

**KAMAT HOTELS (INDIA) LIMITED**

CIN: L55101MH1986PLC039307

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

Tel. No. 022 26164000, Website: www.khil.com, Email: cs@khil.com

**NOTICE**

Notice is hereby given that the Thirty Fourth Annual General Meeting of the members of **Kamat Hotels (India) Limited** will be held on Tuesday, 28<sup>th</sup> September, 2021 at 11.30 a.m. through "Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended on 31<sup>st</sup> March, 2021 and Reports of the Board and Auditors thereon.
2. To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:  
**"RESOLVED THAT** Mr. Sanjeev B. Rajgarhia (DIN: 07857384), a Director liable to retire by rotation, who retires by rotation and being eligible, offers himself for re-appointment."

**SPECIAL BUSINESS:**

3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Ordinary Resolution:  
**"RESOLVED THAT** pursuant to Section 152 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company, Ms. Vidita V. Kamat (DIN: 03043066), who was appointed as an Additional Director of the Company with effect from 29<sup>th</sup> September, 2020 by the Board of Directors under Section 161 of the Companies Act, 2013 and who holds office as such upto the date of 34<sup>th</sup> Annual General Meeting and in respect of whom a notice in writing along with requisite deposit under Section 160 of the Companies Act, 2013 has been received by the Company from a member proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose term shall be liable to retire by rotation.  
**'RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary, expedient or desirable to give effect to this resolution."
4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Ordinary Resolution:  
**"RESOLVED THAT** Mr. Vilas Ramchandra Koranne (DIN 09151665) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 29th June, 2021 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company."  
**'RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Mr. Vilas Ramchandra Koranne who meets the criteria for independent as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from the date of his appointment i.e. 29<sup>th</sup> June, 2021 till 28<sup>th</sup> June 2026 be and is hereby approved'.  
**'RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take such steps as may be necessary, expedient or desirable to give effect to this resolution".

**Registered Office:**

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

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

Place: Mumbai  
Date: 29<sup>th</sup> June, 2021

**Hemal Sagalia  
Company Secretary & Compliance Officer**

**NOTES:**

1. An Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("Act") and applicable Secretarial Standards, relating to special businesses to be transacted at the Thirty Fourth Annual General Meeting ("AGM"/ "Meeting"), is annexed to the Notice.
2. In view of the COVID-19 pandemic situation, the Ministry of Corporate Affairs ("MCA") has vide General Circular Nos. 02/2021 dated 13<sup>th</sup> January, 2021 and 20/2020 dated 5<sup>th</sup> May, 2020 read together with MCA General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020 and 39/2020 dated 31<sup>st</sup> December, 2020 (all the MCA circulars shall collectively be referred to as "MCA AGM Circulars") and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 and SEBI Circular No. SEBI /HO /CFD /CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 (all the SEBI circulars shall collectively be referred to as "SEBI AGM Circulars") permitted the holding of annual general meeting through Video Conferencing / Other Audio Visual Means ("VC / OAVM"), without the physical presence of Members at a common venue. In compliance with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA AGM Circulars and SEBI AGM Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
3. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. However, since the AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional / Corporate shareholder(s) are required to send a scanned copy (in PDF/JPG format) of certified true copy of the Board resolution authorizing its representative to vote through remote e-voting and attend the AGM through VC / OAVM. The said certified true copy of the Board resolution should be sent to the Company and /or its Registrar and Transfer agent, Link Intime India Private Limited ("RTA") by email through its registered email address to [cs@khil.com](mailto:cs@khil.com) or [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in).
5. Pursuant to the provisions of Section 91 of the Act, the Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 23<sup>rd</sup> September, 2021 to Tuesday, 28<sup>th</sup> September, 2021 (both days inclusive).
6. In accordance with the provisions of Section 152(6) of the Act, Mr. Sanjeev B. Rajgarhia (DIN: 07857384) will retire by rotation at the forthcoming AGM and, being eligible, has offered himself for re-appointment.
7. In compliance with the MCA AGM Circulars and SEBI AGM Circulars, and pursuant to Sections 101 and 136 of the Act read with the rules made thereunder, electronic copy of the Annual Report is being sent to all the Members whose email IDs are registered with the Company/DPs for communication purposes. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website [www.KHIL.com](http://www.KHIL.com), websites of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of the RTA at <https://instavote.linkintime.co.in>.
8. Members desirous of receiving communication from the Company in electronic form, may register their email address with their respective DP, as per the process defined by them. If, however, shares are held in physical form, Members are advised to register their e-mail address with the RTA by sending communication on [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) along with their folio no. and valid e-mail address for registration. To support the 'Green Initiative', Members who have not registered their e-mail addresses with the Company/RTA/DP are requested to log in to the website of our RTA, [www.linkintime.co.in](http://www.linkintime.co.in) under Investor Services.
9. SEBI has mandated every participant in securities market to submit PAN. Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective DPs. Members holding shares in physical form can submit their PAN details to the Company or to the RTA.
10. Members can avail nomination facility pertaining to their shareholding in the Company by filing Form SH-13, as prescribed under Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company or the RTA.
11. As per Regulation 40 of the Listing Regulations, securities of listed companies can be transferred only in dematerialised form with effect from 1<sup>st</sup> April, 2019, except in case of request received for transmission or transposition of securities. In view of this, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form.
12. All documents mentioned in the Notice will be available for electronic inspection without any fee, from the date of circulation of this Notice up to the date of AGM i.e. 28<sup>th</sup> September, 2021. Members who wish to inspect the relevant documents may send an email to [cs@khil.com](mailto:cs@khil.com) by mentioning their DP ID & Client ID / Folio no., as the case may be.
13. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. Any query relating to financial statements must be sent to the Company's e-mail ID at [cs@khil.com](mailto:cs@khil.com) at least seven days before the date of the AGM.

