

KAMAT HOTELS (INDIA) LIMITED

CIN: L55101MH1986PLC039307

Regd. Office : 70-C, Nehru Road, Near Santacruz Airport, Vile Parle (East), Mumbai -400099.

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

NOTICE

Notice is hereby given that the Thirty-First Annual General Meeting of the members of **Kamat Hotels (India) Limited** will be held at "Vishal Hall", Hotel Highway Inn, Sir M. V. Road (Andheri Kurla Road), Near Railway Station, Andheri (East), Mumbai – 400 069 on Wednesday, the 26th September, 2018 at 11.30 a.m. 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, 2018 and Reports of the Board and Auditors thereon.
2. To appoint a Director in place of Mr. Bipinchandra C. Kamdar (DIN: 01972386), who retires by rotation and being eligible, offers himself 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 subject to 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') (including any statutory modifications or re-enactment thereof for the time being in force) and subject to approval of the members of the Company as required under the said provisions, the Board of Directors do hereby approve the re-appointment of Mr. Dinkar D. Jadhav (DIN 01809881), as an Independent Director of the Company, not liable to retire by rotation, for a further period of 5 years, with effect from 1st April, 2018 on the same terms as per his existing appointment.

RESOLVED FURTHER THAT Dr. Vithal V. Kamat, Executive Chairman and Managing Director of the Company be and is hereby authorize to issue and sign the appointment letter of Mr. Dinkar D. Jadhav and to do all such acts, deeds and matters as may be expedient and deemed fit in this regard including filing of necessary forms with Registrar of Companies, Maharashtra."

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT subject to 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') (including any statutory modifications or re-enactment thereof for the time being in force) and subject to approval of the members of the Company as required under the said provisions, the Board of Directors do hereby approve the re-appointment of Ms. Himali H. Mehta (DIN 07037244), as an Independent Director of the Company, not liable to retire by rotation, for a further period of 5 years, with effect from 1st April, 2019 on the same terms as per her existing appointment.

RESOLVED FURTHER THAT Dr. Vithal V. Kamat, Executive Chairman and Managing Director of the Company be and is hereby authorize to issue and sign the appointment letter of Ms. Himali H. Mehta and to do all such acts, deeds and matters as may be expedient and deemed fit in this regard including filing of necessary forms with Registrar of Companies, Maharashtra."

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which has been inserted by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to be effective from 1st April, 2019 and other applicable provisions, if any, of the Companies Act, 2013, including any amendment(s), statutory modification(s) or re-enactment(s) thereof, for the time being in force, approval of the members of the Company be and is hereby granted for continuation of holding office of Non- Executive Director of the Company, by Mr. Bipinchandra C. Kamdar (DIN: 01972386) who will be above the age of 75 (Seventy Five) years as on 1st April, 2019.

RESOLVED FURTHER THAT Dr. Vithal V. Kamat, Executive Chairman and Managing Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be considered necessary, proper or expedient to give effect to this resolution."

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of all the earlier Resolutions passed in this regard, pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), and the Rules framed thereunder including any statutory modification or re-enactment thereof for the time being in force, and such other approvals as may be required in that behalf, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

- make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by any body corporate; and
- acquire by way of subscription, purchase or otherwise the securities of any other body corporate.

in excess of the limits prescribed under Section 186 of the Act upto an aggregate sum of ₹ 1,000 crores (Rupees One Thousand Crores only) notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is higher.

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded to the Board to invest in the Subsidiaries, Associates, Related Parties, make loans to them; provide guarantees/security on their behalf, to person, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate the terms and conditions of the above said investments, loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company.”

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactments thereof, approval of the Members of the Company be and is hereby accorded to the Board of Directors (including any Committee which the Board may have constituted or may hereinafter constitute to exercise the power conferred by this Resolution) to create such mortgages, charges and hypothecations in addition to the existing mortgages, charges and hypothecations created by the Company, on all or any of the immovable and movable properties of the Company wheresoever situate both present and future, and the whole or any part of the undertaking of the Company together with powers to take over the management of the business and concern of the Company in certain events, in such manner as the Board may deem fit, to or in favour of all or any of the financial institutions/banks/lenders/ any other investing agencies and trustees for the holders of debentures/bonds/other financial instruments which may be issued to and subscribed by all or any of the financial institutions/ banks/ lenders/ other investing agencies or any other person(s)/ bodies corporate by private placement or otherwise, to secure rupee/ foreign currency loans and / or the issue of debentures, bonds or other financial instruments (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the aforesaid parties or any of them under the arrangements entered into/ to be entered into by the Company in respect of the said Loans, shall not at any time exceed the limit of ₹ 1,000 crores (Rupees One Thousand Crores only).

RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the the Board of Directors of the Company (including any Committee which the Board may have constituted or may hereinafter constitute to exercise the power conferred by this Resolution) for the creation of such mortgages, charges, hypothecation and any other securities to or in favour of such lenders/trustees of lenders and the Board be and is hereby authorised to finalize with the lenders/trustees of the lenders all the document for creating mortgages, charges, hypothecations and/or any other security and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents as it may consider fit and proper in connection with the aforesaid borrowings and to do all such acts, deeds, matters and things as it may consider necessary, for the purpose of giving effect to this resolution.

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with Regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“LODR”), (including any statutory modification or re-enactment thereof for the time being in force), and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the approval of the Members of the Company be and is hereby accorded for pledge of shares by Dr. Vithal V. Kamat for securing the Rupee term Loan of ₹ 9,00,00,000 (Rupees Nine Crores Only) taken by the Company from Edelweiss Assets Reconstruction Company Limited, on such terms and conditions as agreed between the Board of Directors of the Company and Edelweiss Assets Reconstruction Company Limited.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalise and execute necessary documents and other ancillary documents and to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above resolution including without limitation, to settle any questions, difficulties or doubts that may arise in this regard.”

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable provisions if any, consent of members of the Company be and is hereby accorded for continuation of Directorship of Mr. S. S. Thakur (DIN 00001466) who was appointed as Independent Director of the Company for a period of 5 years on 24th September, 2016 till 23rd September, 2021 by way of Ordinary resolution and who have attained the age of 75 years for the remaining period of this existing term of Directorship as Independent Director of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient 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: 29th June, 2018

Amit Vyas
Company Secretary

NOTES:

1. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself / herself, and the proxy need not be a member of the Company. A person can act as a proxy on behalf of a maximum of 50 members and holding in aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided that the person does not act as proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company or upload it on the e-voting portal, authorizing their representative to attend and vote on their behalf at the meeting.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting (on or before September 24, 2018, 11:30 a.m. IST). A proxy form for the AGM is enclosed.
4. During the period beginning 24 hours before the time fixed for the commencement of the AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members / proxies / authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act will be available for inspection by the members at the AGM.
7. The Register of Members and Share Transfer Books will remain closed from Wednesday, 19th September, 2018 to Wednesday, 26th September, 2018 (both days inclusive) for the purpose of Annual General Meeting.
8. We urge members to support our commitment to environmental protection by choosing to receive their shareholding communication through email. You can do this by updating your email addresses with your depository participants.
9. In compliance with Section 108 of the Act, read with corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) service facilitated by the National Securities Depository Limited (NSDL). The facility for voting will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice. The Board has appointed M/s. V. V. Chakradeo, Practicing Company Secretary, as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
10. The e-voting period commences on Friday, September 21, 2018 (9:00 a.m. IST) and ends on Tuesday, September 25, 2018 (5:00 p.m. IST). During this period, members' holding shares either in physical or dematerialized form, as on the cut-off date, i.e. September 19, 2018 may cast their vote electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution for which the vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. September 19, 2018. E-voting rights cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.
11. The Annual Report 2017-18, the Notice of the 31st AGM, and instructions for e-voting, along with the attendance slip and proxy form, are being sent by electronic mode to members whose email addresses are registered with the Company / depository participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.

12. Members may also note that the Notice of the 31st AGM and the Annual Report 2017-18 will be available on the Company's website at www.khil.com.
13. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("LODR"), in respect of the directors seeking appointment / reappointment at the AGM, forms part of the Notice.
14. The SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents.
15. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days upto the date of the AGM.
- The attendance registration procedure for the AGM is as follows:
 - a. Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.
 - b. The shareholder needs to furnish the printed attendance slip along with a valid identity proof such as the PAN card, passport, AADHAAR card or driving license to enter the AGM hall.
16. Instructions for e-voting

In compliance with Regulation 44, of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 108 and other applicable provisions of The Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members.

The instructions for e-voting are as follows:

Step 1: Log in to NSDL's e-voting system at <https://www.evoting.nsd.com/>

Step 2: Cast your vote electronically on NSDL's e-voting system.

