

PUBLIC ANNOUNCEMENT TO THE SHAREHOLDERS

ROBUST HOTELS LIMITED

(Formerly Known as Robust Hotels Private Limited)

Registered office: No: 365, Anna Salai, Teynampet, Chennai 600018 | Tel: +91 44 6100 1250 | Email: info@sarafhotels.com | CIN: U55101TN2007PLC062085

Statutory advertisement of Robust Hotels Limited (RHL) in compliance of sub-clause (5) of Clause A of PART-II of Securities Exchange Board of India (SEBI) Master Circular no: SEBI/HO/CFD/DIL/1/CIR/P/2021/000000665 dated 23.11.2021 Read with sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957 (SCRR) pursuant to grant of relaxation by SEBI from the applicability of Rule 19 (2) (b) of SCRR.

A. Name of the Company : Robust Hotels Limited

B. Address of the Registered and corporate office : No: 365, Anna Salai, Teynampet, Chennai 600018.

C. Details of change of name and /or Object clause :

The company was incorporated on 19th January, 2007 as Robust Hotels Private limited with the Registrar of Companies, Chennai. The company was converted into a public limited company and the name of the company was changed to Robust Hotels Limited and a fresh certificate of incorporation was issued on 11th October, 2022 by the Registrar of Companies, Chennai.

The Object clause of the Memorandum of Association (MOA) of the Company was altered on 21st September, 2022 pursuant to the Scheme of Arrangement, Demerger and Reduction of Capital u/s 230 to 232 of the Companies Act, 2013, between Asian Hotels (East) Limited (AHEL) and Robust Hotels Private Limited (RHPL) and their respective shareholders and creditors (Scheme/Scheme of Arrangement) and latest MOA is available on the website of the company: <https://www.robusthotels.in/>

D. Capital Structure – pre and post scheme of arrangement

Pre-Scheme of Arrangement :

Particulars	Aggregate nominal value (in ₹)
(A) Authorized Share Capital 22,50,00,000 Equity Shares of Rs.10/- each	2,25,00,00,000/-
(B) Issued, Subscribed and Paid-Up Capital 22,41,83,829 Equity Shares of Rs.10/- each fully paid up	2,24,18,38,290/-

Post – Scheme of Arrangement:

Particulars	Aggregate nominal value (in ₹)
(A) Authorized Share Capital 22,50,00,000 Equity Shares of Rs.10/- each	2,25,00,00,000/-
(B) Issued, Subscribed and Paid-Up Capital 1,72,91,696 Equity Shares of Rs.10/- each fully paid up	17,29,16,960/-

E. Shareholding pattern – pre and post Scheme of Arrangement :

Pre- Scheme shareholding pattern :

Category	Category of shareholder	No of shares	Percentage
(A)	Promoter & Promoter Group		
	*Asian Hotels (East) Limited	22,41,83,829	100
	Total	22,41,83,829	100
(B)	Public	-	-
(C)	Non-Promoter- Non-Public	-	-
	Total	22,41,83,829	100.00

* Erstwhile holding company

Post Scheme shareholding pattern as on 31st March, 2023 :

Category	Category of shareholder	No of shares	Percentage
(A)	Promoter & Promoter Group		
	Saraf Industries Limited	72,45,945	41.90%
	Umesh Saraf	37,096	0.21%
	Arun Kumar Saraf	13,098	0.08%
	Ratna Saraf	9,26,020	5.36%
	Radhe Shyam Saraf (Late)	31,27,020	18.08%
	Total	1,13,49,179	65.63%
(B)	Public	59,42,517	34.37%
(C)	Non-Promoter- Non-Public	-	-
	Total	1,72,91,696	100.00

F. Name of ten largest shareholders as on 04.04.2023 :

Sl. No.	Name of Shareholder	No. of Shares	% of Total Capital
1.	Saraf Industries Limited	72,45,945	41.90
2.	Late Radhe Shyam Saraf	31,27,020	18.08
3.	Sachdeva Stocks Private Limited	10,50,000	6.07
4.	Ratna Saraf	9,26,020	5.38
5.	Lok Prakashan Ltd	8,02,494	4.64
6.	Whitepin Tie Up Limited	7,23,097	4.18
7.	Investor Education and Protection Fund Authority Ministry of Corporate Affairs	2,27,530	1.32
8.	Kapil Ahuja	1,92,282	1.38
9.	Surender Kumar Gupta	1,83,000	1.06
10.	Samra Importers Private Limited	1,57,380	0.91

(Note: for any other shareholding details please refer to the Information Memorandum available in the website: <https://www.robusthotels.in/>)

