

<b>ABRIDGED LETTER OF OFFER CONTAINING SALIENT FEATURES OF THE LETTER OF OFFER FOR THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY ONLY</b>
This is an Abridged Letter of Offer containing salient features of the Letter of Offer dated Saturday, January 15, 2022 ( <b>'Letter of Offer'</b> ) which is available on the websites of the Registrar, the Lead Manager, and BSE Limited, the stock exchange where the Equity Shares of our Company are listed ( <b>'BSE'</b> ). You are encouraged to read greater details available in the Letter of Offer. The capitalised terms not specifically defined herein shall have the same meaning as ascribed to them in the Letter of Offer.
THIS ABRIDGED LETTER OF OFFER CONTAINS 13 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.
Our Company has made available on the Registrar's website at <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> , and the Company's website at <a href="http://www.kamatsindia.com">www.kamatsindia.com</a> , this Abridged Letter of Offer and the Application Form to the Eligible Equity Shareholders who have provided their Indian address to the Company. You may also download the Letter of Offer from the websites of the Securities and Exchange Board of India ( <b>'SEBI'</b> ), BSE, and the Lead Manager to the Issue i.e. CapitalSquare Advisors Private Limited at <a href="http://www.sebi.gov.in">www.sebi.gov.in</a> , <a href="http://www.bseindia.com">www.bseindia.com</a> , and <a href="http://www.capitalsquare.in">www.capitalsquare.in</a> , respectively. The Application Form is available on the respective websites of the Lead Manager, the BSE and on the R-WAP.



**Corporate Identity Number:** L55101MH2007PLC173446;

**Registered Office:** D-09, Eastern Business District, LBS Road Bhandup West, Mumbai – 400 078, Maharashtra, India;

**Phone Number:** 7400058768;

**Contact Person:** Nikhil Kapoor, Company Secretary and Compliance Officer;

**Email-ID:** [cs@kamatsindia.com](mailto:cs@kamatsindia.com); **Website:** [www.kamatsindia.com](http://www.kamatsindia.com);

<b>OUR PROMOTERS ARE VIDHI VIKRAM KAMAT, CONWY HOSPITALITY PRIVATE LIMITED, VITS HOTELS WORLDWIDE PRIVATE LIMITED</b>
<b>ISSUE DETAILS, LISTING AND PROCEDURE</b>
<b>RIGHTS ISSUE OF UP TO 64,95,000 (SIXTY-FOUR LAKHS NINETY-FIVE THOUSAND) EQUITY SHARES OF FACE VALUE OF ₹10.00/- (RUPEES TEN ONLY) ('EQUITY SHARES') EACH AT A PRICE OF ₹10.00/- (RUPEES TEN ONLY) PER EQUITY SHARE ('ISSUE PRICE') ('RIGHT SHARES') FOR AN AMOUNT NOT EXCEEDING ₹6,49,50,000.00/- (RUPEES SIX CRORES FORTY-NINE LAKHS AND FIFTY THOUSAND ONLY) ON A RIGHT ISSUE BASIS TO THE ELIGIBLE SHAREHOLDERS OF VIDLI RESTAURANTS LIMITED ('COMPANY' OR 'ISSUER') IN THE RATIO OF 3 (THREE) EQUITY SHARES FOR EVERY 2 (TWO) EQUITY SHARES HELD BY SUCH ELIGIBLE SHAREHOLDERS AS ON THE RECORD DATE, FRIDAY, 21 JANUARY, 2022 ('ISSUE'). THE ISSUE PRICE AT PAR WITH THE FACE VALUE OF THE EQUITY SHARE. FOR FURTHER DETAILS, KINDLY REFER TO THE SECTION TITLED 'TERMS OF THE ISSUE' BEGINNING ON PAGE 132 OF THIS LETTER OF OFFER.</b>
<b>Listing Details:</b> The existing Equity Shares are listed on SME Platform of BSE Limited. Our Company has received 'in-principle' approval from BSE for listing the Rights Shares to be allotted pursuant to this Issue vide its letter bearing reference number DCS/RIGHT/KK/FIP/1660/2021-22 dated November 18, 2021. Our Company will also make application to BSE to obtain trading approvals for the Rights Entitlements as required under the SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated January 22, 2020. For the purpose of this Issue, the Designated Stock Exchange is BSE.
<b>Procedure:</b> If you wish to know about processes and procedures applicable to Rights Issues, you may refer section titled 'Terms of the Issue' beginning on page 131 of the Letter of Offer. You may also download the Letter of Offer from the website of the Company, SEBI, BSE, the Registrar, the Lead Manager to the Issue and on the R-WAP as stated above. You can also request the Lead Manager to the Issue or BSE to provide a hard copy of Letter of Offer.
<b>ELIGIBILITY FOR THE ISSUE</b>
Our Company is a listed company and has been incorporated under the Companies Act, 1956. Our Equity Shares are presently listed on SME Platform of BSE Limited. Our Company is eligible to offer Rights Shares pursuant to this Issue in terms of Chapter III and other applicable provisions of the SEBI (ICDR) Regulations. Further, our Company is undertaking this Issue in compliance with Part B of Schedule VI of the SEBI (ICDR) Regulations.
<b>Compliance of Part B of Schedule VI of the SEBI (ICDR) Regulations:</b> As our Company satisfies the conditions specified in Clause (1) of Part B of Schedule VI of SEBI (ICDR) Regulations and given that the conditions specified in Clause (3) of Part B of Schedule VI of SEBI (ICDR) Regulations are not applicable to our Company, the disclosures in the Letter of Offer are in terms of Clause (4) of Part B of Schedule VI of the SEBI (ICDR) Regulations.
<b>Minimum Subscription:</b> Pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020, our Company is not required to achieve minimum subscription for the Rights Issue on account of the following reason: (a) Objects of the issue being other than capital expenditure for a project; and (b) Our Promoter and Promoter Group have confirmed that they will subscribe to their right entitlement in part or full and will not renounce

