

# 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: 9<sup>th</sup> March, 2024

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

Scrip Code: 539659

Scrip ID: VIDLI

Dear Sir/Madam,

Sub: **Outcome of Extra Ordinary 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 Extra Ordinary General Meeting bearing no. 1/2023-24 ('EGM') of the Company was held today i.e 9<sup>th</sup> March, 2024 through Video Conferencing/ Other Audio Visual Means and the business mentioned in the Notice dated 9<sup>th</sup> February, 2024 were duly transacted. In this regard, please find enclosed the following-

1. Outcome of EGM 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 9th March, 2024, 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. Vikram V. Kamat**  
**Managing Director**  
**DIN No: 00556284**  
Encl: a/a



# 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

## ANNEXURE – I

### Outcome of the Extra Ordinary General Meeting

The Extra Ordinary General Meeting bearing no. EOGM - 1/2023-24 ('EGM') of the Members of the Company was held on Saturday, 9<sup>th</sup> March, 2024 at 11.00 a.m. through Video Conferencing/ Other Audio Visual Means in compliance with provisions of Section 108 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 General Circular Nos. 14/2020 dated 08th April 2020, 17/2020 dated 13th April 2020 along with subsequent circulars issued in this regard and the latest Circular No. 9/2023 dated 25th September 2023 issued by the Ministry of Corporate Affairs, Circular No. SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated 13th May, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 issued by Securities Exchange Board of India.

Ms. Nanette Dsa chaired the meeting. The requisite quorum being present through Video Conferencing/ Other Audio Visual Means, the Chairperson 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 of the Company and the appointed Scrutinizer were also present during the meeting. General instructions to the members regarding participation and e-voting during the EGM 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 EGM to its members for voting on the businesses transacted at the EGM.

Members who had not cast their votes through remote e-voting platform were provided with an opportunity to cast their votes, electronically during the EGM and till 10 minutes after conclusion of EGM.

The Chairperson, thereafter, thanked all the members for their participation at the EGM. The e-voting was allowed till 11:20 a.m.

All the items of business as per the Notice convening the EGM of the Company dated 9<sup>th</sup> February, 2024 were transacted and passed unanimously at the EGM.



# 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

**VOTING RESULTS OF THE EXTRA ORDINARY GENERAL MEETING BEARING NO. EOGM - 1/2023-24 ('EGM') PURSUANT TO REGULATION 44 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Date of the EGM:	9 <sup>th</sup> March, 2024
Total number of shareholders on record date (2 <sup>nd</sup> March, 2024):	1331
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 EGM was held through Video Conferencing/ Other Audio Visual Means
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing:	28 (Twenty Eight)
Promoters and Promoter Group:	4 (Four)
Public:	24 (Twenty Four)



# 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

## Agenda- wise disclosure

### Item No. 1:

### TO CONSIDER APPOINTMENT OF MS. MEGHNA VIHANG MAKDA (DIN: 10500291) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

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	7,548,000	7,548,000	100.00	7,548,000	0	100	0
	Poll		0	0.00	0	0	0	0
	Total		7,548,000	100.00	7,548,000	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	4,042,000	992,592	24.56	992,592	0	100	0
	Poll		0	0.00	0	0	0	0
	Total		992,592	24.56	992,592	0	100	0
Total		11,590,000	8,540,592	73.69	8,540,592	0	100	0



# 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

## Item No. 2:

### TO CONSIDER TO SALE OF ENTIRE INVESTMENT I.E. 31,45,510 (84.01%) EQUITY SHARES OF RS. 10/- EACH, HELD BY THE COMPANY IN VITIZEN HOTELS LIMITED, A MATERIAL SUBSIDIARY:

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

#### A) Calculation to pass the resolution as a Special Resolution:

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	7,548,000	7,548,000	100.00	7,548,000	0	100	0
	Poll		0	0.00	0	0	0	0
	Total		7,548,000	100.00	7,548,000	0	100	0
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Total		0	0	0	0	0	
Public- Non Institutions	E-Voting	4,042,000	784,592	19.41	784,592	0	100	0
	Poll		0	0.00	0	0	0	
	Total		784,592	19.41	784,592	0	100	0
Total		11,590,000	8,332,592	71.89	8,332,592	0	100	0