Step 1: How to Log-in to NSDL e-voting website?

1. 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 phone.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 3. Select "EVEN" of the Company
 4. Now you are ready for e-voting as the Voting page opens.
 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Please remember that you are not allowed to modify your vote once you confirm your vote on a resolution.
- General guidelines for shareholders

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

It is strongly recommended that you do not to share your password with any other person and take utmost care to keep your password confidential. Log in to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details / Password?' or the 'Physical User Reset Password' option available on www.evoting.nsdl.com, to reset the password.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders and the e-voting user manual for shareholders available in the download section of www.evoting.nsdl.com, or call on the toll-free no. 1800-222-990 or contact National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email address: evoting@nsdl.co.in or at telephone no. +91 22 2499 4545 who will also address grievances connected with voting by electronic means.

The e-voting period commences on Friday, September 21, 2018 (9:00 a.m. IST) and ends on Tuesday, September 25, 2018 (5:00 p.m. IST). During this period, members of the Company holding shares either in physical or dematerialized form, as on the relevant date i.e. September 19, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which a vote has already been cast. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice convening the AGM and up to the cut-off date i.e. August 24, 2018, may obtain his login ID and password by sending a request at evoting@nsdl.co.in.

The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the relevant date i.e. August 24, 2018.

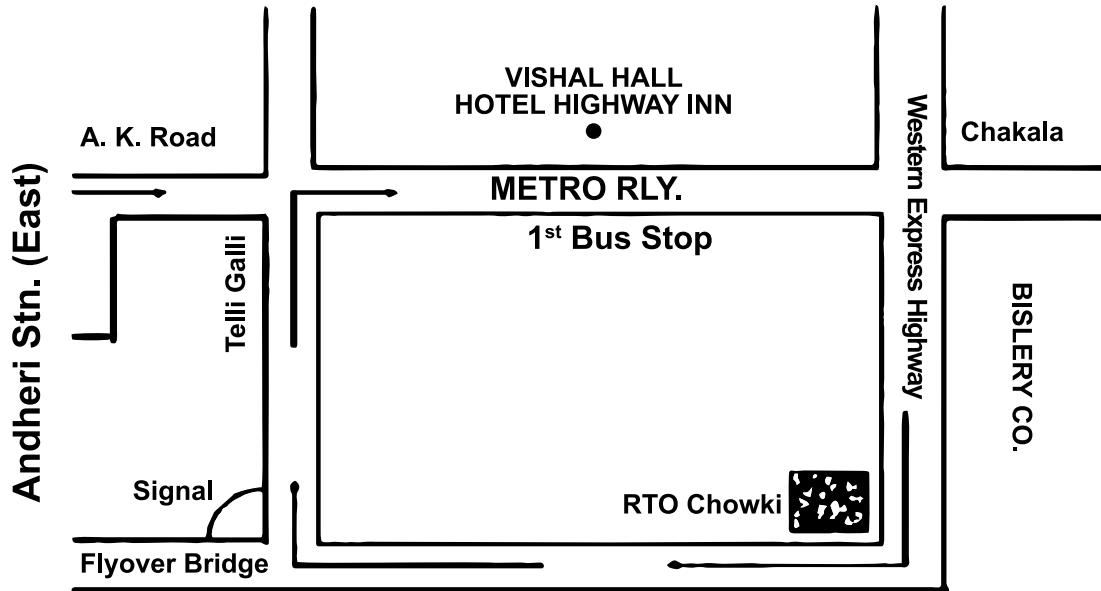
The Scrutinizer shall, immediately after the conclusion of voting through Ballot, count the votes cast, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of voting through Ballot, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any person authorised by him, who shall countersign the same. The Scrutinizer's decision on the validity of a Ballot Form will be final and binding.

The results declared along with the Scrutinizer's Report shall be displayed at the Registered Office of the Company, placed on the Company's website www.khil.com and on the website of NSDL, www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- i. 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).
 - ii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - iii. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.
 - iv. The scrutinizer shall within 48 hours of the conclusion of AGM, submit a consolidated Scrutinizer's report of the votes cast in favour or against, to the Chairman of the AGM ["Chairman"] or any Director or any person authorized by the Chairman for this purpose who shall counter sign the same.
 - v. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company (www.khil.com) and on the website of the NSDL and communicated to the Stock Exchanges.
17. The Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.

