



**ROYALE MANOR**  
**Hotels and Industries Ltd.**

RMHIL/BSE/0922/187  
03<sup>rd</sup> September, 2022

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

Ref: Scrip Code: 526640

Dear Sir/Madam,

Sub: Submission of Annual Report for the year 2021-22

With reference to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Annual Report for the Financial Year 2021-22.

Kindly take the same on your record.

Thanking you

Yours faithfully,

For, Royale Manor Hotels and Industries Limited

  
Somya Singhal  
Company Secretary



Encl: As above



## BOARD OF DIRECTORS

<b>BOARD OF DIRECTORS</b>	<b>MR. U. CHAMPAWAT</b> Chairman and Managing Director <b>DR. RAM PRAKASH KOTHARI</b> Independent Director <b>MR. VISHWAJEETSINGH CHAMPAWAT</b> Whole Time Director <b>MS. RANJU BHATI</b> Additional Independent Director (w.e.f. 22.07.2022) <b>MR. JAYESH DAVE</b> Additional Independent Director <b>*MS. QURY MAHESHBHAI NAGADIYA</b> Independent Director(*resigned on 22.07.2022)
<b>CHIEF FINANCIAL OFFICER</b>	<b>MR. DEVRAJ SINGH CHAUHAN</b> (w.e.f. 22.07.2022)
<b>COMPLIANCE OFFICER</b>	<b>CS SOMYA SINGHAL</b>
<b>SECRETARIAL AUDITOR</b>	<b>PCS RUPAL PATEL</b>
<b>STATUTORY AUDITORS</b>	<b>M/S. PRANAV R SHAH &amp; ASSOCIATES</b> Chartered Accountants Ahmedabad
<b>REGISTRARS AND SHARE TRANSFER AGENTS</b>	<b>M/S.MCS SHARE TRANSFER AGENT LIMITED</b> Address 1. 12/1/5, Manohar Pukur Road, Kolkata-700033 2. 201, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad – 380 009 Tele. No.: 033-40724051, 079 26582878 Fax No.: 033-40724050 E-mail: <a href="mailto:mcssta@rediffmail.com">mcssta@rediffmail.com</a> , <a href="mailto:mcsahmd@gmail.com">mcsahmd@gmail.com</a>
<b>REGISTERED OFFICE</b>	International Airport Circle, Ahmedabad - 382 475 Phone - (079) 22868642-43 Fax - (079) 22868641 CIN: L55100GJ1991PLC015839 Email: <a href="mailto:royalemanorhotels@rediffmail.com">royalemanorhotels@rediffmail.com</a> Website: <a href="http://www.rmhil.com">www.rmhil.com</a>

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## NOTICE

NOTICE is hereby given that 31<sup>st</sup> Annual General Meeting (“AGM”) of the members of **Royale Manor Hotels and Industries Limited** will be held on Friday, 30<sup>th</sup> day of September, 2022 at 03.00 p.m. through video conference to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2022 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. Ummedsingh Champawat (DIN:00294184), Director of the Company who retires by rotation and being eligible offers himself for reappointment.
3. To appoint M/s. Naimish N Shah & Co., Chartered Accountants(FRN-106829W), as Statutory Auditors of the Company in place of M/s Pranav R. Shah & Associates, the retiring Statutory Auditors, to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of this Annual General Meeting, until the conclusion of 36<sup>th</sup> Annual General Meeting to be held on 2027 and to authorise the Board of Directors of the Company to fix their remuneration.

### SPECIAL BUSINESS:

4. **To issue warrants convertible into equity shares on a preferential basis (“Preferential Issue”) to the Promoter for cash consideration**

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 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, 2018, as amended (the “**ICDR Regulations**”) and the Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the “**Takeover Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**LODR Regulations**”), 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 **for cash consideration**, 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 ₹ 10/- (Rupees Ten Only) each for cash at a minimum price of ₹ 15.74/- (including premium of ₹ 5.74/-) per share, as arrived in accordance with the regulation 165 of SEBI ICDR Regulations, 2018 as on the ‘**Relevant Date**’ i.e. **30<sup>th</sup> August, 2022** (Since, the relevant date for preferential issue in accordance with regulation 161 is arrived on

31<sup>st</sup> August, 2022. However, such date falls on Public holiday i.e. Ganesh Chaturthi, therefore preceding day i.e. 30<sup>th</sup> August, 2022 has been considered as relevant date)

Sr. No.	Name of Applicant	Address	PAN	Number of warrants Applied	Category
1	Pioneer Buildcon Private Limited	A-866, Phase IV, Industrial area, Boranada, Jodhpur	AACCP6578K	10,00,000	Promoter
	<b>Total</b>			<b>10,00,000</b>	

**RESOLVED FURTHER THAT** the relevant date, as per the provisions of Chapter V of the SEBI ICDR Regulations, 2018 for the determination of issue price of the convertible warrants is **30<sup>th</sup> August, 2022** i.e. 30 days prior to the date of Annual General Meeting of members of the company (Since, the relevant date for preferential issue in accordance with regulation 161, is arrived on 31<sup>st</sup> August, 2022. However, such date falls on Public holiday i.e. Ganesh Chaturthi, therefore, preceding day has been considered as relevant date)."

**RESOLVED FURTHER THAT** the minimum price of the Warrants so issued shall not be less than the price arrived at in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 for preferential issue, being the highest of the following:

- The average of the weekly high and low of the volume weighted average price of the Company's shares quoted on the Stock Exchange (BSE) during the ninety days preceding the "Relevant Date"; or
- The average of the weekly high and low of the volume weighted average prices of the Company's shares quoted on the Stock Exchange (BSE) during the ten days preceding the "Relevant Date"

Since the shares of the company have not been frequently traded as on the relevant date, hence the price of the convertible warrants has been considered as per the valuation report issued by the Registered Valuer i.e. Mrs. Sejal Agarwal, AAA Valuation Professionals LLP, a Registered Valuer (Reg. No. IBBI/RV60/2020/13106) in accordance with Regulation 165 of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018. The valuation certificate is available for inspection at the Registered Office of the company during the business hours on any working days and further shareholders can also access the certificate from the Company's website i.e. <http://www.rmhil.com/corporateAnnouncement.htm>.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of 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 pari passu in all respects including dividend with the existing fully paid up equity shares of the company.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolution, the issue of the Warrants to be allotted on exercise of Warrants under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

The Warrant holders shall, subject to the SEBI (ICDR) Regulations, 2018 and other applicable rules, regulations and laws, be entitled to apply for and be allotted one equity share against each Warrant.

- The tenure of the warrant in accordance with the regulation 162 of SEBI (Issue of Capital Disclosure Requirement) Regulations, 2018 shall not be exceeding 18 months from the date of allotment.
- An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares pursuant to exercise of the right attached to Warrant(s) to subscribe to Equity Share(s). The amount paid against Warrants shall be adjusted /set-off against the issue price for the resultant Equity Shares.

- c. The Warrants shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission.
- d. The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 and be listed on the Stock Exchanges(s) subject to receipt of necessary permission(s), sanction(s) and approval(s).
- e. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- f. The warrant holders shall be entitled to all future corporate actions including but not limited to issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the warrant holders.
- g. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.
- h. The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- i. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited.

**“RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name(s) of the proposed allottee(s) be recorded for the issuance of invitation to subscribe to the Equity Shares and/or Warrants and a private placement offer letter in Form No.PAS-4 together with an application form be issued to the proposed allottee(s) inviting them to subscribe to the Equity Shares and/or Warrants.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification(s) to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion may deem appropriate, without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and/or Warrants and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

**“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 filings with the Stock Exchange and regulatory authorities and execution of 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 aforesaid resolutions."

**5. Regularization of Appointment of Additional Director - Mr. Jayesh Vasudevbbhai Dave (DIN: 01808753) as an Independent Director of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Jayesh Vasudevbbhai Dave (DIN: 01808753), who was appointed as Additional Director on 14<sup>th</sup> February, 2022 and who holds office up to the date of this Annual General Meeting, be and is hereby regularised and appointed as an Independent Director of the Company for a period of five years."

**"RESOLVED FURTHER THAT** Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

**6. Regularization of appointment of Additional Director- Ms. Ranju Bhati (DIN: 09683282) as an Independent Director of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Ranju Bhati (DIN: 09683282), who was appointed as Additional Director on 22<sup>nd</sup> July, 2022 and who holds office up to the date of this Annual General Meeting, be and is hereby regularised and appointed as an Independent Director of the Company for a period of five years."

**"RESOLVED FURTHER THAT** Directors/Company Secretary of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

By Order of the Board of Directors  
For **Royale Manor Hotels & Industries Limited**

Sd/-

**U. Champawat**  
(DIN-00294184)

Chairman and Managing Director

Place: Ahmedabad  
Date: 18.08.2022



**NOTES:**

1. 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 8<sup>th</sup> April, 2020, Circular No.17/2020 dated 13<sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 and Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 and general circular no. 2/2022 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 and participate there at and cast their votes through e-voting.
2. 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.
3. 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.
4. 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.
5. 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 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020 and 13<sup>th</sup> January, 2021 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.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.rmhil.com](http://www.rmhil.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://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](http://www.evoting.nsdl.com).
7. 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 8<sup>th</sup> April, 2020 and MCA Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 and MCA Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 and MCA Circular No. 2-2021 dated 13<sup>th</sup> January, 2021 and Circular No. 2/2022 dated 5<sup>th</sup> May, 2022
8. 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.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 24<sup>th</sup> September, 2022 to 30<sup>th</sup> September, 2022 (both days inclusive).
10. 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 document scan send an email to [royalemanorhotels@rediffmail.com](mailto:royalemanorhotels@rediffmail.com).

11. 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.
12. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. 1<sup>st</sup> April, 2019. Accordingly, the Company/MCS has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialization.
13. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report and Audited Financial Statements for the financial year 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or the Depository Participant(s).
14. 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.
15. 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.
16. 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).
17. 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.
18. 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.
19. 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.
20. The voting period begins on 27<sup>th</sup> September, 2022 from 9:00 a.m. and ends on 29<sup>th</sup> September, 2022 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 23<sup>rd</sup> September, 2022 may cast their vote electronically.
21. Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
22. 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. 23<sup>rd</sup> September, 2022
23. 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](http://www.rmhil.com). The results shall simultaneously be communicated to the Stock Exchanges.

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE ASUNDER:-**

The remote e-voting period begins on 27<sup>th</sup> September, 2022 at 9:00 A.M. and ends on 29<sup>th</sup> September, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23<sup>rd</sup> September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

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: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated 9<sup>th</sup> December, 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.	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p>

Type of shareholders	Login Method
	<p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 "Login" which is available under 'Shareholder/Member' 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 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 or joining virtual meeting &amp; voting during the meeting.</p> <p>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store            Google Play         </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/loginor">https://web.cdslindia.com/myeasi/home/loginor</a> <a href="https://web.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="https://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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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 or joining virtual meeting &amp; voting during the meeting.</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 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting 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?

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.

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

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 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.

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***

Password details for shareholders other than Individual shareholders 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.

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](http://www.evoting.nsdl.com).

Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

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

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

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 and General Meeting is in active status.

Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

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.

Upon confirmation, the message "Vote cast successfully" will be displayed.

You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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.

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.

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 Mr. Amit Vishal at [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:

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).

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 and joining virtual meeting for Individual shareholders holding securities in demat mode.

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.

In terms of SEBI circular dated 9<sup>th</sup> December, 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.

**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 EGM/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 by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member 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.
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 [royalemanorhotels@rediffmail.com](mailto:royalemanorhotels@rediffmail.com). 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 re-appointment at Annual General Meeting:

Name	:	Mr. Ummedsingh Champawat
Date of birth	:	25/07/1963
Expertise	:	Management and Finance
Director of the Company since	:	19/06/1991
Directorship in other public limited companies	:	Nil
Membership of Committees of other public limited companies	:	Nil
No. of Shares held in the Company	:	220100

### ITEM NO.3

M/s. Pranav R Shah & Associates, Chartered Accountants (Firm Registration No. 132072W), Ahmedabad were appointed as the statutory auditors of the Company for a further period of 5 (five) years in the 26<sup>th</sup> Annual General Meeting (AGM) of the Company held on 27<sup>th</sup> September, 2017. As per the provision section 139 of the Companies Act, 2013 and rules made there under, the firm of statutory auditor shall require to vacate its office after completion of second term of 5 years.

Accordingly as per requirement of the Act, M/s. Naimish N Shah & Co (Firm Registration Number-106829W), Chartered Accountant Ahmedabad are proposed by the Board of Director in the item no. 3 of the notice of AGM to be appointed as Statutory Auditor for the period of 5 Years, commencing from the conclusion of this AGM till the conclusion of AGM held in 2027.

M/s. Naimish N Shah & Co, have consented to the said appointment, and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be reappointed as a Statutory Auditor in terms of the provisions of the Sections 139(1), 141(2) and 141(3) of the Act, and the provisions of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time.

The Board, on the recommendation of the audit committee, recommends the resolution set forth in item no. 3 of the notice for approval of the members. None of the directors/key managerial personnel of the company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item no. 3 of the notice.

### ITEM NO. 4

Pursuant to provisions of Section 62 and Section 42 of the Companies Act, 2013 ("the Act") and Chapter V of SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2018, any preferential allotment of securities for consideration for cash consideration 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 Convertible warrants for cash consideration as may be permitted under applicable laws in accordance with the provisions of Companies Act, 2013 and rules made there-under, SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015 as amended from time to time till date, and any other applicable laws, including with respect to the pricing of the securities proposed to be issued.

Therefore in compliance with the provision of applicable laws, proposed resolutions as set out at item no. 4 is recommended for the approval of shareholders as special resolutions.

The Company is otherwise eligible to make the Preferential Allotment in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of equity shares including equity shares to be issued and allotted upon exercise of right attached to the Warrants, the shareholding of the Promoters and Promoter Group may increase as per details given herein below.

Further in terms of Rule 13 of Companies (Share Capital and Debentures) Rule, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, 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. Date of Board Resolution**

Date of passing of Board resolution for approving preferential issue: 18<sup>th</sup> August, 2022.

**c. Relevant Date:**

The "Relevant Date" for determining the issue price of Warrants shall be 30<sup>th</sup> August, 2022, (Since, the relevant date for preferential issue in accordance with regulation 161 is arrived on 31<sup>st</sup> August, 2022. However, such date falls on Public holiday i.e. Ganesh Chaturthi, therefore preceding day i.e. 30<sup>th</sup> August, 2022 has been considered as relevant date).

**d. The total number of Warrants to be issued:**

Kinds of securities offered and the price at which security is being offered: Up to 10,00,000 Warrants convertible into equivalent number of equity shares for a cash consideration at a price of ₹ 15.74 (including a premium of ₹ 5.74) per warrant.

**e. Basis of Price for Warrant to be issued:**

Basis or justification for the price (including premium, if any) at which the offer or invitation is being made: The Equity Shares of the Company are listed on Stock Exchanges, BSE Limited ('BSE'). If the Equity Shares are frequently traded on BSE, has been considered in accordance with the SEBI (ICDR) Regulations, the Warrants will be issued at a price which is more than the higher of the following:

- I. being the average of the weekly high and low of the volume weighted average price of the Company's shares quoted on the Stock Exchange (BSE) during the 90 days preceding the Relevant Date; or
- II. being the average of the weekly high and low of the volume weighted average prices of the Company's shares quoted on the Stock Exchange (BSE) during the 10 days preceding the Relevant Date;

However, the shares of the company have not frequently traded as on the relevant date, hence the price of the convertible warrants has been derived as per the valuation report issued by the Registered Valuer i.e. Mrs. Sejal Agarwal, AAA Valuation Professionals LLP, a Registered Valuer (Reg. No. IBBI/RV60/2020/13106) in accordance with Regulation 165 of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018. The valuation certificate is available for inspection at the Registered Office of the company during the business hours on any working days and further shareholders can also access the certificate from the Company's website i.e. <http://www.rmhil.com/corporateAnnouncement.htm>

**f. Adjustments for Warrants:**

The price determined above and the number of Equity Shares to be allotted on exercise of the Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws as applicable from time to time.

**g. Principle terms of assets charged as securities:**

Not Applicable

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

The Promoter – Pioneer Buildcon Private Limited, intends to subscribe to convertible warrants pursuant to this preferential issue of Convertible Warrants. Except Pioneer Buildcon Private Limited– Promoter, all other promoter does not intends to subscribe any Convertible warrants in proposed issue of Convertible Warrants.

**i. Proposed time within which the allotment shall be completed:**

In terms of Chapter V of the SEBI ICDR Regulation, preferential allotment of convertible warrants 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. 4.

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.

**j. 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	% Pre-Share holding	Post-Share holding	% Post Share holding	Category
Pioneer Buildcon Private Limited	A-866, Phase IV, Industrial area, Boranada, Jodhpur	AACCP6578K	10,00,000	14,12,860	7.90	24,12,860	12.78	Promoter
<b>Total</b>			<b>10,00,000</b>	<b>14,12,860</b>	<b>7.90</b>	<b>24,12,860</b>	<b>12.78</b>	

**k. The identity of Natural Persons who are the ultimate beneficial owners of the 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 allottee
Name: Pioneer Buildcon Private Limited Address: A-866, Phase IV, Industrial area, Boranada, Jodhpur	Promoter	Mr. Vishwajeetsingh Champawat

**l. 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 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.

**m. 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.

**n. Lock in**

In accordance with Regulation 167 of the SEBI ICDR Regulations, the Lock-in-period are as follows:

The equity shares allotted pursuant to exercise of options attached to warrants issued on a preferential basis to the **promoters** or the promoter group, shall be locked-in for a period of **eighteen months** from the date of trading approval granted for the equity shares allotted pursuant to exercise of the option attached to warrant.

Provided that equity shares allotted in excess of the twenty per cent. Shall be locked-in for **six months** from the date of trading approval pursuant to exercise of options or otherwise, as the case may be.

The entire pre-preferential allotment shareholding of Promoters and Promoter group shall be locked-in from the relevant date up to a period of **90 trading days** from the date of the trading approval as specified under Regulation 167(6) of the ICDR Regulations.