# 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

## B] Details of Voting in terms of provisions of Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

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	7,548,000	-	0.00	-	0	0	0
	Poll		0	0.00	0	0	0	0
	Total		-	0.00	-	0	0	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	4,042,000	488,072	12.08	488,072	0	100	0
	Poll		0	0.00	0	0	0	0
	Total		488,072	12.08	488,072	0	100	0
Total		11,590,000	488,072	4.21	488,072	0	100	0

### Note:

i) While considering to pass this resolution, the votes cast by the public shareholders in favour of the resolution vis-à-vis the votes cast by public shareholders against the resolution was also considered.

ii) no vote from public shareholder who is a party, directly or indirectly, to sale under consideration is considered to pass this resolution.



# 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

## Item No. 3:

### TO CONSIDER FOR AMENDMENT TO THE BUSINESS CONDUCTING AGREEMENT DATED 5TH JANUARY, 2022 EXECUTED WITH KAMATS WORLDWIDE FOOD SERVICES PRIVATE LIMITED, A RELATED PARTY:

Resolution required: (Ordinary/ Special)	Ordinary Resolution
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes

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	7,548,000	-	0	0	0	0	0
	Poll		0	0	0	0	0	
	Total		-	0	0	0	0	
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	
	Total		0	0	0	0	0	
Public- Non Institutions	E-Voting	4,042,000	992,592	24.56	992,592	0	100	0
	Poll		0	0.00	0	0	0	
	Total		992,592	24.56	992,592	0	100	
Total		11,590,000	992,592	8.56	992,592	0	100	0



# VIDLI RESTAURANTS LIMITED

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

•T: +91 74000 58768 •W: [www.kamatsindia.com](http://www.kamatsindia.com) •E: [cs@kamatsindia.com](mailto:cs@kamatsindia.com)

CIN: L55101MH2007PLC173446

The Board of Directors had appointed M/s. Pooja Sawarkar & Associates as the Scrutinizer to supervise the remote e-voting and e-voting at EGM. Based on the scrutinizer's combined report dated 9<sup>th</sup> March, 2024 on remote e-voting and e-voting at EGM of the Company, all the resolutions as set out in the notice of EGM are declared as passed unanimously.

This is for your information and records.

Thanking You

**For Vidli Restaurants Limited,**

**Dr. Vikram V. Kamat**

**Managing Director**

**DIN No: 00556284**



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

**Extra Ordinary General Meeting bearing no. EOGM - 1/2023-24 of the Equity Shareholders of Vidli Restaurants Limited held on Saturday, the 9<sup>th</sup> day of March, 2024 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 Extra Ordinary General Meeting on the resolutions proposed in the Notice of Extra Ordinary 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 9<sup>th</sup> February, 2024 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 Extra Ordinary General Meeting (EGM) on the below mentioned resolutions at the EGM of the Equity Shareholders of the Company held on Saturday, the 9<sup>th</sup> day of March, 2024 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 EGM to the Members of the Company.
- 2) NSDL had set up an electronic voting facility on their website. Viz. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The Company had uploaded all the items of business to be transacted at the EGM on the website of NSDL and also on its own website i.e. [www.kamatsindia.com](http://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 Saturday, 2<sup>nd</sup> March, 2024.



- 5) The remote e-voting period commenced on Wednesday, 6<sup>th</sup> March, 2024 at 9.00 a.m. and ended on Friday, 8<sup>th</sup> March, 2024 at 5.00 p.m.
- 6) During the EGM of the Company and 10 minutes after its conclusion, 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 EGM, the report on e-voting done during the EGM and the votes cast under remote e-voting facility prior to the EGM 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 EGM and during the EGM and votes cast therein, based on the data downloaded from the NSDL e-voting system.
- 9) The details of invalid votes for item no.3 are mentioned in the respective tab.
- 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 EGM on the resolutions contained in the notice of the EGM. 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 EGM are as under:

**Item No. 1:**

**SPECIAL RESOLUTION**

**TO CONSIDER APPOINTMENT OF MS. MEGHNA VIHANG MAKDA (DIN: 10500291) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.:**

