# NOTICE

Notice is hereby given that the Thirty Seventh (37th) Annual General Meeting of the members of **Kamat Hotels (India) Limited** will be held on Friday, 27th September, 2024, at 11.30 a.m. through Video Conferencing or Other Audio-Visual Means ("VC/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, 2024, and Reports of the Board and Auditors thereon.

2. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   **"RESOLVED THAT** Ms. Vidita V. Kamat (DIN: 03043066), Director liable to retire by rotation, who retires by rotation and being eligible, offers herself for re-appointment."

**SPECIAL BUSINESS:**

3. **APPROVAL FOR ENTERING INTO MATERIAL RELATED PARTY TRANSACTION WITH PLAZA HOTELS PRIVATE LIMITED**

   **To consider, and if thought fit, approve the following material related party transaction proposed to be entered by the Company with Plaza Hotels Private Limited during the financial years 2024-25, 2025-26 and 2026-27 as an Ordinary Resolution:**

   **"RESOLVED THAT** in compliance with and subject to the provisions of the Regulation 2(1)(zc) and Regulation 23(4) and other relevant Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") as amended from time-to-time and the provisions of Section 188 and other applicable provisions, of the Companies Act, 2013 and the relevant Rules framed thereunder and any other Rules / applicable statutes made thereunder [including any statutory modification(s) or re-enactment(s) thereof for time being in force] and the Company's Policy on Related Party Transactions, and based on the approval and recommendation of the Audit Committee and Board of Directors of the Company, consent of the Members be and is hereby accorded to the Company to enter into / renew the existing contract(s)/ arrangement(s)/ transaction(s)/ agreement(s) pertaining to execution of Business Contract Agreement (BCA) and the Memorandum of Understanding (MOU) with Plaza Hotels Private Limited (PHPL) a related party of the Company within the meaning of Section 2(76) of the Act, and Regulation 2(1)(zb) of the Listing Regulations, the details of which are mentioned in the Explanatory Statement (explanatory statement forms an integral part of this Resolution), each of the captioned agreements for a further term not exceeding 30 years and for an amount not exceeding Rs. 90 Crores per annum for the financial years 2024-25, 2025-26 and 2026-27 and on such other terms and conditions as may be agreed between the Company and PHPL as detailed in the Explanatory Statement annexed thereto;

   **RESOLVED FURTHER THAT** the Board be and is hereby authorised to finalise the terms and conditions, sign and execute all such agreements, documents, instruments and writings and to perform or cause to be done all such acts, deeds, matters and things as deemed necessary, or desirable with power to alter and vary the terms and conditions of such contracts / arrangements / transactions, settle all questions, difficulties or doubts that may arise in this regard;

   **RESOLVED FURTHER THAT** the Board is hereby authorised to delegate all or any of its powers conferred by the above Resolution to any Director or Directors or committee of Directors or any Officer or Officers of the Company to give effect to the aforesaid Resolution."

4. **APPOINTMENT OF MR. KAUSHAL K. BIYANI AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR**

   **To consider, and if thought fit, approve the following resolution for appointment of Mr. Kaushal K. Biyani as Non-Executive Non-Independent Director of the Company as on Ordinary Resolution:**

   **"RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and Section 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the Act) and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-

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enactment thereof for the time being in force) and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Mr. Kaushal K. Biyani (DIN: 08334639), who was appointed as an Additional Director (Non-Executive Non-Independent) of the Company with effect from 12th August, 2024 by the Board of Directors under Section 161 of the Companies Act, 2013 and who holds office as such Director upto the date of 37th Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary, expedient or desirable to give effect to this resolution."

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

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

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

Place: Mumbai
Date: 12th August, 2024

**NOTES**:

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023, in relation to "Clarification on holding of Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "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, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 ("SEBI Circulars"), has permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing / Other Audio Visual Means ("VC/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, as amended ("SEBI Listing Regulations"), the 37th AGM of the Company is being conducted through VC/OAVM Facility. The Company has enabled the members to participate at the AGM through the VC/OAVM facility provided by Link Intime India Private Limited, Registrar and Share Transfer Agents of the Company ("RTA /LIIPL"). The instructions for participation by the members at the AGM are given in the subsequent paragraphs. Participation at the 37th AGM through VC/OAVM shall be allowed on a first-come-first-serve basis.

