

February 07, 2025

To,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.

To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra –Kurla Complex,
Bandra (E), Mumbai – 400051.

Code: 526668
ISIN: INE967C01018

Symbol: KAMATHOTEL

Dear Sir / Madam,

Sub.: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) – Notice of Postal Ballot of Kamat Hotels (India) Limited (“Company”)

In continuation of our letter dated February 03, 2025 and pursuant to the provisions of Regulation 30 of the SEBI Listing Regulations, we enclose herewith, a copy of Notice of the Postal Ballot dated February 03, 2025, along with the Explanatory Statement (“**Notice**”), which has been dispatched today i.e., February 07, 2025, to the Members of the Company, seeking their consent on the Special Business as contained in the Notice by passing the following Special Resolution by means of Postal Ballot:

Description of Resolution	Type of Resolution
Reappointment of Mrs. Harinder Pal Kaur (DIN: 02306410) as an Independent Woman Director of the Company	Special Resolution

Pursuant to General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with relevant Circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (“MCA Circulars”), the Notice has been sent electronically to all the Members whose name appeared in the Register of Members / Register of Beneficial Owners, as on Friday, January 31, 2025 (“**Cut-off date**”) and who have registered their email addresses with the Company / Depository Participant / MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), the Registrar and Transfer Agent of the Company. Members holding shares in physical mode and who have not registered their email addresses are requested to update the same as per the instructions given in the notes to the Notice.

As per MCA Circulars, the communication of Assent or Dissent of the Member would take place only through remote e-Voting system.

The following details pertain to remote e-Voting facility provided by the Company:

1.	Cut-off date (for determining the Members entitled to vote on the resolution as set forth in the Notice)	Friday, January 31, 2025
2.	Date and time of commencement of remote e-Voting	Saturday, February 08, 2025 at 09.00 a.m. (IST)
3.	Date and time of conclusion of remote e-Voting	Sunday, March 09, 2025 at 05.00 p.m. (IST)
4.	Manner of e-Voting	Voting through electronic means only (remote e-Voting)
5.	Detailed procedure for remote e-Voting	Please refer point “ <i>Process and manner of e-Voting</i> ” in the Notice.
6.	Agency appointed for providing remote e-Voting facility to the Members	National Securities Depository Limited (“NSDL”)

The copy of the said Notice is being made available on the website of the Company at www.khil.com and on the websites of BSE Limited at www.bseindia.com and the National Stock Exchange of India Limited at www.nseindia.com . It is also made available on the website of NSDL at www.evoting.nsdl.com.

Kindly take the above on record and treat the same as compliance under the applicable provisions of SEBI Listing Regulations.

Thanking you.

Yours faithfully,
For Kamat Hotels (India) Limited

Nikhil Singh
Company Secretary & Compliance Officer

Encl.: As above

KAMAT HOTELS (INDIA) LIMITED

CIN: L55101MH1986PLC039307

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

Tel. No. 022 26164000 | Website: www.khil.com | Email: cs@khil.com**NOTICE OF POSTAL BALLOT**

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, each as amended and applicable circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time]

VOTING STARTS ON	VOTING ENDS ON
Saturday, February 08, 2025 at 9:00 a.m. (IST)	Sunday, March 09, 2025 at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given 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 Rules 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 - 2 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, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 10/2022 and 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 (collectively referred to as the “MCA Circulars”), to transact the special business as set out hereunder by passing the Special Resolution of the Members of **Kamat Hotels (India) Limited (the “Company”)** through Postal Ballot, by voting through electronic means (“remote e-Voting”), only i.e. the Company is sending this Notice only in electronic form, to those Members whose e-mail addresses are registered with the Company/Depositories. The communication of the assent or dissent of the Members would take place only through the remote e-Voting system.

