

KAMAT HOTELS (INDIA) LIMITED

CIN L55101MH1986PLC039307

Regd. Office: 70-C, Nehru Road, Near Santacruz Airport, Vile Parle (East), Mumbai-400 099
Phone: 26164000, Extension: 4478; Fax: 26164115; Website: www.khil.com; Email ID: cs@khil.com;

Dear Members,

Notice pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, (including any statutory modifications or re – enactments thereof for the time being in force) to the members of Kamat Hotels (India) Limited seeking their approval by Special Resolutions mentioned at Sr. No. from 1 to 9 pertaining to approval for existing Material Related Party Transactions entered into by the Company and continuing beyond March 31, 2015 and at Sr. No. 10 pertaining to giving consent of the Company to the Board to sell/ lease/ dispose of the whole or substantially the whole of the undertaking or other assets of the Company in any manner or to mortgage/ charge/ hypothecate/ pledge/ create security in any form or manner on all or any of the undertaking or properties of the Company which are proposed to be transacted by Postal Ballot, that is, by Post or through electronic voting system being provided by the Company.

The Company is desirous of seeking your approval/consent for the Special Resolutions mentioned below. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the said Special Resolutions, setting out the material facts and reasons therefore is annexed.

The said Special Resolutions and the Explanatory Statement, along with postal ballot form are being sent to those members whose e-mail ids are registered with Depository Participants through email and to the other members by Registered post/courier service. The Company has appointed M/s. V. V. Chakradeo & Co., Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot (post and e – voting) process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form and return the form duly completed, in the enclosed self-addressed envelope to Scrutinizer at C/o Kamat Hotels (India) Ltd, 70-C, Nehru Road, Vile Parle (East) Mumbai-400099 so as to reach at the said address before close of the working hours i.e. 5.00 p.m. on 31st July, 2015 or you can even accord your assent or dissent to the said resolutions by availing the option of e – voting.

The Scrutinizer will submit his report to the Executive Chairman and Managing Director after completion of the scrutiny of the postal ballot forms/e-voting and the results thereof will be announced by the Executive Chairman and Managing Director or in his absence by any other person, so authorized by him at the Registered Office of the Company on 3rd August, 2015 and will also be placed on the Notice Board at the Registered Office of the Company. The result of the Postal Ballot shall be filed with Bombay Stock Exchange Ltd and National Stock Exchange of India Ltd. where the equity shares of the Company are listed. The result will also be displayed on the website of the Company www.khil.com and on the website of NSDL www.evoting.nsdl.com.

Resolution No. 1

To consider and if thought fit to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to provisions of Section 188 of the Companies Act, 2013 read with Rules made thereunder and Listing Agreement with Stock Exchanges, wherever applicable, approval of the shareholders be and is hereby given to the Business Contract Agreement dated 1st April, 1994 and Memorandum of Understanding dated 12th September, 2005 between the Company and Plaza Hotels Private Limited, as set out in detail in the annexed Statement under Section 102 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized and empowered to do such acts, deeds or things including modifying the terms and conditions of the aforesaid Business Contract Agreement and Memorandum of Undertaking approved by this resolution as the Board of Directors may, in its absolute discretion, consider it expedient, prudent and necessary.”

Resolution No. 2

To consider and if thought fit to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to provisions of Section 188 of the Companies Act, 2013 read with Rules made thereunder and Listing Agreement with Stock Exchanges, wherever applicable, approval of the Shareholders be and is hereby given to the Business Contract Agreement dated 7th January, 2013 between the Company and Fort Mahodadhinivas Palace Private Limited, a wholly owned subsidiary of the Company as set out in detail in the annexed Statement under Section 102 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized and empowered to do such acts, deeds or things including modifying the terms and conditions of the aforesaid Business Contract Agreement approved by this resolution as the Board of Directors may, in its absolute discretion, consider it expedient, prudent and necessary.”

Resolution No. 3

To consider and if thought fit to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to provisions of Section 188 of the Companies Act, 2013 read with Rules made thereunder and Listing Agreement with Stock Exchanges, wherever applicable, approval of the shareholders be and is hereby given to the Loans provided by the Company to Orchid Hotels Pune Private Limited pursuant to Loan Agreements dated 17th March, 2010 as amended by letters dated 1st March, 2011 and 28th July, 2011 and also loans provided by the Company to Fort Mahodadhinivas Palace Private Limited pursuant to Loan Agreement dated 22nd March, 2014, both wholly owned subsidiaries of the Company, as set out in detail in the annexed Statement under Section 102 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized and empowered to do such acts, deeds or things including modifying the terms and conditions of the aforesaid Loan Agreements as amended from time to time and approved by this resolution as the Board of Directors may, in its absolute discretion, consider it expedient, prudent and necessary.”