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2. In compliance with the aforesaid Circulars, members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

3. The Company has provided the facility to the 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 AGM being held through VC/OAVM.

4. Members joining the meeting through VC/OAVM, 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 37th AGM is being held through VC/OAVM, physical attendance of members has been dispensed with for the 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 required to be annexed to this Notice. However, pursuant to the provisions of Sections 112 and 113 of the Companies Act, 2013, a member may appoint a representative to attend and/or vote.

6. 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.

7. The Explanatory Statement pursuant to Section 102 of the Act, in respect of the Special Business mentioned in Item Nos. 3 and 4 of the accompanying Notice is annexed hereto. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's Registered Office at, Secretarial Department, 70C- Nehru Road, Near Santacruz Airport, Vile Parle (E), Mumbai, Maharashtra - 400099 on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the date of this Annual General Meeting ("AGM") and also at the AGM.

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 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 37th 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 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 37th AGM along with the Annual Report for the FY 2023-24, 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 is also being available on the Company's website at www.khil.com and on the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively.

12. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s. Link Intime India Private Limited, C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai – 400083, email id: kyc@linkintime.co.in, Ph: 022-49186270. Members holding shares in demat form are requested to inform the concerned Depository Participants ("DP") of any change in address, dividend

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mandate, e-mail, etc. Members of the Company, who have registered their email address, are entitled to receive such communication in physical form upon request.

13. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 20th September, 2024, to Friday, 27th September, 2024, (both days inclusive) for determining the name of members for the purpose of AGM.

14. E-voting period will start from Tuesday, 24th September, 2024, at 9:30 a.m. and will end on Thursday, 26th September, 2024, at 5:00 p.m. Members holding shares as at the close of business hours on Thursday, 19th September 2024 (being 'cut-off date') shall be entitled to vote on the matters provided in this Notice.

15. 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 https://www.mca.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/unclaimed-shares-dividend.html and also on the website of the MCA.

16. 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.

17. Details as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard – 2 issued by ICSI, in respect of the Director seeking appointment at the 37th AGM, are provided in the Annexure herewith and forms an integral part of this Notice. Requisite declarations have been received from the Director seeking appointment.

➢ **Updation of KYC, PAN and other details:**

a. 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 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023), 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 shareholders for updating their PAN, KYC and Nomination details with the Company / RTA.

b. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

c. In view of the above, we urge the members holding shares in physical form to submit the required Form ISR-1, quoting folio no, name of shareholder, scanned copy of the share certificate (front and back), PAN and AADHAR (self-attested scanned copy of both PAN card and Aadhar card) along with the supporting documents, at the earliest. The relevant forms are available on the Company's website at https://www.khil.com/investor-notices.html and on the website of the RTA at https://linkintime.co.in/downloads.html or at https://liiplweb.linkintime.co.in/KYC-downloads.html. Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf.

d. Further, the members are requested to refer the process detailed on https://linkintime.co.in/home-KYC.html and proceed accordingly.

e. Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registration of nomination, power of attorney

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registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar at https://www.linkintime.co.in/ in case the shares are held in physical form, quoting their folio number. Changes intimated to the DP will then be automatically reflected in the Company's records.

f. Members may please note that SEBI vide its Circular dated January 25, 2022, has mandated the Listed Companies to issue securities in dematerialised form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition.

g. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company at https://www.khil.com/investor-notices.html and on the website of the RTA at https://linkintime.co.in/downloads.html. It may be noted that any service request can be processed only after the folio is KYC Compliant.

h. In accordance with Regulation 40 of the SEBI Listing Regulations, as amended, all requests for transfer of securities, including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to get inherent benefits of dematerialisation, members holding shares of the Company in physical form, are requested to kindly get their shares converted into dematerialised form. Members can contact the Company's RTA at https://www.linkintime.co.in/ for assistance in this regard.

i. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14. The said forms can be downloaded from the Company's website at https://www.khil.com/investor-notices.html and from the website of the RTA at https://linkintime.co.in/downloads.html . Members are requested to submit the said form to their DP in case the shares are held by them in electronic form and to the RTA at https://www.linkintime.co.in in case the shares are held in physical form, quoting their folio no.

j. To support the Green Initiative, members are requested to register their e-mail address with their concerned DPs, in respect of electronic holding and with the RTA, in respect of physical holding, submit their request by clicking on "Service Request" option under "Investor Services" tab, available on the website of the RTA at https://www.linkintime.co.in/. Further, those members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/ RTA to enable servicing of notices/ documents/ Annual Reports and other communications electronically to their e-mail address in future.

