

ROBUST HOTELS LIMITED

CIN: L55101TN2007PLC062085

Registered Office: No. 365, Anna Salai, Teynampet, Chennai – 600 018.

☎ 044 6100 1256 ✉ info_rhl@sarafhotels.com 🌐 www.robusthotels.in

03rd September, 2024

To

The Manager Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Type of Security: Equity shares Scrip Code : 543901	The Manager Listing Department National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai-400 051 Type of Security: Equity shares NSE Symbol : RHL
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Dear Sir/Madam,

Sub: Notice of 17th Annual General Meeting for the year 2023-24.

The Seventeenth Annual General Meeting (17th AGM) of the Company is scheduled to be held on Wednesday, September 25, 2024 at 03:00 P.M. IST through Video Conference (VC) / Other Audio Visual Means (OAVM). The Company has engaged Central Depository Services (India) Limited (“CDSL”) for providing e-voting services and VC/OAVM facility for this AGM.

The Schedule of AGM is mentioned below:

Event	Date	Time (in IST)
Cut-off date to vote on AGM Resolutions	18th September,2024	NA
Book Closure Date	From 19th September 2024 to 25th September,2024 (Both days inclusive)	NA
Commencement of e-Voting	21st September 2024	09:00 AM
End of e-Voting	24th September 2024	05:00 PM
Date of AGM	25th September 2024	03:00 PM

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a copy of the Notice of the 17th AGM being sent to the shareholders of the Company, is enclosed herewith and the same is also available on the website of the Company in the web link <https://www.robusthotels.in/#>

We request you to take the above on record as compliance with relevant regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

With regards,
For Robust Hotels Limited

Yasotha Benazir N
Company Secretary & Compliance Officer



NOTICE

Notice is hereby given that the Seventeenth Annual General Meeting (AGM) of the Members of Robust Hotels Limited (the Company) will be held on Wednesday, 25th September, 2024 at 3.00 P.M. through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Mr. Varun Saraf (DIN: 01074417)** who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To appoint Mr. Pawan Kumar Sikka (DIN: 07232389) as Non-Executive Independent Director of the company:**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150,152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force)and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and on the recommendations of the Nomination & Remuneration Committee and the Board, Mr Pawan Kumar Sikka(DIN: 07232389) who has submitted a declaration that he meets the criteria for independence as provided under section 149 (6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as a Non-Executive – Independent Director of the Company for a period of 1 (one) year with effect from 21.09.2024 and is not liable to retire by rotation.”

RESOLVED FURTHER THAT Mrs. Yasotha Benazir N, Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be required in this regard including signing the certified copy of this resolution and filing the same with the Registrar of Companies, Chennai through prescribed e-form to give effect to this resolution.”

By Order of the Board
For **Robust Hotels Limited**
Sd/-
Yasotha Benazir N
Company Secretary

Registered Office:

Robust Hotels Limited
CIN: L55101TN2007PLC062085
365, Anna Salai, Teynampet
Chennai-600018

Date: 02nd September, 2024
Place: Chennai

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1. The Ministry of Corporate Affairs have issued various guidelines and circulars over the period with respect to conduct of the general meetings through VC/OAVM by the companies vide Circular No. 09/2023 dated September 25, 2023 ("MCA Circulars"), Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The forthcoming Annual General Meeting ("AGM") of the Company will thus 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. The deemed venue of the 17th Annual General Meeting shall be the Registered office of the Company.

2. The Company shall send a physical copy of the Annual Report to those members who have requested the same via mail to the Company and the Registrar and Share Transfer Agent, mentioning their Folio No./ DP ID and Client ID.
3. 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 the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and all other applicable circulars issued by MCA, 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 Central Depository Services Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

The procedure for participating in the meeting through VC / OAVM is explained below and is also available on the website of the Company at <https://www.robusthotels.in/#>. The members may contact the RTA at yuvraj@integratedindia.in or the CDSL helpdesk at helpdesk.evoting@cdslindia.com (or) contact at toll free no.: 1800 22 55 33 for any query or help with respect to participation in the meeting or e-voting facility.

4. 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 to at least 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 Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who shall be allowed to attend the AGM without any restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. The members attending the AGM through VC/OAVM can vote during the meeting, provided they have not availed the facility of e-voting and voted prior to the meeting.
7. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy on his/her behalf to attend and vote at the AGM. Since the AGM is held through VC/OAVM pursuant to MCA Circulars, physical attendance of the members has been dispensed with and accordingly, the facility to appoint proxy will not be available for this AGM. Hence the proxy form, attendance slip and Route map are not annexed to this Notice.

