

VIKRAM KAMATS HOSPITALITY LIMITED
(Formerly Known as VIDLI RESTAURANTS LIMITED)
CIN: L55101MH2007PLC173446

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.**

E-VOTING STARTS ON	E-VOTING ENDS ON
15th August, 2025 at 9:00 Hours IST	13th September, 2025 at 17:00 Hours IST

To
The Member(s),
Vikram Kamats Hospitality Limited
(Formerly Known as Vidli Restaurants Limited)

NOTICE is hereby given that the resolution set out below is proposed for approval by the members of **Vikram Kamats Hospitality Limited** (Formerly known as Vidli Restaurants Limited) ("**Company**") by means of Postal Ballot, only by remote e-voting process ("**e-voting**") being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 ("**the Act**"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Circular no SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03 October, 2024 issued by Securities and Exchange Board of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

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.

Reg Office:- Units No. 5-8 at Tapovan Co-operative Housing Society Ltd., Near Nahur Station, Bhandup West, Mumbai-400078.

•T: +91 74000 58768 •W: www.kamatsindia.com •E: cs@kamatsindia.com

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 8th August, 2025 (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 and can also be accessed from the website of BSE Limited at www.bseindia.com and is also 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 Thursday, 14th August, 2025 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 Friday, 15th August, 2025 and ends at 5.00 p.m. (IST) on 13th, September, 2025. 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 13th, September, 2025. 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 and intimated to the BSE Limited and will be available at www.bseindia.com, not later than 48 hours of conclusion of the e-voting.

SPECIAL BUSINESS:

Item No. 1

ISSUANCE OF UP TO 13,60,000 EQUITY SHARES ON PREFERENTIAL BASIS:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT in accordance with the provisions of Section 23, 42, 62(1)(c) of the Companies Act, 2013(the “Act”), read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any of the Act (including any amendment thereto or re-enactment thereof for the time being in force), and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, (the “SEBI ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and

Disclosure requirements) Regulations, 2015, as amended (“LODR Regulations”) and subject to other applicable rules, regulations, and guidelines of Securities and Exchange Board of India (“SEBI”) and/or BSE Limited (“Stock Exchange(s)”), where the equity shares of the company are listed, and the Memorandum and Article of Association of the Company, and subject to the approvals, consents, permissions and sanctions of the SEBI, Stock Exchange(s) and any other concerned authorities, as may be required or necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee of directors duly constituted or to be constituted thereof to exercise its powers conferred by this resolution), the consent and approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot upto **13,60,000** (Thirteen Lakhs Sixty Thousand) fully paid-up Equity Shares of Rs. 10.00/- (Rupees Ten Only) each at a price of Rs. 75/- (Rupees Seventy Five Only) per Equity Share [including premium of Rs. 65/- (Rupees Sixty Five Only) per Equity Share], for cash, aggregating upto Rs. 10,20,00,000/- (Rupees Ten Crores Twenty Lakhs only) per share which is the price higher than the price as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations on a preferential basis, to 1) KSK Energy Company Private Limited; 2) M/s. Pravan Holdings LLP, 3) M/s. Sunil Dhawan HUF and 4) Mr. Rahul Anant Joshi (hereinafter referred as “Proposed Allottees”) under Non-Promoter Category, on such terms and conditions as mentioned hereunder, explanatory statement and as deemed fit by the Board.

RESOLVED FURTHER THAT the “Relevant Date” for the purpose of determination of minimum price for the issue and allotment of Equity shares as per the SEBI (ICDR) Regulations is 14th August, 2025 being the date, which is the date thirty days prior to the date of last date for voting for the Postal Ballot Resolution (on which date this resolution, if approved by the requisite majority, will be deemed to be passed i.e. Saturday 13th September, 2025).

RESOLVED FURTHER THAT offer, issue and allotment of aforementioned Equity Shares shall be subject to the conditions prescribed under the Act and the SEBI ICDR Regulations including the following:

- (i) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.
- (ii) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and shall be subject to the requirements of all applicable laws and the provisions of the Memorandum of Association and Articles of Association of the Company.
- (iii) The entire pre-preferential allotment Equity shareholding of the Proposed Allottees, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
- (iv) The Equity shares to be issued and allotted shall be subject to lock in for such period as provided under the provisions of Chapter V of ICDR Regulations.

