



“Asia’s Pioneering Hospitality Chain of
Environmentally Sensitive 5 Star Hotels & Resorts”

04th August 2023

To,
DCS,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.
Code: 526668

To,
The Manager
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra –Kurla Complex,
Bandra (E), Mumbai – 400 051
Code:- KAMATHOTEL-EQ

Dear Sir/Madam,

Sub: Minutes of the resolution(s) passed by way of Postal Ballot through remote e-voting

We hereby submit the minutes of the resolutions passed through the Postal Ballot process, which was conducted via remote e-voting. The results of the Postal Ballot were officially declared on 28th July 2023, as previously communicated.

In compliance with the regulatory requirements and as part of our commitment to transparency, we are providing the detailed minutes of the resolutions for your records and reference.

Further, we wish to confirm that the Managerial Remuneration of Rs. 1,00,00,000/- p.a. (Rupees One Crore only) and Rs. 99,00,000/- p.a. (Rupees Ninety-Nine Lakhs only) payable to Dr. Vithal Kamat, Executive Chairman & Managing Director and Mr. Vishal Kamat, Executive Director respectively, shall be provided on an annual basis, approval of which was sought at item no. 4 and 5 of the Postal Ballot Notice dated 27th May 2023 which is in adherence to the provisions set forth in Schedule V of the Companies Act, 2013. The appointment letters of the Executive Directors can be accessed on the website of the Company the link for the same is: <https://www.khil.com/investors/investors.html>

You are requested to kindly take the same on your record.

Yours faithfully,
For **Kamat Hotels (India) Limited**

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

REGD OFF: 70-C, Nehru Road, Vile Parle (East), Mumbai - 400 099, India. Tel.: 2616 4000, Fax : 2616 4203

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MINUTES OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT THOROUGH REMOTE E-VOTING BY THE MEMBERS OF KAMAT HOTELS (INDIA) LIMITED ON 27TH JULY 2023, RESULTS OF WHICH WERE OFFICIALLY DECLARED ON 28TH JULY 2023

The Board of Directors at their meeting held on 27th May 2023 approved the proposal to conduct Postal Ballot pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (‘Rules’) (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (‘SS-2’), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (‘MCA’) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 5, 2022, Circular No. 10/2022 and 11/2022 dated December 28, 2022 (collectively the ‘MCA Circulars’), to transact the special business as set out under:

Sr. No.	Special Business	Resolution
1.	To appoint Mr. Apurva Muthalia as Independent Director of the Company for a period of 5 years	Special
2.	To appoint Mr. Tej Mayur Contractor as Independent Director of the Company for a period of 5 years	Special
3.	To appoint Mr. Ajit Naik as Independent Director of the Company for a period of 5 years	Special
4.	To approve yearly remuneration of Dr. Vithal V. Kamat as Managing Director of the Company	Special
5.	To appoint Mr. Vishal V. Kamat as Executive Director of the Company and approval of his yearly remuneration	Special

The Special Resolution(s) of the Members were passed via remote e-voting only i.e. the Company sent the Notice only in electronic form, to those Members whose e-mail addresses were registered with the Company/Depositories. Further, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope were not sent to the Members for this Postal Ballot as permitted by the ministry vide their MCA circulars. The communication of the assent or dissent of the Members took place only through the remote e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company provided remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company engaged the

services of Link Intime India Private Limited for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting were appended to the Notice of the Postal Ballot. The Notice was also available on the website of the Company www.khil.com.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, a statement pertaining to the said Resolution(s) setting out the material facts and the reasons/rationale thereof was annexed to the Postal Ballot Notice for Members consideration and formed part of the Postal Ballot Notice.

The Board appointed Mr Dinesh Kumar Deroa and in his absence Mr. Tribhuwneshwar Kaushik, partners of M/s. DM & Associates Company Secretaries LLP, Practicing Company Secretaries, Mumbai, as the Scrutinizers, for conducting the Postal Ballot process in a fair and transparent manner.