**o. 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
<b>A</b>	<b>Promoters' holding –</b>				
	1. Indian				
	Individual	2,83,630	1.59	2,83,630	1.50
	Body Corporate	83,75,160	46.83	93,75,160	49.65
	<b>Sub Total</b>	<b>86,58,790</b>	<b>48.42</b>	<b>96,58,790</b>	<b>51.15</b>
	2. Foreign Promoters	--	--	--	
	<b>Sub Total (A)</b>	<b>86,58,790</b>	<b>48.42</b>	<b>96,58,790</b>	<b>51.15</b>
<b>B</b>	<b>Non-Promoters Holding–</b>				
	1. Institutional investors	19,500	0.10	19,500	0.10
	2. Non-Institution				
	Bodies Corporate (Existing)	5,05,729	2.83	5,05,729	2.68
	NRI	7,27,142	4.07	7,27,142	3.85
	HUF	2,29,857	1.29	2,29,857	1.22
	Indian Public	77,41,182	43.29	77,41,182	41.00
	<b>Sub Total (B)</b>	<b>92,23,410</b>	<b>51.58</b>	<b>92,23,410</b>	<b>48.85</b>
	<b>GRAND TOTAL (A+B)</b>	<b>1,78,82,200</b>	<b>100</b>	<b>1,88,82,200</b>	<b>100</b>

*\*The post issue paid up capital is arrived after considering all the preferential allotments proposed to be made under this notice and on fully diluted basis. Therefore, the post issue paid-up capital of the Company is subject to alterations on account of conversion of convertible warrant into Equity Shares by Proposed Allottee. Consequently, the post issue shareholding percentage mentioned above may stand altered.*

**p. Disclosures :**

As specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a wilful defaulter: None of the Company, its Directors or Promoters have been declared as wilful defaulter as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

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

- a) The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one equity share against each Warrant, in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants, by issuing a written notice to the Company specifying the number of Warrants proposed to be so converted. The Company shall accordingly issue and allot the corresponding number of Equity Share(s) of face value of ₹ 10 each aggregating upto ₹ 15.74 (including of premium of rupees 5.74) at a price calculated on the basis of para as mentioned above, to the Warrant holders.
- b) For issuance of warrant for cash consideration an amount equivalent to 25% of the 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 the right attached to Warrant(s). The amount paid against Warrants shall be adjusted / appropriate against the Issue Price for the resultant equity share(s).
- c) In the event that, a Warrant holder does not exercise the right attached to Warrant(s) within a period of 18 (Eighteen) months from the date of allotment of such Warrant(s), the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- d) The Warrants by themselves, until exercise of the conversion right and allotment of Equity Shares, do not give the holder thereof any rights akin to that of shareholder(s) of the Company, except to the extent stated in clause (i) below.
- e) The Company shall apply for the listing and trading approvals for the Warrants and / or Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchange(s) in accordance with the SEBI (LODR) Regulations and all other applicable laws, rules and regulations subject to receipt of necessary permission(s), sanction(s) and approval(s).
- f) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, and voting rights with the then existing Equity Shares of the Company.
- g) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations, 2018 from time to time.
- h) The Warrants and Equity Shares allotted to the Promoter Group on conversion of such Warrants will be transferable within the Promoter Group of the Company, as per applicable laws.
- i) The warrant holders shall be entitled to all future corporate actions including but not limited to issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the warrant holders.

**r. The company hereby undertakes that:**

- a) The above price of the securities specified would re-compute 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 allottees.

**s. Practicing Company Secretary Certificate:**

The Certificate issued by CS Rupal Patel, Practicing Company Secretary, Ahmedabad, that this preferential issue of securities is being made in accordance with the guidelines on Preferential Allotment issued by SEBI will be placed before the shareholders at the Meeting and is also available for inspection at the Registered Office of the company during the business hours on any working days. Further, shareholders can also access the certificate from the Company's website i.e. <http://www.rmhil.com/corporateAnnouncement.htm>

**t. Report of Registered Valuer:**

**i. Name and address of valuer who performed valuation**

The Valuation was performed by Mrs. Sejal Agarwal, AAA Valuation Professionals LLP, a Registered Valuer (Reg. No. IBBV/RV60/2020/13106) having his office at E-10 A Kailash Colony, Grater Kailash -1 New Delhi-110048. The valuation of the equity share of the Company arrived at a price ₹ 15.74/- (including premium of ₹ 5.74/-) per share. The Article of Association of the company does not contain any provision for valuation of the securities of the company. However, the valuation of the securities has been done in accordance with the provision of regulation 165 of SEBI (ICDR), 2018. Further, the valuation does not contradict any provision mentioned in the Article of Association of the Company. The Valuation report of the Independent Registered is available for inspection at the Registered Office of the company during the business hours on any working days and further shareholders can also access the certificate from the Company's website i.e. <http://www.rmhil.com/corporateAnnouncement.htm>

It is proposed to obtain consent of members pursuant to section 42, 62 and other applicable provisions of the Companies Act, 2013, SEBI ICDR Regulation and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 to issue and allot convertible warrants to promoter for cash consideration.

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

The Board recommends the passing of the resolutions as set out at item no. 4 of the accompanying notice as **special resolution**.

**ITEM NO.5: Regularization and Appointment of Mr. Jayesh Vasudevbbhai Dave (DIN: 01808753) as an Independent Director**

Mr Jayesh Vasudevbbhai Dave (DIN: 01808753) was appointed as an Additional Independent Director with effect from 14<sup>th</sup> February, 2022, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company.

The Board is of the view that the regularisation of appointment of Mr Jayesh Vasudevbbhai Dave (DIN: 01808753) as Independent Director of the Company, is desirable and would be beneficial to the Company and hence it recommends the said resolution No. 5 for approval by the members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives, in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as an **ordinary resolution**.

Brief profile of Mr. Jayesh Vasudevbhai Dave (DIN: 01808753) is given below for reference of the member:

<b>Name</b>	:	Mr. Jayesh Vasudevbhai Dave
<b>Father's Name (in full):</b>		Vasudevbhai Trikamlal Dave
<b>Date of birth</b>	:	21/03/1958
<b>Address</b>		B/102, Vaibhab-2, Opp. Tulip Citadel, Shreyash Xing, Ambawadi, Ahmedabad Gujarat India 380015
<b>Director of the Company since</b>	:	14/02/2022
<b>Directorship in other public limited companies</b>	:	Nil
<b>Membership of Committees of other public limited companies</b>	:	Nil
<b>No. of Shares held in the Company</b>	:	Nil
<b>Expertise</b>	:	Finance

#### ITEM NO.6

##### **Regularization of Ms. Ranju Bhati (DIN: 09683282) as an Independent Director**

Ms. Ranju Bhati (DIN: 09683282) was appointed as an Additional Independent Director with effect from 22<sup>nd</sup> July, 2022, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company.

The Board is of the view that the regularisation of appointment of Ms. Ranju Bhati (DIN: 09683282) is desirable as Independent Director of the Company and would be beneficial to the Company and hence it recommends the said resolution No. 6 for approval by the members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives, in any way concerned or interested, in the said resolution. The board recommends the said resolution to be passed as an **ordinary resolution**.

Brief profile of Ms. Ranju Bhati (DIN: 09683282) is given below for reference of the member:

<b>Name</b>	:	Ms. Ranju Bhati
<b>Father's Name (in full):</b>		Jabar Singh Bhati
<b>Date of birth</b>	:	15/02/1994
<b>Address</b>		Gram Amlada Donger, Post Palhada, Tehsil Sooni Mahwa, Hoshangabad, Madhya Pradesh
<b>Director of the Company since</b>	:	22/07/2022
<b>Directorship in other public limited companies</b>	:	Nil
<b>Membership of Committees of other public limited companies</b>	:	Nil
<b>No. of Shares held in the Company</b>	:	Nil
<b>Expertise</b>	:	Management, Administration

By Order of the Board of Directors  
Sd/-

**U. Champawat**  
(DIN-00294184)

Chairman and Managing Director

Place: Ahmedabad  
Date: 18.08.2022



## DIRECTORS' REPORT

To  
The Members,  
**Royale Manor Hotels and Industries Limited**

Your directors have pleasure in presenting their 31<sup>st</sup> Annual Report on the business and operations of the Company together with its Audited Accounts for the year ended 31<sup>st</sup> March, 2022. The Management Discussion and Analysis also included in this Report.

### 1. FINANCIAL RESULTS:

The highlights of the financial results of the Company for the financial year ended 31<sup>st</sup> March, 2022 are as under:

(₹ in Lacs)

Particulars	2021-2022	2020-2021
Total Income	1449.27	900.55
Profit/(Loss) Before Financial Charges, Depreciation and Income Tax	326.62	127.94
Less : Financial Charges	98.18	97.31
Less : Depreciation	87.64	91.08
<b>Profit before Income Tax and Exceptional Item</b>	140.80	(60.45)
Add/(Less) : Extra ordinary/ Prior Period Items	0.00	88.94
<b>Profit before Income Tax</b>	140.80	28.49
Provision for Income Tax	55.42	6.69
Deferred Tax Income/(Expense)	(6.93)	(6.10)
<b>Profit For the Year after Income Tax</b>	92.31	27.90
<b>Other Comprehensive Income</b>	2.61	13.68
<b>Profit Available for Appropriation</b>	94.92	41.58
<b>Appropriation</b>		
Reserve for Replacement of FF & E (Net)	18.52	(5.35)
Proposed Dividend	0.00	0.00
Tax on Dividend	0.00	0.00
Balance of Profit/(Loss) brought forward	1886.43	1850.20
Transfer to Capital Redemption Reserve	0.00	0.00
<b>Balance carried to Balance Sheet</b>	1999.88	1886.43

### 2. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIR:

India is a large market for travel and tourism. It offers a diverse portfolio of niche tourism products - cruises, adventure, medical, wellness, sports, MICE, eco-tourism, film, rural and religious tourism. India has been recognized as a destination for spiritual tourism for domestic and international tourists. In his Independence speech from Red Fort, Hon'ble Prime Minister Shri Narendra Modi urged people to visit 15 domestic tourist destinations in India by 2022 to promote tourism. India ranked 34 in the Travel & Tourism Competitiveness Report 2019 published by the World Economic Forum. For the travel and tourism sector, the end of the decade saw greater emphasis on the industry as a significant contributor to the overall global economy and employment. A strong economy, rising global consumer purchasing power and digital disruption was paving the way for a bright future.

As per the Federation of Hotel & Restaurant Associations of India (FHRAI), in FY21, the Indian hotel industry has taken a hit of >₹ 1.30 lakh crore (US\$ 17.81 billion) in revenue due to impact of the COVID-19 pandemic. However, this buoyant sentiment was upended by a sudden out-break of a pandemic that has had no parallel in recent history in terms of scale and impact. The world was placed under suspended animation, and the

industry was brought to a halt, with estimated losses at trillions and millions of jobs at risk. With the very foundation of the world altered, the need of the hour is to see our industry, and our Hotel, through the crisis with greater urgency, revised strategy and more storability. It also calls for a greater need for communities to unite and support one another in this time of need. Guided by our values as a RHMIL-company, our priority besides ensuring the safety and security of our guests and employees, was to help the community in any manner we could.

During the year under review, coming out of the disastrous effect owing to the pandemic, Ahmedabad hotels seen an increase in room rate and also improvement in occupancy. The Average Occupancy of the hotel for 2021-22 has been increased to 83.64 % from 35% and the Average Room Rates of the hotel for the year 2021-22 has been noted as ₹ 3137 as compared to ₹ 3034 in the previous year 2020-21.

However, during the financial year 2021-22, Company had been in a position to achieve a turnover of ₹ 1449.27 Lacs in comparison to ₹ 900.55 Lacs in the previous year 2020-21. The profit before tax and profit after tax for the year under review were ₹ 140.80 Lacs and ₹ 92.31 Lacs respectively. Your directors are hopeful that with recovery in the economy, there would be a marked improvement in the performance of the company.

The hotel unit of the Company "The Ummed Ahmedabad" ensures highest levels of Hygiene and Food Safety criteria. Further, the hotel has established superior ambience, interior decorations, services and loyal clientele retained its' market leadership in the city of Ahmedabad and has placed the hotel ahead of its Competitors.

### **3. CHANGE IN THE NATURE OF BUSINESS:**

The Company is engaged in the activities of Hotels and Restaurants.

There was no change in the nature of the business of the Company during the year under review.

### **4. SHARE CAPITAL:**

The paid-up Equity Share Capital as on 31<sup>st</sup> March, 2022 was ₹ 17.88 Crore.

#### **A) Allotment of equity shares pursuant to conversion of convertible warrants:**

During the year under review, the Company has allotted equity shares 9,50,000 at ₹ 13.37 each/- (including premium of ₹ 3.37) on 14<sup>th</sup> February, 2022 to Champawat Investments and Consultants Pvt. Ltd. (promoter) in pursuant to the conversion of convertible warrant issued on preferential basis dated 23<sup>rd</sup> December, 2020, convertible into equity shares with such warrants carrying an option to the warrant holder to subscribe to equity shares of the face value of ₹ 10/- (Rupees Ten Only) each for cash at a minimum price of ₹ 13.37 (including premium of ₹ 3.37) per share. The Company has allotted convertible warrant to Champawat Investments and Consultants Pvt. Ltd. on 30<sup>th</sup> July, 2021. The newly issued equity shares shall rank *paripassu* with the existing equity shares of the company.

#### **B) Issue of equity shares with differential rights:**

During the year under review, the Company has not issued any shares with differential voting rights.

#### **C) Issue of sweat equity shares:**

During the year under review, the Company has not issued any sweat equity shares.

#### **D) Issue of employee stock options:**

During the year under review, the Company has not issued any employee stock options.

#### **E) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees:**

The Company has no scheme of provision of money for purchase of its own shares by employees or by trustees for the benefit of employees. Hence the details under rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 are not required to be disclosed.

**5. DIVIDEND:**

During the year under review, the Company has not declared any dividend to the shareholder of the company.

**6. REPORT ON PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:**

The Company does not have any Subsidiaries, Associate and Joint Venture Companies. Hence, details for the same are not required to mention here.

**7. DIRECTORS AND KMP:****a) Key Managerial Personnel:**

The following are the Key Managerial Personnel of the Company.

Mr. U. Champawat	Chairman and Managing Director
Mr. Vishwajeetsingh Champawat	Whole-time Director
Mr. Yogeshkumar J. Mehta*	Chief Financial Officer
Ms. Somya Singhal	Company Secretary cum Compliance officer
Mr. Devraj Singh Chauhan**	Chief Financial Officer

\*resigned on 22.07.2022

\*\*appointed on 22.07.2022

**b) Directors:**

Mr. Jayesh Dave	Additional Independent Director
Mrs. Qury Nagadiya*	Independent Director
Mr. Ramprakash Kothari	Independent Director
Ms. RanjuBhati**	Additional Independent Director

\*resigned on 22.07.2022

\*\*appointed on 22.07.2022

**c) Changes in Directors and Key Managerial Personnel:**

- I. Mr. Jayesh Dave has been appointed as an Additional Independent Director of the company with effect from 14<sup>th</sup> February, 2022.
- II. Mr. Sunil Kumar Trivedi resigned from the post of Company Secretary and Compliance Officer of the company on 14<sup>th</sup> February, 2022 and such vacancy was filled up on same day by appointment of Ms. Somya Singhal as Company Secretary and Compliance Officer of the company.
- III. Ms. Ranju Bhati (DIN: 09683282) appointed as an Additional Independent Director of the Company on 22<sup>nd</sup> July, 2022 in place of Ms. Qury Nagadiya (DIN: 08455589) who resigned from the post of Independent Director of the company on the same date.
- IV. Mr. Devraj Singh Chauhan has been appointed as a Chief Financial Officer (CFO) of the company on 22<sup>nd</sup> July, 2022 in place of Mr. Yogesh Mehta who resigned from the post of Chief Financial Officer (CFO) of the company on the same date.

**d) Declaration by an Independent Director(s) and re-appointment, if any:**

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Independent Directors have complied with the Code of Conduct for Independent Directors prescribed in Schedule IV of the Companies Act, 2013 and the Code of conduct formulated by the Company as hosted on the Company's Website i.e. [www.rmhil.com](http://www.rmhil.com).

**8. EXTRACT OF THE ANNUAL RETURN:**

The extract of Annual Return of the Company as on March 31, 2022 is available on the Company's website and can be accessed at <http://www.rmhil.com/annual-report.htm>

**9. NUMBER OF MEETINGS OF THE BOARD:**

During the year the Board of Directors met 8 (Eight) times. The details of the board meetings are provided in Corporate Governance Report.

01/06/2021	21/06/2021	29/06/2021	30/07/2021
14/08/2021	28/08/2021	30/10/2021	14/02/2022

The Board of Directors of the Company were present at the following Board Meeting held during the year under review:

Name of Director	No. of Board Meeting Held during the period when the Director was on the Board	Meetings attended	Attendance at last AGM
Mr. Ummedsingh Champawat	8	3	Yes
Mr. Vishwajeetsingh Champawat	8	6	Yes
Mr. Ramprakash Kothari	8	8	Yes
Mr. Jayesh Dave	-	-	No
Mrs. Qury Nagadiya	8	8	Yes
Ms. Ranju Bhati	-	-	-

**Extra Ordinary General Meeting:**

No extraordinary general meeting was held during the year under review.

**10. DIRECTORS' RESPONSIBILITY STATEMENT:**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors made the following statements in terms of Section 134(3) (c) of the Companies Act, 2013:

- That in the preparation of the annual financial statements for the year ended 31<sup>st</sup> March, 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- That such accounting policies have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2022 and of the profit of the Company for the year ended on that date;
- That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- That the annual financial statements have been prepared on a going concern basis;
- That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- That system to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

**11. AUDITORS:****A. Statutory Auditors:**

M/s. Pranav R Shah & Associates, Chartered Accountants (Firm Registration No. 132072W), Ahmedabad were appointed as the statutory auditors of the Company for a further period of 5 (five) years in the 26<sup>th</sup> Annual General Meeting (AGM) of the Company held on 27<sup>th</sup> September, 2017. As per the provision section 139 of the Companies Act, 2013 and rules made there under, the firm of statutory auditors shall require to vacate its office after completion of second term of 5 years.