rights except to the extent of renunciation within the promoter group. The objects of the Rights Issue involve financing other than the financing of capital expenditure for a project. The above is subject to the terms mentioned under 'Terms of the Issue' on page 131 of the Letter of Offer.

#### INDICATIVE TIMETABLE

<b>Issue Opening Date</b>	Wednesday, 02 February, 2022	<b>Date of Allotment (on or about)</b>	Thursday, March 03, 2022
<b>Last Date for On Market Renunciation*</b>	Thursday, 10 February, 2022		
<b>Issue Closing Date</b>	Wednesday, 16 February, 2022	<b>Date of credit of Rights Equity Shares to demat account of Allottee (on or about)</b>	Friday, March 04, 2022
<b>Finalisation of Basis of Allotment (on or about)</b>	Wednesday, March 02, 2022	<b>Date of listing/ commencement of trading of Rights Equity Shares on the Stock Exchanges (on or about)</b>	Tuesday, March 08, 2022

#### NOTICE TO INVESTORS

Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders of our Company and in accordance with the SEBI (ICDR) Regulations, our Company will send / dispatch the Letter of Offer, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter, any other issue material (collectively, '**Issue Materials**') only to the Eligible Equity Shareholders who have provided Indian address and who are located in jurisdictions where the offer and sale of the Rights Entitlements and the Rights Shares are permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorized representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent any Issue Materials.

Further, the Letter of Offer will be provided to those who have provided their Indian addresses to our Company and who makes a request in this regard. Investors can also access the Letter of Offer, the Abridged Letter of Offer, and the Application Form from the websites of the Registrar, our Company, the Lead Manager, the BSE and on R-WAP.

Our Company shall also endeavour to dispatch physical copies of the Issue Materials to Eligible Equity Shareholders who have provided an Indian address to our Company. Our Company, the Lead Manager, and the Registrar will not be liable for non-dispatch of physical copies of Issue Materials.

NO OFFER IN THE UNITED STATES THE RIGHTS ENTITLEMENTS AND THE RIGHTS SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE '**US SECURITIES ACT**'), OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES OR THE TERRITORIES OR POSSESSIONS THEREOF (THE '**UNITED STATES**' OR '**U.S.**'), EXCEPT IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE US SECURITIES ACT. THE RIGHTS ENTITLEMENTS AND RIGHTS EQUITY SHARES REFERRED TO IN THE LETTER OF OFFER ARE BEING OFFERED AND SOLD IN OFFSHORE TRANSACTIONS OUTSIDE THE UNITED STATES IN COMPLIANCE WITH REGULATIONS UNDER THE US SECURITIES ACT ('**REGULATION S**') TO EXISTING SHAREHOLDERS LOCATED IN JURISDICTIONS WHERE SUCH OFFER AND SALE OF THE RIGHTS EQUITY SHARES AND/ OR RIGHTS ENTITLEMENTS ARE PERMITTED UNDER LAWS OF SUCH JURISDICTIONS. THE OFFERING TO WHICH THE LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY OR TRANSFER ANY OF THE SAID SECURITIES. ACCORDINGLY, YOU SHOULD NOT FORWARD OR TRANSMIT THE LETTER OF OFFER IN OR INTO THE UNITED STATES AT ANY TIME.

#### GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk with such investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Rights Equity Shares have not been recommended or approved by the Securities and Exchange Board of India ('SEBI') nor does SEBI guarantee the accuracy or adequacy of the contents of the Letter of Offer. **Specific attention of investors is invited to the statement of 'Risk Factors' on page 22 of the Letter of Offer and 'Internal Risk factors' on page 26 of this Abridged Letter of Offer before making an investment in the Issue.**

Name of Lead Manager and contact details	<b>CapitalSquare Advisors Private Limited</b> 208, 2 <sup>nd</sup> Floor, AARPEE Center, MIDC Road No. 11, CTS 70, Andheri (East), Mumbai – 400093, Maharashtra, India; <b>Phone Number:</b> +91-22-66849999/ 9874283532;
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	<b>Website:</b> <a href="http://www.capitalsquare.in">www.capitalsquare.in</a> ; <b>Email ID/ Investor Grievance ID:</b> <a href="mailto:tanmoy.banerjee@capitalsquare.in">tanmoy.banerjee@capitalsquare.in</a> / <a href="mailto:pankita.patel@capitalsquare.in">pankita.patel@capitalsquare.in</a> ; <b>Contact Person:</b> Mr. Tanmoy Banerjee/ Ms. Pankita Patel; <b>SEBI Registration No:</b> INM000012219;
Name of Registrar to the Issue and contact details	<b>Bigshare Services Private Limited</b> 1 <sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400 059 Maharashtra, India <b>Contact Details:</b> 022 - 40430200 / 62638200; <b>Fax Number:</b> 022 - 28475207 / 62638299; <b>E-mail ID:</b> <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> ; <b>Investor grievance e-mail:</b> <a href="mailto:rightsissue@bigshareonline.com">rightsissue@bigshareonline.com</a> ; <b>Website:</b> <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> ; <b>Contact Person:</b> Ashish Bhope; <b>SEBI Registration Number:</b> INR000001385;
Name of Statutory Auditor	<b>M/s. Anay Gogte &amp; Co</b> 1/F-6, Krishna Nagar, Chandavarkar Road, Borivali West, Mumbai – 400092, Maharashtra, India. <b>Firm Registration Number:</b> 100398W; <b>Contact Person:</b> Anay Gogte; <b>Membership Number:</b> 037046; <b>E-mail ID:</b> <a href="mailto:anaygogte@gmail.com">anaygogte@gmail.com</a> ; <b>Contact Details:</b> 022-28943101, 022-28903450;
Self-Certified Syndicate Banks ('SCSBs')	The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherActiondo?doRecognised=yes">http://www.sebi.gov.in/sebiweb/other/OtherActiondo?doRecognised=yes</a> and updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries and updated from time to time, please refer to the above-mentioned link.
Bankers to the Issue	<b>IndusInd Bank Limited</b> PNA House 4 <sup>th</sup> Floor plot number 57 and 57/1, Street number 17 near SRL diagnostic centre. MIDC Andheri (East), Mumbai – 400093, Maharashtra, India; <b>Contact Person:</b> Kaushik Chatterjee; <b>E-mail ID:</b> <a href="mailto:chatterjee.kaushik@indusind.com">chatterjee.kaushik@indusind.com</a> ; <b>Contact Details:</b> +91-22- 61069318; <b>Website:</b> <a href="http://www.indusind.com">www.indusind.com</a> ; <b>SEBI Registration Number:</b> INBI00000002;

## 1. SUMMARY OF OUR BUSINESS

Our Company runs a chain of restaurants serving hygienic standardized food items in a quick serve format at various outlets on national highways, state highways and cities. Primarily, the business model of the Company is to grant the franchisee under Trade Marks to chain of restaurants serving standardized food items at various outlets on national highways, state highways and cities who operate in the format of Dine-in, Food Court and Kiosks. The Company also has venture in Multi Brand Kloud Kitchen, production of ready to eat food products and management and operation of F&B Outlet.

Our success depends on the value, perception, and marketing of brands VITHAL KAMATS and KAMATS. Our ability to market and increase our franchisee network is significantly dependent on these brands. We believe that maintaining and enhancing the abovementioned brands is important for our competitive advantage. However, the abovementioned brands are not owned by us; nor do we have exclusive agreement with their owners for their usage.

For further details, please refer to the chapter titled 'Business Overview' beginning on page 65 of the Letter of Offer

## 2. SUMMARY OF OBJECTS OF THE ISSUE AND MEANS OF FINANCE

The details of the Issue Proceeds are set out below:	
Particulars	Estimated amount
Gross proceeds of the Issue	₹6,49,50,000.00/-
Less: Estimated issue related expenses	(₹30,00,000.00/-)
<b>Net Proceeds</b>	<b>₹6,19,50,000.00/-</b>

\*Assuming full subscription in the Issue and subject to finalization of the Basis of Allotment.

\*\*See ' - Estimated Issue Related Expenses' on page 14 of the Letter of Offer.

#### Requirement of funds and utilisation of Net Proceed

Sr. No	Net Proceeds are proposed to be used in accordance with the details set out below	
	Particulars	Amount
1.	To acquire 31,45,510 (Thirty-One Lakhs Forty-Five Thousand Five Hundred and Ten) equity shares of face value of ₹10.00/- (Rupees Ten Only) representing 84.01% of the equity and voting share capital of Vitizen Hotels Limited;	₹4,08,91,630.00/-
2.	Towards working capital requirements;	₹80,57,370.00/-
3.	General Corporate Purposes <sup>#</sup>	₹1,30,01,000.00/-
4.	<b>Total Net Proceeds<sup>@</sup></b>	<b>₹6,19,50,000.00/-</b>

<sup>#</sup>In an event of any under-utilization of funds from the aforesaid stated objects of the Issue, the Company shall have the liberty to utilize the said balance fund for General Corporate Purpose, which shall not in any event exceed 25.00% (Twenty-Five Percent) of the Gross Proceeds (inclusive of the aforementioned fund requirement for General Corporate Purpose);  
<sup>@</sup>Assuming full subscription in this Issue and subject to finalization of the Basis of Allotment and to be adjusted per the Rights Entitlement ratio.

