

KAMAT HOTELS (INDIA) LIMITED

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

Phone: 26164000, Extn.: 4478; Fax: 26164115

Dear Members,

Notice pursuant to Section 192A(2) of the Companies Act, 1956

Notice is hereby given pursuant to Section 192A (2) of the Companies Act, 1956, read with The Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 as amended that the Special Resolution mentioned at Sr. No. 1 pertaining to approval and authorization of Corporate Debt Restructuring Package by the shareholders of the Company and Special Resolution mentioned at Sr. No. 2 pertaining to approval for issue of equity shares to Specified Promoter(s) / Promoter Group / Person(s) on preferential basis are proposed to be passed by Postal Ballot.

The Company is desirous of seeking your consent for the Special Resolutions attached herewith. An Explanatory Statement pertaining to the said Special Resolutions setting out the material facts and reasons therefore is annexed.

The said Special Resolutions and the Explanatory Statement are being sent to you by post along with postal ballot form for your consideration. The Company has appointed M/s. V. V. Chakradeo & Co, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot 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 before close of the working hours on 13th August, 2013. Currently E-voting facility is not offered to the Shareholders of the Company.

The Scrutinizer will submit his report to the Executive Chairman and Managing Director after completion of the scrutiny of the postal ballot forms and the results of the postal ballot will be announced by the Executive Chairman and Managing Director or in his absence by any other person so authorized by the Executive Chairman and Managing Director at the Registered Office of the Company on 14th August, 2013 and will 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, National Stock Exchange of India Ltd. and other Stock Exchanges (s) where the equity shares of the Company are listed. The result will also be displayed on the website of the Company www.khil.com.

Resolution No. 1:

To consider and if thought fit to pass with or without modifications the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to regulation 10(2) and other applicable regulations, if any, of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers), Regulations, 2011, provisions of the Companies Act, 1956 including any statutory modification, amendment or re-enactment thereof and any other applicable law, rules, regulations, notifications, guidelines for the time being in force, provisions of Memorandum and Articles of Association of the Company and subject to such other sanction, consent, permission or approval from any appropriate authority(ies) as may be required or necessary, the Corporate Debt Restructuring (CDR) Package pursuant to the Corporate Debt Restructuring Scheme notified by the Reserve Bank of India vide circular no. B.P.BC 15/21.04, 114/2001 dated August 23, 2001, or any modification or re-notification thereto as approved by the CDR Empowered Group at its meeting held on 15th February, 2013 be and is hereby authorized and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee of Directors duly constituted by the Board be and are hereby severally authorized to do all acts deeds and things and to settle any question, difficulty or doubt that may arise in this regard."

Resolution No. 2:

To consider and if thought fit to pass with or without modifications the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers), Regulations, 2011 wherever applicable including any statutory modification, amendment or re-enactment thereof and any other applicable law, rules, regulations for the time being in force, provisions of Memorandum and Articles of Association of the Company and Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, requirements, provisions, clauses of the Corporate Debt Restructuring (CDR) package as approved by the CDR Empowered Group at its meeting held on 15.02.13 and detailed in Annexure-I to Letter of Approval No 1146/2012-13 dated 12th March, 2013 under Corporate Debt Restructuring framework of Reserve Bank of India and subject to such other sanction, consent, permission or approval from any appropriate authority(ies) as may be required or necessary, consent of shareholders of the Company be and is hereby accorded to create, offer, issue and allot equity shares of ₹ 10/- each fully paid up in the Capital of the Company to the extent of ₹ 22 crores (Rupees Twenty Two Crores only) from time to time in one or more tranches, to the Specified Promoter(s) / Promoter Group / Person(s) on preferential basis as detailed in the Explanatory Statement annexed hereto, at a price which shall be not less than ₹ 135/- per share or price determined in accordance with Regulation 76 in Chapter VII of Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009, whichever is higher.

RESOLVED FURTHER THAT the relevant date for the issue of equity shares/securities pursuant to this resolution on preferential basis as per Chapter VII of Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 shall be 15th February, 2013 i.e. the date of approval of the Corporate Debt Restructuring Package by the CDR Empowered Group at its meeting held on 15th February, 2013.

RESOLVED FURTHER THAT the Equity Shares allotted in terms of this resolution shall rank pari passu in all respects with the then existing equity shares of the Company and shall be in dematerialized form.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee of Directors duly constituted by the Board in this behalf be and are hereby authorized to do all acts deeds and things and to settle any question, difficulty or doubt that may arise in this regard."

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

Place : Mumbai.

Date: 23rd March, 2013

Registered Office:

70-C, Nehru Road,

Near Santacruz Airport,

Vile Parle (East),

Mumbai - 400 099.

Dr. Vithal V. Kamat

Executive Chairman and Managing Director

NOTES:

- An Explanatory Statement for the proposed Special Resolutions stated hereinabove, pursuant to Section 173(2) read with Section 192A(2) of the Companies Act, 1956 and Regulation 73 in Chapter VII of Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 is given hereunder.
- The Company has appointed Mr. V. V. Chakradeo, Practicing Company Secretary, as Scrutinizer for the purpose of Postal Ballot exercise.
- The Notice is being sent to all the members whose names would appear in the Register of Members / Record of Depositories as on 5th July, 2013.
- Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.