

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 Sixth Annual General Meeting of the members of **Kamat Hotels (India) Limited** will be held on Saturday 23rd September 2023 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 31st March 2023 and Reports of the Board and Auditors thereon.
2. To appoint a Director in place of Dr. Vithal V. Kamat (DIN00195341) and Mr. Sanjeev B. Rajgharia (DIN: 07857384), who retire by rotation and being eligible, offer themselves for re-appointment.

SPECIAL BUSINESS:

3. 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 Nomination and Remuneration Committee and pursuant to approval of the Board of Directors and in accordance with the provisions of sections 149, 152 and Schedule IV read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) Mr. Ramnath P. Sarang (DIN 02544807), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment be and is hereby re-appointed, as an Independent Director of the Company, not liable to retire by rotation, for a further period of 5 years, with effect from 27th May 2024 on the same terms as per his existing appointment;
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 pursuant to approval of the Board of Directors and in accordance with the provisions of Sections 149 and 152 of the Act, read with Schedule IV and other applicable provisions of the Act (including any statutory modification, amendment, or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and pursuant to Regulation 16(1)(b) and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, and pursuant to the Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded for appointment of Mr. Sanjeev Rajgarhia (DIN: 07857384) from the designation of Non-executive Director to Non-Executive Independent Director, who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Companies Act, 2013, as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of 5 years on the Board of the Company w.e.f. October 01, 2023."

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: 30th August, 2023

Dr. Vithal V. Kamat

Executive Chairman and Managing Director

DIN: 00195341

NOTES:

1. In view of the threat posed by the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') vide its General Circular No. 11/2022 dated December 28, 2022 read with Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 2/2021 dated January 13, 2021, 19/2021 dated December, 8, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May, 5 2022 and 10/2022 dated December 28, 2022 ("MCA Circulars") and the Securities and Exchange Board of India ('SEBI') vide its Circular Nos. SEBI/HO/CFD/CMD1/CIR /P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 ("SEBI Circular") has permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with these MCA circulars and SEBI Circulars, applicable provisions of the Companies Act, 2013 ('the Act') (including any statutory modifications or re-enactments thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and pursuant to Regulation 44 of the SEBI (Listing

Obligations & Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the 36th AGM of the Company is being conducted through VC/OAVM Facility. The Company has enabled the Members to participate at the 36th AGM through the VC facility provided by Link Intime India Private Limited, Registrar and Share Transfer Agents ('RTA /LIPL'). 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.

2. In compliance with the aforesaid Circulars, Members attending the 36th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
3. 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 36th AGM being held through VC.
4. 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.
5. Since the AGM is being held through video conferencing/other audio-visual means, physical attendance of Members has been dispensed with for the 36th 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.
6. The Explanatory Statement pursuant to Section 102 of the Act, in respect of the Special Business mentioned in Item Nos. 3 & 4 of the accompanying Notice is annexed hereto.
7. 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.
8. 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.
9. 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 36th AGM. Members seeking to inspect such documents can send an email to cs@khil.com.
10. 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 the 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.
11. In line with the aforesaid Circulars, the notice of the 36th AGM along with the Annual Report 2022-23 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 2022-23 is also being made 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 and www.nseindia.com, respectively.
12. Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 16th September, 2023 to Saturday, 23rd September, 2023 (both days inclusive) for determining the name of members for the purpose of AGM.
13. E-voting period will start from Wednesday, 20th September, 2023 at 9:30 a.m. and will end on Friday, 22nd September, 2023 at 5:00 p.m. Members holding shares as at the close of business hours on Friday, 15th September, 2023 (being 'cut-off date') shall be entitled to vote on the matters provided in this Notice.
14. 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.
15. 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.
 - **Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:**

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
 1. 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.
 2. 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>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.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
 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
 4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. After Successful login, you will be able to see e-Voting option. Once you 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode 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. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - 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 holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Shareholders holding shares in **NSDL form, shall provide '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 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
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 evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o 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".

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, 15th September, 2023, 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. The Board of Directors has appointed Mr. Dinesh Kumar Deora (COP No. 4119) and in his absence Mr. Tribhuvneshwar Kaushik (COP No. 16207), partners of M/s. DM & Associates Company Secretaries LLP, Practicing Company Secretaries, Mumbai, 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 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 or the Secretarial Department of the Company at 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 31st 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: 30th August, 2023

**Dr. Vithal V. Kamat
Executive Chairman and Managing Director
DIN: 00195341**

**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:

Mr. Ramnath P. Sarang (DIN: 02544807) was appointed as an Independent Director of the Company and he holds office as an Independent Director of the Company upto 26th May 2024 ("first term"). His term will come to an end next year and to continue his uninterrupted term the approval is sought in advance in this Annual General Meeting from the Members. He is eligible for re-appointment for one more term of five years.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Ramnath P. Sarang as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company with effect from 27th May 2024.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Ramnath P. Sarang would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Ramnath P. Sarang as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. Ramnath P. Sarang is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from Mr. Ramnath P. Sarang that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Ramnath P. Sarang fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Ramnath P. Sarang is independent of the management.

