

**KAMAT HOTELS (INDIA) LIMITED**

CIN: L55101MH1986PLC039307

Regd. Office : 70-C, Nehru Road, Near Santacruz Airport, Vile Parle (East), Mumbai -400 099.

Tel. No. 022 26164000, Website: www.khil.com, Email: cs@khil.com

**Notice**

Notice is hereby given that the Thirty Fifth Annual General Meeting of the members of **Kamat Hotels (India) Limited** will be held on Wednesday, 28<sup>th</sup> September, 2022 at 11.30 a.m. through "Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended on 31<sup>st</sup> March, 2022 and Reports of the Board and Auditors thereon.
2. To consider and if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**:  
"RESOLVED THAT Ms. Vidita V. Kamat (DIN: 03043066), a Director liable to retire by rotation, who retires by rotation and being is eligible, offers herself for re-appointment."
3. 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 Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. N. A. Shah Associates LLP, Chartered Accountants (FRN: 116560W/W100149) be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 40<sup>th</sup> Annual General Meeting of the Company on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take such steps as may be necessary, expedient or desirable to give effect to this resolution."

**SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:  
"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 196, 203 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 ('Act') and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Dr. Vithal V. Kamat (DIN: 00195341) as an Executive Chairman and Managing Director of the Company who shall not be liable to retire by rotation, for a period of 5 years w.e.f. 1st October, 2022 to 30th September, 2027 on the terms specifically approved with powers to the Board of Directors (which term shall be deemed to include any committee thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated) as set out in the annexed Explanatory Statement in respect of Item No. 4 with authority to the Board of Directors to alter, amend, vary and modify the terms and conditions of the said re-appointment from time to time as they deem fit in such manner as prescribed under to the said Act or any statutory amendment(s) and/or modification(s) thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take such steps as may be necessary, expedient or desirable to give effect to this Resolution."

**Registered Office:**

70-C, Nehru Road, Near Santacruz Airport, Vile Parle (East),  
Mumbai - 400 099,  
Maharashtra, India.

**By Order of the Board of Directors  
KAMAT HOTELS (INDIA) LIMITED**

Place: Mumbai  
Date: 19<sup>th</sup> May, 2022

**Hemal Sagalia  
Company Secretary & Compliance Officer**

**NOTES:**

1. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI') allowed the Companies to hold AGM through VC/OAVM, without physical presence of members at the venue vide General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 19/2021 dated 8th December, 2021, General Circular No. 21/2021 dated 14th December, 2021, General Circular No. 02/2021 dated 13th January, 2021 and Circular No.02/2022 dated 5th May, 2022 (collectively referred as 'MCA Circulars') and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 (collectively referred as 'Circulars') respectively. In compliance with the aforesaid Circulars, the AGM of the Company will be held through VC/OAVM.
2. The Company has enabled the Members to participate at the 35<sup>th</sup> AGM through the VC facility provided by Link Intime India Private Limited, Registrar and Share Transfer Agents ('RTA /LIIP'). The instructions for participation by the Members are given in the subsequent paragraphs. Participation at the AGM through VC shall be allowed on a first-come-first-serve basis.
3. In compliance with the aforesaid Circulars, Members attending the 35<sup>th</sup> AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. The Company has provided the facility to Members to exercise their right to vote by electronic means, both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to e-voting that will take place during the 35<sup>th</sup> AGM being held through VC.
5. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting during the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
6. Since the AGM is being held through video conferencing/other audio-visual means, physical attendance of Members has been dispensed with for the 35<sup>th</sup> AGM. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form, Attendance Slip and route map of the AGM venue are not annexed to this Notice. However, a Member may appoint a representative as per applicable provisions of the Companies Act, 2013 to attend and/or vote.
7. The Explanatory Statement pursuant to Section 102 of the Act, in respect of the Business mentioned in Item No. 3 to item No. 4 of the accompanying Notice is annexed hereto.
8. Corporate Members are required to access the link <https://instameet.linkintime.co.in> and upload a certified copy of the Board resolution authorizing their representative to attend the AGM through VC and vote on their behalf.
9. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names shall be entitled to vote.
10. The Register of Directors and Key Managerial Personnel ('KMP') and their shareholding, maintained under Section 170 of the Act and the Register of Contracts and Arrangements, in which the Directors are interested, maintained under Section 189 of the Act, shall be available for inspection during the 35<sup>th</sup> AGM. Members seeking to inspect such documents can send an email to [cs@khil.com](mailto:cs@khil.com).
11. Members are requested to note that the Company's Equity shares are under compulsory DEMAT trading for all class of investors, as per the provisions of SEBI circular dated 29th May, 2000. In view of above, members are advised in their own interest to dematerialize the shares held by them in physical form to avoid inconvenience and avail various benefits of dematerialization.
12. In line with the aforesaid Circulars, the notice of the 35<sup>th</sup> AGM along with the Annual Report 2021-22 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice and Annual Report 2021-22 is also being available on the Company's website at <https://www.khil.com/annual-reports/annual-reports.html> and on the websites of the Stock Exchanges i.e. BSE Limited and The National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively.
13. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 21<sup>st</sup> September, 2022 to Wednesday, 28<sup>th</sup> September, 2022 (both days inclusive) for determining the name of members for the purpose of AGM.
14. E-voting period will start from Sunday, 25<sup>th</sup> September, 2022 at 9:30 a.m. and will end on Tuesday, 27<sup>th</sup> September, 2022 at 5:00 p.m. Members holding shares as at the close of business hours on Tuesday, 20<sup>th</sup> September, 2022 (being 'cut-off date') shall be entitled to vote on the matters provided in this Notice.
15. Members, in the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from the IEPF authority by submitting an online application in e-Form IEPF-5 available on <http://www.iepf.gov.in/> along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a Financial Year as per the IEPF Rules. Pursuant to Rule 5(8) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company on its website at <https://www.khil.com/investors/investors.html> and also on the website of the MCA.
16. Members desirous of obtaining any information on the financials and operations of the Company, are requested to send an email to the Company at least seven working days prior to the date of the AGM, so that the information can be kept ready during the meeting.

