

NOTICE

Notice is hereby given that the Twenty-Eighth Annual General Meeting of the members of **Kamat Hotels (India) Limited** will be held at "Shubham Hall", Landmark Building, Opposite Vile Parle Railway Station, Junction of Besant Road and V. P. Road, Vile Parle (West), Mumbai – 400 056 on Saturday, the 12th September, 2015 at 3.30 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited financial statement alongwith the Audited Consolidated Financial Statement of the Company for the year ended on 31st March, 2015 and Reports of the Board and Auditors thereon.
2. To appoint a Director in place of Mr. Vikram V. Kamat, who retires by rotation and being eligible offers himself 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), as amended from time to time, M/s. J. G. Verma & Co, Chartered Accountants, Mumbai, registration number FRN: 111381W, who have given written consent for their re-appointment and a certificate that their appointment, if made, will be in accordance with the conditions of Section 141 of the Act and Rule 4 of the Rules, be and are hereby re – appointed as the Statutory Auditors of the Company for the financial year 2015 - 2016, to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be mutually agreed to between the Auditors and the Board of Directors of the Company plus reimbursement of actual out of pocket expenses in connection with the audit of books of accounts of the Company."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to Section 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, Articles of Association of the Company, Listing Agreements entered into by the Company with the stock exchanges where the equity shares of the Company are listed, Ms. Himali H. Mehta (DIN: 07037244), who was appointed as an Additional Director of the Company with effect from 20th December, 2014 by the Board of Directors under Section 161 of the Companies Act, 2013 and who holds office as such upto the date of the 28th Annual General Meeting and in respect of whom a notice in writing along with requisite deposit under Section 160 of the Companies Act, 2013 has been received by the Company from a member proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company for a term commencing from the date of her appointment to 31st March, 2019, not liable to retire by rotation as per the explanation to Section 152(6) of the Companies Act, 2013.
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary, expedient or desirable to give effect to this resolution."

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

**Mahesh Kandoi
Company Secretary**

Place : Mumbai
Date: 30th May, 2015

Registered Office:

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

NOTES:

- 1) (a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
(b) A person appointed as proxy shall act as a proxy on behalf of such member or number of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 2) The instrument appointing a proxy must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. A Proxy Form is enclosed herewith.
Every member entitled to vote at a meeting of the Company, or on any resolution to be moved thereat, shall be entitled, during the period beginning twenty-four hours before the time fixed for the commencement of the 28th Annual General Meeting and ending with the conclusion of the said Annual General Meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days of notice in writing of the intention so to inspect is given to the Company.
- 3) A Statement pursuant to Section 102 of the Companies Act, 2013 in relation to the special business of the meeting is annexed as Annexure I to the Notice.

- 4) The members or proxies are requested to bring with them the Annual Report, as extra copy of the same will not be supplied at the meeting as per usual practice.
- 5) The Shareholders are requested to notify changes, if any, in their address to their depository participants in respect of their holding in electronic form and to the Registrars and Transfer Agents of the Company, M/s. Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (West), Mumbai-400078, Tel No. 25963838 and Fax No. 25946969, Email : rnt.helpdesk@linkintime.co.in Website : www.linkintime.co.in in respect of their holding in physical form.
- 6) The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 1st September, 2015 to Saturday, 12th September, 2015 (both days inclusive) for the purpose of Annual General Meeting.
- 7) As per Section 205C of the Companies Act, 1956, the dividend remaining unclaimed for a period of 7 years from the date of transfer to unpaid dividend account in respect of financial year ended on 31st March, 2008 shall be transferred to Investor Education and Protection Fund (IEPF) by 4th November, 2015.

The members who have not encashed their dividend warrants so far for the financial year ended on 31st March, 2008 or 2009 are requested to approach the Company or its Registrars and Transfer Agents for revalidation of their dividend warrants or issue of pay order/demand draft in lieu of dividend warrant.

