ROYALE MANOR
Hotels and Industries Ltd.

RMHIL/BSE/1018/155
1ST October,2018

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

Scrip Code:-526640

Dear Sir,

Sub:- Annual Report for the Financial Year 217-18

With reference to Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations,2015, Please find herewith 27th Annual Report for the financial year 2017-18.

Please take the same on your record.

Thanking you,

Yours faithfully,
For Royale Manor Hotels and Industries Limited

S. J. Trivedi

(Sunil Trivedi)
Company Secretary

ROYALE MANOR HOTELS & INDUSTRIES LTD. AHMEDABAD

Regd. Office : International Airport Circle, Ahmedabad- 382 475. INDIA Telefax : +91 (079) 22868641/2/3
Website : www.rmhil.com E-mail : royalemanorhotels@rediffmail.com CIN L55100GJ1991PLC015839

27th Annual Report
2017-2018

ROYAL E MANOR

Hotels and Industries Limited

BOARD OF DIRECTORS	**MR. U. CHAMPAWAT** *Chairman and Managing Director* **DR. RAM PRAKASH KOTHARI** *Director* **MR. VISHWAJEETSINGH CHAMPAWAT** *Executive Director* **MR. JAYESH DAVE** *Director* **MRS. RAGINI HARSH TOSHNIWAL** *Director*
STATUTORY AUDITORS	**M/s. PRANAV R. SHAH & ASSOCIATES** Chartered Accountants Ahmedabad
REGISTRARS AND SHARE TRANSFER AGENTS	**M/s. MCS SHARE TRANSFER AGENT LIMITED** Address : 1. 12/1/5 Manoharpukur Road, Kolkata – 700 026 Contact No.:- 033-40724051 Fax No.:- 033-40724050 2. 201, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380 009 Contact No.:- 079 26582878 Email:-mcssta@rediffmail.com, mcsahmd@gmail.com
REGISTERED OFFICE	International Airport Circle, Ahmedabad - 382 475 Phone - (079) 22868642-43 Fax - (079) 22868641 CIN: L55100GJ1991PLC015839 Email : royalemanorhotels@rediffmail.com Website: www.rmhil.com

CONTENTS	PAGE NOS.
Notice	1-6
Directors' Report	7-10
Extract of Annual Return	11-17
Secretarial Auditors Report	18-20
Management discussion and Analysis Report	21-24
Corporate Governance Report	25-43
Independent Auditors' Report	44-48
Balance Sheet	49
Profit & Loss Account	50
Cash Flow Statement	52
Notes on Accounts	53-66

NOTICE

NOTICE is hereby given that 27th Annual General Meeting of the members of Royale Manor Hotels and Industries Limited will be held on Friday, 28th day of September, 2018 at 3.00 p.m. at Ahmedabad Textile Mills' Association (ATMA) Hall, Ashram Road, Ahmedabad - 380 009 to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2018 and the Statement of Profit and Loss for the year ended on that date together with the Directors' and Auditors' Report thereon.

2. To appoint Director in place of Mr. Vishwajeetsingh Champawat (DIN: 00519755), Director of the Company who retires by rotation and being eligible offers himself for reappointment.

3. To ratify the appointment of statutory Auditors of the company and fix their remuneration. in this connection, to pass the following resolution as an Ordinary Resolution :

   "RESOLVED THAT, pursuant to the provisions of Section 139, 142 and such other applicable provisions of the Companies Act, 2013, the appointment of M/s Pranav R. Shah & Associates, Chartered Accountants (Firm Registration No. 0132072W) as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Thirty First Annual General Meeting of the Company at a remuneration and on terms plus out of pocket expenses as may be determined by the Board of Directors of the Company which was approved by the Members at the Twenty Sixth Annual General Meeting of the Company held on September 27, 2017, be and is hereby ratified."

SPECIAL BUSINESS:

4. **To re-appoint Shri Ummedsingh P. Champawat as Managing Director of the Company:**

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

   "RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 of schedule V and Other Applicable Provisions, if any, of the Companies Act, 2013, and subject to approval of the members of the company at a general meeting, approval be and is hereby accorded to the re-appointment of Mr. Ummedsingh P. Champawat (DIN 00294184) as a Managing Director of the Company for a period of Five years with effect from 19th day of May, 2018, upon terms and conditions including remuneration as set out in the draft agreement to be entered into by the Company with Mr. Ummedsingh P. Champawat and placed before its meeting, duly initialed by the Chairman for the purpose of identification and draft of which is hereby specifically approved".

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

   "RESOLVED FURTHER THAT In the event of absence of Profits or when the profits are inadequate, Mr. Ummedsingh P. Champawat shall be entitled to the following remuneration and perquisites including accommodation subject to an overall ceiling of Rs. 1,25,000/- (Rupees One Lakh Twenty Five Thousand only) per month or Rs. 15,00,000/- (Rupees Fifteen Lakhs only) per annum under Section II of Part II of Schedule V of Companies Act, 2013.

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

5. **To appoint Ms. Madhuri Chandak (DIN: 08139078) as an Independent Director of the Company:**

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Act, read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time including applicable Regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Madhuri Chandak, who is non executive director of the company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, with effect from May 30, 2018 up to May 29, 2023."

"RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all acts deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution"

By Order of the Board of Directors

Place : Ahmedabad
Date : **30th July, 2018**

U. Champawat
Chairman and Managing Director
(DIN-00294184)

Registered Office:
International Airport Circle,
Ahmedabad - 382 475
Phone - (079) 22868642-43
Fax - (079) 22868641
CIN: L55100GJ1991PLC015839
Email: royalemanorhotels@rediffmail.com
Website: www.rmhil.com

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

   Proxies, in order to be effective, must be lodged at the registered office of the Company not later than 48 hours before the meeting.

2. The Register of Members and Share Transfer Books of the Company will remain closed from 17th September, 2018 to 28th September, 2018 (both days inclusive).

3. The Company has appointed M/s. MCS Share Transfer Agent Limited, as its Registrars and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, transfers, Demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic and physical form should be addressed to the Registrars directly quoting Folio No., full name and name of the Company as Royale Manor Hotels and Industries Ltd.

4. Members/proxies should bring the attendance slip duly filled in for attending the Meeting.

5. Members are requested to bring their copies of the Annual Report to the Meeting.

6. Members desiring any information on accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready for reply.

7. Royale Manor Hotels and Industries Limited is concerned about the environment and utilize natural resources in sustainable way. The Ministry of corporate Affairs (MCA), Government of India, through its circular nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011, respectively, has allowed companies to send official documents to their shareholders electronically as part of its green initiatives in corporate governance.

   Recognizing the spirit of the circular pertaining to Green Initiatives, issued by the MCA, we henceforth propose to send documents like the notice convening the general meeting, financial statements, Directors' Report, Auditors' Report etc. to the email address provided by you with your depositories.

   We request you to update, your email address with your depository participant to ensure that the annual report and other documents reach you on your preferred email.

8. Members holding shares in physical form are requested to notify to the company's Registrar and Share Transfer Agent, M/s. MCS Share Transfer Agent Limited quoting their folio, any change in their registered address with pin code and in case their shares are held in dematerialized form, this information should be passed on to their respective Depository Participant.

9. Corporate Members intending to send their authorized representatives under Section 113 of the Companies Act, 2013, are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote at the Meeting.

10. In case of joint holding, the joint holder whose name stands first, as per the Company's records, shall alone be entitled to vote.

11. **Voting through electronic means:**

    Pursuant to Section 108 of the Companies Act, 2013, read with the Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014 in pursuance with the directions issued by SEBI vide Circular No. CIR/CFD/DIL/6/2012 dated 13th July, 2014, the Company is pleased to provide the facility to Members to exercise their right at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

A. The instructions for members for voting electronically are as under:-

(i) The remote e-voting period begins on 25th September, 2018 (9.00 a.m.) and ends on 27th September, 2018 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical Form or in dematerialized form, as on the cut-off date of 21st September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Log on to the e-voting website www.evotingindia.com

(iii) Click on "Shareholders" tab.

(iv) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 character DP ID followed by 8 digits client ID,

c. Members holding shares in physical form should enter folio number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If Demat account holder has forgotten his/her existing password then enter the User ID and the image verification code and click on Forgot Password' and enter the details as prompted by the system.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/their Depository Participants are requested to use the first two letters of their name and the last 8 digits of the sequence numbers in the PAN field. (The sequence number is printed on Address Slip). In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
Dividend Bank Details/ (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If the details are not recorded with the depository or Company please enter member id / folio number in the Dividend Bank details field as mentioned in instruction

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for 'Royale Manor Hotels and Industries Limited'.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the voting cast by clicking on "Click here to print" option on the Voting page.

(xviii) If demat account holder has forgotten his/her existing password then enter the User ID and the image verification code and click on 'Forgot Password' and enter the details as prompted by the system.

Shareholders can also cast their vote using CDSL's mobile app m- Voting available for all mobile users. Please follow the instructions

as prompted by the mobile app while voting on your mobile.

(xix) Note for Non-Individual Shareholders & Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to help desk.evoting@ cdslindia.com.
- After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk. evoting@cdslindia.com.

B. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September, 2018.

C. A copy of this notice has been/ shall be placed on the website of the Company and the website of CDSL.

D. Ms. Rupal Patel, Practicing Company Secretary (Membership No. FCS 6275) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

E. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing who shall countersign the same.

F. In the terms of regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is sent along with this Notice. A member desiring to exercise vote by Ballot shall complete the said Ballot Form with assent (for) or dissent (against) and send it to Ms. Rupal Patel, Scrutinizer, having office address at 303, Prasad Aprt., Opp. Jain Derasar, S.M. Road, Nehrunagar Cross Road, Ahmedabad-380015, Tel. No: 079-26420603, E-mail: roopalcs2001@gmail.com so as to reach her on or before 27th September, 2018 by 5.00 p.m. Any Ballot Form received after the said date and time shall be treated as if the reply from the Members has not been received.

G. The facility for voting through ballot shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting/ ballot shall be able to exercise their voting right at the meeting.

H. The members who have casted their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

I. The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.rmhil.com within 3 (three) days of conclusion of the annual general meeting and will be communicated to BSE Limited, who are required to place them on their website. The same shall also be placed on the website of CDSL.

ANNEXURE TO THE NOTICE

EXPLANATORY STATMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 2

Details of Director seeking reappointment at Annual General Meeting:

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

Item No. 4

To re-appoint Mr. Ummedsingh P. Champawat as Managing Director of the Company.

Mr. Ummedsingh P. Champawat has been successfully working as Managing Director of the Company from the beginning. He was re-appointed as Managing Director of the Company at the meeting of Board of Directors held on 30th May, 2018 for a period of 5 years with effect from 19th May, 2018. Under his leadership, the Company has progressed commendably.

Mr. Ummedsingh Champawat, a visionary entrepreneur by destiny and a versatile genius personality. Mr. Champawat has been involved in the Tourism Business since two decades & he has gained expertise in the Tourism operations. It may not be exaggeration to say that serving to Tourism Industries is his inborn skills. Mr. Ummedsingh Champawat's name features prominently among those few, who successfully transformed themselves from the role of manor to industrial leaders. A trail-blazer in his own right with proven track record and well known for his magnificent valour and opulent hospitality after having successfully implementing hotel at Gujarat. Mr. Champawat is prize catch for the hotel industry. A multi-faceted personality, a forerunner in the true sense, a self-accomplished leader in his own right.

The Board of Directors of the Company at its meeting held on 30th May, 2018 and considering the recommendations of the Remuneration Committee and subject to prior approval of members in general meeting decided to re-appoint Mr. Ummedsingh P. Champawat, as a Managing Director of the Company.

Your directors recommend passing of the resolution set out at item No. 4 of the accompanying notice.

None of the Directors of the Company except Mr. Ummedsingh P. Champawat and Mr. Vishwajeet Singh Champawat, being related to him, are in any way concerned or interested in the resolution.

Item No. 5

To appoint Ms. Madhuri Chandak (DIN: 08139078), as an Independent Director of the Company:

Ms. Madhuri Chandak, Director of the Company, has given a declaration to the Board that she met the criteria of independence as provided under Section 149(6) of the Act.

In the opinion of the Board, Ms. Madhuri Chandak fulfilled the conditions specified in the Act and the Rules framed there under for appointment as an Independent Director and she is independent of the management.

Ms. Madhuri Chandak is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent to act as Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Ms. Madhuri Chandak as an Independent Director is now being placed before the members for their approval.

The terms and conditions of appointment of the above Director shall be open for inspection by the members at the registered office of the company during normal business hours on any working day, excluding Saturday.

Brief resume and other details of the Independent Director whose appointment is proposed are provided in the annexure to the Explanatory Statement attached herewith.

Ms. Madhuri Chandak is deemed to be interested in the resolutions set out respectively at Item No. 5 of the Notice with regard to their respective appointments.

The Board recommends the said resolutions for your approval.

Save and except the above, none of the other Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolutions.

