



INTELLIGENT MONEY MANAGERS PRIVATE LIMITED

SEBI Registered Category-I Merchant Bankers (INM000012169)

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To, The Board of Directors, Kamat Hotels (India) Limited, 70-C, Nehru Road, Near Santacruz Airport, Vile Parle (E), Mumbai – 400 099	To, The Board of Directors, Savarwadi Rubber Agro Private Limited, KHIL House, 70-C, Nehru Road, Vile Parle (East), Mumbai City, Mumbai – 400 099	To, The Board of Directors, Tresco Resort Private Limited, 70-C, Nehru Road, Vile Parle (East), Mumbai – 400 099
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Sub: Fairness Opinion on Valuation Report on share exchange ratio recommended by the independent registered valuer for proposed Scheme of Amalgamation (Merger by Absorption) of Savarwadi Rubber Agro Private Limited and Tresco Resort Private Limited into Kamat Hotels (India) Limited and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013

Dear Sir/ Madam,

1. ENGAGEMENT BACKGROUND

We refer to our discussion wherein Kamat Hotels (India) Limited has appointed Intelligent Money Managers Private Limited (SEBI Registered Category I Merchant Banker) to provide a Fairness Opinion on the share exchange ratio issued by Suman Kumar Verma having its registered office at WZ-D-9, Gali No. 5, Mahavir Enclave, Palam Colony, New Delhi – 110 045 ("Registered Valuer - Securities or Financial Assets"), Membership No.: 28453, IBBI Regn. No: IBBI/RV/05/2019/12376, Report dated 23.05.2024 in connection with the proposed amalgamation of Savarwadi Rubber Agro Private Limited ("SRAPL"/"Transferor Company 1") and Tresco Resort Private Limited ("TRPL"/"Transferor Company 2") with Kamat Hotels (India) Limited ("KHIL"/"Transferee Company") (hereinafter referred to as "Proposed Scheme / Scheme of Amalgamation").

In terms of our engagement, we are enclosing our opinion. All comments as contained herein must be read in conjunction with the caveats to this opinion. The opinion is confidential and has been made in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") read with SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and it should not be used, reproduced or circulated to any other person, in whole or in part, without the prior consent of Intelligent Money Managers Private Limited, such consent will only be given after full consideration of the circumstance at the time. We are, however, aware that the conclusion in this report may be used for the purpose of disclosure to be made to the Stock Exchanges, National Company Law Tribunal ("Tribunal"), concerned regulatory authorities and notices to be dispatched to the shareholders and creditors for convening the meeting pursuant to the directions of Tribunal and we provide consent for the same.

2. BACKGROUND OF THE COMPANIES

a. Kamat Hotels (India) Limited ("KHIL"/"Transferee Company")

- Kamat Hotels (India) Limited (CIN: L55101MH1986PLC039307), was incorporated on March 21, 1986, a listed company having its registered office at 70-C, Nehru Road, Near Santacruz Airport, Vile Parle (E), Mumbai – 400 099, Maharashtra, India. The equity shares of the Company are listed on The National Stock Exchange of India (NSE) bearing scrip code KAMATHOTEL and the Bombay Stock Exchange Limited (BSE) bearing scrip code 526668.



- The Transferee Company is into the hospitality business. Currently, it operates a network of hotels across multiple locations in India.
- The Authorised, Issued, Subscribed and Paid-up share capital of the Transferee Company as on the date of approval of this scheme by the Board of Directors of the Transferee Company is as under:

Share Capital	Amount (Rs.)
Authorized Share Capital	
3,42,50,000 Equity Shares of Rs.10/- each	34,25,00,000.00
TOTAL	34,25,00,000.00
Issued, Subscribed and paid-up Share Capital	
2,65,32,065 Equity Shares of Rs.10/- each, fully paid-up	26,53,20,650.00
TOTAL	26,53,20,650.00

- The shareholding pattern as on the date of approval of this scheme by the Board of Directors of the Transferee Company is as follows:

Category of Shareholder	No. of shares held	Percentage of holding
Promoter & Promoter Group	1,70,33,528	64.20%
Public	94,98,537	35.80%
Total	2,65,32,065	100.00%

b. Savarwadi Rubber Agro Private Limited ("SRAPL"/ "Transferor Company 1")

