

**ANNEXURE A TO THE BOARD'S REPORT**

**FORM NO. MGT-9**

**EXTRACT OF ANNUAL RETURN**

**as on the financial year ended on 31.03.2015**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

- i) CIN:- L55101MH1986PLC039307
- ii) Registration Date :- 21/03/1986
- iii) Name of the Company :- Kamat Hotels (India) Limited
- iv) Category / Sub-Category of the Company :- Company Limited by Shares / Indian Non Government Company
- v) Address of the Registered office and contact details :- 70 – C, Nehru Road, Near Santacruz Airport, Vile Parle (East), Mumbai - 400099
- vi) Whether listed company :- Yes / No
- vii) Name, Address and Contact details of Registrar and Transfer Agent :  
Link Intime India Private Limited  
Add:- C-13, Pannalal Silk Mills Compound,  
L. B. S. Marg, Bhandup (West),  
Mumbai – 400 078,  
Tel No. 2596 3838 and Fax No. 2594 6969

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Hotels and Restaurants	99633102	96%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –**

Sr. No.	Name and Address of Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares	Applicable Section of the Companies Act, 2013
1.	Orchid Hotels Pune Private Limited Address: Ground Floor, KHIL House, 70-C, Nehru Road, Vile Parle – East, Mumbai - 400099	U55101MH2007PTC170188	Subsidiary	100%	2(87)(ii)
2.	Fort Mahodadhivivas Palace Private Limited Address: 70-C, Nehru Road, Vile Parle–East, Mumbai–400099	U55101MH2010PTC201685	Subsidiary	100%	2(87)(ii)
3.	Kamats Restaurants (India) Private Limited Address: KHIL House, 70-C, Nehru Road, Vile Parle – East, Mumbai – 400099	U55204MH2011PTC215698	Subsidiary	100%	2(87)(ii)
4.	Fort Jadhavgadh Hotels Private Limited Address: KHIL House, 70-C, Nehru Road, Vile Parle – East, Mumbai – 400099	U55101MH2012PTC227175	Subsidiary	100%	2(87)(ii)
5.	Green Dot Restaurants Private Limited, Address: KHIL House, 70-C, Nehru Road, Vile Parle – East, Mumbai – 400099	U55101MH2012PTC237229	Subsidiary	100%	2(87)(ii)
6.	Ilex Developers & Resorts Limited Address: 70-C, Nehru Road, Vile Parle–East, Mumbai–400099	U70102MH2008PLC184194	Associate	33%	2(6)

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a. Individual/HUF	33,68,238	-	33,68,238	14.28	33,68,238	-	33,68,238	14.28	-
b. Central Govt.	-	-	-	-	-	-	-	-	-
c. State Govt (s)	-	-	-	-	-	-	-	-	-
d. Bodies Corp.	1,09,93,722	-	1,09,93,722	46.62	1,09,93,722	-	1,09,93,722	46.62	-
e. Banks / FI	-	-	-	-	-	-	-	-	-
f. Any other	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A) (1):-</b>	<b>1,43,61,960</b>	<b>-</b>	<b>1,43,61,960</b>	<b>60.90</b>	<b>1,43,61,960</b>	<b>-</b>	<b>1,43,61,960</b>	<b>60.90</b>	<b>-</b>
<b>(2) Foreign</b>									
a. NRIs – Individuals	-	-	-	-	-	-	-	-	-
b. Other- Individual	-	-	-	-	-	-	-	-	-
c. Bodies Coprp.	-	-	-	-	-	-	-	-	-
d. Banks/FI	-	-	-	-	-	-	-	-	-
e. Any other.	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>1,43,61,960</b>	<b>-</b>	<b>1,43,61,960</b>	<b>60.90</b>	<b>1,43,61,960</b>	<b>-</b>	<b>1,43,61,960</b>	<b>60.90</b>	<b>-</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a. Mutual Funds	-	1000	1000	0.004	-	1,000	1,000	0.004	-
b. Banks/FI	-	-	-	-	-	-	-	-	-
c. Central Govt.	-	-	-	-	-	-	-	-	-
d. State Govt.(s)	-	-	-	-	-	-	-	-	-
e. Venture Capital Funds	-	-	-	-	-	-	-	-	-
f. Insurance Companies	-	-	-	-	-	-	-	-	-
g. FIs	2,57,431	-	2,57,431	1.10	2,57,431	-	2,57,431	1.10	-
h. Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i. Others (Specify)	-	-	-	-	-	-	-	-	-
<b>Sub – Total (B) (1):-</b>	<b>2,57,431</b>	<b>1000</b>	<b>2,58,431</b>	<b>1.10</b>	<b>2,57,431</b>	<b>1,000</b>	<b>2,58,431</b>	<b>1.10</b>	<b>-</b>
<b>2. Non Institutions</b>									
a. Bodies Corp.									
i. Indian	47,598	13,100	60,698	0.26	1,06,191	13,100	1,19,291	0.51	0.24
ii. Overseas	-	-	-	-	-	-	-	-	-
b. Individuals									
i. Individual Shareholders holding Nominal Share Capital upto Rs. 1 Lakh	8,41,383	2,43,162	10,84,545	4.60	8,09,772	2,37,212	10,46,984	4.44	(0.15)
ii. Individual Shareholders holding Nominal Share Capital in excess of Rs. 1 Lakh	28,940	-	28,940	0.12	28,940	-	28,940	0.12	-
c. Others (Specify)									
c (i) Clearing Member	3,991	-	3,991	0.17	3,747	-	3,747	0.016	(0.01)
c (ii) Non Resident Indians (Repat)	66,254	-	66,254	0.28	52,259	-	52,259	0.22	(0.05)