- (v) The Proposed Allotees shall be required to bring in the entire consideration for the Equity Shares to be allotted, on or before the date of allotment thereof.
- (vi) The Consideration shall be paid to the Company from the respective Proposed Allotee's Bank account.
- (vii) The Equity shares shall be issued and allotted by the Company only in Dematerialized form within a period of 15 days from the date of passing of this Special Resolution by the members, provided that where the issue and allotment of said Equity shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.

RESOLVED FURTHER THAT the Board suo moto, on directions of SEBI, Stock Exchange(s) and any other concerned authorities or otherwise, be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allotees be recorded for the issuance of invitation to subscribe to the Equity shares and Private Placement Offer Letters in Form No. PAS-4 together with application forms to be issued to each of the Proposed Allotees inviting them to subscribe to the Equity shares offered to them respectively.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors/Committee(s) of the Board and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient to the issue and allotment of the Equity Shares including but not limited to making application to Stock Exchange(s) for obtaining of approvals, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in relation to the proposed preferential issue, offer and allotment of any of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or a committee of the Board, any other director(s) or officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

**By order of the Board of Directors
For Vikram Kamats Hospitality Limited**

Sd/-

**Dr. Vikram V. Kamat
Managing Director
DIN: 00556284**

Place: Mumbai
Date: 14th August, 2025.

Registered Office:

Units No. 5-8
at Tapovan Co-operative Housing Society Ltd.,
Near Nahur Station, Bhandup West,
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) read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended (“SEBI Master Circular”), and in compliance with the Circular No. 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 including General Circular No. 09/2024 dated September 19, 2024 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 8th August, 2025 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 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 or Registrars and Transfer Agents email id: 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. 13th September, 2025.

3. The cut off date for members of the Company to be eligible to cast their vote by remote e-voting is 8th August, 2025.
4. Documents relevant to the resolution are available for inspection electronically until last day of remote e-voting i.e 13th September, 2025. Members seeking to inspect such documents can send an email to cs@kamatsindia.com.
5. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-
 - I] The remote e-voting period begins on 15th August, 2025 at 9.00 a.m. (IST) and ends at 5.00 p.m. (IST) on 13th September, 2025 During this period shareholders' of the Company as on the cut-off date which is Friday 8th August, 2025 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: Access to NSDL e-Voting system

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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-

	<p>Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. 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 hold 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
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. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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 evoting@nsdl.com or call at 022 - 4886 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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 :

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:

- 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.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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.com mentioning your demat account 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.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 with a copy marked to evoting@nsdl.com. 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 to reset the password.
3. 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 or call on : 022 - 4886 7000 or send a request to Mr. Suketh Shetty at evoting@nsdl.com

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:

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.
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. If you are an Individual shareholders 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.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. 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

The Board of Directors of the Company at its meeting held on the 14th August, 2025, subject to the approval of the members by Special Resolution and subject to other necessary approval(s), as may be required, have approved to create, offer and issue upto 13,60,000 (Thirteen Lakhs Sixty Thousand) fully paid-up Equity Shares at a price of Rs. 75/- (Rupees Seventy Five Only) per Equity Share, aggregating upto Rs. 10,20,00,000/- (Rupees Ten Crores Twenty Lakhs only) per share which is a price higher than the price as determined in accordance with the provisions of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (SEBI (ICDR) Regulations) on preferential basis in compliance with the Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 and Rules made there under and the SEBI ICDR Regulations.

The details of the Equity Shares and other particulars and relevant disclosures as, inter alia, required under of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, under Regulation 163 of the SEBI ICDR Regulations and other applicable provisions are set out below:

1. Particulars of the offer including date of passing of Board resolution:

The Board of Directors at its meeting held on 14th August, 2025 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 13,60,000 (Thirteen Lakhs Sixty Thousand) Equity Shares of the face value of Rs. 10/- per Equity Share, at a price of Rs. 75/- (Rupees Seventy Five Only) per Equity Share (including premium of Rs. 65/- (Rupees Sixty Five Only) per Equity Share), aggregating up to Rs. 10,20,00,000/- (Rupees Ten Crores Twenty Lakhs only), for cash consideration, by way of preferential issue on private placement basis.

