

ROBUST HOTELS LIMITED
CIN-L55101TN2007PLC062085

Registered office: 365, Anna Salai, Teynampet, Chennai – 600018
Tel: +91 44 6100 1256 Email: info_rhl@sarafhotels.com

24th November, 2023

To

| | |
|--|--|
| The Manager Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 | 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 Scrip Code : 543901 | Type of Security: Equity shares NSE Symbol : RHL |

Dear Sir/Madam,

Sub: Notice of Extra Ordinary General Meeting of the Company.

The Extra Ordinary General Meeting (EGM) of the Company is scheduled to be held on Tuesday, December 19, 2023 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 EGM.

The Schedule of EGM is mentioned below:

| Event | Date | Time (in IST) |
|---|---|---------------|
| Cut-off date to vote on EGM Resolutions | 12 th December, 2023 | NA |
| Book Closure Date | From 13 th December, 2023 to 19 th December, 2023 (Both days inclusive) | NA |
| Commencement of e-Voting | 15 th December, 2023 | 09:00 AM |
| End of e-Voting | 18 th December, 2023 | 05:00 PM |
| Date of EGM | 19 th December, 2023 through VC/OAVM | 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 EGM 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.

Kindly take the above on records.

With regards,
For Robust Hotels Limited



Yasotha Benazir N
Company Secretary & Compliance Officer

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NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of Robust Hotels Limited (the Company) will be held on Tuesday, 19th December, 2023 at 03.00 P.M. through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following business:

SPECIAL BUSINESS:

1. TO APPROVE RELATED PARTY TRANSACTIONS UNDER SECTION 188 OF COMPANIES ACT, 2013 AND REGULATION 23 OF SEBI (LODR) REGULATIONS, 2015:

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 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;

| S.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.”



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2. TO APPROVE THE OVERALL LIMIT OF LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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

"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."

3. TO OBTAIN APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013:

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 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."



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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:

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 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."

By Order of the Board
For **Robust Hotels Limited**



Yasotha Benazir N
Company Secretary

Registered Office:
Robust Hotels Limited
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Date: 08th November 2023
Place: Chennai

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NOTES:

1. The Ministry of Corporate Affairs ('MCA'), vide its General Circular Nos. 14/2020 dated April 08, 2020, 03/2022 dated May 05,2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 ('MCA Circulars'),has allowed the Companies to conduct the EGM through Video Conferencing or Other Audio-Visual Means ('VC/OAVM').In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and MCA Circulars, the EGM of the Company is being held through VC.

The forthcoming Extra-Ordinary General Meeting ("EGM") 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 EGM through VC/OAVM. The deemed venue of the Extra-Ordinary General Meeting shall be the Registered office of the Company.

2. 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 EGM. 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 EGM 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.

3. The Members can join the EGM 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 EGM through VC/OAVM will be made available to atleast 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 EGM without any restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. The members attending the EGM through VC/OAVM can vote during the meeting, provided they have not availed the facility of e-voting and voted prior to the meeting.
6. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the EGM is entitled to appoint a proxy on his/her behalf to attend and vote at the EGM. Since the EGM 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 EGM. Hence the proxy form, attendance slip and Route map are not annexed to this Notice.



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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 EGM 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 EGM through VC / OAVM and cast their votes through e-voting.

7. 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 Extra-Ordinary General Meeting.
8. Members may note that pursuant to the provisions of MCA circular and SEBI Circular, the Company has enabled a process of sending Company's EGM Notice (including remote e-voting instructions) electronically. Accordingly, EGM Notice is being sent to the members whose email addresses are registered with the Company /RTA/ depositories. Members may note that the EGM Notice 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
9. 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 is annexed hereto and forms part of this notice.
10. The Register of Members and the Share Transfer Books of the Company shall remain closed from 13.12.2023 to 19.12.2023 (both days inclusive).
11. 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.
12. 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 15.12.2023 at 09:00 a.m. IST and ends on 18.12.2023 at 05:00 p.m. IST. During this period, the shareholders of the Company, holding shares, as on the cut-off date of 12.12.2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



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- (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 Dematerialized mode through CDSL is given below:

| 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.3) If the user is not registered for Easi /Easiest, option to register is |



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| | <p>available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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.</p> |
| <p>Individual Shareholders holding securities in demat mode with NSDL Depository</p> | <p>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.nsdl.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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) 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 (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</p> |
| <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p> | <p>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.</p> |



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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 required to mandatorily enter their login password in the new password field.