The Scrutinizer submitted his report on postal ballot by remote e-voting process to the Chairman of the Company on July 27, 2023. Summary of the Scrutinizer’s Report is as under:

1. The Postal Ballot is conducted in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (‘MCA’) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (collectively the ‘MCA Circulars’), to transact the special business as set out hereunder by passing Special Resolution by the Members of Kamat Hotels (India) Limited (the “Company”) through Postal Ballot via remote e-voting.
2. The Company completed the e-mailing of the Postal Ballot Notice on June 27, 2023 to its members whose name(s) appeared on the Register of Members / List of Beneficiaries as on Friday, June 23, 2023 maintained by the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and who have registered their email address with the Company/Depositories.
3. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations as amended from time to time, read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on remote e-voting, the company had engaged the services of Link Intime India Private Limited (LIPL) for facilitating the remote e-voting to enable the Members to cast their votes electronically on the designated website <https://instavote.linkintime.co.in/> of LIPL.
4. Total No. of votes based on Paid Up Capital of the Company as on June 23, 2023 were 2,46,52,863.

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5. Public Announcement with respect to completion of dispatch of Postal ballot Notice in two (2) newspapers were made on June 28, 2023 in Free Press Journal in English and Navshakti in Marathi.
6. The remote e-voting commenced on Wednesday, June 28, 2023, at 9.00 a.m. (IST) and ended on Thursday, July 27, 2023, at 5.00 p.m. (IST).
7. Particulars of remote e-voting of the Postal Ballot through e-voting process from the members have been maintained electronically to record the assent or dissent received.
8. The e-voting was blocked at 5:00 pm (IST) on Thursday, July 27, 2023, and the e-voting summary statement was thereafter downloaded from the LIPLs e-voting website on July 27, 2023, at 05:34 pm in presence of two witnesses not in employment of the Company.

Based on the report, the special resolutions set out in the postal ballot notice dated 27th May 2023, have been passed with requisite majority.

The details of the resolutions are as under:

Item No. of the Notice : Item No. 1

Resolution : To appoint Mr. Apurva Muthalia as Independent Director of the Company for a period of 5 years

Type of Resolution : SPECIAL

Text of the Resolution : **“RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and pursuant to Sections 149 and 152 of the Act, read with Schedule IV and other applicable provisions of the Act (including any statutory modification, amendment, or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and pursuant to Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, and pursuant to Article 121 of the Articles of Association of the Company, Mr. Apurva Muthalia (DIN 01871491) who was appointed as an Additional Director (Non-Executive, Independent) of the Company effective May 27, 2023, by the Board of Directors of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section

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160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, for a period of five years commencing from May 27, 2023 to May 26, 2028.”

Majority : Passed with requisite majority.

Item No. of the Notice : Item No. 2

Resolution : To appoint Mr. Tej Mayur Contractor as Independent Director of the Company for a period of 5 years

Type of Resolution : SPECIAL

Text of the Resolution : **“RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and pursuant to Sections 149 and 152 of the Act, read with Schedule IV and other applicable provisions of the Act (including any statutory modification, amendment, or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and pursuant to Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, and pursuant to Article 121 of the Articles of Association of the Company, Mr. Tej Mayur Contractor (DIN 00454197) who was appointed as an Additional Director (Non-Executive, Independent) of the Company effective May 27, 2023, by the Board of Directors of the Company and 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 a Director, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, for a period of five years commencing from May 27, 2023 to May 26, 2028.”

Majority : Passed with requisite majority.

Item No. of the Notice : Item No. 3

Resolution : To appoint Mr. Ajit Naik as Independent Director of the Company for a period of 5 years

Type of Resolution : SPECIAL

Text of the Resolution : **“RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and pursuant to Sections 149 and 152 of the Act, read with Schedule IV and other applicable provisions of the Act (including any statutory modification, amendment, or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and pursuant to Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, and pursuant to Article 121 of the Articles of Association of the Company, Mr. Ajit Naik (DIN 07157860) who was appointed as an Additional Director (Non-Executive, Independent) of the Company effective May 27, 2023, by the Board of Directors of the Company and 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 a Director, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, for a period of five years commencing from May 27, 2023 to May 26, 2028.”

Majority : Passed with requisite majority.