17. **Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

**Login method for Individual shareholders holding securities in demat mode is given below:**

1. Individual Shareholders holding securities in demat mode with NSDL

Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> 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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.

After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.

Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form is given below:**

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

**A. User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders/ members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

➤ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

➤ Click "confirm" (Your password is now generated).

3. Click on 'Login' under 'SHARE HOLDER' tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

**Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type  | Helpdesk details   |
|---|--|
| <b>Individual Shareholders holding securities in demat mode with NSDL</b> | 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               |
| <b>Individual Shareholders holding securities in demat mode with CDSL</b> | 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 022- 23058738 or 22- 23058542-43. |

**Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**Helpdesk for Individual Shareholders holding securities in demat mode:**

In case shareholders/members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

| Login Type   | helpdesk details   |
|--|--|
| 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:voting@nsdl.co.in">voting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30               |
| 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 022-23058738 or 22-23058542-43. |

**Helpdesk for Individual Shareholders holding securities in physical mode/Institutional shareholders & e-voting service Provider is LINKINTIME.**

In case shareholders/ members holding securities in physical mode/Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022-4918 6000.

**\*Instructions for attending the AGM through VC:**

I. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

\*Select the "Company" and 'Event Date' and register with your following details:

- i. **Demat Account No. or Folio No:** Enter your 16 digit DEMAT Account No. or Folio No
  - a) Shareholders/members holding shares in **CDSL DEMAT account shall provide 16 Digit Beneficiary ID**
  - b) Shareholders/members holding shares in **NSDL DEMAT account shall provide 8 Character DP ID followed by 8 Digit Client ID**
  - c) Shareholders/members holding shares in **physical form shall provide Folio Number registered with the Company**
- ii. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
- iii. **Mobile No.:** Enter your mobile number.
- iv. **Email ID:** Enter your email id, as recorded with your DP/Company.

\*Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

**Note:** Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/InstaMeet website.

**Instructions for Shareholders/Members to Speak during the Annual General Meeting through InstaMeet:**

- i. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on [cs@khil.com](mailto:cs@khil.com).
- ii. Shareholders will get confirmation on first cum first serve basis depending upon the provision made by the client.
- iii. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
- iv. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
- v. Please remember your speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

**Note:** Shareholders are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking.

**\*Instructions for Shareholders/Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/moderator during the meeting, shareholders/members who have not exercised their vote through the remote e-voting can cast the vote as under:

- 1) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
- 2) Enter your 16-digit DEMAT Account No./Folio No. and OTP (received on the registered mobile number/registered email Id) received during registration for InstaMeet and click on 'Submit'.
- 3) After successful login, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.
- 4) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- 5) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
- 6) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:** Shareholders/Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.



Shareholders/Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/members have any queries regarding login/e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