- Savarwadi Rubber Agro Private Limited (CIN: U70100MH1985PTC035803), was incorporated on March 29, 1985 in the name of Sarvodaya Amusements Private Limited. Subsequently the name of the company was changed to Kamats Amusements Private Limited w.e.f. January 10, 1991. The name of the Transferor Company was once again changed to Savarwadi Rubber Agro Private Limited w.e.f. April 17, 2017. The Transferor Company 1, is an unlisted private limited company, having its registered office at KHIL House, 70-C, Nehru Road, Vile Parle (East), Mumbai City, Mumbai - 400 099, Maharashtra, India.
- The Transferor Company 1 currently does not carry out any major business operations.
- The Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Company 1 as on the date of approval of this scheme by the Board of Directors of the Transferor Company 1 is as under:

Share Capital	Amount (Rs.)
Authorized Share Capital	
26,380 Equity Shares of Rs.100/- each	26,38,000.00
73,620 Non-Cumulative 1% Redeemable Preference Shares of Rs. 100/- each	73,62,000.00
TOTAL	1,00,00,000.00
Issued, Subscribed and paid-up Share Capital	
25,400 Equity Shares of Rs. 100/- each, fully paid up	25,40,000.00
TOTAL	25,40,000.00



- The Transferor Company 1 forms part of the promoter and promoter group entities and holds 2,05,128 Equity Shares of Rs. 10/- each representing 0.77% of the total paid up equity share capital of the Transferee Company.
- The shareholding pattern as on the date of approval of this scheme by the Board of Directors of Transferor Company 1 is as follows:

Category of Shareholder	No. of shares held	Percentage of holding
Promoter & Promoter Group	25,400	100.00%
Public	Nil	Nil
Total	25,400	100.00%

c. **Treero Resort Private Limited ("TRPL"/ "Transferor Company 2")**

- Treero Resort Private Limited (CIN: U99999MH1993PTC073520), was incorporated on August 18, 1993. The Transferor Company 2, is an unlisted private limited company, having its registered office at 70-C, Nehru Road, Vile Parle (East), Mumbai - 400 099, Maharashtra, India.
- The Transferor Company 2 currently does not carry out any major business operations.
- The Authorised, Issued, Subscribed and Paid-up share capital of the Transferor Company 2 as on the date of approval of this scheme by the Board of Directors of the Transferor Company 2 is as under:

Share Capital	Amount (Rs.)
Authorized Share Capital	
75,000 Equity Shares of Rs.100/- each	75,00,000.00
TOTAL	75,00,000.00
Issued, Subscribed and paid-up Share Capital	
75,000 Equity Shares of Rs.100/- each	75,00,000.00
TOTAL	75,00,000.00

- The shareholding pattern as on the date of approval of this scheme by the Board of Directors of Transferor Company 2 is as follows:

Category of Shareholder	No. of shares held	Percentage of holding
Promoter & Promoter Group	75,000	100.00%
Public	Nil	Nil
Total	75,000	100.00%

3. RATIONALE OF THE SCHEME

The circumstances that necessitate or justify the proposed Scheme of Amalgamation for its benefits are summarized as under:

- Both Transferor Companies and the Transferee Company are integral parts of the same group. The Transferor Company 1 is a part of the promoter and promoter group of the



Transferee Company. However, neither of the Transferor Companies are engaged in significant business operations. The Transferor Company 1 owns a freehold land in Vile Parle East, Mumbai, which houses a Sewage Treatment Plant (STP) Unit utilized by the Transferee Company. The Transferee Company continues to utilize this property. The Transferor Company 2 owns a non-agricultural land and building situated on W. E. Highway in the village of Saye, Palghar District, Thane. Management of the Transferee Company is of the view that the proposed amalgamation will enrich stakeholders' wealth and streamline the group's structure, resulting in improved administrative and operational efficiency.

- The amalgamation aims to achieve consolidation, integration and thereby greater financial strength which are ultimately aimed at maximizing shareholders value. The merged entity is likely to achieve higher ability to garner funds for the long term and consequently achieve stable long-term financial returns for the merged entity. Besides achieving increased financial strength, the merged entity can reap benefits of cost reduction and efficiencies of operation.
- The amalgamation will provide opportunities for pooling of managerial, technical and financial resources helping the merged entity achieve competitiveness.
- The amalgamation will enable exploring economy of scale and reduction in various costs and optimal utilization of resources.
- The amalgamation will result in significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by Transferor Company and the Transferee Company.

