

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

CIN: L55101MH2007PLC173446

Date: 7th July, 2022

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

Scrip Code: 539659
Scrip ID: VIDLI

Dear Sir/Madam,

Sub: **Result of Postal Ballot by remote e-voting process pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Scrutinizer's Report.**

Pursuant to provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company was sought through Postal Ballot for the matter as mentioned in the Postal Ballot Notice dated 30th May, 2022.

In terms of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith details of e-voting results and Scrutinizer's Report.

The e-voting results and the Scrutinizer's Report are being uploaded on the Company's website www.kamatsindia.com.

Kindly take the same in your records.

Thanking You
For Vidli Restaurants Limited,

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



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E-VOTING RESULTS OF THE POSTAL BALLOT CONDUCTED VIDE NOTICE DATED 30TH MAY, 2022 PURSUANT TO REGULATION 44 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

| | |
|---|---|
| Date of the AGM/EGM: | N.A |
| | (Notice of Postal Ballot - 30 th May, 2022. |
| | Remote e-voting start time and date – 9.00 a.m. (IST) on Wednesday, 8 th June, 2022. |
| | Remote e-voting end time and date - 5.00 p.m. (IST) on Thursday, 7 th July, 2022.) |
| Total number of shareholders on record date (As on cut-off date -Friday 3rd June, 2022): | 250 shareholders holding fully paid up equity shares and 172 shareholders holding partly paid up equity shares. (Note: In above number, there are overlapping shareholders holding both fully paid up and partly paid up equity shares) |
| No. of Shareholders present in the meeting either in person or through proxy: | N.A (Resolution passed through Postal Ballot) |
| Promoters and Promoter Group: | |
| Public: | |
| No. of Shareholders attended the meeting through Video Conferencing: | |
| Promoters and Promoter Group: | |
| Public: | |



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Agenda- wise disclosure

Item No. 1:

MIGRATION OF EQUITY SHARES OF THE COMPANY FROM SME SEGMENT OF BSE LTD TO MAIN BOARD OF BSE LTD:

| | |
|---|--------------------|
| 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 polled | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes – in against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|-----------------------------|----------------|--------------------|---------------------|---|--------------------------|---------------------------|--------------------------------------|------------------------------------|
| | | (1) | (2) | (3)= [(2)/ (1)]*100 | (4) | (5) | (6)= [(4)/ (2)]* 100 | (7)=[(5)/ (2)]*100 |
| Promoter and Promoter Group | E-Voting | 72,75,500 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public-Institutions | E-Voting | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 0 | 0 | 0 | 0 | 0 | 0 |
| Public- Non Institutions | E-Voting | 35,49,500 | 13,37,500 | 37.68 | 13,37,500 | 0 | 100.00 | 0 |
| | Poll | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Postal Ballot | | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total | | 13,37,500 | 37.68 | 13,37,500 | 0 | 100.00 | 0 |
| Total | | 1,08,25,000 | 13,37,500 | 12.36 | 13,37,500 | 0 | 100.00 | 0 |

Pursuant to Regulation 277 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Special Resolution shall be acted upon, if and only if the votes cast by the shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by the shareholders other than promoter shareholders against the proposal.



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Based on the scrutinizer's report dated 7th July, 2022 on remote e-voting the resolution as set out in the notice of Postal Ballot dated 30th May, 2022 is declared as passed unanimously wherein the votes cast by the shareholders other than promoters in favour of the proposal are more than two times the number of votes cast by the shareholders other than promoter shareholders against the proposal.

This is for your information and records.