Profile of the Director

Name	:	**Ms. Madhuri Chandak**
Date of birth	:	09/06/1988
Qualification	:	MBBS, DNB
Expertise	:	Consulting Obstetrician and Gynecologist
		Expertise in Ultrasound (FOGSI) Laparoscopic surgeon Expertise in conducting normal deliveries,ceasarean section n major conventional procedures. Work experience in obstetrics N Gynecology for more than 6 years at both private and government hospitals
Director of the Company since	:	30/05/2018
Directorship in other public limited companies	:	Nil
Membership of Committees of other public limited companies	:	Nil
No. of Shares held in the Company	:	Nil

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

Place : Ahmedabad
Date : **30th July, 2018**

Regd. Office:
International Airport Circle,
Ahmedabad - 382 475
Phone - (079) 22868642-43
Fax - (079) 22868641
CIN: L55100GJ1991PLC015839
Email : royalemanorhotels@rediffmail.com
Website: www.rmhil.com

Important Communication to Members

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

DIRECTORS' REPORT

To
The Members,
Royale Manor Hotels and Industries Limited

Your directors have pleasure in presenting their 27th Annual Report on the business and operations of the Company together with its Audited Accounts for the year ended 31st March, 2018.The Management Discussion and Analysis Report is also included in this Report.

1. FINANCIAL RESULTS:

The highlights of the financial results of the Company for the financial year ended March 31, 2018 are as under:

(Amount ` in Lacs)

Particulars	2017-2018	2016-2017
Total Income	2231.81	1836.89
Profit/(Loss) Before Financial Charges, Depreciation and Tax	555.48	459.08
Less : Financial Charges	139.48	227.90
Less : Depreciation	104.19	101.42
Profit before Income Tax and Exceptional Items	311.81	129.76
Add/(Less) : Exceptional Items	-	-
Profit Before Income Tax	311.81	129.76
Provision for Tax	(63.60)	(26.50)
Deferred Tax	3.08	(1.61)
Profit For the Year After Tax	251.29	101.65
Other Comprehensive Income	-	-
Total Comprehensive Income for the year	251.29	101.65
Appropriation		
Reserve for Replacement of FF&E (Net)	77.27	(34.51)
Proposed Dividend	0.00	(1.15)
Tax on Dividend	0.00	(0.24)
Balance of Profit/(Loss) brought forward	951.61	1006.37
Transfer to Capital Redemption Reserve	0.00	(120.51)
Bal. carried to Balance Sheet	1280.17	951.61

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

The Ministry of Tourism has the main objective of increasing and facilitating tourism in India. Augmenting tourism infrastructure, easing of visa regime, assurance of quality standards in services of tourism service providers, projecting the country as a 365 days' tourist destination, promoting tourism in a sustainable manner, etc. are some of the policy areas which need to be constantly worked upon to increase and facilitate tourism in India.

During the year under review, Hotel business became more competitive due to commencing of new Hotels. Inspite of that the Average Occupancy of the hotel for 2017-18 has increased to 61% from 56% and the Average Room Rates of the hotel for the year 2017-18 has been increased to ` 5224 as compared to ` 4943 in the previous year 2016-17.

During the financial year 2017-18, Company had been in a position to achieve a turnover of ` 2231.81 in comparison to ` 1836.89 Lacs in the previous year 2016-17. The profit before tax and profit after tax for the year under review were ` 311.81 Lacs and ` 251.29 Lacs respectively.

The hotel unit of the Company "The Ummed Ahmedabad" is an ISO 22000:2005 certified hotel with the 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 March 31, 2018 was ` 16.93 Crores.

A) Issue of equity shares with differential rights:

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

B) Issue of sweat equity shares:

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

C) Issue of employee stock options:

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

D) 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:

In view of future expansion, your directors express their inability to recommend a dividend on Equity Shares of the Company for the year under review.

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

The Company does not have Subsidiaries, Associates 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	Executive Director
Mr. Yogeshkumar Jayantilal Mehta	Chief Financial Officer
Mrs. Krishna Bhavsar (upto 30.06.2017)	Company Secretary cum Compliance officer.
Mr. Jayant Kumar	Company Secretary cum Compliance officer.

b) Changes in Directors and Key Managerial Personnel:

Mr. Vishwajeetsingh Champawat retires by rotation at the forthcoming Annual General Meeting of the Company and being eligible, offer himself for reappointment.

During the year under review, the Company has accepted resignation of Mrs. Krishna M. Bhavsar from the post of Company Secretary cum Compliance officer and appointed Mr. Jayant Kumar as a compliance officer of the Company on 29/12/2017.

c) Declaration by an Independent Director(s) and reappointment, 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 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

8. EXTRACT OF THE ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as **"Annexure-A"**.

9. NUMBER OF MEETINGS OF THE BOARD:

During the year the Board of Directors met Six times (6). The details of the board meetings are provided in Corporate Governance Report.

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:

a. That in the preparation of the annual financial statements for the year ended March 31, 2018, the applicable Ind AS have been followed along with proper explanation relating to material departures, if any;

b. 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 March 31, 2018 and of the profit of the Company for the year ended on that date;

c. 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;

d. That the annual financial statements have been prepared on a going concern basis

e. That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;

f. 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:

Pranav R. Shah & Associates, Chartered Accountants (Firm Registration No. 132072W), Ahmedabad were appointed as the statutory auditors of the Company for a period of 5 (five) years in the 26th Annual General Meeting (AGM) of the Company held on September 27, 2017 will be ratified at the ensuing Annual General Meeting pursuant to the provisions of Section 139 of the Companies Act, 2013, and rule made thereunder.

Further, as per provisions of Section 139(1) of the Act, the appointment of Pranav R. Shah & Associates, Chartered Accountants (Firm Registration No. 132072W), Ahmedabad is subject to ratification by Members at every AGM. The certificate of eligibility under applicable provisions of the Companies Act, 2013 and corresponding Rules framed thereunder was furnished by them towards appointment for 5 (Five) years term.

As required by the provisions of the Companies Act, 2013, their appointment should be ratified by members each year at the AGM. Pranav R Shah & Associates, Chartered Accountants (Firm Registration No. 132072W), Ahmedabad has confirmed that ratification of their appointment, if made at the ensuing AGM, shall be in accordance with the conditions specified in the Act. Accordingly, requisite resolution forms part of the Notice convening the Annual General Meeting.

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 -B".**

Reply for qualification Remark in Secretarial Audit Report:

The company has informed to the promoters about the requirement of their respecting holding in dematerialized mode only.

12. TRANSFER TO RESERVES:

It is proposed to transfer ` 251.29 lacs to reserves out of the profits earned during FY 2017-18.

13. FIXED DEPOSITS:

The Company has not accepted or renewed any deposits during the year. There are no outstanding and overdue deposits as at 31st March, 2018.

14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTSUNDER 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. 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.

18. CORPORATE SOCIAL RESPONSIBILITY:

During the year under review, the Company did not fall under the criteria of "Corporate Social Responsibility" pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

However, in today's world **Corporate Social Responsibility** is a very important and dominant concept for external environment. Every year 5thJune is observed as the World Environment Day around the world and is of immense importance for The UmmedAhmedabad Hotel. **"THE UMMED AHMEDABAD"** has obtained **Earth Check Gold Certification** from Earth Check, on International Environment body during the year 2015-16 which is valid for 5 years. It is about creating wealth for all our stakeholders, embracing diversity, minimizing resource consumption and reducing our greenhouse gas emissions. 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.

However, we recognize that we will have to be innovative and draw on our key strength in order to deliver the lasting positive outcomes that are at the core of our commitment to sustainability of the Hotel. Even our motivated staff - is also very conscious about the environment protection concept and to support environment protection concept, all staff members of Hotel **"THE UMMED AHMEDABAD"** are strictly participating in **No Vehicle Day** by at least once in a month.

19. 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.

20. 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 and its subsidiaries. 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**.**

21. 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.

22. 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.

23. 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 "C & D"** 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 Report and the Auditor's Certificate regarding compliance of conditions of Corporate Governance are attached separately and form part of the Annual Report.

24. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTIONAND 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-E"**.

25. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

26. PARTICULARS OF EMPLOYEES:

None of the top ten employees of the Company drew remuneration of ` 1,02,00,000/- or more per annum or ` 8,50,000/- or more per month during the year as per amendment by Ministry of Corporate Affairs dated 30th June, 2016. 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.

27. 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

Place : Ahmedabad
Date : **30th July, 2018**

U. Champawat
Chairman & Managing Director
(DIN-00294184)

ANNEXURE - A

(MGT 9)

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

i	CIN	L55100GJ1991PLC015839
ii	Registration Date	19-06-1991
iii	Name of the Company	ROYALE MANOR HOTELS AND INDUSTRIES LIMITED
iv	Category/Sub Category of the Company	Public Company Company Limited by shares
v	**Address of the Registered office & contact details**	INTERNATIONAL AIRPORT CIRCLE AHMEDABAD GUJARAT - 382475 India Phone : (079) 22868642-43 Fax : (079) 22868641 E-mail : royalemanorhotels@rediffmail.com Website : www.rmhil.com
vi	Whether listed company	YES
vii	**Name and Address of Registrar & Transfer Agents (RTA):-**	MCS Share Transfer Agent Limited 1. 12/1/5 Manoharpukur Road, Kolkata – 700 026 Contact No.:- 033-40724051 Fax No.:- 033-40724050 2. 201, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380 009 Contact No.:- 079 26582878 Email:-mcssta@rediffmail.com, mcsahmd@gmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product / service	% to total turnover of the Company
1	Short Term Accommodation Activities, Restaurant without Bars, Event Catering	5510, 56101, 5621	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES : N.A.

IV. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

A. Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	2300	281330	283630	1.68	3300	280330	283630	1.68	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	6625160	800000	7425160	43.85	6625160	800000	7425160	43.85	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)(1)	6627460	1081330	7708790	45.53	6628460	1080330	7708790	45.53	0
(2) Foreign									
a) NRI-Individuals	0	0	0	0	0	0	0	0	0
b) Other-Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Others	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)(2)	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)= (A)(1)+(A)(2)	6627460	1081330	7708790	45.53	6628460	1080330	7708790	45.53	0
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	100	19400	19500	0.12	100	19400	19500	0.12	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	100	19400	19500	0.12	100	19400	19500	0.12	0
2. Non-Institutions									
a) Bodies Corp.	808634	44300	852934	5.04	734773	44300	779073	4.60	-0.44
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0

b)	Individuals								
i)	Individual shareholders holding nominal share capital upto ₹ 1 lakh	3641531	1239921	4881452	28.83	3608287	1216621	4824908	28.50	-0.33
ii)	Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	2122101	26100	2148201	12.69	2242222	26100	2268322	13.40	0.71
c)	Others (HUF)	386184	500	386684	0.23	431797	500	432297	2.55	2.32
	Non-Resident Indians Employees	0	0	0	0	0	0	0	0	0
	Non-Resident Indian Repartriates	623039	311600	934639	5.52	587710	311600	899310	5.31	-0.21
	Non-Resident Indian Non-Repartriates	0	0	0	0	0	0	0	0	0
	Foreign Nationals	0	0	0	0	0	0	0	0	0
	Clearing Members	0	0	0	0	0	0	0	0	0
	Trusts	0	0	0	0	0	0	0	0	0
	Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
	Sub-total (B)(2):-	7581489	1622421	9203910	54.36	7604789	1599121	9203910	54.36	-0.27
	Total Public Shareholding (B)=(B)(1)+ (B)(2)	7581589	1641821	9223410	54.47	7604889	1618521	9223410	54.47	0
C.	Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
	Grand Total (A+B+C)	14209049	2723151	16932200	100	14233349	2699851	16932200	100	0

B. Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Champawat Investment & Consultants Pvt. Ltd.	1720400	10.16	0.00	1720400	10.16	0.00	0.00
2	Pioneer Buildcon Pvt. Ltd.	1412860	8.34	0.00	1412860	8.34	0.00	0.00
3	Shree Bala Finvest Pvt. Ltd.	2087100	12.33	5.76	2087100	12.33	5.76	0.00
4	Gujarat Finvest Services Pvt.Ltd.	1065600	6.29	0.00	1065600	6.29	0.00	0.00
5	Elcon Exports Pvt. Ltd.	910300	5.38	4.13	910300	5.38	4.13	0.00
6	Royale Infrastructure And Projects Private Limited	228900	1.35	0.00	228900	1.35	0.00	0.00
7	Ummedsingh Champawat Joint With Laxmikanwar Champawat	200300	1.18	1.18	200300	1.18	1.18	0.00
8	Ummedsingh Champawat	19800	0.12	0.12	19800	0.12	0.12	0.00
9	Dilipsingh Kushalsingh Bhati	60010	0.35	0.35	60010	0.35	0.35	0.00
10	Vishwajeetsingh Champawat	2300	0.01	0.00	2300	0.01	0.00	0.00
11	Ramkaran Saini	1000	0.01	0.00	1000	0.01	0.00	0.00
12	Mahendrasingh Bhati	100	0.00	0.00	100	0.00	0.00	0.00
13	Laxmikanwar Champawat	100	0.00	0.00	100	0.00	0.00	0.00
14	Khuman Singh Solanki	10	0.00	0.00	10	0.00	0.00	0.00
15	Anant Vaseta	10	0.00	0.00	10	0.00	0.00	0.00
	Total	7708790	45.53%	11.54%	7708790	45.53%	1.65%	0.00

C. Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	At the beginning of the year	7708790	45.53	7708790	45.53
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons forincrease / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No change during the year			
3	At the End of the year	7708790	45.53	7708790	45.53