Accordingly, 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 applicable Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot forms physically. The Company has engaged the services of National Securities Depository Limited (“NSDL”), as a Service Provider for the purpose of providing remote e-Voting facility to its Members. The detailed instructions for remote e-Voting are appended to this Notice of Postal Ballot (“**Notice**”). The Notice is also available on the website of the Company at www.khil.com.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/rationale thereof, is annexed to this Notice for your consideration and forms part of this Notice.

Members desiring to exercise their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice, for casting of votes by remote e-Voting not later than 5.00 p.m. (IST) on Sunday, March 09, 2025. The remote e-Voting facility will be disabled by NSDL immediately thereafter.

SPECIAL BUSINESS:

1. Reappointment of Mrs. Harinder Pal Kaur (DIN: 02306410) as an Independent Woman Director of the Company

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

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and in accordance with the provisions of Sections 149, 150, 152 and Schedule IV read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and pursuant to Regulations 16(1)(b), 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, if any), and pursuant to Article 121 of the Articles of Association of the Company, Mrs. Harinder Pal Kaur (DIN: 02306410), who holds the office as an Independent Woman Director upto May 14, 2025, and who meets the criteria of independence as provided under the Act and SEBI Listing Regulations and who is eligible and in respect of whom the Company has received a notice under Section 160 of the Act proposing her candidature for the Office of Director, be and is hereby re-appointed, as an Independent Woman Director, not liable to retire by rotation, for a further period of 5 (five) consecutive years, commencing from May 15, 2025 upto May 14, 2030.

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

**By order of the Board of Directors
For Kamat Hotels (India) Limited**

**Sd/-
Nikhil Singh
Company Secretary and Compliance Officer
ICSI Membership No. A46665**

Regd. Office:

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

February 03, 2025
Mumbai

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rules framed thereunder, setting out the material facts of the Special Business to be transacted is appended below. The details in terms of Regulation 36(3) of SEBI Listing Regulations also forms a part of this Explanatory Statement.
2. In accordance with the MCA Circulars, the Notice is being sent in electronic form only, to all the Members, whose names appear in the Register of Members / Register of Beneficial Owners, maintained by the Depositories, the National Securities Depository Limited (the “NSDL”) and the Central Depository Services (India) Limited (the “CDSL”) as on Friday, January 31, 2025 (the “Cut-Off date”), and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Transfer Agent of the Company, MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) (the “RTA”), in accordance with the provisions of the Act read with the Rules made thereunder, and the framework provided under the MCA Circulars. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No. 8.
3. The Cut-Off date is for determining the eligibility of the Members to vote by electronic means. A person who is not a member as on the Cut-Off date should treat this Notice for information purpose only. This Notice is also available on the Company’s website at www.khil.com and on the websites of the Stock Exchanges i.e. BSE Limited (“BSE”) at www.bseindia.com and National Stock Exchange of India Limited (“NSE”) at www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date.
4. It is however clarified that, all the Members of the Company as on the Cut-Off date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
5. 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 facility provided by listed entities, and the applicable MCA circulars, the Company is pleased to offer remote e-Voting facility to the Members to cast their vote electronically.
6. The Company has engaged the NSDL as a Service Provider for facilitating the remote e-Voting to enable the Members to cast their votes electronically, instead of dispatching Postal Ballot Form to the Members for casting their votes.
7. The remote e-Voting shall commence on Saturday, February 08, 2025 at 9:00 a.m. (IST) and shall end on Sunday, March 09, 2025 at 5:00 p.m. (IST). During this period, the Members of the Company holding shares in physical form or electronic form as on the Cut-Off date may cast their vote electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter.
8. Members holding shares in physical form and who have not registered their email addresses with the Company can get their email address registered on the website at https://liiplweb.linkintime.co.in/helpdesk/Service_Request.html at the Investor Services tab by choosing the e-mail registration heading and update their details such as Name, Folio number, Certificate number, PAN, Mobile number and Email Id by uploading scanned copy of Share Certificate (front and back) in pdf or jpeg format (upto 1MB). Members holding shares in Demat form are requested to update their email address with their respective DPs. In case of any queries / difficulties in registering the e-mail address, Members may write to rnt.helpdesk@linkintime.co.in or contact on: - Tel: + 918108116767.
9. In accordance with the MCA Circulars, physical copies of the Notice are not being sent to Members for this Postal Ballot. Members are requested to record their assent (FOR) or dissent (AGAINST) exclusively through the remote e-Voting process not later than 5:00 p.m. (IST) on Sunday, March 09, 2025.

