

# VIDLI RESTAURANTS LIMITED

13<sup>th</sup> Annual Report (FY 2019-20 )

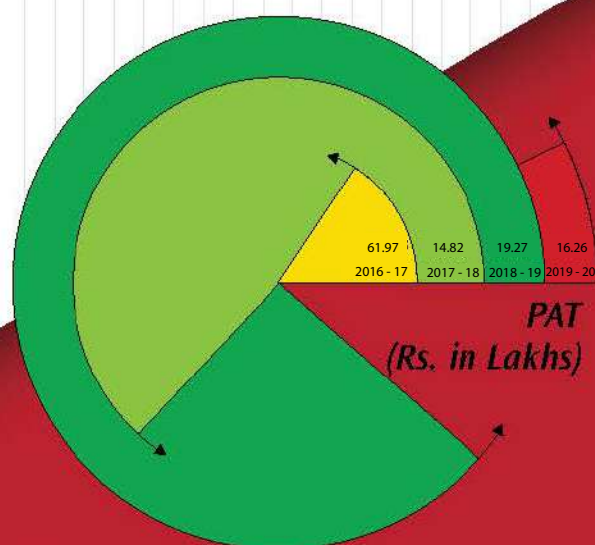
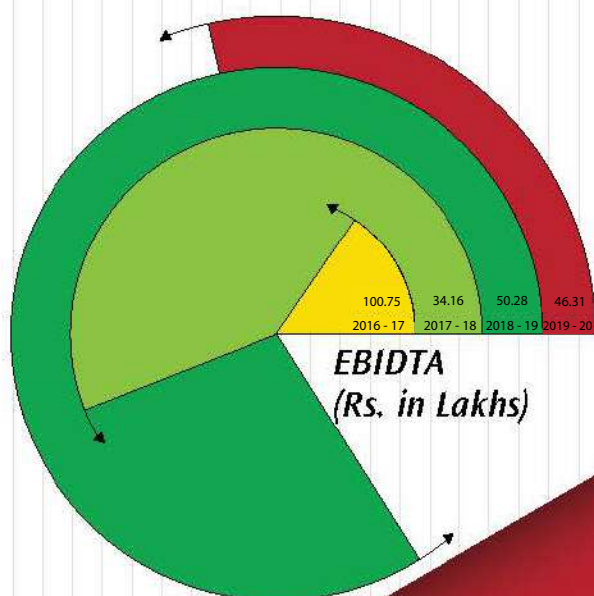
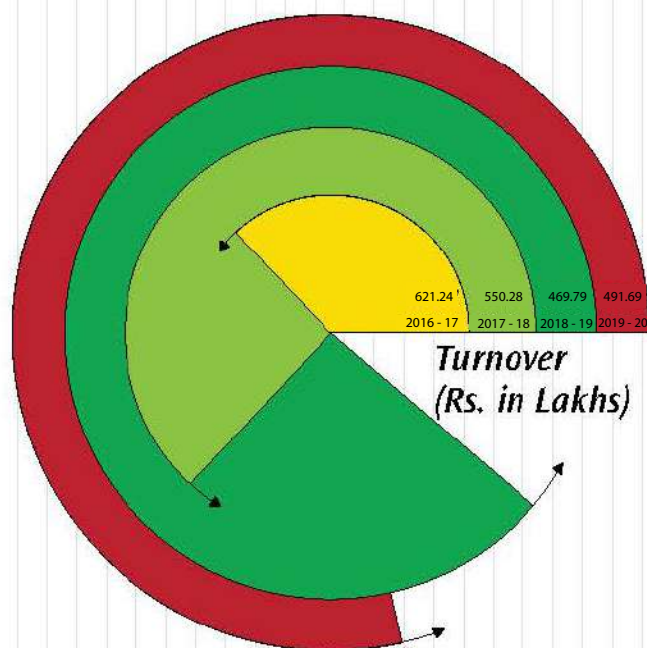
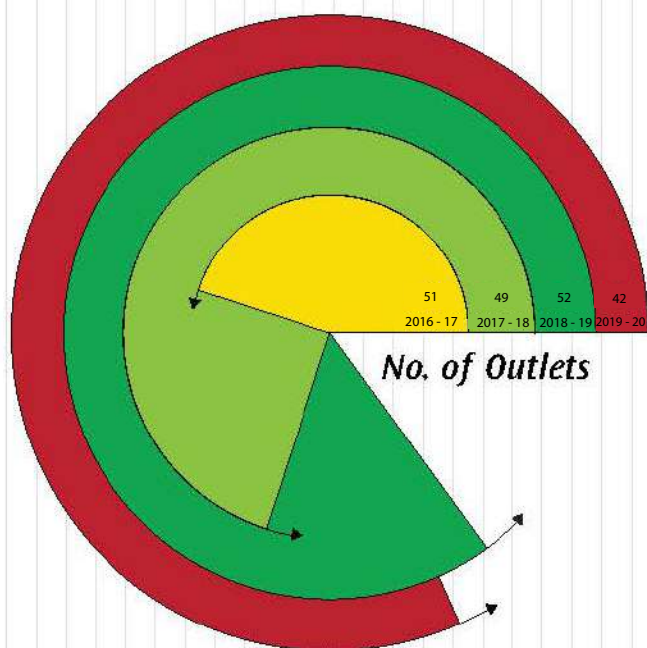


