



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

05<sup>th</sup> September, 2023

To,  
The Department of Corporate Services  
BSE Limited  
Ground Floor, P. J. Tower  
Dalal Street,  
Mumbai - 400001

**Scrip Code: 526640**

Dear Sir/Madam,

**Sub: Submission of 32<sup>nd</sup> Annual Report for the Financial Year 2022-23 Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the 32<sup>nd</sup> Annual General Meeting ('AGM') and Annual Report of the Company for Financial Year 2022-23. In compliance with the relevant Circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India, the Notice of the 32<sup>nd</sup> AGM and the Annual Report for Financial Year 2022-23 is being circulated to the Members only through electronic mode. Additionally, the same is also being hosted on the Company's website at <https://rmhil.com/annual-reports/>

The 32<sup>nd</sup> AGM of the Company will be held on Saturday, September 30, 2023 at 03:00 P.M (IST) through Video Conferencing ("VC").

You are requested to take the above information on records and disseminate the same on your respective websites.

Kindly take the same on your record.

Thanking you

Yours faithfully,

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

*Seema*

**Seema Kalwani**  
**Company Secretary and Compliance Officer**



**Encl: a/a**



**Royale Manor**

**Hotels and Industries Ltd.**

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**32<sup>nd</sup>**

*Annual  
Report*

**2022-23**

## CORPORATE INFORMATION

<b>BOARD OF DIRECTORS</b>	<p><b>MR. VISHWAJEET SINGH U. CHAMPAWAT</b> Chairman and Managing Director</p> <p><b>MRS. MRINALINI SINGH</b> Non executive non Independent director (w.e.f. July 08,2023)</p> <p><b>DR. RAMPRAKASH R. KOTHARI</b> Independent Director</p> <p><b>MRS. RANJU BHATI</b> Independent Director</p> <p><b>MR. JAYESH V. DAVE</b> Independent Director</p>
<b>COMPLIANCE OFFICER</b>	<b>CS SEEMA KALWANI</b> (w.e.f. July 08, 2023)
<b>CHIEF FINANCIAL OFFICER</b>	<b>MR. DEVRAJ SINGH CHAUHAN</b>
<b>SECRETARIAL AUDITOR</b>	<b>MRS. RUPAL PATEL, PRACTICING COMPANY SECRETARY</b>
<b>STATUTORY AUDITOR</b>	<b>M/S. NAIMISH N SHAH &amp; CO, CHARTERED ACCOUNTANTS</b>
<b>REGISTRARS AND SHARE TRANSFER AGENTS</b>	<p><b>M/S. MCS SHARE TRANSFER AGENT LIMITED</b> Address : 201, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad – 380 009 <b>Tele. No.:</b> 033-40724051, 079 26582878 <b>E-mail:</b> <a href="mailto:mcsstaahmd@gmail.com">mcsstaahmd@gmail.com</a> <b>Website:</b> <a href="http://www.mcsregistrars.com">www.mcsregistrars.com</a></p>
<b>REGISTERED OFFICE</b>	<p>International Airport Circle, Ahmedabad - 382 475 <b>CIN:</b> L55100GJ1991PLC015839 <b>Phone</b> - (079) 22868642-43 <b>Email:</b> <a href="mailto:royalemanorhotels@rediffmail.com">royalemanorhotels@rediffmail.com</a> <b>Website:</b> <a href="http://www.rmhil.com">www.rmhil.com</a></p>
<b>ISIN</b>	<b>INE008C01011</b>
<b>SCRIP CODE</b>	<b>526640</b>

## Index

Sr. No	Content	Page No.
1	Notice along with Explanatory Statement	02
2	Director's Report	25
3	Secretarial Audit Report	33
4	Management Discussion and Analysis Report	37
5	Corporate Governance Report	43
6	Independent Auditors' Report	65
7	Balance Sheet	74
8	Profit & Loss Account	75
9	Statement of Changes in Equity	76
10	Cash Flow Statement	78
11	Notes on Accounts	79

## NOTICE

*(Pursuant to Section 101 of the Companies Act, 2013)*

**NOTICE** is hereby given that the **32<sup>nd</sup> (Thirty-Two) Annual General Meeting (“AGM”)** of the members of **Royale Manor Hotels and Industries Limited** will be held on Saturday, 30<sup>th</sup> day of September at 03.00 p.m. through video conference to transact the following business:

### **ORDINARY BUSINESS:**

**1. Consideration and Adoption of the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon**

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

**“RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and Auditor thereon, as circulated to the members, be and are hereby considered and adopted.”

**2. Re-appointment of Mr. Vishwajeet Singh U Champawat (DIN: 00519755) as a Director (Executive), who retires by rotation and being eligible, offers himself for re-appointment**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, Mr. Vishwajeet Singh U Champawat (DIN: 00519755), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director (Executive) of the Company, liable to retire by rotation.”

### **SPECIAL BUSINESS:**

**3. Regularization of Appointment of Additional Non- Executive Non-Independent Director Mrs. Mrinalini Singh (DIN: 05344500) as a Non-Executive Non-Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendation and approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mrs. Mrinalini Singh (DIN: 05344500), who was appointed by the Board of Directors as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from July 08, 2023 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, and who holds office as an Additional Director up to the date of this Annual General Meeting of the Company, be and is hereby regularised and appointed as a Director (Non-Executive and Non-Independent) of the Company and shall liable to retire by rotation.”

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

#### 4. Issue of Convertible Equity Warrants on a preferential basis (“Preferential Issue”) to the Promoter entity for cash consideration

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

“**RESOLVED THAT** pursuant to the provisions of Section 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act 2013 read with the rules made there-under (including any statutory modifications) or the re-enactment thereof for the time being in force (“Act”) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**ICDR Regulations**”) and Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the “**Takeover Regulations**”) and Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended (the “**LODR Regulations**”) and other rules, regulations, guidelines notifications and circulars issued there under from time to time by the Government of India, the Reserve Bank of India, Securities and Exchange Board of India (“**SEBI**”) and any other guidelines and clarifications issued by any other appropriate authorities, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, concerns, permissions and sanctions as may be necessary or required, from regulatory or other appropriate authorities, including but not limited to SEBI and BSE Limited (“**BSE**”), subject to such conditions and modifications as may be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “**The Board**”) which term shall be deemed to include any Existing Committee(s) constituted / to be constituted by the Board to exercise its powers, including the powers conferred by this resolution, subject to any other alterations, modifications, conditions, corrections and changes and variations that may be decided by the Board absolute discretion, the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time in one or more tranches **9,50,000 (Nine Lakh Fifty Thousand) Convertible Equity Warrants** (hereinafter referred to as “**Warrants**”) on preferential basis (“**Preferential Offer**”) to the promoter entity as mentioned below (“**Warrant Holder**”) / “**Proposed Allottee**”) for cash consideration at a price of ₹ 22.31/- (including Premium of ₹ 12.31/-), as arrived in accordance with the regulation 165 of ICDR Regulations (including the warrant subscription price and the warrant exercise price) aggregating upto ₹ **2,11,94,500/- (Rupees Two Crore Eleven Lakhs Ninety Four Thousand Five Hundred Only)**, on preferential allotment basis in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.”

Sr. No.	Name of Proposed allottees	PAN	Address	Category	Maximum Number of convertible warrants to be issued and allotted	**Total Amount (In Rs.)
1	Shree Bala Finvest Private Limited	AABCS5621H	Revenue Survey No. 280-A-2, Nr. Firing Range, Airport Char Rasta, Hansol, Ahmedabad - 382475 Gujarat.	Promoter, Body Corporate	9,50,000	2,11,94,500/-

\*Refer point 6 of the Explanatory Statement under Item No. 4 for the basis on which price has been arrived.

\*\* Twenty Five percent of the total consideration amount shall be paid by the allottee on or before the allotment of equity warrants and balance consideration i.e. Seventy-Five Per Cent shall be paid at the time of exercise of option.

“**RESOLVED FURTHER THAT** in terms of regulation 161 of the ICDR Regulations, the “**Relevant Date**” for the purpose of calculating the floor price for the issue of Equity Shares of the Company pursuant to the exercise

of conversion of the Warrants is **Thursday, August 31, 2023** being the working day preceding the date that is 30 (thirty) days prior to the date of this AGM.”

**RESOLVED FURTHER THAT** the minimum price of the warrants so issued shall not be less than the price arrived at in accordance with Chapter V of the ICDR) Regulations. The equity shares of the company have not been frequently traded as on the relevant date; therefore, the price of the equity share of the Company as per regulation 165 of ICDR Regulations has been determined by taking into account the Valuation Report dated September 04, 2023 issued by Sejal Ronak Agrawal, Chartered Accountant, Registered Valuer (IBBI Registration No. IBBI/RV/06/2020/13106). (Please refer to paragraph 6 of item no. 4 of explanatory for the details of the valuation report obtained in relation to determine the price of equity shares of the Company. The valuation report is available for inspection at the Registered Office of the company during the business hours on any working days and the same can also be access at Company’s website i.e. [www.rmhil.com](http://www.rmhil.com)).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of the equity shares issued on conversion of said warrants shall be subject to the Memorandum of Association and Articles of Association of the company and shall rank *pari passu* in all respects including dividend with the existing fully paid-up equity shares of the company.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants and the Equity Shares to be allotted on conversion of warrants shall be subject to the following terms and conditions:

- a) The tenure of the warrants in accordance with the regulation 162 of ICDR Regulations shall not be exceeding Eighteen months from the date of allotment.
- b) The warrants and Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder(s) at any time before the expiry of Eighteen months from the date of allotment of the Warrants.
- c) In accordance with the provisions of Chapter V of ICDR Regulations, 25% (Twenty-Five Per Cent) of the Warrant Issue Price, shall be paid by the Warrant Holders to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time of exercise of option to apply for fully paid up Equity Shares of the Company, against each such Warrants held by the Warrant Holder.
- d) The Warrant Holder shall be entitled to exercise its option to convert any or all of the Warrants into Equity Shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares of the Company to the Warrant Holder.
- e) The Warrant Holder shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company.
- f) The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. In the event the right attached to the Warrants is not exercised within 18 (eighteen) months from the date of allotment of Warrants, the unexercised Warrants shall lapse, and the amount paid by the Warrant Holder in relation to such Warrants, at the time of subscription, shall stand forfeited;
- g) In terms of Regulation 166 of the ICDR Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. If the amount payable on account of the re-computation of price is not paid

within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the Warrant Holder.

- h) Upon exercise of the option by Warrant Holder, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated demat account of the Warrant Holder.
- i) The Equity Shares arising from the exercise of Warrants will be listed on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals, as may be required;
- j) The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company;
- k) Each warrant shall be converted into one equity share of the company having face value of Rs. 10/- each Upon exercise of the option by Warrant Holder.

**“RESOLVED FURTHER THAT** the pre-preferential allotment shareholding of the Warrant Holder and equity shares to be issued upon conversion of warrants in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) or modify the terms of issue of warrants, subject to the provisions of the Act and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form **PAS-4** to the allottee inviting the Investor to subscribe to the warrants in accordance with the provisions of the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to BSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, (“**ROC**”), National Securities Depository Limited (“**NSDL**”), Central Depository Services (India) Limited (“**CDSL**”) and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders, and to delegate all or any of the powers conferred on it by this resolution to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard, without being required to seek any further consent or

approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors of the Company ("Committee"), any director(s) and / or officer(s) and / or any person associated with the Company.

**RESOLVED FURTHER THAT** all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects.

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

Sd/-

**Vishwajeet Singh U Champawat**  
Chairman and Managing Director  
DIN: 00519755

Place: Ahmedabad  
Date: 04/09/2023

**Registered Office:**

International Airport Circle,  
Ahmedabad, Gujarat, 382475  
**CIN:** L55100GJ1991PLC015839  
**Phone No.:** 079-22868641,2,3,  
**Email:** [royalemanorhotels@gmail.com](mailto:royalemanorhotels@gmail.com)  
**Website:** [www.rmhil.com](http://www.rmhil.com)

**NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 and general circular no. 2/2022 and general circular no. 03/2022 dated 05<sup>th</sup> May 2022 and general Circular No 10/2022 and 11/2022 dated 28<sup>th</sup> December 2022 physical attendance of the Members to the AGM venue is not required till 30<sup>th</sup> September 2023 and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM and participate there at and cast their votes through e-voting.
2. Corporate members intending to send their authorized representative to attend the meeting pursuant to the section 113 of the Companies Act, 2013 are requested to send to the company a certified true copy of the relevant board resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the meeting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.



5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.rmhil.com](http://www.rmhil.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2-2021 dated January 13, 2021 and Circular No. 2/2022 dated 5<sup>th</sup> May and general Circular No 10/2022 and 11/2022 dated 28<sup>th</sup> December 2022.
8. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting ("Meeting") is annexed hereto.
9. The Register of Members and Share Transfer Books of the Company will remain closed from September 24, 2023 to September 30, 2023 (both days inclusive).
10. The requisite Registers as required under the Act will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such document scan send an email to [royalemanorhotels@rediffmail.com](mailto:royalemanorhotels@rediffmail.com).
11. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
12. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f. April 1, 2019. Accordingly, the Company/MCS has stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialization.
13. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report and Audited Financial Statements for the financial year 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or the Depository Participant(s).
14. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their demat accounts; will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately.

15. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to MCS Share Transfer Agent Limited - Registrar and Share Transfer agent of the Company immediately.
16. Members are requested to note that the company does not have any amount which required to be transferred to the Investor Education and Protection Fund (IEPF).
17. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to MCS Share Transfer Agent Limited, Ahmedabad, Registrar and Share Transfer agent of the Company.
18. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
19. The Board of Directors of the Company has appointed Mrs. Rupal Patel, Practicing Company Secretary as Scrutinizer to scrutinize the voting and remote e-voting process in a fair & transparent manner and they have communicated their willingness to the said appointment and will be available for same purpose.
20. The voting period begins on Wednesday, September 27, 2023 from 9:00 a.m. and ends on Friday, September 29, 2023 to 05:00 pm. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 23, 2023 may cast their vote electronically.
21. Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
22. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 23, 2023
23. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than two working days from the conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman or a person authorized by him in writing. The results declared along with the scrutinizer's report shall be placed on the website of the Company [www.rmhil.com](http://www.rmhil.com). The results shall simultaneously be communicated to the Stock Exchanges.

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

The remote e-voting period begins on Wednesday, September 27, 2023 at 9:00 A.M. and ends on Friday, September 29, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 23, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### **STEP 1: ACCESS TO NSDL E-VOTING SYSTEM**

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with CDSL	<p>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/loginor">https://web.cdslindia.com/myeasi/home/loginor</a> <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

How to Log-in to NSDL e-Voting website?

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

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

A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

Password details for shareholders other than Individual shareholders are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

How to retrieve your 'initial password'?

If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

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

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

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

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

**STEP 2: CAST YOUR VOTE ELECTRONICALLY AND JOIN GENERAL MEETING ON NSDL E-VOTING SYSTEM.**

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

After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

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

Now you are ready for e-Voting as the Voting page opens.

Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

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

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

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

**General Guidelines for shareholders**

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to roopalcs2001p@gmail.com with a copy marked to evoting@nsdl.co.in.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [royalemanorhotels@rediffmail.com](mailto:royalemanorhotels@rediffmail.com).

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [royalemanorhotels@rediffmail.com](mailto:royalemanorhotels@rediffmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at royalemanorhotels@rediffmail.com. The same will be replied by the company suitably.