Resolution No. 4

To consider and if thought fit to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to provisions of Section 188 of the Companies Act, 2013 read with Rules made thereunder and Listing Agreement with Stock Exchanges, wherever applicable, approval of the shareholders be and is hereby given to the Corporate Guarantee issued by the Company dated 19th September, 2012 in favor of ICICI Bank Limited in connection with the loan provided by ICICI Bank Limited to Orchid Hotels Pune Private Limited, a wholly owned subsidiary of the Company, as set out in detail in the annexed Statement under Section 102 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized and empowered to do such acts, deeds or things including modifying the terms and conditions of the aforesaid Corporate Guarantee approved by this resolution as the Board of Directors may, in its absolute discretion, consider it expedient, prudent and necessary.”

Resolution No. 5

To consider and if thought fit to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to provisions of Section 188 of the Companies Act, 2013 read with Rules made thereunder and Listing Agreement with Stock Exchanges, wherever applicable, approval of the shareholders be and is hereby given to the Corporate Guarantee provided by the Company in favor of Punjab National Bank(PNB) dated 9th September, 2010 to secure the loan given by PNB to Ilex Developers & Resorts Limited, as set out in detail in the annexed Statement under Section 102 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized and empowered to do such acts, deeds or things including modifying the terms and conditions of the aforesaid Corporate Guarantee approved by this resolution as the Board of Directors may, in its absolute discretion, consider it expedient, prudent and necessary.”

Resolution No. 6

To consider and if thought fit to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to provisions of Section 188 of the Companies Act, 2013 read with Rules made thereunder and Listing Agreement with Stock Exchanges, wherever applicable, approval of the shareholders be and is hereby given to the Corporate Guarantee given by Fort Mahodadhivivas Palace Pvt. Ltd, Fort Jadhavgadhd Hotels Private Limited and Kamats Restaurants (India) Pvt. Ltd., wholly owned Subsidiaries of the Company, Ilex Developers & Resorts Limited, an Associate Company, and Plaza Hotels Private Limited and Kamats Holiday Resorts (Silvassa) Limited, dated 17th July, 2013 to secure various loan/credit facilities to the Company and covered under CDR Scheme approved by the CDR empowered Group on 12th March, 2013, as set out in detail in the annexed Statement under Section 102 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized and empowered to do such acts, deeds or things including modifying the terms and conditions of the aforesaid Corporate Guarantee approved by this resolution as the Board of Directors may, in its absolute discretion, consider it expedient, prudent and necessary.”

Resolution No. 7

To consider and if thought fit to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to provisions of Section 188 of the Companies Act, 2013 read with Rules made thereunder and Listing Agreement with Stock Exchanges, wherever applicable, approval of the shareholders be and is hereby given to the Corporate Guarantee given by Orchid Hotels Pune Private Limited, vide Deed of Guarantee dated 17th July 2013 to secure various loan/credit facilities to the Company and covered under CDR Scheme approved by the CDR empowered Group on 12th March, 2013, as set out in detail in the annexed Statement under Section 102 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized and empowered to do such acts, deeds or things including modifying the terms and conditions of the aforesaid Corporate Guarantee approved by this resolution as the Board of Directors may, in its absolute discretion, consider it expedient, prudent and necessary.”

Resolution No. 8

To consider and if thought fit to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to provisions of Section 188 of the Companies Act, 2013 read with Rules made thereunder and Listing Agreement with Stock Exchanges, wherever applicable, approval of the shareholders be and is hereby given to the Deed of Undertaking dated 13th January, 2012 given by Dr. Vithal V. Kamat, Mr. Vikram V. Kamat, Plaza Hotels Private Limited, Talent Hotels Private Limited, Karwar Hotels Private Limited, Busybee Developers Private Limited and Grasshopper Developers Private Limited in favor of IL&FS Trust Company Limited (IL&FS) to the effect that, 50% (fifty percent) of the amounts realized from sale or monetization if any, of the their properties described in the said deed of undertaking shall be paid toward repayment of Loan to IL&FS., as set out in detail in the annexed Statement under Section 102 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized and empowered to do such acts, deeds or things including modifying the terms and conditions of the aforesaid deed of Undertaking approved by this resolution as the Board of Directors may, in its absolute discretion, consider it expedient, prudent and necessary.”

