

# VIDLI RESTAURANTS LIMITED

Reg Office:-D-09, Eastern Business District, LBS Road, Bhandup West, Mumbai 400078.  
•T: +91 7400058768•W: [www.kamatsindia.com](http://www.kamatsindia.com) •E: [cs@kamatsindia.com](mailto:cs@kamatsindia.com)  
CIN: L55101MH2007PLC173446

Date: 14<sup>th</sup> March, 2023

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

Scrip Code: 539659  
Scrip ID: VIDLI

Dear Sir/Madam,

Sub: **Disclosure pursuant to Regulation 30 read with Para A, Part A of Schedule – III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Pursuant to regulation 30 read with Para A, Part A of Schedule – III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a copy of the notice of Postal Ballot dated 13<sup>th</sup> February, 2023 along with Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and notes, for seeking approval of the members of the Company for appointment of Mr. Ammin U Rajgotwala as Independence Director of the Company is enclosed. The said approval of members is sought by Postal Ballot only through remote voting by electronic means.

The Company has sent the said notice of Postal Ballot only by email on 14<sup>th</sup> March, 2023 to those members, whose names appear in the Register of Members/ List of Beneficial Owners as on Friday, 10<sup>th</sup> March, 2023 (Cut-off Date) and whose e-mail addresses are registered with the Depository Participants/Company/Registrar and Share Transfer Agent.

The said notice is also available on the website of the Company at [www.kamatsindia.com](http://www.kamatsindia.com).

The remote e-voting period of Postal Ballot shall commence at 9.00 a.m. (IST) on Wednesday, 15<sup>th</sup> March, 2023 and will end at 5.00 p.m. (IST) on Thursday, 13<sup>th</sup> April, 2023.

Kindly take the same in your records.

**Thanking You**  
**For Vidli Restaurants Limited**

**Vidhi V. Kamat**  
**Managing Director**  
**DIN: 07038524**  
**Encl: a/a**



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## NOTICE OF POSTAL BALLOT

### PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 AND RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.

To  
The Member(s),  
Vidli Restaurants Limited.

**NOTICE** is hereby given pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable laws and regulations each as amended and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for conducting postal ballot process through e-voting read with General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 3/2022 dated 5<sup>th</sup> May, 2022 and 11/2022 dated 28<sup>th</sup> December, 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars"), that the resolution appended below for seeking approval for appointment of Mr. Ammin U. Rajqotwala as a Director of the Company to hold the office of Non-Executive Independent Director is proposed to be passed as a Special Resolution by the members of Vidli Restaurants Limited ("Company") by Postal Ballot through only remote voting by electronic means ("remote e-voting").

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the MCA Circulars and SS-2, the Company is providing only remote e-voting facility to its Members, to enable them to cast their votes electronically on the proposed resolution instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The instructions for remote e-voting are appended to this Notice. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing remote e-voting facility to its members.

In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only via email to the members whose names appear on the Register of Members / List of Beneficial owners as on Friday 10<sup>th</sup> March, 2023 (cut-off date) and whose e-mail addresses are registered with the Depository Participants/Company/ Registrar and Share Transfer Agent. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The Notice is available on the website of the Company at [www.kamatsindia.com](http://www.kamatsindia.com) and can also be accessed from the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and is also



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disseminated on the website of NSDL at <https://www.evoting.nsdl.com/>

Pursuant to Section 102 and Section 110 and other applicable provisions of the Companies Act, 2013, the Statement pertaining to the said Resolution setting out the material facts and the reasons / rationale thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice.

The Board of Directors at its meeting held on Monday, 13<sup>th</sup> February, 2023 has appointed M/s. Pooja Sawarkar & Associates, Practicing Company Secretaries as the Scrutinizer to conduct the Postal Ballot and scrutinize the remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 a.m. (IST) on Wednesday, 15<sup>th</sup> March, 2023 and ends at 5.00 p.m. (IST) on Thursday, 13<sup>th</sup> April, 2023. Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in the Notes forming part of this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Thursday, 13<sup>th</sup> April, 2023. Remote e-Voting will be blocked immediately thereafter and no e-voting will be allowed beyond the said date and time.

