

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: 13th July, 2023

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 110, 108 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 13th June, 2023.

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,

Dr. 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 13TH JUNE, 2023 PURSUANT TO REGULATION 44 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Date of the AGM/EGM:	N.A
	(Notice of Postal Ballot - 13 th June, 2023. Remote e-voting start time and date – 9.00 a.m. (IST) on Wednesday, 14 th June, 2023. Remote e-voting end time and date - 5.00 p.m. (IST) on Thursday, 13 th July, 2023.)
Total number of shareholders on record date (As on cut-off date -Friday 9th June, 2023):	621
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:

TO INCREASE AUTHORIZED SHARE CAPITAL 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 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	72,83,000	72,83,000	100	72,83,000	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		72,83,000	100	72,83,000	0	100.0000	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	35,42,000	8,93,366	25.2221	8,93,281	85	99.9905	0.0095
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		8,93,366	25.2221	8,93,281	85	99.9905	0.0095
Total		1,08,25,000	81,76,366	75.5322	81,76,281	85	99.9990	0.0010

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Item No. 2:

ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION 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 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	72,83,000	72,83,000	100	72,83,000	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		72,83,000	100	72,83,000	0	100.0000	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	35,42,000	8,93,366	25.2221	8,93,281	85	99.9905	0.0095
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		8,93,366	25.2221	8,93,281	85	99.9905	0.0095
Total		1,08,25,000	81,76,366	75.5322	81,76,281	85	99.9990	0.0010

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Item No. 3:

TO PROVIDE LOANS AND ADVANCES TO VITIZEN HOTELS LIMITED, MATERIAL SUBSIDIARY 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 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	72,83,000	72,83,000	100	72,83,000	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		72,83,000	100	72,83,000	0	100.0000	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	35,42,000	8,93,366	25.2221	8,93,281	85	99.9905	0.0095
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		8,93,366	25.2221	8,93,281	85	99.9905	0.0095
Total		1,08,25,000	81,76,366	75.5322	81,76,281	85	99.9990	0.0010

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Item No. 4:

ISSUANCE OF 24,00,000 WARRANTS ON PREFERENTIAL BASIS:

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	72,83,000	72,83,000	100	72,83,000	0	100.0000	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		72,83,000	100	72,83,000	0	100.0000	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	35,42,000	8,93,366	25.2221	8,93,281	85	99.9905	0.0095
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		8,93,366	25.2221	8,93,281	85	99.9905	0.0095
Total		1,08,25,000	81,76,366	75.5322	81,76,281	85	99.9990	0.0010

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Item No. 5:

APPROVAL TO TRANSACTION OF ALLOTMENT OF WARRANTS TO RELATED PARTY ON PREFERENTIAL BASIS AS MENTIONED IN PREVIOUS AGENDA:

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 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	72,83,000	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	35,42,000	8,93,366	25.2221	8,93,281	85	99.9905	0.0095
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		8,93,366	25.2221	8,93,281	85	99.9905	0.0095
Total		1,08,25,000	8,93,366	8.2528	8,93,281	85	99.9905	0.0095

Based on the scrutinizer's combined report dated 13th July, 2023 on remote e-voting, the resolutions as set out in the notice of Postal Ballot dated 13th June, 2023 are declared as passed with requisite majority.

This is for your information and records.

Thanking You
For Vidli Restaurants Limited

Dr. Vidhi V Kamat
Managing Director
DIN No: 07038524





13th July, 2023

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 13th June, 2023 for the purpose of scrutinizing the Postal Ballot process, in respect of the resolution set out in the Postal Ballot Notice dated 13th June, 2023 ('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, 3/2022 dated 5th May, 2022 and 11/2022 dated 28th December, 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 13th June, 2023. 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 resolutions contained in the Postal Ballot Notice dated 13th June, 2023 based on the reports generated from the e-voting system provided by NSDL.

Members holding shares as on Friday 9th June, 2023, "cut-off date", were entitled to vote on the resolution stated in the Notice.

The remote e-voting period was open from Wednesday, 14th June, 2023 at 9.00 a.m. (IST) and was closed on Thursday, 13th July, 2023 at 5.00 p.m. (IST). After closure of the voting period on Thursday, 13th July, 2023 5.00 p.m., the NSDL portal was blocked for voting.

The votes cast by remote e-voting were authorised on Thursday, 13th July, 2023 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, DP and 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:

SPECIAL RESOLUTION

To increase Authorized Share Capital 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	81,76,281	99.9990

(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	1	85	0.0010

Total number of Valid votes casted under remote evoting	81,76,366
--	------------------

(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



Item No. 2:

SPECIAL RESOLUTION

Alteration in Capital Clause of the Memorandum of Association 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	81,76,281	99.9990

(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	1	85	0.0010

Total number of Valid votes casted under remote evoting	81,76,366
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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



Item No. 3:

SPECIAL RESOLUTION

To provide Loans and Advances to Vitizen Hotels Limited, material subsidiary 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	81,76,281	99.9990

(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	1	85	0.0010

Total number of Valid votes casted under remote evoting	81,76,366
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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





Item No. 4:

SPECIAL RESOLUTION

Issuance of 24,00,000 Warrants on Preferential basis:

(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	81,76,281	99.9990

(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	1	85	0.0010

Total number of Valid votes casted under remote evoting	81,76,366
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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





Item No. 5.:

ORDINARY RESOLUTION

Approval to transaction of Allotment of Warrants to Related Party on Preferential basis as mentioned in previous agenda:

(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	8,93,281	99.9905

(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	1	85	0.0095

Total number of Valid votes casted under remote evoting	8,93,366
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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

Pooja Sawarkar & Associates

Practicing Company Secretaries



Based on above results, I report that, all the resolutions as per the Postal Ballot Notice dated 13th June, 2023 stands passed with requisite majority.

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: F010262E000605441
Place: Mumbai
Date: 13-07-2023