**15. Voting through electronic means:**

**1. The instructions for remote e-voting are as under:**

- i. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company provides to Members the facility of exercising their right to cast vote(s) before or at the AGM by electronic means and the business may be transacted, accordingly.
- ii. The facility of casting votes by the Members using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") and e-voting at the AGM is being provided by the RTA.
- iii. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Company / RTA / depositories as on Thursday, 23<sup>rd</sup> September, 2021, ("Cut-off" Date) shall only be entitled to avail the facility of remote e-voting or e-voting at the AGM.
- iv. In this regard, the Member's demat account / folio number as on the Cut-off date shall be considered by the Company for participation in voting on resolutions placed by the Company on the e-voting system.
- v. Members can opt for only one mode of voting i.e. either by remote e-voting or e-voting at the AGM. Members attending the AGM, who have not cast their vote(s) earlier by remote e-voting shall be able to exercise their right at the Meeting through e-voting at the AGM. Member(s) who have cast their vote(s) by remote e-voting prior to the AGM, may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote(s) again.
- vi. The voting period begins on Saturday, 25<sup>th</sup> September, 2021 at 9.00 a.m. and ends on Monday, 27<sup>th</sup> September, 2021 at 5.00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on the Cut-off date may cast their vote(s) electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- vii. A person who is a Member as on the Cut-off date shall only be entitled for availing the facility of remote e-voting or e-voting at the Meeting. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.
- viii. The procedure for casting vote through remote e-voting module is as under:

Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/ CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their respective demat account / website of Depositories / DPs in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider.

Accordingly, Members are advised to update their mobile number and email ID in their demat accounts to access e-voting facility.

**Login method for Members holding securities in demat mode / physical mode is given below:**

Type of Members	Login Method
<b>Members holding securities in demat mode with NSDL</b>	<p><b>1. User already registered for NSDL IDeAS facility</b></p> <ol style="list-style-type: none"> <li>i. Please visit the e-Services website of NSDL at the URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>.</li> <li>ii. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section.</li> <li>iii. On the new screen, please enter your User ID and Password.</li> <li>iv. After successful authentication, you will be able to see e-voting services. Click on 'Access to e-voting' under e-voting services.</li> <li>v. On the e-voting page, you will see Company's name or e-voting service provider's name. Click on Company name or that of the e-voting service provider.</li> <li>vi. You will be re-directed to e-voting service provider's website for casting your vote during the remote e-voting period or for joining virtual Meeting and voting during the Meeting.</li> </ol>