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

Sd/-  
**Vishwajeet Singh U Champawat**  
Chairman and Managing Director  
DIN: 00519755

Place: Ahmedabad  
Date: 04/09/2023

**Registered Office:**  
International Airport Circle,  
Ahmedabad, Gujarat, 382475  
**CIN:** L55100GJ1991PLC015839  
**Phone No.:** 079-22868641,2,3,  
**Email:** [royalemanorhotels@gmail.com](mailto:royalemanorhotels@gmail.com)  
**Website:** [www.rmhil.com](http://www.rmhil.com)

**Details of Directors proposed to be appointed/ re-appointed, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India:**

<b>Name of the Director</b>	<b>Mr. Vishwajeet Singh U Champawat</b>	<b>Mrs. Mrinalini Singh</b>
DIN	00519755	05344500
Date of Birth (Age in years)	18/05/1988	06/05/1990
Date of first appointment	14/11/2019	08/07/2023
Experience/ Expertise in Specific Functional Areas	9 years of rich experience in Management & Finance	Mrs. Mrinalini Singh has expertise in the field of administration, Management and Finance.
Qualification(s)	B.Sc. (Honours), Business Management from Brunel University, U. K.	B. Tech, Market Research & Analytics
Directorship in other companies including listed companies *	Nil	Nil
Listed entities from which the person has resigned in the past three years	Nil	Nil
Chairmanship / Membership of Committees (across all public companies in Audit Committee and Stakeholders' Relationship Committees)	Nil	Nil
Shareholding in the listed entity, including shareholders as a beneficial owner	2300 equity shares	Nil
No. of Board Meetings Held/ Attended	08/08	NA
Details of Remuneration sought to be paid	As per the resolution dated December 21, 2022 passed through Postal ballot	As determine by the board from time to time
Last Remuneration drawn (per annum)	37,66,919/-	Nil
Disclosure of relationships between directors inter-se	Spouse of Mrs. Mrinalini Singh, Non- executive non-Independent Director of the company and not related to any other Director / Key Managerial Personnel	Spouse of Mr. Vishwajeet Singh U Champawat, Managing Director of the company and not related to any other Director / Key Managerial Personnel
Terms and conditions of reappointment and Remuneration	Mr. Vishwajeet Singh U Champawat shall be re-appointed as Director (Executive), liable to retire by rotation	Mrs. Mrinalini Singh Shall be appointed as Non-Executive Non-Independent Director of the Company, liable to retire by rotation

*\*Directorships in private limited companies (except deemed public companies), foreign companies and section 8 companies and their committee memberships are excluded. Membership and chairmanship of Audit Committee and Stakeholders' Relationship Committee of only public companies have been included in the aforesaid table.*



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013 ('Act') and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI Listing Regulations') sets out all material facts relating to the business(es) to be dealt at the 32<sup>nd</sup> Annual General Meeting as mentioned under Item Nos. 1 to 4 of the accompanying Notice dated September 04, 2023:

**Item No. 1:**

In terms of the provisions of Section 129 of the Companies Act, 2013, the Company submits its audited financial statements for F.Y. 2022-2023 for adoption by members at the Annual General Meeting ("AGM").

The Board of Directors (the "Board"), on the recommendation of the Audit Committee, has approved audited financial statements for the financial year ended March 31, 2023. Detailed elucidations of the financial statements have been provided under various sections of the Annual Report, including the Board's Report and Management Discussion and Analysis Report.

The Audited Financial Statements of the Company along with the reports of the Board of Directors and Auditors thereon:

- have been sent to the members at their registered e-mail address; and
- have been uploaded on the website of the Company i.e., [www.rmhil.com](http://www.rmhil.com) under the "Investors" section.

M/s. Naimish N Shah & Co. (ICAI Firm Regn. No. 106829W) (ICAI Membership No. 033747), Statutory Auditors have issued an unmodified audit report on the financial statements and has confirmed that the financial statements, represent a true and fair view of the state of affairs of the Company.

None of the Directors or Key Managerial Personnel of the Company including their relatives, except to the extent of their respective shareholdings in the Company, in any way, financially or otherwise, is interested or concerned in this resolution.

The Board recommends the **Ordinary Resolution** set out at Item No. 1 for approval of the members of the Company

**Item No. 2:**

Section 152 of the Companies Act, 2013 ("Act") Mandates certain number of directors to retire at every Annual General Meeting ("AGM") of the Company who can offer themselves for re-appointment. In compliance with this requirement, Mr. Vishwajeet Singh U Champawat (DIN: 00519755) retires by rotation at the ensuing AGM. He is eligible and has offered himself for re-appointment.

A brief profile of Mr. Vishwajeet Singh U Champawat to be reappointed as an Chairman and Managing Director is given under the heading "Details of Directors proposed to be appointed and re-appointed, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India" elsewhere in the Notice.

The Company has received declaration from Mr. Vishwajeet Singh U Champawat that he is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Mr. Vishwajeet Singh U Champawat has contributed immensely to the Company's growth and has expertise, knowledge and business acumen required for managing the overall business of the Company.

Except the above, none of other Directors or Key Managerial Personnel of the Company including their relatives, except to the extent of their respective shareholdings in the Company, in any way, financially or otherwise, is interested or concerned in this resolution.

The Board recommends resolution at Item No. 2 relating to re-appointment of Mr. Vishwajeet Singh U Champawat as Director (Chairman and Managing Director), for approval of the members as an **Ordinary Resolution**.

**Item No. 3:**

Pursuant to provisions of Section 152 of the Companies Act, 2013 ("the Act") read with the applicable rules made thereunder, the Board of Directors of the Company ("Board") at its meeting held on July 08, 2023, basis the recommendation of the Nomination and Remuneration Committee ("NRC"), had appointed Mrs. Mrinalini Singh (DIN: 05344500) as an Additional Director (Non-Executive and Non-Independent) with effect from July 08, 2023.

In accordance with the provisions of Section 161 of the Act read with the applicable rules made thereunder and the Articles of Association of the Company, Mrs. Mrinalini Singh being an Additional Director, holds office up to the ensuing Annual General Meeting ("AGM").

Mrs. Mrinalini Singh possess the requisite knowledge, expertise and skill for the position of director. She is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. She is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India or any other such authority.

Mrs. Mrinalini Singh would be entitled to remuneration including sitting fees, commission, stock options as permitted by law, and by herself or on beneficial basis for any other person as may be approved by the Board from time to time, subject to such further approvals, as applicable.

A brief profile of Mrs. Mrinalini Singh to be appointed as a Non-Executive and Non-Independent is given under the heading "Details of Directors proposed to be appointed and re-appointed, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India" elsewhere in the Notice.

The Board is of the view that Mrs. Mrinalini Singh knowledge, skills, expertise and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the NRC, recommends his appointment as a Director (Non-Executive and Non-Independent) of the Company as set out in Item No. 3 of the accompanying Notice for approval by the Members of the Company as an **Ordinary Resolution**.

Except Mrs. Mrinalini Singh and Mr. Vishwajeet Singh U Champawat (Spouse of Mrs. Mrinalini Singh), none of other Directors or Key Managerial Personnel of the Company including their relatives, except to the extent of their respective shareholdings in the Company, in any way, financially or otherwise, is interested or concerned in this resolution.

**Item No. 4**

Pursuant to provisions of Section 62 and Section 42 of the Companies Act, 2013 ("the Act") and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, any preferential allotment of securities need to be approved by the shareholders by way of Special Resolution.

The consent of the shareholders is being sought by a Special Resolution to enable the Board to issue Warrants for cash consideration as may be permitted under applicable laws in accordance with the provisions of Companies Act, 2013 and rules made there-under, SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015 as amended from time to time till date, and any other applicable laws, including with respect to the pricing of the securities proposed to be issued.

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

The Company is otherwise eligible to make the Preferential Allotment in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of Warrants including equity shares to be allotted upon exercise of right attached to the Warrants.

Further in terms of Rule 13 of Companies (Share Capital and Debentures) Rule, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the following disclosures are required to be made in the explanatory statement to the notice.

### 1. Objects of the preferential issue:

The Company intends to utilize the proceeds raised through the issue ("Issue Proceeds") towards the following objects:

- a) For meeting the working capital requirements of the Company
- b) Hotel Renovation & Expansion
- c) General Corporate Purposes

### Utilization of proceeds of the Preferential Issue

The intended use of the proceeds of the Preferential Issue is as under:-

S.N.	Particulars	Total estimated amount to be utilized (Rs. In Crores)	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	Working Capital	1.32	Upto Twenty-Five Percent amount By Dec, 2023 and remaining amount by Dec, 2024
2	Hotel Renovation & Expansion	0.50	Upto Twenty-Five Percent amount By Dec, 2023 and remaining amount by Dec, 2024
3	General Corporate Purposes	0.30	Upto Twenty-Five Percent amount By Dec, 2023 and remaining amount by Dec, 2024
	<b>Total</b>	<b>2.12</b>	

**Note:** In terms of BSE Notice No. 20221213-47, dated December 13, 2022, the amount specified for the above-mentioned object of issue size may deviate +/- 10% depending upon future circumstances

### Schedule of Implementation and Deployment of Funds

The issue proceeds of amount equivalent to 25% of the Warrants received by the company at the time of subscription within a period of 15 days from the date of Shareholder's approval by way of special resolution or In-Principle Approval received by the stock exchange i.e. BSE Limited, whichever is later. The balance 75% shall be received the company upon exercise of Warrants by the warrant holder (within eighteen months from the date of allotment of the warrants) and as estimated by our management, the entire proceeds received from the issue would be utilized for all the above-mentioned objects, in phases, as per the Company's business requirements and availability of issue proceeds, Upto Twenty-Five Percent amount By Dec, 2023 and remaining amount by Dec, 2024, as provided in detail in above table.

### Monitoring of Utilization of Funds

Appointment of monitoring agency in terms of Regulation 162A of the SEBI ICDR Regulations is not applicable as the Issue Size is less than 100 crores.

**2. Maximum number of specified securities to be issued:**

Upto 9,50,000 (Nine Lakh Fifty Thousand), each convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company presently have face value of Rs. 10/- (Rupee Ten Only) (“**Equity Share**”) each at a price (including the Warrant Subscription Price and the warrant exercise price) of Rs. 22.31/- (including Premium of Rs. 12.31/-) each to be payable in cash (“**Warrant Issue Price**”), aggregating upto Rs. 2,11,94,500/- (Rupees Two Crore Eleven Lacs Ninety Four Thousand Five Hundred Only) (“**Total Issue Size**”), out of which 25% (Twenty-Five Percent) of the Warrant Issue Price shall be paid by the Warrant Holders to the Company before the allotment of Warrants (“**Warrants Subscription Price**”) and 75% (Seventy-Five Percent) of the Warrant Issue Price (“**Warrant Exercise Price**”) shall be paid by the Warrant Holder to the Company upon exercise of Warrant entitlement.

**3. Price and Size of the preferential issue and the amount which the Company intends to raise by way of such securities:**

The minimum issue price or Floor Price for issue of Warrants as determined in accordance with Regulation 165 of Chapter V of the ICDR Regulations is Rs. 2,11,94,500/- (Rupees Two Crore Eleven Lacs Nine ty Four Thousand Five Hundred Only). In view of the above, the Board of directors has approved the same price for issuance of 9,50,000 warrants aggregating to Rs. 2,11,94,500/- (Rupees Two Crore Eleven Lacs Ninety Four Thousand Five Hundred Only). (“**Issue Size**”)

**4. Date of Board Resolution:**

Date of passing of Board resolution for approving preferential issue: Monday, September 04, 2023

**5. Relevant Date**

In accordance with the provisions of Regulation 161 of the ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price for the issue of Equity Shares of the Company pursuant to the exercise of conversion of the Warrants is Thursday, August 31, 2023 being the working day preceding the date that is 30 (thirty) days prior to the date of the Annual General Meeting.

**6. Basis on which the minimum issue price has been arrived at and justification for the price (including premium, if any) along with report of the Independent registered valuer:**

The equity shares of the company are listed on BSE Limited and have not been frequently traded on the stock exchange as per sub regulation (5) of regulation 164 of ICDR Regulations as on the relevant date, therefore the price of equity shares of the company is determined as per valuation report dated September 04, 2023 issued by Mrs. Sejal Ronak Agrawal, Chartered Accountant, Registered Valuer (IBBI Registration No. IBBI/RV/06/2020/13106) for issuance of Warrants through preferential issue for cash consideration arrived at Rs. 22.31/- (including Premium of Rs. 12.31/-), per equity shares in pursuance to regulation 165 of ICDR Regulations (“**Valuation Report**”).

The Board of Directors of the company has accepted the price as arrived in accordance with the valuation report as mentioned above.

The valuation report is available for inspection at the Registered Office of the company during the business hours on any working days and the same can also access at Company’s website i.e. [www.rmhil.com](http://www.rmhil.com)

It is to be noted that the Articles of Association of the Company does not provide any condition for the valuation of equity shares of the company.

There is no change in control consequent to the present preferential issue to the proposed allottee.

**7. Intention of the Promoters/ Promoter Group, Directors, Key Managerial Personnel or Senior Management to subscribe to the preferential issue.**

The Promoter, M/s Shree Bala Finvest Private Limited, intends to subscribe the Warrants pursuant to this preferential issue of Convertible Warrants. Except M/s Shree Bala Finvest Private Limited, none of the Promoters /Promoter Group/ Directors, Key Managerial Personnel or Senior Management of the Company intend to subscribe the shares pursuant to the aforementioned preferential issue

**8. Names of the proposed allottees to whom allotment is proposed to be made and the percentage (%) of post-preferential offer capital that may be held by them and Change in Control, if any, consequent to the Preferential Allotment:**

Sr. No.	Name of the Proposed Allottees	PAN	Address	Category	Pre- Preferential Allotment		Number of Warrants proposed to be issued	Post- Preferential Allotment	
					No. of Shares	% of voting rights		No. of Shares	% of voting rights
1	Shree Bala Finvest Private Limited	AABCS5621H	Revenue Survey No. 280-A-2, Nr. Firing Range, Airport Char Rasta, Hansol, Ahmedabad 382475 Gujarat.	Promoter, Body Corporate	20,87,100	11.05	9,50,000	30,37,100	15.31

*The above table shows the expected holding in the Company upon consummation of the allotment, and assuming the conversion of Warrants, if allotted into Equity Shares and that, holdings of all other shareholders shall remain the same post-issue as they were on the date of which the pre-issue shareholding pattern was prepared.*

There shall be no change in the management or control of the Company pursuant to the abovementioned Preferential Allotment. However, voting rights will change in accordance with the shareholding pattern, further, allotment to the proposed allottee is less than five percent of the post issue diluted share capital of the company.

**9. Current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter.:**

M/s Shree Bala Finvest Private Limited is existing shareholder of the company under the promoter category and pursuant to this allotment the proposed allottee shall be covered under the head promoter category under shareholding pattern of the Company. Therefore, no change in control is proposed, pursuant to present preferential issue.

**10. Shareholding pattern of the issuer before and after the preferential issue:**

The pre-issue shareholding pattern of the Company and the post-issue shareholding pattern is given below:

Sr. No.	Category of shareholders	Pre- Issue Shareholding		*Post-Issue Shareholdings	
		No. of Shares	% of Total shareholding	No. of Shares	% of Total shareholding
<b>A</b>	<b>Promoter and Promoter Group</b>				
1.	Indian Promoters	96,58,790	51.15	1,06,08,790	53.49
2.	Foreign Promoters	--	--	--	--
<b>Total Shareholding of Promoter and Promoter Group (A) = (A)(1) +(A)(2)</b>		<b>96,58,790</b>	<b>51.15</b>	<b>1,06,08,790</b>	<b>53.49</b>
<b>B</b>	<b>Non-Promoters Holding-</b>				
1.	Institutions (Domestic)	19,500	0.10	19,500	0.10
2.	Institutions (Foreign)	--	--	--	--
3.	Central Government / State Government(s)	--	--	--	--
4.	Non-Institution				
a.	Directors and their relatives	--	--	--	--
b.	Key Managerial Personnel	--	--	--	--
c.	Resident Individuals holding nominal share capital up to ₹ 2 lakhs	34,98,801	18.53	34,98,801	17.64
d.	Resident Individuals holding nominal share capital in excess of ₹ 2 lakhs	42,77,182	22.65	42,77,182	21.57
e.	Non-Resident Indians (NRIs)	7,11,258	3.77	7,11,258	3.59
f.	Bodies Corporate	5,03,167	2.66	5,03,167	2.54
g.	Any Other	2,13,502	1.13	2,13,502	1.08
	<b>Sub-Total (B)(4)</b>	<b>92,03,910</b>	<b>48.75</b>	<b>92,03,910</b>	<b>46.41</b>
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)+ (B)(4)</b>	<b>92,23,410</b>	<b>48.85</b>	<b>92,23,410</b>	<b>46.51</b>
	<b>Total (A+B)</b>	<b>1,88,82,200</b>	<b>100.00</b>	<b>1,98,32,200</b>	<b>100.00</b>

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

**11. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not applicable. Since, the allotment of Warrants is made for consideration payable in cash.

**12. Proposed time frame within which the preferential issue shall be completed:**

Pursuant to Regulation 170 of ICDR Regulations, preferential allotment of the Warrants is required to be completed within a period of 15 (fifteen) days from the date of passing of the Special Resolution of the Shareholders of the Company or within such other statutory time limits as may be prescribed by the

regulatory authorities (including but not limited to the in-principle approval of the stock exchange i.e. BSE Limited for the issuance of the warrants to the Proposed Allottee on a preferential basis) subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority(ies) for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.

**13. The change in control or allotment of more than five percent to an allottee or to allottees acting in concert if any, of the Company that would occur consequent to preferential offer:**

There shall be no change in the management or control of the Company upon the issuance and allotment of the warrants and equity shares in exchange/conversion of the Warrants, there is no likely change of control of the Company. The allotment to the proposed allottee is less than five percent of the post issue fully diluted share capital of the issuer.

