



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

LETTER OF APPOINTMENT

27th May, 2019

To,
Mr. Ramnath P. Sarang
7, Babaya Nagar, Kamath Compound,
S. V. Road Opp. Ajit Glass Works,
Jogeshwari (West) Mumbai 400102

Dear Sir,

Re: Your appointment as an Independent Director

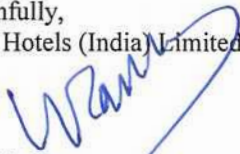
We are pleased to inform you that at the meeting of the Board of Directors of the Company held on 27th May, 2019, you are appointed as an Additional Director (Independent) of the Company to hold office till the date of next Annual General Meeting w.e.f 18th September, 2019 on the following terms and conditions:

- a) You will hold the office of Director of the Company till the date of the next Annual General Meeting of the Company and eligible for re-appointment at the said meeting.
- b) You are expected to adhere to professional conduct, help bringing in independent judgment, devote sufficient time and attention for informed decision making, scrutinize the performance of management of the Company and generally to abide with the provisions of the Companies Act, 2013 and rules made there under.
- c) Your fiduciary duties and liabilities will be those as specified in Schedule IV of the Companies Act, 2013.
- d) Currently there is no provision for Directors and Officers insurance.
- e) You are expected to follow the general Business Ethics.
- f) The following is list of actions which you shall take into account while functioning as a director of the company:
 - Not allow any extraneous considerations that will vitiate your exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
 - Not abuse position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
 - Refrain from any action that would lead to loss of your independence;
 - Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
 - Not to disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.
- g) You shall not be entitled to any remuneration or commission. You may receive sitting fees for attending meetings of Board or Committee thereof as per the Policy of the Company.
- h) You shall not be entitled to any stock option of the Company.

Kindly acknowledge the receipt.

Thanking you,

Yours Faithfully,
For Kamat Hotels (India) Limited


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