Resolution No. 9

To consider and if thought fit to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to provisions of Section 188 of the Companies Act, 2013 read with Rules made thereunder and Listing Agreement with Stock Exchanges, wherever applicable, approval of the shareholders be and is hereby given to the Personal Guarantee given by Dr. Vithal V. Kamat, Mr. Vishal V. Kamat and Mr. Vikram V. Kamat, Promoter/promoter group of the Company in favor of the lenders of the Company vide various Deeds of Guarantee, as set out in detail in the annexed Statement under Section 102 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized and empowered to do such acts, deeds or things including modifying the terms and conditions of the material related party contracts or arrangements approved by this resolution as the Board of Directors may, in its absolute discretion, consider it expedient, prudent and necessary.”

Resolution No. 10

To consider and if thought fit to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession to all the earlier resolutions (without prejudice to the actions already taken by virtue thereof) and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, including any statutory modification(s) or re-enactment thereof, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of Directors which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by the resolution), to sell, either as slump sale or otherwise, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company and/or to sell, lease or otherwise dispose of, mortgage, charge, hypothecate, pledge, create security on, in any form or manner, all or any of the properties of the Company, both present and future, for any business purpose including for securing any loan(s) or facility(ies) including Rupee Loans, foreign currency loans, debentures, bonds or other instruments or fund based and non – fund based facilities availed or as may be availed by the Company from time to time from any entity including any Bank (s), Financial Institution(s) or other Person(s) together with interest, costs, charges, expenses and any other monies payable thereon.”

By order of the Board of Directors
FOR KAMAT HOTELS (INDIA) LIMITED

Place: Mumbai.

Date: 30th May, 2015

Registered Office:

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

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

NOTES:

- a) An Explanatory Statement for the proposed Special Resolutions stated hereinabove, pursuant to Section 102 read with Section 110 of the Companies Act, 2013 as amended from time to time, is given hereunder.
- b) The Company has appointed Mr. V. V. Chakradeo, Practising Company Secretary, as Scrutinizer for the purpose of Postal Ballot exercise (Physical as well as e – voting).
- c) The Notice is being sent to all the members whose names would appear in the Register of Members / Record of Depositories as on 26th June, 2015 and the same is displayed on the website of the Company i.e. www.khil.com and also on the website of the NSDL i.e. www.evoting.nsdl.com.
- d) Members whose names appear on the Register of Members / List of Beneficial Owners as on 26th June, 2015 will be considered for the purpose of voting.
- e) All the Documents / Agreements referred to in this said Notice and annexure thereto are open for inspection at the registered office of the Company during working hours from 2nd July, 2015 to 31st July, 2015 between 11.00 A.M. to 4.00 P.M.
- f) The members have option to cast their vote through post or through e-voting. The detailed instructions for casting vote through post are given on the back side of the Postal Ballot Form. Members are requested to carefully read these instructions before exercising their vote.

➤ EVOTING:

1. Pursuant to Section 108 of the Companies Act, 2013 and in compliance with the provisions of Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreements as amended from time to time, the Company is pleased to announce that all the business mentioned in the notice may be transacted through electronic voting system and the Company is providing facility by electronic means.
2. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Shareholders of the Company to cast their votes electronically.
3. The Board of Directors of the Company has appointed M/s V.V. Chakradeo & Co., Practising Company Secretary, Mumbai to conduct and scrutinize the e-voting process in a fair and transparent manner.
4. Process and manner of voting:
 - (a) In case of Shareholders receiving e-mail from NSDL:
 - i. Open e-mail and open PDF file viz; “KHIL e-Voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