#### Proposed Schedule of implementation and deployment of Net Proceeds

We propose to deploy the Net Proceeds towards the Objects in accordance with the proposed schedule of implementation and deployment of Funds set out below:

Particulars	Amount to be funded from the Net Proceeds	Estimated schedule of deployment of Net Proceeds in Fiscal 2022	Estimated schedule of deployment of Net Proceeds in Fiscal 2023
To acquire 31,45,510 (Thirty-One Lakhs Forty-Five Thousand Five Hundred and Ten) equity shares of face value of ₹10.00/- (Rupees Ten Only) representing 84.01% of the equity and voting share capital of Vitizen Hotels Limited	₹4,08,91,630.00/-	₹4,08,91,630.00/-	0
Towards working capital requirements;	₹80,57,370.00/-	₹50,00,000.00/-	₹30,57,370.00/-
General Corporate Purposes <sup>#</sup>	₹1,30,01,000.00/-	₹20,00,000.00/-	₹1,28,01,000.00/-
<b>Total Net Proceeds</b>	<b>₹6,19,50,000.00/-</b>	<b>₹ 4,60,91,630.00/-</b>	<b>₹1,28,01,000.00/-</b>

<sup>#</sup>The amount to be utilized for General corporate purposes will not exceed 25.00% (Twenty-Five Percent) of the Gross Proceeds;

#### Means of Finance

The fund requirements set out above are proposed to be entirely funded from the Net Proceeds. Accordingly, we confirm that there are no requirements to make firm arrangements of finance under Regulation 62(1) (c) of the SEBI (ICDR) Regulations through verifiable means towards 75% of the stated means of finance, excluding the amount to be raised from the Issue. For further details, see 'Objects of the Issue' on page 52 of the Letter of Offer.

#### 3. NAME OF MONITORING AGENCY:

Since the Issue size does not exceed ₹10,000 Lakhs, there is no requirement to appoint a monitoring agency in relation to the Issue under SEBI (ICDR) Regulation

#### 4. SHAREHOLDING PATTERN OF OUR COMPANY

The shareholding pattern of our Company as on September 30, 2021, can be accessed on the website of the BSE at <https://www.bseindia.com/stock-share-price/vidli-restaurants-ltd/vidli/539659/shareholding-pattern/>

## 5. BOARD OF DIRECTORS

Sr. No.	Name	Designations	Others Directorships
1.	Vidhi Vikram Kamat	Managing Director	1. Conwy Hospitality Private Limited; 2. Vits Hotels Worldwide Private Limited; 3. Vitizen Hotels Limited; 4. Spice Tree Hospitality LLP (Nominee of Body Corporate Designated Partner)
2.	Nanette D'sa Ralph	Chairman and Independent Director	1. Zee Learn Limited; 2. MT Educare Ltd
3.	Kurian Pallathuseri Chandy	Non-Executive and Non-Independent Director	1. Vits Hotels Worldwide Private Limited; 2. Creative Newtech Limited; 3. Spice Tree Hospitality Liability Partnership
4.	Arun Suresh Jain	Independent Director	1. Radhika Web Services and Consultancy Private Limited; 2. E-Creative Digital Marketing LLP

For further details, see 'Our Management' on page 71 of the Letter of Offer.

6. **Neither our Company, our Promoters nor our Directors are categorised as wilful defaulters by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.**

## 7. FINANCIAL STATEMENT SUMMARY

The following table sets forth the summary financial information derived from the Audited Financial Statements, prepared in accordance with GAAP and the Companies Act, 2013, for the half-year ending on September 30, 2021 and Financial Year ending March 31, 2021, and March 31, 2020.

Particulars	For the half-year ending September 30, 2021	For the Financial Year ending on March 31	
		2021	2020
Equity Share Capital	4,33,00,000	4,33,00,000	4,33,00,000
Net Worth	5,38,08,000	5,38,96,401	5,34,07,344
Total Income	1,51,38,000	3,02,34,028	4,91,69,045
Profit / (loss) after tax	(88,000)	4,89,057	16,26,147
Basic and diluted EPS (in ₹)	(0.02)	0.11	0.38
Net asset value per Equity Share (in ₹)	12.43	12.45	12.33
Total borrowings	78,94,733	80,87,970	66,61,197

*Based on net worth allocated to owners of equity and excluding 'effective portion of cash flow hedges'*

*\*not annualized*

For further details, see 'Financial Information' on page 74 of the Letter of Offer

## 8. INTERNAL RISK FACTORS

The below mentioned are top 5 risk factors as per the Letter of Offer:

- The novel coronavirus (Covid-19) pandemic outbreak and steps taken to control the same have significantly impacted our business, results of operations, financial condition, and cash flows and further impact will depend on future developments, which are highly uncertain
- Our success depends significantly on the value, perception and marketing of brands namely 'VITHAL KAMATS' 'KAMATS', 'Urban Dhaba – The Rich Taste of Punjab', 'Pepper Fry Veg Multi-Cuisine Kitchen – by Kamats' and 'Waah Malvan - Multi Brand Kloud Kitchen'.
- We rely significantly on our agreement for use of copy right mark / trade mark with Dr. Vithal Kamat and Conwy Hospitality Private Limited for our business operations.
- We have a very limited operating history, which may make it difficult for investors to evaluate our historical performance or future prospects.
- There are certain outstanding litigations filed by and against our Company.

For further details, see 'Risk Factors' on page 22 of the Letter of Offer.

## 9. SUMMARY OF OUTSTANDING LITIGATIONS

The following table sets forth the summary of outstanding litigations involving our Company and our Subsidiary as on the date of the Letter of Offer:

Nature of Cases	Number of Cases	Amount Involved
<u>Litigations involving our Company</u>		
<u>Proceedings involving issues of moral turpitude or criminal liability on the part of our Company</u> As on date of this Letter of Offer, there are no proceedings involving issues of moral turpitude or criminal liability filed against our company. However, our Company has filed a criminal complaint with Learned Judicial Magistrate's First Class Court at Mulshi in the year 2021, against the accused with whom the Company has entered into a Franchisee Agreement on June 01, 2016, in terms of the relevant provisions of the Criminal Procedure Code, 1973, read with Indian Penal Code, 1860, Trademark Act, 1999, and Copyrights Act, 1957. In terms of the Franchisee Agreement, it has been observed by the Company during inspection that the accused had breached the specifications, service standards, and business practices whilst operating the restaurant. Presently, the said matter is pending and shall come up for hearing in due course.	01	Not ascertainable
<u>Proceedings involving Material Violations of Statutory Regulations by our Company</u> Our Company has been in receipt of a notice dated April 26 2021, by Municipal Corporation of Greater Mumbai, under section 53(1) of the Maharashtra Regional and Town Planning Act, 1966, for carrying out unauthorized development at the registered office of our Company. Our Company is taking steps to carry out the conditions specified in the said notice, and the said matter is still pending as on date.	01	Not ascertainable

For further details, see 'Outstanding Litigations and Defaults' on page 114 of the Letter of Offer.

## 10. TERMS OF THE ISSUE

### Procedure for Application

In accordance with Regulation 76 of the SEBI (ICDR) Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use either the ASBA process or the optional mechanism instituted only for resident Investors in this Issue i.e. R-WAP, Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA or using R-WAP. For details, see 'Procedure for Application through the ASBA Process' and 'Procedure for Application through the R-WAP' on page 145, respectively of the Letter of Offer.

The Application Form can be used by the Investors, Eligible Equity Shareholders as well as the Renounces, to make Applications in this Issue basis the Rights Entitlements credited in their respective demat accounts. Please note that one single Application Form shall be used by the Investors to make Applications for all Rights Entitlements available in a particular demat account. In case of Investors who have provided details of demat account in accordance with the SEBI (ICDR) Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may accept this Issue and apply for the Rights Shares (i) by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts or (ii) filing the online Application Form available on R-WAP and make online payment using the internet banking or UPI facility from their own bank account thereat. Please note that Applications made with payment using third party bank accounts are liable to be rejected.

Applicants should note that they should very carefully fill-in their depository account details and PAN number in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB and R-WAP). Incorrect depository account details or PAN number could lead to rejection of the Application. For details see 'Grounds for Technical Rejection' on page 163 of the Letter of Offer. Our Company, the Lead Manager, the Registrar and the SCSB shall not be liable for any incorrect demat details provided by the Applicants.

### **Procedure for Application through the ASBA process**

An investor, wishing to participate in this Issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCSB, prior to making the Application. Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

### **Self-Certified Syndicate Banks**

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

### **Procedure for Application through the R-WAP**

In accordance with SEBI circulars bearing reference numbers SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020, SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021, SEBI/HO/CFD/DIL1/CIR/P/2021/552 dated April 22, 2021, and SEBI/HO/CFD/DIL2/CIR/P/2021/633 dated October 01, 2021, a separate web based application platform, i.e., the R-WAP facility accessible at [www.bigshareonline.com/RightsIssueCAF.aspx](http://www.bigshareonline.com/RightsIssueCAF.aspx), has been instituted for making an Application in this Issue by resident Investors. Further, R-WAP is only an additional option and not a replacement of the ASBA process. At the R-WAP, resident Investors can access and submit the online Application Form in electronic mode using the R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat. Prior to making an Application, such Investors should enable the internet banking or UPI facility of their respective bank accounts and such Investors should ensure that the respective bank accounts have sufficient funds.

