

18th August, 2018

To,
DCS,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

To,
The Manager
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra -Kurla Complex,
Bandra (E), Mumbai - 400 051

Code: 526668

Code:- KAMATHOTEL-EQ


Dear Sir/ Madam,

Sub: Minutes of proceedings of Postal Ballot

With reference to the captioned subject, enclosed are the minutes of the proceedings of the results of the Postal Ballot declared on 6th August, 2018.

Kindly take same on your records.

Yours faithfully,
For Kamat Hotels (India) Limited



Amit Vyas
Company Secretary
Encl. a/a.

REGD OFF.: 70-C, Nehru Road, Vile Parle (East), Mumbai - 400 099, India. Tel.: 2616 4000, Fax : 2616 4203
Email-Id : cs@khil.com | Website: www.khil.com | CIN: L55101MH1986PLC039307



THE
ORCHID[®]
— FIVE STAR ECOTEL HOTEL —
FRIENDLY. ECO - FRIENDLY

Fort
Jadhav GADH
A Gadh Heritage Hotel
Ladh, Jhagadh, Aage Badh...

**MAHODADHI
PALACE**
A Darch Vira - Heritage Hotel
Puri - Odisha

LOTUS RESORTS
Chill. Still. Tranquil.

HELD AT _____ ON _____ TIME _____

KAMAT HOTELS (INDIA) LIMITED

MINUTES OF THE DECLARATION OF RESULTS OF THE POSTAL BALLOT HELD ON 6TH AUGUST, 2018 AT 11.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT KHIL HOUSE, GROUND FLOOR, 70-C, NEHRU ROAD VILE PARLE (EAST), MUMBAI 400 099 FOR THE SPECIAL RESOLUTION AS SET OUT IN THE POSTAL BALLOT NOTICE DATED 29TH JUNE, 2018

PRESENT IN PERSON:

1. Dr. Vithal V. Kamat : Executive Chairman and Managing Director
2. Mr. Bipinchandra C. Kamdar : Director
3. Mr. Amit Vyas : Company Secretary (duly authorized to declare the results of the Postal Ballot)

- i. The proceeding of the declaration of results was attended by 5 (five) Members present in person.
- ii. Mr. Amit Vyas, Company Secretary, duly authorized by the Chairman of the Board for the purpose of declaring the Postal Ballot Results, stated that pursuant to the provisions of Section 110 of the Companies Act, 2013 (the act) read with Rule 22 of Companies (Management and Administration) Rules, 2014 as amended, the Company had issued Postal Ballot Notice dated 29th June, 2018 to the members for selling /transferring /disposing off its entire investment in its wholly owned subsidiary i.e. Orchid Hotels Pune Private Limited.
- iii. Mr. Amit Vyas placed on record the following actions of the Board conducted in compliance with the provisions of the Act:
 - The Board of Directors had appointed Mr. V. V. Chakradeo (FCS 3382, COP 1705) Practising Company Secretary, to act as the Scrutinizer for Postal Ballot.
 - The Company had provided Members with an option of voting electronically (e-voting)
 - On 4th July, 2018, the dispatch of Postal Ballot Notice, Postal Ballot Form and a self-addressed pre-paid Business Reply Envelope (BRE) was dispatched to the Members who had not registered the e-mail Id's with the Depositories or with the Company.
 - On 4th July, 2018, the Company had sent an e-mail through M/s. Link Intime India Private Limited, alongwith the login ID and Password to the members for e-voting who have registered their e-mail ID's with Depository Participant(s) or with the Company.
 - The voting period commenced on Friday, 6th July, 2018 at 9.00 a.m. (IST) and end on Saturday, 4th August, 2018 at 5.00 p.m. (IST) and the total number of members as on cut- off- date were 14,394.
4. Mr. V. V. Chakradeo, Scrutinizer had carried out scrutiny of all the Postal Ballot Forms and e-votes received upto the close of working hours on 4th August, 2018, being the last day of e-voting module for Postal Ballot Voting and prepared a consolidated Scrutinizer's Report on the basis of data/reports received by him.
5. The Scrutinizer had submitted his Report on Monday, 6th August, 2018. The details of voting of the Special Resolution set out in the notice dated 29th June, 2018 are as under:-

W. Raw
CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

KAMAT HOTELS (INDIA) LIMITED

Particulars	Number
Number of valid votes received	11930180
Votes in favour of the Resolution	11924895
Votes against the Resolution	5,285
Total number of invalid votes	102

6. Thereafter Mr. Amit Vyas processed with the declaration of Postal Ballot Results bases on the Scrutinizer's Report.

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."

7. Thereafter, Mr. Amit Vyas announced that aforesaid Resolution as set out in Postal Ballot Notice dated 29th June, 2018 dully approved with an overwhelming majority of 99.96%
8. Mr. Amit Vyas, also stated that the following actions will be completed within the prescribed time limits;-


CHAIRMAN'S INITIALS

Held AT _____ ON _____ TIME _____

KAMAT HOTELS (INDIA) LIMITED

- Intimation of the outcome of the Postal Ballot to the Stock Exchanges.
- Uploading the results of Postal Ballot on the website of the Company.

9. There being no further business for discussion, the proceedings concluded with a vote of thanks to the Chair.

Entered in the book on 10th day of August, 2018



Dr. Vithal V. Kamat
Executive Chairman and Managing Director