➢ **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.

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**Login method for Individual shareholders holding securities in demat mode is given below:**

**Individual Shareholders holding securities in demat mode with NSDL:**

**METHOD 1 - If registered with NSDL IDeAS facility**

**Users who have registered for NSDL IDeAS facility:**

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "Login".

b) Enter user id and password. Post successful authentication, click on "Access to e-voting".

c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**User not registered for IDeAS facility:**

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp "

b) Proceed with updating the required fields.

c) Post registration, user will be provided with Login ID and password.

d) After successful login, click on "Access to e-voting".

e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of NSDL:**

a) Visit URL: https://www.evoting.nsdl.com/

b) Click on the "Login" tab available under 'Shareholder/Member' section.

c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".

e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL:**

**METHOD 1 – From Easi/Easiest**

**Users who have registered/ opted for Easi/Easiest:**

a) Visit URL: https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com

b) Click on New System Myeasi

c) Login with user id and password

d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.

e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Users not registered for Easi/Easiest:**

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration

b) Proceed with updating the required fields.

c) Post registration, user will be provided Login ID and password.

d) After successful login, user able to see e-voting menu.

e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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**METHOD 2 - By directly visiting the e-voting website of CDSL.**

a) Visit URL: https://www.cdslindia.com/

b) Go to e-voting tab.

c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.

e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

a) Login to DP website.

b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.

c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.

d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the 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. Visit 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

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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'.**
5. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
6. E-voting page will appear.
7. 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).
8. 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 ("Corporate Body/ Custodian/Mutual Fund"):**

**STEP 1 – Registration:**

a) Visit URL: https://instavote.linkintime.co.in

b) Click on Sign up under "Corporate Body/ Custodian/ Mutual Fund"

c) Fill up your entity details and submit the form.

d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr. No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.

f) While first login, entity will be directed to change the password and login process is completed.

**STEP 2 –Investor Mapping:**

a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above.

b) Click on "Investor Mapping" tab under the Menu Section

c) Map the Investor with the following details:

   a. 'Investor ID' -

      i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*

      ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*

   b. 'Investor's Name - Enter full name of the entity.

   c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.

   d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.

d) Click on Submit button and investor will be mapped now.

e) The same can be viewed under the "Report Section".

**STEP 3 – Voting through remote e-voting:**

The corporate shareholder can vote by two methods, once remote e-voting is activated:

**METHOD 1 - VOTES ENTRY**

a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above.

b) Click on 'Votes Entry' tab under the Menu section.

c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.

d) Enter '16-digit Demat Account No.' for which you want to cast vote.

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e) 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).

f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.

g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**OR**

**VOTES UPLOAD:**

a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above.

b) You will be able to see the notification for e-voting in inbox.

c) Select **'View'** icon for '**Company's Name / Event number '.** E-voting page will appear.

d) Download sample vote file from 'Download Sample Vote File' option.

e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.

f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**Helpdesk:**

**Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

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 |

**Forgot Password:**

**Individual shareholders holding securities in physical form has forgotten the password:**

If an Individual shareholders holding securities in physical form 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

- Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- 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 a minimum of 8 characters, at least one special character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter.*

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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.

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID.

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

**Institutional shareholders ("Corporate Body/ Custodian/ Mutual Fund") has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat 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

- Click on 'Login' under 'Corporate Body/ Custodian/ Mutual Fund' tab and further Click 'forgot password?'
- Enter User ID, Organization ID 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 a minimum of 8 characters, at least one special character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter.*

**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".

**Process and manner for attending the General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: https://instameet.linkintime.co.in & Click on **"Login".**
   - Select the **"Company"** and **'Event Date'** and register with your following details: -
     - **A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No.
       - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID.**
       - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.**
       - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company.
     - **B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.)
     - **C. Mobile No.:** Enter your mobile number.
     - **D. Email ID:** Enter your email id, as recorded with your DP/Company.
   - Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

**Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request with the Company.
2. Shareholders will get confirmation on first cum first serve basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.