PLEASE NOTE THAT ONLY RESIDENT INVESTORS CAN SUBMIT AN APPLICATION USING THE R-WAP. R-WAP FACILITY WILL BE OPERATIONAL FROM THE ISSUE OPENING DATE. FOR RISKS ASSOCIATED WITH THE R-WAP PROCESS, SEE 'RISK FACTOR' - The R-WAP payment mechanism facility proposed to be used for this Issue may be exposed to risks, including risks associated with payment gateways.' ON PAGE 32 OF THE LETTER OF OFFER.

For guidance on the Application process through R-WAP and resolution of difficulties faced by the Investors, the Investors are advised to carefully read the frequently asked questions or call number at 022-40430200/ 62638200. For details, see 'Procedure for Application through the R-WAP' on page 145 of the Letter of Offer.

### **Application on Plain Paper under ASBA process**

An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an Application to subscribe to this Issue on plain paper, in case of non-receipt of Application Form through e-mail or physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any address outside India.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

**PLEASE NOTE THAT APPLICATION ON PLAIN PAPER CANNOT BE SUBMITTED THROUGH R-WAP.**

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- 1) Name of our Company, being Vidli Restaurants Limited;
- 2) Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- 3) Registered Folio Number/DP and Client ID No.
- 4) Number of Equity Shares held as on Record Date;
- 5) Allotment option – only dematerialised form;
- 6) Number of Rights Equity Shares entitled to;
- 7) Number of Rights Equity Shares applied for within the Rights Entitlements;
- 8) Number of additional Rights Equity Shares applied for, if any;
- 9) Total number of Rights Equity Shares applied for;
- 10) On Application, Investors will have to pay ₹5.00/- (Rupees Five Only) per Rights Equity Share which constitutes 50.00% (Fifty Percent) of the Issue Price and the balance ₹5.00/- (Rupees Five Only) per Rights Equity Share which constitutes 50.00% (Fifty Percent) of the Issue Price, will have to be paid, on one or more subsequent Call(s), as determined by the Board of Directors at its sole discretion, from time to time;
- 11) Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- 12) In case of NR Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- 13) Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue;
- 14) Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- 15) Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB);
- 16) In addition, all such Eligible Equity Shareholders are deemed to have accepted the following:

‘I/ We understand that neither the Rights Entitlements nor the Rights Equity Shares have been, or will be, registered under the US Securities Act of 1933, as amended (the ‘US Securities Act’), or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the ‘United States’), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. I/ we understand the Rights Equity Shares referred to in this application are being offered and sold in offshore transactions outside the United States in compliance with Regulation S under the US Securities Act (‘Regulation S’) to existing shareholders located in jurisdictions where such offer and sale of the Rights Equity Shares is permitted under laws of such jurisdictions. I/ we understand that the Issue is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlements for sale in the United States, or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlements in the United States. I/ we confirm that I am/ we are (a) not in the United States and eligible to subscribe for the Rights Equity Shares under applicable securities laws, (b) complying with laws of jurisdictions applicable to such person in connection with the Issue, and (c) understand that neither the Company, nor the Registrar, the Lead Manager or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who the Company, the Registrar, the Lead Manager or any other person acting on behalf of the Company have reason to believe is in the United States or is outside of India and United States and ineligible to participate in this Issue under the securities laws of their jurisdiction. I/We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation. I/ We satisfy, and each account for which I/ we are acting satisfies, (a) all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of my/our residence, and (b) is eligible to subscribe and is subscribing for the Rights Equity Shares and Rights Entitlements in compliance with applicable securities and other laws of our jurisdiction of residence. I/we hereby make the representations, warranties, acknowledgments and agreements set forth in the section of the Letter of Offer.

I/ We understand and agree that the Rights Entitlements and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. I/ We acknowledge that we, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.’

In cases where multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.



Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, the Lead Manager and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at [www.bigshareonline.com](http://www.bigshareonline.com).

Our Company, the Lead Manager and the Registrar shall not be responsible if the Applications are not uploaded by SCSB or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date.

### **Application by Eligible Equity Shareholders holding Equity Shares in physical form**

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:

- (a) The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, email address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by email, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date;
- (b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;
- (c) The Eligible Equity Shareholders can access the Application Form from:
  - Our Company's website at [www.kamatsindia.com](http://www.kamatsindia.com)
  - Registrar to the Issue's website at [www.bigshareonline.com](http://www.bigshareonline.com)
  - BSE Limited's website at [www.bseindia.com](http://www.bseindia.com)
  - Registrar's web-based application platform ('R-WAP') at [www.bigshareonline.com/RightsIssueCAF.aspx](http://www.bigshareonline.com/RightsIssueCAF.aspx)
  - Lead Manager's website at [www.capitalsquare.in](http://www.capitalsquare.in)Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar accessible at [www.bigshareonline.com](http://www.bigshareonline.com) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company accessible at [www.bigshareonline.com](http://www.bigshareonline.com);
- (d) The Eligible Equity Shareholders shall, on or before the Issue Closing Date (i) submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts or (ii) fill the online Application Form available on R-WAP and make online payment using their internet banking or UPI facility from their own bank account thereat.

