

**ROBUST HOTELS LIMITED**  
**CIN-L55101TN2007PLC062085**

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

18<sup>th</sup> August, 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 16th Annual General Meeting for the year 2022-23.

The Sixteenth Annual General Meeting (16th AGM) of the Company is scheduled to be held on Tuesday, September 12, 2023 at 11:00 A.M. IST through Video Conference (VC) / Other Audio Visual Means (OAVM). The Company has engaged Central Depository Services (India) Limited (“CDSL”) for providing e-voting services and VC/OAVM facility for this AGM.

The Schedule of AGM is mentioned below:

Event	Date	Time (in IST)
Cut-off date to vote on AGM Resolutions	05 <sup>th</sup> September, 2023	NA
Book Closure Date	From 06 <sup>th</sup> September, 2023 to 12 <sup>th</sup> September, 2023 (Both days inclusive)	NA
Commencement of e-Voting	09 <sup>th</sup> September, 2023	09:00 AM
End of e-Voting	11 <sup>th</sup> September, 2023	05:00 PM
Date of AGM	12 <sup>th</sup> September, 2023 through Video Conferencing	11:00 AM

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a copy of the Notice of the 16<sup>th</sup> AGM being sent to the shareholders of the Company, is enclosed herewith and the same is also available on the website of the Company in the web link <https://www.robusthotels.in/#>

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

Kindly take the above on records.

With regards,  
**For Robust Hotels Limited**

Yasotha  
Benazir N

Digitally signed by  
Yasotha Benazir N  
Date: 2023.08.18  
17:54:04 +05'30'



**Yasotha Benazir N**  
**Company Secretary & Compliance Officer**

ROBUST HOTELS  
LIMITED  
AGM NOTICE 2023

## Notice

### Notice

Notice is hereby given that the Sixteenth Annual General Meeting (AGM) of the Members of Robust Hotels Limited (the Company) will be held on Tuesday, 12th September, 2023 at 11:00 A.M. through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Arun Kumar Saraf (DIN:00339772) who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

##### 3. To consider the appointment of Mr Mahendran S as Manager 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 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the Act and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) or any other law and on the recommendations of the Nomination & Remuneration Committee and the Board, the consent of the shareholders be and is hereby accorded to appoint Mr Mahendran.S (PAN:BJWPM3841F) as Manager of the Company with effect from 09th August 2023 for a period of one year for a remuneration not exceeding Rs.10,03,000/- (Rupees Ten Lakhs Three Thousand only) per annum"

**RESOLVED FURTHER THAT** the remuneration payable to Mr Mahendran.S - Manager be revised/ varied/ altered/ amended as per the terms that may be determined by the Nomination and Remuneration Committee from time to time and approved by the Board, which shall not exceed the maximum amount payable to Manager in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule V to the Act, including any statutory modification or re-enactment thereof;

**RESOLVED FURTHER THAT** the aggregate of salary, perquisites and allowances of Mr Mahendran.S in any one financial year shall not exceed the limit prescribed under Section 197 read with Schedule V of the Companies Act,2013 (including applicable rules, if any) amended from time to time;

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the tenure of Mr Mahendran.S, Manager be paid the minimum remuneration as specified in Section II of Part II of Schedule V to the Companies Act, 2013 as in force in each financial year;

**RESOLVED FURTHER THAT** in addition to the remuneration, Mr Mahendran.S, Manager shall be eligible for reimbursement of expenses incurred relating to official purposes as per the Company Policy from time to time;

**RESOLVED FURTHER THAT** Company Secretary is hereby authorised to do all such acts, deeds, things, and execute all such documents, instruments, and writings as may be required to give effect to this resolution.

##### 4. To Consider Re-Appointment of Mr. Ramesh Kumar Chokhani (DIN:00582700) as a Non-Executive Independent Director of the Company for a second term:

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 Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) thereof for the time being in force) and based on the recommendations of Nomination and Remuneration Committee, **Mr Ramesh Kumar Chokhani** (DIN: 00582700), Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in

## Notice

Section 149(6) of the Companies Act, 2013 and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as Non-executive Independent Director of the Company for the second term of 1 (one) year with effect from 21st September, 2023 till 20th September 2024.