**14. Lock-in Period:**

The proposed allotment of warrants shall be subject to lock-in as per the requirement of SEBI (ICDR) Regulations, 2018.

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

- The Equity shares allotted on a preferential basis to proposed allottee (promoters and promoter group) shall be locked-in for a period of Eighteen Months from the date of Trading Approval.
- The entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

**15. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

The Company has not made any preferential allotments during the year 2023-24.

**16. Listing:**

The Company will make an application to BSE Limited (“Stock Exchange”) at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank *pari passu* with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

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

Not Applicable

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

Since the equity shares of the company have not been frequently traded on the stock exchange, therefore, as per regulation 165 of ICDR Regulations, the Valuation was performed by independent valuer, Mrs. Sejal Ronak Agrawal, a Registered Valuer (Reg. IBBI/RV/06/2020/13106) having office at 7, Ritu Apartment, Bhairavnath Road, Maninagar, Ahmedabad-380008. The valuation report is available for inspection at the Registered Office of the company during the business hours on any working days and further shareholders can also access the valuation report from the Company’s website i.e. [www.rmhil.com](http://www.rmhil.com)

**19. Practicing Company Secretary Certificate**

The Certificate dated September 04, 2023 issued by Mrs. Rupal Patel, Practicing Company Secretary having office at 303, Prasad Tower, Opp. Jain Derasar, Nehrunagar Cross Road, Nehrunagar, Ahmedabad-380015, certifying that the preferential issue is being made in accordance with the requirements contained in the chapter V of ICDR Regulations, will be placed before the shareholders at the Annual General Meeting and

is also available for inspection at the Registered Office of the company during the business hours on any working days, such certificate is hosted on the Company's website and is accessible at link [www.rmhil.com](http://www.rmhil.com).

**20. Identity of the Proposed Allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), class of the Proposed Allottees:**

The name of the proposed allottees and the identity of the natural persons who are ultimate beneficial owners of the Equity Shares proposed to be allotted after conversion of warrants and/or who ultimately control the proposed allottees, is as follows:

Sr. No.	Name of the Proposed Allottees	Ultimate Beneficial Ownership	Pre-Issue status of the allottees	Post-Issue status of the allottees	Change in control, if any
1	Shree Bala Finvest Private Limited Address: Revenue Survey No. 280-A-2, Nr. Firing Range, Airport Char Rasta, Hansol, Ahmedabad - 382475 Gujarat.	Mr. Vishwajeetsingh U. Champawat	Promoter, Body Corporate	Promoter, Body Corporate	No

**21. Particulars of the issue including the material terms of issue, date of passing of Board resolution, kind of securities offered, total / maximum number of securities to be issued and the issue price:**

Details of the securities to be issued, price of securities, date of approval by the Board in relation to the preferential allotment, and details of the proposed allottees are set out in the previous paragraphs. The Equity Shares upon conversion of warrants shall be fully paid-up and listed on BSE Limited (the stock exchange) and rank *pari passu* with the existing equity shares of the Company in all respects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than statutory lock-in under the SEBI ICDR Regulations), in accordance with applicable law, and shall be subject to the requirements of all applicable laws and to the provisions of the Memorandum of Association and Articles of Association of the Company, if any.

**22. SEBI Takeover code:**

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock exchange.

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

- The Warrant holder shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one equity share against each Warrant, in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants, by issuing a written notice to the Company specifying the number of Warrants proposed to be so converted.
- For issuance of warrant for cash consideration an amount equivalent to 25% of the Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder on the exercise of the right attached to Warrants. The amount paid against Warrants shall be adjusted / appropriate against the Issue Price for the resultant equity share(s).
- In the event that, Warrant holder does not exercise the right attached to Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holder on such Warrants shall stand forfeited by Company



- d) The Warrants by themselves, until exercise of the conversion right and allotment of Equity Shares, do not give the holder thereof any rights akin to that of shareholders of the Company, except to the extent stated in clause (i) below.
- e) The Company shall apply for the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the SEBI (LODR) Regulations and all other applicable laws, rules and regulations subject to receipt of necessary permission(s), sanction(s) and approval(s).
- f) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects including dividend, and voting rights with the then existing Equity Shares of the Company.
- g) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations, 2018 from time to time.
- h) The Warrants and Equity Shares allotted to the Promoter Group on conversion of such Warrants will be transferable within the Promoter Group of the Company, as per applicable laws.
- i) The warrant holders shall be entitled to all future corporate actions including but not limited to issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the warrant holders.

#### 24. Other disclosures/undertaking

- a) The Proposed Allottee has confirmed that they have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.
- b) The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- c) The Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue under Chapter V of the SEBI (ICDR) Regulations.
- d) Neither the Company nor any of its directors or Promoters are categorized as wilful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163 of the SEBI (ICDR) Regulations, 2018 are not applicable.
- e) Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- f) The entire pre-preferential allotment shareholding of the Proposed Allottee, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval as per the ICDR Regulations.
- g) The Company is not required to re-compute the price of the Equity Shares in terms of the provisions of the SEBI (ICDR) Regulations. Since the Companies equity shares are listed on recognized Stock Exchange (BSE) for a period of more 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price nor is required to submit an undertaking as specified under applicable provisions of SEBI ICDR Regulations.

- h) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottee;
- i) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;
- j) The Company shall be making application seeking in-principle approval to the stock exchange, where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution
- k) The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the ICDR Regulations.

The Company shall made adjustment in the price of the relevant securities to be allotted under the preferential issue in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required.

The documents (including Valuation Reports) referred to in the Notice, for which this shareholder's approval is being obtained, will be available for inspection during business hours on all working days of the Company (Except Saturday, Sundays and Public holidays) without any fee by the members from the date of circulation of this Notice up to the date of AGM i.e. September 30, 2023.

Mr. Vishwajeet Singh U. Champawat, Promoter, Chairman and Managing Director of the Company along with his relatives, who is also a shareholder of Shree Bala Finvest Private Limited, may be considered as deemed to be concerned or interested in the resolution no. 4 of the Notice.

Save as above, none of the Directors or Key Managerial Personnel and/ or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 4 of this Notice, except to their shareholding in the Company.

Your directors recommend the passing of the Resolution No. 04 of the Notice as a **Special Resolution** by the Members.

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

Sd/-  
**Vishwajeet Singh U Champawat**  
Chairman and Managing Director  
DIN: 00519755

Place: Ahmedabad  
Date: 04/09/2023

**Registered Office:**

International Airport Circle,  
Ahmedabad, Gujarat, 382475  
**CIN:** L55100GJ1991PLC015839  
**Phone No.:** 079-22868641,2,3,  
**Email:** [royalemanorhotels@gmail.com](mailto:royalemanorhotels@gmail.com)  
**Website:** [www.rmhil.com](http://www.rmhil.com)

## DIRECTORS' REPORT

To  
The Members,  
Royale Manor Hotels and Industries Limited

Your directors have pleasure in presenting their 32<sup>nd</sup> Annual Report on the business and operations of the Company together with its Audited Accounts for the year ended March 31, 2023. The Management Discussion and Analysis also included in this Report.

### 1. FINANCIAL RESULTS:

The highlights of the financial results of the Company for the financial year ended March 31, 2023 are as under:

(₹ in Lacs)

Particulars	2022-2023	2021-2022
Total Income	2,321.32	1449.27
Profit/(Loss) Before Financial Charges, Depreciation and Income Tax	683.32	326.62
Less: Financial Charges	94.27	98.18
Less: Depreciation	97.47	87.64
<b>Profit before Income Tax and Exceptional Item</b>	491.58	140.80
Add/(Less) : Extra ordinary/ Prior Period Items	0.00	0.00
<b>Profit before Income Tax</b>	491.58	140.80
Provision for Income Tax	116.28	55.42
Deferred Tax Income/(Expense)	(3.87)	(6.93)
<b>Profit For the Year after Income Tax</b>	379.17	92.31
<b>Other Comprehensive Income</b>	16.56	2.61
<b>Profit Available for Appropriation</b>	395.73	94.92
<b>Appropriation</b>		
Reserve for Replacement of FF &E (Net)	40.09	18.52
Proposed Dividend	0.00	0.00
Tax on Dividend	0.00	0.00
Balance of Profit/(Loss) brought forward	1999.88	1886.43
Transfer to Capital Redemption Reserve	00	0.00
<b>Balance carried to Balance Sheet</b>	2435.70	1999.88

### 2. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR AND STATE OF COMPANY'S AFFAIRS:

Financial Year 2022-23 was a year where the Company focused on exceeding its pre-pandemic levels of financial performance, establishing its market leadership. During the year under review, coming out of the disastrous effect owing to the pandemic, Ahmedabad hotels seen an increase in average room rate but a decline in average occupancy. The Average Occupancy of the hotel for 2022-23 has been reduced to 77% from 83.64% and the Average Room Rates of the hotel for the year 2022-23 has been noted as ₹ 5,207/- as compared to ₹ 3,137/- in the previous year 2021-2022.

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

During the financial year 2022-23, Company had been in a position to achieve a turnover of ₹ 2,321.32 Lacs in comparison to ₹ 1449.27 Lacs in the previous year 2021-22. The profit before Income Tax for the FY 2022-23 and FY 2021-22 were ₹ 491.58 Lacs and ₹ 140.80 Lacs respectively. Your directors are hopeful that with recovery in the economy, there would be a marked improvement in the performance of the company in the FY 2023-24.

### **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, 2023 was ₹ 18.88 Crore.

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

During the year under review, the board of director of your company has allotted 10,00,000 equity shares at ₹ 15.74 each (including premium of ₹ 5.74) at their meeting held on February 13, 2023 to Pioneer Buildcon Private Limited (promoter) in pursuant to the conversion of convertible warrant issued on preferential basis as approved of members of the company at the 31<sup>st</sup> Annual General Meeting held on September 30, 2022. The Company has received trading approval from BSE Limited vide notice no. 20230227-11 dated February 27, 2023 admitting 10,00,000 number of equity shares for trading w.e.f. February 28, 2023. The newly issued equity shares shall rank *pari passu* with the existing equity shares of the company.

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

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

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

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

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

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

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

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

### **5. DIVIDEND:**

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

**6. UTILIZATION OF THE PROCEEDS OF PREFERENTIAL ISSUE:**

Total issue size of Convertible Warrants (₹)	Amount received per warrant	Amount utilized as per the object mentioned in the explanatory statement	Date of Raising Fund	Deviation/variation
₹ 1.57 Crores	₹ 15.74 each	₹ 1.57 Crores	18.10.2022 & 13.02.2023	Nil

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

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

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

The following are the Key Managerial Personnel of the Company:

Name	Designation
Mr. Vishwajeet Singh U Champawat	Chairman and Managing Director
Ms. Seema Kalwani	Company Secretary cum Compliance officer (appointed on 08.07.2023)
Mr. Devraj Singh Chauhan	Chief Financial Officer

**b) Directors:**

Name	Designation
Mr. Jayesh V. Dave	Non-Executive – Independent Director
Mr. Ramprakash R. Kothari	Non-Executive – Independent Director
Mrs. Ranju Bhati	Non-Executive – Independent Director
Mrs. Mrinalini Singh	Non - Executive Director

**c) Changes in Directors and Key Managerial Personnel during the year and till the date of AGM:**

Name	Designation	Date of Appointment	Date of Resignation
Mr. Vishwajeet Singh U. Champawat	Chairman and Managing Director	18.10.2022 (change of designation)	--
Mr. U. Champawat	Chairman and Managing Director	--	02.10.2022 (due to demise)
Mrs. Mrinalini Singh	Non - Executive Director - Non-Independent Director	08.07.2023	--
Ms. Ranju Bhati	Non-Executive – Independent Director	22.07.2022	--
Mr. Yogesh Kumar Mehta	Chief Financial Officer	---	22.07.2022
Mr. Devraj Singh Chauhan	Chief Financial Officer	22.07.2022	--

Name	Designation	Date of Appointment	Date of Resignation
Mrs. Qury Nagadiya	Non-Executive – Independent Director	--	22.07.2022
Mrs. Somya Singhal	Company Secretary & Compliance Officer	--	08.07.2023
Ms. Seema Kalwani	Company Secretary & Compliance Officer	08.07.2023	--

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

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

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

**9. ANNUAL RETURN:**

Pursuant to Sub-section 3(a) of Section 134 and Sub-section (3) of Section 92 of the Companies Act, 2013 read with Rule 12 of Companies (Management and Administration) Rules, 2014, the copy of the draft Annual Return of the Company for the Financial Year ended on March 31, 2023 in Form MGT-7 is available on website of the Company and can be accessed at [www.rmhil.com](http://www.rmhil.com)

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

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

30-05-2022	22-07-2022	08-08-2022	18-08-2022
30-08-2022	18-10-2022	14-11-2022	13-02-2023

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

Name of Director	No. of Board Meeting Held during the period when the Director was on the Board	Meetings attended	Attendance at last AGM
Mr. Ummedsingh Champawat*	4	2	No
Mr. Vishwajeet Singh U Champawat	8	8	Yes
Mr. Ramprakash R. Kothari	8	8	Yes
Mr. Jayesh V. Dave	8	8	Yes
Ms. Ranju Bhati**	5	3	Yes
Mrs. Qury Nagadiya***	2	-	No

\*Cessation due to demise w.e.f. 02-10-2022 \*\*Appointed w.e.f. 22-07-2022 \*\*\* Resigned as on 22-07-2022

**Extra Ordinary General Meeting:**

One extraordinary general meeting was held through postal ballot during the year under review.

**11. 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, 2023, the applicable accounting standards 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, 2023 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.

**12. AUDITORS:****A. Statutory Auditors:**

In terms of Section 139 of the Companies Act, 2013 ("the Act"), and the Companies (Audit and Auditors) Rules, 2014, made thereunder, the present Statutory Auditors of the Company M/s. Naimish N Shah & Co, Chartered Accountants, Ahmedabad were appointed as Statutory Auditors of the Company from Annual General Meeting for the year 2022 and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the Annual General Meeting which will be held in the year 2027 on such remuneration as may be fixed by the Board of Directors in consultation with them.

The certificate of eligibility under applicable provisions of the Companies Act, 2013 and corresponding Rules framed thereunder was furnished by them towards appointment of 5 (Five) years term.

**B. Secretarial Auditors:**

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 Mrs. Rupal Patel, Practicing Company Secretary, to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as "**Annexure -A**".

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

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

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

It is proposed to transfer ₹ 395.73 lacs to reserves and Surplus out of the profit for the FY 2022-23.

**14. DEPOSITS:**

The Company has not accepted or renewed any deposits during the year. There are no outstanding and overdue deposits as at March 31, 2023.

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

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

**16. 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.

**17. 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.

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

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

**19. 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.

**20. CORPORATE SOCIAL RESPONSIBILITY:**

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

**21. 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.

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

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

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations



of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

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

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

**24. 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.

**25. 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.

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

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

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

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

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

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

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

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

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

There are no material changes and commitments, affecting the financial position of the Company which has occurred between the end of financial year as on March 31, 2023 and the date of Director's Report.

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

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

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

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

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy against sexual harassment in line with the provision of sexual harassment of women work at workplace (Prevention, Prohibition and redressal) Act, 2013 and the rules framed thereunder. During the financial year 2022-23, the Company has not received any complaint on sexual harassment.

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

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

**33. SECRETARIAL STANDARDS:**

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

**34. 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  
For **Royale Manor Hotels & Industries Limited**

Sd/-  
**Vishwajeet Singh U Champawat**  
Chairman and Managing Director  
DIN: 00519755

Place: Ahmedabad  
Date: 04/09/2023

**Registered Office:**  
International Airport Circle,  
Ahmedabad, Gujarat, 382475  
**CIN:** L55100GJ1991PLC015839  
**Phone No.:** 079-22868641,2,3,  
**Email:** [royalemanorhotels@gmail.com](mailto:royalemanorhotels@gmail.com)  
**Website:** [www.rmhil.com](http://www.rmhil.com)

## SECRETARIAL AUDIT REPORT

### FORM MR-3

#### FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

[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 March 31, 2023. 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 March 31, 2023 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 March 31, 2023, according to the provisions of:
  - (i) The Companies Act, 2013 (the Act) and the rules made thereunder and the Companies Act, 1956, to the extent it is applicable.
  - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
  - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015

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

- 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 **Exhibit -I** to this report.