# NOTICE (Contd.)

4. Other shareholders may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**Instructions for Shareholders/ Members to vote during the General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

**SWAYAM - Self-Service Portal for Investors**

**'SWAYAM'** is a secure, user-friendly web-based application, developed by "Link Intime India Pvt Ltd.", our Registrar and Share Transfer Agents, that empowers shareholders to effortlessly access various services. We request you to get registered and have first-hand experience of the portal.

This application can be accessed at https://swayam.linkintime.co.in

- Effective Resolution of Service Request - Generate and Track Service Requests/Complaints through SWAYAM.
- Features - A user-friendly GUI.
- Track Corporate Actions like Dividend/Interest/Bonus/ split, if any.
- PAN-based investments - Provides access to linked PAN accounts, Company wise holdings and security valuations.
- Effortlessly Raise request for Unpaid Amounts.
- Self-service portal – for securities held in demat mode and physical securities, whose folios are KYC compliant.
- Statements - View entire holdings and status of corporate benefits.
- Two-factor authentication (2FA) at Login - Enhances security for investors.

**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.
2. Members, whose names appear in the Register of Members/Record of Depositories as on Thursday, 19th September 2024, 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.

KAMAT HOTELS (INDIA) LIMITED

# NOTICE (Contd.)

3. The Board of Directors has appointed Mr. Dinesh Kumar Deora (COP No. 4119) and in his absence Mr. Tribhuwneshwar 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 LIIPL by forwarding an e-mail at enotices@linkintime.co.in or the Secretarial Department of the Company at cs@khil.com .
7. 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.
8. SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S RTA.
9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
10. 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.

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

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

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

Place: Mumbai
Date: 12th August, 2024

# NOTICE (Contd.)

**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:**

The members are informed that the Company ("KHIL") is in the business of owning, developing and operating of hotels. The Company after taking requisite approvals, besides operating other hotel properties is presently also operating The Orchid, Mumbai the land of which is owned by Plaza Hotels Private Limited ("PHPL"), a Promoter Group Company. The Business Contract Agreement (BCA) dated 1st April, 1994, for operating the hotel on the land belonging to PHPL and Memorandum of Understanding (MOU) dated 12th September, 2005, towards development, management and operation of the Five Star Hotel "The Orchid, Mumbai" were executed between KHIL and PHPL. Both the aforesaid Agreements are entered into by KHIL with PHPL and royalty is payable by KHIL to PHPL.

KHIL has undertaken the management, operation and construction of Five Star Hotel Property on the said land. KHIL has been successfully operating its Hospitality Business and has created a niche as an Ecotel Hotel in India.

The Business Contract Agreement (BCA) dated 1st April, 1994, was executed for the term of 30 years and Memorandum of Understanding (MOU) dated 12th September, 2005, was executed for the term of 20 years. Both the agreements are due for renewal during the Financial year 2024-25. Therefore, are placed before Audit Committee and Board for their prior approval.

The Company had ratified the aforesaid Related Party Transaction (execution of BCA and MOU) for a period of 30 years and 20 years, respectively, through Postal Ballot carried out pursuant to SEBI circular No. CIR/CFD/POLICY CELL/2/2014 dated 17th April, 2014, as amended by SEBI circular No. CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014. In order to further consolidate and ensue Business continuity it is proposed to further renew the above two documents between the Company and PHPL. It is now proposed to renew and execute the Business Contract Agreement (BCA) and Memorandum of Understanding (MOU) on the existing terms and conditions, to be effective from 1st April, 2024 and 1st August, 2024, respectively, for the term of 30 years each. The approval of the Audit Committee and Board of Directors for both these Agreements proposed to be executed is sought for a period of 30 years each (for the purpose of business continuity and in the interest of the Company) subject to the approval of the Shareholders. However, the approval of the Audit Committee and Board of Directors for the payment of Interest free security deposit and royalty is sought for 3-years period beginning from the financial year 2024 - 25, subject to the approval of the Shareholders. Further, the said repetitive Related Party Transaction can be approved at every three years period, subject to the requisite approvals as per the requirements of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

**MATERIAL TERMS OF THE CONTRACT**

**Royalty fees Payable:**

As per the terms of the MOU, the Company proposes to pay quarterly Royalty fees of 5% of the Gross revenue generated from The Orchid Hotel, Mumbai to PHPL.