D. Shareholding Pattern of top ten Shareholders
(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Increase/ Decrease in share holding during the year				Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date	No. of shares shares of the company	% of total	Reason	No. of shares	% of total shares of the company
1	Ajay Ajitkumar Karsandas Hamlai	290000	1.71	—	—	—	—	290000	1.71
2	Jasmin Kishor Ajmera	213770	1.26	—	—	—	—	213770	1.26
3	Parshottam Jeoomal Daswani	131054	0.77	9-6-17	(12440)		Transfer		
				16-6-17	(9600)	0.13	Transfer	109014	0.64
4	Pravin V. Mehta	121500	0.72	—	—	—	—	121500	0.72
5	Malini Mehta	117500	0.69	—	—	—	—	117500	0.69
6	Ajmera Associates Ltd.	114800	0.68	12-1-17	(200)		Transfer		
				19-1-17	(500)	0.01	Transfer	114100	0.67
7	Shivswaroop Hotels & Resorts Pvt. Ltd.	108501	0.64	—	—	—	—	108501	0.64
8	Radhey Shyam Agarwal	105632	0.62	16-6-17	33000		Transfer		
				22-12-17	(5800)	0.16	Transfer	132832	0.78
9	Revati Infra Projects Pvt. Ltd.	103452	0.61	—	—	—	—	103452	0.61
10	Narendra Prasad	95000	0.56	10-11-17	(15000)	0.09	Transfer	80000	0.47

E. Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	**Ummedsingh Padamsingh Champawat**				
	At the beginning of the year	220100	1.30	220100	1.30
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	220100	1.30	220100	1.30
2	**Vishwajeetsingh U. Champawat**				
	At the beginning of the year	2300	0.01	2300	0.01
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	2300	0.01	2300	0.01

3	**Ramprakash Ramvallabh Kothari**				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	0	0.00	0	0.00
4	**Jayesh Vasudevbhai Dave**				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	0	0.00	0	0.00
5	**Ragini Harsh Toshniwal**				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	0	0.00	0	0.00
6	**Yogeshkumar Jayantilal Mehta**				
	At the beginning of the year	100	0.00	100	0.00
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	100	0.00	100	0.00
7	**Jayant Kumar**				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	0	0.00	0	0.00

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amount in `)

	Secured Loans excluding deposits	**Unsecured Loans**	**Deposits**	**Total Indebtedness**
Indebtedness at the beginning of the financial year				
i) Principal Amount	6,17,08,899	2,20,72,795	0	8,37,81,694
ii) Interest due but not paid	5,84,104	22,28,707	0	28,12,811
iii) Interest accrued but not due	0	2,72,086	0	2,72,086
Total (i+ii+iii)	**6,22,93,003**	**2,45,73,588**	**0**	**8,68,66,591**
Change in Indebtedness during the financial year				
* Addition	0	0	0	0
* Reduction	(2,57,12,558)	1,29,79,518	0	3,86,92,076
Net Change	(2,57,12,558)	1,29,79,518	0	3,86,92,076
Indebtedness at the end of the financial year				
i) Principal Amount	3,59,96,341	90,93,277	0	4,50,89,618
ii) Interest due but not paid	40,806	1,17,992	0	1,58,798
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	**3,60,37,147**	**92,11,269**	**0**	**4,52,48,416**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

1 Remuneration to Managing Director, Whole-time Directors and/or Manager:

Amount (`)

Sr. No.	Particulars of Remuneration	Name of MD Mr. U. Champawat	Name of Executive Director Mr. Vishwajeetsingh Champawat (w.e.f. 14.08.2017)	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,60,000	15,16,129	18,76,129
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	3,96,744	3,63,871	7,31,615
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	Total	**7,56,744**	**18,80,000**	**26,07,744**
	Ceiling as per the Act	-	-	-

2 Remuneration to other directors:

Amount (`)

Sr. No.	Particulars of Remuneration	Name of Directors				Total
1	**Independent Directors**	**Mr. Jayesh Dave**	**Mr. Rampraksh Kothari**	**Mrs. Ragini Toishniwal**	**Ms. Madhuri Chandak**	
	Fee for attending board/ committee meetings	**3,500**	**3,500**	**3,000**	**-**	**10,000**
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	**3,500**	**3,500**	**3,000**	**-**	**10,000**

Sr. No.	Particulars of Remuneration	Name of Directors Mr. Vishwajeetsingh Champawat (upto 13.08.2017)	Total
2	**Other Non-Executive Directors**		
	Fee for attending board/ committee meetings	500	500
	Commission	-	-
	Others, please specify	-	-
	Total (2)	500	500
	Total Managerial Remuneration	-	10,500
	Overall Ceiling as per the Act	-	-

3 REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Amount (`)

Sr. no.	Particulars of Remuneration	Key Managerial Personnel			Total
		Company Secretary Mr. Jayant Kumar (w.e.f 29/12/2017)	**Company Secretary Mrs. Krishna Bhavsar (upto) 30/06/2017)**	**CFO Mr. Yogesh Mehta**	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	63,441	32,798	4,92,000	5,88,239
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- as % of profit	-	-	-	-
	- others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	63,441	32,798	4,92,000	5,88,239

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY Penalty Punishment Compounding	**Nil**				
B. DIRECTORS Penalty Punishment Compounding	**Nil**				
C. OTHERS OFFICERS IN DEFAULT Penalty Punishment Compounding	**Nil**				

ANNEXURE –B

Form MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2018

[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 31st March, 2018. 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 31st March, 2018 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 31st March, 2018, according to the provisions of:

   (i) The Companies Act, 2013 (the Act) and the rules made there under and the Companies Act, 1956, to the extent it is applicable.

   (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

   (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

   (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under 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, 2009;

      (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, it has been mentioned under Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to have entire promoters' holding of the Company in Demat form only.

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

a) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014

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 and maintenance of financial records and book s of account has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professional .

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. 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 at least seven days in advance, 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.

Name of Practicing Company Secretary:

Date : 30th July, 2018
Place: Ahmedabad

Rupal Patel
C. P. No.: 3803
FCS No.:6275

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;

Name of Practicing Company Secretary:

Date : 30th July, 2018
Place : Ahmedabad

Rupal Patel
C. P. No.: 3803
FCS No.:6275

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.

Name of Practicing Company Secretary:

Date : 30th July, 2018
Place : Ahmedabad

Rupal Patel
C. P. No.: 3803
FCS No.:6275

ANNEXURE - C
MANAGEMENT DISCUSSION AND ANALYSIS REPORT

OVERALL REVIEW

Travel & Tourism is an important economic activity in most countries around the world. As well as its direct economic impact, the industry has significant indirect and induced impacts. The UN Statistics Division-approved Tourism Satellite Accounting methodology (TSA:RMF 2008) quantifies only the direct contribution of Travel & Tourism. But WTTC recognizes that Travel & Tourism's total contribution is much greater, and aims to capture its indirect and induced impacts through its annual research.

There is much to cheer about tourism's progress in India. This has found acknowledgement in the World Economic Forum's travel and tourism competitive index where India is found to have made a smart sprint to become the 40th most coveted destination among the 136 surveyed nations. The Ministry of Tourism in its 2017-18 Annual Report says that foreign tourists arrival in India during 2017 at 10.18 million shows a healthy growth of 15.6% over the 2016 FTAs of 8.8 million when the rise was 8.8% over the previous year. Encouragingly, non-resident Indians are too visiting the Country in ever increasing numbers.

The travel and tourism industry in India is one of the biggest contributors to India's GDP and hence is critical in supporting the Indian growth story. In 2017-18, the industry's share was 3.7% and is expected to increase by 7.6% in 2018-19. We are leveraging this immense potential for growth to increase scale and strengthen our business.

The long term outlook for the Indian hospitality business continues to be positive, as the Central Government announces the New Visa Policy of "On arrival Visa Policy", both for the business as well as the leisure segments with the potential for economic growth, increases in disposable incomes and the burgeoning middle class.

1. FUTURE TRENDS

WTTC promotes sustainable growth for the Travel & Tourism sector, working with governments and international institutions to create jobs, to drive exports and to generate prosperity. Together with Oxford Economics, WTTC produces annual research that shows Travel & Tourism to be one of the world's largest sectors, supporting over 307 million jobs and generating 10.4% of global GDP in 2017-18. Comprehensive reports quantify, compare and forecast the economic impact of Travel & Tourism on 185 economies around the world. In addition to the individual country reports, WTTC produces a world report highlighting global trends and 24 further reports that focus on regions, sub-regions and economic and geographic groups.

India is receiving growing numbers of both business visitors and leisure tourists. Global businesses are looking beyond China to India as the next growth engine. The wonder that is India is receiving in terms of mesmerizing destinations and culture was always there. But it is only in recent years that the realization dawned on the government that given a robust infrastructure linked to tourism and a friendly visa regime, including e-visa and visa on arrival would convert curiosity and longings for India into foreigners actually discovering India physically. Actually, India should soon find itself among the first ten countries in WEF competitive index.

What is particularly encouraging for the industry is the government recognition that large numbers of jobs requiring a great variety of skills will be created across the country as tourism takes wing. Job creation is the biggest challenge for the government. It will, therefore, be expected that the government will give greater thrust to strengthening tourism infrastructure. Progress is visible but infrastructure building needs speeding up to make tourism a robust industry. As India remains the fastest growing economy in the world with rising disposable income in the hands of people, all this is acting as booster to domestic travel and tourism. Your Company is all ready to make the best of the improving business environment.

Over the longer term, growth of the Travel & Tourism sector will continue to be strong so long as the investment and development takes place in an open and sustainable manner. Enacting pro-growth travel policies that share benefits more equitably can foster a talent and business environment necessary to enable Travel & Tourism to realize its potential. In doing so, not only we can expect the sector to support over 380 million jobs by 2027, but it will continue to grow its economic contribution, providing the rationale for the further protection of nature, habitats, and biodiversity.

WTTC is proud to continue to provide the evidence base required in order to help both public and private bodies make the right decisions for the future growth of a sustainable Travel & Tourism sector.

The key drivers for international travel demand growth to India include the easier e-visa regime, Swachh Bharat Abhiyan, Make in India, Yoga Days, Incredible India and other similar initiatives, which are expected to build a positive global image for the country and will have a long term impact for the travel and tourism industry.

Asian countries continue to drive global tourism growth with North East Asia growing at 7.4% and South East Asia at 6.7%. China continues to lead the way at 9.8%. Over the next ten years over one third of absolute GDP growth and nearly half of employment growth will be generated by China and India.

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.

The leisure demand at 29% of total rooms demand, has also shown robust growth led by a number of factors. Higher disposable income has ensured improved affordability, while the multitude of online travel agents (Mak My Trip, Goibibo, Yatra, Expedia etc.) has made it easier and convenient to book rooms online. Being present in both business and leisure segments, The Ummed is well positioned to benefit from increased demand for rooms from the two segments.

The Government has allowed 100% foreign investments under the automatic route in the hospitality industry according to the Consolidated FDI Policy released by the Ministry of Commerce and Industry, Government of India.

The Government has constituted a Steering Committee with representatives of all sectors of tourism and hospitality industry for promotion of tourism in a sustainable manner. The Government has set up a Hospitality Development Board, with the main function of the Board being monitoring and facilitating the clearances/approvals of hotel projects at both - Central/ State government levels.

The tourism industry is also looking forward to the expansion of E-visa scheme which is expected to double the tourist inflow to India.

3. SWOT ANALYSIS

Strength

- 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.

- 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 Gujaro Gujarat mein.”

- The Indian Government organized many types of International exhibitions and Celebration in Gujarat like, “Plast India-2015”, “Pravasi Bharatiya Divas” and “Agritech Asia” providing impetus to hospitality industry.

- The “Incredible India 2.0” Campaign of the Ministry was launched by the Hon’ble President of India on 27th September 2017, 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 2017”, providing impetus to hospitality industry.

- The promoters have an established track record, having created a niche for itself in hospitality industry with the best 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 men made disasters.

- The Ummed Ahmedabad, Ahmedabad’s first Five start hotel is been fruitfully proceeding its successful journey with all its pride even after

era of giant groups such as TAJ and Oberoi at this property.

- 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.

Weaknesses

Hospitality Industry suffers from event risks such as terrorist attack, government instability, 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 fluctuations 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.

- Recently 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 2017.

- 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 (www.ummedhotels.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.

- The total dependency on foreign tourists can be risky, as there are wide fluctuations in international tourism.

4. FINANCIAL PERFORMANCE WITH RESPECT TO OPERTIONAL PERFORMANCE

The financial performance of the Company for the year 2017-18 is described in the Directors Report under the head of 'Financial Results'.

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 2017-18 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 2017-18, the company has not received any complaints on sexual harassment and hence no complaints remain pending as of 31st March, 2018.

8. 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.

ANNEXURE –D

REPORT ON CORPORATE GOVERNANCE

In Accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015) (the 'Listing Regulations') with BSE Limited the Report Containing the Details of Corporate governance Systems and processes at Royale Manor Hotels and Industries Limited is as Follows:

A. Mandatory Requirements

1. Company's philosophy on code of Corporate 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 31st March, 2018 comprises of five directors including of two Executive and Three 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 31stMarch, 2018:

Sr No.	Name of Director	Category	No. of Directorship(s) held in Indian public & private Limited Companies
1	Mr. U. Champawat	Chairman Managing Director - Executive	1
2	Dr. Ram Prakash Kothari	Non-Executive Director (Independent)	1
3	Mr.Vishwajeetsingh Champawat	Executive Director (Non-Independent)	Nil
4	Mrs. Ragini Harsh Toshniwal	Non-Executive Director (Independent)	Nil
5.	Mr. Jayesh Dave	Non- Executive Director (Independent)	2

2.2 Responsibilities of the Board

The responsibility such as policy formulation, performance review and analysis and control, direction and management of the affairs of the company is vested in the Board of Directors presided over by the Chairman and Managing Director. The Board has delegated some of its powers to the executives of the company. The Board reviews from time to time such delegated powers and their utilization for effective functioning of the Company.