However, in pursuance of Section 112 & Section 113 of the Companies Act, 2013, representatives of a body corporate who is a member, can attend the AGM through VC/OAVM and cast their votes through e-voting. Corporate Members intending to authorize their representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend the AGM through VC / OAVM and cast their votes through e-voting.

8. In case of joint holders, the member whose name appears as the first holder in the Register of members of the Company shall be entitled to vote at the Annual General Meeting.

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9. In accordance with the aforesaid MCA Circular dated December 28, 2022 and SEBI circular dated January 05, 2023, the Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company /RTA/ Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website at <https://www.robusthotels.in/#>, the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com; NSE at www.nseindia.com. & website of CDSL at www.cdslindia.com
10. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act") concerning the Special business in the notice in respect of Item No. 3, is annexed hereto and forms part of this notice. The profile of the directors seeking appointment/re-appointment, as required in terms of Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith.
11. Details pursuant to Secretarial Standard on General Meetings (SS-2) issued by "The Institute of Company Secretaries of India" in respect of Directors seeking appointment / re-appointment at the Annual General Meeting are annexed for Item No. 3 of the Notice.
12. The Register of Members and the Share Transfer Books of the Company shall remain closed from 19th September, 2024 to 25th September, 2024 (both days inclusive).
13. In case of shares held in Electronic form, members are requested to notify any change in address, e-mail id, bank details, etc. to the concerned Depository Participant, quoting their ID No. and in case of shares held in physical form, members are requested to intimate such change to the Registrar and Transfer Agent, Viz. M/s Integrated Registry Management Services Private Limited, 2nd Floor, Kences Towers No.1 Ramakrishna Street, North Usman Road T Nagar, Chennai - 600 017.
14. The Company's website is <https://www.robusthotels.in/#>
Annual Reports of the Company and other shareholder communications are made available on the Company's website.
15. All the members are requested to intimate their e-mail address to the Company's Registrar and Transfer Agents whose e-mail id is yuvraj@integratedindia.in, mentioning the Company's name i.e., Robust Hotels Limited so as to enable the Company to send the Annual Report and Accounts, Notices and other documents through Electronic Mode to their e-mail address.
16. Members may please to note that as per the SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, listed companies can issue securities only in dematerialized form while processing any request for Issue of duplicate securities certificate;
17. Shares already held in physical form had been transferred to Unclaimed Suspense Account of the Company and is kept in demat form. In order to claim shares from Unclaimed suspense account, members are advised share their demat account details and KYC documents with the RTA. On receipt of demat account details and upon verification and validation of the details provided, entitlement of Robust Hotels Limited will be credited to the shareholders demat account.

Members are hereby requested to submit the following documents to RTA on priority:

- i. Request Letter with duly signed by the shareholder(s)
- ii. Client Master List duly attested by DP/Shareholder (s)
- iii. Copy of Pan card self-attested with date
- iv. Address Proof self-attested with date
- v. Copy of Share Certificate of Asian Hotels (East) Limited

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18. The Register of Directors and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested, maintained u/s 189 of the Companies Act, 2013 and all other documents referred to in the notice and explanatory statement, will be available for inspection electronically by the members during the Meeting through VC/OAVM. Members seeking to inspect such documents are requested to send an email to the Company at yasothanatarajan@sarafhotels.com.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of non-individual shareholders in demat mode.

- (i) The voting period commences on 22nd September 2024 at 09:00 a.m. IST and ends on 24th September 2024 at 05:00 p.m. IST. During this period, the shareholders of the Company, holding shares, as on the cut-off date of 18th September 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** requires listed entities to provide remote e-Voting facility, individual shareholders holding securities in dematerialized mode are allowed to vote through their dematerialized account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their dematerialized accounts in order to access e-Voting facility.

Pursuant to the above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Dematerialised mode through CDSL is given below:

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Type of Shareholder's	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	<ol style="list-style-type: none"> 3) If the user is not registered for Easi /Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) 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: https://eservices.nsd.com 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. 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 (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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

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Type of Shareholder's	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. CDSL and NSDL

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For shareholders other than individual shareholders holding shares in Demat.	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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

(vii) However, Shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are

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required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (vi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address Viz; yasothanatarajan@sarafhotels.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any

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disturbance during the meeting.

