

ROBUST HOTELS LIMITED

CIN: L55101TN2007PLC062085

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

044 6100 1256 info_rhl@sarahotels.com www.robusthotels.in

09th January, 2024

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 Friday, February 02, 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 EGM.

The Schedule of EGM is mentioned below:

Event	Date	Time (in IST)
Cut-off date to vote on EGM Resolutions	26 th January, 2024	NA
Book Closure Date	From 27 th January, 2024 to 02 nd February, 2024 (Both days inclusive)	NA
Commencement of e-Voting	29 th January, 2024	09:00 AM
End of e-Voting	01 st February, 2024	05:00 PM
Date of EGM	02 nd February, 2024 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 Friday, 02nd February, 2024 at 03.00 P.M. through Video Conferencing (VC)/Other Audio-Visual Means (OAVM) to transact the following business:

SPECIAL BUSINESS:

1. 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 in supersession of the earlier resolution passed by the members in the Extra-Ordinary General Meeting of the Company held on 19th December, 2023 and 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 pursuant to the recommendation of the Audit Committee and approval of the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any duly constituted Committee thereof) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members of the Company be and is hereby accorded to the Board for advancing loan(s) in one or more tranches including loan represented by way of book debt to, and/or giving guarantee(s), and/or providing security(ies) in connection with any loan taken/to be taken by any company(ies) which are group companies, associate companies, joint venture companies or subsidiary companies of the Company or any other person in which any of the Directors of the Company is interested as specified in the explanation to section 185(2) of the Act, of an aggregate amount not exceeding Rs. 500 crores (Rupees Five Hundred Crores only) during a financial year, in its absolute discretion deem beneficial and in the best interest of the Company;

RESOLVED FURTHER THAT this resolution shall remain in full force and effect until amended or rescinded by the Board and a new resolution is passed by the members in this connection, considering the then financial performance of the Company, growth in the Indian hospitality sector and the Indian economic conditions;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the director of the Company or Mr. T.N Thanikachalam Vice President & CFO, be and is hereby severally authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid loans/guarantees/securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all such acts, deeds or things incidental or expedient thereto;

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 and filing the same with the Registrar of Companies, Chennai or any other authorities concerned through prescribed form or e-form to give effect to this resolution.”

2. TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS UNDER 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:



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“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations, 2015) and applicable provisions of Companies Act,2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and upon the recommendation of the Audit Committee and approval of the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), approval of the members of the Company be and is hereby accorded to the Board to enter into contract(s)/ arrangement(s)/ transaction(s) with respect to giving loans/guarantees/ providing securities, with Asian Hotels (East) Limited, Kolkata, a related party, notwithstanding that such transactions may exceed 10% of the consolidated turnover of the Company in any financial year or Rs. 1000 crores, whichever is lower, as stipulated under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations, 2015) or as may be amended from time to time, provided that the aggregate value of such transactions shall not at any time exceed Rs. 250 crores (Rupees Two Hundred Fifty crores) during the period of next 12 years on such terms and conditions as the Board may deem fit, in the ordinary course of business and on arm’s length basis;

“**RESOLVED FURTHER THAT** this resolution shall remain in full force and effect until amended or rescinded by the Board and a new resolution is passed by the members in this connection, considering the then financial performance of the Company, growth in the Indian hospitality sector and the Indian economic conditions;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the director of the Company or Mr. T.N Thanikachalam Vice President & CFO, be and is hereby severally authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid loans/guarantees/securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all such acts, deeds or things incidental or expedient thereto;

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 and filing the same with the Registrar of Companies, Chennai or any other authorities concerned through prescribed form or e-form to give effect to this resolution.”

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



Yasotha Benazir N
Company Secretary

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

Date: 08th January 2024
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 27.01.2024 to 02.02.2024 (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 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 29.01.2024 at 09:00 a.m. IST and ends on 01.02.2024 at 05:00 p.m. IST. During this period, the shareholders of the Company, holding shares, as on the cut-off date of 26.01.2024 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.



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- (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 available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.



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	<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>
Individual Shareholders holding securities in demat mode with NSDL Depository	<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>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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>

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.