**Other Instructions:**

1. A Member can opt for only one mode of voting, i.e. either through Remote e-voting or by e-voting during the AGM. If a Member casts his/her vote using both the modes, then voting done through Remote e-voting shall prevail.
2. Members, whose names appear in the Register of Members/Record of Depositories as on Friday 26th August, 2022, will be eligible for voting. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the cut-off date. Any recipient of the AGM Notice who is not a member as on the said date should treat this notice for information purpose only.
3. Mr. Vidyadhar V. Chakradeo of M/s. Chakradeo & Co. , Practicing Company Secretaries, Mumbai (COP No. 1705), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
4. The results of the votes cast through e-voting and remote e-voting will be declared in the manner as specified under the applicable rules and regulations.
5. The results declared along with the Scrutinizer's Report will be communicated to the BSE Ltd. and The National Stock Exchange of India Ltd. and will also be placed on the Company's website [www.khil.com](http://www.khil.com) and on the website of e-voting service provider (<https://instavote.linkintime.co.in>) immediately after the result is declared by the Chairman of the Company or any other person authorized by him.
6. In case of any query/grievance relating to e-voting, Members may contact LIPL by forwarding an e-mail at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or the Secretarial Department of the Company at [cs@khil.com](mailto:cs@khil.com).
7. Members are requested to notify any change in their address immediately, to their respective Depository Participants in respect of their shares held in electronic form quoting Client ID No. and to the RTA of the Company in respect of their physical shares, quoting the Folio No. The members are also requested to submit the proof of changed address for verification purpose.
8. Securities and Exchange Board of India (SEBI) has, vide its circular number SEBI / HO / MIRSD / MIRSD \_ RTAMB / P /CIR / 2021 / 655 dated 3rd November, 2021, mandated to all the physical security holders for furnishing their PAN, KYC and Nomination details with Company or RTA. The communication with respect to the said circular has already been forwarded to all such shareholder for updating their PAN, KYC and Nomination details with the Company / RTA. In the event where any one of the aforesaid details is not updated on or before 31<sup>st</sup> March, 2023, the Company / RTA will freeze the physical folios, effective from 1st April, 2023.
9. Payment of dividend will be made through National Electronic Clearing Service (NECS) at the RBI Centers by crediting the dividend amount to the bank account of the Members, wherever relevant information is made available to the Company.  
Members holding shares in physical form and covered under RBI centers, and who have not furnished requisite information and who wish to avail the NECS facility to receive dividend from the Company, may furnish the information to RTA of the Company. Members holding shares in electronic form may furnish the information to their respective Depository Participant(s) in order to receive dividend through NECS mechanism.
10. Members, who hold share under multiple folios in same name(s) or in joint holding, but in same order of names, are requested to consolidate their holdings into single folio.
11. With a view of supporting the 'Go Green initiative', we request Members to register/update their email address with their Depository Participant(s) to enable the Company to send future communications electronically.

**Registered Office:**

70-C, Nehru Road, Near Santacruz Airport, Vile Parle (East),  
Mumbai - 400 099,  
Maharashtra, India.

**By Order of the Board of Directors  
KAMAT HOTELS (INDIA) LIMITED**

Place: Mumbai  
Date: 19<sup>th</sup> May, 2022

**Hemal Sagalia  
Company Secretary & Compliance Officer**

**ANNEXURE I TO THE NOTICE**

**EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS AS REQUIRED  
UNDER SECTION 102 OF THE COMPANIES ACT, 2013.**

**ITEM No. 3:**

In accordance with Section 139 & 142 of the Act read with Companies (Audit and Auditors) Rules, 2014, as amended, M/s. N. A. Shah Associates LLP, Chartered Accountants (FRN: 116560W/W100149) (herein referred to as the 'Statutory Auditors') were appointed as the Statutory Auditors of the Company to hold office for a period of five consecutive years to examine and audit the accounts of the Company from the conclusion of the 30<sup>th</sup> Annual General Meeting ('AGM') of the Company until the conclusion of the 35<sup>th</sup> AGM of the Company.

Pursuant to the provisions of Section 139(2) of the Act, a listed company can appoint / re- appoint an audit firm for a period of not more than two terms of five consecutive years.

As such, M/s. N. A. Shah Associates LLP, the existing Statutory Auditors of the Company will complete their first term as Statutory Auditors of the Company at the conclusion of the ensuing 35<sup>th</sup> AGM and are eligible to be re-appointed as the Statutory Auditors of the Company for another term of five years.

After evaluating various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc., the Board of Directors of the Company, based on the recommendations of the Audit Committee, approved the re-appointment of M/s. N. A. Shah Associates LLP as the Statutory Auditors of the Company to hold office for a second term of five consecutive years from the conclusion of the 35<sup>th</sup> AGM till the conclusion of the 40<sup>th</sup> AGM of the Company to be held in the year 2027 to examine and audit the accounts of the Company. The remuneration of their term shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

Pursuant to Section 139 of the Act and the rules framed thereunder, the Company has received written consent from the Statutory Auditors and a certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder.

The Board commends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval by the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives are, in any way are concerned or interested, in the Resolution set out at Item No. 3 of the accompanying Notice.

**Item No. 4.**

The shareholders had, at the 32<sup>nd</sup> Annual General Meeting held on 18<sup>th</sup> September, 2019, appointed Dr. Vithal V. Kamat as Executive Chairman and Managing Director of the Company for a period of 3 years from 1<sup>st</sup> October, 2019. The tenure of Dr. Vithal V. Kamat as Executive Chairman and Managing Director will expire on 30<sup>th</sup> September, 2022. Therefore it is proposed that Dr. Vithal V. Kamat be reappointed as Executive Chairman and Managing Director of the Company for a further period from 1<sup>st</sup> October, 2022.

