

**ROBUST HOTELS LIMITED**  
**CODE OF CONDUCT FOR BOARD OF DIRECTORS AND SENIOR**  
**MANAGEMENT**

**INTRODUCTION**

Regulation 17(5) of the SEBI (Listing Obligations and Requirements) Regulations, 2015 (hereinafter referred to as “the Listing Regulations”) requires that the Board of Directors shall lay down a Code of Conduct for all Board Members and Senior Management of the Company. This Code of Conduct shall be called “The Code of Conduct for Board Members and Senior Management Personnel” of Robust Hotels Limited (hereinafter referred to as “the Company”). This Code shall also be treated as Code of Business Ethics for the purpose of Schedule IV of the Companies Act, 2013. This Code of Conduct shall be posted on the website of the Company.

**APPLICABILITY**

This Code of Conduct is applicable to Directors on the Board of Robust Hotels Limited (the Company) and to the Senior Management personnel of the Company.

**CODE OF CONDUCT**

The duties, responsibilities and obligations of Directors and Senior Management personnel are given below:

- a. A Director shall not take Memberships of more than such number of committees or act as Chairman of more than such number of committees across all companies where he is a director as prescribed under applicable law or provisions of the Listing Regulations. Every Director shall inform the Board of all such Committee Memberships at the beginning of each financial year and also of every change as and when they take place.
- b. The Directors and Senior Management personnel shall inform their equity holding in the company and any changes that may take place from time to time and shall not indulge in any trading of the shares of the company which would come within the purview of the Company's Code of Conduct for Prevention of Insider Trading and the Security and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- c. In case of any agreement or contract which is or shall be entered into by and between two corporate entities, in which a Director is interested, the said Director shall forthwith draw the attention of the Board about the fact and shall not participate in the deliberations nor vote on the resolution relating to the same.
- d. A Director shall comply with Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time.
- e. A Director should conduct himself/herself in such a way that he/she does not incur any disqualification under provisions of the Companies Act, 2013.

- f. The Directors shall ensure that the financial statements and reporting, made on behalf of the Company, do not contain any untrue statement or omit any material fact or content that might be misleading and shall strive to present a true and fair view of the company's affairs in compliance with the prevailing Accounting Standards, applicable laws and regulations.
- g. The Directors shall duly and fairly inform the shareholders all relevant aspects about the company's business and disclose such information as may be required, from time to time, in accordance with the applicable rules and regulations.
- h. The Directors should disclose the nature of their interest or concern in any material transaction made or proposed to be made on behalf of the Company as and when the Company is contemplating to transact any business with any such person. In such situations, the concerned Director is expected, besides disclosure, to abstain from any discussion or deliberations of Board meeting and Board committee meeting as the case may be. A General Notice given to the Company Secretary disclosing the list of persons referred to in Section 184 of the Companies Act 2013 is to be regarded as adequate Notice that such Director is concerned or interested in any transaction, which may, after date of the notice, be entered into with that person(s) and shall be deemed to be sufficient disclosure of his/her concern or interest in relation to any transaction. Such notice shall be made annually and shall be submitted to the Board in the first meeting of each financial year. Any change in the list of persons referred above shall be intimated in writing forthwith to the Company Secretary.
- i. The Senior Management personnel should disclose the nature of their interest or concern in any material transaction made or proposed to be made on behalf of the Company as and when the Company is contemplating to transact any business with any such person.
- j. A Director along with other Directors, has to act collectively at Board/Board Committee meetings to ensure that all important matters are brought up for discussions, the deliberations are open and transparent and the decisions are objective and taken always with the best interests of the Company in mind.
- k. Directors and senior management personnel should make sure that the Company at all times complies with statutes, rules and regulations in letter and spirit.
- l. Directors are responsible to ensure that that the report and recommendations of Audit Committee and Shareholders' /Investors' Grievance Committee receive due consideration.
- m. Directors and the Senior Management team shall conduct the Company's business in an efficient and transparent manner and in meeting their obligations to shareholders and other stakeholders.
- n. Directors and the Senior Management team shall pursue corporate objectives to sustain the competitive edge of the company and not be involved in any activity that would have any adverse effect on the objectives of the company or national interest.

- o. Directors and the Senior Management team shall be committed to enhance the shareholders' worth/value and shall strictly comply with all regulations and laws that govern shareholders' rights.
- p. Directors and the Senior Management team shall not engage in any activity or enter into any pecuniary relationship that might result in conflict of interest, either directly or indirectly.
- q. Directors and the Senior Management team shall not derive any personal benefit by influencing any decision relating to any transaction or involve in any dealing with the company's promoters, its management or its subsidiaries, suppliers, shareholders and other stakeholders which may affect the independence of the said Director or senior management team member.
- r. Directors and the Senior Management team in the course of their dealings with the Company may gain access to confidential information and hence must maintain absolute secrecy and should not part with such information except with the Board of Directors or as required by law.
- s. Directors and the Senior Management team should practice the highest standards of personal ethics, integrity and discipline in dealings with the Company and should not derive any undue personal benefit or advantage by virtue of his/her position or relationship with the Company.

**Duties of Independent Directors as per Section 149 of the Companies Act, 2013 read with the Listing Regulations**

The Independent Directors shall;

- (1) Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;

- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

#### **Compliance with the Code**

The Board is responsible to ensure compliance with the Code of Conduct and take necessary steps in the event of default.

#### **Waiver and amendments to the Code**

This Code is subject to the modifications and no amendment/waiver of any provision of the code is possible unless approved in writing by the Board of Directors of the Company. This Code is in addition to and not in derogation with any Act, Law, rules and regulations that governs the conduct of Board Directors.

It is obligatory on the part of every Director and Senior Management team Member to make an annual disclosure under this Code affirming their adherence to the Code on annual basis in the format appended.

**Annual Compliance Report**

**ROBUST HOTELS LIMITED**  
**CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT**

To,  
The Company Secretary  
Robust Hotels Limited  
365, Anna Salai, Teynampet,  
Chennai- 600018

Dear Sir/Madam,

I, ..... do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT of the Company during the financial year ended 20\_\_\_ and I am not aware of nor I am a party to any non-compliance with the said Code.

Signature:.....  
Name: .....  
Designation: .....  
Date: .....  
Place: .....