	<p><b>2. User not registered for NSDL IDeAS facility</b></p> <ul style="list-style-type: none"> <li>i. Option to register is available at the link <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>.</li> <li>ii. Select 'Register Online for IDeAS' or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>iii. Visit the e-voting website of NSDL and follow the steps given in point 1 under this section</li> </ul>
	<p><b>3. Alternatively by directly accessing the e-voting</b></p> <p>Open web browser by typing the URL viz. <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.com</a>.</p> <ul style="list-style-type: none"> <li>i. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.</li> <li>ii. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL starting with IN – DP ID and Client ID), password/OTP and a verification code as shown on the screen.</li> <li>iii. After successful authentication, you will be redirected to NSDL's website wherein you can see e-voting page. Click on the Company's name or e-voting service provider's name and you will be redirected to e-voting service provider's website for casting your vote during the remote e-voting period or for joining virtual Meeting and voting during the Meeting.</li> </ul>
<p><b>Members holding securities in demat mode with CDSL</b></p>	<p><b>1. Existing users who have opted for Easi / Easiest</b></p> <ul style="list-style-type: none"> <li>i. Please visit the e-Services website of CDSL at the URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>, thereafter, please click on New System 'Myeasi'.</li> <li>ii. On the new screen, please enter your User ID and Password for accessing Easi / Easiest.</li> <li>iii. After successful login of Easi / Easiest you will also be able to see the e-voting menu.</li> <li>iv. The menu will have links of e-voting service provider's i.e. Link Intime, NSDL, CDSL and KFinTech. Click on e-voting service provider's name to cast your vote.</li> </ul> <p><b>2. If the user is not registered for Easi/Easiest</b></p> <ul style="list-style-type: none"> <li>i. An option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>ii. Then visit the e-voting website of CDSL and follow the steps given in point 1 under this section.</li> </ul> <p><b>3. Alternatively by directly accessing the e-voting page</b></p> <p>You can directly access e-voting page by providing demat Account Number and PAN from the link <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</p> <ul style="list-style-type: none"> <li>i. The system will authenticate your details by sending OTP on registered mobile and email ID as recorded in the demat Account.</li> <li>ii. After successful authentication, you will enter the e-voting module of CDSL. Click on the e-voting link available against Company's name or e-voting service provider's name and you will be re-directed to the e-voting page of service provider to cast your vote.</li> </ul>
<p><b>Members(holding securities in demat mode) and login through their DPs</b></p>	<ul style="list-style-type: none"> <li>1. Members can also login using the login credentials of his/her demat account through their DP registered with NSDL/CDSL for e-voting facility.</li> <li>2. After logging in to the DPs portal, you will be able to see e-voting option. Upon clicking on e-voting option, you will be redirected to respective depository's website after successful authentication to the e-voting feature.</li> <li>3. Click on the Company's name or e-voting service provider's name and you will be redirected to e-voting service provider's website for casting your vote during the remote e-voting period or for joining virtual Meeting and voting during the Meeting.</li> </ul>

<p><b>Members holding securities in Physical mode and e-voting service provider is RTA</b></p>	<ol style="list-style-type: none"> <li>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a>.</li> <li>2. Click on '<b>Sign Up</b>' under '<b>SHAREHOLDER</b>' tab and register with your following details:             <ol style="list-style-type: none"> <li><b>A. User ID:</b> Members holding shares in <b>physical form shall provide</b> Event No + Folio Number registered with the Company.</li> <li><b>B. PAN:</b> Enter your 10-digit PAN (Members who have not updated their PAN with the RTA/ Company shall use the sequence number provided, if applicable).</li> <li><b>C. Date of Birth (DOB) / Date of Incorporation (DOI):</b> Enter the DOB/ DOI (as recorded with your RTA / Company - in DD/MM/YYYY format)</li> <li><b>D. Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with the RTA/Company.</li> </ol> <p>Members holding shares in <b>physical form</b> but have not provided or updated the information at 'C' or 'D' with their RTA/ Company, should provide their Folio number in 'D' above.</p> </li> <li>3. Set the password of your choice (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).</li> <li>4. Click on "confirm" to generate your new password.</li> <li>5. Click on 'Login' under '<b>SHAREHOLDER</b>' tab.</li> <li>6. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '<b>Submit</b>'.</li> <li>7. After successful login, you will be able to see the notification for e-voting. Select '<b>View</b>' icon.</li> <li>8. E-voting page will appear on the screen.</li> <li>9. Refer the resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.</li> <li>10. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.</li> <li>11. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, Members can login any number of times till you have voted on the resolution(s) for a particular "Event".</li> </ol>
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- ix. If members holding securities in **Physical mode** have forgotten the password, please follow the procedure given below:
- a. Click on '**Login**' under '**SHAREHOLDER**' tab and further Click '**forgot password?**' Enter User ID, select Mode and enter image verification code (CAPTCHA).
  - b. Click on "SUBMIT".
  - c. In case Member is having valid email address, password will be sent to his/ her registered e-mail address. Else, Member can set the password of his/her choice by providing the information about the particulars of the security question & answer, PAN, DOB/ DOI, dividend bank details, etc. and confirm. (The password should contain minimum 8 characters, with at least one special character, at least one numeral, at least one alphabet and at least one capital letter).
- Important note:
- Please note that these details can only be used for voting on the resolutions contained in this Notice.
  - It is strongly recommended not to share password with any other person and take utmost care to keep it confidential.
- x. If Members holding securities in **dematerialised mode** are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password options available at the Depository's /DP's website.

