

# ROBUST HOTELS LIMITED

CIN-L55101TN2007PLC062085

Registered office: 365, Anna Salai, Teynampet, Chennai – 600 018  
Tel: +91 44 6100 1256 Email: info\_rhl@sarafhotels.com

20<sup>th</sup> December, 2023

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:** Submission of voting results along with the Scrutinizer's report of the Extra-Ordinary General Meeting of the Company held on 19<sup>th</sup> December, 2023

We are enclosing herewith the voting results of the Extra-Ordinary General Meeting of the Company held on 19<sup>th</sup> December, 2023 as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Consolidated report of the Scrutinizer on remote e-voting and e-voting at the EGM dated 20<sup>th</sup> December, 2023.

Kindly take the above on record.

Thanking You

With regards,

**For Robust Hotels Limited**

Yasotha Benazir N  
Digitally signed by  
Yasotha Benazir N  
Date: 2023.12.20  
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**Yasotha Benazir N  
Company Secretary**



**ROBUST HOTELS LIMITED**  
**CIN-L55101TN2007PLC062085**  
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**Details of Voting Results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

S.No.	Particulars	Details
1	Date of Extra-Ordinary General Meeting	19.12.2023
2	Total Number of shareholders on cut-off date i.e. 12th December, 2023	8879
3	No. of Shareholders present in the meeting either in person or through proxy or through authorised representative:	Not Applicable
	Promoters and Promoter Group	
	Public	
4	No. of Shareholders attended the meeting through video conferencing:	58
	Promoters and Promoter Group	1
	Public	57

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Item No. 1

To Approve Related Party Transactions Under Section 188 of Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015

Resolution required: (Ordinary/Special)								Ordinary Resolution
Whether Promoter/promoter group are interested in the agenda/resolution:								yes
Category	Mode of Voting	No of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes - In favour	No. of votes - Against	% of votes In favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/(1))*100]	[4]	[5]	[6]=([4]/(2))*100]	[7]=([5]/(2))*100]
Promoter and Promoter group	E-Voting	11349179	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		0	0	0	0	0	0
Public- Institutions	E-Voting	68269	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	<b>Total</b>		0	0	0	0	0	
Public - others	E-Voting	5874248	1768345	30.10	1527178	241167	86.36	13.64
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	<b>Total</b>		1768345	30.10	1527178	241167	86.36	13.64
<b>Total</b>		<b>17291696</b>	<b>1768345</b>	<b>10.23</b>	<b>1527178</b>	<b>241167</b>	<b>86.36</b>	<b>13.64</b>

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Item No. 2

To Approve the Overall Limit Of Loans/ Guarantees, providing of securities and making of Investments Under Section 186 of the Companies Act, 2013

Resolution required: (Ordinary/Special)								Special Resolution
Whether Promoter/promoter group are Interested In the agenda/resolution:								No
Category	Mode of Voting	No of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes - In favour	No. of votes - Against	% of votes In favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/(1))*100]	[4]	[5]	[6]=([4]/(2))*100]	[7]=([5]/(2))*100]
Promoter and Promoter group	E-Voting	11349179	11349179	100	11349179	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		<b>11349179</b>	<b>100</b>	<b>11349179</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public-Institutions	E-Voting	68269	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	
Public - Non Institutions	E-Voting	5874248	1957711	33.33	1716544	241167	87.68	12.32
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	<b>Total</b>		<b>1957711</b>	<b>33.33</b>	<b>1716544</b>	<b>241167</b>	<b>87.68</b>	<b>12.32</b>
<b>Total</b>		<b>17291696</b>	<b>13306890</b>	<b>76.96</b>	<b>13065723</b>	<b>241167</b>	<b>98.19</b>	<b>1.81</b>

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ROBUST HOTELS LIMITED  
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Item No. 3  
 To obtain approval to advance any loan/give guarantee/provide security under Section 185 of the Companies Act, 2013

Resolution required: (Ordinary/Special)								Special Resolution
Whether Promoter/promoter group are Interested In the agenda/resolution:								No
Category	Mode of Voting	No of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes - In favour	No. of votes - Against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter group	E-Voting	11349179	11349179	100	11349179	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		11349179	100	11349179	0	100	0
Public-Institutions	E-Voting	68269	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		0	0	0	0	0	
Public - Non Institutions	E-Voting	5874248	1957711	33.33	1716544	241167	87.68	12.32
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		1957711	33.33	1716544	241167	87.68	12.32
Total		17291696	13306890	76.96	13065723	241167	98.19	1.81

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Item No. 4

To seek approval under Section 180(1)(a) of the Companies Act, 2013 Inter alla for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company