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Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
c (iii) Non Resident Indians (Non Repat)	12,190	77,800	89,990	0.38	7,597	75,600	83,197	0.35	(0.02)
c (iv) Foreign Companies	76,28,149	1,100	76,29,249	32.35	76,28,149	1,100	76,29,249	32.35	-
<b>Sub – Total (B) (2):-</b>	<b>86,28,505</b>	<b>3,35,162</b>	<b>89,63,667</b>	<b>38.01</b>	<b>86,36,655</b>	<b>3,27,012</b>	<b>89,63,667</b>	<b>38.00</b>	<b>-</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>88,85,936</b>	<b>3,36,162</b>	<b>92,22,098</b>	<b>39.10</b>	<b>88,94,086</b>	<b>3,28,012</b>	<b>92,22,098</b>	<b>39.10</b>	<b>-</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>2,32,47,896</b>	<b>3,36,162</b>	<b>2,35,84,058</b>	<b>100</b>	<b>2,32,56,046</b>	<b>3,28,012</b>	<b>2,35,84,058</b>	<b>100</b>	<b>-</b>

(ii) Shareholding of Promoters

S No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	% change in share holding during the year
1	Plaza Hotels Pvt. Ltd.	35,35,545	14.99	90.96	35,35,545	14.99	90.96	NIL
2	Indira Investments Pvt. Ltd.	15,63,794	6.63	97.78	15,63,794	6.63	97.78	NIL
3	Kamat Holdings Pvt. Ltd.	15,00,000	6.36	100	15,00,000	6.36	100	NIL
4	Nagpur Ecohotel Pvt. Ltd.	10,00,000	4.24	-	10,00,000	4.24	-	NIL
5	Kamat Development Pvt. Ltd.	8,39,272	3.56	100	8,39,272	3.56	100	NIL
6	Venkatesh Hotels Pvt. Ltd.	7,57,000	3.21	100	7,57,000	3.21	100	NIL
7	Vits Hotels (Bhubaneswar) Pvt. Ltd.	6,29,629	2.67	-	6,29,629	2.67	-	NIL
8	Kamats Holiday Resorts (Silvassa) Ltd.	2,76,439	1.17	100	2,76,439	1.17	100	NIL
9	Vishal Amusements Ltd.	2,58,897	1.10	88.49	2,58,897	1.10	88.49	NIL
10	Kamats Amusements Pvt. Ltd.	2,05,128	0.87	-	2,05,128	0.87	-	NIL
11	Kamats Super Snacks Pvt. Ltd.	1,82,445	0.77	100	1,82,445	0.77	100	NIL
12	Kamats Eateries Pvt. Ltd.	1,19,245	0.51	96.63	1,19,245	0.51	96.63	NIL
13	Kamburger Foods Pvt. Ltd.	40,551	0.17	94.50	40,551	0.17	94.50	NIL
14	Kamats Club Private Limited	4,900	0.02	100	4,900	0.02	100	NIL
15	Vithal V. Kamat	32,54,990	13.80	32.48	32,54,990	13.80	32.48	NIL
16	Vidya V. Kamat	96,621	0.41	30.02	96,621	0.41	30.02	NIL
17	Karaoke Amusements Pvt. Ltd.	80,877	0.34	100	80,877	0.34	100	NIL
18	Vishal V. Kamat	15,627	0.07	98.03	15,627	0.07	98.03	NIL
19	Vikram V. Kamat	500	0.002	100	500	0.002	100	NIL
20	Vidita V. Kamat	500	0.002	100	500	0.002	100	NIL
	<b>Total</b>	<b>1,43,61,960</b>	<b>60.90</b>	<b>68.73</b>	<b>1,43,61,960</b>	<b>60.90</b>	<b>68.73</b>	<b>NIL</b>