- ii. In case any shareholder is already registered with NSDL for e-voting, then that shareholder can use the existing user ID and password for casting of vote and step no. (i) and (vi) be skipped.
 - iii. Launch internet browser by typing the following URL:<https://www.evoting.nsd.com/>
 - iv. Click on Shareholder – Login
 - v. Put user ID and password as mentioned in step (i) or (ii) above, as may be applicable. Click Login.
 - vi. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password.
 - vii. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
 - viii. Select “EVEN” (E-Voting Event Number) of Kamat Hotels (India) Limited.
 - ix. Now you are ready for e-Voting as Cast Vote page opens.
 - x. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - xi. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - xii. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xiii. Institutional shareholders (i.e. members other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail cs@khil.com with a copy marked to evoting@nsdl.co.in.
- (b) In case of Shareholders receiving PIN mailer by Post:
- i. Initial password will be provided through a separate PIN Mailer.
 - ii. Please follow steps (ii) to (xiii) above, to cast vote.
 - iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - iv. In case of any query, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsd.com> or contact NSDL at the following Telephone No.: 1800-222-990.
 - v. The e-voting period commences on 2nd July, 2015 (9.00 a.m) and ends on 31st July, 2015 (5.00 p.m.). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e. 26th June, 2015 may cast their vote electronically. At the end of the voting period, the portal where votes are cast shall forthwith be blocked.
 - vi. M/s. V. V. Chakradeo & Co. Practising Company Secretary, Mumbai, the scrutinizer will, on 3rd August, 2015 i.e. within a period of not exceeding three working days from the date of conclusion of e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the company and make a scrutinizer’s report of the votes cast in favour or against, if any and submit the same to Dr. Vithal V. Kamat, Executive Chairman and Managing Director of the Company.
 - vii. The results declared along with the scrutinizer’s report shall be placed on the website of the company and on the website of the RTA or NSDL immediately after the result is declared and the copies of said result shall be forwarded to the Stock Exchanges where the shares of the Company are listed.
 - viii. Subject to receipt of sufficient votes, the resolution shall be deemed to be passed on 3rd August, 2015.
5. Name, designation, address, email id and phone no. of the person responsible to address the grievances connected with facility for voting by electronic means - Name:- Mr. Shashidhar Shetty, Designation:- Sr. Executive, Address: Ground Floor, KHIL House, Adjacent to Domestic Airport, Vile Parle – East, Mumbai – 400099, Email id: cs@khil.com, Phone No. 022-26164000 Extn 4478.

Date:30th May, 2015

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

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

Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013.

Item Nos. from 1 to 9 :

As per circular No. CIR/CFD/POLICY CELL/2/2014 dated 17th April, 2014 as amended by SEBI circular No.CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014, all existing Material Related Party contracts or arrangements which are continuing beyond March 31, 2015 should be placed for approval of the shareholders in the first general meeting subsequent to October, 2014. As per Section 110 (2) of the Companies Act, 2013 if a resolution is assented to by the requisite majority of the Shareholders by means of Postal Ballot, it shall be deemed to have been passed at General Meeting convened in that behalf. Hence, special resolutions are proposed to be passed through Postal Ballot / Evoting.

Further, a transaction with a related party is "material" if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

The following existing contracts or arrangements which are continuing beyond March 31, 2015 are material related party transactions and hence placed for your approval by way of Special Resolution:

Sr. No.	Particular of Contracts and Arrangements.	Name of the related party.	Name of the director or key managerial personnel who is related, if any.	Nature of relationship.	Nature, material terms, monetary value and particulars of the contract or arrangement.
1.	Business Contract Agreement and Memorandum of Understanding.	Plaza Hotels Private Limited.	Dr. Vithal V. Kamat, Executive Chairman and Managing Director and Mr. Vikram V. Kamat, Director.	Director, KMP of the Company or their relatives is/are the Director / Member of Plaza Hotels Private Limited.	Pursuant to the Business Contract Agreement (BCA) dated 1st April, 1994 and Memorandum of Understanding (MOU) dated 12th September, 2005 between the Company and Plaza Hotels Private Limited, the Company manages the Orchid, Mumbai hotel, restaurants, banquets and all other amenities situated at Vile Parle East, Mumbai. The BCA and MOU were executed for a period of 30 years and 20 years respectively each renewable for further period of 30 years. Security deposit of Rs. 60 Crores under BCA and Rs. 20 Cr. under MOU was given by the Company to Plaza Hotels Private Limited and 1% of total revenue of the hotel The Orchid, Mumbai payable by the Company to Plaza Hotels Private Limited.
2.	Business Contract Agreement	Fort Mahodadhinivas Palace Private Limited. (FMPPL)	Dr. Vithal V. Kamat	FMPPL is a wholly owned subsidiary and Director of the Company is director and member (on behalf of holding Company) of FMPPL.	Under the Business Contract Agreement dated 07.01.2013, the Company to manage / operate a Heritage Hotel of FMPPL, Fort Mahodadhi, Puri for 20 years w.e.f. 1 st April, 2013, with a renewal clause of further period of 10 years. Royalty payable by FMPPL to the Company - 10% of the Gross Revenue of FMPPL.
3.	Loans provided	1. Orchid Hotels Pune Private Limited.	Dr. Vithal V. Kamat and Mr. Vikram V. Kamat	Orchid Hotels Pune Private Limited (OHPPL) is a wholly owned subsidiary and Directors of the Company are directors and member (on behalf of holding Company) of OHPPL.	The Company has, pursuant to Loan Agreement dated 17 th March, 2010 as amended by letters dated 1 st March, 2011 and 28 th July, 2011, provided loan of Rs. 238.45 Crores (Principal amount of Rs. 196.46 Crores and interest of Rs. 41.98 Crores upto 31.03.2015) to OHPPL. Interest @ 13% p.a. upto 31st March, 2011, interest @ 12.5% p.a. w.e.f. 1st April, 2012 to 31st March, 2013 and interest @12.45% w.e.f. 1st April, 2013 till 31st December, 2013. OHPPL has been declared NPA by its lender due to default in paying loans dues and it has been facing other adverse factors severally affecting its financial position. Considering these adverse factors, the Company has made provision for Rs. 238.45 Crore towards recovery of loan and interest dues up to December, 2013. Since loan is considered doubtful of recovery, interest on outstanding loan is not charged after December, 2013.