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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. 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.



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- (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.

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.

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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, at least 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 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.



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

Explanatory Statement under Section 102 of the Companies Act, 2013

ITEM No 1: To obtain approval to advance any loan/give guarantee/provide security under section 185 of the Companies act, 2013:

The members are required to note that the Company had already taken their approval under section 185 of the Companies Act, 2013 by way of special resolution at the Extra – Ordinary General Meeting held on 19th December ,2023 up to a limit of Rs. 200 crores.

Now it is proposed to seek the approval of the shareholders to enhance the aggregate limit to Rs.500 crores keeping in view the Company's business requirement.

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(ies) 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 Act, after passing a special resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of book debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by any company(ies) which are group companies, associate companies, joint venture companies or subsidiary companies of the Company or any other person in whom any of the director of the Company is interested as specified in the explanation to Section 185(2) of the Act, from time to time, within the limits as mentioned in the Item no. 01 of this Notice to meet the business requirements.

The members may note that the Board of Directors of the Company would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals/financial assistance from any banks/financial institutions/body corporates and/or any other appropriate sources, from time to time, 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 resolution as set forth in Item no. 01 of this Notice has been recommended by the Audit Committee and upon such recommendation, the Board has approved the same at their respective meetings held on 08th January, 2024. Therefore, it is placed before the members for their approval by way of special resolution.

Except Mr. Arun Kumar Saraf and Mr. Umesh Saraf, Directors and their respective relatives, none of the other Directors, Key Managerial Personnel, or their respective relatives in any way, financially or otherwise, concerned or interested in the said resolution.



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ITEM No 2: To approve Related Party Transactions under Regulation 23 of SEBI (LODR) Regulations, 2015:

Regulation 23 of the Listing Regulations, 2015, provides that all the material related party transactions shall require the prior approval of members of the Company notwithstanding the fact that the same are at arms' length basis and in the ordinary course of business.

Further, Regulation 23 of the Listing Regulations, 2015 also provides that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs. 1000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The item no. 2 of this notice deals with giving loan/guarantee/providing security to Asian Hotels (East) Limited, Kolkata, a related party (AHEL) for its future loans. Giving such guarantee or providing such security shall be subsisting during the tenure of the loan to be taken by AHEL and shall continue to reduce with the principal repayments in installments and co-terminus with the repayment made in full by AHEL.

The aforesaid transaction is not covered under section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014. However, as the value of such transaction exceeds 10% of the consolidated turnover of the Company, being the threshold limit for material related party transactions under the Listing Regulations, 2015, approval of the members is being sought for the transaction.

Your Board is of the view that your Company can sustain if it gives loan/guarantee(s)/providing security(ies) for an amount not exceeding Rs. 250 crores, taken by AHEL after carefully evaluating the risks, financial positions and the business plans of the Company. AHEL shall be using the borrowed funds for its principal business activities only.

Further, in terms of the SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021, the Company has provided prescribed information for the review of the Audit Committee for approval of proposed material RPT. In compliance with the circular, members are being provided with the following information as a part of the explanatory statement:

S.No	Name of the Related Party	Nature of Relationship	Nature and material terms of contract/ arrangement/ transaction	Value of Transaction	Period of loan/guarantee/security
1	Asian Hotels (East) Limited	Entity forming part of the same Group and having common control.	Providing of loans/ guarantees/ securities that may be mutually agreed.	Rs.250 crores	12 years, during the tenure of the loan and the same shall continue to reduce with the principal repayments in installments and co-terminus with the repayment made in full.

The resolution as set forth in Item no. 02 of this Notice has been recommended by the Audit Committee and upon such recommendation; the Board has approved the same at their respective meetings held on 08th January, 2024. Therefore, it is placed before the members for their approval by way of Ordinary resolution. None of the related parties shall vote in the resolution.

Except Mr. Arun Kumar Saraf and Mr. Umesh Saraf, Directors and their respective relatives, none of the other Directors, Key Managerial Personnel, or their respective relatives in any way, financially or otherwise, concerned or interested in the said resolution.



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EVSN: 240109001

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.

