



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

POSTAL BALLOT FORM

Serial No.:

Name and Registered address of the sole/ first named Member	:	
Name(s) of the joint member(s) if any	:	
Registered Folio No./ DP ID & Client ID* (*Applicable to Members holding equity shares in dematerialized form)	:	
No. of equity shares held	:	

I/We hereby exercise my/our vote in respect of the following resolution to be passed through postal ballot for the businesses stated in the postal ballot notice of the Company dated 29th June, 2018 ("Notice"), by conveying my/our assent or dissent to the said resolution by placing tick (✓) mark at the appropriate boxes below:

Sr. No.	Brief description of the resolution	No. of equity shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
Special Resolution				
1.	To sell / transfer / dispose off its entire investment in its wholly owned subsidiary i.e. Orchid Hotels Pune Private Limited ("OHPPL")			

Place :

Date:

(Signature of the Member/Authorized Representative)

E-mail address :

Contact No.:

Last date for receipt of Postal Ballot Form by the Scrutinizer: Saturday, 4th August, 2018 by 5:00 p.m. (IST)

ELECTRONIC VOTING PARTICULARS

The remote e-voting ("E-voting") facility is available at the link: <https://www.evoting.nsdl.com/>. The E-voting particulars are as set out below:

EVEN (E-voting event number)	User ID	Password / Pin

The E-voting facility will be available during the following period

Commencement of E-voting	End of E-voting
6 th July, 2018 from 9:00 a.m.	4 th August, 2018 at 5:00 p.m.

Notes :

1. Please read the instructions printed below carefully before exercising the vote through this form.
2. For E-voting facility, please refer "Procedure for voting through electronic means" in the Notice attached.
3. E-voting shall be disabled at 5:00 p.m. (IST) on Saturday, 4th August, 2018.

INSTRUCTIONS

1. This ballot form (“Postal Ballot Form”) is provided for the benefit of Members who do not have access to E-voting facility, to enable them to send their assent or dissent by post for the resolution included in the Notice.
2. A Member can opt for only one mode of voting i.e. either through Postal Ballot Form or E-voting. If a Member casts votes by both modes, then the voting done through E-voting shall prevail and the Postal Ballot Form shall be treated as invalid.
3. A Member desiring to exercise vote through Postal Ballot Form should complete the Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage prepaid business reply envelope properly sealed. The postage will be borne and paid by the Company. Envelopes containing Postal Ballot Form, if sent in person or by courier or by registered / speed post at the expense of the Member, will also be accepted.
4. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address where the Postal Ballot Form needs to be posted.
5. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Registrar & Share Transfer Agents/Depository Participant). In case of joint holding, the form should be completed and signed by the first named Member and in his/her absence, by the next named Member.
6. The vote(s) of a Member will be considered invalid inter alia, on any of the following grounds:
 - a) The Postal Ballot Form other than the one issued by the Company is used;
 - b) The Postal Ballot Form has not been signed by or on behalf of the Member;
 - c) The signature of the Member / authorized representative does not tally with the records of the Company / Registrar & Share Transfer Agents / Depository Participant;
 - d) The member has put a tick mark (✓) in both the columns, that is, for “Assent” and also for “Dissent” in respect of resolution(s) in such a manner that the aggregate number of shares voted for “Assent” and “Dissent” exceed the total number of shares held;
 - e) The Postal Ballot Form is unsigned, incomplete or incorrectly filled or not submitted within the prescribed date and time;
 - f) The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified true copy of the document granting authority signed by specific authority;
 - g) The Member has made any amendment to the resolution(s) or imposed any condition while exercising the vote;
 - h) The Postal Ballot Form is received torn or defaced or mutilated;
 - I) any competent authority has given directions in writing to the Company to freeze the voting rights of the Member.
7. Postal Ballot Forms received after 5:00 p.m. (IST) on Saturday, 4th August, 2018 will be strictly treated as invalid / as if the reply from the Member has not been received.
8. The consent must be accorded by recording the assent in the column “FOR” and dissent in the column “AGAINST” by placing a tick mark (✓) in the appropriate column.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name(s) of the Members as per the Register of Members / Beneficial Owners as per the records maintained by the depositories, as on 29th June, 2018.
10. In case the equity shares are held by bodies corporate, trusts, societies, etc. or by persons authorized under power of attorney, the Postal Ballot Form signed in representative capacity must be accompanied by a certified true copy of the resolution of the Board of Directors of the body corporate concerned or by an attested true copy of the power of attorney authorizing such person, as the case may be, along with the specimen signature of the said authorized representative or power of attorney holder. If the same is/are already registered with the Company/Registrar and Share Transfer Agent/Depository Participant, please quote the registration no. beneath the signature. Where the Postal Ballot Form has been signed by a representative of the President of India or by the Governor of a State, a certified true copy of the nomination should accompany the Postal Ballot Form.
11. The Members are requested not to send any other document along with the Postal Ballot Form in the enclosed self addressed envelope as all such envelopes will be delivered to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. For obtaining a duplicate form, an eligible Member may write to the Company at its registered office / Registrar and Transfer Agents of the Company at Link Intime India Pvt. Ltd., C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083. However, the duly filled in duplicate form should reach within the date and time specified above.
13. The Scrutinizer's decision on the validity of postal ballot will be final.