S r. No.	Particular of Contracts and Arrangements.	Name of the related party.	Name of the director or key managerial personnel who is related, if any.	Nature of relationship.	Nature, material terms, monetary value and particulars of the contract or arrangement.
		2. Fort Mahodadhinivas Palace Private Limited.	Dr. Vithal V. Kamat	Fort Mahodadhinivas Palace Private Limited (FMPPL) is a wholly owned subsidiary and Director of the Company is director and member (on behalf of holding Company) of FMPPL	As per the loan Agreement dated 22nd March, 2014, between the Company and FMPPL, the Company agreed to give long term loan to FMPPL to the extent of Rs. 25 Crores with rate of interest @12% p.a. on the terms and conditions mentioned in the said Agreement.
4.	Corporate Guarantee provided	Orchid Hotels Pune Private Limited,	Dr. Vithal V. Kamat and Mr. Vikram V. Kamat	OHPPL is a wholly owned subsidiary and Directors of the Company are directors and member(on behalf of the holding Company) of OHPPL.	The Company has, vide Deed of Guarantee dated 19 th September, 2012 provided Corporate Guarantee for fund based facilities up to Rs. 164 crore and non fund based facility up to Rs. 15 crore and interest thereon in favour of ICICI Bank Limited to secure the said facilities to OHPPL.
5.	Corporate Guarantee provided	Ilex Developers & Resorts Limited	Dr. Vithal V. Kamat	Ilex Developers & Resorts Limited is an Associate Company.	1. The Company has, vide Corporate Guarantee dated 9 th September, 2010 given guarantee to the extent of Rs. 10 crore in favor of Punjab National Bank (PNB) for the Loan extended by PNB to Ilex Developers & Resorts Limited 2. The Company has also created equitable mortgage on its land & hotel building situated at Bhubaneswar.
6.	Corporate Guarantee availed	Plaza Hotels Private Limited, Kamats Holiday Resorts (Silvassa) Limited, Ilex Developers & Resorts Limited, Fort Mahodadhinivas Palace Pvt. Ltd, Fort Jadhavgadh Hotels Private Limited and Kamats Restaurants(India) Pvt. Ltd.	Dr. Vithal V. Kamat and Mr. Vikram V. Kamat	FMPPL, Fort Jadhavgadh Hotels Private Limited and Kamats Restaurants (India) Pvt. Ltd. are wholly owned subsidiaries of the Company. Ilex Developers & Resorts Limited is an Associate Company. Director and KMP of the Company is director and member of Plaza Hotels Private Limited and Kamats Holiday Resorts (Silvassa) Limited. Director of the Company is director of FMPPL and Fort Jadhavgadh Hotels Private Limited.	Plaza Hotels Private Limited, Kamats Holiday Resorts (Silvassa) Limited, Ilex Developers & Resorts Limited, Fort Mahodadhinivas Palace Pvt. Ltd, Fort Jadhavgadh Hotels Private Limited and Kamats Restaurants(India) Pvt. Ltd. have, by Deed of Guarantee dated 17 th July,2013, given corporate guarantee to the extent of Rs. 385.83 Crore, for securing the loans taken by the Company from CDR Lenders. This corporate guarantee was provided as per the terms and conditions of Corporate Debt Restructuring Scheme. The exposure of Plaza Hotels Private Limited under various corporate guarantees for loans to the Company- Rs. 454.90 Crore.
7.	Corporate Guarantee availed.	Orchid Hotels Pune Private Limited.	Dr. Vithal V. Kamat and Mr. Vikram V. Kamat.	Orchid Hotels Pune Private Limited is a wholly owned subsidiary of the Company.	Orchid Hotels Pune Private Limited has, by Deed of Guarantee dated 17 th July, 2013 given Corporate Guarantee to the extent of Rs. 247.55 Crore for securing the loans taken by the Company from CDR Lenders. This corporate guarantee was provided as per the terms and conditions of Corporate Debt Restructuring Scheme.