**Entitlement of the Income Generated from The Orchid Hotel, Mumbai:**

KHIL will be entitled to the Income accruing from The Orchid Hotel, Mumbai and bear all the expenses in managing the property except the payment of aforesaid Royalty fees payable to PHPL.

**Security Deposit:**

The Company had paid Interest Free Security Deposit of Rs. 60 Crore as per BCA dated 1st April, 1994, for period of 30 years and Interest Free Security Deposit of Rs. 20 Crores as per MOU dated 12th September, 2005, for a period of 20 years. Total amount Rs. 80 Crore.

Considering the same, no further Security Deposit is claimed by PHPL.

The members are further apprised that the proposed retetitive transaction with the related party as mentioned in the resolution is at arm's length and in the ordinary course of business of the Company, accordingly in terms of Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, prior consent of the Board and Members of the Company is not required.

However, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all material transactions with related parties require prior approval of the members of the Company through ordinary resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹1,000 crore or 10% {ten} of the annual consolidated turnover of a listed entity as per the last audited

# NOTICE (Contd.)

financial statements of the listed entity, whichever is lower and a transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed 5% {five} percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

Further, the members are informed that the Royalty payable by the Company to PHPL as per the terms of BCA and MOU is 5% of the Gross revenue generated from The Orchid Hotel, Mumbai and as the Company is renewing the said BCA and MOU for the further term of 30 years each, the Security Deposit of Rs. 60 Crore as per BCA dated 1st April, 1994, for period of 30 years and Security Deposit of Rs. 20 Crores as per MOU dated 12th September, 2005, for a period of 20 years which was earlier deposited with PHPL shall continue to be held by PHPL and no new Security Deposit will be paid by the Company.

As, the total amount of Security deposit which is held by PHPL and royalty is more than 5% of consolidated turnover of the Company, therefore, pursuant to Regulation 23 of the Listing Regulations, approval of the shareholders shall be required for the aforesaid transaction considering aggregate amount of the transaction with the related party during the financial year is exceeding 5% of consolidated turnover of the Company.

The members are further apprised that the Audit Committee and Board of Directors of the Company have approved the proposed Related Party Transaction with PHPL, subject to the approval of the members, which was placed before them at its respective meetings held on 12th August, 2024. Further, the said transactions qualify as Material Related Party Transaction under the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 and accordingly, the member's approval is sought for the same.

**Details of the proposed RPT of the Company with Plaza Hotels Private Limited ('PHPL'), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:**

| Description | Details of proposed RPT between the Company and PHPL |
|---|---|
| **Type, material terms and particulars of the proposed Transaction:** | The proposed transaction is for renewal of the Business Contract Agreement (BCA) and Memorandum of Understanding (MOU) on the existing terms and condition to be executed with Plaza Hotels Private Limited (PHPL) for development / construction, operation and management of The Orchid Hotel, Mumbai. |
| **Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise):** | Plaza Hotels Private Limited (PHPL) is a Promoter Group Company which holds *17.54 % of shareholding of the Company as on the date of this Notice. Dr. Vithal V. Kamat and Mr. Vishal V. Kamat are the common Directors in both the Companies.<br>** 17.54% Shareholding of PHPL is as on dated 12th August, 2024 which is calculated on a Pre-Diluted basis.* |
| **Tenure of the proposed Transaction:** | The BCA and MOU will be renewed for the further term of 30 years. However, payment of Interest free security deposit and royalty is sought for 3-years period beginning from the financial year 2024-25 to 2026-27. |
| **Value of the proposed Transaction:** | Total Monetary value of the proposed Related Party Transaction is Rs. 90 Crores which consist of:<br>i) The estimated value of the transaction with PHPL with respect to the said Royalty payment shall not exceed Rs. 10 Crores in each of the three financial year from FY 2024-25 to FY 2026-27.<br>ii) The Interest free Security deposit of Rs. 60 Crores under BCA and Rs. 20 Crores under MOU was given by the Company to PHPL at the time of execution of Original BCA and MOU respectively which shall continue to be held by PHPL in the renewed agreements from FY 2024-25 to FY 2026-27. |

