

# 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

30<sup>th</sup> May 2025

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001	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 <b>Scrip Code : 543901</b>	Type of Security: Equity shares <b>NSE Symbol : RHL</b>

Dear Sir/Madam,

**Sub:** Submission of Annual Secretarial Compliance Report for the financial year ended 31<sup>st</sup> March, 2025.

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Secretarial Compliance Report of the Company for the financial year ended 31<sup>st</sup> March, 2025.

Kindly take the above on record.

Thanking You

With regards,

**For Robust Hotels Limited**

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



V. MAHESH & ASSOCIATES

#555, Level 8, 'B' Wing,  
Capitale Towers, Anna Salai,

Teynampet, Chennai 600018

E-Mail ID: [chennaiho@vmacs.co.in](mailto:chennaiho@vmacs.co.in)

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**ANNUAL SECRETARIAL COMPLIANCE REPORT OF M/S. ROBUST HOTELS LIMITED  
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025**

*(Pursuant to Regulation 24A (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

We, **V Mahesh & Associates**, have examined:

- (a) all the documents and records made available to us and explanation provided by **M/s. Robust Hotels Limited ("the listed entity")**,
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report for the year ended **March 31, 2025 ("Review Period")** in respect of compliance with the provisions of:
  - a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and
  - b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The Specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not Applicable to the listed entity during the review period**);





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- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 **(Not Applicable to the listed entity during the review period)**;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not Applicable to the listed entity during the review period)**;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not Applicable to the listed entity during the review period)**;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not Applicable to the listed entity during the review period)**;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and circulars / guidelines issued thereunder.

**(a) (\*\*) The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:**

Sl. No	Compliance Requirement (Regulations/Circulars/Guidelines included)	Regulations/Circular No.	Deviation	Action taken by	Type of Action	Details of violation	Fine amount	Observations/Remarks of the PCS	Management Response	Remarks



	ding specif ic claus e)								
1.	Sub sectio n 6 of sectio n 149 of the Comp anies Act, 2013	149( 6) of the Comp anies Act, 2013	Technical non- compliance with respect to the minimum number of Independent Directors	PCS	Clarifica tion	Technical non- compliance with respect to the minimum number of Independent Directors	NA	Reappointment of the Independent Director Ms. Rita Bhimani was undertaken following the conclusion of their previous tenure	<i>The re- appointment of Mrs. Rita Bhimani as Non- Executive Independent Director with effect from 13.01.2025 for a period of 4 years (second term) was approved by shareholders via Postal Ballot remote e-voting on 14.05.2025.</i>
2.	SEBI circul ar dated 9 <sup>th</sup> Septe mber, 2015 (CIR/ CFD/ CMD/ 4/201 5)	SEBI circul ar dated 9 <sup>th</sup> Septe mber, 2015 (CIR/ CFD/ CMD/ 4/20 15)	Appointment of secretarial Auditor not disclosed to the Stock Exchanges	PCS	Clarifica tion	Appointm ent of secretaria l Auditor not disclosed to the Stock Exchange s	NA	During the review period, while the notice regarding the appointment of the Secretarial Auditor was intimated to the Stock Exchanges, the formal disclosure of the appointment was not made as part of the regular communication process. The management has contended that such disclosure is recommendatory in nature and not mandated under the applicable statutory provisions. It is further noted that the appointment has been disclosed in the Annual Report, which is available on both the Stock	<i>The above observation is self explanatory with relevant explanation given to the secretarial auditor. The Company shall disclose the same in future instances.</i>





								Exchange and the Company's website. Additionally, the appointment was duly intimated to the regulatory authorities through the filing of Form MGT-14	
3.	Regulation 17 of LODR and section 149 and 196 of The Companies Act, 2013	NA	Technical non-compliance- Re-appointment of manager not undertaken	PCS	Clarification	Technical non-compliance- Re-appointment of manager not undertaken		During the review period, it is observed that the tenure of the "Manager" appointed by the Company as a KMP, completed on 08.08.2024, though the said person continues to be in employment of the Company. The notice and agenda inter-alia for the re-appointment of Mr S Mahendran as Manager for a period of two years, has been circulated to the Nomination and Remuneration committee and Board of Directors of the Company for the meeting to be held on 27.05.2025.	<i>The notice and agenda inter-alia for the re-appointment of Mr S Mahendran as Manager for a period of two years has been circulated to the Nomination and Remuneration committee and Board of Directors of the Company for the meeting to be held on 27.05.2025.</i>

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sl. No.	Compliance Requirement (Regulations/Circulars/Guidelines including specific clause)	Regulations/Circular No.	Deviations	Action taken	Type of Action Advisor/Clarification/Fine/Show Cause Notice/Warning, etc.	Details of violation	Fine amount	Observations/Remarks of the PCS	Management Response	Remarks



*[Handwritten signature in blue ink]*



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NIL										

We hereby report that, during the Review Period the Compliance Status of the Listed Entity is appended as below:

Sl. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1.	<b>Secretarial Standards:</b> <ul style="list-style-type: none"><li>The Compliances of the Listed Entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.</li></ul>	Yes	-
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li><li>All the policies are in conformity with SEBI Regulations and have been</li></ul>	Yes	-





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	reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI.	Yes	
3.	<b>Maintenance and Disclosures on Website:</b> <ul style="list-style-type: none"><li>The Listed entity is maintaining a functional website</li><li>Timely dissemination of the documents/ information under a separate section on the website</li><li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li></ul>	Yes  Yes  Yes	Regular uploading of the intimation to the Stock Exchanges has been complied with.
4.	<b>Disqualification of Director:</b> <ul style="list-style-type: none"><li>None of the Director(s) of the Company is/are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the listed entity</li></ul>	NA	None of the Directors of the Company were disqualified during the review period.
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> <ul style="list-style-type: none"><li>Identification of material subsidiary companies</li><li>Disclosure requirement of material as well as other subsidiaries</li></ul>	NA  NA	During the review period, the Company did not have any Subsidiary(ies).





6.	<b>Preservation of Documents:</b> <ul style="list-style-type: none"><li>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</li></ul>	Yes	-
7.	<b>Performance Evaluation:</b> <ul style="list-style-type: none"><li>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</li></ul>	Yes	-
8.	<b>Related Party Transactions:</b> <ul style="list-style-type: none"><li>The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</li><li>The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained</li></ul>	Yes  NA	  During the Review Period, there were no such instances
9.	<b>Disclosure of events or information:</b> <ul style="list-style-type: none"><li>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III</li></ul>	Yes	-





	of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder		
10.	<b>Prohibition of Insider Trading:</b> <ul style="list-style-type: none"><li>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</li></ul>	Yes	-
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> <ul style="list-style-type: none"><li>No action(s) has been taken against the listed entity/ its promoters/ directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**)</li></ul>	NA	During the Review Period, there were no such instances.
12.	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b> <ul style="list-style-type: none"><li>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</li></ul>	NA	During the Review Period, there were no such instances.
13.	<b>Additional Non-compliances, if any:</b> <ul style="list-style-type: none"><li>No additional non-compliance</li></ul>	NA	During the Review Period, there were





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	observed for any SEBI regulation/circular/guidance note etc		no such instances.
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*\*Observations/ Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'*

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For V. Mahesh & Associates,  
Company Secretaries,**



**V. Mahesh**

**Practicing Company Secretary**

**M. No.: 4162**

**C.P No. : 2473**

**UDIN: F004162G000410084**

**Peer Review Cer. No: 2107/2022**

**Date : 22-05-2025**

**Place : Chennai**