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;

POSTAL BALLOT NOTICE

PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Dear Members,

Notice is hereby given pursuant to provision of Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including statutory modification or re-enactments thereof for the time being in force) that Kamat Hotels (India) Limited (the "Company") is seeking the approval of the Members by way of a special resolution, for the matter as considered in the resolution appended below, through postal ballot i.e., voting by post or voting by electronic means, as the case may be.

The Explanatory Statement in terms of Section 102(1) of the Companies Act, 2013 setting out the material facts concerning this resolution and the rationale thereof is annexed hereto along with a Postal Ballot Form for your consideration.

The said Special Resolution 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 other members by Registered post/courier service. The Board of Directors of the Company has appointed M/s. V. V. Chakradeo & Co., Practicing Company Secretary (COP No. 1705) 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 postage pre-paid 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 4th August, 2018 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 or before 6th August, 2018 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 sell/transfer/dispose off its entire investments in its wholly owned subsidiary i.e. Orchid Hotels Pune Private Limited (OHPPL):

To consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with Regulation 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("LODR") and further pursuant to Section 110 and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-enactments thereof for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (including any Committee which the Board may have constituted or may hereinafter constitute to exercise the power conferred by this Resolution), to sale / transfer or dispose off its entire investment in its wholly owned subsidiary i.e. Orchid Hotels Pune Private Limited ("OHPPL") to one or more potential investor, but excluding its brand name in the manner as the Board may deem fit in the interest of the Company and there by ceasing to exercise any control and ownership over OHPPL.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, share purchase agreement /deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as decided by the Board of Directors of the Company and to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale / transfer of the Company's entire investment in OHPPL as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments."

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

Registered Office:
70-C, Nehru Road, Near Santacruz Airport,
Vile Parle (East), Mumbai - 400 099.
Place: Mumbai.
Date: 29th June, 2018

Amit Vyas
Company Secretary

NOTES:

1. An Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) setting out material facts relating to the proposed resolution is annexed hereto.
2. This Notice along with the Postal Ballot Form is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company/ Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent to them by the permitted mode. Members may note that this Notice will be available on the Company’s website www.khil.com and on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com.
3. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, 29th June, 2018 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide voting by electronic means (“e-voting”) facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its Members.
5. Members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting. In case any Member cast his votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
6. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. Saturday, 4th August, 2018.
7. A member cannot exercise his vote by proxy on Postal Ballot.
8. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed and signed, in the enclosed self-addressed business reply envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than by 5.00 p.m. on Saturday, 4th August, 2018. If any postal ballot is received after 5.00 p.m. on Saturday, 4th August, 2018, it will be considered that no reply from the member has been received.
9. Members who wish to avail physical / duplicate copies of the Postal Ballot Notice / Form shall be provided same upon request to be sent to the Company at cs@khil.com or Company Secretary, Kamat Hotels (India) Limited, 70-C, Nehru Road, Near Santacruz Airport, Vile Parle (East), Mumbai- 400099.
10. Members having any grievances connected with the e-voting or postal ballot can contact Link Intime India Private Limited, Registrar and Share Transfer Agent, at, C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083 (Contact details Tel.: 022-49186270, Fax No: 022- 49186060 email: rnt.helpdesk@linkintime.co.in.
11. The instructions for e-voting are as under:

The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-voting

12. **Details on Step 1 is mentioned below:**

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile phone.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company,
4. Now you are ready for e-voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vvchakra@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

10. Other Instructions:

- i) The e-voting period commences from Friday, 6th July, 2018 at 9.00 a.m. (IST) and end on Saturday, 4th August, 2018 at 5.00 p.m. (IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, June 29, 2018 i.e. Cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
- ii) The Scrutinizer shall, immediately after the conclusion of voting through Postal Ballot, count the votes cast, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the

Company and make, not later than 48 hours of conclusion of voting through Postal Ballot, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or any person authorised by him, who shall countersign the same. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.

- iii) The results declared along with the Scrutinizer's Report shall be displayed at the Registered Office of the Company, placed on the Company's website www.khil.com and on the website of NSDL, www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and Bombay Stock Exchange Limited, where the shares of the Company are listed.

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

Registered Office:
70-C, Nehru Road,
Near Santacruz Airport,
Vile Parle (East), Mumbai - 400 099.
Place: Mumbai.
Date: 29th June, 2018

Amit Vyas
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

The Company holds 100% equity shares in its subsidiary viz. Orchid Hotels Pune Private Limited ("OHPPL"). In the light of the changing economic scenario and due to increasing competitive environment, several initiatives such as substantial improvements in quality and service, cost reduction etc. were taken in the past. However, the performance of OHPPL did not improve and the it succumbed into losses thereby eroding its net worth substantially. The secured loan taken from ICICI Bank Ltd by OHPPL was assigned to Assets Reconstruction Company (India) Limited (ARCIL) in the year 2013. OHPPL was not able to service its debts due to ARCIL as well. Therefore, to find viable solution for its outstanding debts, OHPPL and ARCIL have undergone the process of narrowing down the proposals from multiple investors who were interested in acquiring the OHPPL's unit situated at Balewadi, Pune through 100% acquisition of the OHPPL shares from present promoters.

After considering various options and as there is no chance of revival of performance of OHPPL for service its lenders, the Board decided to sell its entire investment in OHPPL in the overall best interest of the stakeholders and with transfer of 100% equity of OHPPL held by the Company to one or more potential investor, the Company's commitment in terms of Corporate Guarantee to lenders of OHPPL will be released which is confirmed by OHPPL Lenders to the Company.

Regulation 24(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, inter alia, provides that no company shall dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting, except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/National Company Law Tribunal. Further, Regulation 24(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, inter alia, provides that selling of assets amounting to more than twenty percent of the assets of the material subsidiary on an aggregate basis during a financial year shall require prior approval of shareholders by way of special resolution, unless the sale is made under a scheme of arrangement duly approved by a Court/National Company Law Tribunal.

The Board is of the opinion that the proposed divestment is in the overall best interest of the Company and recommends the passing of the resolution as set out in the accompanying notice as a special resolution.

None of the Directors, the Key Managerial Personnel (as defined under the Companies Act, 2013 and rules formed thereunder) of the Company and their respective relatives (as defined under the Companies Act, 2013 and rules formed thereunder) have any interest in the passing of the said resolution except to the extent of equity shares held by them in the Company.

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

Registered Office:
70-C, Nehru Road,
Near Santacruz Airport,
Vile Parle (East), Mumbai - 400 099.
Place: Mumbai.
Date: 29th June, 2018

Amit Vyas
Company Secretary