

“Asia’s Pioneering Hospitality Chain of  
Environmentally Sensitive 5 Star Hotels & Resorts”

05 April 2018

To,  
DCS,  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001.

To,  
The Manager  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G,  
Bandra –Kurla Complex,  
Bandra (E), Mumbai – 400 051

Code: 526668.

Code:- KAMATHOTEL-EQ

Dear Sirs,

Sub: Compliance Report on Corporate Governance pursuant to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).

We enclose herewith Compliance Report on Corporate Governance of the Company for the quarter ended 31<sup>st</sup> March, 2018 as per requirement of Regulation 27(2) of LODR.

Kindly take the same on your record.

Thanking you,

Yours faithfully,  
For Kamat Hotels (India) Limited



Amit Vyas  
Company Secretary  
Encl.a/a.

REGD OFF.: 70-C, Nehru Road, Vile Parle (East), Mumbai - 400 099, India. Tel.: 2616 4000, Fax : 2616 4203

Email-Id : cs@khil.com | Website: www.khil.com | CIN: L55101MH1986PLC039307



**Format to be submitted by listed entity on quarterly basis**

- |                          |                              |
|--------------------------|------------------------------|
| 1. Name of Listed Entity | Kamat Hotels (India) Ltd     |
| 2. Quarter ending        | 31 <sup>st</sup> March, 2018 |

I. Composition of Board of Directors								
Title (Mr. / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directors hip in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Dr.	Vithal V. Kamat	AACPK9087H /00195341	Executive Chairman and Managing Director	21/03/1986	NA	1	NIL	NIL
Mr.	S. S. Thakur	AABPT5854A 00001466	Independent Director	24/09/2016	24/09/2016 to 23/09/2021	2	0	2
Mr.	Dinkar D. Jadhav	AADPJ2051M /01809881	Independent Director	21/09/2013	21/09/2013 to 31/3/2018	1	1	1
Ms.	Himali H. Mehta	ACAPD4989R /07037244	Independent Director	20/12/2014	20/12/2014 to 31/03/2019	1	1	NIL
Mr.	Bipinchandra C. Kamdar	AHUPK1956 G 01972386	Non –Executive Director	06/08/2016	NA	1	2	NIL

\$PAN number of any director would not be displayed on the website of Stock Exchange & Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen  
 \* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committee		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$
1. Audit Committee	Mr. S. S. Thakur Mr. Dinkar D. Jadhav Ms. Himali H. Mehta Mr. Bipinchandra C. Kamdar	Chairperson Independent Independent Non Executive Director

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2. Nomination & Remuneration Committee		Mr. Dinkar D. Jadhav Mr. S. S. Thakur Ms. Himali H. Mehta Mr. Bipinchandra C. Kamdar	Chairperson Independent Independent Non Executive Director
3. Risk Management Committee(if applicable)		Not Applicable	
4. Stakeholders Relationship Committee'		Mr. Dinkar D. Jadhav Mr. Bipinchandra C. Kamdar	Chairperson Non Executive Director
III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)	
18/11/2017	06/02/2018	79 (Maximum permissible gap between two meetings – 120days)	
IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
06/02/2018	Yes.	18/11/2017	79 (Maximum permissible gap between two meetings – 120days)
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
<b>. Related Party Transactions</b>			
Subject		Compliance status (Yes/No/NA)refer note below	
Whether prior approval of audit committee obtained		Yes	
Whether shareholder approval obtained for material RPT		NA*	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Not Applicable	
<p><b>None *for the quarter ended 31<sup>st</sup> March, 2018 there were no material RPT requiring shareholders approval. However, as and when there would be material RPT transaction, approval of the shareholders will be sought.</b></p> <p>1 In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.</p> <p>2 If status is “No” details of non-compliance may be given here.</p>			

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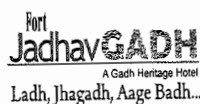
**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee Yes
  - b. Nomination & remuneration committee Yes
  - c. Stakeholders relationship committee Yes
  - d. Risk management committee (applicable to the top 100 listed entities) Not Applicable
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: The same shall be placed at the upcoming Board Meeting.



Amit Vyas  
Company Secretary

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**ANNEXURE II**

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)  
i.e. 1<sup>st</sup> April, 2017 to 31<sup>st</sup> March, 2018.

<b>I. Disclosure on website in terms of Listing Regulations</b>		
Item	Compliance status (Yes/No/NA) refer note below	
Details of business		
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	N.A.	
Policy on dealing with related party transactions	Yes	
Policy for determining ‘material’ subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A.	
New name and the old name of the listed entity	Kamat Hotels (India) Ltd.	
<b>II Annual Affirmations</b>		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	N.A.
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	NA
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes (for Financial year 2017-18, the same shall be placed at next Board Meeting to be held for approval of A/cs.)
Risk Assessment & Management	17(9)	Yes

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## “Asia’s Pioneering Hospitality Chain of Environmentally Sensitive 5 Star Hotels & Resorts”

<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) and (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	N.A.
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	N.A.
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes

**Note**

1 In the column “Compliance Status”, compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words “N.A.” may be indicated.

2 If status is “No” details of non-compliance may be given here.

3 If the Listed Entity would like to provide any other information the same may be indicated here.



**Amit Vyas**  
**Company Secretary**

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