2. The Objects of the preferential issue:

- i. establishment of new units of the Company and / or its material subsidiary (own/leased);
- ii. implementing new projects and expansion/refurbishment of existing business units;
- iii. loans and advances to material subsidiary for expanding hospitality business;
- iv. brand building;
- v. working capital requirements and pre-opening costs and
- vi. general corporate and other purposes of the Company and / or its material subsidiary.

3. Maximum Number of specified securities to be issued:

Upto 13,60,000 (Thirteen Lakhs Sixty Thousand) Equity shares at a price of Rs. 75/- (Rupees Seventy Five Only) per Equity share, aggregating to Rs. 10,20,00,000/- (Rupees Ten Crores Twenty Lakhs only) to certain identified Non Promoters enlisted hereunder in point no. 9.

No assets of the Company are charged as securities for the said preferential issue.

4. Kind of securities and the price at which securities are being offered in preferential issue, basis or justification for the price (including premium, if any) at which the offer or invitation is being made and Valuation Report:

Upto 13,60,000 (Thirteen Lakhs Sixty Thousand) Equity shares at a Price of Rs. 75/- (Rupees Seventy Five Only) per Equity share, aggregating to upto Rs. 10,20,00,000/- (Rupees Ten Crores Twenty Lakhs only) on preferential basis.

The price of each Equity share is fixed at Rs. 75/- (Rupees Seventy Five Only) which is higher than the floor price as determined in terms of Regulation 164(1) of Chapter V of the SEBI (ICDR) Regulations, 2018.

Basis of price:

- a. The Equity Shares of the Company are listed on BSE Limited ("BSE") and are frequently traded.
- b. In terms of the provisions of Regulation 164(1) of ICDR Regulations the price at which Equity shares shall be allotted shall not be less than higher of the following:
 - the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
 - the 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date.

Pursuant to above, the minimum issue price determined in accordance with Regulations 164(1) read with Regulation 161 of Chapter V of the SEBI ICDR Regulations is Rs. 61.56/- (Rupees Sixty One and Fifty Six paise Only) per share.

- c. Regulation 166A.(1) of ICDR Regulations states that any preferential issue, which may result in a change in control or allotment of more than five per cent. of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price. Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

There is no change in control or allotment of more than five per cent of the post issue fully diluted share capital of the Company.

- d. The Articles of Association of the Company do not provide for a method of determination of price which will result in a floor price higher than that determined under SEBI ICDR Regulations.

Pursuant to valuation report dated 14th August, 2025 from Mr. Bhavesh M Rathod, an independent registered valuer (ICAI RVO Membership No.: ICAIRVO/06/RV-P00113/2018-19), the Value per share as determined therein is Rs. 61.56/- (Rupees Sixty One and Fifty Six paise Only) per share. The said valuation report is available for inspection on the website of the company at <https://www.kamatsindia.com/disclosure-regulation-kamats-restaurant.pdf>.

In view of the above, the Board of Directors of the Company has fixed the Issue price for Equity shares at Rs. 75/- (Rupees Seventy Five Only) per share which is above the Minimum Price as determined in compliance with the requirements of the SEBI ICDR Regulations.

Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable.

5. Name and address of valuer who performed valuation:

Mr. Bhavesh M. Rathod, Chartered Accountants, Registered Valuer (ICAI RVO Membership No.: ICAIRVO/06/RV-P00113/2018-19) having office at SFA 12D, White Spring, A wing, Rivali Park Complex, Western Express Highway, Borivali East, Mumbai 400066.

6. Amount which the company intends to raise by way of such securities:

Upto Rs. 10,20,00,000/- (Rupees Ten Crores Twenty Lakhs only)

7. Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for the determination of issue price of Equity Shares is 14th August, 2025 being the date which is 30 days prior to the date of last date for remote e-voting for the Postal Ballot Resolution (on which date this resolution, if approved by the requisite majority, will be deemed to be passed i.e. 13th September, 2025).

8. Intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer:

None.

