KAMAT HOTELS (INDIA) LIMITED

NOTICE

Notice is hereby given that the **Thirty Eight (38th)** Annual General Meeting ("AGM") of the Members of **Kamat Hotels (India) Limited** will be held on **Friday, 26th September, 2025, at 11.30 A.M.** (IST) 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 Standalone Financial Statements of the Company for the Financial Year ended on March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Auditors thereon.

3. To appoint a Director in place of Mr. Vishal V. Kamat (DIN: 00195774), who retires by rotation and being eligible, offers himself for re-appointment.

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

   "RESOLVED THAT Mr. Vishal V. Kamat (DIN: 00195774), Executive Director liable to retire by rotation, who retires by rotation and being eligible, offers himself for re-appointment."

SPECIAL BUSINESS:

4. **RE-APPOINTMENT OF MR. VILAS R. KORANNE (DIN: 09151665) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

   To consider, and if thought fit, pass the following resolution as Special Resolution:

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and Schedule IV read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Regulation 16(1)(b),17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") and pursuant to Articles of Association and the Nomination and Remuneration Policy of the Company and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded, to re-appoint Mr. Vilas R. Koranne (DIN: 09151665), as a Non- Executive Independent Director of the Company, who shall not be liable to retire by rotation, for a further period of 5 (five) consecutive years, commencing from June 29, 2026 to June 28, 2031, on the same terms as per the existing appointment;

   RESOLVED FURTHER THAT the Board of Directors of the Company and/or Mr. Nikhil Singh, Company Secretary and Compliance Officer be and are hereby severally authorized, to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. **APPROVAL OF PAYMENT OF REMUNERATION OF DR. VITHAL V. KAMAT, EXECUTIVE CHAIRMAN & MANAGING DIRECTOR (DIN: 00195341):**

   To consider, and if thought fit, pass the following resolution as Special Resolution:

   "**RESOLVED THAT** in partial modification of the earlier resolutions passed by the Members of the Company at the 35th Annual General Meeting held on September 28, 2022 and by way of postal ballot dated July 27, 2023 and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and on the basis of recommendation of Nomination and Remuneration Committee ("NRC") and the approval of Board of Directors, the consent of the Members of the Company be and is hereby accorded for the revision in the remuneration payable to Dr. Vithal V. Kamat (DIN: 00195341), Executive Chairman & Managing Director of the Company, in the scale of INR 1,00,00,000/- per annum (Rupees One crore) to INR 1,15,00,000/- (Rupees One Crore Fifteen Lakhs) per annum from F.Y. 2026-27 and onwards, for the remaining term commencing from April 01, 2026 to September 30, 2027, with the authority to the Board of Directors of the Company on the recommendation of the NRC to grant such increments within the said scale as it may

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determine from time-to-time in accordance with the provisions of Section II (A) of Part II of Schedule V of the Companies Act, 2013;

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded that if in any Financial Year during his tenure, the Company has no profits or inadequate profits, the remuneration payable to Dr. Vithal V. Kamat, by way of salary, allowances and perquisites mentioned herein as minimum remuneration not exceeding the ceiling laid down in Section II of Part II of Schedule V of the Companies Act, 2013 and as may be decided by the Board of Directors of the Company;

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and/or Mr. Nikhil Singh, Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign and execute all such documents, deeds and writings as may be necessary to give effect to this resolution."

6. **APPROVAL OF PAYMENT OF REMUNERATION OF MR. VISHAL V. KAMAT, EXECUTIVE DIRECTOR (DIN: 00195774):**

To consider, and if thought fit, pass the following resolution as Special Resolution:

"**RESOLVED THAT** in partial modification of the earlier resolutions passed by the Members of the Company by way of Postal Ballot dated July 27, 2023 and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company and on the basis of recommendation of Nomination and Remuneration Committee and approval of Board of Directors, the consent of the Members of the Company be and is hereby accorded for the revision in the remuneration payable to Mr.Vishal V. Kamat (DIN: 00195774), Executive Director of the Company, in the scale of INR 99,00,000/- per annum (Rupees Ninety Nine Lakhs) to INR 1,14,00,000/- (Rupees One Crore Fourteen Lakhs) per annum, from F.Y. 2026-27 and onwards, for the remaining term commencing from May 27, 2026 to May 26, 2028, with the authority to the Board of Directors of the Company on the recommendation of the NRC to grant such increments within the said scale as it may determine from time-to-time in accordance with the provisions of Section II (A) of Part II of Schedule V of the Companies Act, 2013;

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded that if in any Financial Year during his tenure, the Company has no profits or inadequate profits, the remuneration payable to Mr.Vishal V. Kamat, by way of salary, allowances and perquisites mentioned herein as minimum remuneration not exceeding the ceiling laid down in Section II of Part II of Schedule V of the Companies Act, 2013 and as may be decided by the Board of Directors of the Company;

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) and/or Mr. Nikhil Singh, Company Secretary be and are hereby severally authorized, to do all such acts, deeds, matters and things and to sign and execute all such documents, deeds and writings as may be necessary to give effect to this resolution."

7. **APPOINTMENT OF M/S. DM & ASSOCIATES, COMPANY SECRETARIES LLP, AS SECRETARIAL AUDITORS OF THE COMPANY:**

To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 204 and 179(3) of the Companies Act, 2013 and other applicable provisions, if any, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, framed thereunder, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), re-enactment thereof for time being in force) and circulars issued thereunder from time to time, and based on the recommendation of the Audit Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to appoint **M/s. DM & Associates, Company Secretaries LLP** (ICSI Unique Code: L2017MH003500), as the Secretarial Auditor of the Company, for a term of 5 (five) consecutive years

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commencing from April 1, 2025 to March 31, 2030, to conduct Secretarial Audit, at Annual fees of INR 2,50,000 (Rupees Two Lakhs Fifty Thousand Only) plus applicable taxes and re-imbursement of expenses at actuals and on the other terms and conditions as may be agreed between the Company and the Secretarial Auditor;

RESOLVED FURTHER THAT the Board of Directors, and/or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, to give effect to this resolution."

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

Dr. Vithal V. Kamat
Executive Chairman & Managing Director
DIN: 00195341
10, St. James Court, Netaji Subhash Road,
Marine Lines- Mumbai, Maharashtra- 400020

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

Place: Mumbai
Date: July 31, 2025

NOTES:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of Members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC/ OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through E-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time, the Company is providing facility of remote E-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National

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Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote E-Voting system as well as E-voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM along with Annual Report for F.Y. 2024-25, has been uploaded on the website of the Company at www.khil.com . The Notice can also be accessed from 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 and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.
8. 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 38th AGM. Members seeking to inspect such documents can send an email to cs@khil.com.
9. 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, 2020. 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.
10. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, September 19, 2025, to Friday, September 26, 2025, (both days inclusive) for determining the name of members for the purpose of AGM.
11. 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.
12. 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.
13. 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 38th 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/2023/181 dated 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 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

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RTA at https://web.in.mpms.mufg.com/KYC/index.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://web.in.mpms.mufg.com/KYC/index.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 registration, Bank Mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar at https://in.mpms.mufg.com 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://in.mpms.mufg.com. 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://in.mpms.mufg.com 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://in.mpms.mufg.com . 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://in.mpms.mufg.com 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://in.mpms.mufg.com . 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 rnt.helpdesk@in.mpms.mufg.com

➢ **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote E-voting period begins on Tuesday, September 23, 2025 at 9: 30 A.M. and ends on Thursday, September 25, 2025 at 5:00 P.M. The Remote E-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 19, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity 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.

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How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on E-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access E-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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Type of shareholders	Login Method
	5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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Helpdesk for Individual Shareholders holding securities in demat mode 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.com or call at 022 - 4886 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. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.nsdl.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. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can user 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'

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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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a) 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.

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

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

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1.. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send 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 dmassociates@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login 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 "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@khil.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@khil.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM 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 system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/

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Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (cs@khil.com). The same will be replied by the company suitably.

