

June 28th, 2024

“Asia’s Pioneering Hospitality Chain of Environmentally Sensitive Hotels & Resorts”

To,
Listing Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

Code: 526668
ISIN: INE967C01018

To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra –Kurla Complex,
Bandra (E), Mumbai – 400 051

Symbol: KAMATHOTEL
ISIN (DEBT): INE967C07015

Dear Sir/Madam,

Sub: Compliance Report pursuant to Regulation 37(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023

It is hereby certified that the draft scheme of arrangement involving Savarwadi Rubber Agro Private Limited (SRAPL), Treeo Resort Private Limited (TRPL) & Kamat Hotels (India) Limited (KHIL) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and this circular, including the following:

Sl.	Reference	Particulars	Remarks
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Regulation 17 and 18 A lenient view for non-compliances occurred during COVID-19 was taken by NSE and had favourably considered waiver application pertaining to Regulation 17(1) for quarters ended June 30, 2020 and September 30, 2020 and Regulation 18(1) for quarter ended September 30, 2020. However, the waiver application pertaining to Regulation 18(1) for December 31, 2020 quarter was not considered favourably. Regulation 24A During the review, it was observed that the listed entity did not include the Secretarial Audit Report of its material subsidiary, Orchid Hotels Pune Private Limited (OHPPL), in its Annual Report for the F.Y. 2023-24. This discrepancy arose because the Secretarial Audit of OHPPL was completed subsequent to the dispatch of the Annual Report of listed entity. Regulation 21 Since KHIL is not among top 1000 listed entities, this regulation is not applicable.
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied
Requirements of this circular			

REGD OFF.: 70-C, Nehru Road, Vile Parle (East), Mumbai - 400 099, India. Tel.:022-2616 4000, Fax :022-2616 4208

Email-Id : cs@khil.com | Website: www.khil.com | CIN: L55101MH1986PLC039307

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(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	a) Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc. - Attached b) Valuation Report accompanied with an undertaking from the listed entity stating that no material event impacting the valuation has occurred during the intervening period of filing the scheme documents with Stock Exchange and period under consideration for valuation- Attached c) Report from the Audit Committee – Attached d) Fairness opinion by a SEBI Registered merchant banker on valuation of assets/shares - Attached e) Pre and post amalgamation shareholding pattern of unlisted entity - Attached f) Audited financials of last 3 years (financials not being more than 6 months old) of unlisted entity - Attached g) Auditor’s Certificate - Attached h) Report from the Committee of Independent Directors recommending the draft Scheme - Attached i) Declaration from the listed entity on any past defaults of listed debt obligations of the entities forming part of the scheme - Attached j) No Objection Certificate (NOC) from the lending scheduled commercial banks/financial institutions/debenture trustees, from not less than 75% of the secured creditors in value – Attached
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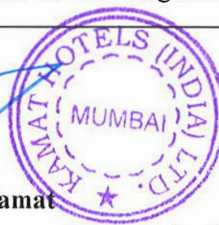
(a)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	a) Post receipt of No Objection Certificate from Stock Exchanges KHIL will comply with condition specified in Para (I)(A)(3)(a) b) The percentage of shareholding of pre-scheme public shareholders of the listed entity and the Qualified Institutional Buyers (QIBs) of the unlisted entity, in the post scheme shareholding pattern of the “merged” company on a fully diluted basis shall not be less than 25% c) Unlisted entities can be merged with a listed entity only if the listed entity is listed on a Stock Exchange having nationwide trading terminals – Complied.
(b)	Para (I)(A)(4) (a)	Submission of Valuation Report	Attached
(c)	Para (I)(A)(5)	Auditors certificate regarding compliance	Attached
(d)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	This requirement will be complied with post receipt of NOC from Stock Exchanges and order of the National Company Law Tribunal/Court for convening the general meetings of the companies involved in the Scheme of Arrangement.



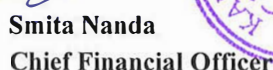
Nikhil Singh
Company Secretary & Compliance Officer



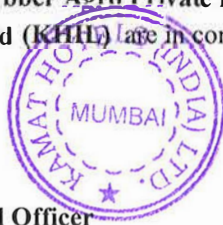

Dr. Vithal V. Kamat
Executive Chairman & Managing Director



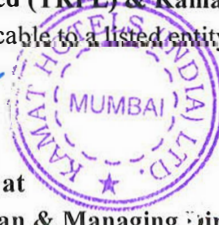
Certified that the transactions / accounting treatment provided in the draft scheme of arrangement involving **Savarwadi Rubber Agro Private Limited (SRAPL), Treco Resort Private Limited (TRPL) & Kamat Hotels (India) Limited (KHIL)** are in compliance with all the Accounting Standards applicable to a listed entity.



Smita Nanda
Chief Financial Officer




Dr. Vithal V. Kamat
Executive Chairman & Managing Director



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