10. The Board of Directors has appointed Mr. Tribhuwneshwar Kaushik (FCS No. 10607; COP No. 16207) or in his absence Mr. Dinesh Kumar Deora (FCS No. 5683; COP No. 4119), Partners of M/s. DM & Associates Company Secretaries LLP, Practicing Company Secretaries, Mumbai, as the Scrutinizer, for conducting the Postal Ballot process in a fair and transparent manner.
11. The Scrutinizer will submit his report to the Chairman or any other person authorized by him, after the scrutiny of the votes cast, on the results of the Postal Ballot on or before Tuesday, March 11, 2025, by 5.00 p.m. (IST). The Scrutinizer’s decision on the validity of votes cast, will be final.
12. The declared results along with the Scrutinizer’s Report shall be placed on the Company’s website at www.khil.com and on the website of NSDL at www.evoting.nsdl.com and the same shall also be forwarded to the websites of the Stock Exchanges i.e., BSE and NSE at www.bseindia.com and www.nseindia.com, respectively. The results will also be displayed at the Registered Office of the Company.
13. The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-Voting i.e. Sunday, March 09, 2025.
14. Members may download the Notice from the Company’s website at www.khil.com or from website of NSDL at www.evoting.nsdl.com. A copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.
15. Relevant documents, if any, referred to in this Notice shall be available for Members, who wish to inspect the same at the registered office of the Company on working days during the business hours till Saturday, March 08, 2025.

• **Process and manner of E-voting:**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned herein below:

Step 1: Access to NSDL e-Voting System:

A) Login method for e-Voting for Individual shareholders holding securities in Demat mode:

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under “Shareholder/Member” section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit Demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing User Id and Password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & ‘New System Myeasi’ Tab and then use your existing Myeasi Username & Password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL’s website at www.cdslindia.com by clicking on login & ‘New System Myeasi’ Tab and then click on registration option.

	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile number & Email Id as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also will be able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in Demat mode) login through their Depository Participants	You can also login using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in Demat mode and shareholders holding securities in Physical mode.

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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
4. 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.

5. 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***

6. Password details for shareholders other than Individual shareholders 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’?
 - (i) 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’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

7. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- a) 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.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your Demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

8. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

9. Now, you will have to click on “Login” button.

10. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and their voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

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 dmassociatesllp@gmail.com with a copy marked to evoting@nsdl.com . Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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 : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager – NSDL, at evoting@nsdl.com

Process for those shareholders whose Email Ids are not registered with the Depositories for procuring User Id and Password and registration of Email Ids for e-Voting for the resolutions set out in this Notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the Share Certificate (front and back), self-attested scanned copy of PAN and AADHAR by email to cs@khil.com .
2. In case shares are held in Demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN and AADHAR to cs@khil.com .If you are an Individual shareholders holding securities in Demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in Demat mode.**
3. Alternatively, shareholders/members may send a request to evoting@nsdl.com for procuring User Id and Password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their Demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (THE “ACT”)

The following Statement sets out all the material facts relating to the Special Business and Special Resolution thereof mentioned in the accompanying Notice.

Item No. 1:

Mrs. Harinder Pal Kaur (DIN: 02306410) was appointed as an Independent Woman Director of the Company in the 33rd Annual General Meeting held on Tuesday, September 29, 2020, to hold the office as an Independent Woman Director upto May 14, 2025 (“first term”). As her term comes to an end by May this year, to continue her uninterrupted Directorship in the Company the approval is sought in advance through Postal Ballot from the Members of the Company for reappointment of Mrs. Harinder Pal Kaur, as she is eligible for reappointment as an Independent Woman Director for the second term of 5 (five) consecutive years. The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended reappointment of Mrs. Harinder Pal Kaur as an Independent Woman Director for a second term of 5 (five) consecutive years on the Board of the Company with effect from May 15, 2025 upto May 14, 2030.