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

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

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

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

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

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

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

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

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

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

Date: 04/09/2023  
Place: Ahmedabad

Sd/-  
**PCS Rupal Patel**  
C. P. No.: 3803  
FCS No.:6275  
UDIN: F006275E000932563

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

**Exhibit - I****List of applicable laws to the Company****1. Hotel Industries Development:**

- a. Fire & Explosive Act read with Bombay Provincial Municipal Corporation Act, 1949, Gujarat Town Planning and Urban Development Act, 1976,
- b. Food Safety and Security Act
- c. Prevention of Food Adulteration Act
- d. The Air (Prevention and Control of Pollution) Act, 1981
- e. The Water (Prevention and Control of Pollution) Act, 1974
- f. Bombay Shops and Establishment Act, 1948
- g. 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;

Date: 04/09/2023  
Place: Ahmedabad

Sd/-  
**PCS Rupal Patel**  
C. P. No.: 3803  
FCS No.:6275  
UDIN: F006275E000932563

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.

Date: 04/09/2023  
Place: Ahmedabad

Sd/-  
**PCS Rupal Patel**  
C. P. No.: 3803  
FCS No.:6275  
UDIN: F006275E000932563

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **OVERALL REVIEW**

India is now the fastest growing, major economy in the world. The First Advance Estimates of National Income released by the National Statistical Office (NSO) of the Government of India in January 2023 estimates India's GDP to have grown by 7.0% in FY 2022-23 following a growth of 8.7% in FY 2021-22. Total Consumption grew by 7.0% in FY 2022-23 mainly due to private consumption. Growth in exports for FY 2022-23 seems to have plateaued at 12.5% while Imports grew by 20.9% in FY 2022-23. By sectors, agriculture grew by 3.5% during FY 2022-23 after a growth of 3.0% in FY 2021-22. Mining grew by 2.4%, manufacturing by 1.6% and construction by 9.1% while electricity, gas water supply and other utilities services grew by 9.0% in FY 2022-23. Services sector exhibited the strongest growth in FY 2022-23 at 9.1%. Within services, 'trade, hotels, transport, communication and broadcasting related services' constituting about a third of overall services, grew by 13.7%. The consensus of GDP growth for FY 2022-23 was in the range of 6.5% to 7.0%. (Source: India Economic Survey 2022-23 – January 2023 and National Statistical Office estimates) India's economic recovery from the pandemic exhibited a K-Shaped recovery where certain sectors like information technology, e-Commerce and financial services registered healthy recoveries while other sectors such as retail trade and consumer discretionary were highly impacted. Travel and hospitality remained beneficiaries of such recovery. The outlook for FY 2023-24 is optimistic. Global tourism is steadily improving towards pre-pandemic levels consequent to the relaxation of travel restrictions across countries and increase in demand for travel. Tourist arrivals internationally for 2022 were 917 million, double that of 2021 but recovering to 63% of pre-pandemic levels of 2019, according to data from the United Nations World Tourism Organization (UNWTO).

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

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

The Indian Railway Catering and Tourism Corporation (IRCTC) runs a series of Bharat Darshan tourist trains aimed at taking people to various pilgrimages across the country. Post the pandemic crisis, the government plans to tap into regional tourism by opening doors for South Asian country tourists. The Government is also making serious efforts to boost investment in the tourism sector. In the hotel and tourism sector, 100% FDI (Foreign Direct Investment) is allowed through the automatic route. A five-year tax holiday has been offered for 2-, 3- and 4-star category hotels located around UNESCO World Heritage sites (except Delhi and Mumbai). Government is planning to boost the tourism in India by leveraging on the lighthouses in the country. 71 lighthouses have been identified in India which will be developed as tourist spots. The lighthouses will feature museums, amphi-theatres, open air theatres, cafeterias, children's parks, eco-friendly cottages and landscaping according to its capacity. Ministry has also setup an account on KOO for @incredibleindia & @tourismgoi handles for enhancing its presence on different platforms. Further, the social media promotions were carried out in both the Incredible India and Ministry of Tourism platforms. The Ministry of Tourism along with Associations of Indian Universities (AIU) initiated a 12 Episode Webinar series under 'Ek Bharat Sresth Bharat' (EBSB) to engage and expose young minds of our country to the rich and diverse heritage of the country so that they take pride in being Indian with a responsibility to take forward a vibrant and modern nation.

The PM Gati Shakti master plan for expressways will facilitate speedier implementation of development projects under the National Infrastructure Pipeline through the use of technology to facilitate faster movement of people and goods, seamless multimodal connectivity, economic transformation, and logistical synergy. The Gati Shakti master plan is driven by 7 engines: roads, railways, airports, ports, mass transport, waterways, and logistics infrastructure. All 7 engines further supported by energy transmission, IT communication, bulk water, sewerage, and social infrastructure, will pull forward not just the economy but will also play a role in boosting tourism in India.

## 1. FUTURE TRENDS

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

## 2. SECTOR OUTLOOK

Financial Year 2022-23 continued to be a year of strong recovery in the Indian travel and tourism industry. Restrictions on flights were relaxed in most countries into and from India. Travel restrictions, documentation and certifications were also progressively relaxed for travel within India. Consequently, demand for accommodation grew significantly, mainly arising from domestic leisure travel, weddings, social events, conferences and resumption of business travel within the country. Foreign tourist arrivals were 6.19 million for the calendar year 2022 in comparison with 1.52 million in 2021. The outlook for the Indian hospitality industry during 2023 remains positive. The upsides working in favour of the hospitality industry in India are good macroeconomic environment evidenced by 6%+ GDP growth, superior performance by the services sector of the Indian economy, abating COVID-19 fears, continuing infrastructure development projects within the country, growth in air and railway passenger traffic and growth in demand for branded rooms outpacing a tepid growth in supply of those rooms to provide long-term sustainable demand. Moreover, the industry has learnt to work with volatility and adopt leaner cost structures thus contributing to higher profitability. Balance Sheets of large corporates have also strengthened over the past few years. Growth in the industry is largely expected from domestic demand which is expected to remain strong through FY 2023-24 even as international travel has shown green shoots of recovery and provides scope for further growth in demand. Additionally, the India's G20 Presidency and an opportunity to host international events, including the ICC Men's World Cup, is expected to increase demand for hotels in the cities hosting the events. Growth in India's service sector and higher disposable income of people working in it, is also expected to increase demand for corporate travel and holidays. All segments of leisure, weddings, conferences events, airline crew layovers and corporate travel are expected to grow further during the year.



### 3. SWOT ANALYSIS

#### Strengths

- A major strength for our Hotel is its preferred owned brands with its vast portfolio commanding leadership in their market segments. Quality service from the said brand strengthens the market position of hotels giving it its competitive edge as it seeks to take advantage of increasing business. Strengthening individual services in the areas of exclusive business meetings, food and spa to offer a wide spectrum of hospitality services in accommodations and beyond.
- Ministry of Tourism has two major schemes viz. Swadesh Darshan - Integrated Development of Theme-Based Tourist Circuits and PRASHAD Pilgrimage Rejuvenation and Spiritual, Heritage Augmentation Drive for development of tourism infrastructure in the country including historical places and heritage cities.
- The Government of Gujarat strongly initiated the promotion of tourism in Gujarat with the slogan like “Kuch Din to Gujaro Gujarat mein.”
- The Indian Government organized many types of International exhibitions and Celebration in Gujarat providing impetus to hospitality industry.
- Launch of the “Incredible India 2.0” Campaign of the Ministry by the Hon’ble President of India during the National Tourism Awards function. The 2.0 Campaign marks a shift from the generic promotions being undertaken across the world to market specific promotional plans and content creation. The Campaign covers the important source markets for Indian tourism and also takes into account emerging markets with significant potential.
- A world level corporate conference viz. “Vibrant Gujarat”, providing impetus to hospitality industry.
- The promoters have an established track record, having created a niche for itself in hospitality industry with good brand image for last 23 years.
- A loyal clientele base of corporate built-up over the years, providing a ready customer base.
- Strategic location of the hotel in the immediate vicinity of Airport with well-developed infrastructure gives it an added advantage over other competitors.
- Your Company continuously renovates its properties to meet the increasing competition in the market and insured its property against natural and men made disasters.
- The Umed Ahmedabad, Ahmedabad’s first Five star hotel is been fruitfully proceeding its successful journey with all its pride.
- The hotel property of the company is situated just 1km from the airport and in close proximity to the government and developing industrial areas makes this location an apt choice for all the business travelers. The property is surrounded with greenery and perfectly manicured lawns compliment the city’s biggest open-air swimming pool. Enjoy the tranquility of our guest rooms and suites, explore local and global cuisines at the 24-hour coffee shop and fine dining restaurant. The hotel is known for patronizing the who’s who of the worlds in recent days.

- Improvement of Road connectivity and Way Side amenities to the important Tourist Destinations with the help of Ministry of Road. Transport & Highways (MoRTH). Ministry of Tourism (MoT) has been pursuing the matter regarding improvement of road connectivity to important tourist destinations with the Ministry of Road Transport & Highways (MoRTH) and had submitted a list of 50 Tourism Destinations to MoRTH for taking up in the first phase. MoRTH has been requested to consider setting up of Wayside Amenities, prominent sign-ages and beautification of the area, at a distance of 15-20 km where good road connectivity already exists. Out of these 50 destinations, only 23 fall under the purview of MoRTH / NHAI, where working in progress. The rest comes under the purview of PWD, BRO and the respective State Govt. The Ministry has accordingly addressed letters to the State Governments, PWD and BRO for improvement of road connectivity and provision of way side facilities. Ministry of Tourism is further in the process of finalizing a further list of 50 Tourist Destinations to be sent to MoRTH to take up in the second phase. For this, Ministry is coordinating with States/UTs for their inputs.

**Weaknesses**

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

**Opportunities**

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

### Threats

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

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

The financial performance of the Company for the year 2022-23 is described in the Directors' Report under the head 'FINANCIAL RESULTS'.

#### 5. SEGMENT WISE PERFORMANCE

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

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

The Internal Control Systems and their Adequacy of the company for the year 2022-23 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 2022-23, the company has not received any complaints on sexual harassment and hence no complaints remain pending as of March 31, 2023.

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

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

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

Sr. No.	Financial Ratios	Year Ended 31.03.23	Year Ended 31.03.22
1	Debtors Turnover	8.57	3.86
2	Inventory Turnover	10.62	6.78
3	Interest Coverage Ratio*	7.56	2.64
4	Current Ratio	1.61	2.39
5	Debt Equity Ratio	0.08	0.15
6	Operating Profit Margin (%)	21.60	11.18
7	Net Profit Margin (%)	17.88	6.97

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

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

Return on Net Worth for the Current Financial Year ended on 31.03.23 is 8.05% as compared to 2.10% in Previous Financial Year ended on 31.03.22. ROI has significantly improved as the Company has maintained healthy capital structure as is evident from debt equity ratio and improved Net Profit Margin.

**11. CAUTIONARY STATEMENT**

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

By Order of the Board of Directors

Sd/-

**Vishwajeet Singh U Champawat**  
Chairman and Managing Director  
(DIN: 00519755)

Place: Ahmedabad  
Date: 04/09/2023

## CORPORATE GOVERNANCE REPORT

### 1. COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE:

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

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

### 2. BOARD OF DIRECTORS:

#### 2.1 Composition of the Board

The Board of Directors as at March 31, 2023 comprises of four directors including of One Executive and three Non-Executive Independent Directors. Mr. Vishwajeet Singh U Champawat is the Chairman and 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 March 31, 2023:

Sr. No.	Name of Director	Category	No. of Directorship(s) held in Indian public & private Limited Companies	Committee(s) position (Including this company)	
				Member	Chairman
1	Mr. Vishwajeet Singh U. Champawat	Chairman and Managing Director	Nil	Nil	Nil
2	Mr. Ram Prakash Kothari	Non-Executive Independent Director	Nil	Nil	3
3	Mr. Jayesh Dave	Non-Executive Independent Director	Nil	3	Nil
4	Ms. Ranju Bhati	Non-Executive Independent Director	Nil	3	Nil

#### 2.2 Changes in Directors during the year and till the date of this AGM

Name	Designation	Date of Appointment	Date of Resignation
Mr. Vishwajeet Singh U. Champawat	Chairman and Managing Director	18.10.2022 (change of designation)	--
Mr. U. Champawat	Chairman and Managing Director	--	02.10.2022 (due to demise)
Mrs. Mrinalini Singh	Non Executive non Independent Director	08.07.2023	--
Ms. Ranju Bhati	Non-Executive – Independent Director	22.07.2022	--

Name	Designation	Date of Appointment	Date of Resignation
Mr. Yogesh Kumar Mehta	Chief Financial Officer	---	22.07.2022
Mr. Devraj Singh Chauhan	Chief Financial Officer	22.07.2022	--
Mrs. Qury Nagadiya	Non-Executive – Independent Director	--	22.07.2022
Mrs. Somya Singhal	Company Secretary & Compliance Officer	--	08.07.2023
Mrs. Seema Kalwani	Company Secretary & Compliance Officer	08.07.2023	--

### 2.3 Reason for resignation of Mrs. Qury Nagadiya from the post of Non-Executive – Independent Director of the company

Mrs. Qury Nagadiya resigned from the post of Non-Executive – Independent Director of the company with effect from July 22, 2022 due to some personal reasons. Further, the Company has received confirmation from Mrs. Qury Nagadiya that there were no material reasons for their resignation other than those, mentioned in her resignation letter.

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

Name of the Director	Skills/Expertise/Competencies
Mr. Vishwajeet Singh U Champawat	Self-accomplished leader in his own right. He has considerable experience in corporate affairs. He brings with him rich and specialized experience in the field of Finance, Accounts, Corporate Planning, Fund Flow Management and Commercial law, taxation.
Dr. Ramprakash R. Kothari	Practicing as physician and is well versed with corporate functioning also. He is also involved in social activities.
Mr. Jayesh V. Dave	He brings with him specialized experience in the field of finance & management.
Ms. Ranju Bhati	She brings with her rich experience in the field of management.
Mrs. Mrinalini Singh	She has expertise in the field of Administration, Management and Finance.

### 2.5 Board Agenda:

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

#### Invitees & Proceedings:

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

**Support and Role of Company Secretary:**

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

**2.6 Meetings and Attendance:**

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

30-05-2022	22-07-2022	08-08-2022	18-08-2022
30-08-2022	18-10-2022	14-11-2022	13-02-2023

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

Sr. No.	Name of Director	No. of Board Meetings held during the period when the Director was on the Board	No. of Meetings Attended	Attendance at the last AGM held on 30/09/2022
1	Mr. Umedsingh Champawat*	4	2	No
2	Mr. Vishwajeetsingh Champawat	8	8	Yes
3	Mr. Ramprakash Kothari	8	8	Yes
4	Mr. Jayesh Dave	8	8	Yes
5	Ms. Ranju Bhati**	5	3	Yes
6	Mrs. Qury Nagadiya***	2	-	No

\*Cessation due to demise w.e.f.02-10-2022 \*\*Appointed w.e.f. 22-07-2022 \*\*\*Resigned as on 22-07-2022

**2.7 Independent Directors:**

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

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

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

During the year under review, the Independent Directors met on March 23, 2023, *inter alia*:

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

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

**2.8 Disclosure of relationships between the Directors inter-se during the year:**

There is no relationship between the Directors inter-se during the year.

**2.9 Number of shares and convertible instruments held by Non-Executive Directors:**

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

**2.10 Familiarization Programme for Independent Director:**

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

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

**2.11 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 and 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.

**2.12 Prohibition of Insider Trading Code:**

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

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

**2.13 Committees of the Board:**

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

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



### 3. AUDIT COMMITTEE:

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

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

- 1) Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2) Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- 3) Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 4) Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:
  - a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - b) Changes, if any, in accounting policies and practices and reasons for the same;
  - c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - d) Significant adjustments made in the financial statements arising out of audit findings;
  - e) Compliance with listing and other legal requirements relating to financial statements;
  - f) Disclosure of any related party transactions;
  - g) Qualifications in the draft audit report.
- 5) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- 6) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
- 7) Review and monitor the auditor's independence and performance and effectiveness of audit process;
- 8) Approval or any subsequent modification of transactions of the company with related parties;
- 9) Scrutiny of inter-corporate loans and investments;
- 10) Valuation of undertakings or assets of the company, wherever it is necessary;
- 11) Evaluation of internal financial controls and risk management systems;
- 12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 13) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- 14) Discussion with internal auditors of any significant findings and follow up there on;
- 15) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

- 16) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 17) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors;
- 18) To review the functioning of the Whistle Blower mechanism;
- 19) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background etc. of the candidate;
- 20) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

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

- 1) Management Discussion and Analysis of financial condition and results of operations;
- 2) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- 3) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- 4) Internal audit reports relating to internal control weaknesses; and
- 5) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.
- 6) Statement of deviations:
  - a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to the stock exchanges in terms of sub-regulation (1) of Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
  - b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of sub-Regulation (7) of Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

**3.2 The Composition of the Committee as at 31<sup>st</sup> March 2023 and the details of Members participation at the Meetings of the Committee are as under:**

During the year, 04 (Four) Audit Committee Meetings were held on May 30, 2022, August 08, 2022, November 14, 2022 and February 13, 2023. The Attendance of Members at meetings was as under:

Sr. No.	Name of Member	Category	Number of Meetings held during the period when the Member was on the Board	Number of Meetings attended
1	Mr. Ramprakash R. Kothari	Chairman	4	4
2	Mr. Ummedsingh Champawat*	Member	2	-
3	Mr. Jayesh V. Dave	Member	4	4
4	Ms. Ranju Bhati**	Member	3	1
5	Mrs. Qury Maheshbhai Nagadiya***	Member	1	-

\*Cessation w.e.f. 02-10-2022 due to demise \*\*Appointed w.e.f. 22-07-2022 \*\*\*Resigned w.e.f. 22-07-2022

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

#### 4. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee of the company comprises of 3 (three) Directors and directors are Non-Executive Independent Directors. 03 (Three) committee meetings were held during the year on July 22, 2022, October 18, 2022 and February 13, 2023. Mr. Ramprakash R. Kothari, Non-Executive Independent Director is a Chairman of the Committee.