Important note:

- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- During the voting period, Members can login any number of times till they have voted on the resolution(s) for a particular "Event".

**Contact details of helpdesk of Depositories:**

Members may contact the respective helpdesk, as per the details given below:

<b>Login type</b>	<b>Helpdesk details</b>
Members holding securities in demat mode with NSDL	i. Please send a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> ; 'or' ii. Please call at toll free no.:1800 1020 990 and 1800 22 44 30.
Members holding securities in demat mode with CDSL	i. Please send a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or ii. Please contact at 022- 23058738 or 022-23058542-43.

**I General Guidelines for Members:**

- i. Institutional Member(s) (i.e. other than Individuals, HUF, NRI, etc.) and Custodian(s) are required to log on to e-voting system of RTA: [https:// instavote.linkintime.co.in](https://instavote.linkintime.co.in) and register themselves as 'Custodian / Mutual Fund / Corporate Body'.
- ii. They are also required to upload a scanned certified true copy of the Board resolution / authority letter/power of attorney, etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login, for the Scrutiniser to verify the same.
- iii. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.

In case the Members have any queries or issues regarding remote e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-voting manual available at <https://instavote.linkintime.co.in>, under 'Help' section or write an e-mail to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or call on 022 - 49186175 / 49186000.

Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of this AGM Notice and holds shares as on the Cut-off date may obtain the login id and password by sending a request at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) / [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in) or call on 022 - 49186175 / 49186000.

**II. Instructions for Members to Vote during the AGM through InstaMeet (VC/OAVM):**

Once the electronic voting is activated by the Scrutiniser during the Meeting, the Members who have not exercised their vote(s) through the remote e-voting can cast their vote(s) as under:

- i. On the Member's page/VC page, click on the link for e-voting "Cast your vote".
- ii. Enter demat account no. / folio no. and OTP (One Time Password), received on the registered mobile number/ registered e-mail ID, during registration for InstaMeet and click on 'Submit'.
- iii. After successful login, see "Resolution Description" and against the same the options "Favour/ Against" for voting.
- iv. Cast vote by selecting appropriate option i.e. Favour/Against, as desired.
- v. Enter the number of shares (which represents no. of votes) as on the Cut-off Date under 'Favour/ Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
- vi. After selecting the appropriate option i.e. Favour/ Against as desired, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
- vii. Once the vote is confirmed on the resolution, any modification or change is not allowed subsequently.

**Notes:**

Members who will be present in the AGM through InstaMeet facility and have not cast their vote(s) on the resolutions through remote e-voting and/are otherwise not barred from doing so, shall be eligible to vote through e-voting facility during the Meeting.

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

In case the members have any queries or issues regarding e-voting, you may write an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or call on: 022 - 49186000 / 49186175 InstaMeet support desk, of the RTA.

### **III. Instructions for Members attending the AGM through InstaMeet:**

Instructions for Members to attend the AGM through InstaMeet are as under:

- i. Members are entitled to attend the AGM through VC/OAVM provided by the RTA by following the below mentioned process. Facility for joining the AGM through VC/OAVM shall be open 30 minutes before the time scheduled for the AGM and shall expire 15 minutes after the scheduled time of the Meeting, and will be available to the Members on first come first serve basis.
- ii. Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 minutes from the scheduled time of the AGM. Members with >2% shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Auditors, etc. may be allowed to attend the Meeting without restrictions of first come first serve basis. Members may log-in and join 30 minutes prior to the scheduled time of the Meeting and window for joining shall be kept open till the expiry of 15 minutes after the scheduled time.
- iii. Members will be provided with InstaMeet facility wherein they shall register their details and attend the AGM as under:
  1. Open the internet browser and launch the URL for InstaMeet <https://instameet.linkintime.co.in> and register with following details:
    - a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
      - Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
      - Members holding shares in NSDL demat account shall provide sixteen digit demat number - 8 Character DP ID followed by 8 Digit Client ID
      - Members holding shares in physical form shall provide Folio Number registered with the Company
    - b. PAN: Enter your 10 digit PAN. (Members who have not updated their PAN with the DP/Company shall use the sequence number provided to them, if applicable)
    - c. Please enter your mobile number.
    - d. Please enter your email ID as recorded with your DP/RTA/Company.
  2. Click on "Go to Meeting". You are now registered for InstaMeet and your attendance is marked for the meeting.