The Board, based on the performance evaluation and as per the recommendations of the Nomination and Remuneration Committee, considers that, given her professional background and experience and contributions made by her during her tenure, the continued association of Mrs. Harinder Pal Kaur, would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Woman Director of the Company. Accordingly, it is proposed to reappoint Mrs. Harinder Pal Kaur as an Independent Women Director, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company with effect from May 15, 2025 upto May 14, 2030.

Mrs. Harinder Pal Kaur is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received a declaration from Mrs. Harinder Pal Kaur that she meets the criteria of independence as prescribed, both under Section 149(6) of the Act and under the SEBI Listing Regulations. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018, that she has not been debarred from holding the office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority. Further, Mrs. Harinder Pal Kaur has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Woman Director of the Company. Mrs. Harinder Pal Kaur has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Company has also received a notice under Section 160 of the Act proposing the candidature of Mrs. Harinder Pal Kaur, for the office of Independent Woman Director of the Company. In the opinion of the Board, Mrs. Harinder Pal Kaur fulfils the conditions for appointment as an Independent Woman Director as specified in the Act and the Listing Regulations. She is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Woman Director

Details of Mrs. Harinder Pal Kaur, pursuant to the provisions of SEBI Listing Regulations and SS-2, are provided in the “Annexure I” to the Notice. She shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof, within the limits stipulated under Section 197 of the Act. Copy of draft letter of appointment of Mrs. Harinder Pal Kaur setting out the terms and conditions of reappointment is available for inspection by the Members at the registered office and the website of the Company i.e., www.khil.com

Mrs. Harinder Pal Kaur is interested in the resolution set out at Item No. 1 of the Notice with regards to her reappointment. Relatives of Mrs. Harinder Pal Kaur may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the passing of Special Resolution as set out at Item No. 1 of the Notice for approval by the Members.

Annexure – I

Information about the Directors seeking appointment / re-appointment / approval of remuneration etc. as required under Regulation 36(3) of SEBI Listing Regulations and clause 1.2.5 of the Secretarial Standard-2:

Sr. No	Particulars	
1.	Name	Mrs. Harinder Pal Kaur (DIN: 02306410)
2.	Age	63 years
3.	Qualification	She has completed her Masters of Arts in Economics from Mumbai University.
4.	Experience (including expertise in specific functional area)/Brief Resume / Background	She has an experience of over two decades in coordinating the hospitality projects for environmentally sustainable design & operational practices. She is pursuing holistic healing and sustainable living practices. Also, she is presently working on a project in Punjab on the principles of nutritionally dense produce following natural practices.
5.	Terms and Conditions of Appointment/Re-Appointment/ approval of remuneration etc.	As mentioned in Resolution no. 1 read with Explanatory Statement to the Notice.
6.	Remuneration last drawn (FY 2023-24)	Remuneration: Nil Sitting Fee: INR 1,25,000/-
7.	Remuneration proposed to be paid	She shall be paid remuneration by way of sitting fees for attending Board or Committee Meetings of the Company.
8.	Date of first appointment on the Board	May 15, 2020
9.	Shareholding in the Company	11600 (0.0393%)
10.	Relationship with other Directors/Key Managerial Personnel	Not related to any Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies
11.	Number of meetings of the Board attended during the financial year (FY 2023-24)	5 (Five)
12.	Directorships on other Boards	NIL
13.	Membership/ Chairmanship of Committees of other Boards	NIL

**By order of the Board of Directors
For Kamat Hotels (India) Limited**

**Sd/-
Nikhil Singh
Company Secretary and Compliance Officer
ICSI Membership No. A46665**

Regd. Office:

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

Date: February 03, 2025
Place: Mumbai