Item No. of the Notice : Item No. 4

Resolution : To approve yearly remuneration of Dr. Vithal V. Kamat as Managing Director of the Company

Type of Resolution : SPECIAL

Text of the Resolution : **“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, statutory modifications or re-enactment thereof, for the time being in force), Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and is hereby accorded for the payment of remuneration not exceeding INR 1,00,00,000 (Rupees One Crore only) to Dr. Vithal V. Kamat (DIN: 00195341), Managing Director, for a period of three years commencing from April 01, 2023 to March 31, 2026;

RESOLVED FURTHER THAT save and except as aforesaid, the special resolution approved and passed by the Members at its 35th Annual General Meeting held on September 28, 2022, with respect to the appointment of Dr. Vithal V. Kamat, as Managing Director shall continue to remain in force and in effect;

RESOLVED FURTHER THAT the terms and conditions of the remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part of this resolution;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Majority : Passed with requisite majority.

Item No. of the Notice : Item No. 5

Resolution : To appoint Mr. Vishal V. Kamat as Executive Director of the Company and approval of his yearly remuneration

Type of Resolution : SPECIAL

Text of the Resolution : **“RESOLVED THAT** Mr. Vishal V. Kamat, (DIN: 00195774), who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 27, 2023, under Section 161(1) of the Companies Act, 2013 (“the Act”) read with Article 121 of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a Notice in writing from a Member under Section 160 (1) of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, statutory modifications or re-enactment thereof, for the time being in force), Regulation 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and is hereby accorded for appointment of Mr. Vishal Kamat as Executive Director, liable to retire by rotation, for a period of Five years commencing from May 27, 2023 to May 26, 2028 and on a remuneration not exceeding INR 99,00,000 (Rupees Ninety Nine Lakhs only) for a period of three years commencing from May 27, 2023 to May 26, 2026;

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RESOLVED FURTHER THAT the terms and conditions of the remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part of this resolution;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Majority : Passed with requisite majority.

The results of Remote E-voting was as under:

1. APPOINTMENT OF MR. APURVA MUTHALIA AS INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 YEARS

SPECIAL RESOLUTION:

(i) Voted in favour the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
70	1,43,67,602	99.99

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1	0.01

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes held by them
0	0

Total votes cast: **1,43,67,603 (100%)**
 % of total votes cast in favor of the Resolution: **99.99%**
 % of total votes cast against the Resolution: **0.01%**

Resolution passed with requisite majority.

2. Appointment of Mr. Tej Mayur Contractor as Independent Director of the Company for a period of 5 years

SPECIAL RESOLUTION:

(i) Voted in favour the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
70	1,43,67,602	99.99

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1	0.01

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes held by them
0	0

Total votes cast: **1,43,67,603 (100%)**

% of total votes cast in favor of the Resolution: **99.99%**

% of total votes cast against the Resolution: **0.01%**

Resolution passed with requisite majority.

3. Appointment of Mr. Ajit Naik as Independent Director of the Company for a period of 5 years

SPECIAL RESOLUTION:

(i) Voted in favour the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
70	1,43,67,602	99.99

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1	0.01

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes held by them
0	0

Total votes cast: **1,43,67,603 (100%)**

% of total votes cast in favor of the Resolution: **99.99%**

% of total votes cast against the Resolution: **0.01%**

Resolution passed with requisite majority.

4. Approval of yearly remuneration of Dr. Vithal V. Kamat as Managing Director of the Company

SPECIAL RESOLUTION:

(i) Voted **in favour** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
68	1,12,51,663	99.99

(ii) Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1	0.01

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes held by them
0	0

Total votes cast: **1,12,51,664 (100%)**

% of total votes cast in favor of the Resolution: %

% of total votes cast against the Resolution: %

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Resolution passed with requisite majority.

5. Approval of appointment of Mr. Vishal V. Kamat as Executive Director of the Company and approval of his yearly remuneration

SPECIAL RESOLUTION:

(i) Voted in favour the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
70	1,43,67,602	99.99

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	1	0.01

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes held by them
0	0

Total votes cast: **1,43,67,603 (100%)**

% of total votes cast in favor of the Resolution: **99.99%**

% of total votes cast against the Resolution: **0.01%**

Resolution passed with requisite majority.

Date of Entry: August 4, 2023

SD/-
Chairman