#### **Notes:**

Members are encouraged to join the Meeting through tablets/ laptops connected through broadband for better experience.

Members are required to use internet with a good speed preferably 2 MBPS download stream to avoid any disturbance during the Meeting.

Please note that Members connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience Audio/Visual loss due to fluctuation in their network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case the Members have any queries or issues regarding login/ e-voting, they can write an e-mail to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or call on 022 - 49186175 / 49186000, the InstaMeet support desk.

### **16. Instructions for Members to register themselves as speakers during AGM:**

Members who would like to express their views/ ask questions during the Meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/ folio number, e-mail address, mobile number at [cs@khil.com](mailto:cs@khil.com) from 21<sup>st</sup> September, 2021 (9:00 a.m. IST) to 24<sup>th</sup> September, 2021 (5:00 p.m. IST).

Members will receive "speaking serial number" once they mark attendance for the Meeting.

Other Members may ask questions to the panelist(s), via active chat-board during the Meeting.

Please quote your serial number and start your conversation with panelist(s) by switching on the video and audio of your device.

Members are requested to speak only when the moderator of the Meeting will announce the name and serial number for speaking.

The caption/subject of the email may please be mentioned as "Speaker for AGM\_<DP ID>\_<Client ID>". Those Members who have registered themselves as speaker will only be allowed to express their views / ask questions during the Meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email ID, mobile number at [cs@khil.com](mailto:cs@khil.com). The same will be replied by the Company, suitably.

Members should be allowed to use camera and required to use internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance while speaking.

The Company has appointed M/s. V. V. Chakradeo & Co., Practicing Company Secretaries as the Scrutiniser to review that the process of e-voting is conducted in a fair and transparent manner and issue a report on the votes through remote e-voting and those cast at the AGM.

17. Declaration of results on the resolutions:

- i. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutiniser shall make, not later than two working days from conclusion of the Meeting, a consolidated Scrutiniser's Report of the total votes cast in favour or against each resolution, invalid votes, if any, and whether the resolution(s) has/ have been carried or not. This report shall be submitted to the Chairperson or a person authorised by him, in writing, who shall countersign the same.

The results shall be declared after the AGM of the Company and shall be deemed to be passed on the date of AGM. The results along with the Scrutiniser's Report shall be placed on the website of the Company [www.khil.com](http://www.khil.com), within two working days of passing of the resolutions at the AGM of the Company and shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the Company's equity shares are listed. RTA, who has provided the platform for facilitating remote e-voting, will also display these results on its website <https://instavote.linkintime.co.in>. The said results shall also be displayed at the registered office of the Company.

Members may note that the Notice will also be available on the Company's website [www.khil.com](http://www.khil.com), RTA's website <https://instavote.linkintime.co.in>; websites of the stock exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also National Stock Exchange of India Ltd. at [www.nseindia.com](http://www.nseindia.com).

18. Members are requested to kindly keep the Annual Report sent to their registered e-mail ID with them while attending the AGM through VC/OAVM.
19. The recorded transcript of the AGM, shall also be made available on the website of the Company [www.khil.com](http://www.khil.com) under the tab of 'Investor'.
20. Since the AGM will be held through VC/OAVM Facility, the route map is not annexed with this Notice.

**Registered Office:**

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

Place: Mumbai

Date: 29<sup>th</sup> June, 2021

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

**Hemal Sagalia  
Company Secretary & Compliance Officer**



**ANNEXURE I TO THE NOTICE  
EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS AS REQUIRED  
UNDER SECTION 102 OF THE COMPANIES ACT, 2013.**

**ITEM No. 3:**

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr. Vilas Ramchandra Koranne (DIN 09151665) be appointed as an Independent Director on the Board of the Company.

The appointment of Mr. Vilas Ramchandra Koranne shall be effective upon approval by the members in the Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Vilas Ramchandra Koranne, for the office of Director of the Company. It is further clarified that Mr. Vilas Ramchandra Koranne is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Vilas Ramchandra Koranne that he meets the criteria of independent as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Vilas Ramchandra Koranne, fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations.