Route map of the venue:



Place: Mumbai
Date: 29th June, 2018

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

Amit Vyas
Company Secretary

ANNEXURE TO THE NOTICE

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

ITEM NO. 3:

Mr. Dinkar D. Jadhav (DIN: 01809881) was appointed as an Independent Director of the Company and he held office as an Independent Director of the Company upto March 31, 2018 ("first term").

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. Dinkar D. Jadhav as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company with effect from 1st April, 2018.

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. Dinkar D. Jadhav 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. Dinkar D. Jadhav 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. Dinkar D. Jadhav 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. Dinkar D. Jadhav 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"). Since Mr. Dinkar D. Jadhav age is of 74 years and will complete 75 years of age during the course of his second term of appointment as Independent Director. In line with the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the appointment or continuation of directorship of Non-Executive Directors must be approved by the Members by way of a Special Resolution.

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

Details of Mr. Dinkar D. Jadhav, are provided in the "Annexure" 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. Dinkar D. Jadhav setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company. Mr. Dinkar D. Jadhav is interested in the resolution set out at Item No. 3 of the Notice with regard to his reappointment. Relatives of Mr. Dinkar D. Jadhav 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.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

ITEM NO. 4:

Ms. Himali H. Mehta (DIN: 07037244) was appointed as an Independent Director of the Company and she holds office as an Independent Director of the Company upto March 31, 2019 ("first term").

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Ms. Himali H. Mehta as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given her background and experience and contributions made by her during her tenure, the continued association of Ms. Himali H. Mehta would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director. Accordingly, it is proposed to re-appoint Ms. Himali H. Mehta 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.

Ms. Himali H. Mehta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and had given her consent to act as a Director. The Company has also received declaration from Ms. Himali H. Mehta that she 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, Ms. Himali H. Mehta fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Ms. Himali H. Mehta is independent of the management.

Details of Ms. Himali H. Mehta, are provided in the "Annexure" to the Notice. She 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 Ms. Himali H. Mehta setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company. Ms. Himali H. Mehta is interested in the resolution set out at Item No. 4 of the Notice with regard to her reappointment. Relatives of Ms. Himali H. Mehta 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.

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

ITEM NO. 5

Securities and Exchange Board of India (SEBI) has vide its Notification No. SEBI/LAD-NRO/GN/2018/10 dated May 09, 2018 issued the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("the Amendment Regulations") which brought amendments in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") to be effective from 1st April, 2019, save as otherwise specifically provided for in the Amendment Regulations. Regulation 17(1A) of the Listing Regulations, which has been inserted by the Amendment Regulations, requires the listed entities to obtain approval of shareholders by way of Special Resolution to appoint or continue the directorship of Non-Executive Directors who have attained the age of 75 years. Regulation 17(1A) is going to be effective from 1st April, 2019. Accordingly, for continuation of directorship of Mr. Bipinchandra C. Kamdar, who will be above the age of 75 years as on 1st April, 2019, a special Resolution, has been proposed.

Details of Mr. Bipinchandra C. Kamdar, are provided in the "Annexure" to the Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

None of the Directors and Key Managerial Personnel (KMP) of the Company and their relatives is in any way, concerned or interested in this item of business.

ITEM NO. 6:

As per the provisions of Section 186 of the Companies Act, 2013 ("the Act"), it would be necessary to obtain the approval of the members for making loans to any person or other bodies corporate; giving guarantee or provide security in connection with a loan to any other bodies corporate or person; and acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of 60% of the paid-up share capital and free reserves and securities premium account; or 100% of the free reserves and securities premium account; whichever is higher.

In order to support the business activity, the Company from time to time has been investing/making loans/providing guarantees/security. In order to enable the Company to invest/make loans/provide guarantees/security, over and above the aforementioned statutory limits approval of the members is required. Hence, the approval of the members is sought to make loan/invest/provide guarantees/security to subsidiary(ies)/joint venture(s)/associate company(ies)/person/other body corporate(s), upto an amount not exceeding ₹ 1,000 (Rupees One Thousand Crores only) over and above the paid up capital of the Company and free reserve.

The Directors recommend the passing of the resolution set out at item No. 6 of the accompanying notice as a Special Resolution.