Accordingly, as per requirement of the Act, M/s. Naimish N Shah & Co., Chartered Accountant Ahmedabad, are proposed by the Board of Directors in the item no. 3 of the notice of AGM to be appointed as Statutory Auditors for the period of 5 Years, commencing from the conclusion of this AGM till the conclusion of AGM held in 2027.

The above proposed Statutory Auditors is not disqualified to act as Statutory Auditors as per the sub-section (3) of section 141 of the Companies Act, 2013. The Auditors have given their consent in writing to act as Statutory Auditors for the Company.

**B. Secretarial Audit:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed CS Rupal Patel, Practicing Company Secretary, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as **"Annexure -A"**.

**Reply for qualification Remark in Secretarial Audit Report:**

- (a) The Company has informed to the promoters about the mandatory requirement of their holding shall be in dematerialized mode only.

**12. TRANSFER TO/FROM RESERVES:**

It is proposed to transfer ₹ 94.92 lacs to reserves out of the profit during FY 2021-22.

**13. DEPOSITS:**

The Company has not accepted or renewed any deposits during the year. There are no outstanding and overdue deposits as at 31<sup>st</sup> March, 2022.

**14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

**15. RELATED PARTY TRANSACTIONS:**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

**16. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

There are no significant material orders passed by the Regulators /Courts which would impact the going concern status of the Company and its future operations.

**17. PROCEEDINGS UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016:**

During the year under review, there were no proceedings that were filed by the Company or against the Company, which are pending under the Insolvency and Bankruptcy Code, 2016 as amended, before National Company Law Tribunal or other Courts. Moreover, during the year under review, there were no instances of onetime settlement with any Banks or Financial Institutions.

**18. BOARD EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

**19. CORPORATE SOCIAL RESPONSIBILITY:**

In today's world **Corporate Social Responsibility** is a very important and dominant concept for external environment. Every year 5<sup>th</sup> June is observed as the World Environment Day around the world and is of immense importance for The Ummed Ahmedabad Hotel. It is about creating wealth for all our stakeholders, embracing diversity, minimizing resource consumption. We provide healthy and hygienic food to our valuable customers. Customer satisfaction is our motive. This is a commitment to safeguard the health and safety of our employees and neighbors, to support the local economy and to treat our staff fairly.

**20. BUSINESS RISK MANAGEMENT:**

The Company has laid down a Risk Management Policy and identified threat of such events which if occurs will adversely affect either /or, value to shareholders, ability of company to achieve objectives, ability to implement business strategies, the manner in which the company operates and reputation as "Risks". Further such Risks are categorized in to Strategic Risks, Operating Risks & Regulatory Risks. A detailed exercise is carried out to identify, evaluate, manage and monitoring all the three types of risks.

**21. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. During the year under review, the Company retained external audit firm to review its existing internal control system with a view of tighten the same and introduce system of self-certification by all the process owners to ensure that internal controls over all the key business processes are operative. The scope and authority of the Internal Audit (IA) function is defined in the Internal Audit Charter.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

**22. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:**

The Company has adequate and proper internal financial controls with reference to the Financial Statements during the year under review.

**23. VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

The Company has a vigil mechanism named Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The details of the Whistle Blower Policy is explained in the Corporate Governance Report and also posted on the website of the Company.

**24. EMPLOYEE RELATIONS:**

Employee relations throughout the Company were harmonious. The Board wishes to place on record its sincere appreciation of the devoted efforts of all employees in advancing the Company's vision and strategy to deliver good performance.



**25. NOMINATION & REMUNERATION POLICY OF THE COMPANY:**

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management and their remuneration. The Remuneration Policy is available on the Company's website at [www.rmhil.com](http://www.rmhil.com).

**26. CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION & ANALYSIS REPORT:**

The Company has been proactive in the following principles and practices of good corporate governance. A report in line with the requirements of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the report on Management Discussion and Analysis and the Corporate Governance practices followed by the Company and the Auditors Certificate on Compliance of mandatory requirements are given as an **"Annexure B & C"** respectively to this report.

Your Company is committed to the tenets of good Corporate Governance and has taken adequate steps to ensure that the requirements of Corporate Governance as laid down in Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are complied with.

As per 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, the Corporate Governance Report, Management Discussion and Analysis and the Auditor's Certificate regarding compliance of conditions of Corporate Governance are attached separately and form part of the Annual Report.

**27. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as **"Annexure-D"**.

**28. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:**

During the period between end of the financial year and upto date of report, meeting of Board of Director held on 18<sup>th</sup> August, 2022 approved the resolution for issuance of 10,00,000 warrants convertible into equity shares of face value of ₹ 10/- each ("Warrants"), on a preferential basis ("Preferential Issue") to the Promoter and promoter group in accordance with "Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), as amended, and other applicable laws, at a price as may be arrived in accordance with Chapter V of SEBI ICDR Regulation, subject to the approval of the Members of the Company in the ensuing AGM to be held on 30<sup>th</sup> September, 2022.

**29. PARTICULARS OF EMPLOYEES & EMPLOYEE REMUNERATION:**

The table containing the names and other particulars of employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided as **"Annexure- E"** to the Board's report.

None of the employees of the Company drew remuneration of ₹ 1,02,00,000/- or more per annum and ₹ 8,50,000/- or more per month during the year. No employee was in receipt of remuneration during the year or part thereof which, in the aggregate, at a rate which is in excess of the remuneration drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company. Hence, no information is required to be furnished as required under Rule, 5(2) and 5(3) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.



**30. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy against sexual harassment in line with the provision of sexual harassment of women work at workplace (Prevention, Prohibition and redressal) Act, 2013 and the rules framed thereunder. During the financial year 2021-22, the Company has not received any complaint on sexual harassment.

**31. TRANSFER OF UN-CLAIMED DIVIDENDS:**

The Company does not have any funds lying as unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

**32. SECRETARIAL STANDARDS:**

The Directors State that applicable Secretarial Standards - 1,2,3 and 4 issued by the Institute of Company secretaries of India relating to 'Meetings of the Board of Directors' and General Meetings', 'Payment of Dividend' and 'Report of the Board of Directors' respectively, have been duly followed by the Company.

**33. ACKNOWLEDGMENT:**

Your Directors thank the various Central and State Government Departments, Organizations and Agencies for the continued help and co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

By Order of the Board of Directors

Sd/-

**U. Champawat**

Chairman and Managing Director  
(DIN No.: 00294184)

Date:18/08/2022  
Place: Ahmedabad

**SECRETARIAL AUDIT REPORT****FORM MR-3**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2022

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies  
(Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
**Royale Manor Hotels and Industries Limited**  
**(CIN:L55100GJ1991PLC015839)**  
International Airport Circle,  
Ahmedabad - 382475

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Royale Manor Hotels And Industries Limited**. (hereinafter called "the company") for the audit period covering the financial year ended on 31<sup>st</sup> March, 2022. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31<sup>st</sup> March, 2022, according to the provisions of:
  - (i) The Companies Act, 2013 (the Act) and the rules made thereunder and the Companies Act, 1956, to the extent it is applicable.
  - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
  - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
    - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
    - (e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015

We have also examined compliance of the following to the extent applicable:

- (i). Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India; under the provisions of Companies Act, 2013;

We have relied upon the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under applicable Acts, Laws and Regulations to the Company, as identified and confirmed by the management of the company and listed in **Annexure -I** to this report.

On the basis of our examination and representation made by the Company we report that during the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines etc. mentioned above and there are no material non-compliances that have come to our knowledge except non-compliance in respect of:

- a) 100% Promoters' holding of the Company is not in Demat form. However, as per Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the entire promoters' holding of the Company in Demat form only.

We Further Report that, there were no actions/ events in pursuance of:

- a) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2018;
- c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 requiring compliance thereof by the Company during the period under review

**We further report that** the compliance by the company of applicable financial laws like direct and indirect tax laws like Income Tax Act, 1961, Goods and Service Tax Act, 2017 etc., and maintenance of financial records and books of account has not been checked/verified/reviewed in this Audit since the same have been subject to review by statutory financial auditor and other designated professionals.

**We further report that** the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors at the end of financial year. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, except in few cases, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period there were no specific events / actions having a major bearing on the company's affairs.

Signature:

**Name of Practicing Company Secretary: Rupal Patel**

C. P. No.: 3803

FCS No.: 6275

UDIN: F006275D000813576

Place: Ahmedabad

Date: 18.08.2022

**Note:** This report is to be read with our letter of even date which is annexed as ANNEXURE- I&II and forms an integral part of this report.

**ANNEXURE-I****LIST OF APPLICABLE LAWS TO THE COMPANY****1) Hotel Industries Development:**

1. Fire & Explosive Act read with Bombay Provincial Municipal Corporation Act, 1949, Gujarat Town Planning and Urban Development Act, 1976,
2. Food Safety and Security Act
3. Prevention of Food Adulteration Act
4. The Air (Prevention and Control of Pollution) Act, 1981
5. The Water (Prevention and Control of Pollution) Act, 1974
6. Bombay Shops and Establishment Act, 1948
7. Gujarat Tax on Luxuries (Hotels & Lodging Houses) Act, 1977 As amended from time to time till date.

**2)** Property related Acts: Since no transaction for sale/purchase/transfer/ lease of has been incurred during the year, the property related acts seems not applicable and hence not verified for the year review.

**3)** All General Laws such Direct and Indirect Taxation related, Labour Laws and other incidental laws of respective States;

Signature:

**Name of Practicing Company Secretary: Rupal Patel**

C. P. No.: 3803

FCS No.: 6275

UDIN: F006275D000813576

Place: Ahmedabad

Date: 18.08.2022

**ANNEXURE-II**

To,  
The Members,  
**Royale Manor Hotels and Industries Limited**  
**(CIN: L55100GJ1991PLC015839)**  
International Airport Circle,  
Ahmedabad - 382475

**Our report of even date is to be read along with this letter:**

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Signature:

**Name of Practicing Company Secretary: Rupal Patel**

C. P. No.: 3803

FCS No.: 6275

UDIN: F006275D000813576

Place: Ahmedabad

Date: 18.08.2022

**ANNEXURE-B****MANAGEMENT DISCUSSION AND ANALYSIS REPORT****OVERALL REVIEW**

The forecast from the WTTC's latest Economic Impact Report (EIR), shows the sector's contribution to the nation's economy could reach almost ₹ 15.9 trillion (U.S. \$215 billion) in 2022, 1% above 2019 levels. Employment levels are set to grow to almost 35 million Travel & Tourism jobs, with an 8.3% growth this year. India is celebrating and commemorating 75 years of Independence as 'Azadi Ka Amrit Mahotsav' showcasing progressive India and the glorious history of its people, culture and achievements. Ministry of Tourism in partnership with Tourism stakeholders will launch various incentives and initiatives to encourage and facilitate your visit to India. India will host G-20 summit next year and many meetings across various tracks will be held in India in various cities.

The Ministry of Road Transport and Highways has introduced a new scheme called 'All India Tourist Vehicles Authorisation and Permit Rules, 2021', in which a tourist vehicle operator can register online for All India Tourist Authorisation/Permit. This permit will be issued within 30 days of submitting the application. The tourism & hospitality sector's direct contribution to GDP is expected to reach ₹ 12.68 trillion (US\$ 194.69 billion) in 2028. The Federation of Associations in Indian Tourism and Hospitality (FAITH) Chairman Mr. Nakul Anand, recently spoke at a conference on the India Tourism Vision Day stating that Indian tourism is estimated to contribute 9-10% to India's GDP on a direct and indirect basis.

The travel and tourism industry, one of the hardest hit by the pandemic in the country, is on the path of recovery and registered a 4 per cent year-on-year growth in job postings during December 2021. International Tourists arrival is expected to reach 30.5 billion by 2028.

In the Tourism Ministry, budgetary allocation for 2022-2023 stands at ₹ 2400.00 crore and is 18.42% higher than the Budget allocation for the year 2021-22 and 76.82% more than the allocation of 2013-14. The Ministry of Tourism launched the NIDHI portal to understand the geographical spread of the hospitality sector, its size, structure and existing capacity in the country. NIDHI will serve as a common data repository for the Ministry of Tourism, State Departments of Tourism and Industry; this will enable the Central and State Governments to deliver better support and services including policies and strategies for the tourism sector.

The launch of several branding and marketing initiatives by the Government of India such as 'Incredible India!' and 'Athiti Devo Bhava' has provided a focused impetus to growth. The Indian Government has also released a fresh category of visa - the medical visa or M-visa, to encourage medical tourism in the country. The Government is working to achieve 2% share in world's international tourist arrivals by 2025.

Amid the relaxation provided by the government after the COVID lockdown, the Indian Association of Tour Operators (IATO) has urged the government to finalize a roadmap for resumption of international flights and facilitate e-visas and tourist visas. The Indian Railway Catering and Tourism Corporation (IRCTC) runs a series of Bharat Darshan tourist trains aimed at taking people to various pilgrimages across the country. Subsequently in November end, India introduced a graded relaxation of its visa and travel restrictions for more categories of foreign nationals and Indian nationals. Post the pandemic crisis, the government plans to tap into regional tourism by opening doors for South Asian country tourists. The Government is also making serious efforts to boost investment in the tourism sector. In the hotel and tourism sector, 100% FDI (Foreign Direct Investment) is allowed through the automatic route. A five-year tax holiday has been offered for 2-, 3- and 4-star category hotels located around UNESCO World Heritage sites (except Delhi and Mumbai). Government is planning to boost the tourism in India by leveraging on the lighthouses in the country. 71 lighthouses have been identified in India which will be developed as tourist spots. The lighthouses will feature museums, amphi-theatres, open air theatres, cafeterias, children's parks, eco-friendly cottages and landscaping according to its capacity. Ministry has also setup an account on KOO

for @incredibleindia & @tourismgoi handles for enhancing its presence on different platforms. Further, the social media promotions were carried out in both the Incredible India and Ministry of Tourism platforms. The Ministry of Tourism along with Associations of Indian Universities (AIU) initiated a 12 Episode Webinar series under 'Ek Bharat Sresth Bharat' (EBSB) to engage and expose young minds of our country to the rich and diverse heritage of the country so that they take pride in being Indian with a responsibility to take forward a vibrant and modern nation.

The PM Gati Shakti master plan for expressways will facilitate speedier implementation of development projects under the National Infrastructure Pipeline through the use of technology to facilitate faster movement of people and goods, seamless multimodal connectivity, economic transformation, and logistical synergy. In this regard, the National Highways Network will be expanded by 25,000 km in 2022-23 and INR 20,000 crore will be raised for the same through innovative funding. The Gati Shakti master plan is driven by 7 engines: roads, railways, airports, ports, mass transport, waterways, and logistics infrastructure. All 7 engines further supported by energy transmission, IT communication, bulk water, sewerage, and social infrastructure, will pull forward not just the economy but will also play a role in boosting tourism in India.

## 1. FUTURE TRENDS

- **Robust demand:** By 2029, India's tourism sector is expected to grow 6.7% to reach ₹ 35 trillion (US\$ 488 billion), and accounting for 9.2% of the total economy.
- **Diverse Attractions:** India offers geographical diversity, attractive beaches, 37 World Heritage sites and 10 bio-geographic zones.
- **Policy support:** Campaigns such as Swadesh Darshan, a theme-based tourist circuit was launched to harness the tourism industry's potential. Another new tourism policy focusing on developing medical, religious tourism and adding more destinations to the prevailing ones is also under consideration.
- **A new Scheme named Loan Guarantee Scheme for COVID affected Tourism Service Sector (LGSCATSS)** has been started during the current financial year. Guarantee free loan upto ₹ 10.00 lakh each for Ministry of Tourism approved travel and tourism stakeholders (Tour operator/Travel Agents/ Tourist Transport Operator) and up to ₹ 1.00 Lakh each to RLGs/IITGs approved by MoT, Tourist Guides approved by State Govt./UTs administration is covered under the Scheme. The Scheme is to be executed through NCGTC. Around ten Scheduled Commercial Banks have launched the scheme and Cheques/ sanction letters have been distributed to some of the beneficiaries of LGSCATSS. An allocation of ₹ 12.50 crore is provided under the Ministry's Budget for 2022-23 for this purpose. The total allocation proposed under the Scheme for five years is ₹ 62.5 crores.

## 2. SECTOR OUTLOOK

The outlook for the Indian Hospitality industry is becoming increasingly promising. Industry reports indicate that the demand for hotel rooms will continue to grow at a steady rate. Such demand is driven both by business activity as well as leisure which has a 71% and 29% share respectively. Room demand growth is correlated to GDP growth; consequently with GDP growth picking up, commercial demand is expected to increase. During the month of March 2022, Ministry of Tourism organized Swachhta Action Plan (SAP) activities to create awareness for Cleanliness (Swachhta) amongst tourists, school/college students and tourism stakeholders through IITM, Gwalior and IHM Shillong. During this period a total no. of 30 activities were undertaken.

## 3. SWOT ANALYSIS

### Strengths

- A major strength for our Hotel is its preferred owned brands with its vast portfolio commanding leadership in their market segments. Quality service from the said brand strengthens the market position of hotels giving it its competitive edge as it seeks to take advantage of increasing business. Strengthening individual services in the areas of exclusive business meetings, food and spa to offer a wide spectrum of hospitality services in accommodations and beyond.