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, September 19, 2025, will be eligible for voting. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the cut-off date. Any recipient of the AGM Notice who is not a Member as on the said date should treat this notice for information purpose only.
3. The Board of Directors has appointed Mr. Dinesh Kumar Deora (COP No. 4119) and in his absence Mr. 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 immediately after the result is declared by

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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 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 & Managing Director
DIN: 00195341

10, St. James Court, Netaji Subhash Road,
Marine Lines- Mumbai, Maharashtra- 400020

Registered Office:

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

Place: Mumbai
Date: July 31, 2025

KAMAT HOTELS (INDIA) LIMITED

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

ITEM NO.4: RE-APPOINTMENT OF MR. VILAS R. KORANNE (DIN: 09151665) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Vilas R. Koranne, was appointed as an Independent Director at the 34th Annual General Meeting ("AGM") of the Company held as on Tuesday, 28th September, 2021, for a period of five (5) consecutive years commencing from June 29, 2021 till June 28, 2026.

Based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors at its meeting held on July 31, 2025, approved the re-appointment of Mr. Vilas R. Koranne, for a second term of five (5) consecutive years commencing from June 29, 2026 till June 28, 2031, subject to the approval of Members of the Company.

The profile and specific areas of expertise of Mr. Vilas Koranne are provided as **Annexure-1** to this Notice.

Mr. Vilas R. Koranne has given his declaration to the Board that he continues to meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 ("the Act") and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and is not restrained from acting as an Independent Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be re-appointed as a Director in terms of Section 164 of the Act. He has also given his consent for such re-appointment.

Taking into consideration his experience and expertise, the Board considers it in the interest of the Company to continue Mr. Vilas R. Koranne on the Board of the Company and accordingly the Board recommends his re-appointment as an Independent Director for a second term of five (5) consecutive years, as proposed in the Resolution no. 4 for approval by the Members as a Special Resolution.

Except for Mr. Vilas R. Koranne and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

ITEM NO.5: APPROVAL OF PAYMENT OF REMUNERATION OF DR. VITHAL V. KAMAT, EXECUTIVE CHAIRMAN & MANAGING DIRECTOR (DIN: 00195341)

The Members of the Company, at the 35th Annual General Meeting of the Company held on September 28, 2022, had re-appointed Dr. Vithal V. Kamat, as an Executive Chairman & Managing Director of the Company for a period of 5 years w.e.f. October 1, 2022 to September 30, 2027 and pursuant to Section II of Part II of Schedule V of the Companies Act, 2013. Further, the remuneration payable to Dr. Vithal V. Kamat was approved by way of Postal Ballot dated July 27, 2023, for an amount not exceeding INR 1,00,00,000 (Rupees One Crore only) per annum, for a period of three years i.e. from April 1, 2023 to March 31, 2026.

The Board of Directors of the Company at its meeting held on July 31, 2025, approved the remuneration, payable to Dr. Vithal V. Kamat (DIN: 00195341), within the scale of INR 1,00,00,000/- (Rupees One Crore) to INR 1,15,00,000/- (Rupees One Crore Fifteen Lakhs) per annum, with effect from the financial year 2026–27 for the remaining tenure commencing from April 01, 2026 to September 30, 2027, with authority vested in the Board of Directors (on the recommendation of the Nomination and Remuneration Committee) to grant such increments within the above scale as may be deemed appropriate from time to time subject to the approval of the Members of the Company.

The details of the proposed remuneration are set out below:

Salary:

In the scale of INR 1,00,00,000 (Rupees One Crore) per annum to INR 1,15,00,000/- (Rupees One Crore Fifteen Lakhs) per annum (with effect from April 1, 2026)

Perquisites:

- Medical Reimbursement: Expenses incurred on self and family on actual basis.

  In addition, Mediclaim coverage for self and family as per the rules of the Company will be available.
- Reimbursement of electricity charges.
- Telephone at actuals.
- Club fee: actuals for not exceeding two clubs.
- Leave travel allowance: As per the rules of the Company.