# NOTICE (Contd.)

| Description | Details of proposed RPT between the Company and PHPL |
|---|---|
| **The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed Transaction:** | 29.57% (Representing onetime Security Deposit along with Royalty i.e. 80 Crores + 10 Crores)<br>3.29% (Representing only Royalty payment i.e. 10 Crores) |
| **Justification for why the proposed transaction is in the interest of the listed entity:** | As per Business Contract agreement (BCA) dated 1st April 1994, PHPL had granted in favour of KHIL the license to manage and occupy the hotel property i.e. The Orchid Hotel, Mumbai. Further, as per Memorandum of Understanding (MOU) dated 12th September 2005, PHPL had granted in favour of KHIL the license to develop, manage and occupy the proposed Five Star Hotel property i.e. The Orchid Hotel, Mumbai. The said hotel is managed, operated, and developed by the Company since 1994 and it contributes 54.51 % of the Standalone Total Revenue from operations of the Company (FY 2023-24) and 39.92% percentage of the Consolidated Total Revenue from operations of the Company (FY 2023-24). |
| **If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary:** | Not Applicable |
| **A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders:** | Not Applicable |

Any subsequent material modifications in the proposed agreement, transactions, as defined by the Audit Committee as a part of the Company's Policy on Related Party Transactions, shall be approved by the Audit Committee, Board and shareholders, as may be required, in terms of Regulation 23(4) of the Listing Regulations.

Accordingly, the Board of Directors recommends passing of ordinary resolution set out at Item No. 3 of the Notice for approval by the members.

Dr. Vithal V. Kamat, Mr. Vishal V. Kamat, and Ms. Vidita V. Kamat, being the Directors and Promoters and Mrs. Vidhya V. Kamat, being the Promoter of the Company may be deemed to be interested in the above ordinary resolution by virtue of their Shareholding and Directorship in the Company. None of the other Directors and / or Key Managerial Personnel of the Company and / or their relatives is concerned or interested, in the resolution as set out at Item No.3 of the Notice.

Pursuant to Regulation 23 of the SEBI Listing Regulations, members may also note that no related party of the Company shall vote to approve the resolutions No. 3 whether the entity is a related party to the particular transaction or not.

**ITEM NO. 4:**

The Members are hereby informed that based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors, on 12th August, 2024, pursuant to Section 152 and Section 161 of the Companies Act, 2013 ('Act') read with rules made thereunder, appointed, Mr. Kaushal K. Biyani (DIN: 08334639) as an Additional Director under the category of Non-Executive Non-Independent Director of the Company with effect from 12th August, 2024, liable to retire by rotation.

Further, members are informed that Mr. Kaushal K. Biyani is associated with Alpha Alternatives (Group of Convertible warrant holders of the Company). Considering, the same, the Nomination and Remuneration Committee and the Board has recommended his appointment as Non-Executive Non-Independent Director of the Company.

The Company has received a Notice from a member in writing under Section 160(1) of the Act proposing his candidature for the office of Director. The Company has also received from Mr. Kaushal K. Biyani (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of the Companies

# NOTICE (Contd.)

(Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act, (iii) General disclosure of notice of interest in form MBP-1 pursuant section 184(1) of the Companies Act, 2013 (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

**Brief Profile of Mr. Kaushal K. Biyani is as follows:**

*Mr. Kaushal K. Biyani is a B.Com Graduate from Narsee Monjee College of Commerce and Economics; Chartered Accountant (CA) Rank Holder (AIR 22). He Leads the structured credit business, 16+ years' experience, previously part of Ernst & Young and Essar Group.*

Further, Mr. Kaushal K. Biyani was previously associated with the Company in the capacity of Lender's Nominee Director since 27th May, 2023, till 4th April, 2024, in the Board of the Company. During his tenure, his contributions at the Board meetings were useful and his knowledge with respect to his specialized areas of expertise have added value and improved Board Diversity.