(iii) Change in Promoters' Shareholding (please specify, if there is no change): There is no change

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year i.e. 01/04/2014	1,43,61,960	60.90	1,43,61,960	60.90
	Date wise Increase /Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer bonus/sweat equity etc):	-	-	-	-
2	At the End of the year i.e. 31/03/2015	1,43,61,960	60.90	1,43,61,960	60.90

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(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Particulars	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Clearwater Capital Partners Cyprus Ltd				
	At the beginning of the year i.e. 1 <sup>st</sup> April, 2014	76,28,149	32.3445		
	Date wise changes during the year:	NIL	NIL		
	At the end of the year i.e. 31 <sup>st</sup> March, 2015	76,28,149	32.3445		
2.	Clearwater Capital Partners Singapore Fund III Private Limited				
	At the beginning of the year i.e. 1 <sup>st</sup> April, 2014	2,57,431	1.0915		
	Date wise changes during the year:	NIL	NIL		
	Purchase (16.01.15)				
	At the end of the year i.e. 31 <sup>st</sup> March, 2015	2,57,431	1.0915		
3.	Anuradha V. Subramanian				
	At the beginning of the year i.e. 1 <sup>st</sup> April, 2014	17,340	0.0735		
	Date wise changes during the year:	NIL	NIL		
	At the end of the year i.e. 31 <sup>st</sup> March, 2015	17,340	0.0735		
4.	Harinder Pal Kaur				
	At the beginning of the year i.e. 1 <sup>st</sup> April, 2014	11,600	0.0492		
	Date wise changes during the year:	NIL	NIL		
	Purchase (31.12.14)				
	At the end of the year i.e. 31 <sup>st</sup> March, 2015	11,600	0.0492		
5.	Sunil Ghanshyamdas Khandelwal				
	At the beginning of the year i.e. 1 <sup>st</sup> April, 2014	10,000	0.0424		
	Date wise changes during the year:	NIL	NIL		
	At the end of the year i.e. 31 <sup>st</sup> March, 2015	10,000	0.0424		
6.	Darshak Mehta				
	At the beginning of the year i.e. 1 <sup>st</sup> April, 2014	10,000	0.0424		
	Date wise changes during the year:	NIL	NIL		
	At the end of the year i.e. 31 <sup>st</sup> March, 2015	10,000	0.0424		
7.	Sudhir Ghanshyamdas Khandelwal				
	At the beginning of the year i.e. 1 <sup>st</sup> April, 2014	5,000	0.0212		
	Date wise changes during the year:	5,000	0.0212	10,000	0.0424
	Purchase (30.06.14)				
	At the end of the year i.e. 31 <sup>st</sup> March, 2015	10,000	0.0424		
8.	Hem Securities Limited				
	At the beginning of the year i.e. 1 <sup>st</sup> April, 2014	9,864	0.0418		
	Date wise changes during the year:				
	Sale (16.05.14)	(25)	0.0001	9839	0.0417
	Sale (30.05.14)	(100)	0.0004	9739	0.0413
	Purchase (13.06.14)	20	0.00008	9759	0.0414
	Sale (20.06.14)	(20)	0.00008	9739	0.0413
	Sale (30.06.14)	(50)	0.0002	9689	0.0411
	Sale (19.09.14)	(2106)	0.0089	7583	0.0322
	Sale (05.12.14)	(25)	0.0001	7558	0.0320
	Sale (06.02.15)	(150)	0.0006	7408	0.0314
	Sale (13.03.15)	(358)	0.0015	7050	0.0299
	Sale (27.03.15)	(5)	0.00002	7045	0.0299
	At the end of the year i.e. 31 <sup>st</sup> March, 2015	7,045	0.0299		
9.	Madhavrao Balwant Patil				
	At the beginning of the year i.e. 1 <sup>st</sup> April, 2014	9,000	0.0381		
	Date wise changes during the year:	NIL	NIL		
	Purchase (30.05.14)				
	At the end of the year i.e. 31 <sup>st</sup> March, 2015	9,000	0.0381		
10.	Sajida Sharma				
	At the beginning of the year i.e. 1 <sup>st</sup> April, 2014	7,500	0.0318		
	Date wise changes during the year:	NIL	NIL		
	At the end of the year i.e. 31 <sup>st</sup> March, 2015	7,500	0.0318		