Sr. No.	Name of Member	Category	Number of Meetings held during the period when the Member was on the Board	Number of Meetings attended
1	Mr. Ramprakash R. Kothari	Chairman	3	3
2	Mr. Ummedsingh Champawat*	Member	1	1
3	Mr. Jayesh V. Dave	Member	3	3
4	Mrs. Ranju Bhati**	Member	2	1
5	Qury Maheshbhai Nagadiya***	Member	1	0

\*Cessation w.e.f. 01-10-2022 due to demise \*\*Appointed w.e.f. 22-07-2022 \*\*\*Resigned w.e.f. 22-07-2022

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

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

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

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

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

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

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

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

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

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

#### 4.3 Remuneration of Directors:

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

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

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

Details of remuneration to all Directors for the Financial Year 2022-23 are as under:

Sr. No.	Name of Director	Salary (₹)	Perquisites & Allowances (₹)	Retirement & Leave Benefits (₹)	Sitting Fees (₹)	Commission/ Bonus (₹)	Stock Option
1	Mr. U. Champawat*	1,80,968	65,733	-	-	-	-
2	Mr. Vishwajeet Singh U Champawat	28,90,645	8,76,274	-	-	-	-
3	Mr. Ramprakash R. Kothari	-	-	-	4,000	-	-
4	Mr. Jayesh V. Dave	-	-	-	4,000	-	-
5	Mrs. Ranju Bhati	-	-	-	-	-	-
6	Ms. Qury Nagadiya	-	-	-	-	-	-

\*Cessation w.e.f. 02.10.2022 due to demise. \*\*Appointment w.e.f. 22.07.2022.\*\*\*Resignation w.e.f. 22.07.2022

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

**Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable:** The Company has not issued any stock option during the year under review.

#### 5. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

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

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

- 1) To specifically look into the redressal of Investors' Grievances pertaining to:
  - a) Transfer of shares and debentures;
  - b) Non-receipt of declared dividends, interests and redemption proceeds of debentures;
  - c) Replacement of lost, stolen, mutilated share and debenture certificates;
  - d) Non-receipt of rights, bonus, split share and debenture certificates;
  - e) Non-receipt of balance sheet.
- 2) To look into other related issues towards strengthening investors' relations.
- 3) To consider and approve issuance of share / debenture certificates including duplicate share/ debenture certificates.
- 4) To look into the reasons for any defaults in the payment to the Depositors, Debenture holders, Shareholders (in case of nonpayment of declared dividends) and Creditors.

**5.2 The Composition of the Committee as at March 31, 2023 and the details of Members participation at the Meetings of the Committee are as under:**

During the year, 04 (Four) Stakeholder Relationship Committee Meetings were held April 20, 2022, July 12, 2022, October 15, 2022 and January 05, 2023. The Attendance of Members at meetings was as under:

Sr. No.	Name of Member	Category	Number of Meetings held during the period when the Member was on the Board	Number of Meetings attended
1	Mr. Ramprakash R. Kothari	Chairman	4	4
2	Mr. Ummedsingh Champawat*	Member	2	-
3	Mr. Jayesh V. Dave	Member	4	4
4	Mrs. Ranju Bhati**	Member	2	-
5	Ms. Qury Maheshbhai Nagadiya***	Member	2	1

\*Cessation w.e.f. 01-10-2022 due to demise. \*\*Appointed w.e.f. 22-07-2022. \*\*\*Resigned w.e.f. 22-07-2022

**5.3 Name and Designation of Compliance Officer:**

During the period under review, Ms. Somya Singhal was the Company Secretary and Compliance Officer of the company. However, she resigned on 08<sup>th</sup> July 2023 and Mrs. Seema Kalwani was appointed as the Company Secretary and Compliance Officer of the company w.e.f 08<sup>th</sup> July 2023.

**5.4 Details of Complaints / Queries received and redressed during 1<sup>st</sup>April 2022 to 31<sup>st</sup> March 2023 are as follows:**

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

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

**6. INFORMATION ON GENERAL BODY MEETINGS:**
**6.1 The last 3 Annual General Meetings of the Company were held as under:**

Date	Time	Venue
September 30, 2022	3.00 P.M. (IST)	Online – Virtual Meeting through NSDL construed as held at the registered office of the Company
September 30, 2021	3.00 P.M. (IST)	Online – Virtual Meeting through NSDL construed as held at the registered office of the Company
December 23, 2020	3.00 P.M. (IST)	Online – Virtual Meeting through NSDL construed as held at the registered office of the Company

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

Financial Year	Date	Subject matter of Special Resolutions
2021-22	30-09-2022	<ul style="list-style-type: none"> <li>Issue warrants convertible into equity shares on a preferential basis (“Preferential Issue”) to the Promoter for cash consideration</li> </ul>
2020-21	30-09-2021	<ul style="list-style-type: none"> <li>Re-appoint Mr. Ramprakash Ramvallabh Kothari (DIN: 00294060) as an Independent Director of the Company</li> </ul>
2019-20	23-12-2020	<ul style="list-style-type: none"> <li>Re-appoint Mr. Vishwajeetsingh Champawat as Whole-time Director of the company.</li> <li>Amend Articles of Association of the company</li> <li>Issue warrant Convertible into equity shares on Preferential Basis</li> </ul>

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

During the year under review, one Extraordinary General Meeting was held through postal ballot.

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

S.N.	Description of the Resolution (s) Passed through Postal Ballot
1	Appointment of Mr. Vishwajeetsingh Ummedsingh Champawat (DIN: 00519755) as Chairman and Managing Director (CMD) of the Company.

The Board of Directors had appointed Mrs. Rupal Patel (Membership No. FCS 6275, CP No. 3803), Practicing Company Secretary, as the Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.

The voting period for remote e-voting commenced on Tuesday, November 22, 2022 at 9.00 a.m. (IST) and ended on Wednesday, December 21, 2022 at 5.00 p.m. (IST). The consolidated report on the result of the postal ballot through remote e-voting for approving aforementioned resolutions was provided by the Scrutinizer on Thursday, December 22, 2022.

The details of e-voting on the aforementioned resolution(s) are provided hereunder

Description of the Resolution	Votes in favor of the Resolution (s)		Votes against the Resolution(s)		Invalid Vote	
	Number of valid Votes cast (shares)	% of total number of \ valid votes cast	Number of valid Votes cast (shares)	% of total number of valid votes cast	Total number of members whose votes were declared invalid	Total number of invalid votes cast (shares)
Appointment of Mr. Vishwajeetsingh Ummedsingh Champawat (DIN: 00519755) as Chairman and Managing Director (CMD) of the Company.	8962678	99.98	966	0.01	Nil	Nil

The Resolution was passed with the requisite majority

**Procedure for Postal Ballot:**

The Postal Ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and General Circular Nos. No. 14/ 2020 dated April 8, 2020, General Circular No. 17/ 2020 dated April 13, 2020, General Circular No.20/2020 dated May 5, 2020, General Circular No. 22/ 2020 dated June 15, 2020, General Circular No. 33/ 2020 dated September 28, 2020, General Circular No. 39/ 2020 dated December 31, 2020, General Circular No.02/2021 dated January, 13, 2021, General Circular No. 10/ 2021 dated June 23, 2021, General Circular No. 20/ 2021 dated December 8, 2021, and General Circular No. 3/ 2022 dated May 5, 2022 ("MCA Circulars"), issued by the Ministry of Corporate Affairs.

**7. MEANS OF COMMUNICATION:**

- i. **Quarterly results:** The Company's quarterly / half yearly / annual financial results are sent to the Stock Exchanges and Local English and Vernacular language newspapers and are simultaneously displayed on its website ([www.rmhil.com](http://www.rmhil.com)).
- ii. **Media Releases:** Official media releases are sent to Stock Exchanges and are displayed on the Company's website ([www.rmhil.com](http://www.rmhil.com)).
- iii. **Website:** The Company's website ([www.rmhil.com](http://www.rmhil.com)) contains a separate dedicated section "Investor Relations" where shareholders' information is available. The Company's Annual Report is also available in a downloadable form.
- iv. **Annual Report:** The Annual Report containing, *inter-alia*, Audited Financial Statement, Consolidated Financial Statement, if applicable, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Directors' Report in the Annual Report. The Annual Report is displayed on the Company's website ([www.rmhil.com](http://www.rmhil.com)).
- v. **BSE Corporate Compliance & Listing Centre (the "Listing Centre"):** BSE's Listing Centre is a web-based application designed for corporate. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, statement of investor complaints among others, are also filed electronically on the Listing Centre.

- vi. **SEBI Complaints Redress System (SCORES):** The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

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

## 8. GENERAL SHAREHOLDER INFORMATION:

### 8.1 Annual General Meeting:

Date	30 <sup>th</sup> September, 2023
Time	3.00 P.M. (IST)
Venue	Online – Virtual Meeting through NSDL construed to be held at the registered office of the Company

### 8.2 Financial Calendar (Tentative):

The Financial Year of the Company is for a period of 12 months from April 01, 2023 to March 31, 2024.

First quarter results	:	Second week of August, 2023
Second quarter results	:	Last week of October, 2023
Third quarter results	:	Second week of February, 2024
Fourth quarter results / Year end results	:	Last week of May, 2024

### 8.3 Book Closure: 24 September, 2023 to 30 September, 2023 (both days inclusive)

- 8.4 **Dividend Payment Date:** Not Applicable as the Board did not recommend any dividend for the financial year

### 8.5 Listing on Stock Exchanges:

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

Sr. No.	Name of Stock Exchanges	Stock Code
1.	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001	BSE – 526640

### 8.6 Stock Market Price Data on BSE and Performance in comparison to broad-based indices:

High and low during each month in the financial year 2022-23 on the Stock Exchanges:

Month	BSE		BSE SENSEX	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April – 2022	31.90	23.35	60,845.10	56,009.07
May – 2022	27.45	20.20	57,184.21	52,632.48
June – 2022	26.65	22.05	56,432.65	50,921.22
July – 2022	25.20	21.00	57,619.27	52,094.25
August – 2022	27.30	22.50	60,411.20	57,367.47
September -2022	27.20	23.25	60,676.12	56,147.23
October -2022	25.45	22.30	60,786.70	56,683.40



Month	BSE		BSE SENSEX	
	High (₹)	Low (₹)	High (₹)	Low (₹)
November – 2022	25.50	22.15	63,303.01	60,425.47
December – 2022	24.55	20.85	63,583.07	59,754.10
January – 2023	24.55	21.00	61,343.96	58,699.20
February – 2023	29.60	20.45	61,682.25	58,795.97
March – 2023	29.60	24.26	60,498.48	57,084.91

### 8.7 Registrar And Transfer Agent:

#### M/S. MCS SHARE TRANSFER AGENT LIMITED.

Add 1: 383, Lake Garden, 1<sup>st</sup> Floor, Kolkata (West Bengal) – 700 045

Add. 2: 201, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad – 380009

Contact No. 033-4072 4051

Contact No. 079-2658 0461

Mail: [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com), [mcsashmd@gmail.com](mailto:mcsashmd@gmail.com)

### 8.8 Share Transfer System:

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

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

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

### 8.9 Shareholding Pattern as on March 31, 2023:

Category of Shareholders	No. of Shareholders	No. of Shares	% of Total Shares
Promoter & Promoter Group	15	96,58,790	51.15
Public Individual	12,413	77,85,516	41.23
Financial Institution	4	19,500	0.10
Other Bodies Corporate	88	5,02,455	2.66
NRI	55	6,99,407	3.70
HUF	137	2,16,532	1.15
Shares underlying DRs	Nil	Nil	Nil
Shares held by Employee Trusts	Nil	Nil	Nil
<b>Total Shareholding</b>	<b>12,712</b>	<b>1,88,82,200</b>	<b>100</b>

**8.10 Distribution of Equity Shareholding as on March 31, 2023:**

Category	Number of Shareholders	Percentage (%)	Number of Shares	Percentage Holders (%)
1- 500	11642	8.6496	1633237	91.5539
501-1000	516	2.3340	440719	4.0579
1001- 2000	230	1.9194	362424	1.8087
2001- 3000	91	1.2288	232026	.7156
3001- 4000	54	.9980	188438	.4247
4001- 5000	46	1.1485	216853	.3617
5001- 10000	65	2.4916	470470	.5112
10001-50000	44	5.5734	1052375	.3775
50001-100000	9	3.1713	598812	.0708
Above 100000	15	72.4854	13686846	.1180
<b>TOTAL</b>	<b>12712</b>	<b>100</b>	<b>18882200</b>	<b>100</b>

**8.11 Dematerialization of shares and liquidity as on March 31, 2023:**

Particulars of Equity holding	Equity Shares of ₹ 10/- each.	
	Number of shares	Percent of total shares
NSDL	11969860	63.39
CDSL	5129489	27.17
Physical form	1782851	9.44

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

There are no other outstanding GDRs / ADRs / Warrants or any convertible instruments as at March 31, 2023 except as mentioned above.

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

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

**8.15 Unclaimed Dividend:**

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

**8.16 Nomination Facility:**

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

**8.17 Credit Ratings:**

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

**8.18 Address for correspondence:**

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

<b>M/s. Royale Manor Hotels and Industries Limited</b> Add: - International Airport Circle, Ahmedabad – 382475 Tele. No.: 079 - 22868642-43 CIN: L55100GJ1991PLC015839 Email: <a href="mailto:royalemanorhotels@gmail.com">royalemanorhotels@gmail.com</a> Website: <a href="http://www.rmhil.com">www.rmhil.com</a>	<b>MCS Share Transfer Agent Limited</b> Add.: 201, Shatdal Complex, Opp. Bata Show Room, Ashram Road, Ahmedabad – 380009 Tele. No.: 079-26580461,0462,0463 Fax: 079 - 30070678 Email: <a href="mailto:mcssta@rediffmail.com">mcssta@rediffmail.com</a> Website: <a href="http://www.mcsregistrars.com">www.mcsregistrars.com</a>
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**9. OTHER DISCLOSURES:**

- 9.1** There are no materially significant transactions with the related parties viz. promoters, directors or the management or their relatives or subsidiaries etc. that had potential conflict with the company's interest. Suitable disclosure as required by the Indian Accounting Standard has been made in the Annual Report. The Related Party Transactions Policy as approved by the Board is uploaded on the Company's Website at <https://www.rmhil.com/policy.htm>.
- 9.2** Transactions with related parties are disclosed in detail in Note No. 3.8 in "Notes forming part of the Accounts" annexed to the financial statements for the year. There were no related party transactions having potential conflict with the interest of the Company at large.
- 9.3** There are no pecuniary relationships or transactions of Non-executive Directors vis-à-vis the Company which has potential conflict with the interests of the company at large.
- 9.4** No Strictures or penalties have been imposed on the company by the Stock Exchanges or by the Security Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last three years.
- 9.5** The Company has formed the policy for determining material subsidiary as required by Regulation 16 of the SEBI (LODR) Regulations, 2015 and the same is disclosed on the Company's website. The web link is <https://rmhil.com/policies/>.
- 9.6 Vigil Mechanism:**  
The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the Listing Regulations, includes an Ethics & Compliance Task Force comprising senior executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail or a letter to the Task Force or to the Chairman of the Audit Committee. The Vigil Mechanism and Whistle Blower Policy may be accessed on the Company's website at the link: <https://rmhil.com/wp-content/uploads/2023/04/whistel-blower-policy.pdf>
- No personnel have been denied access to the Chairman of the Audit Committee, for making complaint on any integrity issue.
- 9.7** The minimum information to be placed before the Board of Directors as specified in Part A of Schedule II of Listing Regulations is complied with to the extent possible.