Keeping in view, his tremendous contributions and expertise, it would be in the interest of the Company that Mr. Kaushal K. Biyani be appointed as a Non-Executive and Non-Independent Director.

Save and except Mr. Kaushal K. Biyani and his relatives, to the extent of their shareholding interest, if any, in the Company, 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 set out at item No. 4 of the Notice.

The Board recommends the Special Business set out at Item No.4 of the Notice for the approval of the shareholders as an **Ordinary Resolution.**

**Details of Directors Seeking Appointment / Re-appointment at the 37th Annual General Meeting of the Company (Pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India)**

| Sr. No. | Name of the Director | : | Mr. Kaushal K. Biyani | Ms. Vidita V. Kamat |
|---|---|---|---|---|
| 1. | DIN | : | 08334639 | 03043066 |
| 2. | Date of Birth and Age | : | 10th September, 1985, Age: 39 years | 01st August, 1987, age 37 years |
| 3. | Qualification | : | Mr. Kaushal K. Biyani is a B.Com Graduate from Narsee Monjee College of Commerce and Economics; Chartered Accountant (CA) Rank Holder (AIR 22). He Leads the structured credit business, 16+ years' experience, previously part of Ernst & Young and Essar Group. | Ms. Vidita V. Kamat has been inducted on the Board w.e.f. 29th September, 2020. She is a B.Com graduate from Mumbai University and holds Diploma in Craft Course. She has an experience of about 10 years in the Bakery and Confectionary industry. |
| 4. | Experience (including expertise in specific functional area)/Brief Resume | | | |
| 5. | Remuneration last drawn (including sitting fees, if any) | : | Remuneration : NIL<br>Sitting fees : NIL | Remuneration : NIL<br>Sitting fees : 1,50,000 |
| 6. | Terms and Conditions of Appointment/Re- Appointment/ approval of remuneration etc. | : | Appointment as a Non-Executive and Non-Independent Director liable to retire by rotation. | Retires by rotation and offers herself for re-appointment as a Non-Executive and Non- Independent Director, liable to retire by rotation. |
| 7. | Remuneration proposed to be paid | : | NA | NA |

# NOTICE (Contd.)

| | | | | |
|---|---|---|---|---|
| **8.** | **Date of first appointment on the Board** | : | 27th May, 2023 till 04th April, 2024<br>(In his previous appointment, he was appointed as Lender's Nominee Director of Non-Convertible Debentures (NCDs) holder namely i.e. Purple Clover Tree LLP. As all the NCDs subscribed by Purple Clover Tree LLP under the terms of the Debenture Trust Deed dated 19th January, 2023, have been fully repurchased by Kamat Hotels (India) Limited and there was no amount outstanding to be repaid. Consequently, Mr. Kaushal K. Biyani (DIN: 08334639) has vacated the office as a Nominee Director of the Company, with effect from 4th April, 2024.) | 29th September, 2020 |
| **9.** | **Shareholding in Kamat Hotels (India) Ltd as on March 31, 2024** | : | NIL | 500 Shares |
| **10.** | **Number of meetings of the Board attended during the financial year (2023-24):** | : | 4 Meetings | 6 Meetings |
| **11.** | **Relationship with other Directors / Key Managerial Personnel** | : | No inter - relationship with other Directors | Ms. Vidita V. Kamat is the Daughter of Dr. Vithal V. Kamat, Executive Chairman and Managing Director of the Company and sister of Mr. Vishal V. Kamat who is the Executive Director of the Company |
| **12.** | **Directorships held in other Companies:** | : | Harborpeak Real Estate Private Limited<br>Arsenio Strategies Private Limited<br>Queztal Endeavour Private Limited<br>Vadraj Energy (Gujarat) Limited | NIL |
| **13.** | **Membership/ Chairpersonship of Committees in other companies** | : | NIL | NIL |

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

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

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

Place: Mumbai
Date: 12th August, 2024