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# VIDLI RESTAURANTS LIMITED

13<sup>th</sup> Annual Report (FY 2019-20 )

## Financial Highlights



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**Board of Directors**

Ms. Nanette Dsa (Appointed w.e.f 10 <sup>th</sup> February, 2020)	– Chairperson
Ms. Vidhi V. Kamat	– Managing Director
Mr. Arun Jain	– Director
Mr. Kurian Chandy	– Director
Mr. Ramnath Pradeep (till 31 <sup>st</sup> January, 2020)	– Chairman

**Company Secretary and Compliance Officer** Ms. Sneha D. Lohogaonkar

**Chief Financial Officer** Mr. Ravindra Shinde

**Statutory Auditors** M/s. P. D. Saraf & Co., Chartered Accountants  
1103, Arcadia Building, 195,  
NCPA Marg, Nariman Point,  
Mumbai 400021.

**Internal Auditors** M/s J B Kadge & Co, Chartered Accountants

**Bankers**

**HDFC Bank Limited**  
**YES Bank Limited**  
**Kotak Mahindra Bank Limited**  
**IDBI Bank Limited**

**Registered Office**

D-09, Eastern Business District,  
LBS Road, Bhandup West,  
Mumbai 400078.  
Tel No.: 022-49708389  
Email : [cs@kamatsindia.com](mailto:cs@kamatsindia.com)  
Website : [www.kamatsindia.com](http://www.kamatsindia.com)

**NOTICE**

**Notice** is hereby given that the 13<sup>th</sup> Annual General Meeting of the members of Vidli Restaurants Limited will be held on Friday 25<sup>th</sup> September, 2020 at 11.00 a.m. through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”) Facility to transact the following business:

**ORDINARY BUSINESS:**

- 1) To receive, consider and adopt the Audited financial statements of the Company for the year ended on 31<sup>st</sup> March, 2020 and Reports of the Board and the Auditors thereon.
- 2) To appoint a Director in place of Mr. Kurian Chandy (DIN: 00855226) who retires by rotation and being eligible offers himself for re-appointment.

**SPECIAL BUSINESS:**

- 3) **To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Ms. Nanette Dsa (DIN: 05261531) who was appointed as an Additional Director of the Company to hold the office of Non-Executive Independent Director and Chairperson of the Company w.e.f. 10<sup>th</sup> February, 2020 by the Board of Directors under Section 161 of the Companies Act, 2013 and who holds office as such upto the date of 13<sup>th</sup> Annual General Meeting of the Company and in respect of whom notice in writing under Section 160 of the Companies Act, 2013 from a member has been received by the Company proposing her candidature as a Non-Executive Independent Director and Chairperson, be and is hereby appointed as a Non-Executive Independent Director and Chairperson of the Company for a term five years commencing from the date of her appointment viz: 10<sup>th</sup> February, 2020 to 09<sup>th</sup> February, 2025 and whose office shall not be liable to retire by rotation as per the provisions of Section 152(6) read with Section 149(13) of the Companies Act, 2013.”

- 4) **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, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Mr. Arun Jain (DIN: 07011393) who was appointed to hold the office of Independent Director at the 9<sup>th</sup> Annual General Meeting of the Company held on 25<sup>th</sup> June, 2016 for a period of five years and who holds such office till 23<sup>rd</sup> October, 2020 and who meets the criteria prescribed for Independent Directors under Section 149(6) and other applicable provisions of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby re-appointed as an Independent Director of the Company, to hold office as such for a second consecutive term for a period of five years, from 24<sup>th</sup> October, 2020 to 23<sup>rd</sup> October, 2025 and whose office shall not be liable to retire by rotation as per the provisions of Section 152(6) read with Section 149(13) of the Companies Act, 2013.”