S r. No.	Particular of Contracts and Arrangements.	Name of the related party.	Name of the director or key managerial personnel who is related, if any.	Nature of relationship.	Nature, material terms, monetary value and particulars of the contract or arrangement.
8.	Deed of Undertaking.	Dr. Vithal V. Kamat, Mr. Vikram V. Kamat, Plaza Hotels Private Limited, Talent Hotels Private Limited, Karwar Hotels Private Limited, Busybee Developers Private Limited and Grasshopper Developers Private Limited.	Dr. Vithal V. Kamat, Mr. Vikram V. Kamat.	Director, KMP of the Company or their relatives is/are the Director / Member of Plaza Hotels Private Limited. Director of the Company is a Director in Talent Hotels Private Limited, KMP of the Company is a member in Talent Hotels Private Limited. A Director of the Company and his relative is Director as well as Shareholder of Busybee Developers Private Limited and Grasshopper Developers Private Limited.	The parties mentioned at Column no. (a) have given deed of undertakings dated 13th January, 2012 for repayment of Loans from IL&FS Financial Services Ltd. and SMCF lenders out of 50% of the sale proceeds, if any, of the properties specified in the Deed of Undertaking.
9.	Personal Guarantee by Promoters of the Company.	1. Dr. Vithal V. Kamat. 2. Mr. Vishal V. Kamat. 3. Mr. Vikram V. Kamat. (Guarantors)	1. Dr. Vithal V. Kamat 2. Mr. Vikram V. Kamat.	The Guarantors are the Directors/Promoters/ KMP of the Company.	The Guarantors have extended corporate Guarantee through various deeds of Guarantee, details of which are as under: <u>Non CDR Facilities –</u> 1. Dr. Vithal V. Kamat – Rs. 624.90 Crores. 2. Mr. Vikram V. Kamat – Rs.145.00 Crores. 3. Mr. Vishal V. Kamat – Rs. 25 Crores (Deed of Guarantee dated 2 nd March, 2009). <u>Facilities under CDR :</u> Dr. Vithal V. Kamat and Mr. Vikram V. Kamat – Rs. 385.83 Crores (Deed of Guarantee dated 17 th July, 2013).

In terms of the first proviso to Section 102 of the Companies Act, 2013, disclosure of the extent of shareholding interest of Promoters, directors, and KMP of the Company in Plaza Hotels Private Limited, Illex Developers Limited and Kamats Holiday Resorts (Silvassa) Limited, Busybee Developers Private Limited, Grasshopper Developers Private Limited and Talent Hotels Private Limited, where

such shareholding is not less than two per cent is as under:

Name and designation	Equity shares of Rs. 10/- each held in Plaza Hotels Private Limited	Equity shares of Rs. 10/- each held in Kamats Holiday Resorts (Silvassa) Limited	Equity shares of Rs. 10/- each held in Ilex Developers and Resorts Limited	Equity shares of Rs. 10/- each held in Busybee Developers Private Limited	Equity shares of Rs. 10/- each held in Grasshopper Developers Private Limited	Equity shares of Rs. 10/- each held in Talent Hotels Private Limited,
Dr. Vithal V. Kamat (Executive Chairman and Managing Director)	20,25,000 (13.22%)	92,350 (3.82%)	N.A	5,000 (50%)	5,000 (50%)	N.A
Mr. Vikram V. Kamat (Non Executive Director)	N.A	12,00,000 (49.64%)	N.A	N.A	N.A	N.A
Mrs. Vidya V. Kamat (Promoter)	N.A	1,03,050 (4.26%)	N.A	5,000 (50%)	5,000 (50%)	5,000 (50%)
Mr. Vishal V. Kamat (Promoter)	N.A	N.A	N.A	N.A	N.A	5,000 (50%)
Kamats Amusements Pvt. Ltd. (Promoter)	21,25,000 (13.87%)	5,11,250 (21.15%)	N.A	N.A	N.A	N.A
Indira Investments Pvt. Ltd. (Promoter)	11,17,000 (7.29%)	N.A	N.A	N.A	N.A	N.A
Vishal Amusements Pvt. Ltd. (Promoter)	5,58,500 (3.65%)	N.A	N.A	N.A	N.A	N.A
Plaza Hotels Private Limited (Promoter)	N.A	5,06,250 (20.94%)	2,66,500 (32.92%)	N.A	N.A	N.A
Karveer Hospitality Limited (Promoter)	75,00,500 (48.96%)		N.A	N.A	N.A	N.A
Talent Hotels Pvt Ltd (Promoter)	3,19,000 (2.08%)	N.A.	N.A	N.A	N.A	N.A
Venketesh Hotels Pvt. Ltd.	11,17,000 (7.29%)	N.A	2,66,500 (32.92%)	N.A	N.A	N.A

Note:- None of the Promoters, Directors, or Key Managerial Personnel of the Company has any shareholding interest in Orchid Hotels Pune Private Limited, Fort Mahodadhivas Palace Private Limited, Fort Jadhavgadh Hotels Private Limited and Kamats Restaurants (India) Private Limited, as these are wholly owned subsidiaries of the Company.