4. SOURCES OF INFORMATION

We have relied on the following information for forming our opinion on the fairness of the Share Exchange Ratio:-

- a. Audited financial results for the quarter and financial year ended March 31, 2024 of The Transferee Company;
- b. Audited Annual Accounts of the Transferor Companies for FY 2022-23 and 2023-24;
- c. Valuation cum Share Exchange Ratio report dated May 23, 2024 issued by Suman Kumar Verma, IBBI Registered Valuer - Securities & Financial Assets, Membership No.: 28453, IBBI Regn. No: IBBI/RV/05/2019/12376;
- d. Shareholding Pattern of the Companies as on date of approval of this scheme by the Board of Directors duly certified by the management of the respective companies;
- e. Draft Scheme of Amalgamation for Merger by Absorption (as duly certified by the management) under Section 230 to 232 and other relevant provisions of the Companies Act, 2013 as may be applicable;
- f. COI, MOA and AOA of All companies including Certificate of Name change certificate of Transferor Company 1;
- g. Other information provided, as well as discussions held with, the Management of the Companies and other key personnel regarding past, current & future business operations;
- h. Published & secondary sources of data, whether or not made available by the Companies;
- i. Such other necessary information as considered relevant.

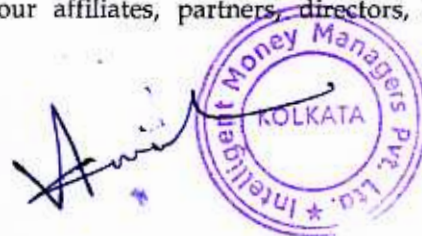



5. THE SCHEME IS CONDITIONAL UPON THE FOLLOWING FACTORS:

- a. The Company is in the process of obtaining the observation letter from the designated Stock Exchange for the implementation of the Scheme.
- b. The Scheme is subject to approval by the respective requisite majorities of members of the Company as required under the Act.
- c. The requisite disclosures under the applicable law as required under the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 amendment to Para 7 by Circular No. CFD/DIL3/CIR/2018/2 dated January 3, 2018 issued by the SEBI read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, further by Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 and SEBI Master Circular bearing reference number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and as amended from time to time "Master Circular on (i) Scheme of Amalgamation by Listed Entities and (ii) Relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957" and as may be required by law in respect of this Scheme will be made.
- d. The Scheme is subject to approval by the National Company Law Tribunal ("NCLT") read with all other applicable provisions if any, of the Act or of such other authority having jurisdiction under applicable law, being obtained as applicable.
- e. The certified copy of the above order of the NCLT sanctioning the Scheme shall be filed with the Registrar of Companies, if applicable.

6. SCOPE AND LIMITATIONS/ CAVEATS

- a. Our opinion and analysis is limited to the extent of review of documents as provided to us by Transferee Company including the Valuation cum Share Exchange Ratio report by the Registered Valuer, Suman Kumar Verma dated May 23, 2024. We have relied upon the accuracy and completeness of all information and documents provided to us, without carrying out any due diligence or independent verification or validation of such information to establish its accuracy or sufficiency. We have not reviewed any financial statement relating to these Companies. We have not conducted any independent valuation or appraisal of any of the assets or liabilities of the Transferor Companies and Transferee Company, if any.
- b. In rendering our opinion, we have assumed that the Scheme of Amalgamation for Merger by Absorption will be implemented on the terms described therein without any waiver or modification of any material terms or conditions and that in the course of obtaining the necessary regulatory approvals to the Scheme of Amalgamation, no delay, limitation, restriction or conditions will be imposed that would have an adverse effect on the Scheme.
- c. We do not express an opinion as to any tax or other consequences that might arise from the Scheme of Amalgamation nor does our opinion address any legal, tax, regulatory or accounting matters, as to which we understand that the Companies have obtained such advice as it deemed necessary from qualified professionals.
- d. We assume no responsibility for updating or revising our opinion based on circumstances or events occurring after the date hereof. Our opinion is specific to the arrangement as contemplated in the Scheme of Amalgamation for Merger by Absorption provided to us and is not valid for any other purpose.
- e. Our engagement and opinion expressed herein are for the use of Board of Directors of the Companies in connection with the Scheme of Amalgamation for Merger by Absorption and for no other purpose. Neither we nor any of our affiliates, partners, directors, shareholders,



managers, employees or agents or any of them make any representation or warranty, express or implied, as to the information and documents provided to us, based on which the opinion has been issued. All such parties and entities expressly disclaim any and all liability for or based on or relating to any such information contained therein.