G. Name and details of Promoters :

Sl. No.	Name of Promoter Shareholder	No. of Shares	% of Share-holding	Education	Address
1.	Late Radhe Shyam Saraf	31,27,020	18.08	High School with lifelong self-study	Flat D 20/F, Caine Mansion, 80-88 Caine Road, Hong Kong
2.	Ratna Saraf Experience: 50 years	9,26,020	5.36	High School with lifelong self-study	Flat D 20/F, Caine Mansion, 80-88 Caine Road, Hong Kong
3.	Arun Kumar Saraf Experience: 43 years	13,098	0.08	Major in Economics and Business Administration from University of California, Los Angeles (UCLA) in 1981 Lansdown College, London 'A' Levels in 1977	Grand Hyatt Residences Juniper Hotel, Vakola Pipeline, Santacruz (E) Mumbai 400055.
4.	Umesh Saraf Experience: 38 years	37,096	0.21	Graduate, B.Sc., MBA from University of California	House No. 27-A, Green Avenue Lane, Vasant Kunj South West Delhi, Delhi 110070
5.	Varun Saraf Experience: 18 years	NIL	-	BA from Tufts University, USA	Grand Hyatt Residences, Vakola Pipe line Road, Santacruz East, Mumbai - 400 055
6.	Devesh saraf Experience: 9 years	NIL	-	Graduate from Georgia Institute of Technology, USA, Industrial and System Engineering along with Economics from Emory University	House No. 27A, Green Avenue Lane, Vasant Kunj, Delhi – 110070
7.	Saraf Industries Limited	72,45,945	41.90	NA	Sanne House Bank Street, Twenty Eight Cyber City, Ebene, Mauritius-7201
	TOTAL	1,13,49,179	65.63	NA	NA

H. Names and details of Board of Directors :

Sl. No.	Name of the Director	Designation	DIN	Date of Appointment
1.	Mr. Arun Kumar Saraf	Non-Executive Promoter Director	00339772	19.01.2007
2.	Mr. Umesh Saraf	Non-Executive Promoter Director	00017985	19.01.2007
3.	Mr. Varun Saraf	Non-Executive Promoter Director	01074417	24.08.2013
4.	Mr. Devesh Saraf	Non-Executive Promoter Director	07778685	28.07.2022
5.	Mr. Avali Srinivasan	Non-Executive Independent Director	00339628	21.09.2022
6.	Mrs. Rita Bhimani	Non-Executive Independent Director	07106069	13.01.2020
7.	Mr. Ramesh Kumar Chokhani	Non-Executive Independent Director	00582700	21.09.2022
8.	Mr. Ajay Kumar Ramnayan Vishwakarma	Non-Executive Independent Director	06991167	21.09.2022
9.	*Mr Damodar Tiwari	Manager	08626339	21.09.2022

* Mr Damodar Tiwari resigned with effect from 28.02.2023.

(Note: for other details of Directors Please refer to the Information Memorandum available in the website: <https://www.robusthotels.in/>)

I. Business Model/ Business Overview and Strategy :

The Company was originally incorporated as Robust Hotels Private Limited on January 19, 2007, under the Companies Act, 1956, with the Registrar of Companies, Tamil Nadu, Chennai. The Company was converted into a public limited company and subsequently the name was changed to Robust Hotels Limited w.e.f 11.10.2022.

The Company owns and manages Hyatt Regency Chennai, a luxury 5 star hotel located at Anna Salai, Teynampet in Chennai, India and built on a 72-ground (199,200 sq. ft.) land, it is the first Hyatt hotel in South India and has 325 rooms.

The Company classifies its business divisions by the quality of the property, the range of services, and the guests it targets. The Company derives the majority of its revenue from the Hyatt Regency Chennai. The Company is focused on the high end (five-star deluxe) hotel market.

The domestic hospitality industry, which has been severely affected by the COVID-19 related disruptions, has witnessed a deep decline in FY 2020-21 & 2021-22 according to a report. But the industry has recovered and shown a sign of recovery since July 2022. The key elements of the Company's strategy are to strengthen its position as a leading hotel group in India, to migrate up the value chain by entering into joint ventures and management contracts, to expand selectively in international markets, to focus on shareholder value enhancement and to reorganize and rationalize its assets so as to improve returns.

