

LETTER OF APPOINTMENT

28th May, 2018

To,
Ms. Himali H. Mehta
1502 Mont Avion,
Opp State Bank of India
Sus Pashan Road,
Near Balaji Chowk
Pune, Maharashtra- 411021

Madam,

Re: Your appointment as an Independent Director

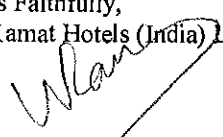
We are pleased to inform you that at the meeting of the Nomination and Remuneration Committee and Board of Directors of the Company held on 28th May, 2018, appointed as Independent Director of the Company for the period from 1st April, 2019 to 31st March, 2024 and same had been recommended for member’s approval in the ensuing Annual General Meeting on the following terms and conditions:

- a) You will hold the office of Director of the Company upto 31st March, 2024 .
- b) You are expected to adhere to professional conduct, help bringing in independent judgment, devote sufficient time and attention for informed decision making, scrutinize the performance of management of the Company and generally to abide with the provisions of the Companies Act, 2013 and rules made there under.
- c) Your fiduciary duties and liabilities will be those as specified in Schedule IV of the Companies Act, 2013.
- d) You are expected to follow the general Business Ethics.
- e) The following is list of actions which you shall take into account while functioning as a director of the company:
 - Not allow any extraneous considerations that will vitiate your exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
 - Not abuse position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
 - Refrain from any action that would lead to loss of your independence;
 - Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
 - Not to disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.
- i) You shall not be entitled to any remuneration or commission. You may receive sitting fees for attending meetings of Board or Committee thereof as per the Policy of the Company.
- j) You shall not be entitled to any stock option of the Company.

Kindly acknowledge the receipt.

Thanking you,

Yours Faithfully,
For Kamat Hotels (India) Limited


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

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