- Ministry of Tourism has two major schemes viz. Swadesh Darshan - Integrated Development of Theme-Based Tourist Circuits and PRASHAD Pilgrimage Rejuvenation and Spiritual, Heritage Augmentation Drive for development of tourism infrastructure in the country including historical places and heritage cities.
- The Government of Gujarat strongly initiated the promotion of tourism in Gujarat with the slogan like "Kuch Din to Gujarati mein."
- The Indian Government organized many types of International exhibitions and Celebration in Gujarat providing impetus to hospitality industry.
- Launch of the "Incredible India 2.0" Campaign of the Ministry by the Hon'ble President of India during the National Tourism Awards function. The 2.0 Campaign marks a shift from the generic promotions being undertaken across the world to market specific promotional plans and content creation. The Campaign covers the important source markets for Indian tourism and also takes into account emerging markets with significant potential.
- A world level corporate conference viz. "Vibrant Gujarat", providing impetus to hospitality industry.
- The promoters have an established track record, having created a niche for itself in hospitality industry with good brand image for last 23 years.
- A loyal clientele base of corporate built-up over the years, providing a ready customer base.
- Strategic location of the hotel in the immediate vicinity of Airport with well-developed infrastructure gives it an added advantage over other competitors.
- Your Company continuously renovates its properties to meet the increasing competition in the market and insured its property against natural and man made disasters.
- The Umed Ahmedabad, Ahmedabad's first Five star hotel is been fruitfully proceeding its successful journey with all its pride.
- The hotel property of the company is situated just 1km from the airport and in close proximity to the government and developing industrial areas makes this location an apt choice for all the business travelers. The property is surrounded with greenery and perfectly manicured lawns compliment the city's biggest open-air swimming pool. Enjoy the tranquility of our guest rooms and suites, explore local and global cuisines at the 24-hour coffee shop and fine dining restaurant. The hotel is known for patronizing the who's who of the worlds in recent days.
- The GST (Goods and Services Tax) Council announced a cut in the tax rate on hotel room tariffs, a move aimed at giving a boost to the hospitality sector. The GST rate on hotel rooms with tariffs of up to ₹ 7,500 per night has been cut to 12% from the existing 18%.
- GST on restaurants eateries has been brought down to 5% irrespective of whether they are air-conditioned or not. If a restaurant is located within the premises of hotels, inns, guest houses, club or any commercial place meant for residential or lodging purposes with a daily tariff of ₹ 7500 per day per unit or above, the tax will be 18%.
- Improvement of Road connectivity and Way Side amenities to the important Tourist Destinations with the help of Ministry of Road. Transport & Highways (MoRTH). Ministry of Tourism (MoT) has been pursuing the matter regarding improvement of road connectivity to important tourist destinations with the Ministry of Road Transport & Highways (MoRTH) and had submitted a list of 50 Tourism Destinations to MoRTH for taking up in the first phase. MoRTH has been requested to consider setting up of Wayside Amenities, prominent sign-ages and beautification of the area, at a distance of 15-20 km where good road connectivity already exists. Out of these 50 destinations, only 23 fall under the purview of MoRTH / NHAI, where working in progress. The rest comes under the purview of PWD, BRO and the respective State Govt. The Ministry has accordingly addressed letters to the State Governments, PWD and BRO

for improvement of road connectivity and provision of wayside facilities. Ministry of Tourism is further in the process of finalizing a further list of 50 Tourist Destinations to be sent to MoRTH to take up in the second phase. For this, Ministry is coordinating with States/UTs for their inputs.

**Weaknesses**

- Hospitality Industry suffers from event risks such as pandemic Covid-19, Lockdown, terrorist attack, government stability, dollar and foreign currency condition, rupee devaluation etc. the company is operating in area, which is prone to these risks.
- Hotel business in general is sensitive to fluctuation in the economy. Since, demand for hotels is affected by economic growth; a global recession might lead to downturn in the hotel industry.
- Since tourism is global phenomenon, any adverse developments on the geo-political front are likely to impact global tourist flow and India is not an exception to same. The future of the hospitality industry is very sensitive to the global security environment.

**Opportunities**

- Ahmedabad is emerging as a global city with a confluence of various culture, positive political circumstances and values and also being a leading industrial city of India, the Company will be able to exploit the business travel potential offered by the city.
- UNESCO has declared Ahmedabad as World Heritage City resulting into increase in foreign visitors.
- At a time of the World Economy melt down, Global Investors envisage for safer Investments and fetch assured returns. Investors look towards India and Gujarat has been a preferred Investment Destination by way of Vibrant Gujarat Summit.
- The Government of Gujarat has declared and initiated many automobile projects resulting into increase in foreign corporate visitors.
- With the increase in the demand of Gujarati Film and Entertainment Industry, the related visitors also increased, who prefer our location only.
- The Government of Gujarat has declared and initiated many automobile projects resulting into increase in foreign corporate visitors
- The Hotel is well established and the promoters with their experience have passed through such phases without many adversities.
- Encapsulated in an oasis of warm and soothing surroundings, "The Ummed Ahmedabad" is a low-rise property spread over four acres of manicured gardens. Feel welcomed in one of the 91 rooms and suites, tastefully appointed using subtle tones, styled with custom made teak furniture and convenient amenities. Elegantly appointed rooms and suites overlook the landscaped gardens and tall trees around the hotel or provide breathtaking views of the turquoise waters of the poolside. Classic Indian and regional art adorn the rooms along with thoughtful amenities to ensure guests feel at home (<http://www.rmhil.com>.)

**Threats**

- Guest houses replace the hotels. This is a growing trend in the west and is now catching up in India also, thus diverting the hotel traffic.
- Changing trends in the west demand similar changes in India, which here are difficult to implement due to high project costs.
- Fluctuation in foreign tourist arrival. The total dependency on foreign tourists can be risky, as there are wide fluctuations in international tourism.

**4. FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The financial performance of the Company for the year 2021-22 is described in the Directors' Report under the head of 'Operation'.

**5. SEGMENT WISE PERFORMANCE**

The Company has only one segment i.e. Hotel Industry.

**6. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Internal Control Systems and their Adequacy of the company for the year 2021-22 are described in the Directors Report under the head of 'Internal Control Systems and Their Adequacy'.

**7. HUMAN RESOURCE DEVELOPMENT/INDUSTRIAL RELATIONS**

During the year, the Company maintained harmonious and cordial industrial relations. No operating days were lost due to strike, lock out etc. Human Resources Development, in all its aspects like training, safety and social values is under constant focus of the management. The Management and the Employees are dedicated to achieve the corporate objective and the targets set before the Company.

During the financial year 2021-22, the company has not received any complaints on sexual harassment and hence no complaints remain pending as of 31<sup>st</sup> March, 2022.

**8. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED**

We admire our employees for better performance by taking seminars, experts talk and healthy competition among them. We motivate them to do research and development of Hotel Industries and welcome their suggestion if it achieves the benchmark of our standards. Company understands the value of human capital and tries to preserve and develop it.

**9. DETAILS OF SIGNIFICANT CHANGES (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS, ALONG WITH DETAILED EXPLANATIONS THEREOF, INCLUDING:**

Financial Ratios Particulars	Year Ended 31.03.22	Year Ended 31.03.21
(i) Debtors Turnover	3.86	1.62
(ii) Inventory Turnover	6.78	3.70
(iii) Interest Coverage Ratio*	2.64	1.33
(iv) Current Ratio	2.58	1.82
(v) Debt Equity Ratio	0.15	0.12
(vi) Operating Profit Margin (%)	11.18	-1.30
(vii) Net Profit Margin (%)*	6.97	5.44

or sector-specific equivalent ratios, as applicable.

*\* Improved business and lower finance costs resulted in improved Interest Coverage Ratio and consequently Net Profit Margin*

**10. Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof**

Return on Net Worth for the Current Financial Year ended on 31.03.22 is 2.10% as compared to 0.94% in Previous Financial Year ended on 31.03.21. ROI has significantly improved as the Company has maintained healthy capital structure as is evident from debt equity ratio and improved Net Profit Margin.

**11. CAUTIONARY STATEMENT**

Statements in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, predictions and expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. As "forward-looking statements" are based on certain assumptions and expectations of future events over which the Company exercises no control. The Company assumes no responsibility to publicly amend, modify or revise the forward looking statement on the basis of subsequent developments, domestic and international economic conditions affecting demand, supply and price conditions in the hospitality industry, changes in the Government regulations, tax regimes and other status.

By Order of the Board of Directors

Place: Ahmedabad  
Date: 18.08.2022

**U. Champawat**  
Chairman and Managing Director  
(DIN: 00294184)

**ANNEXURE-C****REPORT ON CORPORATE GOVERNANCE****1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

Corporate Governance is an integral part of value, ethics and best business practices followed by the Company. The core values of the Company are commitment to excellence and customer satisfaction, maximizing long-term value for stakeholders, socially valued enterprise and caring for people and environment.

The Royale Manor Hotels and Industries Limited is committed to good Corporate Governance in order to all stakeholders – Customers, suppliers, lenders, employees, the shareholders. The detailed report on implementation by the company of the Corporate Governance Code as incorporated in Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, is set out below.

**2. BOARD OF DIRECTORS:****2.1 Composition of the Board**

The Board of Directors as at 31<sup>st</sup> March, 2022 comprises of five directors including of One Executive and four Non-Executive Directors. Mr. U. Champawat is the Chairman & Managing Director of the Company and he conducts the day to day management of the Company, subject to the supervision and control of the Board of Directors. The independent directors on the Board are senior, competent and highly respected persons from their receptive fields. The following is the Composition of the Board as at 31<sup>st</sup> March, 2022:

Sr. No.	Name of Director	Category	No. of Directorship(s) held in Indian public & private Limited Companies	Committee(s) position (Including this company)	
				Member	Chairman
1	Mr. U. Champawat	Chairman Managing Director - Executive (Promoter)	Nil	3	Nil
2	Dr. Ram Prakash Kothari	Non-Executive Director (Independent)	Nil	Nil	3
3	Mr. Vishwajeetsingh Champawat	Executive Director (Non-Independent)	Nil	Nil	Nil
4	Ms. Qury Maheshbhai Nagadiya	Non-Executive Director (Independent)	Nil	3	Nil
5	Mr. Jayesh Dave	Non-Executive Director (Independent)	Nil	3	Nil

**2.2 Board has identified the following skills/expertise/competencies with reference to its Business for the effective functioning of the Company and which are currently available with the Board:**

Name of the Director	Skills/Expertise/Competencies
Mr. U. Champawat	Involved in the Tourism Business since more than two decade & he has gained expertise in the Tourism operations. Under his leadership, the Company has progressed commendably.
Dr. Ram Prakash Kothari	Practicing as physician and is well versed with corporate functioning also. He also involved in social activities.

<b>Name of the Director</b>	<b>Skills/Expertise/Competencies</b>
Mr. Vishwajeetsingh Champawat	Self-accomplished leader in his own right. He has considerable experience in corporate affairs. He brings with him rich and specialized experience in the field of Finance, Accounts, Corporate Planning, Fund Flow Management and Commercial law, taxation.
Mrs. Qury Maheshbhai Nagadiya	Expertise in healthcare, health safety, nutrition & fitness need of infant and children.
Mr. Jayesh Dave	He brings with him specialized experience in the field of finance and management.
Ms. Ranju Bhati (appointed w.e.f 22.07.2022)	She brings with her rich experience in the field of management.

### 2.3 Board Agenda:

The annual calendar of Board and Committee Meetings is agreed upon at the beginning of each year. Meetings are governed by a structured Agenda and a Board Member may bring up any matter for consideration of the meeting in consultation with the Chairman. Agenda papers are generally circulated to the Board Members in advance. In addition, for any business exigencies the resolutions are passed by circulation and later places at the subsequent Board or Committee Meeting for ratification/approval. Detailed presentations are made at the meetings on all major issues to enable the Board to take informed decisions.

#### Invitees & Proceedings:

Apart from the Board Members, the Company Secretary, The Internal & Statutory Auditors and consultant are invited to attend all the Board Meetings. Other senior management executives are called as and when necessary, to provide additional inputs for the matters being discussed by the Board. The CFO makes presentation on the quarterly and annual operating & financial performance and on annual operating & capex budget. The Managing Director and other senior executives make presentations on capex proposals & progress, operational health & safety and other business issues.

#### Support and Role of Company Secretary:

The Company Secretary is responsible for convening the Board and Committee meetings, preparation and distribution of agenda and other documents and recording of the minutes of the meetings. She acts as interface between the Board and the Management and provides required assistance to the Board and the Management.

### 2.4 Meetings and Attendance:

During the year, the Board of Directors met 8 (Eight) times. The dates of the meetings are as follows:

01/06/2021	21/06/2021	29/06/2021	30/07/2021
14/08/2021	28/08/2021	30/10/2021	14/02/2022

The gap between two Board Meetings was within the maximum time gap prescribed in Regulation 17 of SEBI (LODR) Regulations, 2015. The Attendance of Directors at these Board Meetings and at the last Annual General Meeting was as under:

<b>Sr. No.</b>		<b>No. of Board Meetings held during the period when the Director was on the Board</b>	<b>No. of Meetings Attended</b>	<b>Attendance at the last AGM held on 30/09/2021</b>
1	Mr. Ummedsingh Champawat	8	3	Yes
2	Mr. Vishwajeetsingh Champawat	8	6	Yes

Sr. No.		No. of Board Meetings held during the period when the Director was on the Board	No. of Meetings Attended	Attendance at the last AGM held on 30/09/2021
3	Mr. Ramprakash Kothari	8	8	Yes
4	Mr. Jayesh Dave*	-	-	No
5	Mrs. Qury Nagadiya**	8	8	Yes

\*Appointed as Additional (Independent) Director on 14.02.2022

\*\* Resigned as on 22.07.2022

## 2.5 Independent Directors:

Independent Directors play an important role in the governance processes of the Board. They bring to bear their expertise and experience on the deliberations of the Board. This enriches the decision making process at the Board with different points of view and experiences and prevents conflict of interest in the decision making process.

None of the Independent Directors serves as "Independent Directors" in more than seven listed companies.

The Board of Directors have confirmed that the Independent Directors fulfills the conditions specified under SEBI (LODR) Regulations, 2015 and are independent of the management.

During the year under review, the Independent Directors met on 23<sup>rd</sup> March, 2022, inter alia:

- To review the performance of the Non-Independent Directors (Executive Directors);
- To review the performance of the Board of the Company as a whole;
- To review the performance of Chairman of the Company taking into account the views of Executive Directors on the same;
- To assess the quality, quantity and timeliness of flow of information between the Company management and the Board.

They expressed satisfaction at the robustness of the evaluation process, the Board's freedom to express views on the business transacted at the Meetings and the openness with which the Management discussed various subject matters on the agenda of meetings.

## 2.6 Disclosure of relationships between the Directors inter-se:

There is no relationship between the Directors inter-se Except Mr. Vishwajeetsingh Champawat (Executive Director), is son of Mr. U. Champawat (Chairman & Managing Director).

## 2.7 Number of shares and convertible instruments held by Non-Executive Directors:

- None of the Non-Executive Directors of the Company held shares of the Company.
- During the year under review, the Company has not issued any Convertible Instruments to Non-Executive Directors.

## 2.8 Familiarisation Programme for Independent Director:

On appointment of an individual as Independent Director, the Company issues a formal Letter of Appointment to the concerned director, setting out in detail, the terms of appointment, duties and responsibilities. Each newly appointed Independent Director is taken through a formal familiarization program. The Programme also provides awareness of the Independent Directors on their roles, rights, responsibilities towards the Company. Further, the Familiarization Programme also provides information relating to the financial performance of the Company and budget and control process of the Company.



The details of familiarization program imparted to Independent Directors is also posted on the Company's Website at <https://www.rmhil.com>.

### **2.9 Code of Conduct for Directors and Senior Management Personnel:**

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has laid down a Code of Conduct for all Board Members and Senior Management Personnel of the Company. The said Code of Conduct has been posted on the website of the Company. The Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code. The Chairman & Managing Director of the Company has given a declaration to the Company that all the Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code.

### **2.10 Prohibition of Insider Trading Code:**

During the year, the Company has amended the Code of Conduct for Prohibition of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and also formulated Policy on procedures to be followed while conducting an inquiry in the event of leak or suspected leak of Unpublished Price Sensitive Information in line with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

The amended codes viz. "Code of Conduct for Prohibition of Insider Trading" and the "Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information" allows the formulation of a trading plan subject to certain conditions and requires pre-clearance for dealing in the Company's shares. It also prohibits the purchase or sale of Company's shares by the Designated Persons, while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

### **2.11 Committees of the Board:**

The Board of Directors has constituted 3(three) Committees of the Board viz.

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee

## **3. AUDIT COMMITTEE:**

The Audit Committee of the Company comprises of 4 members out of which 3 members are Non-Executive Independent Directors. The Committee members are professionals having requisite experience in the fields of Finance and Accounts, Banking and Management. Mr. Ramprakash Kothari, Non-Executive Independent Director is the Chairman of the Committee.

### **3.1 Terms of reference of the committee inter alia, include the following:**

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:
  - a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - b) Changes, if any, in accounting policies and practices and reasons for the same;

- c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - d) Significant adjustments made in the financial statements arising out of audit findings;
  - e) Compliance with listing and other legal requirements relating to financial statements;
  - f) Disclosure of any related party transactions;
  - g) Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
  6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
  7. Review and monitor the auditor's independence and performance and effectiveness of audit process;
  8. Approval or any subsequent modification of transactions of the company with related parties;
  9. Scrutiny of inter-corporate loans and investments;
  10. Valuation of undertakings or assets of the company, wherever it is necessary;
  11. Evaluation of internal financial controls and risk management systems;
  12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
  13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
  14. Discussion with internal auditors of any significant findings and follow up there on;
  15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
  16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
  17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors;
  18. To review the functioning of the Whistle Blower mechanism;
  19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc. of the candidate;
  20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

**Audit Committee shall mandatorily review the following information:**

1. Management Discussion and Analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;

4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.
6. Statement of deviations:
  - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to the stock exchanges in terms of sub-regulation (1) of Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
  - b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of sub-Regulation (7) of Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015."

### 3.2 The Composition of the Committee as at 31<sup>st</sup> March 2022 and the details of Members participation at the Meetings of the Committee are as under:

During the year, 05(Five) Audit Committee Meetings were held on 1<sup>st</sup> June, 2021, 29<sup>th</sup> June, 2021, 14<sup>th</sup> August, 2021, 30<sup>th</sup> October, 2021 and 14<sup>th</sup> February, 2022. The Attendance of Members at meetings was as under:

Sr. No.	Name of Member	Position	Number of Meetings held during the period when the Member was on the Board	Number of Meetings attended
1	Ramprakash Ramvallabh Kothari	Chairman	5	5
2	Ummedsingh Champawat	Member	5	1
3	Qury Maheshbhai Nagadiya	Member	5	5
4	Mr. Jayesh Dave**	Member	--	--

*\*\*Mr. Jayesh Dave (independent director) appointed as member of the committee w.e.f. 14/02/2022.*

The Internal and Statutory Auditors are invitees to Audit Committee meetings and the Company Secretary acts as the Secretary of the Audit Committee.