(Note: For further details please refer to the Information Memorandum available in website: <https://www.robusthotels.in/>)

J. Reason for scheme of Arrangement :

- (i) Unlocking the value of AHEL shares to its shareholders, which is presently getting subdued on account of subdued performance and balance sheet of RHL;
- (ii) Possible release of guarantee(s) presently given by AHEL to the lenders of RHL. This would clear the contingent liability as appearing in the financial statements of AHEL, and will potentially improve the credit rating of AHEL, thereby enabling reduction in cost of finance for AHEL and better price discovery on the stock market;

- (iii) Pursuant to the Scheme, the Equity Shares of RHL shall also be entitled to the benefit of getting listed on the Stock Exchanges pursuant to the SEBI Circular. Therefore, shareholders of AHEL (as of the Record Date) shall, as a result of the Scheme, hold Equity Shares of 2 (two) listed entities, AHEL and RHL. Such shareholders would then be able to choose to remain invested in both or either of AHEL and RHL, giving them greater flexibility in managing / dealing with their investments in different companies, being AHEL and RHL in view of their respective businesses, and individual risk profiles;
- (iv) Improving the balance sheet of RHL and its credit rating by providing liquid assets and resources that would enable enhancement in future profitability without any sacrifice of value by the shareholders of AHEL, enabling potential turn-around and/or expansion programs for RHL, and assist RHL in supporting and potentially reducing its debt burden and cost of financing;
- (v) Enable unlocking of the true value of the RHL for the shareholders of AHEL (in a separate entity, being RHL), which does not appear to be reflecting fully and accurately in the present consolidated market valuation of AHEL on account of there being a holding company discount;
- (vi) Provide scope for attracting and accessing targeted funding and investors for each of AHEL and RHL and provide better flexibility in pursuing long term growth plans and strategies for the separate companies AHEL and RHL, instead of RHL continuing to use AHEL's credit rating and guarantees and equity funds;
- (vii) Enable the management of AHEL to evaluate the performance of the Hotel Division on an independent basis and keep its risks (if any) ring-fenced; and
- (viii) Enable enhanced strategic flexibility and focus of the respective managements of AHEL and RHL, thereby facilitating the separate managements to efficiently exploit opportunities for each of the said businesses.

K. Restated Audited Financials for the previous three financial years prior to the date of listing : Not Applicable

L. Latest audited financials along with notes to accounts and any audit qualifications :

ROBUST HOTELS LIMITED – STATEMENT OF BALANCE SHEET as at 31st March, 2022 & 31st December, 2022

(Figures in INR)

Particulars	As at 31st December 2022	As at 31st March, 2022
ASSETS		
Non - current Assets		
(a) Property, Plant and Equipment	6,68,57,02,299	4,93,75,28,752
(b) Capital work-in-progress	-	-
(c) Other Intangible Assets	71,19,419	58,50,230
(d) Financial Assets	-	-
(i) Investments	3,52,28,896	2,65,57,365
(ii) Other Financial Assets	-	1,83,92,677
(e) Other Non-Current Assets	17,96,66,724	15,98,50,763
Total Non-Current Assets	6,90,77,17,068	5,14,81,79,787
Current Assets		
(a) Current Investments	92,51,90,137	-
(b) Inventories	87,60,569	2,00,62,241
(c) Financial Assets	-	-
(i) Trade Receivables	7,89,06,060	5,99,38,484
(ii) Cash and Cash Equivalents	7,61,91,808	81,17,918
(iii) Loans	1,11,000	4,499
(iv) Other Financial Assets	51,61,766	5,73,953
(d) Current Tax Assets	74,85,84,582	1,62,48,305
(e) Other Current Assets	3,60,92,783	1,61,62,222
Total Current Assets	1,87,89,98,703	12,11,07,621
Total Assets	8,78,67,15,772	5,26,92,87,407
EQUITY AND LIABILITIES		
Equity		
(a) Equity Share Capital	17,29,16,960	2,24,18,38,290
(b) Other Equity	7,03,09,19,737	80,42,48,944
(c) Share Capital Pending Allotment	-	-
Total Equity	7,20,38,36,697	3,04,60,87,234
Liabilities		
Non - current Liabilities		
(a) Financial Liabilities		
Borrowings	88,34,70,211	1,13,96,04,872
(b) Provisions	1,32,89,949	90,46,385
Total Non-current Liabilities	90,17,60,160	1,14,86,51,257
Current Liabilities		
(a) Financial Liabilities		
(i) Borrowings	38,24,46,206	76,69,08,660
(ii) Trade Payables	-	-
Total outstanding dues of micro, small & medium enterprises	57,47,376	92,81,287
Total outstanding dues of creditors other than micro, small & medium enterprises	1,16,00,388	1,40,69,383
(iii) Other Financial Liabilities	25,79,70,320	26,81,29,689
(b) Other Current Liabilities	2,33,54,626	1,61,05,598
(c) Provisions	-	54,300
Total Current Liabilities	68,11,18,915	1,07,45,48,917
Total Equity and Liabilities	8,78,67,15,772	5,26,92,87,407

