



ANNEXURE-II

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 Chairperson
Vidli Restaurants Limited

13th Annual General Meeting of the Equity Shareholders of Vidli Restaurants Limited held on Friday, the 25th day of September, 2020 at 11.00 a.m. through Video Conferencing/ Other Audio Visual Means.

Sub: Combined Report of Scrutinizer in respect of votes casted by remote e-voting and e-voting at the Annual General Meeting on the resolutions proposed in the Notice of 13th 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 29th August, 2020 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of remote e-voting as well as the e-voting at 13th Annual General Meeting (AGM) on the below mentioned resolutions at the 13th AGM of the Equity Shareholders of the Company held on Friday, the 25th day of September, 2020 at 11.00 a.m. through Video Conferencing/ Other Audio Visual Means, 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 and e-voting at the AGM 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 13th 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 purposes of identifying the Members who will be entitled to vote on the resolutions was Friday, 18th September, 2020.
- 5) The remote e-voting period commenced on Tuesday, 22nd September, 2020 at 9.00 a.m. and ended on Thursday, 24th September, 2020 at 5.00 p.m. and was disabled thereafter.
- 6) During the 13th AGM of the Company, the facility of e-voting to cast the vote was provided to those Members who had not already cast their vote by remote e-voting.
- 7) After the closure of e-voting at the AGM, the report on e-voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked. The statements for said e-voting were downloaded from e-voting website of NSDL and thereafter counted.
- 8) I have scrutinized and reviewed the remote e-voting prior to the AGM and during the AGM and votes cast therein, based on the data downloaded from the NSDL e-voting system.
- 9) I did not find any votes invalid.
- 10) The Management of the Company is responsible to ensure compliance with the requirement of the applicable act and rules relating to remote e-voting prior and during the AGM on the resolutions contained in the notice of the AGM. My responsibility as a scrutinizer is restricted to make Scrutinizer's Report of the votes cast in favour or against the resolutions.
- 11) The consolidated results of remote e-voting and the e-voting at the AGM are as under:

Item No. 1:

ORDINARY RESOLUTION

ADOPTION OF AUDITED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020 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	14	3085000	95.90
E-Voting at AGM	2	16000	0.50
Total	16	3101000	96.39

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	1	116000	3.61
E-Voting at AGM	0	0	0.00
Total	1	116000	3.61

Total number of Valid votes casted under remote evoting and evoting at AGM	3217000
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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
E-Voting at AGM	0	0
Total	0	0

Item No. 2:

ORDINARY RESOLUTION

TO APPOINT A DIRECTOR IN PLACE OF MR. KURIAN CHANDY (DIN: 00855226), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF 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	14	3085000	95.90
E-Voting at AGM	2	16000	0.50
Total	16	3101000	96.39

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	1	116000	3.61
E-Voting at AGM	0	0	0.00
Total	1	116000	3.61

Total number of Valid votes casted under remote evoting and evoting at AGM	3217000
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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
E-Voting at AGM	0	0
Total	0	0

Item No. 3:

ORDINARY RESOLUTION

TO APPOINT MS. NANETTE DSA (DIN: 05261531) AS NON-EXECUTIVE INDEPENDENT DIRECTOR AND CHAIRPERSON OF THE COMPANY:

(i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	14	3085000	95.90
E-Voting at AGM	2	16000	0.50
Total	16	3101000	96.39

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	1	116000	3.61
E-Voting at AGM	0	0	0.00
Total	1	116000	3.61

Total number of Valid votes casted under remote evoting and evoting at AGM	3217000
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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
E-Voting at AGM	0	0
Total	0	0

Item No. 4:

SPECIAL RESOLUTION

TO REAPPOINT MR. ARUN JAIN (DIN: 07011393) AS AN INDEPENDENT DIRECTOR OF THE COMPANY, TO HOLD OFFICE AS SUCH FOR SECOND CONSECUTIVE TERM:

(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	14	3085000	95.90
E-Voting at AGM	2	16000	0.50
Total	16	3101000	96.39

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	1	116000	3.61
E-Voting at AGM	0	0	0.00
Total	1	116000	3.61

Total number of Valid votes casted under remote evoting and evoting at AGM	3217000
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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
E-Voting at AGM	0	0
Total	0	0

Item No. 5:

SPECIAL RESOLUTION

TO REAPPOINT MS. VIDHI V. KAMAT (DIN: 07038524) AS THE MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF THREE YEARS:

(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	14	3085000	95.90
E-Voting at AGM	2	16000	0.50
Total	16	3101000	96.39

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	1	116000	3.61
E-Voting at AGM	0	0	0.00
Total	1	116000	3.61

Total number of Valid votes casted under remote evoting and evoting at AGM	3217000
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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
E-Voting at AGM	0	0
Total	0	0

Item No. 6:

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	14	3085000	95.90
E-Voting at AGM	2	16000	0.50
Total	16	3101000	96.39

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	1	116000	3.61
E-Voting at AGM	0	0	0.00
Total	1	116000	3.61

Total number of Valid votes casted under remote evoting and evoting at AGM	3217000
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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
E-Voting at AGM	0	0
Total	0	0

Item No. 7:

ORDINARY RESOLUTION

TO APPROVE RELATED PARTY TRANSACTION AS PER SECTION 188 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	11	442000	77.00
E-Voting at AGM	2	16000	2.79
Total	13	458000	79.79

(ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	1	116000	20.21
E-Voting at AGM	0	0	0
Total	1	116000	20.21

Total number of Valid votes casted under remote evoting and evoting at AGM	574000
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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
E-Voting at AGM	0	0
Total	0	0

All the resolutions as set out in the notice of the 13th AGM of the Company are passed with requisite majority.

The relevant electronic data and records including the list of equity shareholders who voted for each resolution will be handed over to the Company Secretary, for safe keeping.

Thanking you.

Yours faithfully,
For Pooja Sawarkar & Associates
Company Secretaries

Pooja Sawarkar
Proprietor
FCS 10262
COP 15085

UDIN: F010262B000771946

Place: Mumbai

Date: 25th September, 2020