### 5. To Consider Re-appointment of Mr. Ajay Kumar Ramnayan Vishwakarma (DIN:06991167) as a Non-Executive Independent Director of the Company for a second term:

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 Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) thereof for the time being in force) and based on the recommendations of Nomination and Remuneration Committee, Mr. Ajay Kumar Ramnayan Vishwakarma (DIN: 06991167) Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as Non-Executive Independent Director of the Company for a second term of 1 (one) year with effect from 21st September, 2023 till 20th September 2024.

Registered Office:

**Robust Hotels Limited**

CIN: L55101TN2007PLC062085

365, Anna Salai, Teynampet

Chennai-600018

Date : 09th August 2023

Place : Chennai

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

Sd/-

**Yasotha Benazir N**  
Company Secretary

### NOTES:

1. The Ministry of Corporate Affairs have issued various guidelines and circulars over the period with respect to conduct of the general meetings through VC/OAVM by the companies vide Circular No. 10/2022 dated December 28, 2022 (“MCA Circulars”) Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

The forthcoming Annual General Meeting (“AGM”) of the Company will thus be held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue of the 16th Annual General Meeting shall be the Registered office of the Company.

2. The Company shall send a physical copy of the Annual Report to those members who have requested the same via mail to the Company and the Registrar and Share Transfer Agent, mentioning their Folio No./ DP ID and Client ID.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and all other applicable circulars issued by MCA, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

## Notice

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](mailto:yuvraj@integratedindia.in) or the CDSL helpdesk at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) (or) contact at toll free no. 1800 22 55 33 for any query or help with respect to participation in the meeting or e-voting facility.

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to 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 AGM without any restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. The members attending the AGM through VC/OAVM can vote during the meeting, provided they have not availed the facility of e-voting and voted prior to the meeting.
7. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy on his/her behalf to attend and vote at the AGM. Since the AGM is held through VC/OAVM pursuant to MCA Circulars, physical attendance of the members has been dispensed with and accordingly, the facility to appoint proxy will not be available for this AGM. Hence the proxy form, attendance slip and Route map are not annexed to this Notice.

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

8. In case of joint holders, the member whose name appears as the first holder in the Register of members of the Company shall be entitled to vote at the Annual General Meeting.
9. In accordance with the aforesaid MCA Circular dated December 28, 2022 and SEBI circular dated January 05, 2023, the Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company /RTA/ Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website at <https://www.robusthotels.in/#>, the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com); NSE at [www.nseindia.com](http://www.nseindia.com). & website of CDSL at [www.cdslindia.com](http://www.cdslindia.com)
10. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act") concerning the Special business in the notice in respect of Item No. 3, 4 &5 is annexed hereto and forms part of this notice. The profile of the directors seeking appointment/re-appointment, as required in terms of Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith.
11. Details pursuant to Secretarial Standard on General Meetings (SS 2) issued by The Institute of Company Secretaries of India in respect of Directors seeking appointment / re-appointment at the Annual General Meeting are annexed for Item No. 3,4 & 5 of the Notice.
12. The Register of Members and the Share Transfer Books of the Company shall remain closed from 06th September, 2023 to 12th September, 2023 (both days inclusive).
13. In case of shares held in Electronic form, members are requested to notify any change in address, e-mail id, bank details, etc. to the concerned Depository Participant, quoting their ID No. and in case of shares held in physical form, members are requested to intimate such change to the Registrar and Transfer Agent, Viz. M/s Integrated Registry Management Services Private Limited, 2nd Floor, Kences Towers No.1 Ramakrishna Street, North Usman Road T Nagar, Chennai - 600 017.

## Notice

14. The Company's website is <https://www.robusthotels.in/#> Annual Reports of the Company and other shareholder communications are made available on the Company's website.
15. All the members are requested to intimate their e-mail address to the Company's Registrar and Transfer Agents whose e-mail id is [yuvraj@integratedindia.in](mailto:yuvraj@integratedindia.in) mentioning the Company's name i.e., Robust Hotels Limited so as to enable the Company to send the Annual Report and Accounts, Notices and other documents through Electronic Mode to their e-mail address.
16. Members may please to note that as per the SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, listed companies can issue securities only in dematerialized form while processing any request for Issue of duplicate securities certificate;
17. Shares already held in physical form had been transferred to Unclaimed Suspense Account of the Company and is kept in demat form. In order to claim shares from Unclaimed suspense account, members are advised to share their demat account details and KYC documents with the RTA. On receipt of demat account details and upon verification and validation of the details provided, entitlement of Robust Hotels Limited will be credited to the shareholders demat account  
Members are hereby requested to submit the following documents to RTA on priority:
  - i. Request Letter with duly signed by the shareholder(s)
  - ii. Client Master List duly attested by DP/Shareholder (s)
  - iii. Copy of Pan card self-attested with date
  - iv. Address Proof self-attested with date
  - v. Copy of Share Certificate of Asian Hotels (East) Limited
18. The Register of Directors and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested, maintained u/s 189 of the Companies Act, 2013 and all other documents referred to in the notice and explanatory statement, will be available for inspection electronically by the members during the Meeting through VC/OAVM. Members seeking to inspect such documents are requested to send an email to the Company at [yasothanatarajan@sarafhotels.com](mailto: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 09th September 2023 at 09:00 a.m. IST and ends on 11th September 2023 at 05:00 p.m. IST. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 05th September 2023 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 during the meeting.
- (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.