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

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

**9.9 Complaints pertaining to Sexual Harassment:**

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

**9.10 Details of total fees paid to Statutory Auditors:**

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

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

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

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

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

The above Report was placed before the Board at its meeting held on 26<sup>th</sup> July, 2023 and the same was approved.

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

Sd/-  
**Vishwajeet Singh U Champawat**  
Chairman and Managing Director  
DIN: 00519755

Place: Ahmedabad  
Date: 04/09/2023

**Registered Office:**

International Airport Circle,  
Ahmedabad, Gujarat, 382475  
**CIN:** L55100GJ1991PLC015839  
**Phone No.:** 079-22868641,2,3,  
**Email:** [royalemanorhotels@gmail.com](mailto:royalemanorhotels@gmail.com)  
**Website:** [www.rmhil.com](http://www.rmhil.com)

## 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, 2023.

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

Place: Ahmedabad

Date: 04/09/2023

**Vishwajeet Singh U Champawat**

Chairman and Managing Director

DIN: 00519755

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

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

We have examined the compliance of condition of Corporate Governance by **Royale Manor Hotels and Industries Limited**, for the year ended March 31, 2023 as stipulated in Regulations 17,17A,18,19,20,21,22,23,24,24A,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. Naimish N. Shah & Co.**

(Chartered Accountants)

(F.R. No.: 106829W)

**CA Pranav N. Shah**

Proprietor

Membership No. 033747

UDIN: 23033747BGWHFC3880

Place: Ahmedabad

Date: 04/09/2023

## CEO/CFO CERTIFICATE

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

- a. We have reviewed the financial statements and the cashflow statement for the year 2022-23 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 2022-23 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 2022-23;
  - Significant changes in accounting policies during the year 2022-23 and that the same have been disclosed in the notes to the financial statements; and
  - Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company’s internal control system over the financial reporting.

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

Place: Ahmedabad  
Date: 04/09/2023

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

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTOR

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of ROYALE MANOR HOTELS AND INDUSTRIES LIMITED having CIN: L55100GJ1991PLC015839 having registered office at International Airport Circle Na Ahmedabad – 382475, Gujarat (hereinafter referred to as ‘the Company’), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov](http://www.mca.gov) in as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority

S.NO	NAME OF THE DIRECTOR	DIN	DATE OF APPOINTMENT
1	Vishwajeet Singh U Champawat	00519755	09/12/2006
2	Ramprakash Ramvallabh Kothari	00294060	29/12/2005
3	Jayesh Vasudevbbhai Dave	01808753	14/02/2022
4	Ranju Bhati	09683282	22/07/2022

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company

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

Place: Ahmedabad  
Date: 04/09/2023

Sd/-  
**Rupal Patel**  
Practicing Company Secretary  
CP No. 3803 FCS No: 6275  
UDIN: F006275E000932618

**ANNEXURE –D**
**DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO**
*(Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014)*

<b>a)</b>	<b>Conservation of energy</b>	
(i)	the steps taken or impact on conservation of energy	Company has created energy saving culture among the employees, Shut down of Guest Floor AC in low occupancy, Constant monitoring of HSD Consumption and to control usage. Physical Monitoring of Back Area and non-operational areas to prevent usage of electricity. Shutdown service elevator in low occupancy, Replaced 50W spot light to 3W LED.
(ii)	the steps taken by the company for utilizing alternate sources of energy	Company is having STP Plant hence using treated water for Garden and back of the area usage, bio gas system.
(iii)	the capital investment on energy conservation equipment's	Nil
<b>(b)</b>	<b>Technology absorption</b>	
(i)	the efforts made towards technology absorption	Nil
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	Nil
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	Nil
	(a) the details of technology imported	Nil
	(b) the year of import;	Nil
	(c) whether the technology been fully absorbed	Nil
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	Nil
(iv)	the expenditure incurred on Research and Development	Nil
<b>(c)</b>	<b>Foreign exchange earnings and Outgo</b>	
	During the year, the total foreign exchange used was ₹ 3,69,546/- and the total foreign exchange earned was ₹ 2,52,18,865/-.	



## PARTICULARS OF EMPLOYEES

**A. Details pertaining to Remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended by the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016: -**

Remuneration paid to directors and KMP and ratio of the remuneration of each director to the median remuneration of all the employees of your Company for the Financial Year 2022-23 is as follows: -

Name of the Director and KMP	Category	Total Remuneration in ₹	Ratio of remuneration of each Director / KMP to the Median Remuneration of Employees	Percentage Increase/ decrease in Remuneration in the Financial year 2022-23
Mr. Ummedsingh Champawat*	Managing Director	2,46,701/-	1.91:1	#
Mr. Vishwajeet Singh U Champawat	Managing Director	37,66,919/-	29.11:1	10.58%
Mr. Devraj Singh Chauhan*	CFO	2,95,210/-	2.28:1	#
Mr. Yogesh Kumar Mehta*	CFO	39,281/-	0.30:1	#
Mr. Jayesh Dave#	Non-Executive – Independent Director	-	-	-
Mr. Ramprakash Kothari	Non-Executive – Independent Director	-	-	-
Ms. Ranju Bhati*	Non-Executive – Independent Director	-	-	-
Mrs. Qury Nagadiya*	Non-Executive – Independent Director	-	-	-
Ms. Somya Singhal	Company Secretary & Compliance Officer	5,56,426/-	4.30:1	#

\*Mr. Ummedsingh Champawat and Mrs. Qury Nagadiya were ceased to be a Member of the Board effective from 01.10.2022 and 22.07.2022 respectively. Mr. Yogesh Kumar Mehta resigns from the post of CFO w.e.f 22.07.2022. Ms. Ranju Bhati were appointed with effect from 22.07.2022 as member of Board. Mr. Devraj Singh Chauhan were appointed as a CFO w.e.f 22.07.2022.

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

**Notes:**

- 1) The ratio of remuneration to median remuneration is based on remuneration paid during the period April 1, 2022 to March 31, 2023.
- 2) Mrs. Ranju Bahti, Independent director (Non-Executive Director) has waived off his entitlement of sitting fees, therefore, ratio of remuneration and percentage increase for the Independent Directors' Remuneration is, therefore, not considered for the purpose above.

- 3) The percentile increase in remuneration is in line with the performance of the Company, prevailing industry pay scale, and appropriate market correction. There is no exceptional circumstance for an increase in remuneration.
- 4) Percentage increase in remuneration indicates annual total compensation increase, as recommended by the Nomination and Remuneration Committee and duly approved by the Board of Directors of the Company.
- 5) The percentage decrease in the median remuneration of employees in the financial year 2022-23 was 63.72%.
- 6) There were 152 permanent employees on the rolls of the Company as on March 31, 2023.
- 7) Average percentage increase in the salaries of employees other than the KMP in the previous financial year was 46.39%, whereas the average percentage decrease in remuneration of the KMP was 56.35%.

### **Affirmations**

It is hereby affirmed that the remuneration paid to all the Directors, KMP, Senior Managerial Personnel and all other employees of the Company during the financial year ended March 31, 2023, were as per the Nomination and Remuneration Policy of the Company.

**A. Details pertaining to Remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended by the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016:**

**I. Names of the top ten employees of the Company in terms of remuneration drawn and the names of employees who were employed throughout the Financial Year 2022-23 and were paid remuneration not less than ₹ 1,02,00,000/-:**

It is provided as a separate annexure forming part of this Report. However, the Annual Report is being sent to the members excluding the aforesaid annexure. The said information is available for electronic inspection during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

**II. Names of the employees who were employed for a part of Financial Year 2022-23 and were paid remuneration not less than ₹ 8,50,000/- per month: Not Applicable.**

**Notes: -**

- 1) None of the employees is related to any Director of the Company
- 2) None of the employees draws remuneration more than the remuneration drawn by Managing Director and holds by himself or along with his spouse and dependent children, not less than two percent of equity shares of the Company

## INDEPENDENT AUDITOR'S REPORT

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

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

#### Opinion

We have audited the accompanying Standalone Financial Statements of **Royale Manor Hotels and Industries Limited**, (the "Company") which comprise the Balance Sheet as at 31<sup>st</sup> March, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement, the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act"), in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at 31<sup>st</sup> March, 2023 and its profit (financial performance including other comprehensive income), its cash flows and changes in equity for the year ended on that date.

#### Basis for Opinion

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

#### Key Audit Matter

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

### Report on Other Legal and Regulatory Requirements

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

- (E) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- (F) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- (G) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (H) With respect to other matter to be included in the Auditor’s Report in accordance with the Rule 11 of the Companies (Audit and Auditor’s) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
- (1) The Company does not have any pending litigation which would impact its financial position.
  - (2) The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - (3) There were no amounts which were required to be transferred to the Investors Education and Protection Fund by the Company.
  - (4) The management has represented that, to the best of it’s knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (5) The management has represented, that, to the best of it’s knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
  - (6) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under clause (4) and (5) contain any material mis-statement.

For, **NAIMISH N. SHAH & CO.**  
CHARTERED ACCOUNTANTS  
(F. R. No.: 106829W)

**(CA PRANAV N. SHAH)**  
PROPRIETOR

(M. No. : 033747)

(UDIN: 23033747BGWGH17250)

Place: Ahmedabad  
Date: 30<sup>th</sup> May, 2023

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

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

**Report on Companies (Auditor’s Report) Order, 2020 (the order), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, We report 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) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.  
(B) The Company is not having any intangible asset. Therefore, the provisions of Clause (i)(a)(B) of paragraph 3 of the order are not applicable to the company.
- (b) As informed to us, Property, Plant and Equipment have been physically verified by the management during the year and no material discrepancies were noticed on such verification.
- (c) As per the information provided by the Company, Title Deeds of the immovable properties are held in the name of Company.
- (d) The Company has not revalued its Property, Plant and Equipment during the year. Therefore, the provisions of Clause (i)(d) of paragraph 3 of the order are not applicable to the company.
- (e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Therefore, the provisions of Clause (i)(e) of paragraph 3 of the order are not applicable to the company.
- 2) (a) According to information and explanations provided to us, inventories have been physically verified by the management at reasonable intervals and no material discrepancies found during the physical verification.
- (b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore in aggregate during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause (ii)(b) of paragraph 3 of the Order is not applicable.
- 3) The Company has Not made any investment in, Provided any Guarantee or Security or granted any Loans or advances in the nature of Loans, Secured or unsecured, to companies, Firms, Limited Liability Partnerships or any other parties and hence reporting under clause (iii)(a),(b),(c),(d),(e),(f) of paragraph 3 of the Order is not applicable.
- 4) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act to the extent applicable.
- 5) According to information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under to the extent notified.
- 6) As per information and explanations given to us by the management, the Central Government has not prescribed the maintenance of cost records under section 148 (1) of the Companies Act, 2013 for the Company.
- 7) (a) The Company is generally regular in depositing undisputed statutory dues in respect of Provident Fund, Employees State Insurance, Goods & Service Tax and Tax Deducted at Source, Investor Education and Protection Fund, Sales Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess, and other statutory dues as applicable with the appropriate authorities during the year. There was no undisputed amount

- outstanding & payable in respect of statutory dues as at 31<sup>st</sup> March 2023, for a period of more than six months from the date, they became payable.
- (b) According to the information and explanations given to us by the management, there are no dues of Income Tax or Goods & Service Tax or Duty of Custom or duty of excise or Value Added Tax or Cess which have not been deposited on account of any dispute.
- 8) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- 9) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender. Hence reporting under clause (ix)(a) of paragraph 3 of the Order is not applicable.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) On an overall examination of the financial statements of the Company and according to the information and explanations given to us by the management, the Company has not obtained any term loan and hence reporting on clause (ix)(c) of paragraph 3 of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) The Company does not have any subsidiary, hence reporting under clause (e) of Paragraph 3 of the Order is not applicable.
- (f) The Company does not have any subsidiary, hence reporting under clause (f) of Paragraph 3 of the Order is not applicable.
- 10) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause (x)(a) of paragraph 3 of the Order is not applicable.
- (b) According to the information and explanations given to us by the management during the year, the Company has made preferential allotment and the requirements of section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised.
- 11) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) No complain from whistle blower were received by the Company during the year (and upto the date of this report), and hence reporting under this clause is not applicable.
- 12) The Company is not a Nidhi Company and hence reporting under clause (xii) of paragraph 3 of the Order is not applicable.
- 13) In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- 14) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.



- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- 15) In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- 16) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause (xvi)(a),(b) and (c) of paragraph 3 of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause (xvi)(d) of paragraph 3 of the Order is not applicable.
- 17) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- 18) There has been no resignation of the statutory auditors of the Company during the year.
- 19) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- 20) There is no liability of the company under the provisions of section 135 of the Companies Act, relating to Corporate Social Responsibility.
- 21) There is no Subsidiary or Associate Company accordingly reporting under clause 21 of the Order is not applicable.

For, **NAIMISH N. SHAH & CO.**  
CHARTERED ACCOUNTANTS  
(F. R. No.: 106829W)

**(CA PRANAV N. SHAH)**  
PROPRIETOR  
(M. No. : 033747)  
(UDIN: 23033747BGWGH17250)

Place: Ahmedabad  
Date: 30<sup>th</sup> May, 2023

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

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

### **Opinion**

We have audited the internal financial controls over financial reporting of “Royale Manor Hotels and Industries Limited (the “Company”) as of 31<sup>st</sup> March, 2023 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

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

### **Auditors’ Responsibility**

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

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

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

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

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

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

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

For, **NAIMISH N. SHAH & CO.**  
CHARTERED ACCOUNTANTS  
(F. R. No.: 106829W)

**(CA PRANAV N. SHAH)**  
PROPRIETOR  
(M. No. : 033747)  
(UDIN: 23033747BGWGH17250)

Place: Ahmedabad  
Date: 30<sup>th</sup> May, 2023

**BALANCE SHEET AS AT 31<sup>st</sup> MARCH, 2023**

(₹ in Lakhs)

Particulars		Note No.	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>I</b>	<b>ASSETS</b>			
<b>1</b>	<b>NON-CURRENT ASSETS</b>			
	Property, Plant & Equipments	1	1,907.84	1,859.81
	Financial Assets			
	Non-current Investments	2	285.00	285.00
	Loans	3	825.00	1,305.00
	Others	4	1,167.19	106.82
	Deferred Tax Assets (Net)	5	145.74	141.88
	Other Non Current Assets	6	680.02	805.33
	<b>TOTAL(1)</b>		<b>5,010.79</b>	<b>4,503.84</b>
<b>2</b>	<b>CURRENT ASSETS</b>			
	Inventories	7	213.76	203.32
	Financial Assets			
	Trade Receivables	8	155.66	274.65
	Cash and Cash Equivalents	9	327.93	27.65
	Bank Balances other than Cash and Cash Equivalents		-	-
	Loans	10	793.78	959.57
	Current Tax Assets	11	93.40	40.79
	Other Current Assets	12	27.34	13.45
	<b>TOTAL(2)</b>		<b>1,611.87</b>	<b>1,519.43</b>
	<b>TOTAL(1+2)</b>		<b>6,622.66</b>	<b>6,023.27</b>
<b>II</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>EQUITY</b>			
	Share Capital	13	1,888.22	1,788.22
	Other Equity	14	3,301.63	2,848.50
	<b>TOTAL(1)</b>		<b>5,189.85</b>	<b>4,636.72</b>
<b>2</b>	<b>LIABILITIES</b>			
	<b>Non Current Liabilities</b>			
	Financial Liabilities			
	Borrowings	15	389.32	688.88
	Other Financial Liabilities	16	31.18	41.55
	Provisions	17	14.09	19.46
	<b>TOTAL(2)</b>		<b>434.59</b>	<b>749.89</b>
	<b>Current Liabilities</b>			
	Financial Liabilities			
	Borrowings	18	553.47	206.96
	<b>Trade Payables:</b>			
	Total outstanding dues of micro and small enterprises	19	14.83	12.43
	Total outstanding dues of creditors other than micro and small enterprises	19	200.69	168.55
	Other Financial Liabilities	20	0.06	0.05
	Current Tax Liabilities	21	159.45	112.68
	Other Current Liabilities	22	12.67	63.44
	Provisions	23	57.05	72.55
	<b>TOTAL(3)</b>		<b>998.22</b>	<b>636.66</b>
	<b>TOTAL(1+2+3)</b>		<b>6,622.66</b>	<b>6,023.27</b>
	<b>Notes forming part of Financial Statements</b>	<b>31</b>		

As per our report of even date attached  
For, **NAIMISH N. SHAH & CO**  
Chartered Accountants  
(F R No.106829W)