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Besides this, Dr. Vithal V. Kamat will be entitled to all other staff benefits/ various staff welfare schemes as are provided under the rules of the Company prevailing from time to time.

The following perquisites shall not be included in the computation of the said ceiling on "remuneration" as per Section IV of Part- II of Schedule V.

- Contribution to provident fund,
- Gratuity
- Superannuation fund or annuity fund to the extent these contributions, either singly or put together, are not taxable under the Income Tax Act, 1961.
- Leave Encashment at the end of the tenure.

The Members are further apprised that it is proposed to consider and approve the aforesaid remuneration for the remaining period of the tenure of Dr. Vithal V. Kamat, commencing from April 1, 2026 to September 30, 2027 and it requires the approval of Members of the Company.

The Members may also take note that Dr. Vithal V. Kamat, in line with his commitment to corporate responsibility and long-term business growth, has voluntary opted to receive moderately structured remuneration despite being eligible for higher remuneration, thereby contributing towards Company's long term growth.

The Nomination & Remuneration Committee and Board of Directors of the Company in their respective meetings held on July 31, 2025, had approved the payment of remuneration to Dr. Vithal V. Kamat for such remaining period.

The specified information while seeking approval/consent of the shareholders as required under Schedule V is listed out herein below:

I. GENERAL INFORMATION:

1. **Nature of Industry:** The Company is engaged in the hotel business since 1986. The Company's most globally recognized brand is "THE ORCHID"- An Ecotel Hotel, Asia's first chain of a 5-star, environment- sensitive hotel which has won over 95 National & International Awards and other brands like "IRA by Orchid", "Lotus Resorts by Orchid Hotels" and various other consisting of the upper-midscale, midscale and economy segments.
2. **Date of commencement/ expected date of commencement of commercial production:** The Company was incorporated on March 21, 1986 and has been in the Business of Hotels and Hospitality since inception.
3. **Financial performance based on given indicators:**

   Following is the Financial Performance of the Company for Previous Financial Year **2024-25** (in lakhs):

Particulars	As on 31st March, 2025
Total Income	29,159.09
Profit before Depreciation & amortization and Tax	7931.39
Profit/ Loss after Tax	5037.31

4. **Foreign Investments: NA**

II. INFORMATION ABOUT THE APPOINTEE:

(1) **Background Details:**

1. **Name:** Dr. Vithal V. Kamat
2. **Designation:** Executive Chairman & Managing Director
3. **Age (DOB):** 72 Years (28.11.1952)
4. **Experience: 54 Years**

(2) **Past Remuneration:** INR 1,00,00,000/- (Rupees One Crore) approved through Postal Ballot dated July 27, 2023 for the period commencing from April 1, 2023 to March 31, 2026.

(3) **Recognition or awards:** Dr. Vithal V. Kamat is a recipient of many national and international awards including 'Best CEO of Industry Award' by The Indian Express, 'Golden Peacock Award' received from the hands of His Holiness The Dalai Lama, and the 'Lifetime Achievement Award' in Berlin, Germany.

(4) **Job profile and his suitability:** Dr. Vithal V. Kamat is associated with the Company since 1986 and he is managing and looking after the entire business affairs of the Company. He is proficient in the hospitality related business which suits the need of the Company well.

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(5) **Remuneration proposed:** Refer Explanatory Statement for Item No.5

(6) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Dr. Vithal V. Kamat, the remuneration is commensurate with the remuneration packages paid to the executives occupying similar posts in other companies in hotels and hospitality related business.

(7) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any**: Refer Explanatory statement of Item No. 5

III. OTHER INFORMATION:

1. Reasons for Loss or Inadequate profits:

Members are hereby informed that the Company is proposing special resolutions at Item No. 5 so as to adhere with section 197 read with Schedule V of the Companies Act, 2013. The resolutions under Schedule V of the Act have been put forth as a precautionary measure, so as to mitigate any potential challenges that could affect the Company's financial stability during the currency of tenure of the Executive Directors.