Except the above mentioned Directors and Key Managerial Personnel, none of the Directors or Key Managerial Personnel of the Company or his relatives has any concern or interest, financial or otherwise in respect of the said resolutions.

Item No. 10:

As per Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of the Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the Undertaking of the Company or where the Company owns more than one Undertaking, of the whole or substantially the whole of any of such undertakings only with the consent of the Company by way of a Special Resolution. Therefore, resolution mentioned at Sr. No. 10 of the accompanying Notice as a Special Resolution is proposed for your approval. The said Resolution is an enabling resolution and is in supersession/further to the special resolution passed under Section 293(1)(a) of the Companies Act, 1956 by the Company on 17th April, 2012.

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.

By order of the Board of Directors
FOR KAMAT HOTELS (INDIA) LIMITED

Place: Mumbai.

Date: 30th May, 2015

Registered Office:

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

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

KAMAT HOTELS (INDIA) LIMITED

CIN L55101MH1986PLC039307

Website: www.khil.com; Email ID: cs@khil.com;

Registered Office: 70-C, Nehru Road, Near Santacruz Airport, Vile Parle (East), Mumbai -400099

Phone: 26164000, Fax: 26164115

POSTAL BALLOT FORM

1. Name and Registered
Address of the Sole / First
named Shareholder

2. Name(s) of the Joint holder(s),
if any (in block letters)

3. Registered Folio No./
DP ID No. / Client ID No.*

4. No. of Shares held
* Applicable to investors holding shares in a dematerialised form.

Particulars of voting through Electronic means

For those opting to vote through electronic means, instead of voting by the above Postal Ballot, facility is available at the web link: www.evoting.nsdl.com Particulars for the electronic voting are as under:

EVEN (E – Voting Event Number)	User ID	Password

Note: Please read the instructions given in the Notes forming part of the Notice carefully before exercising your vote. Facility to exercise vote by Postal Ballot including voting through Electronic means will be available during the following period:

Commencement of Voting : From 9.00 a.m. (IST) on 2nd July, 2015
Ending of Voting : Up to 5.00 p.m. (IST) on 31st July, 2015

The facility for voting through Electronic means will be disabled for voting by NSDL upon expiry of the aforesaid voting period.

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through postal ballot for the business stated in the Notice dated 30th May, 2015 of the Company by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate places in the box below:

Resolution No.	Description	No. of Shares	I/WE Assent to the Resolution (FOR)	I/We Dissent to the Resolution (AGAINST)
1.	Special Resolution for Business Contract Agreement dated 1 st April, 1994 and Memorandum of Understanding dated 12 th September, 2005 between the Company and Plaza Hotels Private Limited.			
2.	Special Resolution for the Business Contract Agreement dated 07 th January, 2013 entered into by the Company with Fort Mahodadhivas Palace Private Limited.			
3.	Special Resolution for the Loans provided by the Company to Orchid Hotels Pune Private Limited pursuant to Loan Agreements dated 17 th March, 2010 as amended by letters dated 1 st March, 2011 and 28 th July, 2011 and Fort Mahodadhivas Palace Private Limited, to Loan Agreement dated 22 nd March, 2014, both wholly owned subsidiaries of the Company.			
4.	Special Resolution for the Corporate Guarantee issued by the Company dated 19 th September, 2012 in favor of ICICI Bank Limited in connection with the loan provided by ICICI Bank Limited to Orchid Hotels Pune Private Limited, a wholly owned subsidiary Company.			

P.T.O.

