

VIDLI RESTAURANTS LIMITED

Reg Office:- D - 09, Eastern Business District, LBS Road, Bhandup West, Mumbai 400078.

•T: +91 74000 58768 •W: www.kamatsindia.com •E: cs@kamatsindia.com

CIN: L55101MH2007PLC173446

Date: 25th August, 2023

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

Scrip Code: 539659
Scrip ID: VIDLI

Dear Sir/Madam,

Sub: **Outcome of 16th Annual General Meeting and submission of voting results pursuant to Regulation 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Scrutinizer's Report.**

This is to inform that the 16th Annual General Meeting ('AGM') of the Company was held today i.e 25th August, 2023 through Video Conferencing/ Other Audio Visual Means and the business mentioned in the Notice dated 30th May, 2023 were transacted. In this regard, please find enclosed the following-

1. Outcome of 16th AGM and voting results as required under Regulation 30, Part-A of Schedule -III and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Annexure-I).
2. Report of Scrutinizer dated 25th August, 2023, pursuant to Companies Act, 2013 and Rule 20(4) (xii) of the Companies (Management and Administration) Rules, 2014 as amended (Annexure – II).

Kindly take the same in your records.

Thanking You
For Vidli Restaurants Limited,

Dr. Vidhi V. Kamat
Managing Director
DIN No: 07038524
Encl: a/a



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ANNEXURE – I

Outcome of the 16th Annual General Meeting

The 16th Annual General Meeting (AGM) of the Members of the Company was held on Friday, 25th August, 2023 at 11.00 a.m. through Video Conferencing/ Other Audio Visual Means in compliance with provisions of General Circular Nos. 14/2020, 17/2020, 20/2020, 2/2022 and 10/2022 dated 08.04.2020, 13.04.2020, 05.05.2020, 05.05.2022 and 28.12.2022 respectively of Ministry of Corporate Affairs (MCA Circulars) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020, no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 issued by the Securities and Exchange Board of India (SEBI Circular) and in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Kurian Chandy chaired the meeting. The requisite quorum being present through Video Conferencing/ Other Audio Visual Means, the Chairman called the meeting to order.

All Directors were present for the meeting via Video Conferencing/ Other Audio Visual Means. The Company Secretary, Chief Financial Officer, representatives of Statutory Auditors and Secretarial Auditors and Scrutinizer of the Company were also present during the meeting. General instructions to the members regarding participation and e-voting during the AGM was provided. It was informed to the members that the documents which are required to be kept open were available for inspection by the members.

As per MCA Circulars, SEBI Circular and in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided facility of remote e-voting and e-voting at AGM to its members for voting on the businesses transacted at the 16th AGM.

The Managing Director briefed on the Company's operational and financial performance. Thereafter the registered speaker members presented with their comments and questions. The same was replied to their satisfaction.

Members who had not cast their votes through remote e-voting platform were provided with an opportunity to cast their votes, electronically during the AGM.

The Chairperson, thereafter, thanked all the members for their participation at the AGM. The e-voting was allowed till 11:32 a.m.

The items of business as per the Notice convening the 16th AGM of the Company dated 30th May, 2023 were transacted and passed unanimously at the AGM.



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VOTING RESULTS OF THE 16TH AGM PURSUANT TO REGULATION 44 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Date of the AGM:	25 th August, 2023
Total number of shareholders on record date (18 th August, 2023):	827
No. of Shareholders present in the meeting either in person or through proxy:	No arrangement for physical meeting or appointment of proxy was made as the 16 th AGM was held through Video Conferencing/ Other Audio Visual Means
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing:	15 (Fifteen)
Promoters and Promoter Group:	3 (Three)
Public:	12 (Twelve)



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Agenda- wise disclosure

Item No. 1:

ADOPTION OF:

- a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Report of the Board of Directors and the Statutory Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Report of the Statutory Auditors thereon:

Resolution required: (Ordinary/ Special)	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes cast	% of Votes cast on outstanding shares	No. of Votes – in favour	No. of Votes – in against	% of Votes in favour on votes cast	% of Votes against on votes cast
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	72,83,000	72,83,000	100.00	72,83,000	0	100	0
	Poll		0	0.00	0	0	0	0
	Total		72,83,000	100.00	72,83,000	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	35,42,000	8,24,101	23.27	8,24,101	0	100.00	0.00
	Poll		0	0.00	0	0	0	0
	Total		8,24,101	23.27	8,24,101	0	100.00	0
Total		1,08,25,000	81,07,101	74.89	81,07,101	0	100.00	0.00