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

**Vishwajeet Singh U. Champawat**  
Chairman and Managing Director  
DIN-00519755

**CA Pranav N. Shah**  
Proprietor  
Membership No. 033747  
(UDIN : 23033747BGWGH17250)

**Somya Singhal**  
Company Secretary

**Dr. Ram Prakash Kothari**  
Director  
DIN-00294060

Ahmedabad  
30<sup>th</sup> May, 2023

**Devraj Singh Chauhan**  
Chief Financial Officer

**Jayesh Dave**  
Director  
DIN-01808753  
Ahmedabad  
30<sup>th</sup> May, 2023

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2023

(₹ in Lakhs)

Particulars	Note No.	Year ended 31 <sup>st</sup> March, 2023	Year ended 31 <sup>st</sup> March, 2022
<b>INCOME</b>			
I Revenue from Operations	24	2,213.69	1,362.60
II Other Income	25	107.63	86.67
<b>III TOTAL INCOME (I+II)</b>		<b>2,321.32</b>	<b>1,449.27</b>
<b>IV EXPENSES</b>			
a Cost of Material Consumed	26	254.83	208.23
b Employees' Benefits Expenses	27	553.62	374.62
c Finance Costs	28	94.27	98.18
d Depreciation and Amortization Expenses	29	97.47	87.64
e Other Expenses	30	829.55	539.80
<b>TOTAL EXPENSES</b>		<b>1,829.74</b>	<b>1,308.47</b>
V <b>Profit/(Loss) Before Exceptional Items And Tax (III-IV)</b>		491.58	140.80
VI Exceptional Items		-	-
VII <b>Profit Before Tax (V-VI)</b>		491.58	140.80
<b>VIII Tax Expense</b>			
a Current Tax Expense		126.00	45.00
b Earlier Year Tax Expense		(9.72)	10.42
c Deferred Tax Expense / (Income)		(3.87)	(6.93)
IX <b>Profit / (Loss) for the year (VII-VIII)</b>		<b>379.17</b>	<b>92.31</b>
X Other Comprehensive Income (Net)		16.56	2.61
XI <b>Total Comprehensive Income for the year (IX+X)</b>		<b>395.73</b>	<b>94.92</b>
<b>XII Earning Per Share</b>			
a Basic		2.11	0.54
b Diluted		2.11	0.54
<b>Notes forming part of Financial Statements</b>	<b>31</b>		

As per our report of even date attached  
For, **NAIMISH N. SHAH & CO**  
Chartered Accountants  
(F R No.106829W)

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

**Vishwajeet Singh U. Champawat**  
Chairman and Managing Director  
DIN-00519755

**CA Pranav N. Shah**  
Proprietor  
Membership No. 033747  
(UDIN : 23033747BGWGHI7250)

**Somya Singhal**  
Company Secretary

**Dr. Ram Prakash Kothari**  
Director  
DIN-00294060

Ahmedabad  
30<sup>th</sup> May, 2023

**Devraj Singh Chauhan**  
Chief Financial Officer

**Jayesh Dave**  
Director  
DIN-01808753  
Ahmedabad  
30<sup>th</sup> May, 2023

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023

### A. EQUITY SHARE CAPITAL

(₹ in Lakhs)	
Current reporting period ( 31 <sup>st</sup> March 2023)	(₹ in Lakhs)
Balance at the beginning of the current reporting period	1,788.22
Changes in Equity Share Capital due to prior period errors	-
Restated balance at the beginning of the current reporting period	-
Changes in equity share capital during the current year	100.00
Balance at the end of the current reporting period	1,888.22
(2) Previous reporting period ( 31 <sup>st</sup> March 2022)	
Balance at the beginning of the previous reporting period	1,693.22
Changes in Equity Share Capital due to prior period errors	-
Restated balance at the beginning of the previous reporting period	-
Changes in equity share capital during the previous year	95.00
Balance at the end of the previous reporting period	1,788.22

### B. OTHER EQUITY

(₹ in Lakhs)	
Current reporting period ( 31 <sup>st</sup> March 2023)	(₹ in Lakhs)
Balance at the beginning of the current reporting period	- 2,848.50
Changes in accounting policy or prior period errors	-
Restated balance at the beginning of the current reporting period	-
Total Comprehensive Income for the current year	395.73
Dividends	-
Transfer to retained earnings	-
Any other change (to be specified)	-
Balance at the end of the current reporting period	- 3,301.63

	Reserves and Surplus											Total			
	Share application money pending allotment	Equity component of compound financial instruments	Capital Reserve	Securities Premium	Other Reserves (Replacement of FF & E)	Other Reserves (Capital Reserve)	Retained Earnings	Debt Instruments through Other Comprehensive Income	Equity instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus		Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (Gratuity expense written back)	Money received against share warrant
Balance at the beginning of the current reporting period	-	-	558.26	111.76	40.10	138.52	1,999.88	-	-	-	-	-	-	-	-
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the current year	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Any other change (to be specified)	-	-	-	57.40	-	-	-	-	-	-	-	-	-	-	-
Balance at the end of the current reporting period	-	-	558.26	169.16	-	138.52	2,419.14	-	-	-	-	-	16.56	-	- 3,301.63

(2) Previous reporting period ( 31<sup>st</sup> March 2022) (₹ in Lakhs)

	Reserves and Surplus										Total				
	Share application money pending allotment	Equity component of compound financial instruments	Capital Reserve	Securities Premium	Other Reserves (Replacement of FF & E)	Other Reserves (Capital Reserve)	Retained Earnings	Debt instruments through Comprehensive Income	Equity instruments through Comprehensive Income	Effective portion of Cash Flow Hedges		Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Comprehensive Income (Gratuity expense written back)	Money received against share warrant
Balance at the beginning of the previous reporting period	-	-	558.26	79.74	58.61	138.52	1,886.43	-	-	-	-	-	-	-	2,721.56
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the Previous reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the Previous year	-	-	-	-	-	-	92.31	-	-	-	-	2.61	-	-	94.92
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	(18.52)	-	-	-	-	-	-	-	-	-	(18.52)
Any other change (to be specified)	-	-	-	32.02	-	-	18.52	-	-	-	-	-	-	-	50.53
Balance at the end of the Previous reporting period	-	-	558.26	111.76	40.10	138.52	1,997.26	-	-	-	-	2.61	-	-	2,848.50

As per our report of even date attached  
For, **NAIMISH N. SHAH & CO**  
Chartered Accountants  
(F R No.106829W)

**CA Pranav N. Shah**  
Proprietor  
Membership No. 033747  
(UDIN : 23033747BGWGH17250)

Ahmedabad  
30<sup>th</sup> May, 2023

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

**Vishwajeet Singh U. Champawat**  
Chairman and Managing Director  
DIN-00519755

**Somya Singhal**  
Company Secretary

**Dr. Ram Prakash Kothari**  
Director  
DIN-00294060

**Devraj Singh Chauhan**  
Chief Financial Officer

**Jayesh Dave**  
Director  
DIN-01808753  
Ahmedabad  
30<sup>th</sup> May, 2023

## CASHFLOW STATEMENT FOR THR YEAR ENDED 31<sup>st</sup> MARCH, 2023

(₹ in Lakhs)

Particulars	Year ended 31 <sup>st</sup> March, 2023	Year ended 31 <sup>st</sup> March, 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Profit before Tax</b>	491.58	140.80
Adjustments For :		
Depreciation	97.47	87.64
Interest Income	(79.22)	(78.31)
Finance Costs	94.27	98.18
Other Comprehensive Income	16.56	2.61
Exceptional Item	-	
Loss/(Profit) on sale of Fixed Assets	-	-
Operating Profit before Working Capital Changes	620.66	250.92
Movements in Working Capital		
Trade Receivables	119.00	(10.42)
Loans & Advances and Other Current Assets	151.91	(179.09)
Inventories	(10.44)	(4.49)
Current Tax Assets	(52.62)	(9.73)
Trade Payables & Other Current Liability	361.56	(153.96)
Cash Generated from Operations	569.41	(357.69)
Provision for Income Tax	(116.28)	(55.42)
<b>Net Cash Flow from Operating Activities</b>	<b>1,073.79</b>	<b>(162.19)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Assets & Capital WIP	(145.50)	(29.68)
Other Non Current Assets	125.31	-
Interest Income	79.22	78.31
<b>Net Cash Flow from Investing Activities</b>	<b>59.03</b>	<b>48.63</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Borrowings	(299.56)	175.71
Proceeds from Equity & Security Premium	157.40	127.01
Other Financial Liabilities & Provisions	(15.74)	(25.44)
Other Financial Assets	(580.37)	(60.93)
Finance Costs	(94.27)	(98.18)
<b>Net Cash Flow from Financing Activities</b>	<b>(832.54)</b>	<b>118.17</b>
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	300.28	4.63
OPENING BALANCE OF CASH & CASH EQUIVALENTS	27.65	23.02
<b>CLOSING BALANCE OF CASH &amp; CASH EQUIVALENTS</b>	<b>327.93</b>	<b>27.65</b>

As per our report of even date attached  
For, **NAIMISH N. SHAH & CO**  
Chartered Accountants  
(F R No.106829W)

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

**Vishwajeet Singh U. Champawat**  
Chairman and Managing Director  
DIN-00519755

**CA Pranav N. Shah**  
Proprietor  
Membership No. 033747  
(UDIN : 23033747BGWGH17250)

**Somya Singhal**  
Company Secretary

**Dr. Ram Prakash Kothari**  
Director  
DIN-00294060

Ahmedabad  
30<sup>th</sup> May, 2023

**Devraj Singh Chauhan**  
Chief Financial Officer

**Jayesh Dave**  
Director  
DIN-01808753  
Ahmedabad  
30<sup>th</sup> May, 2023



**NOTES TO AND FORMING PART OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023**

**NOTE NO. 1 : PROPERTY, PLANT & EQUIPMENTS**

(₹ in Lakhs)

Description	Gross Block		As at 31 <sup>st</sup> March, 2023 Rupees	Depreciation			Net Block	
	As at 1 <sup>st</sup> April, 2022 Rupees	Addition		Deduction	As at 1 <sup>st</sup> April, 2022 Rupees	Additions during the year Rupees	Deduction	As at 31 <sup>st</sup> March, 2023 Rupees
Freehold Land	369.71	-	-	-	-	-	369.71	369.71
Buildings	1,832.69	-	-	642.68	30.32	-	1,159.69	1,190.02
Electrical Installations	407.63	-	-	401.19	2.24	-	4.20	6.44
Plant & Machineries	2,098.80	8.76	-	1,837.39	44.65	-	225.52	261.41
Computers & Software	143.76	8.10	-	140.23	2.74	-	8.89	3.53
Furniture & Fittings	24.91	3.00	-	21.65	0.88	-	5.37	3.26
Office Equipments	30.98	0.64	-	27.39	1.31	-	2.92	3.59
D.G. Set	3.20	-	-	3.17	-	-	0.03	0.03
Vehicles	96.91	125.01	-	84.55	15.34	-	122.03	12.36
Live Stock	9.46	-	-	-	-	-	9.46	9.46
	-	-	-	-	-	-	-	-
<b>Total</b>	<b>5,018.07</b>	<b>145.50</b>	<b>-</b>	<b>3,158.26</b>	<b>97.47</b>	<b>-</b>	<b>1,907.84</b>	<b>1,859.81</b>
Previous Year	4,988.39	29.68	-	3,070.62	87.64	-	1,859.81	-

**2. NON CURRENT INVESTMENTS:** (₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>Trade &amp; Unquoted (at cost)</b>		
28,50,000 Equity Shares of National Hotels Limited of ₹ 10/- each	285.00	285.00
	<b>285.00</b>	<b>285.00</b>

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

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Inter Corporate Deposit	825.00	1,305.00
	<b>825.00</b>	<b>1,305.00</b>

**4. OTHER FINANCIAL ASSETS:** (₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Security Deposits	107.19	106.82
Fixed Deposit	1,060.00	-
	<b>1,167.19</b>	<b>106.82</b>

**5. DEFERRED TAX ASSETS (NET):** (₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Deferred Tax Asset (Net)	145.74	141.88
	<b>145.74</b>	<b>141.88</b>

**6. OTHER NON CURRENT ASSETS** (₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Capital Advances	680.02	805.33
	<b>680.02</b>	<b>805.33</b>

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

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Provisions & Stores	32.05	34.00
Cutlery, Crockery, Chinaware, Glassware & Linen	28.02	18.13
Other Stores	153.69	151.19
	<b>213.76</b>	<b>203.32</b>

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

(₹ in Lakhs)

Particulars		As at 31 <sup>st</sup> March, 2023					
		Outstanding for following periods from due date of payment / transaction					
		Less than 6 months	6 months - 1 Year	1 Year - 2 Year	2 Year - 3 year	More than 3 year	Total
i)	Undisputed Trade receivables — considered good	101.60	23.34	11.14	4.49	15.09	155.66
ii)	Undisputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
iii)	Undisputed Trade Receivables — credit impaired	-	-	-	-	-	-
iv)	Disputed Trade Receivables — considered good	-	-	-	-	-	-
v)	Disputed Trade Receivables — which have significant increase in credit risk	-	-	-	-	-	-
vi)	Disputed Trade Receivables — credit impaired	-	-	-	-	-	-

**(b) Trade Receivables Ageing Schedule**

(₹ in Lakhs)

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

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Trade Receivable Considered Good- Unsecured	155.66	274.65
	<b>155.66</b>	<b>274.65</b>

**9. CASH & CASH EQUIVALENTS :**

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Cash on Hand	6.33	6.70
Balance With Banks	321.60	20.95
	<b>327.93</b>	<b>27.65</b>

**10. Loans & Advances (Considered good - Unsecured)**

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Advance to Suppliers	12.01	1.09
Advance to Staff	18.22	18.32
Advance recoverable in cash or in kind	763.55	940.17
	<b>793.78</b>	<b>959.57</b>

**11. CURRENT TAX ASSETS:**

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
GST Receivables	9.51	12.29
Advance Payment and Deduction of Income Tax at Source	83.89	28.49
	<b>93.40</b>	<b>40.79</b>

**12. OTHER CURRENT ASSETS:**

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Interest Receivable	6.89	-
Prepaid Expenses	20.45	13.45
	<b>27.34</b>	<b>13.45</b>

**13. SHARE CAPITAL**

(₹ in Lakhs)

Particulars		As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>A</b>	<b>AUTHORISED</b>		
	28,500,000 (P. Y. 28,500,000) Equity Shares of ₹ 10/- each	2,850.00	2,850.00
	650 (P.Y. 650) Optionally Convertible Preference Shares of ₹ 100,000/- each	650.00	650.00
		<b>3,500.00</b>	<b>3,500.00</b>
<b>B</b>	<b>ISSUED, SUBSCRIBED &amp; PAID UP</b>		
	Equity Shares of ₹ 10/- each, fully paid up		
	At the beginning of the year, No. of Shares 17,882,200 (P.Y. 16,932,200)	1,788.22	1,693.22
	Addition / (Deduction) during the year	100.00	95.00
	At the end of the year, No. of Shares 18,882,200 (P.Y. 17,882,200)	1,888.22	1,788.22
	<b>GRAND TOTAL</b>	<b>1,888.22</b>	<b>1,788.22</b>

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.