6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance, atleast 7 days prior to meeting, mentioning their name, demat account number/folio number, email id, mobile number at yasothanatarajan@sarafhotels.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at yasothanatarajan@sarafhotels.com. These queries will be replied to by the company suitably by email.

The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the AGM. Further, the sequence in which the shareholders will be called upon to speak will be solely determined by the Company.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**.
2. **For Non-Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

Explanatory Statement under Section 102 of the Companies Act, 2013

ITEM No 3: To consider the appointment of Mr. Pawan Kumar Sikka (DIN: 07232389) as Non-Executive Independent Director

Mr. Ramesh Kumar Chokhani, and Mr. Ajaykumar Ramnayan Vishwakarma who are Non-Executive Independent Directors appointed for two terms of one year each and their tenure is expiring on 20th September, 2024. Since they cannot be re-appointed, pursuant to provisions of Section-149(6) of Companies Act-2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 the company is required to appoint a Non-Executive Independent Director.

Considering his experience in Banking sector, the Nomination and Remuneration Committee recommends the appointment of Mr. Pawan Kumar Sikka as Non-Executive Independent Director of the company.

The Board approved the appointment of Mr. Pawan Kumar Sikka as Non-Executive Independent Director in the meeting held on 02.09.2024 subject to approval of shareholders.

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Mr. Pawan Kumar Sikka (DIN: 07232389) has over 30 years of rich experience in Banking Sector. He is also specialized in Financial Administration.

Mr. Pawan Kumar Sikka shall not be liable to retire by rotation at the Annual General Meeting as provided under Section 152(6) of the Companies Act, 2013 ("the Act").

Mr. Pawan Kumar Sikka is not disqualified from being appointed as a Director in terms of section 164 of the Act and has consented for his appointment. The Company has received a declaration from him that he meets with the criteria of independence as prescribed both under Section 149(6) of the Act and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has registered with the Independent Director databank maintained by Indian Institute of Corporate Affairs (IICA).

Mr. Pawan Kumar Sikka has consented to and declared as qualified for the appointment as an Independent Director, if made.

In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management.

Accordingly, the Board of Directors recommends the resolution set forth in Item No. 3 for approval of members as Special Resolution. None of the Directors and Key Managerial Personnel or their relatives, is interested or concerned in this resolution, except to the extent of the Shareholding, if any.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 & Secretarial Standards)

Item No.3: Appointment of Mr. Pawan Kumar Sikka

Name	Pawan Kumar Sikka
Type	Non-Executive Independent Director- Appointment
Age & Date of Birth	71 Years & 05-01-1953
Date of Appointment	20.09.2024
Qualification	<ul style="list-style-type: none"> ● Bachelors in Agriculture with Honors in Animal Husbandry from Punjab Agriculture University, Ludhiana. ● Masters in Animal Production Physiology from Punjab Agriculture University, Ludhiana. ● Certified Associate of Indian Institute of Bankers.
Number of Equity Shares held	NIL
Expertise in specific functional area	30 Years
List of other companies in which he is a director	1. Rika Global Impex Ltd 2. Brijlakshmi Leasing and Finance limited
Chairman/Member of the Committees of Board of Directors	Nil
Membership/ Chairmanships of committees of other public companies (Includes only Audit committee and Stakeholders Relationship committee)	Rika Global Impex Ltd - Audit Committee - Chairman Brijlakshmi Leasing and Finance Ltd - Member of Audit & Shareholders Relationship Committee.
No. of board meetings attended during the year	N.A
Relationship with Directors inter-se	Nil

NOTICE

EVSN: 240903013

Other Instructions:

- i. M/s V Mahesh & Associates, Practicing Company Secretary (Membership No. F4162 and CP No. 2473), Chennai has been appointed as Scrutinizer to scrutinize the e-voting process (electronically or otherwise) in a fair and transparent manner.
- ii. The scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses who are not in the employment of the Company and within a period not exceeding 48 hours from the conclusion of the meeting make a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or person authorized by the Chairman in writing for counter signature.
- iii. The Results shall be declared either by the Chairman or by an authorized person of the Chairman and the resolution will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favor of the Resolution(s).

Immediately after declaration of results, the same shall be placed along with the Scrutinizer's Report on the Company's website <https://www.robusthotels.in/#> and on the website of CDSL <https://www.evotingindia.com>, and communicated to BSE Limited, National Stock Exchange of India Limited, where the shares of the Company are listed, for placing the same in their website.