2. Steps taken or proposed to be taken for Improvement:

The Company operates in the hotels and hospitality business and has proactively implemented several cost-saving measures to effectively reduce its expenses. By implementing these measures, the company aims to optimize its financial performance and enhance its overall profitability. These cost-saving initiatives demonstrate the Company's commitment to efficient resource management and its proactive approach to adapting to the evolving business landscape in the hotels and hospitality industry.

3. Expected increase in productivity and profits in measurable terms:

As mentioned in point no.2 above, the Management has already taken various initiatives to improve its present position which it anticipates that a noticeable decrease in overall costs will be observed. This will demonstrate improved financial efficiency in near future. Further, the said measures have been aimed at optimizing Company's Financial performance and enhancing overall profitability which the Management is optimistic about.

Save and except Mr. Vishal V. Kamat, son of Dr. Vithal V. Kamat and Ms. Vidita V. Kamat, daughter of Dr. Vithal V. Kamat and Dr. Vithal V. Kamat himself and his relatives, to the extent of their shareholding interest in the Company, none of the other Directors / Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in Item No. 5, set out in this Notice.

The Board recommends the passing of Special Resolution for approval of the Members.

ITEM NO.6: APPROVAL OF PAYMENT OF REMUNERATION OF MR. VISHAL V. KAMAT, EXECUTIVE DIRECTOR (DIN: 00195774)

The Members of the Company, had approved the appointment Mr. Vishal V. Kamat, (DIN: 00195774), as an Executive Director of the Company, through Postal Ballot dated July 27, 2023, for a period of five (5) years commencing from May 27, 2023 to May 26, 2028, at a remuneration not exceeding INR 99,00,000 (Rupees Ninety Nine Lakhs only) per annum, for a period of three years commencing from May 27, 2023 to May 26, 2026.

The Board of Directors of the Company at its meeting held on July 31, 2025, approved the remuneration, payable to Mr. Vishal V. Kamat (DIN: 00195774), within the scale of INR 99,00,000/- (Rupees Ninety Nine Lakhs) per annum to INR 1,14,00,000/- (Rupees One Crore Fourteen Lakhs) per annum, with effect from F.Y. 2026-27 and onwards, for the remaining term commencing from May 27, 2026 to May 26, 2028, with authority vested in the Board of Directors (on

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the recommendation of the Nomination and Remuneration Committee) to grant such increments within the above mentioned scale as may be deemed appropriate from time to time, subject to the approval of the Members of the Company.

The details of the proposed remuneration are set out below:

Salary:

In the scale of INR 99,00,000/- per annum (Rupees Ninety Nine Lakhs) to INR 1,14,00,000/- (Rupees One Crore Fourteen Lakhs) per annum (with effect from May 27, 2026).

Perquisites:

- Medical Reimbursement: Expenses incurred on self and family on actual basis. In addition, Mediclaim coverage for self and family as per the rules of the Company will be available.
- Reimbursement of electricity charges.
- Telephone at actuals.
- Club fee: actuals for not exceeding two clubs.
- Leave travel allowance: As per the rules of the Company.
- Mr. Vishal V. Kamat will be entitled to all other staff benefits/ various staff welfare schemes as are provided under the rules of the Company prevailing from time to time.

The following perquisites shall not be included in the computation of the said ceiling on "remuneration" as per Section IV of Part- II of Schedule V.

- Contribution to provident fund,
- Gratuity
- Superannuation fund or annuity fund to the extent these contributions, either singly or put together, are not taxable under the Income Tax Act, 1961.
- Leave Encashment at the end of the tenure.

The Members are further apprised that it is proposed to consider and approve the aforesaid increase in remuneration for remaining period of two (2) years from May 27, 2026 to May 26, 2028 and it requires the approval of shareholders of the Company.

The Members may also take note that Mr. Vishal V. Kamat, in line with his commitment to corporate responsibility and long-term business growth, has voluntary opted to receive moderately structured remuneration despite being eligible for higher remuneration, thereby contributing towards Company's long term growth.