- 8) Appointment /Re-appointment of Directors:
Mr. Vikram V. Kamat retires by rotation and being eligible, offers himself for re-appointment at the ensuing Annual General Meeting. Mr. Vikram V. Kamat is proposed to be re-appointed as a Director (promoter) of the Company. Ms. Himali H. Mehta, Additional Director of the Company is proposed to be appointed as an independent director of the Company. The details pertaining to these directors as required under Clause 49 VIII E 1 of the Listing Agreement entered in to by the Company with the Stock Exchanges are furnished in Annexure II to the Notice.
- 9) In view of various advantages offered by the depository system, the members are requested to avail the facility of dematerialization of the Company's shares.
- 10) The members of the Company holding their shares in physical form or in dematerialized form, who have not registered their e-mail IDs and Mobile number with the Company or Depository Participant to receive documents like Notice, Annual Reports and alike correspondence through electronic mode, are requested to send their e-mail IDs and Mobile number either to the Company's id: cs@khil.com or Registrars and Transfer Agents or to Depository Participant.
- 11) Annual Reports 2014-15 are being sent by electronic mode, only to those members who have registered their email addresses with the Company /Depository Participant, unless any member has requested for a physical copy of the same. Annual Reports 2014-15 are being sent by physical mode to those members who have not registered their email addresses with the Company / Depository Participant. Members may please note that the Annual Report 2014 - 15 is available on the website of the Company viz www.khil.com.
- 12) The members are requested to handover the enclosed attendance slip duly signed as per their specimen signature(s) registered with the Company for admission to the meeting hall.
- 13) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Share Transfer Agents, M/s. Link Intime India Private Limited.
- 14) EVOTING:

- I] Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreements, the Company is pleased to announce that all the business mentioned in the Notice may be transacted through electronic voting system and the Company is providing facility by electronic means. E-voting is optional.
- II] For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the shareholders of the Company to cast their votes electronically.
- III] The Board of Directors of the Company has appointed M/s. V.V. Chakradeo & Co., Practising Company Secretary, Mumbai, to conduct and scrutinize the remote e-voting and voting at the 28th Annual General Meeting in a fair and transparent manner.
- IV] Process and manner of voting:

(a) In case of Shareholders receiving e-mail from NSDL:

- i. Open e-mail and open PDF file viz; "KHIL e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii. In case any shareholder is already registered with NSDL for e-voting, then that shareholder can use the existing user ID and password for casting of vote and step no. (i) and (vi) be skipped.
- iii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
- iv. Click on Shareholder – Login.
- v. Put user ID and password as mentioned in step (i) or (ii) above, as may be applicable. Click Login.
- vi. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password.
- vii. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.

- viii. Select "EVEN" (E-Voting Event Number) of Kamat Hotels (India) Limited.
- ix. Now you are ready for e-Voting as Cast Vote page opens.
- x. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- xi. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xii. Once you have voted on the resolution, you will not be allowed to modify your vote.

Institutional shareholders (i.e. members other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPEG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail cs@khil.com with a copy marked to evoting@nsdl.co.in.

- (b) In case of Shareholders receiving PIN mailer by Post:
 - i. Initial password will be provided through a separate PIN Mailer.
 - ii. Please follow steps (ii) to (xii) above, to cast vote.
 - iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V] In case of any query, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following Telephone No.: 1800-222-990.
- VI] The remote e-voting period commences on 9th September, 2015 (9.00 a.m.) and closes on 11th September, 2015 (5.00 p.m.). At the end of the re-mote e-voting period, the portal where votes are cast shall forthwith be blocked.
- VII] Cut off date: 5th September, 2015.

Persons who have become members of the Company after the date of dispatch of notice by the Company, may apply to NSDL or Link Intime for receiving their User Id and Password required for remote e-voting.
- VIII] M/s. V. V. Chakradeo & Co. Practising Company Secretary, Mumbai, the scrutinizer will unblock the votes in the presence of at least two witnesses not in the employment of the company and make a scrutinizer's report of the votes cast in favor or against, if any and submit the same to Dr. Vithal V. Kamat, Executive Chairman and Managing Director of the Company on 14th September, 2015 i.e. within a period of not exceeding three working days from the date of conclusion of e-voting period.
- IX] The results along with the scrutinizer's report shall be placed on the website of the company and on the website of the RTA or NSDL immediately after the same is declared.
- X] Subject to receipt of sufficient votes, the resolution shall be deemed to be passed on the date of the 28th Annual General Meeting.
- XI] Remote e-voting facility shall not be available beyond 11th September, 2015 (5.00P.M.)
- XII] Company shall provide voting facility at the Meeting by way of Polling Paper.
- XIII] Members who have already exercised their vote by way of remote e-voting shall be entitled to participate in the meeting but shall not be allowed to vote.
- XIV] Names of the Members appearing in the Register of Members as on 5th September, 2015 shall only be entitled to vote.
- XV] Name, designation, address, email id and phone no. of the person responsible to address the grievances connected with facility for voting by electronic means.