Upon completion of scrutiny of the votes cast through remote e-voting, the Scrutinizer will submit the report to the Chairperson of the Company or to any other person authorized by the Chairperson. The results of the voting conducted by Postal Ballot (through remote e-voting process) along with the Scrutinizer's Report will be made available on the website of the Company at [www.kamatsindia.com](http://www.kamatsindia.com) and intimated to the BSE Limited and will be available at [www.bseindia.com](http://www.bseindia.com), not later than 48 hours of conclusion of the e-voting.

## SPECIAL BUSINESS:

- 1) **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 provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), other applicable rules and the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for appointment of Mr. Ammin U. Rajgotwala (DIN: 00508037) as Director of the Company to hold the office of Non-Executive Independent Director, whose appointment as such was recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their respective meetings held on Monday, 13<sup>th</sup> February, 2023, for a term of five consecutive years w.e.f. 13<sup>th</sup> February, 2023 upto 12<sup>th</sup> February, 2028 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160



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of the Companies Act, 2013 and whose office shall not be liable to retire by rotation as per provisions of Section 152(6) read with 149(13) of the Companies Act, 2013.

“**RESOLVED FURTHER THAT** the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) or the Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

**By order of the Board of Directors  
For Vidli Restaurants Limited**

Sd/-

**Dr. Vidhi V. Kamat  
Managing Director  
DIN: 07038524**

Place: Mumbai  
Date: 13<sup>th</sup> February, 2023.

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Mumbai 400078.

## Notes:

1. Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and in compliance with the Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 3/2022 dated 5<sup>th</sup> May, 2022 and 11/2022 dated 28<sup>th</sup> December, 2022 issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted as per this Postal Ballot Notice. The Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the Register of Members / List of Beneficial owners as on Friday 10<sup>th</sup> March, 2023 and e-mail addresses are registered with the Depository Participants/Company/ Registrar and Share Transfer Agent.

For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system will be provided by NSDL.

The members of the Company who have not registered their e-mail IDs and Mobile number with the Depository Participants/Company/ Registrar and Share Transfer



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Agent, to receive documents like Notice, Annual Reports and alike correspondence through electronic mode are requested to send their e-mail IDs and Mobile number either to the Company's id: [cs@kamatsindia.com](mailto:cs@kamatsindia.com) or Registrars and Transfer Agents email id: [investor@bigshareonline.com](mailto:investor@bigshareonline.com) or to their respective Depository Participant.

2. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e. Thursday, 13<sup>th</sup> April, 2023.
3. The cut off date for members of the Company to be eligible to cast their vote by remote e-voting is Friday 10<sup>th</sup> March, 2023.
4. Documents relevant to the resolution are available for inspection electronically until last day of remote e-voting i.e Thursday, 13<sup>th</sup> April, 2023. Members seeking to inspect such documents can send an email to [cs@kamatsindia.com](mailto:cs@kamatsindia.com).

## 5. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

- I] The remote e-voting period begins on Wednesday, 15<sup>th</sup> March, 2023 at 9.00 a.m. (IST) and ends at 5.00 p.m. (IST) on Thursday, 13<sup>th</sup> April, 2023 During this period shareholders' of the Company as on the cut-off date which is Friday 10<sup>th</sup> March, 2023 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

### How do I vote electronically using NSDL e-Voting system?

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned 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 system.**

### DETAILS ON STEP 1 IS MENTIONED BELOW:

#### 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:



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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. If you are already registered for <b>NSDLIDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider – NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>



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	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 is 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

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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. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**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.  
*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 :





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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. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - 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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
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](http://www.evoting.nsdl.com).
  - Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account

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- 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.
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 company for which you wish to cast your vote during the remote e-Voting period.
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.

## **II. 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 [poojaklkr@gmail.com](mailto:poojaklkr@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for



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Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 and 1800 224430 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

### **III. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution 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), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@kamatsindia.com](mailto:cs@kamatsindia.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, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@kamatsindia.com](mailto:cs@kamatsindia.com).
3. If you are an Individual shareholder 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.**
4. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
5. 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.

### **STATEMENT SETTING OUT THE MATERIAL FACTS AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item No. 1:**

Mr. Ammin U. Rajgotwala, was appointed as an Additional Director to hold the office of Non-Executive Independent Director of the Company by the Board of Directors, on the recommendation of Nomination and Remuneration Committee, for a period of five years with effect from 13<sup>th</sup> February, 2023 pursuant to Section 161 of the Companies Act, 2013.