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Item No. 2:

TO DECLARE DIVIDEND OF RE. 0.50/- PER EQUITY SHARE FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023:

Resolution required: (Ordinary/ Special)	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes cast	% of Votes cast on outstanding shares	No. of Votes – in favour	No. of Votes – in against	% of Votes in favour on votes cast	% of Votes against on votes cast
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	72,83,000	72,83,000	100.00	72,83,000	0	100	0
	Poll		0	0.00	0	0	0	0
	Total		72,83,000	100.00	72,83,000	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	35,42,000	8,24,101	23.27	8,24,101	0	100.00	0.00
	Poll		0	0.00	0	0	0	0
	Total		8,24,101	23.27	8,24,101	0	100.00	0
Total		1,08,25,000	81,07,101	74.89	81,07,101	0	100.00	0.00



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Item No. 3:

TO APPOINT A DIRECTOR IN PLACE OF DR. VIDHI V. KAMAT (DIN: 07038524), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HERSELF FOR RE-APPOINTMENT:

Resolution required: (Ordinary/ Special)	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes cast	% of Votes cast on outstanding shares	No. of Votes – in favour	No. of Votes – in against	% of Votes in favour on votes cast	% of Votes against on votes cast
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	72,83,000	72,83,000	100.00	72,83,000	0	100	0
	Poll		0	0.00	0	0	0	0
	Total		72,83,000	100.00	72,83,000	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	35,42,000	8,24,101	23.27	8,24,101	0	100.00	0.00
	Poll		0	0.00	0	0	0	0
	Total		8,24,101	23.27	8,24,101	0	100.00	0
Total		1,08,25,000	81,07,101	74.89	81,07,101	0	100.00	0.00



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Item No. 4:

TO CONSIDER RE-DESIGNATION OF DR. VIDHI V. KAMAT AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY W.E.F 7TH OCTOBER, 2023:

Resolution required: (Ordinary/ Special)	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes cast	% of Votes cast on outstanding shares	No. of Votes – in favour	No. of Votes – in against	% of Votes in favour on votes cast	% of Votes against on votes cast
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	72,83,000	72,83,000	100.00	72,83,000	0	100	0
	Poll		0	0.00	0	0	0	0
	Total		72,83,000	100.00	72,83,000	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	35,42,000	8,24,101	23.27	8,24,101	0	100.00	0.00
	Poll		0	0.00	0	0	0	0
	Total		8,24,101	23.27	8,24,101	0	100.00	0
Total		1,08,25,000	81,07,101	74.89	81,07,101	0	100.00	0.00



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Item No. 5:

TO CONSIDER APPOINTMENT OF DR. VIKRAM V. KAMAT AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY TILL 6TH OCTOBER, 2023:

Resolution required: (Ordinary/ Special)	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes cast	% of Votes cast on outstanding shares	No. of Votes – in favour	No. of Votes – in against	% of Votes in favour on votes cast	% of Votes against on votes cast
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	72,83,000	72,83,000	100.00	72,83,000	0	100	0
	Poll		0	0.00	0	0	0	0
	Total		72,83,000	100.00	72,83,000	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	35,42,000	8,24,101	23.27	8,24,101	0	100.00	0.00
	Poll		0	0.00	0	0	0	0
	Total		8,24,101	23.27	8,24,101	0	100.00	0
Total		1,08,25,000	81,07,101	74.89	81,07,101	0	100.00	0.00

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Item No. 6:

TO CONSIDER RE-DESIGNATION OF DR. VIKRAM V. KAMAT AS MANAGING DIRECTOR OF THE COMPANY W.E.F 7TH OCTOBER, 2023.

