

**COMPANY LIMITED BY SHARES  
THE COMPANIES ACT, 1956**

**\*MEMORANDUM OF ASSOCIATION  
OF  
ROBUST HOTELS LIMITED**

\*The Memorandum of Association of the Company has been amended w.e.f 21.09.2022 being the effective and appointed date 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 and Robust Hotels Private Limited (“the Scheme”) sanctioned by the National Company Law Tribunal Kolkata and Chennai Benches vide their certified order copy dated 05<sup>th</sup> September, 2022 & 24<sup>th</sup> January, 2022 respectively.

- I. The Name of the Company is **ROBUST HOTELS LIMITED.**
- II. The Registered office of the Company will be situated in the State of Tamil Nadu  
The Objects for which the Company is established are:
- III.
- A. **MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE**
  - 1. To construct, build, erect, acquire, purchase, establish, administrate, manage, run or in any manner and in all respects deal in hotels and lodging houses of every kind and description, including all conveniences, amenities and facilities relating or adjunct thereto and to carry on the business of hotel, restaurant, refreshment rooms, beauty parlor, souvenir shop, cafe, coffeepubs, roadhouse, motel, holiday camp, holiday resorts, Country clubs, caravan site, and apartment house keepers, entertainment malls, multiplexes and to let out on contract conference halls, Dancing halls, Marriage halls, convention centers.
  - 2. To carry on the business as proprietors of restaurants, hotel refreshment and tea rooms, cafes and milk and snack bars, tavern, beer house and lodging-house keepers, licensed victualer, wine, beer and spirit merchants, brewers, malsters, distillers, importers and manufacturers of aerated, mineral and artificial waters and other drinks, and as caterers and as contractors in all their respective branches and to buy, sell, import, export, and produce or deal/trade in groceries, confectionaries, food products, wines, spirits, and beverages of all kinds.
  - 3. To promote and develop tourism and develop sports and other allied activities specially to cater to the taste of foreign national and to act as business consultants and advisors for technical, engineering, marketing, financing and management assignments in relation to hospitality industry for tourists both for residents and foreign nationals.
  - 4. To deal with or to act as an investor by the way of acquiring, holding, selling, buying, transferring, subscribing to any shares, bonds, stocks, debentures or any other securities, of any kind, issued by or guaranteed by any government, public body, incorporated entity, authority, state, sovereign, commissioners, trust, provincial, municipal body or otherwise, whether in India or elsewhere, or units issued by mutual fund, and to act as guarantors, financiers, underwriters, and to lend money or deal with money, either with or without interest to such individuals, firms, body corporates, and institutions and upon such terms and conditions as the Company may deem expedient but not amounting to banking business as defined under the Banking Regulations Act, 1949