Dr. Vithal V. Kamat satisfied all the conditions set out in the Companies Act, 2013 (including any amendments thereto) read with the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for re-appointment. Dr. Vithal Kamat will attain the age of 70 years on November 28, 2022. As a matter of abundant caution, it is proposed to obtain approval of the shareholders as per the provisions of Section 196(3) of Companies Act, 2013 for continuation of his employment as an Executive Chairman & Managing Director. Hence a Special Resolution is proposed at Item No. 4 of the Notice. Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors at their meetings held on 19<sup>th</sup> May, 2022 approved the re-appointment of Dr. Vithal V. Kamat as an Executive Chairman and Managing Director for a period of 5 years effective from 1<sup>st</sup> October, 2022 on the following terms and conditions, subject to approval of the members in general meeting.

**The brief resume of Dr. Vithal V. Kamat is provided in Annexure II to the notice.**

Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Dr. Vithal V. Kamat as Executive Chairman & Managing Director of the Company w.e.f. 1<sup>st</sup> October, 2022 upto 30<sup>th</sup> September, 2027. A copy of the appointment letter of Dr. Vithal V. Kamat for re-appointment is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company.

None of the Directors and Key Managerial Personnel except Ms. Vidita V. Kamat, Daughter of Dr. Vithal V. Kamat and non executive non Independent Director of the Company and Dr. Vithal V. Kamat is concerned or interested, financially or otherwise, in the said resolution. The Directors recommend the passing of the resolutions set out at Item No. 4 of the accompanying Notice as special resolution.

**Registered Office:**

70-C, Nehru Road, Near Santacruz Airport, Vile Parle (East),  
Mumbai - 400 099,  
Maharashtra, India.

**By Order of the Board of Directors  
KAMAT HOTELS (INDIA) LIMITED**

Place: Mumbai  
Date: 19<sup>th</sup> May, 2022

**Hemal Sagalia  
Company Secretary & Compliance Officer**

**ANNEXURE II TO THE NOTICE**

As required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile of the Directors seeking appointment/ re-appointment is as follows:

**1. Name: Dr. Vithal V. Kamat (DIN 00195341) Age - 70 years**

Dr. Vithal V. Kamat, Executive Chairman and Managing Director of Kamat Hotels (India) Limited, is a well-known hotelier in the Country. He is in the hospitality business for about 49 years. Under his leadership and due to his initiation "The Orchid" (Flagship unit of the Company) has become the Asia's first Ecotel Hotel in a 5 Star Category. For this Dr. Vithal V. Kamat has won 97 prestigious National and International awards for, "The Orchid Hotel" over the period of time since the operation of this hotel.

Dr. Vithal V. Kamat is a Diploma holder in Electrical Engineering (IV Sem). Padmashree D.Y. Patil University honored him with the degree of Doctor of Science (Honoris Causa) on 13th April, 2012. He is also awarded with the IHC Life Time Achievement Award in Hospitality and was honored by International Hospitality Council London. His name was published in IJHM Times in May 2019 and Times Hospitality Icon -Veteran Hotelier award- 2019.

**2. Name: Ms. Vidita V. Kamat (DIN 03043066) Age- 35 years**

Ms. Vidita V. Kamat is a commerce graduate (Mumbai University) and Diploma in Craft Course. She has 11 years of experience in Bakery & Confectionary.

| Particulars  | Name of the Directors  |   |
|--|--|---|
|  | Dr. Vithal V. Kamat  | Ms. Vidita V. Kamat                                   |
| Remuneration last drawn (including sitting fees, if any)                     | NIL  | Rs. 100,000/-   |
| Date of first appointment on the Board                                       | 21-03-1986   | 29-09-2020  |
| Shareholding in Kamat Hotels (India) Ltd as on March 31, 2022                | 32,54,990 Shares   | 500   |
| Number of meetings of the Board attended during the financial year (2021-22) | 5  | 5   |
| Relationship with other Directors  | Ms. Vidita V. Kamat is daughter of Dr. Vithal V. Kamat and non-executive non independent director of the Company | daughter of Dr. Vithal V. Kamat, ECMD of the Company. |
| Directorships held in other Listed Companies:                                | NIL  | NIL   |
| Audit Committee Membership in other Listed Companies*                        | NIL  | NIL   |
| Stakeholders Relationship Committee Membership in other Listed Companies     | NIL  | NIL   |

\*Committee Membership or chairmanship includes only Audit Committee and stakeholders relationship committee of public limited Companies (if listed or not).