He is neither related to any director of the company nor has any shareholding in the Company. Further, he is not debarred from holding office of Director by virtue of SEBI or any such authority.

Mr. Vilas Ramchandra Koranne, is independent of the management and possesses appropriate skills, experience and knowledge. Details of Mr. Vilas Ramchandra Koranne is provided in the **Annexure II** to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

**ITEM NO. 4:**

Ms. Vidita V. Kamat (DIN: 03043066) was appointed as an Additional Director by the Board of Directors of the Company with effect from 29<sup>th</sup> September, 2020 pursuant to Section 161 of the Companies Act, 2013. As per Section 161 of the Companies Act, 2013, she holds the office of Director up to the date of the forth coming 34<sup>th</sup> Annual General Meeting is eligible for appointment. The Company has received a notice in writing along with requisite security deposit from a member proposing the candidature of Ms. Vidita V. Kamat as a Director of the Company under the provisions of Section 160 of the Companies Act, 2013. Therefore, it is proposed to appoint Ms. Vidita V. Kamat as Director of the Company whose term shall be liable to retire by rotation.

Ms. Vidita V. Kamat is a commerce graduate (Mumbai University) and Diploma in Craft Course. She has 10 years of experience in Bakery & Confectionary.

As per Section 152(4) of the Companies Act, 2013, Ms. Vidita V. Kamat has furnished her Director Identification Number to the company. The company has also received declaration that she is not disqualified to become a Director under the Companies Act, 2013. The Nomination and Remuneration Committee has recommended to the Board, appointment of Ms. Vidita V. Kamat as a Director of the Company. The brief resume of Ms. Vidita V. Kamat provided in **Annexure II** to the notice. The Directors recommend the passing of the resolution set out at Item No. 4 of the accompanying Notice as an Ordinary Resolution. Except Ms. Vidita V. Kamat and Dr. Vithal V. Kamat there is no concern or interest, financial or otherwise of any director, key managerial personnel of the Company or their relatives in respect of the said resolution. Copy of draft letter of appointment of Mr. Vilas Ramchandra Koranne and Ms. Vidita V. Kamat, setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

None of the Directors (except Dr. Vithal V. Kamat and Vishal V. Kamat) / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially otherwise, in the resolution set out at Item No. 3 and 4 of the Notice. This statement may also be regarded as an appropriate disclosure under the Listing Regulations. The Board commends the Ordinary Resolution set out at Item No. 3 & 4 of the Notice for approval by the members.

**DISCLOSURES:**

The required disclosures are mentioned in Corporate Governance section of the Annual Report.

**Registered Office:**

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

Place: Mumbai

Date: 29<sup>th</sup> June, 2021

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

**Hemal Sagalia  
Company Secretary & Compliance Officer**

**ANNEXURE II TO THE NOTICE**

As required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief profile of the Directors seeking appointment/ re-appointment is as follows:

1. Name: Mr. Vilas Ramchandra Koranne (DIN 09151665)

Mr. Vilas Ramchandra Koranne has done B. E. (Civil) Bombay University passed in the year 1976. Worked in M.C.G.M. post of Sub Engineer, Asst. Engineer and Deputy Chief Engineer for 33 years.

2. Name: Ms. Vidita V. Kamat (DIN 03043066)

Ms. Vidita V. Kamat is a commerce graduate (Mumbai University) and Diploma in Craft Course. She has 10 years of experience in Bakery & Confectionary.

Particulars	Name of the Directors	
	Ms. Vidita V. Kamat	Mr. Vilas Ramchandra Koranne
Date of birth	1 <sup>st</sup> August, 1987	8 <sup>th</sup> September, 1952
Nationality	Indian	Indian
Director since	29 <sup>th</sup> September, 2020	29 <sup>th</sup> June, 2021
Qualifications	Commerce graduate (Mumbai University) and Diploma in Craft Course	B. E. (Civil) Bombay University
Experience & expertise	10 years of experience in Bakery & Confectionary	33 years in M.C.G M. on post Sub Engineer, Asst. Engineer and Deputy Chief Engineer
Shareholding in Company	500	NIL
Other Company Directorship	None	None
Chairmanship/membership of Committees*	Member of Stakeholders relationship Committee	Member of Stakeholders relationship Committee
Relationship between the Directors inter-se	daughter of Dr. Vithal V. Kamat, ECMD of the Company	None

\*Committee Membership or chairmanship includes only Audit Committee and stakeholders relationship committee of public limited Companies (if listed or not).