2.3 Meeting and Attendance Record of Directors

The meetings of the Board of Directors are held at periodical intervals and are generally at the Board Room of "The Ummed Ahmedabad", a hotel unit of the Company. The meeting dates are decided well in advance and the agenda and notes on agenda are circulated in advance to the directors. All material information is incorporated in the notes on agenda for facilitating meaningful and focused discussion at the meeting. Where it is not perusable to attach supporting or relevant documents to the agendas, the same is tabled before the meeting. In case of business exigencies or urgency of matters, resolutions are passed by circulation. Senior Management persons and advisors are often invited to attend the Board Meetings and provide clarifications as and when required.

During the year under review, the Board met 6 (Six) times on the following dates:

29/05/2017	30/06/2017	14/08/2017
13/11/2017	29/12/2017	14/02/2018

Sr.No.	Name of Director	No. of Meetings held	No. of Meetings Attended	Attendance at the last AGM held on 27.09.2017
1.	Mr. U. Champawat	6	1	Yes
2.	Mr. Jayesh Dave	6	6	Yes
3.	Dr. Ram Prakash Kothari	6	6	Yes
4.	Mr. Vishwajeetsingh Champawat	6	2	Yes
5.	Mrs. Ragini Harsh Toshniwal	6	5	No

2.4 Details of Directors seeking re-appointment at the ensuing Annual General Meeting:

As per the provisions of the Companies Act, 2013, two third of the Directors of a Company should be retiring Directors, of which one third of such Directors are required to retire every year and if eligible, they qualify for re-appointment.

Mr. Vishwajeetsingh Champawat, retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

2.5 Details of Directors who are associated as Chairman and Directors in other Public Companies:

None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees (as specified in Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 across all the companies in which he is a director. The necessary disclosure regarding Directorship and Committee position have been made by the Directors who are on the Board of the Company as on 31st March, 2018 and the same is reproduced herein below :

Sr.No.	Name of Director	No. of Directorship in other public Companies	No. of Committee positions held as Chairman on other public Companies	No. of Committee positions held as member in other Public Company
1.	Mr. U. Champawat	Nil	—	—
2.	Mr. Jayesh Dave	Nil	—	—
3.	Dr. Ram Prakash Kothari	Nil	—	—
4.	Mr. Vishwajeetsingh Champawat	Nil	—	—
5.	Mrs. Ragini Harsh Toshniwal	Nil	—	—

2.6 INDEPENDENT DIRECTORS' MEETING:

During the year under review, the Independent Directors met on March 22, 2018, inter alia, to discuss:

- Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

2.7 FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:

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. This policy is displayed on http://www.rmhil.com/pdf/stakeholder-information/familiarization-programme-for-independent-directors.pdf

2.8 EVALUATION OF THE BOARD'S PERFORMANCE:

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. 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 judgment, 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.

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 PREVENTION OF INSIDER TRADING:

The Securities and Exchange Board of India (SEBI) has promulgated the SEBI (Prohibition of Insider Trading) Regulation, 2015 ("The PIT Regulations"). The PIT regulations has come into effect from May 15, 2015 and replaced the earlier Regulations. The object of the PIT Regulation is to curb the practice of insider trading in the securities of a listed company.

The company has adopted an 'Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by insiders' ("the code") in accordance with the requirements of the PIT regulations.

The Code is applicable to promoters and Promoter's Group, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. Compliance Officer of the Company for the adherence to the said Regulations.

The company has also formulated 'The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)' in compliance with SEBI (Prohibition of Insider Trading) Regulation, 2015. This Code is displayed on the Company's website viz.www.rmhil.com

3. COMMITTEES OF BOARD :

The Company has three Board Committees. These are:-

1. Audit Committee
2. Nomination and Remuneration Committee
3. Share Transfer & Shareholders/Investor Grievance Committee

Moving with various committees formed and reported in the previous Annual Report and in line with the requirements of SEBI and Stock Exchanges, the Board has formally constituted the following committees of Directors.

3.1 Audit Committee :

The Audit committee constituted by the Board of directors as per the Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as in Section 177 of the Companies Act, 2013, comprises of three members viz.

Mr. Jayesh Dave	Chairman & Non – Executive Independent Director
Dr. Ram Prakash Kothari	Member & Non – Executive Independent Director
Mr. U. Champawat	Member & Executive Director

Sr.No.	Name of Director	No of Meetings held	No. of Meetings Attended
1	Mr. Jayesh Dave	4	4
2	Dr. Ram Prakash Kothari	4	4
3	Mr. U. Champawat	4	1

Who are aware with finance, accounts, management and corporate affairs. Two independent members constitute the quorum of the said Audit Committee Meeting.

The Audit Committee of the Board of Directors of the Company, Inter-alia, provides assurance to the Board on the adequacy of the internal control systems and financial disclosures.

The audit committee while reviewing the Annual Financial Accounts ensures compliance of the Ind AS prescribed under the Companies Act, 2013.

BRIEF DESCRIPTION OF TERMS OF REFERENCE:

The scope of activities of the Audit Committee includes the following:

1. Overseeing 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. Recommending the appointment and removal of external auditor, fixation of audit fees and also approval for payment of any other Consultancy services provided by the statutory auditor.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing with management the annual financial statements before submission to the Board, focusing primarily on:
   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 afailure 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 toascertain 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 non-paymentof 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.
21. Explanation (i): The term "related party transactions" shall have the same meaning as provided in Regulation 18(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Executive summary of the Audit Committee Meetings are placed before the immediate next Board Meetings held after the Audit Committee for deliberations and the full minutes of the same are placed before the following Board Meeting for records. The Board of Directors, regularly appraised on the recommendations of the Audit Committee, further, at the beginning of the financial year, the Committee discuss the plan for the internal audit and statutory audit.

Dates of the Audit Committee Meetings are fixed in advance and agenda is circulated to the Directors at least seven days before the meeting.

As required under Regulation 18(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee had reviewed the following information:

- Management Discussion and Analysis Report of financial condition and results of operations.
- Statement of significant related party transactions submitted by management.
- Management letters/letters of internal controls, weaknesses issued by the Statutory Auditors.
- Internal Auditors Reports relating to internal control weaknesses; and
- The Appointment, removal and terms of remuneration of the internal auditors.

The Audit Committee has the following powers:

a) To investigate any activity within its terms of reference.
b) To seek any information from any employee.
c) To obtain outside legal and professional advice.
d) To secure attendance of outsides with relevant expertise, if it considers it necessary.

The Audit Committee invites such of the executives as it considers appropriate (Particularly the head of the finance function) representatives of the statutory Auditors. The Company Secretary acts as the Secretary to the Audit Committee.

The previous Annual General Meeting of the Company was held on September 27, 2017 and was attended by Mr. Jayesh Dave, Chairman of the Audit Committee.

During the year under review, the 4 Audit Committee meeting were held during Financial Year 2017-18. The dates on which the said meetings were held as follows:

29/05/2017	14/08/2017	13/11/2017	14/02/2018

3.2 NOMINATION AND REMUNERATION COMMITTEE (NRC)

The Remuneration Committee reviewing the overall compensation policy, service agreements and other employments and other employment conditions of Managing / Whole time Directors and Managing Director:

Composition of Nomination and Remuneration Committee:

Sr. No.	Name	Position	Category
1	Dr. Ramprakash Kothari	Chairman	Non-Executive Independent Director
2	Mr. Jayesh Dave	Member	Non-Executive Independent Director
3	Mrs. Ragini Harsh Toshniwal	Member	Non-Executive Independent Director

Sr.No.	Name of Director	No of Meetings held	No. of Meetings Attended
1	Dr. Ramprakash Kothari	3	3
2	Mr. Jayesh Dave	3	3
3	Mrs. Ragini Harsh Toshniwal	3	3

During the year under review, the 3 Remuneration Committee Meeting was held during Financial Year 2017-2018. The dates on which the said meetings were held as follows:

30/06/2017	14/08/2017	29/12/2017

Details of remuneration paid to Directors for the year ended March, 2018:
The Company has paid Remuneration of Rs. 7,56,744/- p.a. to the Mr. U. Champawat During the year under review.

Remuneration policy:

Payment of remuneration to the Managing/Whole Time Director is governed by the respective Agreements executed between them and the company. These agreements were approved by the Board and the Shareholders. Their Remuneration structure comprises salary, perquisites and allowances

Terms of reference of the Committee inter alia, include the followings:

Nomination of Directors / Key Managerial Personnel / Senior Management*

1. To evaluate and recommend the composition of the Board of Directors;
2. 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;
3. Consider and recommend to the Board appointment and removal of directors, other persons in senior management and key managerial personnel (KMP);
4. Determining processes for evaluating the effectiveness of individual directors and the Board as a whole and evaluating the performance of individual Directors;
5. To administer and supervise Employee Stock Options Schemes (ESOS) including framing of policies related to ESOS and reviewing grant of ESOS;
6. Formulate the criteria for determining qualifications, positive attributes and independence of a Director;
7. To review HR Policies and Initiatives.

REMUNERATION OF DIRECTORS / KEY MANAGERIAL PERSONNEL / SENIOR MANAGEMENT*/ OTHER EMPLOYEES:

1. **E**volve 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 personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

NOMINATION AND REMUNERATION POLICY:

1. Purpose of this Policy:

The company has adopted this Policy on appointment and remuneration of the Directors, Key Managerial Personnel and Senior Management (the "Policy") as required by the provisions of Section 178 of the Companies Act, 2013 (the "Act") and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.The purpose of this Policy is to establish and govern the procedure applicable:

The purpose of this Policy is to establish and govern the procedure applicable:

a) To evaluate the performance of the members of the Board.
b) To ensure that 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.
c) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

The Committee should ensure that 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 and the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

2. Definitions:

"Independent Director" means a director referred to in Section 149(6) of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time."

"Key Managerial Personnel" (the "KMP") shall mean "Key Managerial Personnel" as defined in Section 2(51) of the Act.

"Nomination and Remuneration Committee" by whatever name called, shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015."

"Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

"Senior Management" mean personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the Executive Directors, including all functional heads.

Words and expressions used and not defined in this Policy, but defined in the Act or any rules framed under the Act or the Securities and Exchange Board of India Act, 1992 and Rules and Regulations framed there under or in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the Accounting Standards shall have the meanings assigned to them in these regulations.

3. Composition of the Committee:

The composition of the Committee is / shall be in compliance with the Act, Rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and Mentioned as above.

4. Role of the Committee:

The Committee shall:

a) Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;

b) Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this Policy;

c) Lay down the evaluation criteria for performance evaluation of Independent Director and the Board;

d) Recommend to the Board, appointment, remuneration and removal of Director, KMP and Senior Management;

e) To devise a Policy on Board diversity.

f) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

5. Criteria for Determining the followings:-

5.1 Qualifications for appointment of Directors (including Independent Directors):

a) Persons of eminence, standing and knowledge with significant achievements in business, professions and/or public service;

b) Their financial or business literacy/skills;

c) Their Hotel industry experience;

d) Other appropriate qualification/experience to meet the objectives of the Company;

e) As per the applicable provisions of Companies Act, 2013, Rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate/s.

5.2 Positive attributes of Directors (including Independent Directors):

a) Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively and the willingness to address issues proactively;

b) Actively update their knowledge and skills with the latest developments in the railway/ heavy engineering/infrastructure industry, market conditions and applicable legal provisions;

c) Willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities;

d) To assist in bringing independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;

e) Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company;

f) To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees;

g) Independent Directors to meet the requirements of the Companies Act, 2013 read with the Rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

5.3 Independence Standards

The following would be the independence review procedure and criteria to assist the Committee to evaluate the independence of Directors for recommending to the Board for appointment. A Director is independent if the Board affirmatively determines that the Director does not have a direct or indirect material relationship with the Company, including its affiliates or any member

of senior management. "Affiliate" shall mean any company or other entity that controls, is controlled by, or is under common control with the Company.

Also, the candidate shall be evaluated based on the criteria provided under the applicable laws including Companies Act, 2013 read with Rules thereon and the SEBI (LODR) regulations, 2015. In addition to applying these guidelines, the Board will consider all relevant facts and circumstances in making its determination relating to a director's independence.

Independence Review Procedures:

a) Annual Review:

The director's independence for the independent director will be determined by the Board on an annual basis upon the declaration made by such Director as per the provisions of the Companies Act, 2013 read with Rules thereon and the SEBI (LODR) regulations, 2015.

b) Individual Director's Independence Determinations:

If a director nominee is considered for appointment to the Board between Annual General Meetings, a determination of independence, upon the recommendation of the Committee, shall be made by the Board prior to such appointment.

All determinations of independence shall be made on a case-by-case basis for each director after consideration of all the relevant facts and circumstances and the standards set forth herein. The Board reserves the right to determine that any director is not independent even if he or she satisfies the criteria set forth by the provisions of the Companies Act, 2013 read with Rules there on and the SEBI (LODR) regulations, 2015.

c) Notice of Change of Independent Status:

Each director has an affirmative obligation to inform the Board of any change in circumstances that may put his or her independence at issue.

