations") as amended, Companies Act, 2013 and other applicable laws, at price of Rs. 22.31/- (Rupees Twenty Two and Thirty One Paise Only) per warrant (being the price not less than the minimum price determined with reference to the Relevant Date i.e. August 31, 2023 in accordance with Regulation 165 of the ICDR Regulations) aggregating upto maximum amount of Rs. 2,11,94,500 (Rupees Two Crores Eleven Lakhs Ninety Four Thousand Five Hundred Only).

The above preferential issue is subject to the approval of shareholders of the Company at the ensuing 32nd Annual General Meeting ("AGM") and such regulatory/statutory authorities as may be applicable.

The Detailed disclosure as required under Regulation 30(6) read with Schedule III, Part A, Para A of the SEBI Listing Regulations and the SEBI Circular CIR/CFDICMD14/2015 dated 9 September 2015 for preferential issue is attached herewith as an **Annexure-A**.

2. Director's Report, Corporate Governance Report, Management Discussion and Analysis Report for the year ended on March 31, 2023 and adoption of Secretarial Audit Report pursuant to Section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment & Remuneration Personnel) Rules, 2014 for the year ended on March 31, 2023.
3. Convening the 32nd Annual General Meeting ("AGM") of the shareholders of the Company at 03:00 p.m. on Saturday, September 30, 2023 through video conferencing.
4. Register of Members & Share Transfer Books of the Company will remain close from September 24, 2023 to September 30, 2023 (both days inclusive) for the purpose of 32nd Annual General Meeting (AGM) of the Company.

5. Appointment of Mrs. Rupal Patel, Practicing Company Secretary as Scrutinizer of Remote E-voting.

The Board Meeting commenced at **04.00 p.m.** and concluded at **5.00 p.m.**

Please take the same on your record and oblige.

Thanking you,
Yours faithfully,

For Royale Manor Hotels and Industries Limited



Seema Kalwani
Company Secretary and Compliance Officer



Encl.: a/a



ROYALE MANOR
Hotels and Industries Ltd.

ANNEXURE-A

Disclosure with respect to the preferential issue as required under Regulation 30(6) read with Schedule III, Part A, Para A of the SEBI Listing Regulations and the SEBI Circular CIR/CFD/CMD/4/2015 dated 9 September 2015

SN	Particulars	Details						
1	Types of Securities proposed to be issued	Convertible equity warrants carrying a right to subscribe 1 (one) Equity Share per warrant.						
2	Types of Issuance	Preferential allotment on a private placement basis in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") and other applicable laws						
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (Approximately)	<p>Up to 9,50,000 (Nine Lakh Fifty Thousand) Convertible Equity Warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of Rs. 10/- (Rupees Ten Only) ("Equity Share(s)") each at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of Rs. 22.31/- (Rupees Twenty Two and Thirty One Paise only) each payable in cash ("Warrant Issue Price"), aggregating upto Rs. 2,11,94,500 (Rupees Two Crores Eleven Lakhs Ninety Four Thousand Five Hundred Only) ("Total Issue Size").</p> <p>The price of the warrants has been determined in accordance with the ICDR Regulations. The preferential issue will be undertaken for cash consideration.</p> <p>An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of Warrant(s).</p> <p>The price of the warrants and the number of Equity Shares to be allotted on conversion of warrants shall be subject to appropriate adjustments as permitted under applicable laws.</p>						
4	Name of the Investors	<table border="1"><thead><tr><th>Sr. No.</th><th>Name of the proposed investor</th><th>Maximum Nos. of Warrants to be Allotted</th></tr></thead><tbody><tr><td>1</td><td>Shree Bala Finvest Private Limited</td><td>9,50,000</td></tr></tbody></table>	Sr. No.	Name of the proposed investor	Maximum Nos. of Warrants to be Allotted	1	Shree Bala Finvest Private Limited	9,50,000
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1	Shree Bala Finvest Private Limited	9,50,000						
5	Post allotment of securities- outcome of the subscription	The convertible equity warrants are proposed to be allotted to Promoter entity/investor. Details of the shareholding of Investors in the Company, prior to and after the proposed Preferential Issue, are as under:						

		Name of Allottees	Pre issue Shareholding		*Post issue shareholding	
			No. of shares	% of shareholding	No. of Shares	% of shareholding
		Shree Bala Finvest Private Limited	20,87,100	11.05	30,37,100	15.31
6	Issue Price	Rs. 22.31/- (Rupees Twenty Two and Thirty One Paise Only) per convertible equity warrants as per ICDR Regulation				
7	Number of Investor	01 (One)				
8	In case of convertibles — intimation on conversion of securities or on lapse of the tenure of the instrument;	<p>The tenure of the warrants shall not exceed 18 (eighteen) months from the date of allotment. Each warrant shall carry a right to subscribe 1 (one) Equity Share per warrant, which may be exercised in one or more tranches during the period commencing from the date of allotment of warrants until the expiry of 18 (eighteen) months from the date of allotment of the warrants.</p> <p>In the event that, a warrant holder does not exercise the warrants within a period of 18 (Eighteen) months from the date of allotment of such warrants, the unexercised warrants shall lapse and the amount paid by the warrant holders on such Warrants shall stand forfeited by the Company.</p>				
9	Any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Applicable.				

For Royale Manor Hotels and Industries Limited

Seema

Seema Kalwani
Company Secretary and Compliance Officer