**B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE ABOVE MAIN OBJECTS ARE**

1. To purchase, own, install and operate and maintain machinery and equipment capable of being used in the course of such business as aforesaid.
2. To enter into Partnership or any arrangement for sharing profit, union or interests or co-operatives to assist or subsidize any person or Company carrying on or proposing to carry on any business within the objects of the company or capable of being conducted so as directly or indirectly to benefit this company, and to acquire, hold and deal in shares and securities of any such Company.
3. To enter into any agreement or agreements with any foreign person, Companies, Corporations, firms, associations for technical or commercial help and collaboration and to do all such things and are necessary for attainment of the objects in the interest of the Company.
4. To depute Directors, employees of the Company and any other person or persons to proceed abroad or to other parts of India to acquaint themselves with the latest trends and developments in the areas where the Company is involved or would like to be involved or for promoting the interests of the Company in any manner and to pay all the expenses incurred in this connection.
5. To acquire, purchase, or take on lease as a going concern or otherwise all or any part of the business of any Company, firm, or person carrying on any business, properties, assets and liabilities of any person(s) or Company or corporation and carrying on the aforesaid business or any business similar or allied to any of the business aforesaid or capable of being carried on conveniently by the Company for such consideration and on such terms and conditions as may be thought desirable.
6. To purchase, take on lease or otherwise acquire lands, buildings, warehouses, godowns and other storage places for the purpose of carrying on the business of the Company.
7. To build, make, construct, maintain, improve or alter any building as may be necessary or convenient for the activities of the Company.
8. To sell, improve, manage, let, lease, rent, develop, dispose of, exchange, mortgage, turn into account or otherwise deal with the whole or any portion of the properties, rights and other assets of the Company.
9. To enter into partnership, union of interest, or any agreement for sharing profits, reciprocal concessions, amalgamations or co-operations with any person or persons, corporation or company, to carry on or to engage in any business or transactions which the Company is authorised to carry on or engage in or any business and to take over or otherwise assist any such Company and to sell, hold, re-issue with or without guarantee or otherwise deal with such shares or securities and to form, constitute or promote any other Company or Companies for the purpose of acquiring all or any of the property rights and liabilities.
10. Subject to the provisions of the Act, to amalgamate with any company or companies having objects altogether or not similar to those of this Company.
11. To negotiate and enter into any agreement/s with the Governments, Central or State or foreign, Government undertakings, any other authorities, local or otherwise, or other persons or firms or associations or Companies in any part of the world that may seem conducive to the Company's objects or any of them and to obtain from them any rights, powers, privileges, licenses, grants or concessions which the Company may think desirable to obtain or to carry out and/or exercise and/or comply with any such arrangements, rights, privileges and concessions.
12. To take or otherwise acquire and hold, sell/exchange, mortgage, charge or otherwise deal with shares or stock of any other Company, whether in India or abroad, having objects altogether

or in part similar to those of this Company or otherwise such as may be likely either directly or indirectly to benefit this Company.

13. To pay out of the Company's funds, the costs and expenses incurred in connection with all matters preliminary and incidental to the formation, promotion and incorporation of this Company and the costs and expenses incurred in connection with all matters, preliminary and incidental to the formation and incorporation of any Company which may be promoted by this Company for any of its objects.
14. To select and appoint personnel and professionals at all levels to work for or advise the Company and remunerate them by way of wages, salary, fees and perquisites, as may be relevant besides, where applicable, granting allowances, bonuses, commissions, pensions, gratuities and other terminal benefits including the establishment of a provident fund, whether they be directors, officers, employees, workers, lawyers, auditors, consultants, advisers or dependents of the above and such other persons as may be thought desirable.
15. To borrow or raise money and secure the payment of money in such manner as the Company shall think fit and particularly by the issue of debentures (perpetual or otherwise) charged upon all or any of the Company's property both present and future including the uncalled capital and to purchase, redeem or pay off any such securities and also to receive money on deposit and/or on loan(s) as the Company may approve.
16. To invest and deal with the money of the Company not immediately required in such manner as may from time to time, be determined and to deposit the funds of the Company with any bank, firm, institution, post office, individuals, association of persons, either in India or abroad, subject to prevailing Government regulations, on such terms and conditions as may be fit and expedient in the interest of the Company.
17. To open and operate bank account(s), to draw, make, accept, endorse, discount, issue, negotiate, assign and otherwise deal with cheques, drafts, promissory notes, bills of exchange, bills of lading, railway and lorry receipts and all other negotiable and transferable instruments, through such bank accounts.
18. To arrange for the Company to be or recognised in any place outside India.
19. To open/set up branch office(s) overseas in order to carry on the Company business.
20. To safeguard and develop the activities of the Company and in joining the membership of such associations and organizations, if already existing.
21. To subscribe or donate or contribute to charitable, benevolent, religious, cultural, educational, scientific, national or other institutions subject to the provisions of the Companies Act, 1956.
22. To register trade names, brand names, trade marks and also permit their uses to such persons, firms, companies or corporations which adhere to such terms and conditions as laid down by the Company by making such rules and regulations as are necessary from time to time in that regard.
23. To insure any of the properties, assets, undertakings, contracts, guarantees or obligations of the Company of every nature and kind, in any manner whatsoever and, if necessary, and permissible with foreign insurers against all kinds of risks to the Company.
24. To sub-let all or any contracts from time to time and upon such terms and conditions as may be thought **expedient**.
25. To act as agents or brokers for any person or company and to undertake and perform sub-contracts and to do all or part of the above things in any part of the world and either as principals, agents, contractors, or otherwise and either alone or jointly with others, sub-contractors or otherwise.