Name:- Mr. Shashidhar Shetty
Designation:- Sr. Executive
Address: Ground Floor, KHIL House, Adjacent to Domestic Airport, Vile Parle – East, Mumbai – 400099
Email id: cs@khil.com
Phone No. 022-26164000 Extn 4478
- XVI] Public Notice under Rule 20 (4)(v) of the Companies (Management and Administration) Rules, 2014 will be placed on the website of the Company www.khil.com and also on the website of NSDL www.nsdl.co.in
- XVII] Members holding shares, both Physical and Demat, are entitled to vote through remote e-voting.

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

Place : Mumbai
Date: 30th May, 2015

**Mahesh Kandoi
Company Secretary**

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

ITEM NO. 4

Ms. Himali H. Mehta is M.E. Environmental Engineer and B. E. Civil Engineer. A brief profile of Ms. Himali H. Mehta is given in Annexure II to the Notice.

Ms. Himali H. Mehta was appointed as an Additional Director by the Board of Directors of the Company with effect from 20th December, 2014 pursuant to Section 161 of the Companies Act, 2013. As per Section 161 of the Companies Act, 2013, she holds the office of Director up to the date of the forthcoming 28th Annual General Meeting and is eligible for appointment at the said meeting as an Independent Director. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 along with requisite security deposit from a member proposing the candidature of Ms. Himali H. Mehta as an Independent Director of the Company. Therefore, it is proposed to appoint Ms. Himali Mehta as an Independent Director for a term commencing from the date of her appointment to 31st March, 2019, not liable to retire by rotation.

As per Section 152(4) of the Companies Act, 2013, Ms. Himali H. Mehta has furnished her Director Identification Number and declared that she is not disqualified to become a Director under the Companies Act, 2013. Ms. Himali H. Mehta has also given a declaration under Section 149(7) of the Companies Act, 2013 to the effect that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.

The Nomination and Remuneration Committee has recommended to the Board, appointment of Ms. Himali H. Mehta as an Independent Director.

The Board opines that Ms. Himali H. Mehta fulfils the conditions for appointment of Independent Director specified in the Companies Act, 2013 and rules made there under and that she is independent of the management of the Company.

The terms and conditions of appointment of Ms. Himali H. Mehta is available for inspection by the members on all working days, except holidays at the registered office of the Company between 11.00 A.M. to 1.00 P.M. till 12th September, 2015.

The Directors recommend the passing of the resolution set out at Item No. 4 of the accompanying Notice as an Ordinary Resolution.

Except Ms. Himali H. Mehta there is no concern or interest, financial or otherwise of any director, key managerial personnel of the Company or their relatives in respect of the said resolution.

ANNEXURE II TO THE NOTICE

As required under Clause 49 VIII E 1 of the Listing Agreements, a brief profile of the Directors seeking appointment / re-appointment is as follows:

1. Name: Mr. Vikram V. Kamat

Mr. Vikram V. Kamat is a science graduate (B.Sc) and has completed his Hotel Management course from the Institute of Hotel Management, Catering Technology and Applied Nutrition (IHMCATAN), Mumbai. He joined the Company as an Additional Director of the Company with effect from 22nd July, 2006. He has expertise in management of the Company and Hotel Industry.

Directorship held in other companies:

Green Dot Restaurants Pvt. Ltd., Kamats Holiday Resorts (Silvassa) Ltd., Orchid Hotels Pune Pvt. Ltd., Vishal Amusements Ltd., Indra Investments Pvt. Ltd., Kamat Holdings Pvt. Ltd., Kamats Club Pvt. Ltd., Kamats Development Pvt. Ltd., Kamats Eateries Pvt. Ltd., Kamats Super Snacks Pvt. Ltd., Kamburger Foods Pvt. Ltd., Karaoke Amusements Pvt. Ltd., Venketesh Hotels Pvt. Ltd.

Audit Committee Membership in other Companies-1, Stakeholders Relationship Committee Membership in other Companies-NIL, Nomination and Remuneration Committee Membership in other Companies-1, Shareholding in Kamat Hotels (India) Limited -500 shares.

2. Name: Ms. Himali H. Mehta

Ms. Himali H. Mehta is M.E. Environmental Engineer and B. E. Civil Engineer. She joined the Board as an Additional Director of the Company with effect from 20th December, 2014. She has expertise in environment and management field.

Directorships held in other Companies: NIL

Audit Committee Membership in other public limited companies: NIL

Stakeholders Relationship Committee Membership in other public limited companies : NIL

Shareholding in Kamat Hotels (India) Ltd.: NIL