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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.
- (xvi) **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.



ROBUST HOTELSLIMITED

CIN-L55101TN2007PLC062085

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

1. The procedure for attending meeting & e-Voting on the day of the EGM 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 EGM.
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 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 EGM 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 EGM. 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 EGM 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 EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM 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 EGM & 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 Futorex, 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.



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Explanatory Statement under Section 102 of the Companies Act, 2013

ITEM No 1: To approve Related Party Transactions under Section 188 of Companies Act, 2013 and Regulation 23 of SEBI (LODR) Regulations, 2015

The Company, together with its associates and affiliates (Collectively Saraf group) holds 17.88% shares of Asian Hotels (West) Limited (“Corporate debtor” or “CD” or “AHWL”). The Hotel Hyatt Regency, Mumbai (Hotel) is presently owned by AHWL. The Company entered into an agreement with the promoters of AHWL on 11th August 2023 to revive AHWL from Insolvency and Bankruptcy Proceedings filed under Insolvency and Bankruptcy Code, 2016.

With a view to protect the investment held in AHWL, the Company proposes to participate in reviving the Hotel by providing loans/guarantees/ securities/ making investments in/to group companies including “Novak Hotels Private Limited”.

Pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in the said section requires a Company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of ordinary resolution in case the value of the Related Party Transactions exceed the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in ordinary course of business and on arm’s length basis.

Further, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) also stipulates that all material related party transactions shall require prior approval of the shareholders through ordinary resolution.

Accordingly, the related party transactions as recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on 08th November, 2023 are hereby placed before the shareholders for their approval by way of ordinary resolution to enable the Company to enter into the following Related Party Transactions in one or more tranches. The transactions under consideration, are proposed to be entered into by the Company with the following related party in the ordinary course of business and at arms’ length basis.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Circular SEBI/HO/CFD/CMD1/ CIR/P/2021/662, dated November 22, 2021, the particulars of transactions to be entered into by the Company with related parties are as under:

| S.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 |

The Audit Committee/Board recommends the resolution set out in the Item no. 1 of the notice for your approval as an ordinary resolution. None of the Related Parties shall vote in the resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.



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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

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 (“Act”), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 500,00,00,000/- (Rupees Five Hundred Crores only), as proposed in the Notice. The above proposal is in the interest of the Company.

The Board of Directors recommend the resolution set forth in Item no. 2 of the notice for your approval as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

ITEM No 3: Approval to advance any Loan/Give guarantee/provide security under Section 185 of the Companies Act, 2013

Pursuant to Section 185 of the Companies Act, 2013 (“the Act”), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity covered under the category of ‘a person in whom any of the director of the Company is interested’ as specified in the explanation to Section 185(2) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

The Company is expected to avail and render support to other entities for the business requirement of entire group. Therefore, the Company seeks the approval of the members to provide financial assistance by extending loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by entity which is subsidiary or associate or joint venture of the Company (in which any director (s) is or may deemed to be interested) subject to compliance requirement under the Companies Act, 2013 and rules made thereunder.

The members may note that Board of Directors shall carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the such loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors recommend the resolution set forth in Item no. 3 of the notice for your approval as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.



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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

Keeping in view the Company's long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company.

Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking 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 subject to the approval of members in the General Meeting.

Provided that the aggregate indebtedness to be secured do not at any time exceed the value of limits approved by the shareholders in their meeting held on 22.01.2015 under Section 180(1)(c) of the Act which is Rs.450,00,00,000/- (Rupees Four Hundred and Fifty Crores only).

The above proposal is in the interest of the Company and the Board of Directors recommend the resolution set forth in Item no. 4 of the notice for your approval as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.



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EVSN: 231124003

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 EGM date subject to receipt of the requisite number of votes in favor of the Resolution(s).
- iv. 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.