5.4 Criteria for appointment of KMP/Senior Management:

a) To possess the required qualifications, experience, skills & expertise to effectively discharge their duties and responsibilities;

b) To practice and encourage professionalism and transparent working environment;

c) To build teams and carry the team members along for achieving the goals/objectives and corporate mission;

d) To adhere strictly to code of conduct

5.5 Term:

The Term of the Directors including Managing / Whole time Director / Independent Director shall be governed as per the provisions of the Act and Rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Whereas the term of the KMP (other than the Managing / whole time Director) and Senior Management shall be governed by the prevailing HR policies of the Company.

5.6 Evaluation:

The Committee shall carry out evaluation of performance of every Director.

The Committee shall identify evaluation criteria which will evaluate Directors based on knowledge to perform the role, time and level of participation, performance of duties, level of oversight, professional conduct and independence. The appointment / re-appointment /continuation of Directors on the Board shall be subject to the outcome of the yearly evaluation process.

5.7 Removal:

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, Rules and Regulations there under and /or for any disciplinary reasons and subject to such applicable Acts, Rules and Regulations and the Company's prevailing HR policies, the Committee may recommend, to the Board, with reasons recorded in writing, removal of a Director, KMP or Senior Management.

6. **Remuneration of Managing / Whole-time Director, KMP and Senior Management:**
The remuneration / compensation / commission, etc., as the case may be, to the Managing / Whole time Director will be governed by the relevant provisions of the Companies Act, 2013 and applicable Rules and Regulations and will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission, etc., as the case may be, shall be subject to the prior / post approval of the shareholders of the Company and Central Government, wherever required. Further, the Chairman & Managing Director of the Company is authorized to decide the remuneration of KMP (other than Managing / Whole time Director) and Senior Management based on the standard market practice and prevailing HR policies of the Company.

7. **Remuneration to Non-executive / Independent Director:**
The remuneration / commission / sitting fees, as the case may be, to the Non-Executive / Independent Director, shall be in accordance with the provisions of the Act and the Rules made there under for the time being in force or as may be decided by the Committee / Board / shareholders.
The Company has paid of Rs. 10,500/- as Sitting Fees to Non-Executive Director/ Independent Director of the company.
An Independent Director shall not be entitled to any stock option of the Company unless otherwise permitted in terms of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

3.3 Stakeholders' Relationship Committee:
(Share Transfer & Shareholders/Investor Grievance Committee)

The Stakeholders' Relationship Committee comprises as under:

Sr. No.	Name	Position	Category
1.	Dr. Ram Prakash Kothari	Chairman	Non -Executive Director
2	Mr. U. Champawat	Member	Executive Director
3	Mrs. Ragini Harsh Toshniwal	Member	Non -Executive Director
Sr.No.	**Name of Director**	**No. of Meetings held**	**No. of Meetings Attended**
1	Dr. Ram Prakash Kothari	13	13
2	Mr. U. Champawat	13	04
3	Mrs. Ragini Harsh Toshniwal	13	13

The committee is responsible for approving and monitoring transfers, transmission, splitting and consolidation of shares issued by the Company. In addition to that, the committee also monitors redressal of complaints from shareholders relating to transfer of shares, non-receipt of balance sheet etc., No sitting fees is paid to the committee members. The Committee reviewed redressal of investors Grievances pertaining to share transfer, dematerialization of shares, replacement of lost, mutilated and old share certificates, change of address etc. The committee has also taken steps to strengthening investors relations.

During the year under review, the 13 meetings of ShareTransfer & Shareholders'/Investor Grievance Committee were held during Financial Year 2017-2018. The dates on which the said meetings were held as follows:

10/04/2017	29/04/2017	10/05/2017	31/05/2017
20/06/2017	19/08/2017	18/10/2017	10/11/2017
10/01/2018	20/01/2018	20/02/2018	10/03/2018
31/03/2018			

The status of shareholders' complaints received so far/number not solved to the satisfaction of shareholders/number of pending share transfer transactions (as on 31st March, 2018) is given below:-

Complaints Status: 01.04.2017 to 31.03.2018

Number of complaints received so far	:	2
Number of complaints solved	:	2
Number of pending complaints	:	0

Compliance Officer :

Compliance Officer of the Company is Compliance Officer for the purpose of complying with various provisions of Securities and Exchange Board of India (SEBI) Listing Regulations, Registrar of Companies and for monitoring the share transfer process etc.

4. GENERAL BODY MEETINGS :

The location and time, where last three years Annual General Meetings are held as follows:

Year	Venue	Date	Time
2014-2015	Ahmedabad Textile Mills' Association (ATMA) Hall, Ashram Road, Ahmedabad – 380 009	30th September, 2015	3.00 P.M. (IST)
2015-2016	Ahmedabad Textile Mills' Association (ATMA) Hall, Ashram Road, Ahmedabad – 380 009	30th September, 2016	3.00 P.M. (IST)
2016-2017	Ahmedabad Textile Mills' Association (ATMA) Hall, Ashram Road, Ahmedabad – 380 009	27th September, 2017	3.00 P.M. (IST)

2015

1. Regularize the Appointment of Mrs. Ragini Harsh Toshniwal (DIN:07098164), Additional Director of the Company.
2. Adoption of new articles of association of the company containing regulation in conformity with Companies Act, 2013.

2016

1. Appointment of Mr. Ramarao Nuthakki (DIN: 00612411) as an Independent Director of the Company.
2. Re-appointment of Mr. Jayesh Dave (DIN: 01808753) as an Independent Director of the company.
3. Appointment of Mrs. Ragini Harsh Toshniwal (DIN: 07098164) as an Independent Director of the company.
4. Alteration in Articles of Association of the Company.

2017

1. To Appoint Mr. Vishwajeet Champawat (DIN: 00519755) as an Executive Director.

RESOLUTION PASSED THROUGH POSTAL BALLOT PROCEDURE DURING THE YEAR UNDER REVIEW:

The company has not passed any resolution through postal ballot procedure.

Extraordinary General Meeting (EGM):

No Extra Ordinary General Meeting held during the financial year under review.

5. DISCLOSURES :

a. Materially significant related party transactions:

There were no significant or material related party transactions that have taken place during the year which have any potential conflict with the interest of the company at large. The detailed related party information and transactions have been provided in Notes to Accounts.

b. During the last three Years, there were no penalties, strictures imposed by either SEBI or stock Exchange or any statutory authority for non- Compliance of any matter related to the capital market.

6. MEANS OF COMMUNICATION :

(a) 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).

(b) Media Releases: Official media releases are sent to Stock Exchanges and are displayed on the Company's website (www.rmhil.com).

(c) Website: The Company's website (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.

(d) 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).

(e) 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.

(f) 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.

7. 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/whistel-blower-policy.pdf

8. GENERAL SHAREHOLDERS' INFORMATION :

8.1 Annual General Meeting :

Day, date and time	:	**Friday, the 28th September, 2018 at 3.00 P. M.**
Venue	:	Ahmedabad Textile Mills' Association (ATMA) Hall, Ashram Road, Ahmedabad - 380 009

8.2 Financial Year Calendar: 01st April 2017 to 31stMarch, 2018

8.3 The tentative dates for board meetings for consideration of quarterly financial results are as follows:

First Quarter Results	:	Second week of August, 2018
Second Quarter Results	:	Second week of October, 2018
Third Quarter Results	:	Second week of February, 2019
Fourth Quarter Results	:	Last week of May, 2019

8.4 Book Closure Date : **Monday**, 17th September, 2018 to Friday , 28th September, 2018 (both days inclusive).

8.5 Dividend : No Dividend is proposed on Equity Shares

8.6 Listing of Equity Shares on Stock Exchanges are:

The names and addresses of the Stock Exchanges at which the equity shares of the Company (except 8,00,000 Shares on account of conversion of preferential Warrant) are listed and the respective stock codes are as under:

Sr No.	Name of Stock Exchanges	Stock Codes
1.	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.	BSE - 526640
2.	Madras Stock Exchange Limited "Exchange Building", No. 11, Second line beach, Chennai - 600 001. (*SEBI has passed an Exit Order to close Madras Stock Exchange vide its letter no. WTM/RKA/MRD/47/2015 dated 14th May, 2015)	MSE - N. A.*
3.	The Calcutta Stock Exchange Association Limited 7, Lyons Range, Kolkata - 700 001.	CSE - 28151

8.7 Market Price Data :

High and low during each month in the (2017-18) financial year on the Stock Exchanges:

Month	High (`)	Low (`)
April - 2017	13.80	11.52
May – 2017	13.29	10.50
June – 2017	11.25	10.01
July – 2017	12.24	10.40
August – 2017	11.30	8.73
September -2017	11.79	10.00
October -2017	11.00	10.00
November – 2017	13.85	10.45
December – 2017	15.90	11.94
January – 2018	15.90	12.60
February – 2018	14.25	12.10
March – 2018	13.35	10.60

8.8 Annual Listing Fees:

Annual Listing fees for Financial Year 2018-2019 has been paid to BSE Limited.

8.9 Registrar and Transfer Agent and Address for Correspondence:

a) **M/s. MCS SHARE TRANSFER AGENT LIMITED.**

1. 12/1/5, Manohar Pukur Road, Kolkatta-700026
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: mcssta@rediffmail.com, mcsahmd@gmail.com

b) Registered Office of the Company :
M/s. Royale Manor Hotels and Industries Limited
International Airport Cirlce, Ahmedabad – 382 475.
Tel. No. : (079) 22868642-43
Fax No. : (079) 22868641
CIN : L55100GJ1991PLC015839
Email : royalemanorhotels@gmail.com
Website : www.rmhil.com

c) Dedicated e-mail for investor Grievance:
For the convenience of our investor, the company has designated an exclusive e-mail id i.e., royalemanorhotels@gmail.com.
All investors are requested to avail this facility.

8.10 Share Transfer System :

The transfer of shares in physical form is processed and completed by registrar & Transfer Agent within a period of Seven days from the date of receipt thereof provided all the documents are in order. In case of the shares in electronic form, the transfers are processed by NSDL/ CDSL through respective Depository Participants. In Compliance with the Listing Regulation, a Practicing Company Secretary carries out audit of the System of Transfer and a certificate to that effect is issued.

8.11 Distribution of Shareholding (as on 31st March, 2018) :

Category	Number of Shareholders	Percentage (%)	Number of Shares	Percentage (%)
1- 500	12867	87.88	1979469	11.69
501-1000	830	5.67	718880	4.25
1001- 2000	369	2.52	593009	3.50
2001- 3000	158	1.08	404743	2.39
3001- 4000	94	0.63	335346	1.98
4001- 5000	82	0.56	379839	2.24
5001- 10000	120	0.82	895511	5.29
10001-50000	93	0.63	1968047	11.62
50001-100000	12	0.08	751327	4.44
Above 100000	17	0.12	8906029	52.60
TOTAL	**14642**	**100.00**	**16932200**	**100.00**

8.12 Shareholding Pattern (as on 31st March, 2018):

Sr.No.	Category	No. of Shares held	Percentage (%) of shareholding
1.	Promoters, Directors & their Relatives	7708790	45.53
2.	NRI/OCBs	899310	5.31
3.	Banks/Financial Institutions/Mutual Funds	19500	0.12
4.	Private Corporate Bodies	779073	4.60
5.	Others	7525527	44.44
	Total	**16932200**	**100.00**

8.13 Dematerialisation of Shares and Liquidity :

The particulars of shares in physical and demat mode, held by the shareholders as on 31st March, 2018:

Particulars	No of Shares	% shareholding
Physical	2698851	15.94
Demat		
NSDL	11342872	66.99
CDSL	2890477	17.07
Total	**16932200**	**100.00**

8.14 Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity

There is no outstanding warrants.

8.15 Hotel Location :

The Ummed Ahmedabad
International Airport Circle, Ahmedabad-382 475. Gujarat (INDIA)

COMPLIANCE CERTIFICATE OF THE AUDITORS

The statutory Auditor have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulation and the same is annexed to this Report.

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 March 31, 2018.

For, Royale Manor Hotels and Industries Limited

Place : Ahmedabad
Date : 30th July, 2018

U Champawat
Chairman and Managing Director
(DIN-00294184)

AUDITOR'S CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,
The Members of
Royale Manor Hotels & Industries Limited

We have examined the compliance of condition of Corporate Governance by **Royale Manor Hotels and Industries Limited**, for the year ended March 31, 2018 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)

Place : Ahmedabad
Date : 30th July, 2018

CA. Pranav R. Shah
Partner
Membership No. 127526

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 cash flow statement for the year 2017-18 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 2017-18 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 2017-18;
- Significant changes in accounting policies during the year 2017-18 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

Date : 30th July, 2018
Place : Ahmedabad

Yogesh Mehta
Chief Financial Officer

ANNEXURE – E

TO THE DIRECTORS' REPORT FOR THE YEAR 2017-2018

Information on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo stipulated under Section134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014.

a)	**Conservation of energy**		
	(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 using Solar Water Heater system for Hot Water usage. 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)	**Technology absorption**		
	(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
(c)	**Foreign exchange earnings and Outgo**		
	During the year, the total foreign exchange used was Rs. 5,15,936/- and the total foreign exchange earned was Rs. 4,42,69,138/-.		

INDEPENDENT AUDITOR'S REPORT

TO,
THE MEMBERS OF
ROYALE MANOR HOTELS AND INDUSTRIES LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone Ind AS financial statements of **Royale Manor Hotels and Industries Limited**, (the "Company") which comprise the Balance Sheet as at 31st March, 2018, 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 Ind AS Financial Statements").

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.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs (financial position) of the Company as at 31st March, 2018 and its profit (financial performance including other comprehensive income), its cash flows and changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("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, 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.