Resolution required: (Ordinary/ Special)	Special Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes cast	% of Votes cast on outstanding shares	No. of Votes – in favour	No. of Votes – in against	% of Votes in favour on votes cast	% of Votes against on votes cast
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	72,83,000	72,83,000	100.00	72,83,000	0	100	0
	Poll		0	0.00	0	0	0	0
	Total		72,83,000	100.00	72,83,000	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	E-Voting	35,42,000	8,24,101	23.27	8,24,101	0	100.00	0.00
	Poll		0	0.00	0	0	0	0
	Total		8,24,101	23.27	8,24,101	0	100.00	0
Total		1,08,25,000	81,07,101	74.89	81,07,101	0	100.00	0.00

The Board of Directors had appointed M/s. Pooja Sawarkar & Associates as the Scrutinizer to supervise the remote e-voting and e-voting at AGM. Based on the scrutinizer's combined report dated 25th August, 2023 on remote e-voting and e-voting at AGM of the Company, all the resolutions as set out in the notice of 16th AGM are declared as passed unanimously.

This is for your information and records.

Thanking You
For Vidli Restaurants Limited,

Dr. Vidhi V. Kamat
Managing Director
DIN No: 07038524





ANNEXURE-II

Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairperson
Vidli Restaurants Limited

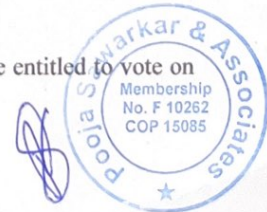
**16th Annual General Meeting of the Equity Shareholders of Vidli Restaurants Limited held on
Friday, the 25th day of August, 2023 at 11.00 a.m. through Video Conferencing / Other Audio
Visual Means.**

**Sub: Combined Report of Scrutinizer in respect of votes casted by remote e-voting and e-
voting at the Annual General Meeting on the resolutions proposed in the Notice of 16th
Annual General Meeting of the Equity Shareholders of Vidli Restaurants Limited.**

Dear Sir,

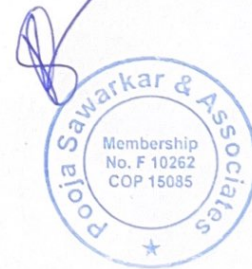
I, Pooja Sawarkar, proprietor of M/s. Pooja Sawarkar & Associates, Company Secretaries in Practice (Membership no. FCS 10262, COP no. 15085) appointed as Scrutinizer by Vidli Restaurants Limited (the Company) as per the Board resolution dated 30th May, 2023 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of remote e-voting as well as the e-voting at 16th Annual General Meeting (AGM) on the below mentioned resolutions at the 16th AGM of the Equity Shareholders of the Company held on Friday, the 25th day of August, 2023 at 11.00 a.m. through Video Conferencing/ Other Audio Visual Means, submit my report as under:

- 1) The Company had appointed National Securities Depository Limited (NSDL) for the purpose of providing the facility of remote e-voting and e-voting at the AGM to the Members of the Company.
- 2) NSDL had set up an electronic voting facility on their website. Viz. www.evoting.nsdl.com. The Company had uploaded all the items of business to be transacted at the 16th AGM on the website of NSDL and also on its own website i.e. www.kamatsindia.com
- 3) The notice clearly indicated the process and manner of voting by electronic means including step wise procedure for voting in a secure manner.
- 4) The cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions was Friday, 18th August, 2023.





- 5) The remote e-voting period commenced on Tuesday, 22nd August, 2023 at 9.00 a.m. and ended on Thursday, 24th August, 2023 at 5.00 p.m. and was disabled thereafter.
- 6) During the 16th AGM of the Company, the facility of e-voting to cast the vote was provided to those Members who had not already cast their vote by remote e-voting.
- 7) After the closure of e-voting at the AGM, the report on e-voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked. The statements for said e-voting were downloaded from e-voting website of NSDL and thereafter counted.
- 8) I have scrutinized and reviewed the remote e-voting prior to the AGM and during the AGM and votes cast therein, based on the data downloaded from the NSDL e-voting system.
- 9) I did not find any votes invalid.
- 10) The Management of the Company is responsible to ensure compliance with the requirement of the applicable act and rules relating to remote e-voting prior and during the AGM on the resolutions contained in the notice of the AGM. My responsibility as a scrutinizer is restricted to make Scrutinizer's Report of the votes cast in favour or against the resolutions in a fair and transparent manner.
- 11) The consolidated results of remote e-voting and the e-voting at the AGM are as under:





Item No. 1:

ORDINARY RESOLUTION

ADOPTION OF:

- a. the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Report of the Board of Directors and the Statutory Auditors thereon; and
b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Report of the Statutory Auditors thereon:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	18	81,07,101	100.00
E-Voting at AGM	0	-	0.00
Total	18	81,07,101	100.00

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0.00
E-Voting at AGM	0	0	0.00
Total	0	0	0.00

Total number of Valid votes casted under remote evoting and evoting at AGM	81,07,101
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(iii) Invalid votes :

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
E-Voting at AGM	0	0
Total	0	0





Item No. 2:

ORDINARY RESOLUTION

TO DECLARE DIVIDEND OF RE. 0.50/- PER EQUITY SHARE FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	18	81,07,101	100.00
E-Voting at AGM	0	-	0.00
Total	18	81,07,101	100.00

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0.00
E-Voting at AGM	0	0	0.00
Total	0	0	0.00

Total number of Valid votes casted under remote evoting and evoting at AGM	81,07,101
---	------------------

(iii) Invalid votes :

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
E-Voting at AGM	0	0
Total	0	0





Item No. 3:

ORDINARY RESOLUTION

TO APPOINT A DIRECTOR IN PLACE OF DR. VIDHI V. KAMAT (DIN: 07038524), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HERSELF FOR RE-APPOINTMENT:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	18	81,07,101	100.00
E-Voting at AGM	0	-	0.00
Total	18	81,07,101	100.00

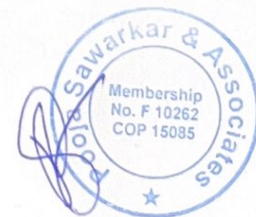
(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0.00
E-Voting at AGM	0	0	0.00
Total	0	0	0.00

Total number of Valid votes casted under remote evoting and evoting at AGM	81,07,101
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(iii) Invalid votes :

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
E-Voting at AGM	0	0
Total	0	0





Item No. 4:

ORDINARY RESOLUTION

**TO CONSIDER RE-DESIGNATION OF DR. VIDHI V. KAMAT AS NON-EXECUTIVE
NON-INDEPENDENT DIRECTOR OF THE COMPANY W.E.F 7TH OCTOBER, 2023:**

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	18	81,07,101	100.00
E-Voting at AGM	0	-	0.00
Total	18	81,07,101	100.00

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0.00
E-Voting at AGM	0	0	0.00
Total	0	0	0.00

Total number of Valid votes casted under remote evoting and evoting at AGM	81,07,101
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(iii) Invalid votes :

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
E-Voting at AGM	0	0
Total	0	0





Item No. 5:

ORDINARY RESOLUTION

**TO CONSIDER APPOINTMENT OF DR. VIKRAM V. KAMAT AS NON-EXECUTIVE
NON-INDEPENDENT DIRECTOR OF THE COMPANY TILL 6TH OCTOBER, 2023:**

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	18	81,07,101	100.00
E-Voting at AGM	0	-	0.00
Total	18	81,07,101	100.00

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0.00
E-Voting at AGM	0	0	0.00
Total	0	0	0.00

Total number of Valid votes casted under remote evoting and evoting at AGM	81,07,101
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(iii) Invalid votes :

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
E-Voting at AGM	0	0
Total	0	0





Item No. 6:

SPECIAL RESOLUTION

TO CONSIDER RE-DESIGNATION OF DR. VIKRAM V. KAMAT AS MANAGING DIRECTOR OF THE COMPANY W.E.F 7TH OCTOBER, 2023.

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	18	81,07,101	100.00
E-Voting at AGM	0	-	0.00
Total	18	81,07,101	100.00

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0.00
E-Voting at AGM	0	0	0.00
Total	0	0	0.00

Total number of Valid votes casted under remote evoting and evoting at AGM	81,07,101
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(iii) Invalid votes :

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
E-Voting at AGM	0	0
Total	0	0





All the resolutions as set out in the notice of the 16th AGM of the Company are passed unanimously.

The relevant electronic data and records including the list of equity shareholders who voted for each resolution will be handed over to the Company Secretary and Compliance Officer, for safe keeping.

Thanking you.

Yours faithfully,
For Pooja Sawarkar & Associates
Company Secretaries

Pooja Sawarkar
Proprietor
Membership No: FCS 10262
COP: 15085; PR no. 1343/2021



UDIN: F010262E000861717

Place: Mumbai

Date: 25th August, 2023