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(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For each of the Directors and KMP				
1.	Dr. Vithal V. Kamat				
	At the beginning of the year i.e. 1st April, 2014	32,54,990	13.80	32,54,990	13.80
	Date wise increase or decrease	NIL	NIL	NIL	NIL
	At the end of the year i.e. 31st March, 2015	32,54,990	13.80	32,54,990	13.80
2.	Mr. Vikram V. Kamat				
	At the beginning of the year i.e. 1st April, 2014	500	0.002	500	0.002
	Date wise increase or decrease	NIL	NIL	NIL	NIL
	At the end of the year i.e. 31st March, 2015	500	0.002	500	0.002

**Note:** none of the other Directors (Mr. Dinkar D. Jadhav and Ms. Himali H. Mehta) and Key Managerial Personnel ( Mr. Kurian Chandy and Mr. Mahesh Kandoi) held shares in the Company during the Financial year ended 31st March, 2015.

## V. INDEBTEDNESS

### Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rs. In lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	45,011.89	2,963.33	-	47,975.22
ii) Interest due but not paid	897.28	113.11	-	1,010.39
iii) interest accrued but not due	NIL	114.77		114.77
<b>Change in Indebtedness during the Financial Year</b>				
Addition	6,403.80	516.55	-	6,920.35
Reduction	(770.95)	(438.47)	-	(1,209.42)
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	47,552.99	3,153.10	-	50,706.09
ii) Interest due but not paid	3,989.03	3.59	-	3,992.62
iii) Interest accrued but not due	NIL	112.61	-	112.61

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Director and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Dr. Vithal V. Kamat (Executive Chairman and Managing Director)	Mr. Vikram V. Kamat (Executive Director upto 30 <sup>th</sup> September, 2014)	---	--	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	96,00,000.00	15,00,000.00	N.A.	N.A.	1,11,00,000.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	6,802.00	NIL			6,802.00
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL			NIL
2	Stock Option	NIL	NIL			NIL
3	Sweat Equity	NIL	NIL			NIL
4	Commission					
	- as % of Profit					
	- other, specify	NIL	NIL			NIL
5	Others, please specify	NIL	NIL			NIL
	Total (A)	96,06,802.00	15,00,000.00			1,11,06,802.00
	Ceiling as per Act	N.A.*	N.A.			

\*The amount of remuneration paid has been approved by the Central Government as per Schedule XIII Part II Section II (1) (C) of the Companies Act, 1956.

**B. Remuneration to other directors:**

Sr No	Particulars of Remuneration	Name of Directors						Total Amount
		Mrs. Rajyalakshmi Rao	Mr. S.S. Thakur	Mr. D.D. Jadhav	Mr. Rohhan Divanji	Ms. Himali H. Mehta	Ms. Gayatri Devadiga	
3.	Independent Directors							
	• Fees for attending Board and Committee Meetings	50,000.00	45,000.00	1,50,000.00	50,000.00	50,000.00	25,000.00	3,70,000.00
	• Commission	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	• Others, Please specify	NIL	NIL	NIL	NIL	NIL	NIL	NIL
	Total (1)	50,000.00	45,000.00	1,50,000.00	50,000.00	50,000.00	25,000.00	3,70,000.00
4.	Other Non Executive Directors							
	• Fee for attending Board Committee Meetings	--	--	--	--	--	--	--
	• Commission							
	• Others, please specify							
	Total (2)	--	--	--	--	--	--	--
	Total (B) = (1+2)	50,000.00	45,000.00	1,50,000.00	50,000.00	50,000.00	25,000.00	3,70,000.00
	Total Managerial Remuneration	--	--	--	--	--	--	3,70,000.00
	Overall Ceiling as per Act (for Sitting Fees) Rs.	--	--	--	--	--	--	--

Note: Overall ceiling as per Act is not applicable to sitting fees paid to non-executive directors.

**C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD**

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	25,35,289.00	28,81,922.00	54,17,211.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	15,000.00	15,000.00	30,000.00
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			
	Stock Option	--	--	--
	Sweat Equity	--	--	--
	Commission - as % of Profit - other, specify	--	--	--
	Others, please specify	--	--	--
	Total	25,50,289.00	28,96,922.00	54,47,211.00

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES against the Company, Directors and other Officers in Default under the Companies Act, 2013: NONE**