- 5) **To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to Sections 152, 190, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory amendment(s) or modification(s) thereto or re-enactment(s) or substitution(s) made thereof from time to time, the Articles of Association of the Company and subject to such approvals and sanctions as may be necessary, Ms. Vidhi V. Kamat (DIN: 07038524) be and is hereby re-appointed as the Managing Director of the Company for a period of 3 (Three)

years from 7<sup>th</sup> October, 2020 till 6<sup>th</sup> October, 2023, whose office shall be liable to retire by rotation and on the terms of re-appointment including remuneration and perquisites as set out in the explanatory statement annexed hereto and the employment contract, with authority to the Board of Directors to alter and vary the said terms of appointment in such manner as may be agreed to between the Board of Directors and Ms. Vidhi V. Kamat without any further reference to the members of the Company for same in a general meeting.

**RESOLVED FURTHER THAT** pursuant to first proviso to Section 197(1), Schedule V and other applicable provisions of the Companies Act, 2013 rules made thereunder including any statutory amendment(s) or modification(s) thereto or re-enactment(s) or substitution(s) made thereof from time to time, approval of the members of the Company be and is hereby given for payment of the remuneration and perquisites to Ms. Vidhi V. Kamat mentioned in the preceding paragraph and explanatory statement irrespective of the fact that the Company has inadequacy or absence of profits, based on the audited financial results for any financial year and the remuneration paid exceeds five per cent of the net profits of the Company for a financial year.

**RESOLVED FURTHER THAT** Board of Directors of the Company be authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution and matters incidental thereto.”

**6) To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to Section 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof) and the Articles of Association of the Company, approval and consent of the members of the Company be and is hereby accorded to waiver of excess remuneration of Rs.4,60,967/- (Rupees Four Lakhs Sixty Thousand Nine Hundred Sixty Seven Only) paid to Ms. Vidhi V. Kamat, Managing Director of the Company for the financial year 2019-20 over and above the limits prescribed under Section 197, Schedule V and other applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** Board of Directors of the Company be authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution and matters incidental thereto.”

**7) To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Meeting of Board and its Power), Rules, 2014 made there under, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification or re-enactment thereof) and any other applicable rules, regulations, laws, circulars, notifications and also pursuant to the approval of the Audit Committee and Board of Directors of the Company vide resolutions passed at their respective meetings, the consent of the members of the Company be and is hereby accorded to the related party transactions entered into by the Company as per details set out at item no. 7 of the statement annexed to this notice.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take such steps perform, execute all deeds, matters and things including delegation of such authority as may be deemed necessary or expedient or incidental thereto for the purpose of giving effects to this Resolution.”

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

Place: Mumbai  
Date: 29<sup>th</sup> August, 2020

**Sneha D Lohogaonkar  
Company Secretary  
Membership No: 49891**

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



**NOTES:**

1. In view of the continuing Covid-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to the General Circular Nos. 14/2020, 17/2020 and 20/2020 dated 08.04.2020, 13.04.2020 and 05.05.2020 respectively of Ministry of Corporate Affairs ("MCA") (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015, the 13<sup>th</sup> Annual General Meeting of the Company is being conducted through Video Conferencing (VC) / Other Audio Visual Means (OAVM) Facility, which does not require physical presence of members at a common venue. The deemed venue for the 13<sup>th</sup> Annual General Meeting shall be the Registered Office of the Company.
2. Since this Annual General Meeting is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. However, in pursuance of Section 113 of the Companies Act, 2013, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 13<sup>th</sup> Annual General Meeting through VC/OAVM Facility and e-Voting during the 13<sup>th</sup> Annual General Meeting.
4. Since the Annual General Meeting will be held through VC / OAVM, the Route Map is not annexed in this Notice.
5. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the Annual General Meeting along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.kamatsindia.com](http://www.kamatsindia.com), website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL <https://www.evoting.nsdl.com/>.
6. Members attending the Annual General Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Members may join the 13<sup>th</sup> Annual General Meeting through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 15 minutes before the time scheduled to start the 13<sup>th</sup> Annual General Meeting and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 13<sup>th</sup> Annual General Meeting.
8. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of atleast 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 13<sup>th</sup> Annual General Meeting without any restriction on account of first-come-first-served principle.
9. A Statement pursuant to Section 102 of the Companies Act, 2013 in relation to the special business of the meeting is annexed as Annexure I to the Notice.
10. Mr. Kurian Chandy, retires by rotation and being eligible offers himself for re-appointment. It is proposed to re-appoint Ms. Vidhi V. Kamat as Managing Director and Mr. Arun Jain as Non Executive Independent Director and to appoint Ms. Nanette D'sa, as the Non Executive Independent Director and Chairperson of the Company. The details pertaining to aforesaid directors as required under Secretarial Standards on General Meeting and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are furnished in Annexure II to the Notice.
11. The Shareholders are requested to notify changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details to their depository participants in respect of their holding in electronic form and to the Registrars and Transfer Agents of the Company, M/s. Bigshare Services Private Limited having office at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai, Maharashtra 400059, Tel No. +91-22-62638200 Fax: +91-22-62638299, Email: [investor@bigshareonline.com](mailto:investor@bigshareonline.com), Website: [www.bigshareonline.com](http://www.bigshareonline.com) in respect of their holding in physical form.