### 4. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee of the company comprises of 4(four) Directors viz. Mr. Ramprakash Kothari, Mr. Ummedsingh Champawat, Ms. Qury Maheshbhai Nagadiya and Mr. Jayesh Dave, 3 of them are Non-Executive Independent Directors. 02(Two) committee meetings were held during the year on 14<sup>th</sup> August, 2021 and 14<sup>th</sup> February, 2022. Mr. Ramprakash Kothari, Non-Executive Independent Director is a Chairman of the Committee.

Sr. No.	Name of Member	Position	Number of Meetings held during the period when the Member was on the Board	Number of Meetings attended
1	Ramprakash Ramvallabh Kothari	Chairman	2	2
2	Ummedsingh Champawat	Member	2	--
3	Qury Maheshbhai Nagadiya	Member	2	2
4	Mr Jayesh Dave**	Member	--	--

*\*\*Mr. Jayesh Dave (independent director) appointed as member of the committee w.e.f. 14/02/2022.*

#### 4.1 The terms of reference of the Committee inter alia, include the following:

Nomination of Directors / Key Managerial Personnel / Senior Management\*

- To evaluate and recommend the composition of the Board of Directors;
- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down by the Committee;
- To consider and recommend to the Board, appointment and removal of directors, other persons in senior management and key managerial personnel (KMP);
- Determining processes for evaluating the effectiveness of individual directors and the Board as a whole and evaluating the performance of individual Directors;
- To administer and supervise Employee Stock Options Schemes (ESOS) including framing of policies related to ESOS and reviewing grant of ESOS;
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director;
- To review HR Policies and Initiatives.

#### Remuneration of Directors / Key Managerial Personnel / Senior Management\*/ other Employees

1. Evolve the principles, criteria and basis of Remuneration Policy and recommend to the Board a policy relating to the remuneration for all the Directors, KMP, senior management and other employees of the Company and to review the same from time to time;
2. The Committee shall, while formulating the policy, ensure the following:
  - (a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
  - (b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - (c) Remuneration to Directors, KMP and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

*\*Senior Management for the above purpose shall mean officers/personnel of the Company who are members of its core management team excluding Board of Directors and comprising all members of management one level below the Chief Executive Officer/Managing Director/Whole time Director/Manager and shall specifically include Company Secretary and Chief Financial Officer.*

#### 4.2 Evaluation of the Board's Performance:

During the year, the Board adopted a formal mechanism for evaluating its performance as well as that of its Committees and individual Directors. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & Committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgement, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

### 4.3 Remuneration of Directors:

Remuneration of Managing Director is recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and the Shareholders of the Company.

The remuneration of Non-Executive Directors is determined by the Board and is also approved by the Shareholders in General Meeting.

Non-Executive Directors are paid Sitting Fees of ₹ 500/- for every meeting of Board of Directors attended by them.

Details of remuneration to all Directors for the Financial Year 2021-22 are as under:

Sr. No.	Name of Director	Salary (Rs)	Perquisites & Allowances (Rs)	Retirement & Leave Benefits (Rs)	Sitting Fees (Rs)	Commission/ Bonus (Rs)	Stock Option
1	Mr. U. Champawat	3,60,000	4,08,811	0	0	0	0
2	Dr. Ram Prakash Kothari	0	0	0	4500	0	0
3	Mr. Vishwajeetsingh Champawat	24,00,000	10,06,648	0	0	0	0
5	Ms. Qury Maheshbhai Nagadiya	0	0	0	4500	0	0
6	Mr. Jayeshdave*	-	-	-	-	-	-

\* Appointed as on 14.02.2022.

None of the Directors of the company / Key managerial Personnel had any pecuniary relationship with the Company during the year.

**Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable:**

The Company has not issued any stock option during the year under review.

## 5. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Stakeholders' Relationship Committee has 4(four) Members comprising of 3 Non-Executive Independent Director and 1 Executive Directors. Mr. Ramprakash Kothari, Non-Executive Director has been appointed as a Chairman of the Committee.

### 5.1 Terms of reference of the Committee inter alia, include the following:

- To specifically look into the redressal of Investors' Grievances pertaining to:
  - a) Transfer of shares and debentures;
  - b) Non-receipt of declared dividends, interests and redemption proceeds of debentures;
  - c) Dematerialization/ Rematerialisation of shares and debentures;
  - d) Replacement of lost, stolen, mutilated share and debenture certificates;
  - e) Non-receipt of rights, bonus, split share and debenture certificates;
  - f) Non-receipt of balance sheet.

- To look into other related issues towards strengthening investors' relations.
- To consider and approve issuance of share / debenture certificates including duplicate share/ debenture certificates.
- To look into the reasons for any defaults in the payment to the Depositors, Debenture holders, Shareholders (in case of nonpayment of declared dividends) and Creditors.

## 5.2 The Composition of the Committee as at 31<sup>st</sup> March 2022 and the details of Members participation at the Meetings of the Committee are as under:

During the year, 03(Three) Stakeholder Relationship Committee Meetings were held 20<sup>th</sup> July, 2021, 30<sup>th</sup> October, 2021 and 30<sup>th</sup> January, 2022. The Attendance of Members at meetings was as under:

Sr. No.	Name of Member	Position	Number of Meetings held during the period when the Member was on the Board	Number of Meetings attended
1	Dr. Ramprakash Ramvallabh Kothari	Chairman	3	4
2	Mr. Ummedsingh Champawat	Member	3	1
3	Ms. Qury M. Nagadiya	Member	3	4
4	Mr. Jayesh Dave*	Member	-	-

\*Mr. Jayesh Dave appointed as on 14.02.2022

## 5.3 Name and Designation of Compliance Officer:

Mr. Sunil Kumar Trivedi resigned from the post of Company Secretary and Compliance Officer of the company on 14<sup>th</sup> February, 2022 and Ms. Somya Singhal was appointed as a Company Secretary and Compliance Officer of the company with effective from 14<sup>th</sup> February, 2022

## 5.4 Details of Complaints / Queries received and redressed during 1<sup>st</sup> April 2021 to 31<sup>st</sup> March 2022 are as follows:

Number of shareholders' complaints pending at the beginning of the year	Number of shareholders' complaints received during the year	Number of shareholders' complaints redressed during the year	Number of shareholders' complaints pending at the end of the year
Nil	Nil	Nil	Nil

All the complaints/ queries have been redressed to the satisfaction of the complainants and no shareholders' complaint/ query was pending at the end of the year.

## 6. INFORMATION ON GENERAL BODY MEETINGS:

### 6.1 The last 3 Annual General Meetings of the Company were held as under:

Date	Time	Venue
30 <sup>th</sup> September, 2021	3.00 P.M. (IST)	Online – Virtual Meeting through NSDL construed as held at the registered office of the Company
23 <sup>rd</sup> December, 2020	3.00 P.M. (IST)	Online – Virtual Meeting through NSDL construed as held at the registered office of the Company
30 <sup>th</sup> September, 2019	3.00 P.M. (IST)	Ahmedabad Textile Mills' Association (ATMA) Hall, Ashram Road, Ahmedabad - 380 009

**6.2 Special Resolutions passed in the last 3 Annual General Meetings:****2020-2021**

1. To re-appoint Mr. Ramprakash Ramvallabh Kothari (DIN:00294060) as an Independent Director of the Company.

**2019-20**

1. To re-appoint Mr. Vishwajeetsingh Champawat as Whole-time Director of the company.
2. To amend Articles of Association of the company.
3. To issue warrant Convertible into equity shares on Preferential Basis

**2019-18**

1. To appoint Ms. .Qury Nagadiya (DIN: 08455589) as an Independent Director of the Company.

**6.3 Extraordinary General Meeting (EGM):**

During the year under review, No any Extraordinary General Meeting was held.

**6.4 Details of Resolution Passed through Postal Ballot, the person who conducted the Postal Ballot Exercise and details of the voting pattern:**

No resolution has been passed through the exercise of Postal Ballot during the previous year.

**7. MEANS OF COMMUNICATION:**

- i. **Quarterly results:** The Company's quarterly / half yearly / annual financial results are sent to the Stock Exchanges and Local English and Vernacular language newspapers and are simultaneously displayed on its website ([www.rmhil.com](http://www.rmhil.com)).
- ii. **Media Releases:** Official media releases are sent to Stock Exchanges and are displayed on the Company's website ([www.rmhil.com](http://www.rmhil.com)).
- iii. **Website:** The Company's website ([www.rmhil.com](http://www.rmhil.com)) contains a separate dedicated section "Investor Relations" where shareholders' information is available. The Company's Annual Report is also available in a downloadable form.
- iv. **Annual Report:** The Annual Report containing, inter-alia, Audited Financial Statement, Consolidated Financial Statement, if applicable, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Directors' Report in the Annual Report. The Annual Report is displayed on the Company's website ([www.rmhil.com](http://www.rmhil.com)).
- v. **BSE Corporate Compliance & Listing Centre (the "Listing Centre"):** BSE's Listing Centre is a web-based application designed for corporate. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, statement of investor complaints among others, are also filed electronically on the Listing Centre.
- vi. **SEBI Complaints Redress System (SCORES):** The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

The Management Discussions and Analysis Report forms part of the Directors Report and is given separately.



**8. GENERAL SHAREHOLDER INFORMATION:****8.1 Annual General Meeting:**

Date	30 <sup>th</sup> September, 2022
Time	3.00 P.M. (IST)
Venue	Online – Virtual Meeting through NSDL construed to be held at the registered office of the Company

**8.2 Financial Calendar (Tentative):**

The Financial Year of the Company is for a period of 12 months from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March 2023.

First quarter results	:	Second week of August, 2022
Second quarter results	:	Last week of October, 2022
Third quarter results	:	Second week of February, 2023
Fourth quarter results / Year end results	:	Last week of May, 2023

**8.3 Book Closure:** 24<sup>th</sup> September, 2022 to 30<sup>th</sup> September, 2022 (both days inclusive)**8.4 Dividend Payment Date:** Not Applicable as the Board did not recommend any dividend for the financial year**8.5 Listing on Stock Exchanges:**

The names and addresses of the Stock Exchanges at which the equity shares of the Company are listed and the respective stock codes are as under:

Sr. No.	Name of Stock Exchanges	Stock Code
1.	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	BSE – 526640

**8.6 Market Price Data:**

High and low during each month in the (2021-22) financial year on the Stock Exchanges:

Month	High (₹ )	Low (₹ )
April – 2021	16.70	12.50
May – 2021	17.40	14.35
June – 2021	25.80	16.35
July – 2021	32.00	23.55
August – 2021	28.20	22.20
September -2021	30.90	25.20
October -2021	30.75	26.65
November – 2021	30.25	25.50
December – 2021	30.10	24.50
January – 2022	27.90	23.75
February – 2022	26.65	22.25
March – 2022	25.70	21.15

**8.7 Registrar And Transfer Agent:**

M/S. MCS SHARE TRANSFER AGENT LIMITED.

- 1. 383, Lake Garden, 1<sup>st</sup> Floor,**  
Kolkata (West Bengal) – 700 045.  
Contact No. 033-4072 4051.
- 2. 201, Shatdal Complex, Opp. Bata Show Room,**  
Ashram Road, Ahmedabad – 380 009  
Contact No. 079-2658 0461  
E-Mail: [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com), [mcsashmd@gmail.com](mailto:mcsashmd@gmail.com)

**8.8 Share Transfer System:**

Shares held in dematerialised form are electronically traded through the Depositories.

Requests for dematerialisation of physical shares are processed and completed within a period of 21 days from the date of receipt, provided they are in order in every respect. Bad deliveries are immediately returned to Depository Participants under advice to the Members.

As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30<sup>th</sup> November, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1<sup>st</sup> April, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company.

**8.9 Shareholding Pattern as on 31<sup>st</sup> March 2022:**

Category of Shareholders	No. of Shareholders	No. of Shares	% of Total Shares
Promoter & Promoter Group	15	8658790	48.42
Public	12486	7741182	43.29
Financial Institution	4	19500	0.10
Other Bodies Corporate	93	505729	2.83
NRI	53	727142	4.07
HUF	142	229857	1.29
Shares underlying DRs	Nil	Nil	Nil
Shares held by Employee Trusts	Nil	Nil	Nil
<b>Total Shareholding</b>	<b>12793</b>	<b>17882200</b>	<b>100</b>

**8.10 SHAREHOLDING PATTERN AS ON 31<sup>ST</sup> MARCH 2022:**

Category	Number of Shareholders	Percentage (%)	Number of Shares	Percentage Holders (%)
1- 500	11681	9.3537	1672641	91.2870
501-1000	541	2.5855	462352	4.2276
1001- 2000	231	2.0637	369043	1.8051
2001- 3000	97	1.3849	247658	0.7580
3001- 4000	57	1.1101	198503	0.4454
4001- 5000	48	1.2951	231587	0.3829
5001- 10000	68	2.7982	500385	0.5314
10001-50000	46	5.8496	1046043	0.3751
50001-100000	9	3.3495	598961	0.0703
Above 100000	15	70.2096	12555027	0.1172
<b>TOTAL</b>	<b>12793</b>	<b>100</b>	<b>17882200</b>	<b>100</b>

**8.11 Dematerialisation of shares and liquidity as on 31<sup>st</sup> March, 2022:**

Particulars of Equity holding	Equity Shares of ₹ 10/- each.	
	Number of shares	Percent of total shares
NSDL	11141542	62.305
CDSL	4942607	27.639
Physical form	1798051	10.054

**8.12 Outstanding GDRs / ADRs / Warrants or any convertible instruments and conversion date and likely impact on equity:**

There are no other outstanding GDRs / ADRs / Warrants or any convertible instruments as at 31<sup>st</sup> March, 2022 except as mentioned above.

**8.13 Commodity price risk or foreign exchange risk and hedging activities:Not Applicable****8.14 Hotel Locations: The Ummed Ahmedabad,**

International Airport Circle,Ahmedabad-382475, Gujarat(India)

**8.15 Unclaimed Dividend:**

Company did not declared any dividend from the date of incorporation to till date, hence this is not applicable

**8.16 Nomination Facility:**

Shareholders holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, aspermitted under Section 72 of the Companies Act, 2013 are requested to submit the prescribed Form SH-13 for this purpose.Shareholders may write to the Secretarial Department of the Company for a copy of the Form.

**8.17 Credit Ratings:**

No credit ratings obtained by the Company during the relevant financial year for any debt instruments, fixed deposit programme, any scheme or proposal, involving mobilization of funds, whether in India or abroad.

**8.18 Address for correspondence:**

Shareholders may correspond with the Company at the Registered Office of the Company or at the office of Registrar and Transfer Agent of the Company:

<b>M/s. Royale Manor Hotels and Industries Limited</b> International Airport Circle, Ahmedabad – 382 475 Tele. No. : 079 - 22868642-43 Fax : 079 – 22868641 CIN : L55100GJ1991PLC015839 Email : <a href="mailto:royalemanorhotels@gmail.com">royalemanorhotels@gmail.com</a> Website : <a href="http://www.rmhil.com">www.rmhil.com</a>	<b>MCS SHARE TRANSFER AGENT LIMITED.</b> 1. 383, Lake Garden, 1 <sup>st</sup> Floor, Kolkata (West Bengal) – 700 045. Contact No. 033-4072 4051. 2. 201, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad – 380 009 Contact No. 079-2658 0461 Email: <a href="mailto:mcssta@rediffmail.com">mcssta@rediffmail.com</a> , <a href="mailto:mcsashmd@gmail.com">mcsashmd@gmail.com</a>
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**9. OTHER DISCLOSURES:**

- 9.1 There are no materially significant transactions with the related parties viz. promoters, directors or the management or their relatives or subsidiaries etc. that had potential conflict with the company's interest. Suitable disclosure as required by the Indian Accounting Standard has been made in the Annual Report. The Related Party Transactions Policy as approved by the Board is uploaded on the Company's Website at <https://www.rmhil.com/policy.htm>.
- 9.2 Transactions with related parties are disclosed in detail in Note No. 3.8 in "Notes forming part of the Accounts" annexed to the financial statements for the year. There were no related party transactions having potential conflict with the interest of the Company at large.
- 9.3 There are no pecuniary relationships or transactions of Non-executive Directors vis-à-vis the Company which has potential conflict with the interests of the company at large.
- 9.4 No Strictures or penalties have been imposed on the company by the Stock Exchanges or by the Security Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last three years.
- 9.5 The Company has formed the policy for determining material subsidiary as required by Regulation 16 of the SEBI (LODR) Regulations, 2015 and the same is disclosed on the Company's website. The web link is <https://www.rmhil.com/policy.htm>.

**9.6 Vigil Mechanism:**

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the Listing Regulations, includes an Ethics & Compliance Task Force comprising senior executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail or a letter to the Task Force or to the Chairman of the Audit Committee. The Vigil Mechanism and Whistle Blower Policy may be accessed on the Company's website at the link: <http://www.rmhil.com/pdf/policy/whistle-blower-policy.pdf>

No personnel have been denied access to the Chairman of the Audit Committee, for making complaint on any integrity issue.

- 9.7 The minimum information to be placed before the Board of Directors as specified in Part A of Schedule II of Listing Regulations is complied with to the extent possible.

**9.8 Certification from Company Secretary in Practice:**

CS Rupal Patel, Practicing Company Secretaries, has issued a certificate as required under the SEBI (LODR) Regulations, 2015, confirming that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority.

- 9.9 Complaints pertaining to Sexual Harassment:

During the year, the Company has received 0 (zero) complaint pertaining to sexual harassment.

- 9.10 Details of total fees paid to Statutory Auditors:

Details relating to fees paid to the Statutory Auditors are given in Note No. 3.11 in "Notes forming part of the Accounts" annexed to the financial statements for the year.

9.11 Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

During the year, the Company has fully complied with the mandatory requirements as stipulated under SEBI (LODR) Regulations, 2015.

The status of compliance with discretionary recommendations and adoption of the non-mandatory requirements as specified in Regulation 27(1) of the SEBI (LODR) Regulations, 2015, is provided below:

- a. **The Board:** The Chairman of the Company is Executive Director.
- b. **Shareholder Rights:** Half-yearly and other Quarterly financial statements are published on newspapers, uploaded on company's website [www.rmhil.com](http://www.rmhil.com) and same are not being sent to the shareholders.
- c. **Modified Opinion(s) in Audit Report:** The Company already has a regime of un-qualified financial statement. Auditors have raised no qualification on the financial statements.
- d. Chairperson and Chief Executive Officer: Mr. Ummed Singh Champawat is the Chairman and Managing Director of the Company.
- e. Reporting of Internal Auditor: The Internal Auditor reports to the Audit Committee.