None of the Directors and Key Managerial Personnel (KMP) of the Company and their relatives is in any way, concerned or interested in this item of business except to the extent of any loan, investment, guarantee or security which may be made or provided by the company to any body(ies) corporate in which any director or KMP of the company and their relatives is or will be interested.

ITEM NO. 7:

As per Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the Undertaking of the Company or where the Company owns more than one Undertaking, the whole or substantially the whole of any of such undertakings only with the consent of the Company by way of a Special Resolution.

The Company is making its efforts for restructuring of its debts in order to continue the turnaround/ improve/ enhance the financial stability of the Company, it may require to create charges/mortgages/ hypothecation on movable or immovable properties of the Company so as to facilitate the smooth turnaround.

Therefore, resolution mentioned at Item No. 7 of the accompanying Notice as a Special Resolution is proposed for your approval. The said Resolution is an enabling resolution and is in supersession to the special resolution passed under Section 293(1)(a) of the Companies Act, 1956 by the Company on 17th April, 2012.

The Directors recommend the passing of the resolution set out at Item No. 7 of the accompanying notice as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested in this item of business.

ITEM NO. 8.

The Company had obtained a Rupee Loan of ₹ 9,00,00,000/- (Rupees Nine Crores Only) from Edelweiss Assets Reconstruction Company Limited and as a security for securing the loan, the Company had requested Dr. Vithal V. Kamat to pledge his holding in the Company, accordingly Dr. Vithal V. Kamat had pledged his 21,86,640 shares in favour Edelweiss Assets Reconstruction Company Limited.

Dr. Vithal V. Kamat being Chairman and Managing Director of the Company is a related party as defined under provision of section 2(76) of the Companies Act, 2013 and the pledge of shares by the related party is in the nature of transfer of resource and hence a related party transaction. As per the provisions of regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions shall require approval of shareholders through a resolution. Since this transaction being a material transaction as defined under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members is requested under regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board therefore recommends the passing of the resolution as set out in the accompanying notice as a special resolution.

None of the Directors, the Key Managerial Personnel (as defined under the Companies Act, 2013 and rules formed thereunder) of the Company and their respective relatives (as defined under the Companies Act, 2013 and rules formed thereunder) have any interest in the passing of the said resolution except to the extent of equity shares held by them in the Company.

ITEM NO. 9.

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 notified on June 7, 2018 prescribes that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect. Mr. S. S. Thakur (DIN 00001466) who was appointed as an Independent Director of the Company for a period of 5 years on 24th September, 2016 by way of Ordinary resolution have attained the age of 88 years.

In view of the said provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Nomination and Remuneration Committee discussed the matter and recommended the continuation of Directorship of the above Independent Director for the remaining period of his term. Mr. S. S. Thakur is an M.Com, CAIIB. Mr. Thakur has a wide experience of central banking functions, especially in the management of foreign exchange rate and external debt, regulation and foreign technical collaboration, foreign equity investment and exchange market development. He has held several strategic positions and has served as Controller of Foreign Exchange for Reserve Bank of India, Senior Adviser of United Nations Development Programme, Chairman of HDFC Bank, Director on the Governing Board of BSE Limited and Chairman of the Central Depository Services India Limited.

The Board based on the recommendation of Nomination and Remuneration Committee and considering benefits of the expertise of the aforesaid independent Director, has recommended the resolution for approval of shareholders by way of special resolution.

Except the above Director, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

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

**Place: Mumbai
Date: 29th June, 2018**

**Amit Vyas
Company Secretary**

Annexure to the Notice dated 29th June, 2018

As required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 on General Meetings, a brief profile and other related details of the Directors seeking appointment/re-appointment are as follows:

- 1. Name: Mr. Bipinchandra C. Kamdar (DIN: 01972386) Age- 89 years**
Mr. Bipinchandra C. Kamdar is a Science Graduate and have experience of more than 31 years in hotel industry.
He was associated with the Company for more than 31 years and has been involved in day to day activity of Company since then.
Remuneration last drawn (including sitting fees, if any): ₹ 1,90,000 (fees for attending Board and Committee Meetings).
Date of first appointment on the Board: 6th August, 2016
Shareholding in the Company as on March 31, 2018: NIL
Relationship with other Directors / Key Managerial Personnel: Not related to any Director / Key Managerial Personne
Number of meetings of the Board attended during the financial year (2017-18): 5
Directorships of other Boards as on March 31, 2018: one
Membership / Chairmanship of Committees of other Boards as on March 31, 2018: one
- 2. Name: Mr. Dinkar D. Jadhav (DIN:01809881)**
Age: 74 years
Qualifications: B.Sc. with Physics and Mathematics and has done diploma in Business Management.
Experience (including expertise in specific functional area) / Brief Resume: Vast experience of working with Shipping Master Port of Calcutta, Semens Employment Office as Dy. Director, Ward Officer of Bombay Municipal Corporation, Municipal Corporation of Greater Bombay as Dy. Municipal Commissioner. He is presently working as Chairman, Senior Level Grievances Redressal Committee, MMRDA and as Chief Project Advisor in NGO called SEWA.
Terms and Conditions of Re-appointment: As per the resolution at item no. 3 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Dinkar D. Jadhav is proposed to be re-appointed as an Independent Director
Remuneration last drawn (including sitting fees, if any): ₹ 1,90,000 (fees for attending Board and Committee Meetings).
Date of first appointment on the Board: 21st September, 2013
Shareholding in the Company as on March 31, 2018: NIL

Relationship with other Directors / Key Managerial Personnel: Not related to any Director / Key Managerial Personnel

Number of meetings of the Board attended during the financial year (2017-18): 5

Directorships of other Boards as on March 31, 2018: One

Membership / Chairmanship of Committees of other Boards as on March 31, 2018: One

3. Name: Ms. Himali H. Mehta (DIN:07037244)

Ms. Himali H. Mehta is a M.E. Environmental Engineer and B. E. Civil Engineer with varied and rich professional experience in different field including environment. She was principal scientist and in charge head (Bio-conversion Technology Division) at Sardar Patel Renewable Energy Research Institute (SPRERI), Gujarat during June 2007 to March 2012. Prior to June, 2007, she had also worked as Programme Officer with Vikram Sarabhai Centre for Development Interaction (VIKSAT), Ahmedabad and as Lecturer, S. V. Regional College of Engineering and Technology, Surat. She has published several research papers on subjects related to her profession.

Age: 52 years

Qualifications: M.E. Environmental Engineer and B. E. Civil Engineer

Experience (including expertise in specific functional area) / Brief Resume: Vast expertise in environment and management field.

Terms and Conditions of Re-appointment: As per the resolution at item no. 4 of the Notice convening this Meeting read with explanatory statement thereto, Ms. Himali H. Mehta is proposed to be re-appointed as an Independent Director

Remuneration last drawn (including sitting fees, if any): ₹ 1,55,000 (fees for attending Board and Committee Meetings)

Date of first appointment on the Board: 20th December, 2014

Shareholding in the Company as on March 31, 2018: NIL

Relationship with other Directors / Key Managerial Personnel: Not related to any Director / Key Managerial Personnel

Number of meetings of the Board attended during the financial year (2017-18): 4

Directorships of other Boards as on March 31, 2018: None

Membership / Chairmanship of Committees of other Boards as on March 31, 2018: None

4. Name: Mr. S. S. Thakur (DIN: 00001466)

Mr. S. S. Thakur is an M.Com, CAIIB. Mr. Thakur has a wide experience of central banking functions, especially in the management of foreign exchange rate and external debt, regulation and foreign technical collaboration, foreign equity investment and exchange market development. He has held several strategic positions and has served as Controller of Foreign Exchange for Reserve Bank of India, Senior Adviser of United Nations Development Programme, Chairman of HDFC Bank, Director on the Governing Board of BSE Limited and Chairman of the Central Depository Services India Limited.

Age: 88 years

Qualifications: M.Com, CAIIB

Experience (including expertise in specific functional area) / Brief Resume: Vast expertise in banking functions

Terms and Conditions of Re-appointment: As per the resolution at item no. 9 of the Notice convening this Meeting read with explanatory statement thereto, Mr. S. S. Thakur is proposed to be re-appointed as an Independent Director

Remuneration last drawn (including sitting fees, if any): ₹ 1,80,000 (fees for attending Board Committee Meetings)

Date of first appointment on the Board: 24th September, 2016

Shareholding in the Company as on March 31, 2018: NIL

Relationship with other Directors / Key Managerial Personnel: Not related to any Director / Key Managerial Personnel

Number of meetings of the Board attended during the financial year (2017-18): 5

Directorships of other Boards as on March 31, 2018: 3

Membership / Chairmanship of Committees of other Boards as on March 31, 2018: 3