In compliance with the provisions of Section 161 of the Companies Act, 2013 Mr. Ammin U. Rajgotwala holds the office up to the date of the next Annual General Meeting. However, as per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of shareholders for appointment is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Company has received a notice in writing from a member proposing the candidature of Mr. Ammin U. Rajgotwala as Non-Executive Independent Director of the Company under



# VIDLI RESTAURANTS LIMITED

**Reg Office:-**D-09, Eastern Business District, LBS Road, Bhandup West, Mumbai 400078.  
**•T:** +91 7400058768 **•W:** www.kamatsindia.com **•E:** [cs@kamatsindia.com](mailto:cs@kamatsindia.com)  
**CIN:** L55101MH2007PLC173446

the provisions of Section 160 of the Companies Act, 2013.

As per Section 152(4) of the Companies Act, 2013, Mr. Ammin U. Rajqotwala has furnished his Director Identification Number and declared that he is not disqualified to become a Director under the Companies Act, 2013. The Company has received declaration from Mr. Ammin U. Rajqotwala providing his consent in writing to act as Director and that he meets with the criteria of independence as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that his name is registered in the data bank as per Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

In the opinion of the Board, Mr. Ammin U. Rajqotwala has relevant expertise, experience, knowledge to discharge the functions and duties effectively and fulfils the conditions for appointment of Non-Executive Independent Director of the Company as specified in the Companies Act, 2013 and is independent of the management of the Company.

Brief resume and the details required under Companies Act, 2013, rules made thereunder, Secretarial Standards on General Meeting and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

Name	Mr. Ammin U. Rajqotwala
Age	61
Qualifications, Experience and Expertise	Mr. Ammin U. Rajqotwala is a widely experienced healthcare professional, qualified in Hospitality Management (Mumbai and Oxford) having over 35 years of international experience. Mr. Ammin U. Rajqotwala is a Serial Entrepreneur, Founder of several successful businesses in the fields of Facility Management, Hospitality, Healthcare, Human Resources and Edutech. Being a serial entrepreneur, he has founded, grown, managed various businesses across various segments building them from start-up levels to pan India entities.
Terms and conditions of appointment including details of remuneration	Mr. Ammin U. Rajqotwala will hold the office of Non-Executive Independent Director with effect from 13 <sup>th</sup> February, 2023.  He will be entitled for fee for attending the meetings of the Board or any committee thereof as per the provisions of Companies Act, 2013 and as may be decided by the Board of Directors from time to time.  He will not be liable to retire by rotation. Other terms and conditions are mentioned in the letter of appointment which is available for inspection by members electronically on the website of the Company <a href="http://www.kamatsindia.com">www.kamatsindia.com</a> .



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Last drawn remuneration	NIL
Date of first appointment by the Board of Directors of the Company	13/02/2023
Shareholding in the Company	NIL
Relationship with other directors and Key Managerial Personnel of the Company	None
Number of meetings attended during the financial year 2022 - 2023	One
Other directorship, membership/ chairmanship of committees of other board	<u>Directorship:</u> 1. S. S. Hospitality Private Limited 2. Rare Software Private Limited 3. Muskaan Hospitality And Management Private Limited 4. Best Housekeeping Private Limited 5. Edsanta Education Private Limited 6. Aurassist Health Private Limited 7. Hrxl 360 Private Limited 8. Blue Raspberry Private Limited 9. Appletree International Private Limited 10. Appletree Nutraceuticals Private Limited <u>*Membership / Chairmanship in committees:</u> <u>Chairman – NIL</u> <u>Membership - NIL</u>
Justification for appointment / re-appointment of Director	The Company will benefit from the qualification, expertise, experience knowledge and skills.

The letter for appointment of Mr. Ammin U. Rajgotwala, as Non-Executive Independent Director setting out terms and conditions is available for inspection by members electronically on the website of the Company [www.kamatsindia.com](http://www.kamatsindia.com).

The Directors recommend the passing of the resolution set out in Item No. 1 of the accompanying Notice as a special resolution.

Except for Mr. Ammin U. Rajgotwala, there is no concern or interest, financial or otherwise of any director, key managerial personnel of the Company or their relatives in respect of the said resolution.

**By order of the Board of Directors  
For Vidli Restaurants Limited**

Place: Mumbai  
Date: 13<sup>th</sup> February, 2023

Sd/-  
**Dr. Vidhi V. Kamat**  
Managing Director  
DIN: 07038524