The above Report was placed before the Board at its meeting held on 18<sup>th</sup> August, 2022 and the same was approved.

**ANNEXURE-D**
**TO THE DIRECTORS' REPORT FOR THE YEAR 2021-2022**

Information on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014.

<b>a)</b>	<b>Conservation of energy</b>		
(i)	the steps taken or impact on conservation of energy	Company has created energy saving culture among the employees, Shut down of Guest Floor AC in low occupancy, Constant monitoring of HSD Consumption and to control usage. Physical Monitoring of Back Area and non-operational areas to prevent usage of electricity. Shutdown service elevator in low occupancy, Replaced 50W spot light to 3W LED.	
(ii)	the steps taken by the company for utilizing alternate sources of energy	Company is having STP Plant hence using treated water for Garden and back of the area usage, bio gas system.	
(iii)	the capital investment on energy conservation equipment's	NIL	
<b>(b)</b>	<b>Technology absorption</b>		
(i)	the efforts made towards technology absorption	NIL	
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	NIL	
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	NIL	
(a)	the details of technology imported	NIL	
(b)	the year of import;	NIL	
(c)	whether the technology been fully absorbed	NIL	
(d)	if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	NIL	
(iv)	the expenditure incurred on Research and Development	NIL	
<b>(c)</b>	<b>Foreign exchange earnings and Outgo</b>	During the year, the total foreign exchange used was ₹ 2,18,206/- and the total foreign exchange earned was ₹ 81,99,225/-.	

**ANNEXURE - E****PARTICULARS OF EMPLOYEE****I. INFORMATION AS PER RULE 5(1) OF CHAPTER XIII, COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

Remuneration paid to whole-time directors

Name of the Director and KMP	Designation	Ratio of remuneration of each Director / KMP to the Median Remuneration of Employees	Percentage Increase/decrease in Remuneration in the Financial year 2021-22
Mr. Ummedsingh Champawat	Managing Director	9.73:1	-3.54%
Mr. Vishwajeetsingh Champawat	Whole time Director	43.10:1	34.19%
Mr. Yogeshkumar Mehta	CFO	2.91:1	0.12%
Ms. Qury Maheshbhai Nagadiya	Director	#	#
Mr. Jayesh Vasudev bhai dave	Director	#	#
Ms. Somya Singhal	Company secretary & Compliance Officer	0.59:1	-

# Ratio of remuneration /Percentage increase in remuneration is not applicable as they were not paid remuneration during the financial year.

**Note:**

- I. The details of remuneration of the Independent Directors of the Company have been provided in the Corporate Governance Report. The ratio of remuneration and percentage increase for the Independent Directors' Remuneration is, therefore, not considered for the purpose above.
- II. Percentage increase in remuneration indicates annual total compensation increase, as recommended by the Nomination and Remuneration Committee and duly approved by the Board of Directors of the Company.
- III. The percentage decrease in the median remuneration of employees in the financial year 2021-22 was 23.80%.
- IV. There were 108 permanent employees on the rolls of the Company as on 31<sup>st</sup> March, 2022.
- IV. Average percentage increase in the salaries of employees other than the KMP in the previous financial year was 22.64%, whereas the average percentage decrease in remuneration of the KMP was 1.42%.
- V. It is hereby affirmed that the remuneration paid to all the Directors, KMP, Senior Managerial Personnel and all other employees of the Company during the financial year ended 31<sup>st</sup> March, 2022, were as per the Nomination and Remuneration Policy of the Company.



## DECLARATION

Compliance with the Code of Business Conduct and Ethics

As provided under Regulation 26(3) of the SEBI(Listing Obligations and Disclosure Requirement) Regulation, 2015, all Board Members and Senior Management Personnel have affirmed compliance with Royale Manor Hotels and Industries Limited Code of Business Conduct and Ethics for the year ended 31<sup>st</sup> March, 2022.

For, **Royale Manor Hotels and Industries Limited**

Place: Ahmedabad  
Date: 18.08.2022

**U. Champawat**  
Chairman and Managing Director  
(Din No.: 00294184)

## AUDITOR'S CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,  
The Members of  
**Royale Manor Hotels and Industries Limited**

We have examined the compliance of condition of Corporate Governance by **Royale Manor Hotels and Industries Limited**, for the year ended 31<sup>st</sup> March, 2022 as stipulated in Regulations 17,18,19,20,21,22,23,24,25,26,27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 (collectively referred to as "SEBI Listing Regulation, 2015).

The compliance of conditions of corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance note on certification of corporate Governance, issued by the institute of Chartered Accountant of Indian and was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that such compliance is neither as assurance as to the future viability of the company nor the efficient with which the management has conducted the affairs of the company.

For **M/s. Pranav R Shah & Associates**  
(Chartered Accountants)  
(F.R. No.: 132072W)

**CA Pranav R. Shah**  
Partner

Place: Ahmedabad  
Date: 18.08.2022

Membership No. 127526  
UDIN: 22127526AQUEBL8932

## CEO/CFO CERTIFICATE

We the undersigned, in our respective capacities as Chief Financial Officer of Royale Manor Hotels and Industries Limited ("the Company") to the best of our knowledge and belief certify that:

- a. We have reviewed the financial statements and the cashflow statement for the year 2021-22 and that to the best of our knowledge and belief:
  - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2021-22 which are fraudulent, illegal or violative of the Company's code of conduct;
- c. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee -
  - Significant changes in internal control over the financial reporting during the year 2021-22;
  - Significant changes in accounting policies during the year 2021-22 and that the same have been disclosed in the notes to the financial statements; and
  - Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over the financial reporting.

For, **Royale Manor Hotels and Industries Limited**

Place: Ahmedabad  
Date: 18.08.2022

Sd/-  
**Devraj Singh Chauhan**  
Chief Financial Officer

## **INDEPENDENT AUDITORS' REPORT**

To  
The Members of,  
**Royale Manor Hotels And Industries Limited**

### **REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS**

#### **Opinion**

We have audited the accompanying Standalone Financial Statements of **Royale Manor Hotels and Industries Limited**, (the "Company") which comprise the Balance Sheet as at 31<sup>st</sup> March, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement, the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act"), in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at 31<sup>st</sup> March, 2022 and its profit (financial performance including other comprehensive income), its cash flows and changes in equity for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

#### **Key Audit Matter**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### **Information Other than the Standalone Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the

standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibility for the Standalone Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (the "Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act and relevant rules there under.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

- (1) As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "**Annexure A**" statement on the matters specified in paragraph 3 and 4 of the Order.
- (2) As required by Section 143 (3) of the Act, based on our audit we report that:
  - (A) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (B) In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books.
  - (C) The Balance Sheet, Statement of Profit and Loss including other comprehensive income, Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained.
  - (D) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- (E) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- (F) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- (G) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (H) With respect to other matter to be included in the Auditor’s Report in accordance with the Rule 11 of the Companies (Audit and Auditor’s) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
- (1) The Company does not have any pending litigation which would impact its financial position.
  - (2) The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - (3) There were no amounts which were required to be transferred to the Investors Education and Protection Fund by the Company.
  - (4) The management has represented that, to the best of it’s knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (5) The management has represented, that, to the best of it’s knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
  - (6) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under clause (4) and (5) contain any material mis-statement.

For, **PRANAV R SHAH AND ASSOCIATES**  
CHARTERED ACCOUNTANTS  
(F. R. No.: 132072W)

**(CA PRANAV R. SHAH)**  
PARTNER

(M. No. : 127526)

(UDIN- 22127526AJWXZU5562)

PLACE: AHMEDABAD

DATE: 30/05/2022

**“ANNEXURE A” TO INDEPENDENT AUDITOR’S REPORT**

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Royale Manor Hotels and Industries Limited of even date) :

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we state that:

1. (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.  
(B) The Company is not having any intangible asset. Therefore, the provisions of Clause (i)(a)(B) of paragraph 3 of the order are not applicable to the company.  
(b) As informed to us, Property, Plant and Equipment have been physically verified by the management during the year and no material discrepancies were noticed on such verification.  
(c) As per the information provided by the Company, Title Deeds of the immovable properties are held in the name of Company.  
(d) The company has not revalued its Property, Plant and Equipment during the year. Therefore, the provisions of Clause (i)(d) of paragraph 3 of the order are not applicable to the company.  
(e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Therefore, the provisions of Clause (i)(e) of paragraph 3 of the order are not applicable to the company.
2. (a) According to information and explanations provided to us, inventories have been physically verified by the management at reasonable intervals and no material discrepancies found during the physical verification.  
(b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
3. The Company has Not made any investment in, Provided any Guarantee or Security or granted any Loans or advances in the nature of Loans, Secured or unsecured, to companies, Firms, Limited Liability Partnerships or any other parties and hence reporting under clause 3(iii)(a),(b),(c),(d),(e) and (f) of the Order is not applicable.
4. In our opinion and according to the information and explanations given to us, The Company has complied with the provisions of Section 185 and 186 of the Act to the extent applicable.
5. According to information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under to the extent notified.
6. As per information and explanations given to us by the management, the Central Government has not prescribed the maintenance of cost records under section 148 (1) of the Companies Act, 2013 for the Company.
7. (a) The Company is generally regular in depositing undisputed statutory dues in respect of Provident Fund, Employees State Insurance, Goods & Service Tax and Tax Deducted at Source, Investor Education and Protection Fund, Sales Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess, and other statutory dues as applicable with the appropriate authorities during the year. There was no undisputed amount outstanding & payable in respect of statutory dues as at 31<sup>st</sup> March 2022, for a period of more than six months from the date, they became payable.



- (b) According to the information and explanations given to us by the management, there are no dues of Income Tax or Goods & Service Tax or Duty of Custom or duty of excise or Value Added Tax or Cess which have not been deposited on account of any dispute.
8. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
9. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) According to the information and explanations given to us by the management, the term loans were applied for the purpose for which the loans were obtained.
- (d) On an overall examination of the financial statements of the Company, funds raised on short term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies, during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
10. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us by the management during the year, the Company has made preferential allotment and the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised.
11. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) No complain from whistle blower were received by the Company during the year (and upto the date of this report), and hence reporting under this clause is not applicable.
12. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
13. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
14. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
15. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

16. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.  
(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
17. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
18. There has been no resignation of the statutory auditors of the Company during the year.
19. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
20. There is no liability of the company under the provisions of section 135 of the Companies Act, relating to Corporate Social Responsibility.
21. There is no Subsidiary or Associate Company accordingly reporting under clause 21 of the Order is not applicable.

For, **PRANAV R SHAH AND ASSOCIATES**  
CHARTERED ACCOUNTANTS  
(F. R. No.: 132072W)

**(CA PRANAV R. SHAH)**  
PARTNER

PLACE: AHMEDABAD  
DATE: 30/05/2022

(M. No. : 127526)  
(UDIN- 22127526AJWXZU5562)

## **“ANNEXURE B” TO AUDITOR’S REPORT**

(Referred to in paragraph 2(F) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Royale Manor Hotels and Industries Limited of even date) Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the “Act”)

### **Opinion**

We have audited the internal financial controls over financial reporting of “Royale Manor Hotels and Industries Limited (the “Company”) as of 31<sup>st</sup> March, 2022 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial with reference to standalone financial statements.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For, **PRANAV R SHAH AND ASSOCIATES**  
CHARTERED ACCOUNTANTS  
(F. R. No.: 132072W)

**(CA PRANAV R. SHAH)**  
PARTNER

(M. No. : 127526)  
(UDIN- 22127526AJWXZU5562)

PLACE: AHMEDABAD  
DATE: 30/05/2022

**BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2022**

(₹ in Lakhs)

Particulars	Note No.	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
<b>I ASSETS</b>			
<b>1 NON-CURRENT ASSETS</b>			
Property, Plant & Equipments	1	1,859.81	1,917.77
Financial Assets			
Non-current Investments	2	285.00	285.00
Loans	3	1,305.00	1,305.00
Others	4	106.82	45.90
Deferred Tax Assets (Net)	5	141.88	134.95
Other Non Current Assets	6	680.00	680.00
<b>TOTAL(1)</b>		<b>4,378.51</b>	<b>4,368.62</b>
<b>2 CURRENT ASSETS</b>			
Inventories	7	203.32	198.83
Financial Assets			
Trade Receivables	8	274.65	264.23
Cash and Cash Equivalents	9	6.70	8.41
Bank Balances	10	20.95	14.61
Loans	11	1,097.20	917.82
Current Tax Assets	12	28.49	18.76
Other Current Assets	13	13.45	13.74
<b>TOTAL(2)</b>		<b>1,644.76</b>	<b>1,436.40</b>
<b>TOTAL(1+2)</b>		<b>6,023.27</b>	<b>5,805.02</b>
<b>II EQUITY AND LIABILITIES</b>			
<b>1 EQUITY</b>			
Share Capital	14	1,788.22	1,693.22
Other Equity	15	2,848.50	2,721.56
<b>TOTAL(1)</b>		<b>4,636.72</b>	<b>4,414.78</b>
<b>2 LIABILITIES</b>			
<b>Non Current Liabilities</b>			
Financial Liabilities			
Borrowings	16	688.88	513.17
Other Financial Liabilities	17	41.55	42.93
Provisions	18	19.46	43.52
<b>TOTAL(2)</b>		<b>749.89</b>	<b>599.62</b>
<b>Current Liabilities</b>			
Financial Liabilities			
Borrowings	19	206.96	337.48
<b>Trade Payables:</b>		-	-
Total outstanding dues of micro and small enterprises	20	12.43	-
Total outstanding dues of creditors other than micro and small enterprises	20	168.55	227.38
Other Financial Liabilities	21	0.05	106.44
Current Tax Liabilities	22	45.00	6.98
Other Current Liabilities	23	131.12	76.79
Provisions	24	72.55	35.54
<b>TOTAL(3)</b>		<b>636.66</b>	<b>790.61</b>
<b>TOTAL(1+2+3)</b>		<b>6,023.27</b>	<b>5,805.02</b>
<b>Notes forming part of Financial Statements</b>	<b>32</b>		

As per our report of even date attached  
For, **PRANAV R. SHAH & ASSOCIATES**  
Chartered Accountants  
(F R No.132072W)

**CA Pranav R. Shah**  
Partner  
Membership No. 127526  
(UDIN : 22127526AJWXZU5562)

Ahmedabad  
30<sup>th</sup> May, 2022

For and on behalf of the Board  
**Royale Manor Hotels & Industries Limited**

**Somya Singhal**  
Company Secretary

**Yogesh Mehta**  
Chief Financial Officer

**Ummed Singh Champawat**  
Chairman & Managing Director  
DIN-00294184

**Vishwajeet Singh Champawat**  
Executive Director  
DIN-00519755

**Dr. Ram Prakash Kothari**  
Director  
DIN-00294060  
Ahmedabad  
30<sup>th</sup> May, 2022

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2022**

(₹ in Lakhs)

Particulars	Note No.	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
<b>REVENUE FROM OPERATIONS</b>			
I Revenue from Operations	25	1,362.60	764.83
II Other Income	26	86.67	135.72
<b>III TOTAL INCOME (I+II)</b>		<b>1,449.27</b>	<b>900.55</b>
<b>IV EXPENSES</b>			
a Cost of Material Consumed	27	208.23	150.45
b Employees' Benefits Expenses	28	374.62	249.53
c Finance Costs	29	98.18	97.31
d Depreciation and Amortization Expenses	30	87.64	91.08
e Other Expenses	31	539.80	372.63
<b>TOTAL EXPENSES</b>		<b>1,308.47</b>	<b>961.00</b>
<b>V Profit/(Loss) Before Exceptional Items And Tax (III-IV)</b>		140.80	(60.45)
VI Exceptional Items		-	88.94
<b>VII Profit Before Tax (V-VI)</b>		140.80	28.49
<b>VIII Tax Expense</b>			
a Current Tax Expense		45.00	4.45
b Earlier Year Tax Expense		10.42	2.24
c Deferred Tax Expense / (Income)		(6.93)	(6.10)
<b>IX Profit / (Loss) for the year (VII-VIII)</b>		<b>92.31</b>	<b>27.90</b>
X Other Comprehensive Income (Net)		2.61	13.68
<b>XI Total Comprehensive Income for the year (IX+X)</b>		<b>94.92</b>	<b>41.58</b>
<b>XII Earning Per Share</b>			
a Basic		0.54	0.16
b Diluted		0.54	0.16
<b>Notes forming part of Financial Statements</b>	<b>32</b>		

As per our report of even date attached  
For, **PRANAV R. SHAH & ASSOCIATES**  
Chartered Accountants  
(F R No.132072W)

**CA Pranav R. Shah**  
Partner  
Membership No. 127526  
(UDIN : 22127526AJWXZU5562)

Ahmedabad  
30<sup>th</sup> May, 2022

For and on behalf of the Board  
**Royale Manor Hotels & Industries Limited**

**Ummed Singh Champawat**  
Chairman & Managing Director  
DIN-00294184

**Somya Singhal**  
Company Secretary

**Yogesh Mehta**  
Chief Financial Officer

**Vishwajeet Singh Champawat**  
Executive Director  
DIN-00519755

**Dr. Ram Prakash Kothari**  
Director  
DIN-00294060  
Ahmedabad  
30<sup>th</sup> May, 2022

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2022

### A. EQUITY SHARE CAPITAL

(1) Current reporting period (31<sup>st</sup> March 2022)

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
1,693.22	-	-	95.00	1,788.22

(2) Previous reporting period (31<sup>st</sup> March 2021)

Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
1,693.22	-	-	-	1,693.22

### B. OTHER EQUITY

(1) Current reporting period (31<sup>st</sup> March 2022)