26. Subject to the provisions of the Act, to amalgamate or collaborate with local or foreign companies with or without capital participation, or enter into franchise agreement with any local or foreign company, or enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concessions or otherwise with any person or company in India or abroad carrying on or engaged in or about to carry on or engaged in any business transaction which the company is authorised to carry on, and to lend money to or guarantee the contract or otherwise assist any person or company, take or otherwise acquire shares and securities of any such company and to sell, hold, reissue with or without guarantee or otherwise deal with the same.
27. To agree to refer to arbitration and to refer to arbitration disputes, present or future, between the company and any other company, firm or individual and to submit the same to an arbitrator in India or abroad and either in accordance with Indian or any other foreign system of law.
28. To make advances for the purchase of materials, goods, stores and other articles required for the purpose of the Company.
29. To do all things which in the normal course are necessary for the company to attain the objects of the Company.

**C. OTHER OBJECTS NOT INCLUDED IN A & B ABOVE ARE**

1. To offer and undertake professional services in the areas of Management and computer information technology, in India and abroad, including Consultancy, recruitment training, information processing and other allied services.
2. To engage in research and development activities relating to Management, Computer and Information technology areas and to carry on the business of electronic data processing, transcription and to establish, run and maintain call centers.
3. Subject to registration with Reserve Bank of India under Non-Banking Financial regulations as amended from time to time, to carry on and undertake business as financiers and capitalists to finance operations of all kinds such as managing, purchasing, selling, hiring, letter on hire and dealing in all kinds of movable and immovable property including goods, chattel, automobiles, computer, lands, bullion, stocks, shares, Government bonds and aid counsel, assist, obtain and give information as to methods practices for industrial growth in general and to conduct research and assist in conducting research to achieve the above.
4. To Carry on Business in the areas of Multimedia, Animation, Graphics, Computer Software, Films, Movies, Cartoons, Advertising, Video and Electronic Games, Film Special Effects, Cartoon Development of Production, publication, distribution, Hosting, Marketing of consent and software for the above, Training, Education placement services in the above areas.
5. To carry on the business, in and through all types of public and private computer and information subscriber and open Network services, such as and through Internet services, Intranet services, web Designing, web Access, web Hosting, promotion and carry on the activities through dot com companies, business of E-commerce Virtual Private Network, Global Roaming, Managed Firewall Services, other web related services, Electronic Banking related services, point of sale services, ATM networking services, electronic data interchange services, e-commerce and related services, digital certification services, data warehousing, data mining, analytical, consultancy and advisory services related thereto.
6. To carry on the business of software development for use in all fields including medical, home, educational, entertainment and to develop data and software security tools and in general to act as information technology consultants and to engage in research and development in the information technology field.
7. To buy, develop, build, re-build, pull down, erect, enlarge, purchase, own contract, take on lease or license, or hire or hire purchase including sub-lease, sub-license, sub-hire and realize,