12. The members of the Company holding their shares in physical form or in dematerialized form, who have not registered their e-mail IDs and Mobile number with the Company or Depository Participant, 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 Depository Participant.
13. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 01.04.2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents M/s. Bigshare Services Private Limited.
14. In view of various advantages, the members are requested to avail the facility of dematerialization of the Company's shares.
15. The record date for the purpose of Annual General Meeting will be 18<sup>th</sup> September, 2020.
16. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the Annual General Meeting.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Registrars and Share Transfer Agents, M/s. Bigshare Services Private Limited.

#### 18. E-VOTING:

- I) Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI and MCA Circulars, the Company is pleased to announce that the Company is providing facility to the members to cast their votes on all the business mentioned in the Notice through electronic means remotely and during the Annual General Meeting.
- II) For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the shareholders of the Company to cast their votes electronically. The facility of casting votes by a member using remote e-voting system as well as during the Annual General Meeting will be provided by NSDL.
- III) The Board of Directors of the Company has appointed M/s. Pooja Sawarkar & Associates, Practicing Company Secretary, Mumbai, as scrutinizer to conduct and scrutinize the remote e-voting and voting at the 13<sup>th</sup> Annual General Meeting in a fair and transparent manner.
- IV) Process and manner of remote voting:

#### **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:**

#### **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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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 :

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. Your **password details** are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) 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.
  - c) How to retrieve your ‘initial password’?
    - (i) 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’.
    - (ii) 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:
  - a) 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).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).



- c) 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 number/folio number, your PAN, your name and your registered address.
  - 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 the Company – Vidli Restaurants Limited.
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.

**V) 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 resolutions set out in this notice :**

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).

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).

- VI) 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 .
- VII) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for 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 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call on Toll free no.: 1800-222-990 or can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Ms Sarita Mote, Assistant Manager –

NSDL at [saritam@nsdl.co.in](mailto:saritam@nsdl.co.in) / 022-24994890 or Ms. Pallavi Mhatre, Manager,  
NSDL at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) /022-24994545

- VIII) 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 [cs@kamatsindia.com](mailto:cs@kamatsindia.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- IX) The remote e-voting period commences on Tuesday 22<sup>nd</sup> September, 2020 (9:00 AM) and closes on 24<sup>th</sup> September, 2020 (5:00 P M). At the end of the remote e-voting period, the portal where votes are cast shall forthwith be blocked. Remote e-voting facility shall not be available beyond 24<sup>th</sup> September, 2020 (5:00 PM).
- X) The Cut of date: 18<sup>th</sup> September, 2020.

Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 13<sup>th</sup> Annual General Meeting by email and holds shares as on the cut-off date i.e. 18<sup>th</sup> September, 2020, may obtain the User ID and password by sending a request to the Company's email address [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote.

Persons whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting in the general meeting.

- XI) During the 13<sup>th</sup> Annual General Meeting, the Chairman shall, after response to the questions raised by the Members in advance or as a speaker at the 13<sup>th</sup> Annual General Meeting, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 13<sup>th</sup> Annual General Meeting and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 13<sup>th</sup> Annual General Meeting. The members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have already exercised their vote by way of remote e-voting shall be entitled to participate in the meeting but shall not be allowed to vote.
- XII) M/s. Pooja Sawarkar & Associates, Practicing Company Secretary, Mumbai, the scrutinizer shall after the conclusion of e-Voting at the 13<sup>th</sup> Annual General Meeting, first download the votes cast at the Annual General Meeting and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 13<sup>th</sup> Annual General Meeting, who shall then countersign and declare the result of the voting forthwith.
- XIII) The results along with the scrutinizer's report shall be placed on the website of the Company immediately after the same is declared.
- XIV) Subject to receipt of sufficient votes, the resolution shall be deemed to be passed on the date of 13<sup>th</sup> Annual General Meeting.
- XV) Public Notice under Rule 20(4)(V) of the Companies (Management and Administration) Rules, 2014 will be placed on the website of the Company.
- XVI) Members holding shares, both physical and demat, are entitled to vote through remote e-voting and voting at the Annual General Meeting.

#### **19. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH VC / OAVM ARE AS UNDER:**

- I. Members will be able to attend the Annual General Meeting through VC / OAVM or access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials and selecting the EVEN for Company's Annual General Meeting. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please