	Share application money pending allotment	Equity component of compound financial instruments	Capital Reserve	Securities Premium	Other Reserves (Replacement of FF & E)	Other Reserves (Capital Reserve)	Retained Earnings	Debt instruments through Other Comprehensive Income	Equity instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (Gratuity expense written back)	Money received against share warrant	Total
Balance at the beginning of the current reporting period			558.26	79.74	58.61	138.52	1886.43								2721.56
Changes in accounting policy or prior period errors															0.00
Restated balance at the beginning of the current reporting period															0.00
Total Comprehensive Income for the current year							92.31						2.61		94.92
Dividends															0.00
Transfer to retained earnings					-18.52										-18.52
Any other change (to be specified)				32.02			18.52								50.53
Balance at the end of the current reporting period	0.00	0.00	558.26	111.76	40.10	138.52	1997.26	0.00	0.00	0.00	0.00	0.00	2.61	0.00	2848.50



(2) Previous reporting period (31<sup>st</sup> March 2021)

	Reserves and Surplus													Total	
	Share application money pending allotment	Equity component of compound financial instruments	Capital Reserve	Securities Premium	Other Reserves (Replacement of FF & E)	Other Reserves (Capital Reserve)	Retained Earnings	Debt instruments through Other Comprehensive Income	Equity instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Comprehensive Income (Gratuity expense written back)		Money received against share warrant
Balance at the beginning of the previous reporting period			558.26	79.74	53.27	138.52	1850.20								267999
Changes in accounting policy or prior period errors															
Restated balance at the beginning of the Previous reporting period															
Total Comprehensive Income for the Previous year							27.89						13.68		41.58
Dividends															
Transfer to retained earnings															
Any other change (to be specified)					5.34		-5.34								0
Balance at the end of the Previous reporting period			558.26	79.74	58.61	138.52	1872.75						13.68		2721.56

As per our report of even date attached  
For, **PRANAV R. SHAH & ASSOCIATES**  
Chartered Accountants  
(F R No.132072W)

**CA Pranav R. Shah**  
Partner  
Membership No. 127526  
(UDIN : 22127526AJWXZU5562)

Ahmedabad  
30<sup>th</sup> May, 2022

For and on behalf of the Board  
**Royale Manor Hotels & Industries Limited**

**Somya Singhal**  
Company Secretary

**Yogesh Mehta**  
Chief Financial Officer

**Ummed Singh Champawat**  
Chairman & Managing Director  
DIN-00294184

**Vishwajeet Singh Champawat**  
Executive Director  
DIN-00519755

**Dr. Ram Prakash Kothari**  
Director  
DIN-00294060  
Ahmedabad  
30<sup>th</sup> May, 2022

## CASHFLOW STATEMENT FOR THR YEAR ENDED 31<sup>st</sup> MARCH, 2022

(₹ in Lakhs)

Particulars	Note No.	Year ended 31 <sup>st</sup> March, 2022	Year ended 31 <sup>st</sup> March, 2021
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>			
Profit before Tax		140.80	28.49
Adjustments For :			
Depreciation		87.64	91.08
Interest Income		(78.31)	(79.49)
Finance Costs		98.18	97.31
Other Comprehensive Income		2.61	13.68
Exceptional Item		-	-
Loss/(Profit) on sale of Fixed Assets		-	-
Operating Profit before Working Capital Changes		250.92	151.08
Movements in Working Capital			
Trade Receivables		(10.42)	121.47
Loans & Advances and Other Current Assets		(179.09)	(68.53)
Inventories		(4.49)	16.20
Current Tax Assets		(9.73)	(0.15)
Trade Payables & Other Current Liability		(153.96)	(107.12)
Cash Generated from Operations		(357.69)	(38.12)
Provision for Income Tax		(55.42)	(6.69)
<b>Net Cash Flow from Operating Activities</b>		<b>(162.19)</b>	<b>106.27</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchase of Assets & Capital WIP		(29.68)	(15.27)
Other Non Current Assets		-	-
Interest Income		78.31	79.49
<b>Net Cash Flow from Investing Activities</b>		<b>48.63</b>	<b>64.22</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>			
Proceeds from Borrowings		175.71	118.94
Proceeds from Equity & Security Premium		127.01	-
Other Financial Liabilities & Provisions		(25.44)	(194.11)
Other Financial Assets		(60.93)	1.76
Finance Costs		(98.18)	(97.31)
<b>Net Cash Flow from Financing Activities</b>		<b>118.17</b>	<b>(170.72)</b>
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)		4.63	(0.24)
OPENING BALANCE OF CASH & CASH EQUIVALENTS		23.02	23.26
<b>CLOSING BALANCE OF CASH &amp; CASH EQUIVALENTS</b>		<b>27.65</b>	<b>23.02</b>

As per our report of even date attached  
For, **PRANAV R. SHAH & ASSOCIATES**  
Chartered Accountants  
(F R No.132072W)

**CA Pranav R. Shah**  
Partner  
Membership No. 127526  
(UDIN : 22127526AJWXZU5562)

Ahmedabad  
30<sup>th</sup> May, 2022

For and on behalf of the Board  
**Royale Manor Hotels & Industries Limited**

**Somya Singhal**  
Company Secretary

**Yogesh Mehta**  
Chief Financial Officer

**Ummed Singh Champawat**  
Chairman & Managing Director  
DIN-00294184

**Vishwajeet Singh Champawat**  
Executive Director  
DIN-00519755

**Dr. Ram Prakash Kothari**  
Director  
DIN-00294060  
Ahmedabad  
30<sup>th</sup> May, 2022

**NOTES TO AND FORMING PART OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2022**
**NOTE NO. 1 : PROPERTY, PLANT & EQUIPMENTS**

(₹ in Lakhs)

Description	Gross Block			Depreciation			Net Block	
	As at 1 <sup>st</sup> April, 2021 Rupees	Addition	Deduction	As at 31 <sup>st</sup> March, 2022 Rupees	Additions during the year Rupees	Deduction	As at 31 <sup>st</sup> March, 2022 Rupees	As at 31 <sup>st</sup> March, 2021 Rupees
Freehold Land	369.71	-	-	369.71	-	-	369.71	369.71
Buildings	1,832.69	-	-	1,832.69	30.32	-	1,900.02	1,220.34
Electrical Installations	407.63	-	-	407.63	4.02	-	6.44	10.46
Plant & Machineries	2,083.05	15.75	-	2,098.80	48.64	-	261.41	294.30
Computers & Software	141.97	1.80	-	143.76	1.81	-	3.53	3.54
Furniture & Fittings	24.43	0.48	-	24.91	0.57	-	3.26	3.35
Office Equipments	29.35	1.63	-	30.98	1.26	-	3.59	3.22
D.G. Set	3.20	-	-	3.20	-	-	0.03	0.03
Vehicles	86.89	10.03	-	96.91	1.02	-	12.36	3.35
Live Stock	9.46	-	-	9.46	-	-	9.46	9.46
	-	-	-	-	-	-	-	-
<b>Total</b>	<b>4,988.39</b>	<b>29.68</b>	<b>-</b>	<b>5,018.07</b>	<b>87.64</b>	<b>-</b>	<b>1,859.81</b>	<b>1,917.77</b>
Previous Year	4,973.11	15.27	-	4,988.39	91.08	-	1,917.77	

**RATIO AS ON 31.03.2022**

Ratio	Numerator	Denominator	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021	% Variance	Reason For Variance
Current Ratio	Current Assets	Current Liabilities	2.58	1.82	42.20	Note-1
Debt-Equity Ratio	Total Debt	Shareholders Equity	0.15	0.12	25.00	
Debt Service Coverage Ratio	Earning Available For Debt Service	Debt Service	0.76	1.84	-58.66	Note-1
Return on Equity (ROE)	Net Profit After Taxes Less Preference Dividend (If Any)	Average Shareholders Equity	2.10	0.95	121.64	Note-1
Inventory Turnover Ratio	Cost Of Goods Sold Or Sales	Average Inventory	6.78	3.70	83.35	Note-1
Trade Receivables Turnover Ratio	Net Credit Sales	Average Trade Receivables	3.86	1.62	138.27	Note-1
Trade Payables Turnover Ratio	Net Credit Purchase	Average Trade Payables	1.06	0.53	100.00	Note-1
Net Capital Turnover Ratio	Net Sales	Average Working Capital	1.65	1.22	35.25	Note-1
Net Profit Ratio	Net Profit After Taxes	Net Sales	6.97	5.44	28.13	Note-1
Return on Capital Employed (ROC)	Earning Before Interest And Taxes	Capital Employed	3.94	2.44	61.48	Note-1
Return on Investment	Income From Investment	Cost of Investment	0.00	0.00	0.00	

As the company is a hotel conducting business, in Hospitality industry the company's business was majorly affected by lockdown due to covid - 19 pandemic. The company commenced normal business after upliftment of lockdown which is leading to substantial variance in companies analytical ratios as compared to previous year.

**2. NON CURRENT INVESTMENTS:**

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
<b>Trade &amp; Unquoted (at cost)</b>		
28,50,000 Equity Shares of National Hotels Limited of Rs 10/- each	285.00	285.00
	<b>285.00</b>	<b>285.00</b>

**3. LONG TERM LOANS AND ADVANCES: (Unsecured, considered good)**

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
Others	1,305.00	1,305.00
	<b>1,305.00</b>	<b>1,305.00</b>

**4. OTHER FINANCIAL ASSETS:**

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
Security Deposits	106.82	45.90
	<b>106.82</b>	<b>45.90</b>

**5. DEFERRED TAX ASSETS (NET):**

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
Deferred Tax Asset (Net)	141.88	134.95
	<b>141.88</b>	<b>134.95</b>

**6. OTHER NON CURRENT ASSETS**

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
Capital Advances	680.00	680.00
	<b>680.00</b>	<b>680.00</b>

**7. INVENTORIES: (As valued & certified by the Management)**

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
Provisions & Stores	34.00	25.74
Cutlery, Crockery, Chinaware, Glassware & Linen	18.13	23.39
Other Stores	151.19	149.71
	<b>203.32</b>	<b>198.83</b>

**8. TRADE RECEIVABLES:****(a) Trade Receivables Ageing Schedule**

(₹ in Lakhs)

Particulars		As at 31 <sup>st</sup> March, 2022					
		Outstanding for following periods from due date of payment / transaction					
		Less than 6 months	6 months - 1 Year	1 Year - 2 Year	2 Year - 3 year	More than 3 year	Total
i)	Undisputed Trade receivables — considered good	88.14	16.47	58.77	52.09	59.18	274.65
ii)	Undisputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
iii)	Undisputed Trade Receivables — credit impaired	-	-	-	-	-	-
iv)	Disputed Trade Receivables — considered good	-	-	-	-	-	-
v)	Disputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
vi)	Disputed Trade Receivables — credit impaired	-	-	-	-	-	-

**(b) Trade Receivables Ageing Schedule**

(₹ in Lakhs)

Particulars		As at 31 <sup>st</sup> March, 2021					
		Outstanding for following periods from due date of payment / transaction					
		Less than 6 months	6 months - 1 Year	1 Year - 2 Year	2 Year - 3 year	More than 3 year	Total
i)	Undisputed Trade receivables — considered good	108.89	10.79	59.87	23.43	61.24	264.23
ii)	Undisputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
iii)	Undisputed Trade Receivables — credit impaired	-	-	-	-	-	-
iv)	Disputed Trade Receivables — considered good	-	-	-	-	-	-
v)	Disputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
vi)	Disputed Trade Receivables — credit impaired	-	-	-	-	-	-

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
Trade Receivable Considered Good- Unsecured	274.65	264.23
	<b>274.65</b>	<b>264.23</b>

**9. CASH & CASH EQUIVALENTS :**

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
Cash on Hand	6.70	8.41
	<b>6.70</b>	<b>8.41</b>

**10. BANK BALANCES**

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
In Fixed Deposits	0.28	0.26
In Current Accounts	20.67	14.35
	<b>20.95</b>	<b>14.61</b>

**11. Loans (Considered good - Unsecured)**

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
Advance to Suppliers	126.41	3.78
Advance to Staff	18.32	20.83
Advance recoverable in cash or in kind	940.17	888.20
Others	12.29	5.01
	<b>1,097.20</b>	<b>917.82</b>

**12. CURRENT TAX ASSETS:**

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
Advance Payment and Deduction of Income Tax at Source	28.49	18.76
	<b>28.49</b>	<b>18.76</b>

**13. OTHER CURRENT ASSETS:**

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
Prepaid Expenses	13.45	13.74
	<b>13.45</b>	<b>13.74</b>



**14. SHARE CAPITAL**

(₹ in Lakhs)

Particulars		As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
<b>A</b>	<b>AUTHORISED</b>		
	28,500,000 (P. Y. 28,500,000) Equity Shares of Rs. 10/- each	2,850.00	2,850.00
	650 (P.Y. 650) Optionally Convertible Preference Shares of Rs 100,000/- each	650.00	650.00
		<b>3,500.00</b>	<b>3,500.00</b>
<b>B</b>	<b>ISSUED, SUBSCRIBED &amp; PAID UP</b>		
	Equity Shares of Rs. 10/- each, fully paid up		
	At the beginning of the year, No. of Shares 16,932,200 (P.Y. 16,932,200)	1,693.22	1,693.22
	Addition / (Deduction) during the year	95.00	-
	At the end of the year, No. of Shares 17,882,200 (P.Y. 16,932,200)	1,788.22	1,693.22
	<b>GRAND TOTAL</b>	<b>1,788.22</b>	<b>1,693.22</b>

Footnote : The Company has only one class of equity shares having a par value of Rs. 10/- per share. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the company, the holders of the equity shares will be entitled to receive remaining assets of the company after distribution/repayment of all creditors and Preference share holders. The distribution will be in proportion to the number of equity shares held by the share holders.

**C LIST OF SHARE HOLDERS HOLDING 5 % OR MORE EQUITY SHARES**

(₹ in Lakhs)

Sr. No.	Name of Shareholder	As at 31 <sup>st</sup> March, 2022		As at 31 <sup>st</sup> March, 2021	
		Percentage	No. of Shares	Percentage	No. of Shares
1	Shree Bala Finvest Pvt. Ltd.	11.67%	20,87,100	12.33%	20,87,100
2	Champawat Investment & Consultants Pvt. Ltd.	14.93%	26,70,400	10.16%	17,20,400
3	Pioneer Buildcon Pvt. Ltd.	7.90%	14,12,860	8.34%	14,12,860
4	Gujarat Finvest Services Pvt. Ltd.	5.96%	10,65,600	6.29%	10,65,600
5	Elcon Exports Pvt. Ltd.	5.09%	9,10,300	5.38%	9,10,300
6	Kailash Ramavatar Goenka	12.64%	22,59,995	10.02%	16,96,169
7	Jasmin Kishore Ajmera	5.03%	8,99,816	1.90%	3,22,133

**D SHARES HELD BY PROMOTERS AT THE END OF THE YEAR**

(₹ in Lakhs)

Sr. No.	Promoter's Name	As at March 31, 2022		As at March 31, 2021		% Changes
		% of Total Holding	No. of shares	% of Total Holding	No. of shares	
1	Ummed Singh Champawat (Joint)	1.12	2,00,300	1.18	2,00,300	0
2	Ummed Singh Champawat	0.11	19,800	0.12	19,800	0
3	Dilip Singh Bhati	0.34	60,010	0.35	60,010	0
4	Vishwajeet Singh Champawat	0.01	2,300	0.01	2,300	0
5	Ramkaran Saini	0.01	1,000	0.01	1,000	0
6	Laxmikanwar Champawat	0.00	100	0.00	100	0
7	Mahendra Singh Bhati	0.00	100	0.00	100	0
8	Khuman Singh Solanki	0.00	10	0.00	10	0
9	Anant Vaseta	0.00	10	0.00	10	0

Sr. No.	Promoter's Name	As at March 31, 2022		As at March 31, 2021		% Changes
		% of Total Holding	No. of shares	% of Total Holding	No. of shares	
10	Champawat Investments & Consultants Pvt. Ltd.	14.93	26,70,400	10.16	17,20,400	55.22
11	Pioneer Buildcon Pvt. Ltd.	7.90	14,12,860	8.34	14,12,860	0
12	Shree Bala Finvest Pvt Ltd	11.67	20,87,100	12.33	20,87,100	0
13	Gujarat Finvest Services Pvt Ltd	5.96	10,65,600	6.29	10,65,600	0
14	Elcon Exports Pvt Ltd	5.09	9,10,300	5.38	9,10,300	0
15	Royale Infrastructure & Projects Pvt Ltd	1.28	2,28,900	1.35	2,28,900	0
	<b>Grand Total</b>	<b>48.42</b>	<b>86,58,790</b>	<b>45.53</b>	<b>77,08,790</b>	

**15. OTHER EQUITY:**

(₹ in Lakhs)

Particulars		As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
<b>A</b>	<b>CAPITAL REDEMPTION RESERVE</b>		
	At the beginning of the year	558.26	558.26
	Additions during the year	-	-
	Utilised during the year	-	-
	<b>At the end of the year</b>	<b>558.26</b>	<b>558.26</b>
<b>B</b>	<b>SECURITIES PREMIUM RESERVE</b>		
	At the beginning of the year	79.74	79.74
	Additions during the year	32.02	-
	Utilised during the year	-	-
	<b>At the end of the year</b>	<b>111.76</b>	<b>79.74</b>
<b>C</b>	<b>REPLACEMENT OF FF &amp; E RESERVE</b>		
	At the beginning of the year	58.61	53.27
	Additions during the year	7.53	13.13
	Utilised during the year	26.05	7.78
	<b>At the end of the year</b>	<b>40.10</b>	<b>58.61</b>
<b>D</b>	<b>CAPITAL RESERVE</b>		
	At the beginning of the year	138.52	138.52
	Additions during the year	-	-
	Utilised during the year	-	-
	<b>At the end of the year</b>	<b>138.52</b>	<b>138.52</b>
<b>E</b>	<b>SURPLUS</b>		
	At the beginning of the year	1,886.43	1,850.20
	Additions during the year	94.92	41.58
	(Balance in Statement of Profit & Loss)		
	Allocations and Appropriations		
	Transfer (To) / From Reserves	18.52	(5.34)
	<b>At the end of the year</b>	<b>1,999.88</b>	<b>1,886.43</b>
	<b>GRAND TOTAL</b>	<b>2,848.50</b>	<b>2,721.56</b>

**16. LONG TERM BORROWINGS**

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
<b>SECURED TERM LOANS FROM BANKS</b>		
Punjab National Bank (Footnote:1)	188.61	387.29
Punjab National Bank-WCDL(Footnote:2)	3.77	6.67
Punjab National Bank-WCTL (Footnote:3)	22.45	44.31
Punjab National Bank-WCTL (Footnote:4)	40.86	74.92
Punjab National Bank-Term Loan (Footnote:5)	195.85	-
Punjab National Bank-WCTL(Footnote:6)	147.81	-
Punjab National Bank-Vehicle Loan (Footnote:7)	6.01	-
ICICI Vehicle Loan (Footnote:8)	12.65	-
ICICI Vehicle Loan (Footnote:8)	70.87	-
	<b>688.88</b>	<b>513.17</b>

Footnote : 1 Secured by way of mortgage of hotel property. Repayable in 120 months by way of reducing DP every month.