Details of Mr. Ramnath P. Sarang, are provided in the "Annexure I" to the Notice. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof within the limits stipulated under Section 197 of the Act.

Copy of draft letter of appointment of Mr. Ramnath P. Sarang setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company. Mr. Ramnath P. Sarang is interested in the resolution set out at Item No. 3 of the Notice with regard to his reappointment. Relatives of Mr. Ramnath P. Sarang may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

ITEM No. 4:

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee has approved the change of designation of Mr. Sanjeev B. Rajgarhia (DIN: 7857384) from Non-executive Director to Non-Executive Independent Director subject to the approval of the shareholders.

The appointment of Mr. Sanjeev B. Rajgarhia, shall be effective October 01, 2023 post approval by the members in the Annual General Meeting. The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Sanjeev B. Rajgarhia, for the office of Director of the Company. It is further clarified that Mr. Sanjeev B. Rajgarhia is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Sanjeev B. Rajgarhia that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Regulation 16(1) (b) of the ("Listing Regulations"). In the opinion of the Board, Mr. Sanjeev B. Rajgarhia, is a person of integrity and fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations.

He is neither related to any director of the company nor has any shareholding in the Company. Further, he is not debarred from holding office of Director by virtue of SEBI or any such authority.

Mr. Sanjeev B. Rajgarhia, is independent of the management and possesses appropriate skills, experience and knowledge. Details of Mr. Sanjeev B. Rajgarhia is provided in the **Annexure I** to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the above resolution.

The Board recommends the passing of Special Resolution set out at Item No. 4 of the Notice for approval by the members.

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: 30th August, 2023

**Dr. Vithal V. Kamat
Executive Chairman and Managing Director
DIN: 00195341**

ANNEXURE I TO THE NOTICE

Information about the Directors seeking appointment / re-appointment / approval of remuneration etc. as required under clause 1.2.5 of the Secretarial Standard - 2:

Name: **Mr. Ramnath P. Sarang (DIN 2544807)**

Age	69 Years
Qualification	: Mr. Ramnath P. Sarang is a B.Com Graduate (Hons) with varied and rich professional experience in the hospitality Industry having over 25 years.
Experience (including expertise in specific functional area)	
Remuneration last drawn (including sitting fees, if any)	: Remuneration :NIL Sitting fees : Rs. 1,50,000 (For F.Y. 2022-23)
Terms and Conditions of Appointment/Re- Appointment/ approval of remuneration etc.	: He Shall be bound by Schedule IV of the Companies Act, 2013 during his tenure as Independent Director
Remuneration last drawn	: NA
Remuneration proposed to be paid	: NA
Date of first appointment on the Board	: 27-05-2019
Shareholding in Kamat Hotels (India) Ltd as on March 31, 2023	: NIL
Number of meetings of the Board attended during the financial year (2022-23)	: 6
Relationship with other Directors	: No inter - relationship with other Directors
Directorships held in other Listed Companies	: NIL
Audit Committee Membership in other Listed Companies	: NIL
Stakeholders Relationship Committee Membership in other Listed Companies	: NIL

Name: **Mr. Sanjeev B. Rajgarhia (DIN 07857384)**

Age	65 Years
Qualification	: Mr. Sanjeev Badriprasad Rajgarhia is a B.Com Graduate from Mumbai University he holds a Diploma in Pharmaceutical Business Management, Diploma in Shipping Management and Diploma in Patents Law & Intellectual Property Rights Laws.
Experience (including expertise in specific functional area)	
Remuneration last drawn (including sitting fees, if any)	: Remuneration :NIL Sitting fees : Rs. 1,25,000 (For F.Y. 2022-23)
Terms and Conditions of Appointment/Re- Appointment/ approval of remuneration etc.	: He Shall be bound by Schedule IV of the Companies Act, 2013 during his tenure as Independent Director
Remuneration last drawn	: NA
Remuneration proposed to be paid	: NA
Date of first appointment on the Board	: 28th August, 2020 (Non-Executive Non-Independent)
Shareholding in Kamat Hotels (India) Ltd as on March 31, 2023	: NIL
Number of meetings of the Board attended during the financial year (2022-23)	: 5
Relationship with other Directors	: No inter - relationship with other Directors
Directorships held in other Listed Companies	: NIL
Audit Committee Membership in other Listed Companies	: NIL
Stakeholders Relationship Committee Membership in other Listed Companies	: NIL