   (E) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 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.**

   (G) 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 impart 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.

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

Place : Ahmedabad
Date : 30th May, 2018

CA. Pranav R. Shah
Partner
Membership No. 127526

ANNEXURE 'A' TO AUDITOR'S REPORT

*The annexure referred to in our report to the members **of Royale Manor Hotels and Industries Limited** on the financial statements as of and for the year ended 31st March, 2018. We state that:*

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) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

   (b) As informed to us, the fixed assets 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.

2. According to information and explanations provided to us, inventories have been physically verified by the management at reasonable intervals and no discrepancies found during the physical verification.

3. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013 and therefore further comments are not applicable.

4. As per the information furnished to us, the Company has not given any loans to its Directors and has not advanced any loans or made any investments or given any guarantees or provided any securities in terms of provisions of the section 185 and 186 of the Companies Act, 2013.

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, service tax, 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 31st March 2018, 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 service 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. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to any financial institution or bank.

9. In our opinion and according to the information and explanations given to us, the Company has not raised any monies by way of initial public offer or further public offer (including debt instruments) during the year.

10. According to the information and explanations given to us, no fraud by the Company or any fraud on the Company by its officers/employees has been noticed or reported during the course of our audit.

11. According to the information and explanation given to us, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act, 2013.

12. The Company is not a Nidhi Company therefore, further comments are not applicable.

13. The Company has entered into related party transaction in compliance with the provisions of section 177 and 188 of the Act. The details of related party transactions have been disclosed in the financial statements as required by the applicable Ind AS.

14. As per the information and explanations provided to us and on the basis of verification of records the Company has not made any preferential allotment/private placement of shares or fully or partly convertible debentures during the year under review.

15. According to the information and explanations given to us, the Company has not entered into any non-cash transactions with Directors or persons connected with them.

16. As per the information and explanations provided to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

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

Place : Ahmedabad
Date : 30th May, 2018

CA. Pranav R. Shah
Partner
Membership No. 127526

"ANNEXURE B" TO AUDITOR'S REPORT

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")

We have audited the internal financial controls over financial reporting of "**Royale Manor Hotels and Industries Limited (the "Company")** as of 31st March, 2018 in conjunction with our audit of the Standalone Ind AS Financial Statements of the Company for the year ended on that date.

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 controls system over financial reporting.

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.

Opinion

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 31st March, 2018, 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.

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

Place : Ahmedabad
Date : 30th May, 2018

CA. Pranav R. Shah
Partner
Membership No. 127526

BALANCE SHEET AS AT 31ST MARCH, 2018

Amount in `

Sr. No.	Particulars	Note No.	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
I	**ASSETS**				
1	**NON-CURRENT ASSETS**				
	Property, Plant & Equipments	1	**213,422,868**	220,707,852	228,753,091
	Capital Work-in-Progress	1	**-**	3,100,584	-
	Financial Assets				
	Non-current Investments	2	**28,500,000**	28,500,000	28,500,000
	Loans	3	**91,554,280**	118,157,400	111,119,070
	Deferred Tax Assets (Net)	4	**11,845,380**	11,537,080	11,697,907
	TOTAL(1)		**345,322,528**	382,002,916	380,070,068
2	**CURRENT ASSETS**				
	Inventories	5	**19,375,966**	19,283,213	19,064,739
	Financial Assets				
	Trade Receivables	6	**28,603,729**	21,725,145	28,594,917
	Cash and Cash Equivalents	7	**535,011**	499,953	528,154
	Bank Balances	8	**8,265,913**	5,242,870	4,615,197
	Loans	9	**105,885,162**	91,397,038	87,144,266
	Current Tax Assets	10	**5,037,041**	6,303,898	1,015,112
	Other Current Assets	11	**2,093,496**	1,549,185	1,438,238
	TOTAL(2)		**169,796,318**	146,001,302	142,400,623
	TOTAL(1+2)		**515,118,846**	528,004,218	522,470,691
II	**EQUITY AND LIABILITIES**				
1	**EQUITY**				
	Share Capital	12	**169,322,000**	169,322,000	181,022,000
	Other Equity	13	**210,045,541**	184,916,804	175,241,554
	TOTAL(1)		**379,367,541**	354,238,804	356,263,554
2	**LIABILITIES**				
	Non Current Liabilties				
	Financial Liabilities				
	Borrowings	14	**31,331,764**	57,596,321	46,810,426
	Other Financial Liabilities	15	**23,380,156**	25,797,670	5,738,886
	Provisions	16	**2,068,875**	1,668,895	1,201,213
	TOTAL(2)		**56,780,795**	85,062,886	53,750,525
	Current Liabilities				
	Financial Liabilities				
	Borrowings	17	**26,773,454**	34,388,980	35,610,117
	Trade Payables	18	**16,951,212**	12,604,770	35,537,508
	Other Financial Liabilities	19	**14,180,256**	27,394,216	24,985,412
	Current Tax Liabilities	20	**9,153,499**	5,093,499	2,443,499
	Other Current Liabilities	21	**8,861,374**	6,771,008	9,904,577
	Provisions	22	**3,050,715**	2,450,055	3,975,499
	TOTAL(3)		**78,970,510**	88,702,528	112,456,612
	TOTAL(1+2+3)		**515,118,846**	528,004,218	522,470,691
	Notes forming part of Financial Statements	**30**			

As per our audit report of even date attached

For, PRANAV R. SHAH & ASSOCIATES
Chartered Accountants
(F R No.132072W)

CA Pranav R. Shah
Partner
Membership No. 127526

Ahmedabad
May 30, 2018

Jayant Kumar
Company Secretary

Yogesh Mehta
Chief Financial Officer

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

U. Champawat
Chairman and Managing Director
DIN-00294184

Dr. Ram Prakash Kothari
Director
DIN-00294060

Dr. Ragini Toshniwal
Director
DIN-07098164

Ahmedabad
May 30, 2018

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

Amount in `

Sr. No.	Particulars		Note No.	For the year ended 31st March, 2018	For the year ended 31st March, 2017
REVENUE FROM OPERATIONS					
I	Revenue from Operations		**23**	**220,080,295**	180,833,164
II	Other Income		**24**	**3,100,189**	2,855,362
III	**TOTAL REVENUE (I+II)**			**223,180,484**	183,688,526
IV	**EXPENSES**				
	a	Cost of Material Consumed	**25**	**31,274,094**	26,022,613
	b	Employees' Benefits Expenses	**26**	**57,172,105**	46,880,251
	c	Finance Costs	**27**	**13,948,431**	22,790,171
	d	Depreciation and Amortization Expenses	**28**	**10,418,600**	10,142,398
	e	Other Expenses	**29**	**79,186,817**	64,877,075
		TOTAL EXPENSES		**192,000,047**	170,712,508
V	**Profit Before Exceptional Items And Tax (III-IV)**			**31,180,437**	12,976,018
VI	Exceptional Items			**-**	-
VII	**Profit Before Tax (V-VI)**			**31,180,437**	12,976,018
VIII	**Tax Expense**				
	a	Current Tax Expense		**6,360,000**	2,650,000
	b	Earlier Year Tax Expense		**-**	-
	c	Deferred Tax Expense / (Income)		**(308,300)**	160,827
IX	**Profit / (Loss) for the year (VII-VIII)**			**25,128,737**	10,165,191
X	Other Comprehensive Income			**-**	-
XI	**Total Comprehensive Income for the year (IX+X)**			**25,128,737**	10,165,191
XII	**Earning per Share (EPS)**				
	a	Basic		**1.48**	0.59
	b	Diluted		**1.48**	0.59

Notes forming part of Financial Statements **30**

As per our audit report of even date attached

For, PRANAV R. SHAH & ASSOCIATES
Chartered Accountants
(F R No.132072W)

CA Pranav R. Shah
Partner
Membership No. 127526

Ahmedabad
May 30, 2018

Jayant Kumar
Company Secretary

Yogesh Mehta
Chief Financial Officer

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

U. Champawat
Chairman and Managing Director
DIN-00294184

Dr. Ram Prakash Kothari
Director
DIN-00294060

Dr. Ragini Toshniwal
Director
DIN-07098164

Ahmedabad
May 30, 2018

STATEMENT OF CHANGES IN EQUITY

A : Equity Share Capital

(1) Equity Shares of ` 10/- each issued, subscribed & fully paid up

Particulars	No. of Shares	Amt in `
As at 1st April, 2016	16,932,200	169,322,000
Changes during the year	-	-
As at 31st March, 2017	16,932,200	169,322,000
Changes during the year	-	-
As at 31st March, 2018	16,932,200	169,322,000

(2) Optionally Convertibe Preference Shares of ` 1,00,000/- each issued, subscribed & fully paid up

Particulars	No. of Shares	Amt in `
As at 1st April, 2016	117	11,700,000
Changes during the year	(117)	(11,700,000)
As at 31st March, 2017	-	-
Changes during the year	-	-
As at 31st March, 2018	-	-

B : Other Equity

Particulars	Capital Redemption Reserve	Securities Premium Reserve	Replace-ment of FF&E Reserve	Capital Reserve	Surplus in Statement of Profit & Loss	Total Equity
Balance as at 1st April 2016	43,775,000	8,325,000	8,652,471	13,851,659	100,637,424	175,241,554
Profit for the year	-	-	-	-	10,165,191	10,165,191
Other Comprehensive income for the year	-	-	-	-	-	-
Amount Transferred	12,051,000	(351,000)	3,451,344	-	(15,502,344)	(351,000)
Dividend & Tax on Dividend	-	-	-	-	(138,941)	(138,941)
Balance as at 31st March, 2017	55,826,000	7,974,000	12,103,815	13,851,659	95,161,330	184,916,804
Profit for the year	-	-	-	-	25,128,737	25,128,737
Other Comprehensive income for the year	-	-	-	-	-	-
Amount Transferred	-	-	(7,727,289)	-	7,727,289	-
Dividend & Tax on Dividend	-	-	-	-	-	-
Balance as at 31st March, 2018	55,826,000	7,974,000	4,376,526	13,851,659	128,017,356	210,045,541

As per our audit report of even date attached

For, PRANAV R. SHAH & ASSOCIATES
Chartered Accountants
(F R No.132072W)

CA Pranav R. Shah
Partner
Membership No. 127526

Ahmedabad
May 30, 2018

Jayant Kumar
Company Secretary

Yogesh Mehta
Chief Financial Officer

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

U. Champawat
Chairman and Managing Director
DIN-00294184

Dr. Ram Prakash Kothari
Director
DIN-00294060

Dr. Ragini Toshniwal
Director
DIN-07098164

Ahmedabad
May 30, 2018

CASH FLOW STATEMENT

	Particulars	Year ended 31st March, 2018 `	Year ended 31st March, 2017 `
A	**CASH FLOW FROM OPERATING ACTIVITIES**		
	Net Profit before Tax & Exceptional Items	**31,180,437**	12,976,018
	Adjustments For :		
	Depreciation	**10,418,600**	10,142,398
	Interest Income	**(1,966,550)**	(1,513,197)
	Finance Costs	**13,948,431**	22,790,171
	Loss/(Profit) on sale of Fixed Assets	**-**	-
	Operating Profit before Working Capital Changes	**53,580,918**	44,395,390
	Movements in Working Capital		
	Trade Receivables	**(6,878,584)**	6,869,772
	Loans & Advances and Other Current Assets	**(15,032,435)**	(4,363,719)
	Inventories	**(92,753)**	(218,474)
	Current Tax Assets	**1,266,857**	(5,288,786)
	Trade Payables & Other Current Liability	**(9,732,018)**	(23,754,084)
	Cash Generated from Operations	**(30,468,933)**	(26,755,291)
	Provision for Income Tax	**(6,360,000)**	(2,650,000)
	Net Cash Flow from Operating Activities	**16,751,985**	14,990,099
B.	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of Assets & Capital WIP	**(33,032)**	(5,197,743)
	Interest Income	**1,966,550**	1,513,197
	Net Cash Flow from Investing Activities	**1,933,518**	(3,684,546)
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Proceeds from Borrowings	**(26,264,557)**	10,785,895
	Other Financial Liabilities & Provisions	**(2,017,534)**	20,526,466
	Other Financial Assets-Loans	**26,603,120**	(7,038,330)
	Finance Costs	**(13,948,431)**	(22,790,171)
	Proposed Dividend on OCPS	**-**	(115,440)
	Provision for Tax on Dividend	**-**	(23,501)
	Redemption of OCPS	**-**	(12,051,000)
	Net Cash Flow from Financing Activities	**(15,627,402)**	(10,706,081)
	NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	**3,058,101**	599,472
	OPENING BALANCE OF CASH & CASH EQUIVALENTS	**5,742,823**	5,143,351
	CLOSING BALANCE OF CASH & CASH EQUIVALENTS	**8,800,924**	5,742,823

As per our audit report of even date attached

For, PRANAV R. SHAH & ASSOCIATES
Chartered Accountants
(F R No.132072W)

CA Pranav R. Shah
Partner
Membership No. 127526

Ahmedabad
May 30, 2018

Jayant Kumar
Company Secretary

Yogesh Mehta
Chief Financial Officer

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

U. Champawat
Chairman and Managing Director
DIN-00294184

Dr. Ram Prakash Kothari
Director
DIN-00294060

Dr. Ragini Toshniwal
Director
DIN-07098164

Ahmedabad
May 30, 2018

Note No. 1 : Property, Plant & Equipments

(Amount in ₹)