Resolution required: (Ordinary/Special)								Special Resolution
Whether Promoter/promoter group are interested In the agenda/resolution:								No
Category	Mode of Voting	No of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes - in favour	No. of votes - Against	% of votes In favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter group	E-Voting	11349179	11349179	100	11349179	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		11349179	100	11349179	0	100	0
Public-Institutions	E-Voting	68269	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		0	0	0	0	0	
Public - Non Institutions	E-Voting	5874248	1957711	33.33	1716544	241167	87.68	12.32
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		1957711	33.33	1716544	241167	87.68	12.32
<b>Total</b>		<b>17291696</b>	<b>13306890</b>	<b>76.96</b>	<b>13065723</b>	<b>241167</b>	<b>98.19</b>	<b>1.81</b>

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**REPORT OF SCRUTINIZER (E-VOTING)**

**[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014]**

To  
**The Chairman of the Extra-Ordinary General Meeting,  
Robust Hotels Limited,**  
CIN: L55101TN2007PLC062085  
365, Anna Salai, Teynampet, Chennai TN 600018 IN

Dear Sir,

**Sub: Report of Scrutinizer on Remote e-voting and e-voting conducted at the Extra-Ordinary General Meeting (EGM) held on Tuesday, the 19<sup>th</sup> day of December 2023 through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM").**

I, V. Mahesh, Practicing Company Secretary of V. Mahesh & Associates, have been appointed by the Board of Directors of M/s. Robust Hotels Limited as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read along with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The management of the Company is responsible to ensure Compliance with the requirements of the Companies Act, 2013, Rules and Circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India relating to voting through electronic means on the resolutions contained in the notice. My responsibility as a Scrutinizer for the e-voting process is restricted to providing the Scrutinizer's report pertaining to the votes casted "in favour" or "against" the resolutions stated in the notice of the EGM, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the Authorized Agency to provide e-voting facilities, engaged by the Company.


Further to the above, I submit my report as under:

1. The Extra-Ordinary General Meeting ("EGM") was convened through VC/OAVM without the physical presence of the Members in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The Members of the Company as on the "Cut-off date/Record date" i.e 12<sup>th</sup> December, 2023 were entitled to vote on resolutions as set out in the notice of EGM.
3. The remote e-voting period was kept open from 15<sup>th</sup> December, 2023 at 11:15 A.M (IST) till 18<sup>th</sup> December, 2023 at 05.00 P.M. (IST).
4. The Members of the Company who couldn't cast their vote through remote e-voting prior to the EGM were given an option to cast their vote during the meeting and the remote e-voting was closed at 05.30 PM (IST).
5. E-voting was unblocked after completion of voting process i.e. on Tuesday, 19<sup>th</sup> December, 2023 in the presence of 2 witnesses, who are not in employment of the Company and who have appended their signature as witnesses thereto hereunder:

**Witness No. 1**

Shruti.R  
[ SHRUTI. R. ]

**Witness No. 2**

Gowtham R  
[ GOWTHAM R ]

6. Thereafter the details containing the list of Equity Shareholders, who voted "for" or "against" each of the resolutions were generated from the website of the E-Voting agency (CDSL) <https://www.evotingindia.com> and based on the information generated, the result of the e-voting are as under.




**SPECIAL BUSINESS & ORDINARY RESOLUTION**



**Item No.1:- TO APPROVE RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF COMPANIES ACT, 2013 AND REGULATION 23 OF SEBI (LODR) REGULATIONS, 2015**

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) or re-enactment thereof for the time being in force and subject to such approvals, consents, sanctions and permissions as may be necessary and based on the recommendations of the Audit Committee, approval of the Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with the related party as detailed in the table(s) below with respect to availing or rendering of any services including the providing and/or receiving of loans or guarantees or securities or making investments, or any other transactions of whatever nature, notwithstanding that such transactions may exceed 10% of the Consolidated Turnover of the Company in any financial year or such other threshold limits as may be specified by the Listing Regulations from time to time, up to such extent and on such terms and conditions as the Board of Directors may deem fit, in the normal course of business and on arm’s length basis;

Sr.No	Name of the Related Party	Nature of Relationship (including nature of interest, financial or otherwise)	Aggregate maximum value of the contract/ arrangement/ transaction (during the financial year 2023-24) (Rs. in Crores)	Nature and material terms of contract/ arrangement/ transaction	Name of the Director/KMP who are related
1	NOVAK HOTELS PRIVATE LIMITED	Entity forming part of the same Group and having common control.	Rs.175,00,00,000/-	Providing and/or receiving of loans/ Guarantees/securities with adequate security that may be mutually agreed.	1. Mr Arun Kumar Saraf - Director 2. Mr Varun Saraf - Director

**“RESOLVED FURTHER THAT** any of the Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be required to give effect to this Resolution;”

**“RESOLVED FURTHER THAT** Mrs. Yasotha Benazir N, Company Secretary of the Company, be and is hereby authorized to sign and certify the copy of this resolution as may be required and submit the same to any other authorities concerned for its record and compliance.”