I. INFORMATION ABOUT THE APPOINTEE:

(1) **Background Details:**

1. **Name:** Mr. Vishal V. Kamat
2. **Designation:** Executive Director
3. **Age (DOB):** 43 Years (18.04.1982)
4. **Experience: 22 Years**

(2) **Past Remuneration:** INR 99,00,000/- approved through Postal Ballot dated July 27, 2023 for a period commencing from May 27, 2023 to May 26, 2026.

(3) **Recognition or awards:** The immense reputation and leadership quality of Mr. Vishal V. Kamat, has led him to numerous recognitions including the 'Young Achiever 2013 Award' from the Maharashrra Chamber of Commerce Industry, 'Angels of Tourism Award' by Free Press Journal, among other accolades.

(4) **Job profile and his suitability:** Mr. Vishal V. Kamat is a science graduate (BSc) with specialisation in Hotel Management from the Institute of Hotel Management and Catering Technology and Applied Nutrition (IHMCTAN), Mumbai. He has been an integral part of the Kamat Group since 22 years, serving in various key leadership roles. He has extensive experience in the Hotel Industry and has been closely associated with the operations of the Company. His dedication, leadership, and strategic insights have been instrumental in advancing the Company's vision.

(5) **Remuneration proposed:** Refer Explanatory Statement of Item No. 6

(6) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

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Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Vishal V. Kamat, the remuneration is commensurate with the remuneration packages paid to the executives occupying similar posts in other Companies in hotels and hospitality related business.

(7) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any**: Refer Explanatory statement of Item No. 6

II. OTHER INFORMATION:

1. Reasons for Loss or Inadequate profits:

Members are hereby informed that the Company is proposing special resolutions at Item No. 6 so as to adhere with section 197 read with Schedule V of the Companies Act, 2013. The resolutions under Schedule V of the Act have been put forth as a precautionary measure, so as to mitigate any potential challenges that could affect the Company's financial stability during the currency of tenure of the Executive Directors.

2. Steps taken or proposed to be taken for Improvement:

The Company operates in the hotels and hospitality business and has proactively implemented several cost-saving measures to effectively reduce its expenses. By implementing these measures, the company aims to optimize its financial performance and enhance its overall profitability. These cost-saving initiatives demonstrate the Company's commitment to efficient resource management and its proactive approach to adapting to the evolving business landscape in the hotels and hospitality industry.

3. Expected increase in productivity and profits in measurable terms:

As mentioned in point no.2 above, the Management has already taken various initiatives to improve its present position which it anticipates that a noticeable decrease in overall costs will be observed. This will demonstrate improved financial efficiency in near future. Further, the said measures have been aimed at optimizing Company's Financial performance and enhancing overall profitability which the Management is optimistic about.

Save and except Mr. Vishal V. Kamat himself, Dr. Vithal V. Kamat and Ms. Vidita V. Kamat, sister of Mr. Vishal V. Kamat and his relatives, to the extent of their shareholding interest in the Company, none of the other Directors / Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in item no. 6, set out in this Notice.

The Board recommends the passing of Special Resolution for approval of the Members

ITEM NO.7: APPOINTMENT OF M/S. DM & ASSOCIATES, COMPANY SECRETARIES LLP, AS SECRETARIAL AUDITORS OF THE COMPANY

Pursuant to Regulation 24A of Listing Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, the appointment of Secretarial Auditors:

(a) Is required to be approved by the Shareholders of the Company at the ensuing Annual General Meeting.

(b) In case of a Secretarial Audit Firm- cannot be more than two consecutive terms of 5 (five) years.

Accordingly, in terms of provisions of Section 204 of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, the Board at its meeting held on July 31, 2025, based on the recommendation of the Audit Committee, has considered, approved and recommended to the Members of the Company, the appointment of M/s. DM & Associates, Company Secretaries LLP, as Secretarial Auditors of the Company subject to approval of shareholders at the ensuing Annual General Meeting of the Company.