KAMAT HOTELS (INDIA) LIMITED

CIN L55101MH1986PLC039307

Website: www.khil.com; Email ID: cs@khil.com;

Registered Office: 70-C, Nehru Road, Near Santacruz Airport, Vile Parle (East), Mumbai -400099

Phone: 26164000, Fax: 26164115

POSTAL BALLOT FORM

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Address of the Sole / First
named Shareholder

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if any (in block letters)

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DP ID No. / Client ID No.*

4. No. of Shares held
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P.T.O.

Resolution No.	Description	No. of Shares	I/WE Assent to the Resolution (FOR)	I/We Dissent to the Resolution (AGAINST)
5.	Special Resolution for the Corporate Guarantee provided by the Company in favor of Punjab National Bank(PNB) dated 9th September, 2010 to secure the loan given by PNB to Ilex Developers & Resorts Limited.			
6.	Special Resolution for the Corporate Guarantee availed by the Company from Fort Mahodadhivivas Palace Pvt. Ltd, Fort Jadhavgadh Hotels Private Limited and Kamats Restaurants (India) Pvt. Ltd., wholly owned Subsidiaries of the Company, Ilex Developers & Resorts Limited, an Associate Company, and Plaza Hotels Private Limited and Kamats Holiday Resorts (Silvassa) Limited, dated 17 th July, 2013 to secure various loan/credit facilities to the Company and covered under CDR Scheme approved by the CDR empowered Group on 12th March, 2013.			
7.	Special Resolution for the Corporate Guarantee availed by the Company from Orchid Hotels Pune Private Limited, vide Deed of Guarantee dated 17 th July 2013 to secure various loan/credit facilities to the Company and covered under CDR Scheme approved by the CDR empowered Group on 12th March, 2013.			
8.	Special Resolution for Deed of Undertaking dated 13th January, 2012 given by Dr. Vithal V. Kamat, Mr. Vikram V. Kamat, Plaza Hotels Private Limited, Talent Hotels Private Limited, Karwar Hotels Private Limited Busybee Developers Private Limited and Grasshopper Developers Private Limited in favor of IL&FS Trust Company Limited (IL&FS) to the effect that, 50% (fifty percent) of the amounts realized from sale or monetization if any, of the their properties described in the said deed of undertaking shall be paid toward repayment of Loan to IL&FS.			
9.	Special Resolution for the Personal Guarantee by Dr. Vithal V. Kamat, Mr. Vishal V. Kamat and Mr. Vikram V. Kamat, Promoter/promoter group of the Company in favor of the lenders of the Company vide various Deeds of Guarantee.			
10.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013, for giving authority to the Board to sell/ lease/ dispose off in any manner/ mortgage/ charge/ hypothecate/ pledge/ create security in any form or manner on all or any of the movable and/or immovable properties of the Company.			

Place :

Date :

(Signature of the Shareholder)

INSTRUCTIONS

- A member desirous of exercising his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the scrutinizer, Mr. V. V Chakradeo in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, any envelope containing postal ballot, if sent by courier or by Registered post at the expense of the Registered Member, will also be accepted.
- Please convey your assent or dissent in this Postal Ballot Form by placing the tick mark (✓) at the appropriate box. The assent or dissent received in any other form or on photo copy of Postal Ballot Form shall be considered invalid.
- The self - addressed postage pre-paid envelope bears the name of the Scrutinizer appointed by the Company.
- This Form must be completed and signed by the Member. In case of Joint-holding, this Form must be completed and signed (as per the specimen signatures registered with the Company) by the first named member and in his absence, by the second named member.
- The unsigned, incomplete or incorrectly ticked Postal Ballot Form shall be rejected.
- The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
- The Postal Ballot shall not be exercised by a proxy.
- Duly completed Postal Ballot Form should reach the scrutinizer not later than the close of working hours on 31st July, 2015. All Postal Ballot Forms received after this time and date will be strictly treated as if replies from such members have not been received.
- In case of shares held by Companies, Trusts, Societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of board resolution /authorization together with the specimen signature(s) of the duly authorized signatories.
- The voting rights shall be reckoned on the paid-up value of shares registered in the name of the members whose names would appear in the Register of Members/ Record of Depositories as on 26th June, 2015.
- Members are requested not to send any other paper alongwith the Postal Ballot Form in the enclosed self - addressed Postage pre-paid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- There will be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.

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Place :

Date :

(Signature of the Shareholder)

INSTRUCTIONS

- A member desirous of exercising his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the scrutinizer, Mr. V. V Chakradeo in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, any envelope containing postal ballot, if sent by courier or by Registered post at the expense of the Registered Member, will also be accepted.
- Please convey your assent or dissent in this Postal Ballot Form by placing the tick mark (✓) at the appropriate box. The assent or dissent received in any other form or on photo copy of Postal Ballot Form shall be considered invalid.
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- This Form must be completed and signed by the Member. In case of Joint-holding, this Form must be completed and signed (as per the specimen signatures registered with the Company) by the first named member and in his absence, by the second named member.
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