**Scrutinizer’s Report on remote e-voting for the EGM of M/s. Robust Hotels Limited**

**Voted in favor of the resolution:**

<b>Number of Members voted</b>	<b>Number of Votes cast by them</b>	<b>% of total number of valid votes cast</b>
45	1527178	86.36%

**Voted against the resolution:**

<b>Number of Members voted</b>	<b>Number of Votes cast by them</b>	<b>% of total number of valid votes cast</b>
8	241167	13.64%

**Invalid Votes:**

<b>Number of Members whose votes were declared invalid</b>	<b>Total Number of votes cast by them</b>
	Nil

*(Handwritten Signature)*



**SPECIAL BUSINESS & SPECIAL RESOLUTIONS**

**Item No: 2:- TO APPROVE THE OVERALL LIMIT OF LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

**"RESOLVED THAT** pursuant to provisions of Section 186 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) thereof for the time being in force), subject to other sanctions as may be necessary including from banks and financial institutions, if any and any such other statutory approvals, the consent of the Shareholders be and is hereby accorded for; a) giving any loan to any person or other body corporate; b) giving any guarantee or providing security in connection with a loan to any other body corporate or person and /or c) acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount, the aggregate outstanding of which shall not exceed at any given time Rs. 500,00,00,000/- (Rupees Five Hundred Crores Only) which shall be over and above the limits as specified in section 186(2) of the Companies Act, 2013;

**"RESOLVED FURTHER THAT** any of the Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be required to give effect to this Resolution;"

**"RESOLVED FURTHER THAT** Mrs. Yasotha Benazir N, Company Secretary of the Company, be and is hereby authorized to sign and certify the copy of this resolution as may be required and submit the same to any other authorities concerned for its record and compliance."

**Voted in favor of the resolution:**

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
51	13065723	98.19%

**Voted against the resolution:**

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
8	241167	1.81%

**Invalid Votes:**

Number of Members whose votes were declared invalid	Total Number of votes cast by them
	Nil



**Item No: 3:- TO OBTAIN APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013:**

**“RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) (including any statutory modifications or re-enactments thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the shareholders be and is hereby accorded to the Board of Directors of the Company for giving loan(s) in one or more tranches including loan represented by way of book debt, and/or giving of guarantees, and/or providing of securities in connection with any loan taken/to be taken by any entity which is a subsidiary or associate or joint venture or a group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section (2) of Section 185 of the Act (collectively known as the Entities), of an aggregate amount not exceeding Rs. 200,00,00,000/- (Rupees Two Hundred Crores only) in its absolute discretion deem beneficial and in the best interest of the Company;”

**“RESOLVED FURTHER THAT** any of the Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things to execute all such documents, instruments and writings as may be required to give effect to this Resolution;

**“RESOLVED FURTHER THAT** Mrs. Yasotha Benazir N, Company Secretary of the Company, be and is hereby authorized to sign and certify the copy of this resolution as may be required and submit the same to any other authorities concerned for its record and compliance.”

**Voted in favor of the resolution:**



Number of Members voted	Number of Votes cast by them	% of total number of votes cast
51	13065723	98.19%

**Voted against the resolution:**

Number of Members voted	Number of Votes cast by them	% of total number of votes cast
8	241167	1.81%

**Invalid Votes:**

Number of Members whose votes were declared invalid	Total Number of votes cast by them
	Nil

**Item No: 4:- TO SEEK APPROVAL UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 INTER ALIA FOR CREATION OF MORTGAGE OR CHARGE ON THE ASSETS, PROPERTIES OR UNDERTAKING(S) OF THE COMPANY:**

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("the Act") and any other applicable provisions, if any of the Act, or any amendment or modifications thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the shareholders be and is hereby accorded to the Board of Directors to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the "Assets") and/or creating a floating charge on the Assets to or in favour of banks, financial institutions, investors, debenture trustees or any other lenders to secure the amount borrowed by the company or any entity which is a subsidiary or associate or group entity, from time to time, for the due re-payment of principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any such entity in respect of the such borrowings provided that the aggregate indebtedness so secured by the assets do not at any time exceed the value of limits approved under Section 180(1)(c) of the Act;

**"RESOLVED FURTHER THAT** any of the Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things to execute all such documents, instruments and writings as may be required to give effect to this Resolution;"

**"RESOLVED FURTHER THAT** Mrs. Yasotha Benazir N, Company Secretary of the Company, be and is hereby authorized to sign and certify the copy of this resolution as may be required and submit the same to any other authorities concerned for its record and compliance."

**Voted in favor of the resolution:**

Number of Members voted	Number of Votes cast by them	% of total number of votes cast
51	13065723	98.19%

**Voted against the resolution:**

Number of Members voted	Number of Votes cast by them	% of total number of votes cast
8	241167	1.81%

**Invalid Votes:**

Number of Members whose votes were declared invalid	Total Number of votes cast by them
Nil	

**For V. Mahesh & Associates****V. Mahesh  
Practicing Company Secretary****M.No:F4162****CP No: 2473****UDIN: F004162E002988506****Peer Review Cert.No: 2107/2022****Date : 20/12/2023****Place: Chennai**