PLEASE NOTE THAT ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST 2 (TWO) WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.

### **Terms of Payment**

On Application, Investors will have to pay ₹5.00/- (Rupees Five Only) per Rights Equity Share which constitutes 50.00% (Fifty Percent) of the Issue Price and the balance ₹5.00/- (Rupees Five Only) per Rights Equity Share which constitutes 50.00% (Fifty Percent) of the Issue Price, will have to be paid, on one or more subsequent Call(s), as determined by the Board of Directors at its sole discretion, from time to time.

### **Rights Entitlements Ratio**

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of 3 (Three) Rights Equity Shares for every 2 (Two) Equity Shares held by the Eligible Equity Shareholders as on the Record Date.

### **Fractional Entitlements**

The Right Shares are being offered on a rights basis to existing Eligible Shareholders in the ratio of 3 (Three) Right Shares for every 2 (Two) Equity Shares held as on the Record Date. As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Shareholders is less than 2 (Two) Equity Shares or is not in the multiple of 2 (Two) Equity Shares, the fractional entitlements of such Eligible Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the Allotment of one additional Rights Security if they apply for additional Right Shares over and above their Rights Entitlements, if any, subject to availability of Right Shares in this Issue post allocation towards Rights Entitlements applied for.

For example, if an Eligible Equity Shareholder holds 3 (Three) Equity Shares, such Equity Shareholder will be entitled to 3 (Three) Rights Share(s) and will also be given a preferential consideration for the Allotment of one additional Rights Equity Share if such Eligible Equity Shareholder has applied for additional Right Shares, over and above his/ her Rights Entitlements, subject to availability of Right Shares in this Issue post allocation towards Rights Entitlements applied for.

Further, the Eligible Shareholders holding less than 2 (Two) Equity Shares shall have 'zero' entitlement for the Right Shares. Such Eligible Shareholders are entitled to apply for additional Right Shares and will be given preference in the Allotment of one Right Shares, if such Eligible Shareholders apply for additional Right Shares, subject to availability of Right Shares in this Issue post allocation towards Rights Entitlements applied for. However, they cannot renounce the same in favour of third parties.

### **Credit of Rights Entitlements in dematerialised account**

In accordance with Regulation 77A of the SEBI (ICDR) Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI (LODR) Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (e) credit of the Rights Entitlements returned/reversed/failed; or (f) the ownership of the Equity Shares currently under dispute, including any court proceedings, as applicable.

In this regard, our Company has made necessary arrangements with NSDL and CDSL for the crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is INE564S20019. A separate ISIN for the Party Paid Equity Shares Rights Entitlements has also been generated which is IN9564S01017. The said ISIN's shall remain frozen (for debit) until the Issue Opening Date and shall be active for renouncement or transfer only during the Renunciation Period, i.e., from Wednesday, 02 February, 2022 to Thursday, 10 February, 2022 (both days inclusive). It is clarified that the Rights Entitlements shall not be available for transfer or trading post the Renunciation Period. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to the Company or the Registrar not later than 2 (Two) Working Days prior to the Issue Closing Date, i.e., by Monday, 14 February, 2022 to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to the Company or the Registrar account is active to facilitate the aforementioned transfer. Eligible Equity Shareholders holding Equity Shares in physical form can update the details of their demat accounts on the website of the Registrar accessible at [www.bigshareonline.com](http://www.bigshareonline.com). Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense escrow account to the Stock Exchanges after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

**PLEASE NOTE THAT CREDIT OF THE RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNT DOES NOT, PER SE, ENTITLE THE INVESTORS TO THE RIGHTS EQUITY SHARES AND THE INVESTORS HAVE TO SUBMIT APPLICATION FOR THE RIGHTS EQUITY SHARES ON OR BEFORE THE ISSUE CLOSING DATE AND MAKE PAYMENT OF THE APPLICATION MONEY. FOR DETAILS, SEE 'PROCEDURE FOR APPLICATION' ON PAGE 146 OF THE LETTER OF OFFER.**

## **Trading of the Rights Entitlements**

In accordance with the SEBI Rights Issue Circulars, the Rights Entitlements credited shall be admitted for trading on the Stock Exchanges under ISIN INE564S20019. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. Investors shall be able to trade/ transfer their Rights Entitlements either through On Market Renunciation or through Off Market Renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

The On Market Renunciation shall take place electronically on the secondary market platform of the Stock Exchanges on T+2 rolling settlement basis, where T refers to the date of trading. The transactions will be settled on trade-for-trade basis. The Rights Entitlements shall be tradable in dematerialized form only. The market lot for trading of Rights Entitlements is One Rights Entitlement.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from Wednesday, 02 February, 2022 to Thursday, 10 February, 2022 (both days inclusive). No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date. For details, see ‘-Procedure for Renunciation of Rights Entitlements – On Market Renunciation’ and ‘- Procedure for Renunciation of Rights Entitlements – Off Market Renunciation’ on page 156 of the Letter of Offer. Once the Rights Entitlements are credited to the demat account of the Renounees, application in the Issue could be made until the Issue Closing Date. For details, see ‘Procedure for Application’ on page 127 of the Letter of Offer.