**(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	23	8,387,787	98.21
E-Voting at EGM	6	152,805	1.79
Total	29	8,540,592	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 EGM	0	0	0.00
Total	0	0	0.00

<b>Total number of Valid votes casted under remote evoting and evoting at EGM</b>	8,540,592
---	-----------

**(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 EGM	0	0
Total	0	0

**Item No. 2:**

**SPECIAL RESOLUTION**

**TO CONSIDER TO SALE OF ENTIRE INVESTMENT I.E. 31,45,510 (84.01%) EQUITY SHARES OF RS. 10/- EACH, HELD BY THE COMPANY IN VITIZEN HOTELS LIMITED, A MATERIAL SUBSIDIARY.:**

**A]**

**(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	20	8,179,787	98.17
E-Voting at EGM	6	152,805	1.83
Total	26	8,332,592	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 EGM	0	0	0.00
Total	0	0	0.00

<b>Total number of Valid votes casted under remote evoting and evoting at EGM</b>	8,332,592
---	-----------

**(iii) Invalid votes:**

**Note: The voting as per Regulation 37A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 is calculated separately and hence for purpose of this table voting of promoters and public shareholder who is a party, directly or indirectly, to sale under consideration are also considered and not categorized invalid.**

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 EGM	0	0
Total	0	0

**B] Details of Voting in terms of provisions of Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

Particulars	Number of members voted	Number of votes cast by them	% of Votes
Total Valid Remote E-voting and E-Voting at EGM	26	83,32,592	N.A
<b>Less:-</b> Total Valid Remote E-voting and E-Voting at EGM done by Promoters	4	75,48,000	N.A
<b>Less:-</b> Total Valid Remote E-voting and E-Voting at EGM done by public shareholder who is a party, directly or indirectly, to sale under consideration	2	2,96,520	N.A
<b>Total Valid Remote E-voting and E-Voting at EGM done by Public</b>	<b>20</b>	<b>4,88,072</b>	<b>100</b>
Assented to Resolution out of Public Shareholding	20	4,88,072	100
Dissented to Resolution out of Public Shareholding	0	0	0

(i) Public Shareholders who voted in favour of resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Remote E-voting	E-Voting at EGM	Remote E-voting	E-Voting at EGM	
14	6	3,35,267	1,52,805	
<b>Total Votes</b>		<b>4,88,072</b>		<b>100%</b>

(ii) Public Shareholders who voted against the resolution:

Number of members voting		Number of votes cast by them		% of total number of valid votes cast
Remote E-voting	E-Voting at EGM	Remote E-voting	E-Voting at EGM	
0	0	0	0	
<b>Total Votes</b>		<b>0</b>		<b>0</b>



(iii) Invalid votes

Total number of members whose votes were declared invalid		Total Number of votes cast by them	
0	0	0	0

*Note:*

*i) While considering to pass this resolution, the votes cast by the public shareholders in favour of the resolution vis-à-vis the votes cast by public shareholders against the resolution was also considered.*

*ii) no vote from public shareholder who is a party, directly or indirectly, to sale under consideration is considered to pass this resolution.*

**Item No. 3:**

**ORDINARY RESOLUTION**

**TO CONSIDER FOR AMENDMENT TO THE BUSINESS CONDUCTING AGREEMENT DATED 5TH JANUARY, 2022 EXECUTED WITH KAMATS WORLDWIDE FOOD SERVICES PRIVATE LIMITED, A RELATED PARTY.:**

**(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	19	839,787	84.61
E-Voting at EGM	6	152,805	15.39
Total	25	992,592	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 EGM	0	0	0.00
Total	0	0	0.00

<b>Total number of Valid votes casted under remote evoting and evoting at EGM</b>	992,592
---	---------

**(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	4	7548000
E-Voting at EGM	0	0
Total	4	7548000

# Pooja Sawarkar & Associates

Practicing Company Secretaries



All the resolutions as set out in the notice of the EGM 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, 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:** F010262E003562901

**Place:** Mumbai

**Date:** 9<sup>th</sup> March, 2024