Description	Gross Block							Depreciation							Net Block		
	As at 1st April, 2016	Addition	Deduction	As at 31st March, 2017	Addition	Deduction	As at 31st March, 2018	As at 1st April, 2016	Additions	Deduction	As at 1st March, 2017	Additions	Deduction	As at 31st March, 2018	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Freehold Land	36,971,314	-	-	36,971,314	-	-	36,971,314	-	-	-	-	-	-	-	36,971,314	36,971,314	36,971,314
Buildings Electrical	183,086,190	183,304	-	183,269,494	-	-	183,269,494	46,077,657	3,029,978	-	49,107,635	3,031,982	-	52,139,617	131,129,877	134,161,859	137,008,533
Installations	40,762,991	-	-	40,762,991	-	-	40,762,991	32,035,485	2,021,473	-	34,056,958	2,025,753	-	36,082,711	4,680,280	6,706,033	8,727,506
Plant & Machineries	200,178,494	222,661	-	200,401,155	2,451,056	-	202,852,211	155,774,755	4,256,189	-	160,030,944	4,442,404	-	164,473,348	38,378,863	40,370,211	44,403,739
Computers	11,603,379	1,593,294	-	13,196,673	354,003	-	13,550,676	11,126,597	631,512	-	11,758,109	743,736	-	12,501,845	1,048,831	1,438,564	476,782
Furniture & Fittings Office	2,262,286	18,400	-	2,280,686	95,494	-	2,376,180	1,777,420	64,489	-	1,841,909	71,995	-	1,913,904	462,276	438,777	484,866
Equipments	2,288,498	79,500	-	2,367,998	233,063	-	2,601,061	1,990,280	138,757	-	2,129,037	102,730	-	2,231,767	369,294	238,961	298,218
D.G. Set	320,000	-	-	320,000	-	-	320,000	316,800	-	-	316,800	-	-	316,800	3,200	3,200	3,200
Vehicles	8,314,619	-	-	8,314,619	-	-	8,314,619	8,231,686	-	-	8,231,686	-	-	8,231,686	82,933	82,933	82,933
Live Stock	296,000	-	-	296,000	-	-	296,000	-	-	-	-	-	-	-	296,000	296,000	296,000
Total	486,083,771	2,097,159	-	488,180,930	3,133,616	-	491,314,546	257330680	10,142,398	-	267,473,078	10,418,600	-	277,891,678	213,422,868	220,707,852	228,753,091
Work In Progress	-	3,100,584	-	3,100,584	-	3,100,584	-	-	-	-	-	-	-				

NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2018

Amount in `

Sr. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
2	**NON CURRENT INVESTMENTS:**			
	Trade & Unquoted (at cost)			
	28,50,000 Equity Shares of National Hotels Limited of Rs 10/- each	**28,500,000**	28,500,000	28,500,000
		28,500,000	28,500,000	28,500,000
3	**LONG TERM LOANS AND ADVANCES:**			
	(Unsecured, considered good)			
	Capital Advances	**27,500,000**	59,769,900	59,269,900
	Security Deposits	**4,054,280**	3,387,500	3,849,170
	Others	**60,000,000**	55,000,000	48,000,000
		91,554,280	118,157,400	111,119,070
4	**DEFERRED TAX ASSETS (NET):**			
	Deferred Tax Asset (Net)	**11,845,380**	11,537,080	11,697,907
		11,845,380	11,537,080	11,697,907
5	**INVENTORIES:**			
	(As valued & certified by the Management)			
	Provisions & Stores	**2,257,396**	1,442,705	996,244
	Cutlery, Crockery, Chinaware, Glassware & Linen	**2,128,627**	1,888,813	2,148,541
	Other Stores	**14,989,943**	15,951,695	15,919,954
		19,375,966	19,283,213	19,064,739
6	**TRADE RECEIVABLES:**			
	(Unsecured, considered good)			
	Debts outstanding for a period exceeding Six months from the date they are due	**1,376,269**	617,626	1,034,590
	Other Debts	**27,227,460**	21,107,519	27,560,327
		28,603,729	21,725,145	28,594,917
7	**CASH & CASH EQUIVALENTS:**			
	Cash on Hand	**535,011**	499,953	528,154
		535,011	499,953	528,154
8	**BANK BALANCE:**			
	In Fixed Deposits	**221,462**	219,983	2,189,730
	In Current Accounts	**8,044,451**	5,022,887	2,425,467
		8,265,913	5,242,870	4,615,197
9	**SHORT TERM LOANS & ADVANCES:**			
	(Unsecured, considered good)			
	Advance to Suppliers	**1,626,850**	1,320,001	1,139,426
	Advance to Staff	**337,962**	236,907	171,927
	Advance recoverable in cash or in kind	**78,452,895**	77,577,402	77,782,193
	Others	**25,467,455**	12,262,728	8,050,720
		105,885,162	91,397,038	87,144,266

NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2018

Amount in `

Sr. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
10	**CURRENT TAX ASSETS:**			
	Advance Payment and Deduction of Income Tax at Source	**5,037,041**	6,303,898	1,015,112
		5,037,041	6,303,898	1,015,112
11	**OTHER CURRENT ASSETS:**			
	Prepaid Expenses	**1,920,501**	1,376,190	1,265,243
	Others	**172,995**	172,995	172,995
		2,093,496	1,549,185	1,438,238
12	**SHARE CAPITAL**			
	A AUTHORISED			
	28,500,000 (P. Y. 28,500,000) Equity Shares of ` 10/- each	**285,000,000**	285,000,000	285,000,000
	650 (P.Y. 650) Optionally Convertible Preference Shares of ` 100,000/- each	**65,000,000**	65,000,000	65,000,000
		350,000,000	350,000,000	350,000,000
	B ISSUED, SUBSCRIBED & PAID UP			
	Equity Shares of ` 10/- each, fully paid up			
	At the beginning of the year, No. of Shares 16,932,200 (P.Y. 16,932,200)	**169,322,000**	169,322,000	169,322,000
	Addition / (Deduction) during the year	**-**	-	-
	At the end of the year, No. of Shares 16,932,200 (P.Y. 16,932,200)	**169,322,000**	169,322,000	169,322,000
	Optionally Convertible Preference Shares of ` 1,00,000/- each, fully paid up			
	At the beginning of the year, No. of Shares NIL (P.Y. 117)	-	11,700,000	11,700,000
	Addition/(Deduction) during the year, No. of Shares NIL (P.Y. 117)	**-**	(11,700,000)	-
	At the end of the year, No. of Shares NIL (P.Y. NIL)	**-**	**-**	11,700,000
	GRAND TOTAL	**169,322,000**	169,322,000	181,022,000

Footnote

The Company has only one class of equity shares having a par value of ` 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.

NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2018

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

		As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
Sr. No.	Name of Shareholders	**Perce-ntage**	**No. of Shares**	Perce-ntage	No. of Shares	Perce-ntage	No. of Shares
1	Shree Bala Finvest Pvt. Ltd.	**12.33%**	**2,087,100**	12.33%	2,087,100	12.33%	2,087,100
2	Champawat Investment & Consultants Pvt. Ltd.	**10.16%**	**1,720,400**	10.16%	1,720,400	10.16%	1,720,400
3	Pioneer Buildcon Pvt. Ltd.	**8.34%**	**1,412,860**	8.34%	1,412,860	8.34%	1,412,860
4	Gujarat Finvest Services Pvt. Ltd.	**6.29%**	**1,065,600**	6.29%	1,065,600	6.29%	1,065,600
5	Elcon Exports Pvt. Ltd.	**5.38%**	**910,300**	5.38%	910,300	5.38%	910,300

Amount in `

Sr. No.	**Particulars**	**As at 31st March, 2018**	**As at 31st March, 2017**	**As at** 1st April, 2016
13	**RESERVES & SURPLUS:**			
A	CAPITAL REDEMPTION RESERVE			
	At the beginning of the year	**55,826,000**	43,775,000	43,775,000
	Additions during the year	**-**	12,051,000	-
	Utilised during the year	**-**	-	-
	At the end of the year	**55,826,000**	55,826,000	43,775,000
B	SECURITIES PREMIUM RESERVE			
	At the beginning of the year	**7,974,000**	8,325,000	8,325,000
	Additions during the year	**-**	-	-
	Utilised during the year	**-**	351,000	-
	At the end of the year	**7,974,000**	7,974,000	8,325,000
C	REPLACEMENT OF FF & E RESERVE			
	At the beginning of the year	**12,103,815**	8,652,471	5,106,196
	Additions during the year	**3,561,357**	4,012,271	4,883,567
	Utilised during the year	**11,288,646**	560,927	1,337,292
	At the end of the year	**4,376,526**	12,103,815	8,652,471
D	CAPITAL RESERVE			
	At the beginning of the year	**13,851,659**	13,851,659	13,851,659
	Additions during the year	**-**	-	-
	Utilised during the year	**-**	-	-
	At the end of the year	**13,851,659**	13,851,659	13,851,659
E	SURPLUS			
	At the beginning of the year	**95,161,330**	100,637,424	96,622,874
	Additions during the year	**25,128,737**	10,165,191	8,405,736
	(Balance in Statement of Profit & Loss)			
	Allocations and Appropriations			
	Dividend on OCPS	**-**	(115,440)	(702,000)
	Tax on Dividend	**-**	(23,501)	(142,911)
	Transfer (To) / From Reserves	**7,727,289**	(15,502,344)	(3,546,275)
	At the end of the year	**128,017,356**	95,161,330	100,637,424
	GRAND TOTAL	**210,045,541**	184,916,804	175,241,554

NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2018

Amount in `

Sr. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
14	**LONG TERM BORROWINGS**			
	A SECURED TERM LOANS FROM BANKS			
	Punjab National Bank (Footnote:1)	**-**	3,414,580	9,282,570
	Punjab National Bank (Footnote:2)	**31,331,764**	44,130,419	-
	Axis Bank Ltd (Footnote:3)	**-**	694,441	2,145,519
		31,331,764	48,239,440	11,428,089
	B UNSECURED LONG TERM BORROWINGS:			
	Bank of Maharashtra Term Loan (Footnote:4)	**-**	9,356,881	20,382,337
	Inter Corporate Deposit	**-**	-	15,000,000
		-	9,356,881	35,382,337
	GRAND TOTAL	**31,331,764**	57,596,321	46,810,426

Footnote : 1
Secured by way of mortgage & charge on all the immovable properties both present and future of the company and charge by way of hypothecation of all movable assets both present and future. Repayable in 72 monthly installments from October, 2012.
Footnote : 2
Secured by way of mortgage of hotel property. Repaybale in 120 months by way of reducing DP every month.
Footnote : 3
Secured by way of subservient charge over Credit/Debit Card receivables as per Hypothecation Deed. Repayable in 36 monthly installments from September 2015.
Footnote : 4
Repayable in 72 monthly installment including 3 month moratorium period, from April, 2013.

15	**OTHER LONG-TERM LIABILITIES:**			
	Security Deposits from Contractors	**2,128,379**	2,128,379	2,128,379
	Security Deposits from Others	**1,000,000**	1,000,000	1,000,000
	Others	**20,251,777**	22,669,291	2,610,507
		23,380,156	25,797,670	5,738,886
16	**LONG TERM PROVISIONS**			
	Provision for Employees Benefits	**2,068,875**	1,668,895	1,201,213
		2,068,875	1,668,895	1,201,213
17	**SHORT TERM BORROWINGS**			
	SECURED - CASH CREDIT FROM BANK			
	Working Capital Facility -			
	Punjab National Bank (Footnote:5)	**21,773,454**	29,388,980	30,610,117
	SECURED - OVERDRAFT FROM BANK			
	Axis Bank Ltd. (Footnote:6)	**5,000,000**	5,000,000	5,000,000
		26,773,454	34,388,980	35,610,117

Footnote : 5
Secured by way of hypothecation of Stock of Raw Materials, Consumable Stocks & 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 : 6
Secured by way of subservient charge over Credit/Debit Card receivables as per Hypothecation Deed.

NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2018

Amount in `

Sr. No.	Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
18	**TRADE PAYABLES**			
	Trade Payables	**16,902,812**	12,547,636	34,195,934
	Advance from Parties	**48,400**	57,134	1,341,574
		16,951,212	12,604,770	35,537,508
19	**OTHER FINANCIAL LIABILITIES**			
	Current Maturity of Long Terms Borrowings			
	- From Bank	**14,021,458**	26,185,373	21,314,727
	- From Financial Institutions	**-**	-	2,107,025
	Interest Accrued and due on Borrowings	**158,798**	936,757	1,144,041
	Interest Accrued but not due on Borrowings	**-**	272,086	419,619
		14,180,256	27,394,216	24,985,412
20	**CURRENT TAX LIABILTIES**			
	Provision for Income Tax	**9,153,499**	5,093,499	2,443,499
		9,153,499	5,093,499	2,443,499
21	**OTHER CURRENT LIABILITIES**			
	Current Year's Other Taxes Payable	**2,997,585**	1,296,619	1,694,886
	Statutory Dues	**424,988**	352,831	343,012
	TDS Payable	**477,448**	263,137	1,131,003
	Other Current Liabilities	**4,961,353**	4,858,421	6,735,676
		8,861,374	6,771,008	9,904,577
22	**SHORT-TERM PROVISIONS**			
	Provision for Employees Benefits	**1,509,219**	1,781,480	1,658,814
	Provision for Bad & Doutful Debts	**-**	-	234,798
	Proposed Dividends	**-**	115,440	702,000
	Tax on Dividend	**-**	23,501	287,359
	Others	**1,541,496**	529,634	1,092,528
		3,050,715	2,450,055	3,975,499

NOTES TO AND FORMING PART OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

Amount in `

Note No.	Sr. No.	Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
23		**REVENUE FROM OPERATIONS**		
		Rooms	**107,100,329**	91,303,258
		Food & Beverages	**84,072,399**	64,612,156
		Wine & Liquor	**16,901,976**	14,870,976
		Telephone & Internet	**227,632**	236,222
		Other Services	**11,777,959**	9,810,552
			220,080,295	180,833,164
24		**OTHER INCOME**		
		Other Non Operating Income	**3,100,189**	2,855,362
			3,100,189	2,855,362
25		**COST OF MATERIALS CONSUMED**		
		Opening Balance of Stock	**1,442,705**	996,244
		Add : Purchases of Raw Material	**32,088,785**	26,469,074
			33,531,490	27,465,318
		Less : Closing Balance of Stock	**2,257,396**	1,442,705
			31,274,094	26,022,613
26		**EMPLOYEES' BENEFITS EXPENSES**		
		Salary & Wages	**48,402,836**	39,182,974
		Contribution to Provident Fund and Other Funds	**3,226,201**	1,761,008
		Other Staff Related Expenses	**5,543,068**	5,936,269
			57,172,105	46,880,251
27		**FINANCIAL COSTS**		
		Interest Expenses	**11,933,549**	15,825,268
		Other Borrowing Costs	**2,014,882**	6,964,903
			13,948,431	22,790,171
28		**DEPRECIATION AND AMORTIZATION EXPENSE**		
		Depreciation	**10,418,600**	10,142,398
			10,418,600	10,142,398

Amount in `

Note No.	Sr. No.	Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
29		**OTHER EXPENSES**		
	A	**OPERATING EXPENSES**		
		Banquet Expenses	**9,324,059**	4,226,804
		Power & Fuel	**19,957,525**	18,693,316
		Repair & Maintenance - Building	**5,325,231**	2,213,308
		Repair & Maintenance - Machinery	**2,495,934**	2,244,953
		Repair & Maintenance - Others	**5,717,781**	505,904
		Upkeep & Service Cost	**6,155,124**	4,639,542
			48,975,654	32,523,827
	B	**ADMINISTARTIVE EXPENSES**		
		Rates & Taxes	**3,273,830**	5,484,020
		Insurance Expense	**1,211,671**	1,047,265
		Legal & Professional Expense	**2,424,615**	3,010,176
		Operating Fees	**-**	1,066,640
		Payment to Auditors	**446,850**	530,404
		Postage & Courier Expense	**114,073**	116,244
		Printing & Stationary	**1,241,806**	1,539,652
		Rent	**567,400**	631,200
		Travelling & Conveyance	**5,628,529**	6,012,981
		Director Sitting Fees	**10,500**	17,000
		Donation	**65,450**	11,851
		Telephone Expense	**2,281,916**	2,787,032
		Liqour Licence Fees	**2,559,995**	1,249,430
		General Expenses	**5,013,678**	5,170,641
			24,840,313	28,674,536
	C	**SELLING & DISTRIBUTION EXPENSES**		
		Advertisement Expenses	**1,503,894**	1,599,370
		Sales Promotion Expense	**3,866,956**	2,079,342
			5,370,850	3,678,712
		GRAND TOTAL (A+B+C)	**79,186,817**	64,877,075

NOTE-30 : SIGNIFICANT ACCOUNTING POLICES 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:

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 1, 2017. Previous periods have been restated to Ind AS. In accordance with Ind AS 101 "First time adoption of Indian Accounting Standard", the Company has presented a reconciliation from the presentation of financial statements under Accounting Standard notified under the Companies (Accounting Standard) Rules, 2006 ("Previous GAAP) to Ind AS of Shareholders' equity as at March 31, 2017 and April 1, 2016 and of the comprehensive net income for the year ended March 31, 2017.

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.

Sales tax/ 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, Value Added Taxes (VAT) and Luxury Tax. 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 beverages are recognized at the points

of serving these items to the guests. Sales are stated exclusive of Sales Tax / 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

For transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipments recognized as of April 1, 2016 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

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 realisable 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 (FIFO). Net realisable 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 t he market place are recognized on trade date i.e. the date when the Company commits to purchase or sale the asset.

2.17 Comparatives:

When required by Ind As, Comparative figures have been adjusted to conform to changes in presentation for the current financial year.

3. NOTES TO ACCOUNTS:-

3.1 Transition to Ind AS:

In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standard notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act(Previous GAAP). The exemptions and exceptions applied by the Company in accordance with Ind AS 101 *"First time Adoption of Indian Accounting Standards"* along with the reconciliations of equity, total comprehensive income and statement of cash flows in accordance with Previous GAAP to Ind AS are explained below:

a. Property, Plant and Equipments – Deemed Cost

Ind AS 101 permits a first time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognized in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for decommissioning liabilities included in the cost of property, plant and equipments. Accordingly, the Company has elected to measure all of its property, plant and equipments at their previous GAAP carrying value.

b. Equity reconciliation between Previous GAAP and Ind AS is as under:

(` In Lacs)

Particulars	As at 31.03.2017	As at 01.04.2016
Equity as reported under previous GAAP	3542.39	3562.64
Impact of Transition to Ind AS	NIL	NIL
Tax Adjustments	NIL	NIL
Equity as reported under Ind AS	3542.39	3562.64

c. Total Comprehensive Income reconciliation between Previous GAAP and Ind AS is as under:

(` In Lacs)

Particulars	Year Ended 31.03.2017
Profit After Tax as reported under previous GAAP	101.65
Impact of Transition to Ind AS	NIL
Tax Adjustments	NIL
Profit After Tax as reported under Ind AS	101.65

d. Cash Flow Statement reconciliation between Previous GAAP and Ind AS is as under:

(` In Lacs)

Particulars	As per Previous GAAP	Effect of transit to Ind AS	As per Ind AS
Net Cash Flow from Operating Activities	149.90	-	149.90
Net Cash Flow from Investing Activities	(36.85)	-	(36.85)
Net Cash Flow from Financing Activities	(107.06)	-	(107.06)
Net increase/(decrease) in cash and cash equivalents	5.99	-	5.99
Cash and Cash equivalents as at April, 2016	51.43	-	51.43
Cash and Cash equivalents as at March 31, 2017	57.43	-	57.43

3.2 Some of the Balances of sundry creditors, sundry debtors, loans & advances and other liabilities are subject to confirmation and reconciliation.

3.3 In the opinion of the Board of Directors, Current Assets, Loans & Advancesare approximately of the value at which they are stated in the Balance Sheet, if realized in the ordinary course of business.

3.4 The Company operates in one segment i.e. Hotel business and within one geographical segment i.e India.

3.5 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.

3.6 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.

3.7 The Company opines that no provision for expected credit loss is required.

3.8 There is no significant market risk or liquidity risk to which the Company is exposed.

3.9 The disclosure of transactions with the related parties is given below:

Name of the Related Party	**Relationship**	**Amount of Transaction Amount in `**	**Nature of Transaction**
Mr U. Champawat	Chairman & Managing Director	7,56,744/-	Remuneration & Perquisites
Mr Vishwajeet Singh Champawat	Executive Director	18,80,400/-	Remuneration & Perquisites

3.10 Earning Per Share

Particulars	**Current Year 2017-18 Amount in `**	Previous Year 2016-17 Amount in `
Profit After Tax (PAT)	**2,51,28,737**	1,01,65,191
Less : Preference Dividend & Tax	**NIL**	1,38,941
Profit	**2,51,28,737**	1,00,26,250
Number of Equity Shares of ` 10/- each	**1,69,32,200**	1,69,32,200
Weighted Average Number of Equity Shares of ` 10/- each	**1,69,32,200**	1,71,21,323
Basic EPS	**1.48**	0.59
Diluted EPS	**1.48**	0.59

3.11 Contingent Liabilities and Commitments (To the extent not provided for)

(i)	**CONTINGENT LIABILITIES**		
	(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
(ii)	**COMMITMENTS**		
	(a) Estimated amount of Contract remaining to be executed on capital account (net of advances) and not provided for	**NIL**	NIL
	(b) Uncalled liability on Shares and Other Investments partly paid	**NIL**	NIL
	(c) Other Commitments	**NIL**	NIL

3.12 Payment to Auditors :

a)	Audit Fees	**1,60,000**	2,05,000
b)	Other Services	**90,000**	1,19,416
c)	Tax Audit Fees	**1,00,000**	1,00,000
d)	Taxation Work	**1,00,000**	1,50,000
e)	Out of Pocket Expenses	**NIL**	29,468
	Total	**4,50,000**	6,03,884

Particulars	Current Year 2017-18 Amount in `	Previous Year 2016-17 Amount in `
3.13 Foreign Currency Transactions:		
a. Expenditure in Foreign Currencies : (As certified by the Management)	**5,15,936**	5,35,081
b. Earnings in Foreign Currencies (As certified by the Management)	**4,42,69,138**	3,09,45,233
c. Value of Imports calculated on CIF Basis of Capital Goods	**NIL**	**NIL**

3.14 The Company has entered into The Hotel Operating Agreement (HOA) with Indian Hotel Company Limited (IHCL) on 18th April, 2000. Subsequently, the terms of compensation under HOA dated 18th April, 2000 were modifiedw.e.f. 1st April, 2001, by supplemental agreement dated 4th 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.

3.15 The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprise Development Act, 2006and hence disclosure relating to amounts unpaid as at year end together with interest paid/payable under this Act has not been given.

3.16 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.

3.17 Notes 1 to 30 form integral part of accounts.

As per our audit report of even date attached

For, PRANAV R. SHAH & ASSOCIATES
Chartered Accountants
(F R No.132072W)

CA Pranav R. Shah
Partner
Membership No. 127526

Ahmedabad
May 30, 2018

Jayant Kumar
Company Secretary

Yogesh Mehta
Chief Financial Officer

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

U. Champawat
Chairman and Managing Director
DIN-00294184

Dr. Ram Prakash Kothari
Director
DIN-00294060

Dr. Ragini Toshniwal
Director
DIN-07098164

Ahmedabad
May 30, 2018

ROYALE MANOR HOTELS AND INDUSTRIES LIMITED
Regd. Office : International Airport Circle, Ahmedabad-382 475. (India)
Phone No.: (079) 22868642-3 Fax – (079)-22868641 CIN: L55100GJ1991PLC015839
Email: royalemanorhotels@rediffmail.com Website : www.rmhil.com

ATTENDANCE SLIP

Please complete this Attendance Slip and hand over it at the entrance of the Meeting Hall. It helps us to make proper arrangements. Failure to bring this Attendance Slip creates unnecessary inconvenience to you.

Please write below

DP id*	
Client id*	

Registered Folio No	
No of Shares held	

Full Name of the Member _____

Full Name of the Proxy _____
(In Block Letters, to be filled
in if the proxy attends
instead of the Member)

I hereby record my presence at the 27th **ANNUAL GENERAL MEETING** of the Company held at Ahmedabad Textile Mills' Association (ATMA) Hall, Ashram Road, Ahmedabad - 380009 on 28th Day of September, 2018 at 3.00 p.m.

_____.
Member's / Proxy Signature

***** Applicable to the members holding shares in electronic form.

NOTES :

1. Members/Proxy holders are requested to bring their copy of the Notice with them at the Meeting.
2. Please carry with you this Attendance Slip and hand over the same duly completed, stamped signed at the space provided, at the entrance of the Meeting Hall.

ROYALE MANOR HOTELS AND INDUSTRIES LIMITED

Regd. Office : International Airport Circle, Ahmedabad-382 475. (India)
Phone No.: (079) 22868642-3 Fax – (079)-22868641 CIN: L55100GJ1991PLC015839
Email: royalemanorhotels@rediffmail.com Website : www.rmhil.com

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):	
Registered address:	
E-mail id:	
Folio No./ Client Id:	
DP ID:	

I/we, being the member (s) of .....shares of the above named company, hereby appoint

1. Name.....Address :.....
   E-mail Id :.....….....Signature :....., or failing him

2. Name.....Address :.....
   E-mail Id :.....….....Signature :....., or failing him

3. Name.....Address :.....
   E-mail Id :.....….....Signature :.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual general meeting of the company, to be held on Friday , 28th day of September, 2018 At 03.00p.m. at Ahmedabad Textile Mills' Association (ATMA) Hall, Ashram Road, Ahmedabad - 380009 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. To adopt Audited Balance sheet and P&L a/c with Directors and Auditors' report for financial year31st March, 2018.

2. To appoint Mr. Vishwajeetsingh Champawat, who retires by rotation and being eligible, offers himself for re-appointment.

3. To ratify Auditors and fix their Remuneration.

4. To Re-appoint Mr. Ummedsingh P Champawat (DIN: 00294184) as a Managing Director of the Company.

5. To appoint Ms. Madhuri Chandak (DIN: 08139078) as an Independent Director of the Company

Signature of shareholder _____

Signature of Proxy holder(s) _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

(PRINTED MATTER)

To,

If undelivered, please return to :

ROYALE MANOR HOTELS AND INDUSTRIES LIMITED
International Airport Circle, Ahmedabad-382 475. (India)
Phone No.: (079) 22868642-3 Fax – (079)-22868641 CIN: L55100GJ1991PLC015839
Email: royalemanorhotels@rediffmail.com Website : www.rmhil.com

Pratiksha, : 98252 62512