

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

06th February, 2024

To,

The Manager Listing Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 Type of Security: Equity shares Scrip Code : 543901	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 NSE Symbol : RHL
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Dear Sir/Madam,

Sub: Submission of voting results along with the Scrutinizer's report of the Extra-Ordinary General Meeting of the Company held on 02nd February, 2024

We are enclosing herewith the voting results of the Extra-Ordinary General Meeting of the Company held on 02nd February, 2024 as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Consolidated report of the Scrutinizer dated 05.02.2024.

Kindly take the above on record.

Thanking You

With regards,

For Robust Hotels Limited

Yasotha Benazir N
Company Secretary



ROBUST HOTELS LIMITED
CIN-L55101TN2007PLC062085

Registered office: 365, Anna Salai, Teynampet, Chennai - 600018
Tel: +91 44 6100 1256 Email: Info_rhl@sarahotels.com

Details of Voting Results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

S.No.	Particulars	Details
1	Date of Extra-Ordinary General Meeting	02.02.2024
2	Total Number of shareholders on cut-off date i.e. 12th December, 2023	8917
3	No. of Shareholders present in the meeting either in person or through proxy or through authorised representative:	Not Applicable
	Promoters and Promoter Group	
	Public	
4	No. of Shareholders attended the meeting through video conferencing:	48
	Promoters and Promoter Group	1
	Public	47

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Item No. 1

To obtain approval to advance any loan/give guarantee/provide security under Section 185 of the Companies Act, 2013

Resolution required: (Ordinary/Special)								Special Resolution
Whether Promoter/promoter group are interested in the agenda/resolution:								No
Category	Mode of Voting	No of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes - In favour	No. of votes - Against	% of votes In favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/(1))*100	[4]	[5]	[6]=([4]/(2))*100	[7]=([5]/(2))*100
Promoter and Promoter group	E-Voting	11349179	11349179	100	11349179	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		11349179	100	11349179	0	100	0
Public-Institutions	E-Voting	68119	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public - Non Institutions	E-Voting	5874398	1260371	21.46	1260253	118	99.99	0.01
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1260371	21.46	1260253	118	99.99	0.01
Total		17291696	12609550	72.92	12609432	118	99.999	0.0009

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter group	11349179
Public institutions	0
Public non-Institutions	189366

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Item No. 2

To Approve material Related Party Transactions under Regulation 23 of SEBI (LODR) Regulations, 2015

Resolution required: (Ordinary/Special)								Ordinary Resolution
Whether Promoter/promoter group are Interested In the agenda/resolution:								yes
Category	Mode of Voting	No of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes - In favour	No. of votes - Against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1]*100]	[4]	[5]	[6]=([4]/[2]*100]	[7]=([5]/[2]*100]
Promoter and Promoter group	E-Voting	11349179	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		0	0	0	0	0	
Public-Institutions	E-Voting	68119	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		0	0	0	0	0	
Public - others	E-Voting	5874398	1071005	18.23	1070887	118	99.99	0.01
	Poll		0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	
	Total		1071005	18.23	1070887	118	99.99	0.01
Total		17291696	1071005	6.19	1070887	118	99.99	0.01

Details of Invalid votes	
Category	No. of votes
Promoter and promoter group	0
Public institutions	0
Public non-institutions	0

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REPORT OF SCRUTINIZER (E-VOTING)

[Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman of the Extra-Ordinary General Meeting,
Robust Hotels Limited,
CIN: L55101TN2007PLC062085
365, Anna Salai, Teynampet, Chennai TN 600018 IN

Dear Sir,

Sub: Report of Scrutinizer on Remote e-voting and e-voting conducted at the Extra-Ordinary General Meeting (EGM) held on Friday, the 02nd day of February 2024 through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM").

I, V. Mahesh, Practicing Company Secretary of V. Mahesh & Associates, has been appointed by the Board of Directors of M/s. Robust Hotels Limited as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read along with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The management of the Company is responsible to ensure Compliance with the requirements of the Companies Act, 2013, Rules and Circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India relating to voting through electronic means on the resolutions contained in the notice. My responsibility as a Scrutinizer for the e-voting process is restricted to providing the Scrutinizer's report pertaining to the votes casted "in favour" or "against" the resolutions stated in the notice of the EGM, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the Authorized Agency to provide e-voting facilities, engaged by the Company.




Further to the above, I submit my report as under:

1. The Extra-Ordinary General Meeting ("EGM") was convened through VC/OAVM without the physical presence of the Members in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The Members of the Company as on the "Cut-off date/Record date" i.e 26th January, 2024 were entitled to vote on resolutions as set out in the notice of EGM.
3. The remote e-voting period was kept open from 29th January, 2024 at 09.00 A.M (IST) till 01st February, 2024 at 05.00 P.M. (IST).
4. The Members of the Company who couldn't cast their vote through remote e-voting prior to the EGM were given an option to cast their vote during the meeting and the remote e-voting was closed at 04:45 PM (IST).
5. E-voting was unblocked after completion of voting process i.e. on Friday, 02nd February, 2024 in the presence of 2 witnesses, who are not in employment of the Company and who have appended their signature as witnesses thereto hereunder:

Witness No. 1

N. Arunachalam
[N. Arunachalam]

Witness No. 2

R. Gowtham
[R. GOWTHAM]

6. Thereafter, the details containing the list of Equity Shareholders, who voted "for" or "against" each of the resolutions were generated from the website of the E-Voting agency (CDSL) <https://www.evotingindia.com> and based on the information generated, the result of the e-voting are as under.



SPECIAL BUSINESS & SPECIAL RESOLUTION**Item No.1:- TO OBTAIN APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013:**

“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 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.”




Voted in favor of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
65	1070887	99.99%

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
4	118	0.01%

Invalid Votes:

Number of Members whose votes were declared invalid	Total Number of votes cast by them
6	11538545

***The Related parties have inadvertently casted their votes to the Special Resolution set out in item no. 1, hence the votes casted by them are taken as invalid.



SPECIAL BUSINESS & ORDINARY RESOLUTION**Item No: 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:

“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 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.”




Voted in favor of the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
65	1070887	99.99 %

Voted against the resolution:

Number of Members voted	Number of Votes cast by them	% of total number of valid votes cast
4	118	0.01%

Invalid Votes:

Number of Members whose votes were declared invalid	Total Number of votes cast by them
	Nil

**For V. Mahesh & Associates**

V. Mahesh
Practicing Company Secretary
M.No:F4162
CP No: 2473
UDIN: F004162E003372494
Peer Review Cert.No: 2107/2022

Date : 05-02-2024
Place : Chennai