M/s DM & Associates is a Limited Liability Firm, (ICSI Unique Code: L2017MH003500), spearheaded by a team of Four Partners and having a team of highly motivated professionals rendering services in diverse sectors. The firm has experienced professionals possessing experience in the field of Secretarial Audits, Finance, Legal, Taxation and procedural matters for providing legal & regulatory services relating to various Corporate Laws like Companies Act, FEMA, SEBI, Income Tax, various regulations of NSE, BSE and SEBI and other financial & technical collaborations incidental to foreign direct investments into India. The firm is Peer

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Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI). The proposed appointment is for a term of 5 (five) consecutive years commencing from April 1, 2025 to March 31, 2030, on such terms and remuneration as may be mutually agreed by the Board of Directors and Secretarial Auditor."

Further information in respect of M/s. DM & Associates as per Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enumerated in the table below:

Sr. No.	Particulars	Details
1.	Terms of Appointment	For a term of Five (5) consecutive years from April 1, 2025 to March 31, 2030
2.	Proposed Fees	INR 2,50,000/- (Rupees Two Lakhs and Fifty Thousand Only) per annum plus applicable taxes and Re-imbursement of expenses at actuals
3.	Material change in the fee payable as compared to the outgoing auditor	N.A.
4.	Basis of recommendation for appointment	The recommendations are based on the fulfilment of the eligibility criteria and qualification prescribed under the Act & Rules made thereunder and SEBI Listing Regulations. The Board and Audit Committee also considered experience, independent assessment, audit experience done by the Secretarial Auditor in the past.
5.	Credentials	M/s DM & Associates is a Limited Liability Firm having a team of highly motivated professionals rendering services in diverse sectors. The firm has established its identity as a Complete Solution Provider for companies striving to reap the rewards of the Indian economy and market. The firm offers a spectrum of professional services to diverse clientele across several service lines. The firm is currently handling audits of several listed and unlisted companies including listed entities falling under the category of top 1000 as per market cap. of BSE/NSE. The firm has experienced professionals possessing experience in the field of Finance, Legal, Taxation and procedural matters for providing legal & regulatory services relating to various Corporate Laws like Companies Act, FEMA, SEBI, Income Tax Act, various regulations of NSE, BSE and SEBI and other financial & technical collaborations incidental to foreign direct investments into India.

KAMAT HOTELS (INDIA) LIMITED

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Further, pursuant to Section 204 of the Act and the Rules framed thereunder, read with Regulation 24A of Listing Regulations, the Company has received written consent and eligibility letters from M/s DM & Associates, Companies Secretaries, LLP.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested in this Resolution.

The Board recommends the Ordinary Resolution for the approval of Members.

ANNEXURE-1

Additional Information of Director being re-appointed as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India.

Sr. No.	Name of the Director	:	Mr. Vilas Ramchandra Koranne
1.	DIN	:	09151665
2.	Date of Birth and Age	:	8th September, 1952, aged 72 years
3.	Qualification	:	Mr. Vilas R. Koranne holds degree in B.E. (Civil) from Bombay University.
4.	Experience (including expertise in specific functional area)/Brief Resume	:	Mr. Vilas R. Koranne worked in M.C.G.M at the post of Sub Engineer, Asst. Engineer and Deputy Chief Engineer for 33 years. He was appointed as a Non- Executive Independent Director (Additional Director) on the Board of the Company w.e.f. June 29th, 2021.
5.	Remuneration last drawn (including sitting fees, if any)	:	Remuneration: NIL Sitting fees:1,25,000
6.	Terms and Conditions of Appointment/Re-Appointment/ approval of remuneration etc.	:	Re-appointment as an Independent Director for a second term of five (5) consecutive years.
7.	Remuneration proposed to be paid	:	N.A.
8.	Date of first appointment on the Board	:	June 29, 2021
9.	Shareholding in Kamat Hotels (India) Ltd as on March 31, 2025	:	Nil
10.	Number of meetings of the Board attended during the financial year (2024-25)	:	5 Meetings
11.	Relationship with other Directors / Key Managerial Personnel	:	None
12.	Directorships held in other Companies	:	1
13.	Membership/ Chairpersonship of Committees in other companies	:	0