Footnote : 2 Secured by way of mortgage of hotel property. Repayable in 24 months including Moratorium period of 6 months.

Footnote : 3 Secured by way of mortgage of hotel property. Repayable in 48 months including Moratorium period of 12 months.

Footnote : 4 Secured by way of mortgage of hotel property. Repayable in 48 months including Moratorium period of 12 months.

Footnote : 5 Secured by way of mortgage of hotel property. Repayable in 84 months

Footnote : 6 Secured by way of mortgage of hotel property. Repayable in 72 months including Moratorium period of 12 months.

Footnote : 7 Secured by way of mortgage of hotel property. Repayable in 84 months

Footnote : 8 Secured by way of mortgage of Vehicles. Repayable in 60 months

**17. OTHER FINANCIAL LIABILITIES:**

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
Security Deposits from Contractors	21.28	21.28
Security Deposits from Others	10.00	10.00
Others	10.26	11.64
	<b>41.55</b>	<b>42.93</b>

**18. LONG TERM PROVISIONS**

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
Provision for Employees Benefits	19.46	43.52
	19.46	43.52

**19. SHORT TERM BORROWINGS**

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
<b>SECURED - CASH CREDIT FROM BANK</b>		
Working Capital Facility - Punjab National Bank (Footnote:9)	34.96	287.53
<b>SECURED - OVERDRAFT FROM BANK</b>		
Axis Bank Ltd. (Footnote:10)	-	49.95
<b>Current Maturity of Long Terms Borrowings</b>	171.99	-
	<b>206.96</b>	<b>337.48</b>

Footnote : 9 Secured by way of hypothecation of Stock of Raw Materials, Consumable Stocks &amp; such other movables and book debts of the Company, personal guarantee of a director and further secured by first charge on block assets of the Company.

Footnote : 10 Secured by way of subservient charge over Credit/Debit Card receivables as per Hypothecation Deed.

**20. TRADE PAYABLES**
**(a) Trade Payables Ageing Schedule**

(₹ in Lakhs)

Particulars		As at 31 <sup>st</sup> March, 2022				
		Outstanding for following periods from due date of payment / transaction				
		Less than 1 Year	1-2 Year	2-3 Year	More than 3 year	Total
i)	MSME	12.43	-	-	-	12.43
ii)	Others	93.18	17.59	28.03	29.74	168.55
iii)	Disputed Dues - MSME	-	-	-	-	-
iv)	Disputed Dues - Others	-	-	-	-	-

**(b) Trade Payables Ageing Schedule**

(₹ in Lakhs)

Particulars		As at 31 <sup>st</sup> March, 2021				
		Outstanding for following periods from due date of payment / transaction				
		Less than 1 Year	1-2 Year	2-3 Year	More than 3 year	Total
i)	MSME	-	-	-	-	-
ii)	Others	137.08	71.26	9.49	9.55	227.38
iii)	Disputed Dues - MSME	-	-	-	-	-
iv)	Disputed Dues - Others	-	-	-	-	-

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
Total outstanding dues of micro and small enterprises	12.43	-
Total outstanding dues of creditors other than micro and small enterprises	168.55	227.38
	<b>180.98</b>	<b>227.38</b>

**21. OTHER FINANCIAL LIABILITIES**

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
Interest Accrued and Due on Borrowings	0.05	4.33
Interest Accrued But Not Due on Borrowings	-	-
Current Maturity of Long Terms debts	-	102.11
	<b>0.05</b>	<b>106.44</b>

**22. CURRENT TAX LIABILITIES**

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
Provision for Income Tax	45.00	6.98
	<b>45.00</b>	<b>6.98</b>

**23. OTHER CURRENT LIABILITIES**

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
Current Year's Other Taxes Payable	14.61	15.23
Statutory Dues	2.46	2.64
TDS Payable	9.74	4.12
Other Current Liabilities	104.31	54.80
	<b>131.12</b>	<b>76.79</b>

**24. SHORT-TERM PROVISIONS**

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2021
Provision for Employees' Benefits	72.55	35.54
	<b>72.55</b>	<b>35.54</b>

**25. REVENUE FROM OPERATIONS**

(₹ in Lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2022	For the year ended 31 <sup>st</sup> March, 2021
Rooms	807.5173	352.77
Food & Beverages	308.4403	214.02
Wine & Liquor	176.7258	129.93
Telephone & Internet	0.0364	0.08
Other Services	69.8754	68.03
	<b>1,362.60</b>	<b>764.83</b>

**26. OTHER INCOME:**

(₹ in Lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2022	For the year ended 31 <sup>st</sup> March, 2021
Other Non Operating Income	86.67	135.72
	<b>86.67</b>	<b>135.72</b>

**27. COST OF MATERIALS CONSUMED**

(₹ in Lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2022	For the year ended 31 <sup>st</sup> March, 2021
Opening Balance of Stock	25.74	37.80
Add : Purchases of Raw Material	216.49	138.38
	<b>242.23</b>	<b>176.19</b>
Less : Closing Balance of Stock	34.00	25.74
	<b>208.23</b>	<b>150.45</b>

**28. EMPLOYEES' BENEFITS EXPENSES**

(₹ in Lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2022	For the year ended 31 <sup>st</sup> March, 2021
Salary & Wages	325.59	215.27
Contribution to Provident Fund and Other Funds	16.97	16.78
Other Staff Related Expenses	32.05	17.48
	<b>374.62</b>	<b>249.53</b>

**29. FINANCIAL COSTS**

(₹ in Lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2022	For the year ended 31 <sup>st</sup> March, 2021
Interest Expense	85.92	85.48
Other Borrowing Costs	12.26	11.84
	<b>98.18</b>	<b>97.31</b>

**30. DEPRECIATION AND AMORTIZATION EXPENSE**

(₹ in Lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2022	For the year ended 31 <sup>st</sup> March, 2021
Depreciation	87.64	91.08
	<b>87.64</b>	<b>91.08</b>

**31. OTHER EXPENSES**

(₹ in Lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2022	For the year ended 31 <sup>st</sup> March, 2021
<b>A OPERATING EXPENSES</b>		
Banquet Expense	14.25	7.50
Power & Fuel	142.58	94.15
Repair & Maintenance - Building	14.64	7.65
Repair & Maintenance - Machinery	21.75	17.44
Repair & Maintenance - Others	14.45	17.11
Upkeep & Service Cost	44.92	19.14
	<b>252.60</b>	<b>162.98</b>

Particulars		For the year ended 31 <sup>st</sup> March, 2022	For the year ended 31 <sup>st</sup> March, 2021
<b>B</b>	<b>ADMINISTRATIVE EXPENSES</b>		
	Rates & Taxes	6.20	18.88
	Insurance Expense	6.99	9.02
	Legal & Professional Expense	31.51	21.01
	Payment to Auditors	4.51	4.54
	Postage & Courier Expense	1.21	0.32
	Printing & Stationary	7.31	4.28
	Rent	1.06	1.03
	Royalty	53.09	28.89
	Travelling & Conveyance	24.99	12.87
	Director Sitting Fees	0.09	0.09
	Telephone Expense	10.54	12.82
	Liquor Licence Fees	39.43	33.12
	General Expenses	39.46	30.96
		<b>226.38</b>	<b>177.84</b>
<b>C</b>	<b>SELLING &amp; DISTRIBUTION EXPENSES</b>		
	Advertisement Expense	4.70	4.63
	Sales Promotion Expense	56.13	27.18
		<b>60.82</b>	<b>31.81</b>
	<b>GRAND TOTAL (A+B+C)</b>	<b>539.80</b>	<b>372.63</b>

**NOTE- 32 SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF FINANCIAL STATEMENTS****1. CORPORATE INFORMATION:**

Royale Manor Hotels and Industries Limited is a listed public limited company incorporated in 1991. Its shares are listed on Bombay, Madras and Calcutta Stock Exchanges. Company established first five star hotel of Ahmadabad and is primarily engaged in the business of Hotel & Restaurant.

**2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES****2.1 Statement of Compliance:**

These financial statements have been prepared in accordance with Ind AS as prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and other provisions of the Companies Act, 2013 as amended from time to time.

**2.2 Basis of preparation**

These financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015.

**2.3 Accounting Estimates:**

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires management to make judgments, estimates and assumptions, that affect the reported balance of assets and liabilities, disclosure relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expenses for the years presented. Actual results may differ from these estimates.



## 2.4 Revenue Recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty. The Company assesses its revenue arrangements against specific criteria to determine if it is acting as principal or agent. The Company has concluded that it is acting as a principal in all of its revenue arrangements. The specific recognition criteria described below must also be met before revenue is recognized.

Value added tax(VAT)/Goods and Service Tax (GST) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

### Rooms, Restaurant, Banquets and Other Service

Income from guest accommodation is recognized on a day to day basis after the guest checks into the Hotels and are stated net of allowances. Incomes from other services are recognized as and when services are rendered. Sales are stated exclusive of Goods and Service Tax(GST) and Value Added Taxes (VAT). Difference of revenue over the billed as at the year-end is carried in financial statement as unbilled revenue separately.

### Sale of goods

Revenue from the sale of goods is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer, sale of food and beverage are recognized at the points of serving these items to the guests. Sales are stated exclusive of VAT/ Goods and Service Tax (GST).

### Interest income

Interest Income is accrued on a time proportion basis using the effective interest rate.

## 2.5 Property, Plant & Equipments:

Property, Plant & Equipments has been recorded at actual cost inclusive of duties, taxes and other incidental expenses related to acquisition, improvement and installation. The Company depreciates property, plant & equipments over their estimated useful lives using the SLM method. The estimated useful lives of assets are as under:

Name of Asset	Useful life
Buildings	60 Years
Electrical Installations	10 Years
Plant & Machineries	15 Years
Computers	3 Years
Furniture & Fittings	10 Years
Office Equipments	5 Years
D G Set	15 Years
Vehicles	8 Years

## 2.6 Impairment of Assets:

Assets are reviewed for impairment losses whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the carrying amount of the assets exceeds its recoverable amount, which is the higher of an asset's net selling price and value in use.

**2.7 Investments:**

Investments are in equity shares of unlisted company being Non Current in nature, are stated at cost.

**2.8 Foreign Currency Transactions:**

Earnings in foreign currencies are recorded at the exchange rate prevailing on the date of transactions. Gain/Loss arising out of fluctuations in exchange rates is accounted for on settlement and the same is charged to the Statement of Profit and Loss. Payments in foreign currencies are recorded at the rates prevailing on the date of actual remittance.

**2.9 Borrowing Cost:**

Borrowing costs directly attributable to the acquisition or construction of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the asset until such time that the assets are substantially ready for their intended use. Capitalization of borrowing costs is suspended and charged to profit and loss during the extended periods when the active development on the qualifying assets is interrupted. Qualifying fixed asset is an asset that necessarily takes a substantial period of time to get ready for their intended use or sale. All other borrowing costs are charged to Statement of Profit and Loss over the tenure of the borrowing.

**2.10 Inventories:**

Stock of food and beverages, stores and operating supplies are valued at lower of cost and net realizable Value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition, Cost is determined on a first in first out basis. Net realizable value is the estimated selling price in the ordinary course of business less estimated cost of completion and estimated costs necessary to make sale.

**2.11 Employees' Benefits:**

Company accounts for leave encashment benefits on the basis of actuarial valuation. Further, contribution to the Gratuity Fund linked with Life Insurance Corporation of India is charged to Statement of Profit & Loss.

**2.12 Taxes on Income:**

Taxes on Income are accounted in the same period to which the revenue and expenses relate.

Provision for current income tax is made on the basis of estimated taxable income, in accordance with the provisions of the Income Tax Act, 1961 and rules framed there under.

Deferred tax is the tax effect of timing differences. The timing differences are differences between the taxable income and accounting income for a period that originate in one period and are capable of reversal in one or more subsequent periods.

MAT credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period.

**2.13 Earning Per Share (EPS):**

Basic earnings per share are computed by dividing the profit/ (loss) after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/(loss) after tax by the weighted average number of equity shares considered for deriving basic earnings per share.

**2.14 Contingencies and Provisions:**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Contingent liabilities are recognized only when there is a possible obligation arising from past events, due to occurrence or non-occurrence of one or more uncertain future events, not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of obligation cannot be made. Contingent assets are not recognized in the financial statements.

### 2.15 Statement of Cash Flow:

Cash flows are reported using the indirect method, whereby profit/(loss) before exceptional items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on available information.

### 2.16 Financial Instruments:

Financial Assets and Financial Liabilities are recognized when the Company becomes party to the contractual provisions of the financial instrument. Financial Assets are derecognized when the rights to receive benefits have expired or been transferred, and the Company has transferred substantially all risks and rewards of ownership of such financial asset. Financial liabilities are derecognized when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expired. Purchase or sale of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place are recognized on trade date i.e. the date when the Company commits to purchase or sale the asset.

## 3. NOTES TO ACCOUNTS:

- 3.1 Some of the Balances of sundry creditors, sundry debtors, loans & advances and other liabilities are subject to confirmation and reconciliation.
- 3.2 In the opinion of the Board of Directors, Current Assets, Loans & Advances are approximately of the value at which they are stated in the Balance Sheet, if realized in the ordinary course of business.
- 3.3 The Company operates in one segment i.e. Hotel business and within one geographical segment i.e India.
- 3.4 The Company manages its capital to ensure that it will be able to continue as a going concern. The structure is managed to provide ongoing returns to shareholders and service debt obligations, whilst maintaining maximum operational flexibility.
- 3.5 The carrying amounts of trade payables, other financial liabilities, cash and cash equivalents, other bank balances, trade receivables and other financial assets are considered to be the same as their fair values due to their short-term nature.
- 3.6 The Company opines that no provision for expected credit loss is required.
- 3.7 There is no significant market risk or liquidity risk to which the Company is exposed.
- 3.8 The disclosure of transactions with the related parties is given below:

Name of the Related Party	Relationship	Amount of Transaction In ₹	Nature of Transaction
Mr. Ummed Singh Champawat	Chairman & Managing Director	7,68,811/-	Remuneration & Perquisites
Mr. Vishwajeet Singh Champawat	Executive Director	34,06,648/-	Remuneration & Perquisites

		<b>Current Year 2021-22</b>	<b>Previous Year 2020-21</b>
<b>3.9</b>	Earning Per Share		
	Profit After Tax (PAT)	92,31,336	27,89,312
	Less: Preference Dividend & Tax	NIL	NIL
	Profit	92,31,336	27,89,312
	Number of Equity Shares of ₹ 10/- each	1,78,82,200	1,69,32,200
	Weighted Average Number of Equity Shares of ₹ 10/- each	1,70,49,323	1,69,32,200
	Basic EPS	0.54	0.16
	Diluted EPS	0.54	0.16
<b>3.10</b>	Contingent Liabilities and Commitments (To the extent not provided for)		
	<b>(i) CONTINGENT LIABILITIES</b>		
	(a) Claim against the company not acknowledged as debts	NIL	NIL
	(b) Guarantees	NIL	NIL
	(c) Other Money for which the company is contingently liable	NIL	NIL
	<b>(ii) COMMITMENTS</b>		
	(a) Estimated amount of Contract remaining to be executed on capital account (net of advances) and not provided for		
	(b) Uncalled liability on Shares and Other Investments partly paid		
	(c) Other Commitments		
<b>3.11</b>	Payment to Auditors:		
	a) Audit Fees	1,60,000	1,60,000
	b) Other Services	90,000	90,000
	c) Tax Audit Fees	1,00,000	1,00,000
	d) Taxation Work	1,00,000	1,00,000
	e) Out of Pocket Expenses	585	10,199
	<b>Total</b>	<b>4,50,585</b>	<b>4,60,199</b>
<b>3.12</b>	Foreign Currency Transactions:		
	a. Expenditure in Foreign Currencies (As certified by the Management)	2,18,206	4,28,795
	b. Earnings in Foreign Currencies (As certified by the Management)	81,99,225	33,62,813
	c. Value of Imports calculated on CIF basis of Capital Goods	NIL	NIL

**3.13** The Company has entered into The Hotel Operating Agreement (HOA) with Indian Hotel Company Limited (IHCL) on 18<sup>th</sup> April, 2000. Subsequently, the terms of compensation under HOA dated 18<sup>th</sup> April, 2000 were modified w.e.f. 1<sup>st</sup> April, 2001, by supplemental agreement dated 4<sup>th</sup> April, 2002. But, it is observed that compensation reimbursed to IHCL is over and above to the compensation payable as per modified terms and conditions under supplemental agreement. The Company has taken up the matter with IHCL for refund of such excess reimbursement.

**3.14** The Company has re grouped and re-classified the previous year's figures in accordance with the requirements applicable in the current year. In view of this, certain figures of the current year are not strictly comparable with those of the previous year

**3.15** Notes 1 to 32 form integral part of accounts.

As per our report of even date attached  
For, **PRANAV R. SHAH & ASSOCIATES**  
Chartered Accountants  
(F R No.132072W)

**CA Pranav R. Shah**  
Partner  
M.NO. 127526

Ahmedabad  
30<sup>th</sup> May, 2022

For and on behalf of the Board  
**Royale Manor Hotels & Industries Limited**

**Somya Singhal**  
Company Secretary

**Yogesh Mehta**  
Chief Financial Officer

Ahmedabad  
30<sup>th</sup> May, 2022

**Ummed Singh Champawat**  
Chairman & Managing Director  
DIN-00294184

**Vishwajeet Singh Champawat**  
Executive Director  
DIN-00519755

**Dr. Ram Prakash Kothari**  
Director