9. The class or classes of persons to whom the allotment is proposed to be made:

Allotment is proposed to be made to the persons belonging to Non-Promoter category as mentioned under:

Name of the Proposed Allottee	Pre-Allotment Category of Proposed Allottee (Promoter/ Non - Promoter)	Permanent Account Number (PAN)	Pre-Allotment Equity share holding and %	No. of equity shares proposed to be allotted	Allottee is: QIB/ Non QIB	Post Allotment Equity share holding and % #	Post Allotment Category of Proposed Allottee#
KSK Energy Company Private Limited	Domestic Company Non - Promoter	AACCK9414B	-	6,66,670	N.A	6,66,670 & 3.65%	Domestic Company Non - Promoter
Pravan Holdings LLP	Domestic LLP Non - Promoter	AASFP4987D	-	6,66,670	N.A	6,66,670 & 3.65%	Domestic LLP Non - Promoter
Sunil Dhawan HUF	Hindu Undivided Family Non - Promoter	ABDHS8134H	-	13,330	N.A	13,330 & 0.07%	Hindu Undivided Family Non - Promoter
Rahul Anant Joshi	Individual Non - Promoter	AHFPJ7944L	-	13,330	N.A	13,330 & 0.07%	Individual Non - Promoter

#percentage calculated on fully diluted basis.

Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees:

Sr. no.	Name of the Proposed Allottees (Other than Individuals)	Name of the natural persons who are the ultimate beneficial owners	PAN of ultimate beneficial owners
1.	KSK Energy Company Private Limited	Mr. Sreeram Reddy Vanga	AEKPV0140C
2.	Sunil Dhawan HUF	Mr. Sunil Dhawan	AAMPD7302G

10. Shareholding pattern of the Company before and after the preferential issue:

The shareholding pattern before and after the proposed preferential issue to Promoter, Promoter Group and Non- promoters are as follows:

S. No.	CATEGORY	PRE ISSUE		POST ISSUE#	
		NO. OF SHARES	%	NO. SHARES	%
A. PROMOTER AND PROMOTER GROUP					
1	INDIAN				
a)	Individual	2716041	17.22	2980041	16.33
b)	Others HUF	-		-	
c)	Bodies Corporate	5843500	37.04	6384041	34.99
	SUB TOTAL (A)(1)	85,59,541	54.26	93,64,082	51.33
2	Foreign	-	-	-	-
	SUB TOTAL (A)(2)	-	-	-	-
	Total Promoter Shareholding (A) =(A)(1)+(A)(2)	85,59,541	54.26	93,64,082	51.33
B. NON PROMOTER GROUP					
1	Institutions				
a)	Institutional Investors	-	-	-	-
	Domestic				
b)	Institutional Investors	1,35,135	0.86	1,35,135	0.74
	Foreign				
	SUB TOTAL (B)(1)	-	-	-	-
2	Non-institutions	-	-	-	-
a)	Individuals	52,05,349	33.00	52,18,679	28.60
b)	Bodies Corporate	10,69,886	6.78	26,73,496	14.65
c)	HUF	1,41,709	0.90	1,88,823	1.03
d)	Other (Including NRIs, Clearing Member & IEPF, etc.)	664245	4.21	664245	3.64
	SUB TOTAL (B)(2)	72,16,324	45.74	88,80,378	48.67
	Total Public Shareholding (B) = (B)(1)+(B)(2)	72,16,324	45.74	88,80,378	48.67
	Total (A+B)	1,57,75,865	100	1,82,44,460	100.00

#percentage calculated on fully diluted basis.

11. Time frame within which the preferential issue shall be completed:

Pursuant to Regulation 170 of ICDR Regulations, allotment of the Equity Shares will be completed within a period of 15 (fifteen) days from the date of passing the Special Resolution by the members, provided that where the issue and allotment of said Equity Shares is pending on account of pendency of any approval by any regulatory authority or Central Government the period of 15 (fifteen) days shall be counted from the date of the order on such application or the date of approval or permission as the case may be or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.