## **Renunciation of Rights Entitlements**

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. The renunciation of Rights Entitlements credited in your demat account can be made either by way of On Market or through off-market transfer.

In accordance with SEBI Rights Issue Circulars, the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, will not be able to renounce their Rights Entitlements.

## **Procedure for Renunciation of Rights Entitlements**

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges; or (b) through an off-market transfer, during the Renunciation Period. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements. The Lead Manager and our Company accept no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

**Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.**

## **On Market Renunciation**

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of BSE through a registered stock broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI (ICDR) Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under ISIN INE564S20019 subject to requisite approvals. The details for trading in Rights Entitlements will be as specified by the BSE from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlement. The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from Wednesday, 02 February, 2022 to Thursday, 10 February, 2022 (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock brokers by quoting the ISIN INE564S20019 and indicating the details of the Rights Entitlements they intend to sell. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE and NSE under automatic order matching mechanism and on 'T+2 rolling settlement basis', where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

### **Off Market Renunciation**

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only.

Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN INE564S20019, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account. The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time. For details, see 'Terms of the Issue - Procedure for Renunciation of Rights Entitlements – On Market Renunciation' and 'Terms of the Issue Procedure for Renunciation of Rights Entitlements – Off Market Renunciation' on page 146 of the Letter of Offer.

## **Options available to the Eligible Equity Shareholders**

The Rights Entitlement Letter will clearly indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to.

If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

- (i) Apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or
- (ii) Apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
- (iii) Apply for Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- (iv) Apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for additional Rights Equity Shares; or
- (v) Renounce its Rights Entitlements in full.

### **Additional Rights Equity Shares**

Investors are eligible to apply for additional Rights Shares over and above their Rights Entitlements, provided that they are eligible to apply for Rights Shares under applicable law and they have applied for all the Rights Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of additional Rights Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the BSE. Applications for additional Rights Shares shall be considered and Allotment shall be made in accordance with the SEBI (ICDR) Regulations and in the manner prescribed under the section 'Basis of Allotment' on page 158 of the Letter of Offer.

### **Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for additional Rights Equity Shares Withdrawal of Application**

An Investor who has applied in this Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted or sending email withdrawal request to [rightsissue@bigshareonline.com](mailto:rightsissue@bigshareonline.com) in case of Application through R-WAP facility. However, no Investor, whether applying through ASBA facility or R-WAP facility, may withdraw their Application post the Issue Closing Date.

### **Intention and extent of participation by our Promoters and Promoter Group**

Pursuant to letter dated Thursday, September 30, 2021, Vidhi Vikram Kamat, Conwy Hospitality Private Limited, Vits Hotels Worldwide Private Limited ('Subscription Letter'), has confirmed that he along with other Promoters and certain members of Promoter Group of our Company, intend to subscribe, jointly and / or severally, in part or to the full extent of their Rights Entitlements (including through subscription of any Rights Entitlements renounced in their favour by any other Promoter or member(s) of the Promoter Group of our Company). Further, our Promoters and certain members of the Promoter Group also reserve the right to subscribe to Additional Rights Equity Shares, over and above their Rights Entitlements for ensuring minimum subscription in the Issue as required under the SEBI (ICDR) Regulations and subscribe to unsubscribed portion of the Issue, if any subject to compliance with the minimum public shareholding requirements, as prescribed under the SCRR and the SEBI (LODR) Regulations.

The acquisition of Additional Rights Equity Shares by our Promoters and members of our Promoter Group, over and above their Rights Entitlements, if any, shall not result in a change of control of the management of our Company and shall be in accordance with provisions of the SEBI SAST Regulations. Our Company is in compliance with Regulation 38 of the SEBI (LODR) Regulations and will continue to comply with the minimum public shareholding requirements under applicable law, pursuant to this Issue.

**Availability of offer document of the immediately preceding public issue or rights issue for inspection:** Not Applicable

### **11. Any other important information as per Lead Manager and the Issuer: Nil**

<b>DECLARATION BY THE COMPANY</b>	
We hereby declare that no statement made in the Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. We further certify that all the legal requirements connected with the Issue as also the guidelines, instructions, etc., issued by SEBI, Government of India and any other competent authority in this behalf, have been duly complied with. We further certify that all disclosures made in the Letter of Offer are true and correct	

### **SIGNED BY THE DIRECTORS AND CHIEF FINANCIAL OFFICER OF OUR COMPANY**

Vidhi Vikram Kamat	(Managing Director);
Nanette D'sa Ralph	(Chairman and Independent Director);
Kurian Pallathuseri Chandu	(Non-Executive and Non-Independent Director);
Arun Suresh Jain	(Independent Director);
Ravindra L. Shinde	(Chief Financial Officer)