## Notice

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 demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of Shareholder's	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>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 &amp; 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.</p> <p>If the user is not registered for Easi /Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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 <b>NSDL Depository</b>	<p>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p>

## Notice

Type of Shareholder's	Login Method
	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

### Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.





## Notice

6. If you are a first-time user follow the steps given below:

	<b>For shareholders other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department</p> <ul style="list-style-type: none"> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>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.</li> </ul>

- (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.
- (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](http://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](mailto: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.

## Notice

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address Viz; yasothanatarajan@sarafhotels.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any 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 at the meeting may register themselves as a speaker by sending a request from their registered email id in advance, atleast 7 days prior to meeting, mentioning their name, demat account number/folio number, email id, mobile number to yasothanatarajan@sarafhotels.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number to yasothanatarajan@sarafhotels.com . These queries will be replied to by the company suitably by email or addressed to at the AGM.

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

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.



## Notice

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

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

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no 1800 22 5533.

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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no 1800 22 5533.

## Notice

### Explanatory Statement under Section 102 of the Companies Act, 2013

#### ITEM No 3: To consider the appointment of Mr Mahendran S as Manager of the Company:

The Board approved the appointment of Mr Mahendran S, as Manager pursuant to Section 203, 196 & 197 of Companies Act, 2013 in the meeting held on 09th August, 2023.

Based on the recommendation of the Nomination and Remuneration Committee and considering his expertise in the industry, the Company proposes to appoint him as the Manager in accordance with the Section 196, 197 and 203 of the Companies Act, 2013.

Mr. Mahendran S has 14 years of Experience in Finance Management and is skilled in managing financial assets, developing budgets, financial plans, conducting audits and developing strategies for financial success.

He is also specialized in analyzing and evaluating asset performance, monitoring capital expenditure and ensuring financial performance goals are met.

Mr Mahendran S has consented to and declared as qualified for the appointment as Manager, if made.

None of your Directors or Key Managerial Personnel and their relatives are interested or concerned financial or otherwise in the proposed resolution.

The Board of Directors recommend the passing of the resolution set in item no.3 for approval of members as special resolution.

#### ITEM No 4: To Consider Re-Appointment of Mr. Ramesh Kumar Chokhani (DIN:00582700) as a Non-Executive Independent Director of the Company for a second term:

Mr. Ramesh Kumar Chokhani was appointed as a Non-Executive Independent Director of the Company at the General Meeting of the Company held on 21st September, 2022, for first term of 1 year effective from 21st September, 2022 to 20th September, 2023.

Mr. Ramesh Kumar Chokhani has contributed immensely to the Company. He is a FCA member from the Institute of Chartered Accountants of India. He has 20 years of work experience possessing hands on expertise in key accounting and compliance issues of Indian companies.

The Board of Directors at their meeting held on 09th August, 2023 taking into account the recommendations received from the Nomination & Remuneration Committee, approved the appointment of Mr. Ramesh Kumar Chokhani as a Non-executive Independent Director of the Company for a second term of one year with effect from 21st September, 2023 to 20th September, 2024 and now proposes the same for the approval of shareholders.

Mr. Ramesh Kumar Chokhani shall not be liable to retire by rotation at the Annual General Meeting as provided under Section 152(6) of the Companies Act, 2013 ("the Act"). He continues to fulfil the conditions for re-appointment as an Independent Director as specified in the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

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

## Notice

Accordingly, the Board of Directors recommends the resolution set forth in Item No. 4 for approval of members as Special Resolution. None of the Directors and Key Managerial Personnel or their relatives, except Mr. Ramesh Kumar Chokhani, to whom the resolution relates, is interested or concerned in this resolution, except to the extent of the Shareholding, if any.