- f. No decision should be taken based on this Report by any person intending to provide finance or invest in shares of the Companies and shall do so after seeking their own professional advice and carrying out their own due diligence to ensure that they are making an informed decision.
- g. Our opinion is not intended to and does not constitute a recommendation to any shareholder as to how such holder should vote or act in connection with the Scheme of Amalgamation for Merger by Absorption, if required or any matter related thereto.
- h. Reproduction, Copying or otherwise quoting of our Report or any parts thereof, other than in connection with the scheme of Amalgamation for Merger by Absorption, can be done only with our prior consent in writing.
- i. Our report should not be construed as an opinion or certificate certifying the compliance of the Proposed Scheme of Amalgamation for Merger by Absorption with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implication or issues arising from proposed Amalgamation.
- j. Our opinion is restricted to the Fairness opinion on the valuation report given by the Registered Valuer as required under Circular No CFD/DIL3/CIR/2017/21 dated 10th March, 2017 amended by Circular No. CFD/DIL3/CIR/2018/2 dated January 3, 2018 issued by the SEBI, further by Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 and SEBI Master Circular bearing reference number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and as amended from time to time "Master Circular on (i) Schemes of Amalgamation by Listed Entities and (ii) Relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957".
- k. The fairness opinion is based on and is subject to the condition's precedent mentioned under Point 5 "The Scheme is conditional upon and subject to".
- l. We have no present or planned future interest in KHIL, SRAPL and TRPL and the fee payable for this opinion is not contingent upon the opinion reported herein. The company has been provided with an opportunity to review the draft opinion as a part of our standard practice to make sure that factual accuracy/omissions are avoided in our final opinion.
- m. The Opinion contained herein is not intended to represent at any time other than the date that is specifically stated in this Report. This opinion is issued on the understanding that the Management has drawn our attention to all matters of which they are aware, which may have an impact on our opinion up to the date of signature. We have no responsibility to update this report for events and circumstances occurring after the date of this Report.
- n. This Fairness opinion report is subject to the scope and limitations detailed herein. As such the report is to be read in totality, and not in parts and in conjunction with the relevant documents referred to in this report. This report has been issued only for the purpose of the facilitating the Scheme and should not be used for any other purpose.




7. OPINION

With reference to above and based on information provided by Management and after discussions with the Registered Valuer and pursuant to SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, we understand that KHIL shall issue its equity shares of face value of Rs.10/- each to the equity shareholders of SRAPL and TRPL holding equity shares of SRAPL and TRPL of Face value of Rs.100/- each.

Considering above and subject to our caveats as provided, we as a Merchant Banker hereby certify that we have reviewed the valuation report recommending the swap ratio for the proposed Scheme of Amalgamation (Merger by Absorption) of Savarwadi Rubber Agro Private Limited and Treo Resort Private Limited into Kamat Hotels (India) Limited and are of the opinion that, All the Equity Shares of the transferor Company and all the Investment of transferor company as appearing in the books of accounts of transferee Company shall stand cancelled and following share exchange ratio-

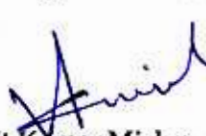
- Issuance of 124 (One Hundred Twenty-Four) equity shares of Kamat Hotels (India) Limited of ₹10/- each fully paid-up for every 1 (One) equity share of Savarwadi Rubber Agro Private Limited of ₹100/- each fully paid-up; and
- Issuance of 20 (Twenty) equity shares of Kamat Hotels (India) Limited of ₹10/- each fully paid-up for every 1 (One) equity share of Treo Resort Private Limited of ₹100/- each fully paid-up

-as fair and reasonable to the equity shareholders of the companies.

For & on behalf of -

Intelligent Money Managers Private Limited

SEBI Regd. CAT-1 Merchant Banker, Regn. No.: INM000012169


Amit Kumar Mishra
Assistant Vice President



Date: May 23, 2024

Place: Kolkata