

Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Vidli Restaurants Limited

12th Annual General Meeting of the Equity Shareholders of Vidli Restaurants Limited held on Friday, the 9th day of August, 2019 at 11.00 a.m. at T-24 Hotel, Church Road, Near Airport Road Metro Station, Vijay Nagar Colony, Andheri East, Mumbai 400059.

Sub: Combined Report of Scrutinizer in respect of votes casted by e-voting and poll on the resolutions proposed in the Notice of 12th Annual General Meeting of the Equity Shareholders of Vidli Restaurants Limited.

Dear Sir,

I, Pooja Sawarkar, proprietor of M/s. Pooja Sawarkar & Associates, Company Secretaries in Practice (Membership no. FCS 10262, COP no. 15085) appointed as Scrutinizer by Vidli Restaurants Limited (the Company) as per the Board resolution dated 18th May 2019 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of remote e-voting as well as the voting by poll taken on the below mentioned resolutions at the 12th Annual General Meeting (AGM) of the Equity Shareholders of the Company held on Friday, the 9th day of August, 2019 at 11.00 a.m. at the T-24 Hotel, Church Road, Near Airport Road Metro Station, Vijay Nagar Colony, Andheri East, Mumbai 400059, submit my report as under:

- 1) The Company had appointed National Securities Depository Limited (NSDL) for the purpose of providing the facility of remote e-voting to the Members of the Company.
- 2) NSDL had set up an electronic voting facility on their website. Viz. www.evoting.nsdl.com. The Company had uploaded all the items of business to be transacted at the 12th AGM on the website of NSDL and also on its own website i.e. www.kamatsindia.com
- 3) The notice clearly indicated the process and manner of voting by electronic means including step wise procedure for voting in a secure manner.
- 4) The cut-off date for the purpose of identifying the Members who will be entitled to vote on the resolutions was Friday, 2nd August, 2019.



- 5) The remote e-voting period commenced on Tuesday, 6th August, 2019 at 9.00 a.m. and ended on Thursday, 8th August, 2019 at 5.00 p.m.
- 6) At the end of the voting period on Thursday, 8th August, 2019, the voting portal was blocked forthwith. The same was unblocked on 9th August, 2019 after voting process by poll was completed in the presence of two witnesses viz. Mr. Mahesh Kandoi and Mr. Amit Mehta.
- 7) At the venue of the 12th AGM of the Company held on 9th August, 2019, the facility to vote through polling paper was provided to those Members present in the meeting but could not participate through remote e-voting. Ballot papers were distributed to all the Members present in person or by proxy to enable the Members to vote.
- 8) After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling was locked in my presence with due identification mark placed by me.
- 9) The locked ballot box was subsequently opened in my presence along with two witnesses viz. Mr. Mahesh Kandoi and Mr. Amit Mehta and the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and authorisations/ proxies lodged with the Company.
- 10) I did not find any poll papers invalid.
- 11) The consolidated results of remote e-voting and the voting by poll are as under:



Item No. 1:

ORDINARY RESOLUTION

ADOPTION OF AUDITED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019 ALONG WITH REPORTS OF BOARD AND AUDITORS THEREON:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	10	3012000	98.98
Voting by Poll at AGM	3	31000	1.02
Total	13	3043000	100

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
Voting by Poll at AGM	0	0	0
Total	0	0	0

Total number of Valid votes casted under remote evoting and by poll	3043000
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(iii) Invalid votes :

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Voting by Poll at AGM	0	0
Total	0	0



Item No. 2:

ORDINARY RESOLUTION

TO APPOINT A DIRECTOR IN PLACE OF MS. VIDHI V. KAMAT , WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HERSELF FOR RE-APPOINTMENT:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	10	3012000	98.98
Voting by Poll at AGM	3	31000	1.02
Total	13	3043000	100

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
Voting by Poll at AGM	0	0	0
Total	0	0	0

Total number of Valid votes casted under remote evoting and by poll	3043000
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(iii) Invalid votes :

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Voting by Poll at AGM	0	0
Total	0	0



Item No. 3:

ORDINARY RESOLUTION

TO APPROVE THE RELATED PARTY TRANSACTIONS ENTERED INTO BY THE COMPANY:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	7	369000	92.25
Voting by Poll at AGM	3	31000	7.75
Total	10	400000	100

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
Voting by Poll at AGM	0	0	0
Total	0	0	0

Total number of Valid votes casted under remote evoting and by poll	400000
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(iii) Invalid votes :

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Voting by Poll at AGM	0	0
Total	0	0



Item No. 4:

SPECIAL RESOLUTION

TO APPROVE REMUNERATION PAID TO MS. VIDHI V. KAMAT OVER AND ABOVE THE LIMITS PRESCRIBED UNDER SECTION 197 OTHER APPLICABLE PROVISIONS, IF ANY, OF THE COMPANIES ACT, 2013:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	10	3012000	98.98
Voting by Poll at AGM	3	31000	1.02
Total	13	3043000	100

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0	0	0
Voting by Poll at AGM	0	0	0
Total	0	0	0

Total number of Valid votes casted under remote evoting and by poll	3043000
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(iii) Invalid votes :

Type of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	0	0
Voting by Poll at AGM	0	0
Total	0	0



All the resolutions as set out in the notice of the 12th AGM of the Company are passed unanimously.

A compact disc (CD) containing the list of equity shareholders who voted "For", "Against" for each resolution is enclosed. There were no invalid votes.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary, for safe keeping.

Thanking you.

Yours faithfully,
For Pooja Sawarkar & Associates
Company Secretaries

Place: Mumbai
Date: 9th August, 2019



Pooja Sawarkar
Proprietor
FCS 10262
COP 15085