12. The names and status of the proposed allottee(s) and the percentage of pre and post preferential issue capital that is / may be held by them along with the Current and Proposed status of the proposed allottee(s) and post the preferential issues:

Name of the Proposed Allottee	Current status / Category of proposed allottee	Pre-Issue Equity holdings		No. of Equity Shares to be issued	Post issue % of capital that allottee will hold		Proposed status of the proposed allottee
		No. of shares	% of shares		No. of shares	% of share#	
KSK Energy Company Private Limited	Domestic Company Non Promoter -	-	-	6,66,670	6,66,670	3.65	Domestic Company Non Promoter -
Pravan Holdings LLP	Domestic LLP Non Promoter -	-	-	6,66,670	6,66,670	3.65	Domestic LLP Non Promoter -
Sunil Dhawan HUF	Hindu Undivided Family Non Promoter -	-	-	13,330	13,330	0.07	Hindu Undivided Family Non Promoter -
Rahul Anant Joshi	Individual Non Promoter -	-	-	13,330	13,330	0.07	Individual Non Promoter -

#percentage calculated on fully diluted basis.

13. Change in control, in the company consequent to the preferential issue:

Consequent to the proposed preferential issue of Equity Shares, there shall not be any change in control or change in management of the Company.

14. Undertaking to re-compute price and payment of same:

The Company shall re-compute the issue price of Equity Shares to be allotted in terms of the provision of the SEBI ICDR Regulations, 2018, where it is required to do so; and that if any amount payable on account of the re-computation of issue price is not paid within the time stipulated in the SEBI ICDR Regulations, 2018, the Equity Shares allotted under preferential issue shall continue to be locked- in till the time such amount is paid by the Proposed Allottee(s).

15. Lock-in Period:

- The Equity Shares issued shall be locked in as prescribed under the SEBI ICDR Regulations from time to time.
- The entire pre-preferential allotment shareholding, if any, of the Proposed Allottee, if any, in the Company shall be subject to lock-in as per the provisions of the SEBI ICDR Regulations.

16. Pending Preferential Issue:

Presently, there has been no preferential issue pending or in process except as proposed in the accompanying Notice.

17. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has issued 17,47,297 fully paid up Equity Shares of the face value of Rs. 10/- each by way of preferential issue on Private Placement at a price of Rs. 74/- (Rupees Seventy Four only) per equity share aggregating to Rs. 12,92,99,978 /- (Rupees Twelve Crores Ninety Two Lakhs Ninety Nine Thousand Nine Hundred and Seventy Eight Only) to 54 allottees on 16th October, 2025.

The Company has issued 19,12,163 Warrants at Rs. 74/- per share entitling the Warrant Holder to apply for and get allotted one equity share of the face value of Rs. 10/- each fully paid-up in the capital of the Company against every Warrant held by Warrant Holder. Out of which 8,03,568 warrants were converted to Equity shares subsequent to receipt of balance 70% of consideration as on 14th August, 2025.

18. Dues toward SEBI, Stock Exchange or Depositories:

There are no outstanding dues of the Company payable towards SEBI, Stock Exchange or Depositories.

19. The allotment of the equity shares is subject to the Proposed Allottee(s) not having sold any equity shares of the Company during the 90 Trading Days preceding the Relevant Date.

The Proposed Allottee(s) have represented that they have not sold any equity shares of the Company during 90 Trading Days preceding the Relevant Date.

20. Undertaking:

- Neither the Company nor its Directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations.
- As per the information available with the Company and confirmed by the Promoters / Non-Promoters; none of them are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- The Company is eligible to make the Preferential Issue to its Promoter (including promoter group) under Chapter V of the SEBI ICDR Regulations.
- The Company is and post preferential issue, would be in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange, where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by SEBI.

21. Practicing Company Secretary's Certificate:

The certificate from Ms. Pooja Sawarkar, Proprietor of M/s. Pooja Sawarkar & Associates, Practicing Company Secretaries (Membership No. FCS 10262 and PCS No. 15085) certifying that the preferential issue is being made in accordance with the requirements of the SEBI ICDR Regulations, shall be available for inspection on the website of the company at www.kamatsindia.com.

In terms of the provisions of Section 42, Section 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, Regulation 160(b) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the said issue of Equity Shares requires prior approval of the members of the Company by way of a special resolution.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members. The Board recommends the resolution as set out in the accompanying notice at Item No.1 the approval of members as a **Special Resolution**.

None of the Directors or Key Managerial Personnel of the Company including their relatives are in, anyway, concerned or interested, in the above resolution.

**By order of the Board of Directors
For Vikram Kamats Hospitality Limited**

**Sd/-
Dr. Vikram V. Kamat
Managing Director
DIN: 00556284**

Place: Mumbai
Date: 14th August, 2025