ROBUST HOTELS LIMITED – AUDITED STATEMENT OF PROFIT AND LOSS

(Figures in INR)

Particulars	For Nine Months ended 31st December, 2022	For the year ended 31st March, 2022
Income		
(a) Revenue from Operations	76,22,99,481	40,50,59,163
(b) Other Income	3,61,25,908	3,25,20,335
Total	79,84,25,390	43,75,79,498
Expenditure		
(a) Consumption of Provisions, Beverages, Smokes & Others	9,58,96,723	5,47,27,989
(b) Employee Benefits Expense	11,56,13,910	10,74,00,053
(c) Finance Costs	13,56,84,637	17,41,54,564
(d) Depreciation and Amortization Expense	12,51,01,094	15,95,73,503
(e) Other Expenses	36,27,90,522	29,17,47,390
Total	83,50,86,886	78,76,03,498
Profit/(Loss) Before Exceptional Items and Tax	(3,66,61,496)	(35,00,24,000)
Exceptional Items	-	-
Profit/(Loss) Before Tax	(3,66,61,496)	(35,00,24,000)
Tax Expense		
Current Tax	-	-
Deferred Tax	73,78,87,510	-
For Earlier Years	-	-
Profit/(Loss) for the year	70,12,26,013	(35,00,24,000)
Other Comprehensive Income	-	-
Items that will not be reclassified to profit or loss	-	-
Remeasurement of defined benefit liability	-	6,84,979
Total Comprehensive Income for the year	70,12,26,013	(34,93,39,021)
Earnings per Equity Share (Nominal value per Equity Share Rs. 10/-)		
(a) Basic	40.55	(1.56)
(b) Diluted	40.55	(1.56)

Audit Qualifications : There has been no audit qualifications

(Note: for other details about the financial statement please refer to the website of the company: <https://www.robusthotels.in/>.)

M. Change in accounting policies in the last three years and their effect on profits and reserves : There has been no change in the accounting policies

N. Summary table of contingent liabilities as disclosed in the financial statements : (Figures in INR)

Particulars	As at 31st March, 2022	As at 31st March, 2021
	Rs.	Rs.
i) Commitments Estimated amount of Capital Contracts pending to be executed (Net of Advances)	28,63,653	2,19,45,465
ii) Claims against the Company not acknowledged as debt	-	40,440
iii) Pending claims from IOC Limited for non-submission of 'C' forms for purchase of diesel	4,00,000	4,00,000

O. Summary table of latest related party transactions as disclosed in the financial statements :

Name of Person	Nature of Transactions	For the Year Ended	For the Year Ended
		31st March, 2022	31st March, 2021
AHEL – Asian Hotels (East) Limited	Interest on Unsecured Loan (TDS deducted Rs. Nil (Previous Year-Rs.13,79,749))	-	1,83,96,645
	Interest on advance from STU unit (TDS deducted Rs.25,62,296/-) (Previous Year -Rs.46,936)	2,56,22,959	6,25,809
	Receipt of service	-	6,31,242
	Loan taken	7,70,00,000	5,15,00,000
JHPL -Juniper Hotels Private Limited	Reimbursement of Expenses	15,76,215	3,73,970
	Receipt of Services	-	3,10,598
	Sale of Services	8,054	4,21,771
	Sales Promotion	-	58,388
*Mr. Rama Shankar Jhavar	Sitting Fee	-	15,000
Ms. Rita Bhimani	Sitting Fee	30,000	30,000
Mr. T.N.Thanikachalam	Remuneration as CFO	37,57,668	22,77,957
*Ms. Annu Tiwari	Remuneration as Company Secretary	2,16,678	-
*Ms. Manisha Sharma	Remuneration as Company Secretary	3,01,221	4,01,203

* Mr. Rama Shankar Jhavar ceased to be director of the Company w.e.f 14.10.2020 due to death.

* Ms Manisha Sharma resigned as company secretary w.e.f 02.11.2021

* Ms Anu Tiwari resigned as company secretary w.e.f 15.07.2022

P. Details of its group companies including their capital structure and financial statements :

Not Applicable

Q. Internal Risk factors :

1. ABILITY TO ANTICIPATE AND RESPOND TO CLIENT REQUIREMENTS

The company is in the hospitality sector and is driven by client's expectations of the service quality. We strive to keep up with evolving client requirements to enhance the existing business and level of customer service. In the event that we are unable to identify and understand contemporary and evolving customer tastes or to deliver quality service as compared to the competitors, it could adversely affect the business.

2. COMPLY WITH VARIOUS STANDARDS AS PRESCRIBED BY THE HRACC