**ITEM NO: 5 To Consider Re-Appointment of Mr. Ajaykumar Ramnayan Vishwakarma (DIN: 06991167) as a Non-Executive Independent Director of the Company for a second term:**

Mr. Ajaykumar Ramnayan Vishwakarma was appointed as a Non-executive Independent Director of the Company at the General Meeting of the Company held on 21st September, 2022, for first term of 1 year effective from 21st September, 2022 to 20th September, 2023.

Mr. Ajaykumar Ramnayan Vishwakarma has contributed immensely to the Company. He is an M.com & MBA Graduate and FCS member from the Institute of Company Secretaries of India. He has 11 years of work experience possessing hands on expertise in key accounting and compliance issues of Indian companies.

The Board of Directors at their meeting held on 09th August, 2023 taking into account the recommendations received from the Nomination & Remuneration Committee, approved the appointment of Mr. Ajaykumar Ramnayan Vishwakarma as a Non-Executive Independent Director of the Company for a second term of one year with effect from 21st September, 2023 to 20th September, 2024, and now proposes the same for the approval of shareholders.

Mr. Ajaykumar Ramnayan Vishwakarma shall not be liable to retire by rotation at the Annual General Meeting as provided under Section 152(6) of the Companies Act, 2013 ("the Act"). He continues to fulfil the conditions for re-appointment as an Independent Director as specified in the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Mr. Ajaykumar Ramnayan Vishwakarma has consented to and declared as qualified for the appointment as an Independent Director, if made.

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

Accordingly, the Board of Directors recommends the resolution set forth in Item No. 5 for approval of members as Special Resolution. None of the Directors and Key Managerial Personnel or their relatives, except Mr. Ajaykumar Ramnayan Vishwakarma, to whom the resolution relates, is interested or concerned in this resolution, except to the extent of the Shareholding, if any.

## Notice

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

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

#### Item No.3: Appointment of Mr. Mahendran S as Manager

Name	Mr Mahendren S
Type	Manager – Appointment
Age & Date of Birth	37 years, 30.07.1986
Date of Appointment	09.08.2023
Qualification	MBA, Financial management
Number of Equity Shares held	-
Expertise in specific functional area	Asset management
List of other companies in which he is a director	NA
Chairman/Member of the Committees of Board of Directors	NA
Membership/ Chairmanships of committees of other public companies (Includes only Audit committee and Stakeholders Relationship committee)	NA
No. of board meetings attended during the year	NA
Relationship with Directors inter-se	NA

#### Item No. 4: Re-appointment of Mr. Ramesh Kumar Chokhani as a Non-Executive Independent Director

Name	Mr. Ramesh Kumar Chokhani
Type	Independent Director – Re-appointment
Age & Date of Birth	48 years - 05/01/1975
Date of Appointment	09/08/2023
Qualification	Chartered Accountant, ICAI
Number of Equity Shares held	-
Expertise in specific functional area	Finance
List of other listed companies in which he is a director and resigned in the past three years	-
Chairman/Member of the Committees of Board of Directors	One (1) - Audit Committee - Member
Membership/ Chairmanships of committees of other public companies (Includes only Audit committee and Stakeholders Relationship committee)	-
No. of board meetings attended during the year	2
Relationship with Directors inter-se	NA



## Notice

### Item No.5: Re-appointment of Mr. Ajaykumar Ramnayan Vishwakarma as a Non-Executive Independent Director

Name	Mr. Ajaykumar Ramnayan Vishwakarma
Type	Independent Director – Re-appointment
Age & Date of Birth	33 years - 07/06/1990
Date of Appointment	09/08/2023
Qualification	Company Secretary, ICSI
Number of Equity Shares held	-
Expertise in specific functional area	Corporate Laws
List of other listed companies in which he is a director and resigned in the past three years	-
Chairman/Member of the Committees of Board of Directors	One (1) – Nomination and remuneration Committee - member
Membership/ Chairmanships of committees of other public companies (Includes only Audit committee and Stakeholders Relationship committee)	-
No. of board meetings attended during the year	1
Relationship with Directors inter-se	NA

**EVSN : 230817013**

#### 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 favour or against, if any, to the Chairman or person authorized by the Chairman in writing for counter signature.
- iii. The Results shall be declared either by the Chairman or by an authorized person of the Chairman and the resolution will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour 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.