Thanking You
For Vidli Restaurants Limited

Vidhi V Kamat
Managing Director
DIN No: 07038524





7th July, 2022

Scrutinizer's Report on Postal Ballot process conducted through remote e-voting pursuant to provisions of section 110, 108 of Companies Act, 2013 read with Rule 20, 22 of Companies (Management and Administration) Rules, 2014 as amended of Vidli Restaurants Limited

To,
The Chairperson
Vidli Restaurants Limited

I, Pooja Sawarkar, proprietor of M/s. Pooja Sawarkar & Associates, Company Secretaries in Practice (Membership no. FCS 10262, COP no. 15085) have been appointed as Scrutinizer by Vidli Restaurants Limited (the Company) as per Board resolution dated 30th May, 2022 for the purpose of scrutinizing the Postal Ballot process, in respect of the resolution set out in the Postal Ballot Notice dated 30th May, 2022 ('Notice') which was conducted only through remote voting by electronic means ('remote e-voting'), in a fair and transparent manner pursuant to Section 110, 108 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (as amended) ('the Rules') and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and in compliance with the framework issued by Ministry of Corporate Affairs through its General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021 and 3/2022 dated 5th May, 2022 ('MCA Circulars').

The Company has engaged the services of National Securities Depository Limited (NSDL) for remote e-voting.

The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules including MCA Circulars and Listing Regulations relating to remote e-voting for the resolution contained in the Postal Ballot Notice dated 30th May, 2022. Our responsibility as a Scrutinizer is to ensure that the remote e-voting is carried out in a fair and transparent manner and to make a scrutinizer's report on the votes cast "IN FAVOUR" or "AGAINST" on the resolution contained in the Postal Ballot Notice dated 30th May, 2022 based on the reports generated from the e-voting system provided by NSDL.

Members holding shares as on Friday 3rd June, 2022, "cut-off date", were entitled to vote on the resolution stated in the Notice.

The remote e-voting period was open from Wednesday, 8th June, 2022 at 9.00 a.m. (IST) and was closed on Thursday, 7th July, 2022 at 5.00 p.m. (IST). After closure of the voting period on Thursday, 7th July, 2022 5.00 p.m., the NSDL portal was blocked for voting.

The votes cast by remote e-voting were authorised on Thursday, 7th July, 2022 and the e-voting results / list of members who have voted for and / or against were downloaded from the e-voting website of NSDL.

The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, folio number or client ID of the shareholders, number of shares held by them. There were no invalid votes.



The details containing, inter alia, list of equity shareholders, who voted “For” or “Against” the resolution put to vote, were generated from the e-voting website of NSDL and based on such reports generated, the result of the e-voting is as under:

Item No. 1. of the Postal Ballot Notice dated 30th May, 2022:

SPECIAL RESOLUTION

MIGRATION OF EQUITY SHARES OF THE COMPANY FROM SME SEGMENT OF BSE LTD TO MAIN BOARD OF BSE LTD:

| Particulars | Number of members voted | Number of votes cast by them | % of Votes |
|--|-------------------------|------------------------------|------------|
| Total Valid Remote E-voting Received | 17 | 13,37,500 | 100 |
| Less:- Total Valid Remote E-voting done by Promoters | 0 | 0 | 0 |
| Total Valid Remote E-voting done by Public | 17 | 13,37,500 | 100 |
| Assented to Resolution out of Public Shareholding | 17 | 13,37,500 | 100 |
| Dissented to Resolution out of Public Shareholding | 0 | 0 | 0 |

(i) Voted in favour of the resolution (By Public shareholders):

| Type of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-----------------|-------------------------|------------------------------|---------------------------------------|
| Remote E-voting | 17 | 13,37,500 | 100.00 |

(ii) Voted against the resolution (By Public shareholders):

| 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 |

| | |
|---|------------------|
| Total number of Valid votes casted under remote e-voting | 13,37,500 |
|---|------------------|

(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 |



Pursuant to Regulation 277 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Special Resolution shall be acted upon, if and only if the votes cast by the shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by the shareholders other than promoter shareholders against the proposal.

Based on above results, I report that, the resolution as per the Notice stands passed unanimously wherein the votes cast by the shareholders other than promoters in favour of the proposal amounts to more than two times the number of votes cast by the shareholders other than promoter shareholders against the proposal.

The electronic data and all other relevant records relating to the remote e-voting will be handed over to the Company Secretary of the Company for safe preservation.

Thank you.

Yours faithfully,
For Pooja Sawarkar & Associates
Company Secretaries

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

UDIN: F010262D000584407
Place: Mumbai
Date: 7th July, 2022