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

(₹ in Lakhs)

Sr. No.	Name of Shareholder	As at 31 <sup>st</sup> March, 2023		As at 31 <sup>st</sup> March, 2022	
		Percentage	No. of Shares	Percentage	No. of Shares
1	Shree Bala Finvest Pvt. Ltd.	11.05%	20,87,100	11.67%	20,87,100
2	Champawat Investment & Consultants Pvt. Ltd.	14.14%	26,70,400	14.93%	26,70,400
3	Pioneer Buildcon Pvt. Ltd.	12.78%	24,12,860	7.90%	14,12,860
4	Gujarat Finvest Services Pvt. Ltd.	5.64%	10,65,600	5.96%	10,65,600
5	Elcon Exports Pvt. Ltd.	0.00%	-	5.09%	9,10,300
6	Kailash Ramavatar Goenka	11.97%	22,59,995	12.64%	22,59,995
7	Jasmin Kishore Ajmera	0.00%	-	5.03%	8,99,816
8	Avani Jasmin Ajmera	5.45%	10,29,635	-	-

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

(₹ in Lakhs)

Sr. No.	Promoter's Name	As at 31 <sup>st</sup> March, 2023		As at 31 <sup>st</sup> March, 2022		% Changes
		% of Total Holding	No. of shares	% of Total Holding	No. of shares	
1	Ummed Singh Champawat (Joint)	1.06	2,00,300	1.12	2,00,300	0.00
2	Ummed Singh Champawat	0.10	19,800	0.11	19,800	0.00
3	Dilip Singh Bhati	0.32	60,010	0.34	60,010	0.00
4	Vishwajeet Singh Champawat	0.01	2,300	0.01	2,300	0.00
5	Ramkaran Saini	0.01	1,000	0.01	1,000	0.00
6	Laxmikanwar Champawat	0.00	100	0.00	100	0.00
7	Mahendra Singh Bhati	0.00	100	0.00	100	0.00
8	Khuman Singh Solanki	0.00	10	0.00	10	0.00
9	Anant Vaseta	0.00	10	0.00	10	0.00

Sr. No.	Promoter's Name	As at 31 <sup>st</sup> March, 2023		As at 31 <sup>st</sup> March, 2022		% Changes
		% of Total Holding	No. of shares	% of Total Holding	No. of shares	
10	Champawat Investments & Consultants Pvt. Ltd.	14.14	26,70,400	14.93	26,70,400	0.00
11	Pioneer Buildcon Pvt. Ltd.	12.78	24,12,860	7.90	14,12,860	0.71
12	Shree Bala Finvest Pvt Ltd	11.05	20,87,100	11.67	20,87,100	0.00
13	Gujarat Finvest Services Pvt Ltd	5.64	10,65,600	5.96	10,65,600	0.00
14	Elcon Exports Pvt Ltd	4.82	9,10,300	5.09	9,10,300	0.00
15	Royale Infrastructure & Projects Pvt Ltd	1.21	2,28,900	1.28	2,28,900	0.00
	<b>Grand Total</b>	<b>51.15</b>	<b>96,58,790</b>	<b>48.42</b>	<b>86,58,790</b>	

**14. OTHER EQUITY:**

(₹ in Lakhs)

Particulars		As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>A</b>	<b>CAPITAL REDEMPTION RESERVE</b>		
	At the beginning of the year	558.26	558.26
	Additions during the year	-	-
	Utilised during the year	-	-
	<b>At the end of the year</b>	<b>558.26</b>	<b>558.26</b>
<b>B</b>	<b>SECURITIES PREMIUM RESERVE</b>		
	At the beginning of the year	111.76	79.74
	Additions during the year	57.40	32.02
	Utilised during the year	-	-
	<b>At the end of the year</b>	<b>169.16</b>	<b>111.76</b>
<b>C</b>	<b>REPLACEMENT OF FF &amp; E RESERVE</b>		
	At the beginning of the year	40.10	58.61
	Additions during the year	-	7.53
	Utilised during the year	40.10	26.05
	<b>At the end of the year</b>	<b>-</b>	<b>40.10</b>
<b>D</b>	<b>CAPITAL RESERVE</b>		
	At the beginning of the year	138.52	138.52
	Additions during the year	-	-
	Utilised during the year	-	-
	<b>At the end of the year</b>	<b>138.52</b>	<b>138.52</b>
<b>E</b>	<b>SURPLUS</b>		
	At the beginning of the year	1,999.88	1,886.43
	Additions during the year	395.73	94.92
	(Balance in Statement of Profit & Loss)		
	Allocations and Appropriations	-	-
	Transfer (To) / From Reserves	40.10	18.52
	<b>At the end of the year</b>	<b>2,435.70</b>	<b>1,999.88</b>
	<b>GRAND TOTAL</b>	<b>3,301.63</b>	<b>2,848.50</b>

**15. LONG TERM BORROWINGS**

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>SECURED TERM LOANS FROM BANKS</b>		
Punjab National Bank (Footnote:1)	13.30	188.61
Punjab National Bank-WCDL(Footnote:2)	-	3.77
Punjab National Bank-WCTL (Footnote:3)	4.58	22.45
Punjab National Bank-WCTL (Footnote:4)	10.33	40.86
Punjab National Bank-Term Loan (Footnote:5)	160.71	195.85
Punjab National Bank-WCTL(Footnote:6)	129.50	147.81
Punjab National Bank-Vehicle Loan (Footnote:7)	5.61	6.01
ICICI Vehicle Loan (Footnote:8)	9.89	12.65
ICICI Vehicle Loan (Footnote:9)	55.40	70.87
	<b>389.32</b>	<b>688.88</b>

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

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

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

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

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

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

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

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

Footnote : 9 Secured by way of Hypothecation of Vehicle. Repayable in 84 months

**16. OTHER FINANCIAL LIABILITIES:**

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Security Deposits from Contractors	21.28	21.28
Security Deposits from Others	-	10.00
Creditors for Capital Goods	9.89	10.26
	<b>31.18</b>	<b>41.55</b>

**17. LONG TERM PROVISIONS**

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Provision for Employees Benefits	14.09	19.46
	14.09	19.46

**18. SHORT TERM BORROWINGS**

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
<b>SECURED - CASH CREDIT FROM BANK</b>		
Working Capital Facility - Punjab National Bank (Footnote:10)	1.99	34.96
<b>SECURED - OVERDRAFT FROM BANK</b>		
PNB FDOD (Footnote:11)	428.68	-
<b>Current Maturity of Long Terms Borrowings</b>	122.80	171.99
	<b>553.47</b>	<b>206.96</b>

Footnote : 10 Secured by way of hypothecation of Stock of Raw Materials, Consumable Stocks &amp; such other movables and book debts of the Company, personal guarantee of a director and further secured by first charge on block assets of the Company.

Footnote :11 Secured by way of Lien of Term Deposit

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

(₹ in Lakhs)

Particulars		As at 31 <sup>st</sup> March, 2023				
		Outstanding for following periods from due date of payment / transaction				
		Less than 1 Year	1-2 Year	2-3 Year	More than 3 year	Total
i)	MSME	14.83	-	-	-	14.83
ii)	Others	191.62	1.95	4.71	2.40	200.69
iii)	Disputed Dues - MSME	-	-	-	-	-
iv)	Disputed Dues - Others	-	-	-	-	-

**(b) Trade Payables Ageing Schedule**

(₹ in Lakhs)

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

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Total outstanding dues of micro and small enterprises	14.83	12.43
Total outstanding dues of creditors other than micro and small enterprises	200.69	168.55
	<b>215.52</b>	<b>180.98</b>

**20. OTHER FINANCIAL LIABILITIES**

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Interest Accrued and Due on Borrowings	0.06	0.05
Interest Accrued But Not Due on Borrowings	-	-
	<b>0.06</b>	<b>0.05</b>



**21. CURRENT TAX LIABILITIES**

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
GST and VAT Payable	7.92	14.37
TDS Payable	7.81	9.74
Provision for Income Tax	143.73	88.57
	<b>159.45</b>	<b>112.68</b>

**22. OTHER CURRENT LIABILITIES**

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Statutory Dues	4.04	2.70
Advance Received from Customers	8.63	60.74
	<b>12.67</b>	<b>63.44</b>

**23. SHORT-TERM PROVISIONS**

(₹ in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022
Provision for Employees' Benefits	57.05	72.55
	<b>57.05</b>	<b>72.55</b>

**24. INCOME**

(₹ in Lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
Rooms	1,334.59	807.52
Food & Beverages	666.68	308.44
Wine & Liquor	126.30	176.73
Telephone & Internet	0.05	0.04
Other Services	86.07	69.88
	<b>2,213.69</b>	<b>1,362.60</b>

**25. OTHER INCOME:**

(₹ in Lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
Other Non Operating Income	107.63	86.67
	<b>107.63</b>	<b>86.67</b>

**26. COST OF MATERIALS CONSUMED**

(₹ in Lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
Opening Balance of Stock	34.00	25.74
Add : Purchases of Raw Material	252.88	216.49
	<b>286.88</b>	<b>242.23</b>
Less : Closing Balance of Stock	32.05	34.00
	<b>254.83</b>	<b>208.23</b>

**27. EMPLOYEES' BENEFITS EXPENSES**

(₹ in Lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
Salary & Wages	458.55	325.59
Contribution to Provident Fund and Other Funds	23.94	16.97
Other Staff Related Expenses	71.13	32.05
	<b>553.62</b>	<b>374.62</b>

**28. FINANCIAL COSTS**

(₹ in Lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
Interest Expense	74.93	85.92
Other Borrowing Costs	19.34	12.26
	<b>94.27</b>	<b>98.18</b>

**29. DEPRECIATION AND AMORTIZATION EXPENSE**

(₹ in Lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
Depreciation	97.47	87.64
	<b>97.47</b>	<b>87.64</b>

**30. OTHER EXPENSES**

(₹ in Lakhs)

Particulars		For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
<b>A</b>	<b>OPERATING EXPENSES</b>		
	Banquet Expense	12.35	14.25
	Power & Fuel	189.55	142.58
	Repair & Maintenance - Building	53.28	14.64
	Repair & Maintenance - Machinery	39.92	21.75
	Repair & Maintenance - Others	5.82	14.45
	Upkeep & Service Cost	66.81	44.92
		<b>367.74</b>	<b>252.60</b>
<b>B</b>	<b>ADMINISTRATIVE EXPENSES</b>		
	Rates & Taxes	41.61	6.20
	Insurance Expense	6.24	6.99
	Legal & Professional Expense	39.88	31.51
	Payment to Auditors	4.57	4.51
	Postage & Courier Expense	0.69	1.21
	Printing & Stationary	8.42	7.31
	Rent	1.09	1.06
	Royalty	87.03	53.09
	Travelling & Conveyance	38.41	24.99
	Director Sitting Fees	0.08	0.09
	Telephone Expense	9.97	10.54
	Liquor Licence Fees	34.96	39.43
	General Expenses	66.59	39.46
		<b>339.53</b>	<b>226.38</b>
<b>C</b>	<b>SELLING &amp; DISTRIBUTION EXPENSES</b>		
	Advertisement Expense	31.79	4.70
	Sales Promotion Expense	90.50	56.13
		<b>122.28</b>	<b>60.82</b>
	<b>GRAND TOTAL (A+B+C)</b>	<b>829.55</b>	<b>539.80</b>

**NOTE- 31 SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF FINANCIAL STATEMENTS****1. CORPORATE INFORMATION:**

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

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

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

**2.2 Basis of preparation**

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

**2.3 Accounting Estimates:**

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

**2.4 Revenue Recognition:**

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

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

**Rooms, Restaurant, Banquets and Other Service**

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

**Sale of goods**

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

**Interest income**

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

## 2.5 Property, Plant & Equipments:

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

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

## 2.6 Impairment of Assets:

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

## 2.7 Investments:

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

## 2.8 Foreign Currency Transactions:

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

## 2.9 Borrowing Cost:

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

## 2.10 Inventories:

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

## 2.11 Employees' Benefits:

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

**2.12 Taxes on Income:**

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

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

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

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

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

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

**2.14 Contingencies and Provisions:**

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

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

**2.15 Statement of Cash Flow:**

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

**2.16 Financial Instruments:**

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

**3. NOTES TO ACCOUNTS:**

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

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

- 3.3** The Company operates in one segment i.e. Hotel business and within one geographical segment i.e India.
- 3.4** The Company manages its capital to ensure that it will be able to continue as a going concern. The structure is managed to provide ongoing returns to shareholders and service debt obligations, whilst maintaining maximum operational flexibility.
- 3.5** The carrying amounts of trade payables, other financial liabilities, cash and cash equivalents, other bank balances, trade receivables and other financial assets are considered to be the same as their fair values due to their short-term nature.
- 3.6** The Company opines that no provision for expected credit loss is required.
- 3.7** There is no significant market risk or liquidity risk to which the Company is exposed.
- 3.8** The disclosure of transactions with the related parties is given below:

Name of the Related Party	Relationship	Amount of Transaction In ₹	Nature of Transaction
Mr. Ummed Singh Champawat	Chairman and Managing Director (Deceased on 2 <sup>nd</sup> Oct 2022.)	2,46,701/-	Remuneration & Perquisites
Mr. Vishwajeet Singh U. Champawat	Executive Director (Till 17 <sup>th</sup> Oct, 2022) (Chairman and Managing Director From 18 <sup>th</sup> Oct, 2022)	37,66,919/-	Remuneration & Perquisites
Dr. Ram Prakash Kothari	Director	4,000/-	Sitting Fees
Mr. Jayesh Dave	Director	4,000/-	Sitting Fees
Mr. Yogesh Mehta	Chief Financial Officer ( Resigned on 22 <sup>nd</sup> July 2022)	39,281/-	Salary
Mr. Devraj Singh Chauhan	Chief Financial Officer ( From 22 <sup>nd</sup> July 2022)	2,95,210/-	Salary
Ms. Somya Singhal	Company Secretary & Compliance Officer	5,56,426/-	Salary

	Current Year 2022-23	Previous Year 2021-22
<b>3.9 Earning Per Share</b>		
Profit After Tax (PAT)	3,79,16,646	92,31,336
Less: Preference Dividend & Tax	NIL	NIL
Profit	3,79,16,646	92,31,336
Number of Equity Shares of ₹ 10/- each	1,88,82,200	1,78,82,200
Weighted Average Number of Equity Shares of ₹ 10/- each	1,80,10,967	1,70,49,323
Basic EPS	2.11	0.54
Diluted EPS	2.11	0.54
<b>3.10 Contingent Liabilities and Commitments (To the extent not provided for)</b>		
<b>(i) CONTINGENT LIABILITIES</b>		
(a) Claim against the company not acknowledged as debts	NIL	NIL
(b) Guarantees	NIL	NIL
(c) Other Money for which the company is contingently liable	NIL	NIL

	<b>Current Year 2022-23</b>	<b>Previous Year 2021-22</b>
<b>(ii) COMMITMENTS</b>		
(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
<b>3.11 Payment to Auditors:</b>		
a) Audit Fees	1,60,000	1,60,000
b) Other Services	90,000	90,000
c) Tax Audit Fees	1,00,000	1,00,000
d) Taxation Work	1,00,000	1,00,000
e) Out of Pocket Expenses	25,280	585
<b>Total</b>	<b>4,75,280</b>	<b>4,50,585</b>
<b>3.12 Foreign Currency Transactions:</b>		
a. Expenditure in Foreign Currencies (As certified by the Management)	3,69,546	2,18,206
b. Earnings in Foreign Currencies (As certified by the Management)	2,52,18,865	81,99,225
c. Value of Imports calculated on CIF basis of Capital Goods	NIL	NIL

**3.13 Analytical Ratios as on 31.03.2023**

<b>Ratio</b>	<b>Numerator</b>	<b>Denominator</b>	<b>As at 31-Mar-23</b>	<b>As at 31-Mar-22</b>	<b>% Variance</b>	<b>Reason For Variance</b>
Current Ratio (No. of Times)	Current Assets	Current Liabilities	1.61	2.39	-32.64	Due to Increase in current Liabilities
Debt-Equity Ratio (No. of Times)	Total Debt	Shareholders Equity	0.08	0.15	-46.67	Due to Reduction in Total Debt and increase in Shareholders Equity
Debt Service Coverage Ratio (No. of Times)	Earning Available For Debt Service	Debt Service	1.30	0.77	68.83	Due to Increase in Profit
Return on Equity (ROE) (%)	Net Profit After Taxes Less Preference Dividend (If Any)	Average Shareholders Equity	8.05%	2.10%	283.33	Due to Increase in Profit after Tax
Inventory Turnover Ratio (No. of Times)	Cost Of Goods Sold Or Sales Average Inventory		10.62	6.78	56.64	Due to increase in Sales



Ratio	Numerator	Denominator	As at 31-Mar-23	As at 31-Mar-22	% Variance	Reason For Variance
Trade Receivables Turnover Ratio (No. of Times)	Net Credit Sales	Average Trade Receivables	8.57	3.86	122.02	Due to Increase in Credit Sales and reduction in Trade Receivables
Trade Payables Turnover Ratio (No. of Times)	Net Credit Purchase	Average Trade Payables	1.26	1.06	18.87	NA
Net Capital Turnover Ratio (No. of Times)	Net Sales	Average Working Capital	2.96	1.78	66.29	Due to increase in Sales and reduction in Working Capital
Net Profit Ratio (%)	Net Profit After Taxes	Net Sales	17.88%	6.97%	156.53	Due to Increase in Profit after Tax
Return on Capital Employed (ROCE) (%)	Earning Before Interest And Taxes	Capital Employed	10.49%	4.26%	146.24	Due to Increase in EBIT
Return on Investment (No. of Times) Income From Investment		Cost of Investment	0	0	-	

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

**3.15** Notes 1 to 31 form integral part of accounts.

As per our report of even date attached  
For, **NAIMISH N. SHAH & CO**  
Chartered Accountants  
(F R No.106829W)

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

**Vishwajeet Singh U. Champawat**  
Chairman and Managing Director  
DIN-00519755

**CA Pranav N. Shah**  
Proprietor  
Membership No. 033747  
(UDIN : 23033747BGWGH17250)

**Somya Singhal**  
Company Secretary

**Dr. Ram Prakash Kothari**  
Director  
DIN-00294060

Ahmedabad  
30<sup>th</sup> May, 2023

**Devraj Singh Chauhan**  
Chief Financial Officer

**Jayesh Dave**  
Director  
DIN-01808753  
Ahmedabad  
30<sup>th</sup> May, 2023