rent, license fees, charges for hire purchase including sub-letting, sub-license fees, sub-hire charges and other charges, hold, exchange, improve, alter, repair, replace, acquire, divide, consolidate, decorate, furnish, sell, mortgage and otherwise dispose off, deal in real estates, render consultation, build/develop buildings, houses, flats, petrol bunkers, offices, factories, educational and technical institutions, information technology parks, techno parks, software parks, hi-tech city, multi storied buildings, ports, roads, dams, bridges, tanks, causeways irrigation canals, barrages etc including multi-storied flats, apartments, bungalows, holiday resorts, time sharing resorts, townships, entertainment malls, multiplexes, shopping complexes, decorators, merchants, farm house or any other estate or immovable property and to carry on all or any of the business of builders, contractors/sub-contractors, or developers, including supply of materials, consumables, plant, equipment, manpower necessary for its execution, dealers in stone, sand, cement bricks, timbers, iron and steel hardware's and other building requisites.

8. To undertake and execute all jobs emanating out of business process outsourcing for clients in India and/or abroad for their customer acquisition program, customer support program, technical help desk program and other IT enabled services, range of services to be covered in this include but not limited to all aspects of call center activities , back office operations, business intelligence, infrastructure management, accounting management, legal document management, management of compensation benefits, data entry and encryption, all aspects of health care management, all aspects of insurance and all other related businesses for clients within and outside India.
9. To carry on the business of establishing, running and maintenance of contact Center in India and elsewhere in any place in the world either on its own accord or in partnership with other constituents, in the business within India or outside, financial institutions, Investment bankers and others.
10. To provide consultancy services and to develop total solutions for computer-oriented problems involving hardware, software interfaces and techniques and to provide computing facility to computerize applications to users.
11. To carry on the business of recruitment agents and consultants in the field of manpower recruitment including recruitment of executive / managerial staff, clerical staff and workers both skilled and unskilled for employment within our country as well as for overseas employment.

IV. The Liability of the members is Limited.

V. The Authorized Share Capital of the Company is **Rs. 225,00,00,000** (Rupees Two Hundred Twenty Five Crores only) divided into **22,50,00,000** (Twenty Two Crores Fifty Lakhs only) **Equity shares** of Rs. 10 (Rupees 10 only) each amounting to **Rs. 225,00,00,000** (Rupees Two Hundred and Twenty Five Crores only) with the rights, privileges and conditions attaching thereto with power to vary, modify or abrogate such rights privileges and conditions as may be provided by the Articles of Association of the Company for the time being. The Company has power to increase and to reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to vary, modify rights, classify or reclassify the shares and privileges attached thereto.

*(Amended vide resolution passed by the shareholders at the Extra-ordinary General meeting held on 06.03.2017)*

*(Further amended vide order of Hon'ble NCLT Bench, Chennai dated 24.06.2019)*

- VI. We, the several persons whose names and addresses are subscribed below are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Capital of this Company set opposite to our respective names.

S.No	Signature, Name, Father/Husband name, Address, Occupation & PAN number of the Subscriber	No of Equity Shares Subscribed By Subscribers	Signature of Witness with Name, Father/Husband name, Address, & Occupation
1	Sd/- A. SRINIVASAN S/o. LATE. A. N. RAGHAVAN, 5, BHETHEL, CHEDDA NAGAR, MUMBAI — 400 089. SERVICE PAN NO: AASPS2550B	5000 Shares (FIVE THOUSAND ONLY)	Signed before me in my presence by both the subscribers at Mumbai.  I.B.HARIKRISHNA, S/o. I.B. RAO, NO. 10, RAJA ANNAMALAI ROAD, CHENNAI — 600 084. COMPANY SECRETARY C.P. NO: 5302
2.	Sd/- AMIT SARAF, S/o. OM PRAKASH SARAF, 303 A, SATELLITE GARDENS, 261, GEN, AK VAIDYAMARG, GOREGAON(E), MUMBAI — 400 063. SERVICE, PAN NO: AGOPS2141N	5000 Shares (FIVE THOUSAND ONLY)	
	<b>TOTAL</b>	10000 (TEN THOUSAND EQUITY SHARES ONLY)	

Place : MUMBAI  
Date : 18.01.2007